

Swim England Incorporation

Issue

1. Enabling the Region to respond to the proposed changes to the Swim England Constitution.

Summary

2. Swim England is preparing motions to its 2017 Council meeting to enable the Association to incorporate. The details were not available in time for papers to be sent to July 2017 Swimming Board meeting. The Region is likely to need changes to its constitution to reflect changes to ASA Law and procedure establish the new Swim England structure.
3. The London Board is seeking Regional Council's authority to make any necessary changes to the Region's Constitution and governance structure subject taking into the consideration the views expressed by the Council and returning to Council for endorsement of any changes.

Recommendations

4. The Council:
 - discusses the information about incorporation; and
 - approves the motion to the London Swimming 2017 Council Meeting.

Motion

5. The Board has agreed the following motion at its meeting on 7 July 2017

London Regional Council notes the forthcoming discussions at the 2017 Swim England Council about incorporation of Swim England, changes to the Laws of the Sport, and changes to the governance structure. It also notes that the changes, if implemented, will have an impact on the Region, the Region's constitution and the Region's governance structure. It:

- reminds the Region's delegates of their duty under the Region's constitution take into consideration discussions within Regional Council Meetings whilst speaking and voting at Swim England Council;
- instructs the Region's Board to make any necessary consequential changes to the Region's constitution and governance structure but, in so doing, take into consideration discussions within Regional Council Meetings; and
- instructs the Regional Board to seek Regional Council approval when it next meets of any changes to the constitution.

Background

6. Swim England will ask its 2017 Council to approve a proposal for the Association to incorporate, the necessary law changes and implementation date. The proposed law changes and motions were unanimously agreed by the ASA Sport Governing Board on 7-8 July (see minute 7).
7. The Board has a responsibility to ensure that the Region can respond appropriately to the changes. However, the details of motions to Swim England Council were not available when the London Swimming Board met, making it difficult for it to put firm proposals to the 2017 London Swimming Council. In addition, no discussion at Swim England Council is a foregone conclusion.
8. The full structure is yet to be established but it would appear from the information circulated by Swim England that the SGB will be disbanded. However, discussions between the Regional Chairs and national officers indicated that there may be general and discipline-specific groups sitting below the new Board; some of these groups may have regional representation.
9. The current London Swimming constitution includes:
 - a duty for delegates to take into consideration discussions within Regional Council Meetings whilst speaking and voting at Swim England Council according to their own judgment; and
 - the Board's power to appoint a substitute for one of the Region's delegates to the Swim England Council.
10. Given the current lack of clarity which impedes the production of specific motions to the Regional Council (including any necessary changes to the constitution), the Board instructed the Officers to put the attached motion to the Regional Council. The aim of the motion is to:
 - enable debate at the Regional Council of any proposals that emerge from Swim England over the summer;
 - authorise the Board to take any necessary decisions subject to seeking Council endorsement where necessary or appropriate.

The motion

Type of motion (please tick)			
ASA Rule Change	<input type="checkbox"/>	ASA London Region Rule Change	<input type="checkbox"/>
			Other <input checked="" type="checkbox"/>
Summary of the motion			
To enable the Region to respond effectively and appropriately to the changes to the ASA constitution and governance structure.			

Proposer

Title	Mr		
First Name	Dave	Last Name	Fletcher
Club(s)	Regional Board		
Address			
Post Code			
Daytime phone number			
Evening phone number			
Email address	Regional.chairman@londonswimming.org		
<p>I wish to propose the attached motion to the ASA London Council 2016 on behalf of the Regional Board. I am a member of a London Region affiliated club.</p> <p>London Regional Council notes the forthcoming discussions at the 2017 Swim England Council about incorporation of Swim England, changes to the Laws of the Sport, and changes to the governance structure. It also notes that the changes, if implemented, will have an impact on the Region, the Region's constitution and the Region's governance structure. It:</p> <ul style="list-style-type: none"> reminds the Region's delegates of their duty under the Region's constitution take into consideration discussions within Regional Council Meetings whilst speaking and voting at Swim England Council; instructs the Region's Board to make any necessary consequential changes to the Region's constitution and governance structure but, in so doing, take into consideration discussions within Regional Council Meetings; and instructs the Regional Board to seek Regional Council approval when it next meets of any changes to the constitution. 			
Signature	Dave Fletcher	Date	9 July 2017

Secunder

Title	Mrs		
First Name	Jean	Last Name	Cook
Club(s)	Regional Board		

Address			
Post Code			
Daytime phone number			
Evening phone number			
Email address	Affiliations.officer@landonswimming.org		
I wish to second the attached motion to the ASA London Council 2016 on behalf of the Regional Board. I am a member of a London Region affiliated club.			
Signature	Jean Cook	Date	9 July 2017

Briefing Note for Regions

The following is based on feedback received during the recent consultations at which there was wide consensus that we should proceed with establishing an incorporated company. A motion is to be put to Council in October 2017.

1 Members' Forum

In July 2017, we will advise Regions the maximum number of delegates they can send to the October 2017 Council meeting.

Should incorporation, together with the outline proposals for the Members' Forum, be approved at the October 2017 Council meeting, Regions will be able to appoint the same number of members to the Members' Forum as they were able to send delegates to the October 2017 Council.

However, it is not as simple as saying that delegates and Members are the same individuals.

For example, many Regions deliberately and understandably have not made individuals who are on the Group Board and/or the Sport Governing Board their regional delegates to Council.

Moreover, someone may not be a delegate simply because they cannot make the date of the October Council meeting. Membership of the Members' Forum is a 365 day a year position, although it is unlikely there is anything to do more than a few times a year. (The occasional vote and attendance at an AGM and any EGMs)

Should incorporation be formally approved in October 2017, Regions will be asked for the details of the individuals to be members of the Members' Forum by mid December 2017. We will want/need full names, postal addresses and email addresses.

As per 2.2 below, it is anticipated that in January 2018, members of the Members' Forum will be required to vote re four Member Nominated directors.

2 Appointment of the new Board of Directors

It should first be noted that the intention is for the existing Group Board and the Sport Governing Board to continue well into 2018. (And, as agreed on 12 April, the committee structure under Board level will also continue.)

If approval for incorporation is formally received in October 2017, we will commence establishing the new Board.

First, we will carry out an open recruitment process for the chair of the new Board.

2.1 Chairman

The Chairman will be recruited via an open recruitment process. There will be an interview panel / nominations committee of three, being:

one independent member of the Group Board

one member of the Sport Governing Board

one independent.

It is envisaged that the initial term of office for the Chairman will run to 31 December 2021.

2.2 Four Member Nominated Directors

If approval for incorporation is formally received in October 2017, a call for nominations will go out to the Regions.

NB. No Region will be able to make more than one nomination.

It is anticipated that the call for nominations will go out to Regions during November 2017. This will be via email to Regional Chairmen, with the regional representatives on the Sports Governing Board copied in.

Regions will be able to make nominations via email to the Company Secretary, Richard Barnes.

It is anticipated that nominations will close in mid November 2017

The election process will be carried out in December 2017 / January 2018 by an independent organisation, Electoral Reform Services (ERS). ERS will contact each member of the Members' Forum (probably by email) directly.

Each member of the Members' Forum will be able to vote for up to four nominees.

The intention is for:

the nominee who finishes fourth in the ballot to serve on the new Board until 31 December 2018

the nominee who finishes third in the ballot to serve on the new Board until 31 December 2019

the nominee who finishes second in the ballot to serve on the new Board until 31 December 2020

the nominee who finishes top in the ballot to serve on the new Board until 31 December 2021

2.3 Three Independent Directors

Once the Chairman has been identified, a new nominations committee / interview panel will be formed, being:

Chairman

one member of the Sports Governing Board

one Independent

These three will appoint the three independent directors, again through open recruitment. It is anticipated that this process will be completed in early 2018.

The intention will be for initial terms of office for each of the three independents to be different, with one independent director serving initially until 31 December 2018; another until 31 December 2019, and the third until 31 December 2020.

Thus, in early 2018, it is anticipated that if formal approval for incorporation is received in October, we will have determined ten of the twelve directors by early 2018:

Chairman

Four Member Nominated Directors

Three Independent Directors

CEO

CFO

2.4 Two Specialist Directors

The final directors to be appointed will be the two specialist directors. Again, an open recruitment process will be used, led by the Nominations Committee which will be:

Chairman

One Member Nominated Director

One Independent Director

3 Modifications to regional constitutions

It should be noted that consideration should be given to addressing the following issues at the September 2017 AGMs of Regions

- 3.1 References to Sport Governing Board or Group Board may, when appropriate, be read as references to the Board of The Amateur Swimming Association (Swim England) Limited. (Hereafter summarised as ASA Limited.)
- 3.2 References to ASA may, when appropriate, be read as references to ASA Limited.
- 3.3 A process for determining who if anyone should be nominated by the Region to be a Member Nominated Director needs to be agreed and enacted before the call for nominations is made. If incorporation is formally agreed at Council in October 2017, as per 2.2 above, there will be a call for nominations for Member Nominated directors in November 2017.
- 3.4 A process for selecting the members of the Members' Forum needs to be agreed and enacted. If incorporation is formally agreed in October 2017, we will want each Region to provide the details of their members of the Members' Forum before the end of 2017.

NB 1 We will still need Council delegates for October 2017 (and possibly October 2018).

NB 2 It may well not be appropriate to automatically make Council delegates the Members of the Forum (see 1 above).

3.5 Alternatives

It is for the Regions to determine how they wish to establish their members of the Members' Forum, both initially and going forward. At a meeting of the Rules Committee, five possible approaches were identified re the initial process, there may well be more:

Formally deal with members of the Members' Forum at the September 2017 Regional AGMs, subject to formal approval of incorporation at October 2017 Council;

For the initial year, simply agree at September 2017 Regional AGMs that members of the Members Forum shall be the same as the delegates to Council (also possibly including the SGB member as one of the Regional Council delegates);

Agree at September 2017 Regional AGMs that the Regional Board can decide;

Have an EGM in November or early December 2017;

Agree at September 2017 Regional AGMs that a postal ballot take place.

Similar alternatives also exist for determining the Regional nominations for the Member Nominated Directors.

As stated, it is felt that it is for each Region to decide on the best approach for their Region on how to address the points in 3.1 to 3.4 above.