



**Minutes of the Extraordinary
General Meeting of the BEF
Council
on 26 October 2017
at 1030 hrs
Meeting Room A,
The Kennel Club Building,
Stoneleigh Park**

Present: Hugh Thomas

Interim Chair of Council

Members' Appointed Representatives:

Jason Brautigam	BD
Jim Copeland	BHA
Val Edwards	MGAGB
Les Harris	BS
Paul Hodgson	BE
John Hudson	EGB
David Ingle	SC (<i>Proxy for BETA</i>)
Eric Jenkinson	UKPA
Bruce Lawrence	BR
Sam Orde	RDA
Sarah Phillips	BHS
Chris Smith	BC
Dawn Taylor	PC (<i>Proxy for ABRS</i>)
Tony Tyler	WHW

Other members' representatives:

Ed Bracher	RDA
Rhian Gibson	PC
Iain Graham	BS
David Holmes	BE

In attendance

Nicki Kavanagh (BEF Interim Chief Executive)
David Ingle (BEF Interim Chief Operating Officer)
Sarah Bunting (BEF Head of Finance)
Gordon Burton (BEF Performance Director)
Anna Hall (BEF Head of Participation)
Maggie Moreton (BEF Head of Secretariat)
Karen Myers (BEF Interim Director – Corporate Affairs)

Apologies:

Simon Barnes	BR
Wendy Bell	BEV
Sally Fleming	Director (Commercial Affairs)
Chris Hewlett	BGA
Mark Jeffreys	Director (Sports Development)
Alison Joyce	Director (Human Resources)
Lucy Katan	BGA
Mary Kusin	BC
Matt Mancini	Director (Participation)
Hannah Mays	ABRS
Julie Newell	BEV

Jane Nixon	Director (Equine Development)
Roly Owers	WHW
Lynn Petersen	BHS
Penny Pollard	BD
Patrick Print	HS
Jan Rogers	BEF Head of Equine Development
Joanne Shaw	Board Chair
David Sheerin	BHS
Deborah Smith	Director (Communications/ Marketing)
Mary Tuckett	PC
Tim Watson	Director (International Affairs)
Claire Williams	BETA
Mary Worth	MGAGB

Action

09/17 The Interim Chair of Council welcomed everyone to the Extraordinary General Meeting of BEF and confirmed that more than 95 per cent of the members entitled to vote had agreed to the short notice of the EGM.

10/17 Minutes of the Annual General Meeting – 13 Sep 2017

The Minutes of the Annual General Meeting held on 13 September 2017 were checked for accuracy and signed by the Chair as a true record.

11/17 Matters Arising from the Minutes of the Annual General Meeting – 13 September 2017

There were not any matters arising from the minutes of this meeting.

12/17 Identification of Board Members for Appointment

Interim Chair

The Chair drew attention to the recent appointment of Ed Warner OBE as Interim Chair by the Board following his recommendation as appointable by the Interim Nominations Committee (INC1) chaired by Malcolm Wharton. Ed is a former Chair of UK Athletics and although not personally known to the Council Chair, appeared to be an excellent choice from working with him over the last few days.

Nominated Directors

The Interim Nominations Committee (INC2) chaired by the new Interim Chair, Ed Warner, had reviewed the candidates nominated by the founder Member Bodies of the BEF, and agreed all four were appointable for the four places on the Board under the transitional provisions and would be appointed on the new articles coming into effect. They were Julia Biddle, Christine Blackford, Lise-Lotte Olsen and Tim Holderness-Roddam.

Elected Directors

INC2 had assessed the five candidates put forward by the non founder Member Bodies and Associates for the four Council Elected seats on the Board. INC2 deemed all five were appointable and therefore an electronic election process was commenced on the evening of 25 October 2017 with each non-founder member having one vote in the ballot. The ballot resulted in the following four candidates being appointed as Elected Directors under the transitional process, being:

Jessica Cook, Barry Johnson, Jane Nixon and Claire Williams.

Independent Directors

The Interim Council Chair confirmed that he and the Interim Board Chair had realised that it was not going to be possible for INC2 to have a proper interview process in place for the INED applicants to ensure a balance of Board skills, in between the Board Chair's appointment on 20 Oct 17 and compliance with the Code of Sports Governance on 31 Oct 17. Therefore it was agreed that two Interim INEDs, Mark Jeffreys and Deborah Smith put themselves forward. They were deemed appointable by INC2 and transferred under the transitional arrangements. This left one Interim INED position vacant. Once ratified on 30 Oct 17 when the new Articles come into effect, the Board will consider potential candidates from outside the organisation with sports governance and audit experience and co-opt on a temporary basis. The provisions set out in the new Articles allow the Board to co-opt a person to serve on a temporary basis where that is necessary to ensure that the board has the skills and/or experience necessary to fulfil its role. The remaining members of the existing Board resign from their roles on 30 Oct 17. The decision to take more time in appointing permanent INEDs and having a balanced Board was welcomed by UKS and SE.

It was noted that once the new Board was ratified, it would move on to putting a process in place to recruit permanent INEDs, including those who had already applied. It was clarified that INC2 does not become the permanent Nominations Committee, the new Board will populate this committee in accordance with the new Articles.

13/17 Date for the new Articles of Association to become effective

The Chair asked for a proposer and seconder for the General Resolution for the new Articles of Association to become effective on 30 October 2017. BE proposed the general resolution and was seconded by RDA. The Chair asked for a show of hands in favour of the General Resolution, and the effective date of 30 October 2017 was unanimously agreed by the members entitled to vote.

14/17 To approve the Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association

The Chair referred the Member Bodies' representatives to the new Articles of Association attached to the notice of the meeting and read the following Special Resolution:

“That the Articles of Association produced to the meeting and which are attached to this Notice and initialled by the Chair for the purposes of identification be approved and adopted with effect from the Effective Date as the Articles of Association of the British Equestrian Federation in substitution for and to the exclusion of the existing Memorandum and Articles of Association.”

BC proposed the Special Resolution, which was seconded by BS. The Chair asked for a show of hands in favour of the Special Resolution adopting the new Articles of Association, and this was agreed by more than the required 75 per cent of the members present and entitled to vote.

15/17 Report from the Interim Chief Executive

The Interim Chief Executive presented “Update from the BEF Executive”, a copy of which is being circulated with the EGM minutes. The presentation covered the work streams of the executives over the last 6 weeks and discussion followed on progress. It was noted a press release would be issued after the meeting and the members were asked to respect that embargo until staff and Board applicants had been informed of the EGM decisions.

16/17 Any Other Business

Nothing was raised.

In closing the meeting, the Chair confirmed that he would now be standing down from this interim role and the Council would need to find and elect a long term replacement. He reminded the members that the new Council, although now being largely an advisory and consultative body, does still fix the subscriptions for member bodies, and will decide on the status and obligations of Associate Members. In addition Council retains its rights to adopt the annual accounts, authorise the appointment of auditors and to remove a director from office. He thanked the staff, outgoing Board and member bodies for their co-operation, hard work and support to him.

17/17 Date of Forthcoming Meetings in 2017 - 2018

BEF Council Meetings – in the BHS Lecture Theatre, Equestrian House, Abbey Park, Stareton.

Wednesday 15 November 2017 (*changed to a Quarterly Meeting*)

Wednesday 25 July 2018

Wednesday 21 November 2018

Sam Orde

19 March 2018

Chair