

## Recommendation from the Directors of Swim England East Region

### 1. Background

- 1.1 The current membership of the Board of Directors of Swim England East Region was agreed at the Annual Council Meeting of the former association, in September 2020. As part of the report on Incorporation, revised governance arrangements were proposed and agreed, including a proposal that the then Management Committee, became the Board of Directors until the first Annual General Meeting in April 2022.

### 2. Reasons for the Proposal

- 2.1 The new Incorporated Company of Swim England East Region came into being in January 2021, and has been managed by a Board of four Directors.
- 2.2 Having reviewed the current arrangements, the Directors are of the view that the Board would be enhanced by the addition of a further Member Nominated Director, for the following reasons:
- This would give an opportunity to broaden the skills and expertise of Directors
  - Sharing of the workload, particularly in relation to projects
  - Increased flexibility for meetings to be quorate
  - A majority decision is easier to achieve with an odd number of Directors.

### 3. What changes are Proposed

- 3.1 The current Articles of Association say that:

#### **13. Board of Directors**

*13.1 There shall be a minimum of four Directors, each of whom must be a Swim England member and a member of a club within the region's county associations.*

*13.2 The Board shall consist of:*

*A Chairman*

*A Finance Director; and*

*Two Member Nominated Directors.*

- 3.2 The Articles also state that any proposals to change the Articles require a two thirds majority in favour of the proposal.
- 3.3 The Board recommends that Article 13.2 be amended to allow for up to three Member Nominated Directors.

### 4. The Process

- 4.1 Although any changes to the Articles must be approved at the AGM, by asking the Members Forum the views on the proposal in advance of the AGM, the Nominations Committee can proceed with the process of advertising for Member Nominated Directors with more certainty over the number being sought.
- 4.2 We are therefore asking the Members Forum now about their views on the proposal, so that an amendment to the Articles can be drafted for a decision at the AGM.
- 4.3 The link takes you to an online poll where you are asked to indicate whether you agree with the proposal or disagree with the proposal.
- 4.4 Please do vote so we know your views. We will open the poll on 22nd February and close it at noon on 1<sup>st</sup> March.
- 4.5 If there is support, we will draft an amendment to the Articles, which will be an agenda item for the AGM on 27<sup>th</sup> April.