



MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 12 SEPTEMBER 2019
The Oak Tree, Stoneleigh Park, Kenilworth, Warwickshire

Directors Present: L Whetstone J Harvey
 P Storr T Cowie
 P Hayler C Moir
 S Homewood C Godfrey

In attendance: Jason Brautigam Angela Green
 Ben Waterhouse Charlotte Osborne
 Angie Cook Lou Jones
 Winnie Murphy Rachel Smith
 David Mountford

1.	<p>Linda Whetstone opened the meeting and thanked everyone for attending the twenty-first Annual General Meeting of British Dressage.</p> <p>With the agreement of the meeting the Chief Executive took as read the Notice convening the meeting.</p>
2.	<p>The Chief Executive, read out the apologies, which were received from:</p> <p>Susie Cumine David Trott Peter & Sue Butcher</p>
3.	<p>The Chief Executive announced he would now take members through the Ordinary Resolutions as set out in the Notice of the AGM.</p> <p>First Ordinary Resolution For the First Ordinary Resolution the CEO stated that Linda Whetstone had not been opposed as Chairman. On the unanimous approval of the members present, with no votes registered against, Linda was deemed to be elected as Chair.</p> <p>CEO noted that a number of proxy forms had been received into the office, and whilst it was not necessary to call a poll, the results of those were: 75 votes for, 2 against and 2 void forms.</p> <p>Second Ordinary Resolution For the Second Ordinary Resolution the CEO stated that Judy Harvey had not been opposed as International Director and accordingly, on the approval of the members present she was deemed to be elected. Proxy forms received: 77 for the appointment.</p>

Third Ordinary Resolution

For the Third Ordinary Resolution the CEO stated that Simon Bates, Sandy Phillips, Kelly Thompson and Ros Ingledew had been nominated, an independent voting had been carried out by Mi-Voice and the results were as follows:

Simon Bates – 548

Sandy Phillips – 354

Kelly Thompson – 311

Ros Ingledew – 304.

Therefore Simon was duly elected as Sports Operations Director, on the approval of the members present the election was ratified. There were no proxy forms received against the resolution.

Fourth Ordinary Resolution

Caroline Godfrey reported on the financial statements for 2018. She took the opportunity to thank Angie Cook and her team from the office for their due diligence in preparing and providing the accounts. Noting the accounts show an increase to £4.8m, an increase of 4% on last year. Membership and horse registrations have increased, with the Gift Aid claims also benefiting BD. Costs have been well controlled and with the support of sponsors and commercial partners show BD with good financial stability. She noted there was no intention to amass further reserves and with the development of the Strategic Plan and investment strategy, BD is in a strong place to financially support the sport based on strategic priorities.

The team and Caroline have this year put in place a Finance and Business Committee, which includes David Fawcus as a co-opted member of the group. This year they have also worked on an audit tender, investment policy, VAT review and review of the budget process.

Caroline added KPMG had mutually agreed not to tender and therefore BD wished to thank KPMG for their work and support.

Caroline introduced Iryndeeep Kaur-Delay from KPMG, who prepared the audit in line with stated guidelines. In accordance with independent review, she drew attention to page 10 and 11 of the Report and Accounts, being the independent auditor's report to the members of British Dressage from KPMG. Iryndeeep also took the opportunity to thank the BD team that have been a pleasure to work with and wished the organisation all the success in the future.

The Chief Executive proposed that the Financial Statements, together with the Directors' Report and the Auditor's Report for the period ending 31 December 2018 be approved. This Ordinary Resolution was carried unanimously after the voting process. There were no votes against.

	<p>Fifth Ordinary Resolution CEO detailed the process taken through the audit tender, with himself, Caroline Godfrey, David Fawcus and Angie Cook meeting five mid-tier companies with local representation, who were invited to tender and attend interviews.</p> <p>Following this process, the CEO proposed that Mazars be elected as auditors of British Dressage and that the Board be authorised to fix their remuneration. This Ordinary Resolution was unanimously carried after the voting process with no votes received against. The Board was duly authorised to fix their remuneration.</p>	
4.	<p>Director Reports The attached slides show details of the reports given by each individual Director for their respective technical portfolios.</p> <p>Linda Whetstone took the opportunity to thank Tamsyn Cowie for all her hardwork and dedication whilst as a member of the Sports Operations Committee and also as Director for seven years.</p>	
5.	<p>Questions Vaccines – it was asked if the rules will be in line with the FEI and 21 day grace period. CEO noted and agreed to consult with the Board on keeping the wording in line with the FEI.</p> <p>Dispensation/special exemptions due to extreme reactions – CEO reported BD have been assured by vet experts for both the BEF and FEI that this is extremely rare as all reactions have to be reported. They will look at this matter and refer to the Board, it is unlikely the rule itself will change but will refer back to the Board and veterinary experts.</p> <p>One member suggested a six month membership for those members not wishing to vaccinate six monthly. CEO noted as a member of BD there are a number of benefits across the year: regional training, insurance, legal helpline and BD magazine, to name but a few. Whilst monthly payment is being introduced for full members, this will not be available for winter or trial membership and they will have higher subscriptions on a pro rata basis. He also emphasised that if membership expires that member will lose any qualifications that they have accrued up to that point.</p> <p>CEO added the decision to bring this rule in place has been taken after a lot of consideration, BD consulted with a number of experts, not just the BEF High Health Steering Group. AHT have offered regular advice and while member bodies have some way to go before they are fully harmonised, BD want to lead by example. He proposed a Q&A session with veterinary experts, who have been very supportive of our decision.</p> <p>It was also suggested if members did not want to vaccinate that frequently whether a six month horse registration can be considered in order to compete. CEO agreed to take this point to the next Board meeting in October for discussion.</p>	

Sara Green asked: With the change of qualification seasons now at the end of June and the first two regionals in mid-July, has consideration been given to riders wishing to enter before close of entries?

TC confirmed this has been considered and the IT has been developed, so on line entries should not be an issue. LJ added the new IT system will allow results to be uploaded quickly and will send qualification emails as and when achieved. Therefore there will only be a handful of riders who will need to be mindful of time constraints. TC added the 'Q' will also now show in different colours so you know what you have qualified for.

Anita Darken added that as a Founder Members of BD (21 years) in that time she has seen a transformation of the business and thanked the Board for a most enjoyable AGM.

CEO noted questions that had been received prior to the AGM: Does the Board believe that the fact that more than 50% of the current Board have not contested an election is indicative of healthy internal democracy and if not, what measures is the Board seeking to implement to encourage and promote participation by the wider membership?

CEO responded that he believes the membership see the calibre of candidates being nominated as a positive. This is an open application process, with roles advertised in February where any member can put their name forward. They are then considered by the Nominations Committee to ensure they have the correct skills and competencies, before being put forward to election by the membership, with an on-line vote run by an independent company Mi-Voice. All Board Directors are volunteers. He noted some National Governing Bodies appoint their Board with no member input. BD has a number of technical Directors and one independent appointed non-executive Director, with potential consideration in future for an independent HR Director, this will again be done through an open and transparent process.

Another question posed was: The current practice is not to treat an uncontested election like a contested one i.e. the candidate is not put to the wider membership, only the AGM. I note that some measures have been taken this time to partially address this. Will the Mi-Voice mechanism be used for all elections in the future? I would imagine that the incremental costs of handling two posts for election would not be significantly more than a single post.

CEO confirmed the Board will also be considering the future to allow members to vote 'yes/no' on those candidates who are not contested, although he did note that there is a cost associated with this.

Lastly, the following question was received by a member: the current Articles of Association require that each Director appointment is approved by the AGM. My understanding is that this means that an activist campaign at the AGM could prevent the election of a Director even though the bulk of the membership through the Mi-Voice system wants that Director to be elected. This is not democratic. I understand there are some legal technicalities around the appointment of Directors, but I would urge the Board to review options for ensuring the democratic vote by the wider membership cannot be frustrated.

CEO noted that currently the AGM does in theory allow those members attending in person to veto the decision made by the independent vote, although this had not happened in the 21 years to date. He will discuss with BD's legal advisors and explore whether we should amend the Memorandum and Articles at next year's AGM.

CEO shared with the members that the average of the Directors is not far removed from the average age of our membership and we do have representatives from all age groups at committee level, from grass roots up to professionals. He encouraged all members to get involved; BD is a community and only as good as the people in it who work hard to make the sport what it is.

Linda Whetstone closed the meeting by thanking everyone for attending and also all volunteers. With no further questions the Linda Whetstone closed the meeting.