

**DRAFT MINUTES OF THE MEETING
OF THE CPSA BOARD OF DIRECTORS**

**Held at Edmonton House, Bisley National Shooting Centre,
Brookwood, Woking, Surrey, GU24 0NP**

on Tuesday 23rd July 2013

PRESENT:

Mr WA Heeks	Acting Chairman/ Regional Director – North
Mr R Kibblewhite	Regional Director – West Midlands
Mr J Offord	Regional Director – South East
Mr TR Bobbett	National Director
Mr DJ Jellicoe	National Director
Mr G Walker	National Director
Mr N Fellows	CEO

MINUTES SECRETARY:

Ms M Voller

APOLOGIES:

Mr KJ Newton Regional Director – South West

GUEST:

Mr C Hames East Midlands representative

1. FORMALITIES

WAH opened the meeting at 0915 hrs, welcomed all present and confirmed that there was a quorum present. Apologies had been received from KJN.

Declaration of interest: None.

CH was asked by WAH to excuse himself whilst a short meeting took place to discuss how to fill the vacancy created by CDB's resignation. CH was then invited to re-join the meeting.

WAH informed CH that the decision of the Board was to hold an election for the East Midlands Regional Director vacancy in the interests of openness, transparency, and democracy, and nominations would be sought in the September issue of PULL! magazine. CH objected to the decision, and stated that he considered the Association's procedures were not being followed correctly. In addition he said he had raised several queries in the past regarding the use or non-use of co-option. WAH replied that there was nothing in the Articles which stated a member had to be co-opted should a Director resign part way through his tenure. It was explained that this course of action had been chosen because of the long length of time (almost a full term) which was left to serve, and CH was assured that nominations would be sought without any undue delay in order to appoint a duly elected Director to the Board to represent the East Midlands Region. Should only one person be nominated, then there would be no need for a ballot. The Board were keen to have an East Midlands member join the Board as soon as possible, but they needed to ensure that the procedure was carried out democratically. In the meantime an observer from the Region would be invited to attend for the non-confidential issues of the Board meetings.

CH considered that a further option was available to the Board in that a representative could be co-opted until a Director was elected. However, as this would mean unco-opting the person after a very short period of time it was not considered feasible. A discussion followed on previous co-options and elections to the Board which was drawn to a conclusion when it was stated that the Board had already made their decision. CH questioned why the decision had been made without the Directors listening to his point of view, and stated that he was unhappy with the fact he had been told previously he would be involved in the whole Board meeting and not just part of it. It was explained that the Code of Conduct needed to be signed by any Director prior to

attending full Board meetings, and will apply to the East Midlands Director when he/she is elected. NF outlined the proposed voting dates and procedures with ballot papers, if necessary, in the October edition of PULL!

a) Minutes of the 21st May 2013 meeting

Proposed by TRB, and seconded by JO. All present were in favour.

b) Matters arising:

i) Item 2:6 Clay Pigeon contamination of rape seed oil crops

DJJ reported that Cargill Grain is producing a newsletter to send to all their distributors. They will share it with us to put on our website as well as Head Office sending it out to every club. It is anticipated that it will not be in time for this year, but should be with us by October in enough time for next year. NF confirmed that he had sent a note to clubs with information regarding the contamination which had occurred last year because farmers had allowed shooting over the crop. However, NF has been informed that a new method of manufacturing clays using resin and wood is being developed which should help with the problem.

ii) Item 13 ABT Target Speed

RK reported that he had been on holiday in the USA since the last Board meeting and had had little time to consult with the ABT panel. He questioned how it would stand if we changed the rules for England, but the other four countries of the ICTSC did not agree with us. WAH replied that we could shoot with our own rules in England, but would have to shoot the Home International with the rules agreed by the Council, the next meeting of which is scheduled for December. TRB suggested that the Sub Committee is consulted in the meantime and submit any recommendations back to him to take to the December Council meeting. NF was of the opinion that the rules were being changed too often which causes confusion amongst the shooters who subsequently drop out of the discipline. RK considered this should be avoided if possible; it should also be remembered that some consider ABT to be a stepping stone to UTR and OTR.

iii) Team Manager description and duties

WAH confirmed that all the Team Manager's duties are outlined in the England Team Handbook and include the booking of hotels etc. He stated that DTL can be a challenge for the Team Manager because of the large number of team members.

iv) Seniors category

WAH stated that he had spoken with the member within his Region who had requested the introduction of this additional category, and explained that it would be cost prohibitive, not only to the Association but also to the Regions and Counties. RK said that some of the Counties in his Region had chosen to do this already, but it was agreed that it was up to individual Regional and County Committees to make such a decision if they could afford it. It was agreed by all that an additional category for the Seniors would not be added to any of the National championships.

v) Item 3 Governance and Compliance

CH mentioned the sixth principle of Accountability and Transparency in the Voluntary Code of Good Governance that has been adopted, and the query raised by CDB at the May Board meeting regarding the World Sporting Championship held in San Antonio. TRB stated that the Championship was only attended by two formal teams, England and USA, together with what appeared to be a scratch team from Mexico. He confirmed that NF and he had attended primarily to hold a meeting with the senior executives of the National Sporting Clays Association regarding the future of the competition. In response to a question from CH regarding the conversation reported to him between CDB and TRB at the May Board meeting relating to this matter TRB suggested CH listen to the relevant section of the digital recording made at all Board meetings in order for CH to ascertain for himself the actual words used by TRB. A short discussion was also held in relation to a Director's various responsibilities when sitting on the Board taking into account the requirements laid down by the current Companies Act.

2. CEO report

2:1 Introduction

The last couple of months had been exceptionally busy in a number of areas. A lot of work had gone into the new Articles, and this was ongoing.

2:2 Staffing

CA will be taking maternity leave around the end of the year, and she intends to work for as long as possible. However, her position will need to be covered and NF would like to ensure that there is some form of handover period. The last championship for this year finishes on the 2nd September so the opportunity for a new person to gain experience is remote, but there are three other well thought of people in the office who are well versed in the role. There had been less time for a temp this year which had been held off because of the new IT system. More staff movement is anticipated next year, and rather than just replacing like for like, NF intends to look at the best way of moving forward.

NF has spoken with Roger Phillips, our HR Consultant, who has advised that all staff contracts should be checked to ensure they were current and legally compliant. He will be attending Head Office on the 13th August to carry out this work, and NF requested the approval of the Board for RP to have access to the personnel files. All present gave their approval.

2:3 Governance

All five Regional Committees have been consulted regarding the new Articles. The second draft of the Articles is now on the website, and to date there has only been four responses. NF is concerned about the way that some forums/websites are comparing the second draft to the original Articles, and some comments have not been at all constructive. 24 substantive changes have been made to the second draft.

2:4 Insurance

The tendering process to date had not been as straightforward as NF had hoped. Tenders have now been received from 4 companies, 3 of which (including the current provider) have come in on a like-for-like basis at approximately the same figure. The fourth one is on a "claims made" rather than a "claims occurred" basis. The difference between the two types of claims was explained, with RK commenting that he considered it a clever, and undesirable, move by insurance companies to limit their responsibility. NF said there was more work to be done over the next two weeks with the renewal date set for the 1st September, and he would keep the Board informed.

The subject of Shotgun Certificate revocation was discussed. Various case scenarios were reported where certificates have been revoked, sometimes for tenuous reasons, and how different Police Forces treat such incidents. It would appear that there have been widening medical reasons for not renewing some certificates. NF acknowledged that some police forces realise that they are unlikely to be challenged because of cost implications for the certificate holder if a licence is revoked, and the perception that BASC offer legal cover for their members is not correct. The challenge is how our Association can make it affordable when, for a lot of the members, they would only value it if they suddenly found they needed it. NF therefore estimates that it will cost in the range of £3 - £5 per member to introduce, but as standalone insurance would cost a lot more and the Directors were asked if they would prefer to see it offered to members as part of their annual renewal.

RK thought it would be a case of educating members about the risks to their certificates, whilst TRB was of the opinion that if the police were aware all our members carried this type of insurance they might not be so hasty to revoke licences in certain situations knowing they could well be challenged through the courts. CH said that the majority of members will view it as just an increase in their membership fee and not see the logic behind it. DJJ said that the subject had been floated to many members who visited the CPSA stand at the CLA Game Fair, and reactions had been positive. JO thought members would be impressed when they understood what was being offered to them, and GW was in agreement with this.

Decision: All were in agreement and gave NF the mandate to proceed.

3. Directors Duties and Responsibilities

Presentation by Tesse Akpeki, Leadership and Governance Consultant of On Board Governance Development, outlining the Good Practice Board Toolkit.

Tesse gave a very interesting presentation on the following subjects:

- Governance and the Effective Board – Legal Framework
- Effective Decision Making
- The Board's Role in Balancing Support with Constructive Challenge
- The Role of the Chief Executive, the Senior Management Team and the Board
- Evaluating the Performance of the Board and Directors

The presentation was supported by Powerpoint overheads which will be distributed by NF to each Director following the meeting.

Several major points were highlighted and discussed, and included the following:

- Governing – ensuring things are done, but not necessarily doing them yourself.
- Recording in Minutes when people leave the Board meeting and subsequently rejoin it.
- Rules must be applied consistently.
- The proposed Draft Articles are in line with Good Practice, including Independent Directors and Chairman appointed by the Board. The inclusion of the words “The Chairman is an elected member” should reassure members.
- Removal of a Director. Code of Conduct, which is transparent, and all directors sign up to it, and with the right of reply for a Director who is to be removed. Removal has to be carried out by due process, but if no sanctions are available to the Board the Code will be pointless.
- Under the Companies Act 2006 directors must always act in the best interests of the Association as a whole and not vote in line with the view of any group or committee if that view is contrary to the best interests of the Association.
- Amended Articles bring the Association into line with the current Companies Act.
- The difficulty in finding younger people who are willing to stand as a Director.
- Be realistic on what the Board can deliver, at times within a limited timeframe, and what the members want to see.
- Keep the Board focussed on strategy, and what measures can be taken to achieve this.
- The Chief Executive is the paid member of staff attending Board meetings, whilst the elected Directors (as now) plus any Independent Directors (if accepted) are unpaid.

Tesse was thanked for her attendance and presentation, and invited to join the Directors for lunch.

2:5 CPSA Strategy Development

NF reported that this had not moved as quickly as he would have liked because of time limitations, but it was still considered an important body of work which would hopefully make progress over the remainder of the summer.

2:6 Commonwealth Games – Team Manager/coach appointments and funding

Five applications had been received for the role of Shotgun Team Manager, and it is proposed that NF and DJJ will interview the shortlisted candidates during the following week. The funding, which was applied for via Sport England, should be announced today and it was hoped that we might receive in the region of £40,000 for final preparations. Ian Coley, MBE, has kindly agreed to act as a team ambassador for the Games.

2:7 England Talent Pathway Development

NF reported on a meeting between himself and Steve Seligmann, the new Talent Pathways Manager at British Shooting. SS is organising a Talent Development Group, and JO will be the Director with lead responsibility for this programme. NF had additionally had a meeting with Phil Coley and Wayne Gibbard at the University of Gloucester who are developing a support programme for high level shooters. Phil has established an Elite Shooting Academy and the University is offering a scholarship scheme with the first scholarship commencing in September. It is hoped to extend the programme to other Universities which are near to selected grounds in the future, and NF considered it an excellent opportunity for the Association to be part of this

initiative. He therefore sought the Board's approval for the adoption of the programme, and all present were in full agreement.

2:8 British Shooting update/England Development plans
NF proposed to return to this subject later in the meeting.

2:9 Policies on Refereeing and Coaching – lower age limits.

The Education and Training Steering Group, together with Laura Saunbury, had recommended that the proposed minimum age for a Coach should be 18 years before they can commence the course. The Coaching Committee of GW, NF, Mike Williams and Tony Higham agreed with this recommendation as they considered it was an issue of maturity, public perception, experience and authority. The same age recommendation was made for Safety Officers because of various aspects relating to Health & Safety legislation.

With regard to Referees, it is the Association's recommendation that persons under the age of 16 should not be employed as referees. Between the ages of 16 and 18 the ground would need to carry out a risk assessment to ensure that they are correctly supervised and given extra support when necessary. However, it is proposed that 16 and 17 year olds are allowed to become "junior (or probationary) referees upon qualification, and automatically become fully qualified when they reach 18 years.

NF will check with our insurers that they are happy with the recommendations listed above and, subject to their approval, asked for the Board's approval. All present were in favour.

2:10 Championships

i) BO ESP and STR - Preparations are continuing for the BO ESP and STR at Hepworth Hall with a further site visit taking place in two days time. Following an article included in Countryfile, it has been brought to our notice that three of the projected stands are likely to be shooting over water. NF was unsure how big an issue this would be, but understood that the shooting from one stand would be over a lake. GW stated that the law was very clear on the matter, adding that there should be no shooting over water. NF requested suggested names for the guest event to be held on the Thursday.

ii) BO and EO Single Barrel - There is a need for this to be covered by a Director. RK confirmed that he cannot cover this event, and DJJ is at present very uncertain that he will be available.

iii) EO OSK held last weekend, and RK reported a good atmosphere, but questions had been asked on how more shooters can be encouraged to partake in the discipline as it is now down to a small core of very good shots. He said, however, it was encouraging to see several juniors taking part and doing well.

iv) The EO ABT had attracted an increased entry compared with last year.

2.11 CLA Game Fair

This had been a reasonably successful weekend, although not as good as 2011 as attendance overall at the event had been down significantly. 102 payments were taken by Direct Debit, and 64 new members joined, the majority of which were Full members. The eye dominance test was a successful venture, but the Clay Line did not take as much as it had in previous years due to reduced numbers. Sterling work was done by everybody on both the stand and the clayline, especially in view of the fact that it occurred in extremely hot temperatures. It was noted that the CLA have reported attendance figures well below expectation and that of recent years.

2.12 Travelodge and firearms policy

NF reported that several shooters had been requested to leave a Travelodge at approximately midnight because the Duty Manager was concerned regarding safety with guns present on the premises. This concern was also extended to the potential of guns being left in vehicles overnight. The Manager had stated that it was company policy not to allow firearms on the premises, although this is not patently obvious from their terms and conditions. NF will investigate further by contacting Travelodge so that members can be advised accordingly.

2:13 Give it a Shot campaign

This has been a very successful campaign, and NF was pleased with the local and regional coverage obtained in publicising our sport. It is hoped that we will be able to spread it out to a wider audience next year.

4. Directors' Induction

RK reported that he had carried out preparatory work, which it is hoped will be completed at a meeting next week. He suggested deferring the item to the next meeting when a full document will be presented, covering subjects such as the Code of Conduct, Legal Responsibilities, Staff roles and responsibilities etc, together with a list of do's and don'ts.

5. Articles of the Association

NF reported that the proposed new Articles were currently at draft stage 2. At the meetings held within each Region there had been very helpful feedback with the North and South West Regions being very supportive, whilst at the West Midlands meeting one person spoke in support of the new Articles whilst another person spoke against a couple of points. Although feedback has been limited from individual members, a letter has been received from Surrey County Committee plus a verbal communication from the Sussex Committee. It would therefore appear that most members are supportive. There are a total of 24 changes to date, all of which are explained on the website.

The most prominent points were:

- ✓ Modified down to 2 independent directors
- ✓ Quorum remains at 5
- ✓ No change to member representation, i.e. 5 Regional and 3 National Directors
- ✓ Chairman to be elected by the Board from among the elected directors only
- ✓ Removal of a director
- ✓ Change phrase of "member in good standing" to "paid up members"
- ✓ Clarification of Trade members
- ✓ Assets on dissolution – can be given to an appropriate charity if members so decide

An e.mail received from Janet Stennett on behalf of the East Midlands Regional Committee and dated the 22nd July was circulated around the Board table. This contained comments relating to the use of an Electoral Officer, the Election of the Chairman by the members, Proxy votes, Independent directors and the Termination of a Director's appointment. With regard to Independent Directors, the Region had supported such an appointment but only via election by the membership. When asked how other National Governing Bodies made their appointments to this type of position, TRB replied that it is normally the Board who make the appointment following an interview process. Sport and Recreation Alliance and other bodies have databases of people who are prepared to become independent directors of a NGB, and the Board could approach these individuals. Each will all have their own reasons for taking on such an unpaid role, and will bring to the Board their own particular skills and qualifications. As they were likely to come from outside our sport, it was pointed out that members would not know the candidates or enough about them to make an informed decision if this was done via the election route. CH stated that at present his Region did not have a say on the matter, but he was assured that within 2-3 months that will have been remedied and there will be 5 Regional Directors sitting on the Board by the time an independent director is appointed should the draft Articles be accepted at the EGM.

NF queried the role of the proposed Electoral Officer. CH replied that it was the principle of how things are done. Voting had previously gone to Graeme Davis who had dealt with them, but for the last AGM when everything had been sent to Head Office the Directors knew exactly what was happening and CH considered it should remain independent. It was therefore proposed that in future everything should be sent to haysmcintyre in order to retain the members' confidence in the Board. NF said that the advice he had received was that the Board should be able to elect their own Chairman who will be known to the other directors for his/her skills in leading the Board. TRB agreed with NF's comment, adding that the vast majority of the members probably did not know any of the Directors and certainly could not know how they perform within the Board room. It was therefore more logical to follow widely accepted practice in industry, mutuals and other sports NGBs and have the Directors, who know the person and have to work with him/her, choose the Chairman and be able to remove him/her at any time if they fail to perform. DJJ added that the Chairman is the facilitator for the rest of the Directors

and is but one voice, so the Board will therefore vote in the best person for the role after due consideration is given to both matters within the Boardroom and the various roles which follow on outside of it. CH replied that whilst he could see all the reasons for it and would not be leading people against voting for it, he thought some members would feel they were not getting what they wanted and might vote against it.

The view of the Directors present was that in order to move the Association forward and for them to feel comfortable working with the Chairman, they should have the responsibility of choosing him/her.

Various past issues were raised and discussed, but it was mooted that this was an opportune time for a line to be drawn under these in order to move forward. CH was concerned that certain items will have objections raised and be voted against for the wrong reasons, but RK asked him to try to convince the members to help the Board in achieving its goals.

Prior to the EGM, it is the intention that proxy voting forms will go out to every member in PULL! magazine with the resolution clearly stated. This will avoid the problem of proxy votes being collected by individuals when members are unaware of what they are voting for.

With regard to the termination of a Director's appointment, NF stated that it was a very important inclusion in the Articles as a Director is first and foremost a member of the Board, and is legally required under the Companies Act 2006 to work for the benefit of the Association as a whole and not be unduly influenced by any group of members, Regional Committee included. If he/she acts illegally or in contravention of the Code of Conduct, there needs to be provision to remove him/her to protect members' interests.

6. England DTL selection

WAH reported that shooters had approached him stating that they were unhappy with the changes proposed to the England DTL team selection procedures which had been accepted by the Board on the recommendations of the DTL Sub Committee. GW confirmed that he had received a similar reaction with the majority of the shooters opposed to it; TRB likewise. NF commented that the new proposal to reduce the number of members shooting the selection events could cut people out of the running who have previously been shown to make the team. RK chairs the DTL Sub Committee which comprises a representative from each Region plus John Bellamy, the England team manager, and he has not had an opportunity to contact some of the Committee since the recent event in Ireland. He conceded that if the majority of shooters did not want the changes, then the Association should react accordingly to their wishes. TRB queried whether it would be pragmatic to reverse the decision for next year and then review it for 2015. Following a short discussion on possible options, TRB proposed that we revert to the old system, and revisit next year for the following year. This was seconded by WAH with all present in favour. RK requested that, as the selection process for 2014 starts on 1st August, a notice is urgently needed on the website to advise all who are considering going forward for selection. As many who disapproved of the new system also said that they feel that the existing one should change, he asked for a letter to be forwarded as soon as possible to all who applied for selection this year, seeking suggestions.

7. Non wearing of eye/hearing protection - sanctions

Following on from Item 6 in the previous Board meeting Minutes, WAH described two incidents whereby shooters could have suffered serious consequences if they had not been wearing glasses. TRB said the rules regarding hearing and eye protection are laid down in Booklet 5, but currently there are no sanctions for failure to abide by them. With it being regarded as a safety issue, both RK and DJJ considered that action should be taken immediately rather than waiting until the 1st January or we could be criticised if an accident should occur. TRB said that if it was a recommendation only, some shooters will not comply. He therefore suggested that it should be treated similarly to a gun malfunction but implemented immediately with no warnings to be given, i.e. the shooter should be allowed 3 minutes to obtain the necessary protection. If this was not possible in the time allowed, the shooter should leave the squad, lose three targets, and shoot the remainder of the targets later. No objections were raised against this suggestion.

8. New member contact details

JO reported that the Hertfordshire County Committee had been reformed. He enquired whether it was possible, when new members join the Association, for their contact details to be sent to the relevant County Secretary who can write welcoming them, plus informing the Regional Director. NF replied that it was a grey area under the Data Protection Act, and depended upon the original application made by the Association to the Registrar and whether it included an agreement whereby it can be used for shooting purposes. RK expressed his concern at the possibility of paper lists which would identify members who possessed guns and how these lists might be safely disposed of, particularly as officials on County Committees can change annually. JO queried the possibility of a box on the application form which would allow a new member to consent for their details to be shared, and stated that he would certainly use the information gained from it. Approximately 250 new members join the Association every month.

Action: SO to contact Data Protection Registrar to clarify our original registration.

9. Strategic planning

Deferred to the next Board meeting

10. Entry fees – CPSA Championships

GW asked if the reduced entry fees for Juniors which operated in Major championships could also be applied to Minor championships. It was explained that for Major championships, Head Office administered the entries and took the losses incurred due to reduced entry fees, whereas the Minor championships are administered by the grounds who hold the events and they would have to take any such loss. GW acknowledged that he had not considered this.

11. Referees shooting competitions

GW queried whether the recent decision taken in ESK with regard to referees not being able to shoot the event as a competition entry related to Major or Minor championships or all registered shoots. CH asked if there was a procedure for putting such information on the website, as well as notifying the grounds of such changes. DJJ stated that all referees should be sent a letter informing them of this, and that most rule changes, unless safety related, changed on the 1st January annually.

16.10 hours C Hames left the meeting at this point

12. Correspondence

OTR classifications Ian Peel (2002) had e.mailed Head Office querying what he perceived as an imbalance in allocating the number of shooters in the classes for OTR, and particularly Class A. This, in turn, affects how the prize money is awarded at registered events. After a brief discussion and without the opportunity to look at the mathematics involved in the process, it was agreed that the matter needed further investigation, and NF would write to IP informing him of this.

The meeting closed at 4.45 pm
