

Annual Governance Statement: The Amateur Swimming Association (Swim England) Ltd

Introduction

Swim England is the national governing body for swimming in England. It is subject to the Code for Sports Governance (the “Code”) and is committed to the principles of good governance.

The Annual Governance Statement provides Swim England’s stakeholders, members, supporters and sponsors with an annual report on the governance performance of Swim England.

This Statement is made in accordance with the Code for the period from 1st July 2018 to 30th June 2019 (the “Reporting Period”).

Purpose and Values

The purpose of Swim England is to create a society where everyone has the opportunity to learn how to swim, is supported to develop their skills, and enjoys the water safely throughout their lifetime. Its strategic objectives are:

- Provide strong leadership and be the recognised authority for swimming
- Substantially increase the number of people able to swim
- Significantly grow the number and diversity of people enjoying and benefitting from regular swimming
- Create a world leading talent system for all our disciplines
- Deliver a high quality, diverse and motivated workforce within swimming
- Strengthening our organisational sustainability for future generations

Governance Structure

The Organisation is a company limited by guarantee with charitable status. Its governing documents, consisting of articles of association, are published on Companies House website at <https://beta.companieshouse.gov.uk/company/10931571/filing-history>.

Board

Role

The Board is collectively responsible for the long-term success of Swim England and is exclusively vested with the power to lead it. Mike Farrar, as Chair, is responsible for the leadership of the Board. The Board is the ultimate decision-making body and exercises all of

the powers of the organisation other than those specifically allocated to other persons under either legislation, its Articles of Association or its Terms of Reference. It is responsible for setting the strategy of Swim England and providing oversight of executive action but maintains a clear division between its management and oversight role and the executive's operational role.

Meetings and Key Decisions

The Board meets a minimum of four times a year and also on an ad hoc basis where required. The table below sets out the meetings held in the Reporting Period and summarises the key decisions taken.

Board meeting description	Date	Key Decisions
Regular board meeting	2 July 2018	<ul style="list-style-type: none"> - Annual Child Safeguarding Update - Approval of 17/18 Accounts - Transfer of powers from the Group Board of the unincorporated Amateur Swimming Association to the Board of the ASA (Swim England) Limited - Confirmation of membership fees
Regular board meeting	11 September 2018	<ul style="list-style-type: none"> - Confirmation of funding decisions regarding Water Polo and Health & Wellbeing
Catch up at annual council / AGM	13 October 2018	<ul style="list-style-type: none"> - Lease of the building from which Swim England operates
Regular board meeting	11 December 2018	<ul style="list-style-type: none"> - Acceptance of REMCOM Terms of Reference - Action required concerning the building lease - Purchase of a container pool - Swimming Times magazine to cease print. - 2019 budget accepted
Regular board meeting	30 January 2019	<ul style="list-style-type: none"> - 2019 pay award agreed - Draft statutory accounts reviewed - Board's child safeguarding champion agreed
Regular board meeting	26 March 2019	<ul style="list-style-type: none"> - Approval of change in Group structure, with amalgamation of subsidiaries - Financial statements approved
Regular board meeting	21 May 2019	<ul style="list-style-type: none"> - Approved proposal to take loans from Regions - Power to sign the accounts passed to the Board Chair and the CFO - Steps to undertake Stronger Affiliation project agreed - Review of subsidiary boards, committees and sub-groups undertaken, agreeing a number of changes - Membership Review Project to be undertaken, with approval to recruit a Head of Membership Development

Composition

The Board is made up of a maximum of 12 board members and comprises the Chair – Michael Farrar, Senior Independent Director - Sue Smith, four Independent directors, and four Nominated Directors who are nominated by Members of the Members Forum who represent the Regions. Swim England's CEO and CFO are also Directors. All appointments to the Board are made on merit in line with the skills required by the Board.

The following persons served as Board members during the Reporting Period:

Name	Role description	Date joined or left the Board (if applicable)	Board meetings attended	Committees	Committee meetings attended
Michael Farrar	Chair	January 2018 – the set-up of the Board of The Amateur Swimming Association (Swim England) Ltd	7 out of 7	- NOMCOM - REMCOM - Commercial - Regional Chairs	0 2 4 4
Sue Smith	Senior Independent Director	Prior to reporting period	6 out of 7	- Sport Operations Committee - NOMCOM - Club Development	4 0 1
Neil Booth	Member Nominated Director	January 2018 – the set-up of the Board of The Amateur Swimming Association (Swim England) Ltd	7 out of 7	- Sport Operations Committee	5
David Flack			6 out of 7	- Regional Chairs	4
Ian Mackenzie				- Sport Operations Committee - Water Polo Management Group	5 1
Bernard Simkins			6 out of 7	- Audit, Risk and Probity - Commercial	3 4
Jane Nickerson			Swim England CEO	7 out of 7	- REMCOM - Health Commission - Regional Chairs
Brian Havill	Swim England CFO		7 out of 7	- REMCOM - Regional Chairs	2 2
Sarah Gregory	Independent Director	Prior to reporting period	5 out of 7	- NOMCOM - REMCOM	0 2
Alison Breadon			6 out of 7	- Audit, Risk and Probity	3
Caroline Green			7 out of 7	- Audit, Risk and Probity	2
Keith Ashton			7 out of 7		

Board and CEO Recruitment

No recruitment activity undertaken in the Reporting Period.

Board Evaluation

The Board, led by Mike Farrar, undertook an evaluation of its skills and performance and of individual directors in the Reporting Period. The latter took the form of individual meetings with the Chair, identifying each director's inputs, challenges and areas for development, followed up by a letter of confirmation. As a result there was an overall board review of both time commitment and skill sets to ensure knowledge was being applied in the most appropriate areas.

Remuneration

In the Reporting Period there was no Remuneration paid to Non-Executive Board members

Committees reporting to the Board

The Board has established the following Committees, which report directly to the Board. Each Committee has clear Terms of Reference which identify its responsibilities and any powers delegated to it by the Board

Audit Committee

Composition: Ali Breadon (Chair), Bernard Simkins and Mark Lyttle (Independent).

Role: Oversees external audit and internal audit system, risk management process, prevention of fraud

Delegated Powers: Investigating any matters and any activity within its terms of reference

Meetings in the Reporting Period: 3

Nominations Committee

Composition: Mike Farrar (Chair), Neil Booth, Sue Smith, Sarah Gregory

Role: Leads process for Board appointments

Delegated Powers: Lead process for Board appointments on behalf of Board

Meetings in the Reporting Period: 0

Remuneration Committee

Composition: Mike Farrar (Chair), Ian Mackenzie, Sarah Gregory, Jane Nickerson, Brian Havill

Role: Review and approve salaries, benefits and bonuses for the whole of the organisation.

Meetings in the Reporting Period: 2

Sport Operations Committee

Composition: Neil Booth (Chair), Ian Mackenzie, Emma Griffin (Marketing, Communication and Operations Director), George Wood (Sport Development Director), Damian Stevenson (Insight and Partnerships Director), Jon Glenn (Learn to Swim and Workforce Director), Pippa Jones, James Boucher, Alex Harrison and John Hidle.

Role: Oversees and provides input into annual implementation plans, recommends allocation of resources and approves rules.

Delegated Powers: Monitors performance in relevant areas including athlete pathways, clubs, Counties and Regions, membership and sub-committees.

Meetings in the Reporting Period: 5

Strategy

The Board sets the strategy of the organisation. The current strategy for the period 2017 to 2021 can be found on the organisations website at:

https://www.swimming.org/assets/uploads/GoogleView/Swim_England_Strategy_2017_2021.pdf

Risk Management

The following items are presented to the Audit, Risk and Probity committee at each of their meetings (held three times year) in the form of a written report. A report from each ARP is then also presented to the next Swim England Board meeting.

1. A review of the Organisations Strategic risks, as updated by the SLT.
The Strategic Risks are specifically linked to the organisations four year Strategic objectives. All Strategic Risks are reported on to the ARP, together with progress made on any action points previously identified.
2. Commentary on the Operational risks of the Organisation (as held in each departmental risk register), with any Red 'RAG' rated risks separately identified.

General Meeting

Members of the Members Forum exercise the powers vested in them by the Articles of Association and pursuant to legislation. The members of the Members Forum meet once a year through the AGM. They are not able to override the powers of the Board but have reasonable rights to consultation and constructive challenge.

In the Reporting Period, the Council met as follows:

Council Meeting Description	Date
Annual Meeting of the Amateur Swimming Association and the Amateur Swimming Association (Swim England) Limited	Saturday 13 October 2018

CEO/Executive Team

The CEO is responsible for the operational implementation of the strategy and manages the executive team.

Staff Survey

The Board acknowledges its duties to employees.

The Team survey was open from 20 May to 5 June 2019 and saw 90% of employees respond. The employee engagement score was 86.12%. We define employee engagement as:

- The extent to which employees feel passionate about their jobs, are committed to the organisation, and put discretionary effort into their work.
- An engaged employee is an employee who is deeply involved and invested in their work.
- Organisations with genuinely engaged employees have higher retention, productivity, customer satisfaction, innovation and quality.

Governance Framework

The organisation is committed to the Code for Sports Governance and having achieved compliance with the Code has put in place an ongoing governance development programme to ensure that it continues to develop its governance practices and procedures.

Confirmation of ongoing compliance

The organisation has communicated openly with Sport England throughout the Reporting Period, and the Board has the view that Swim England has maintained its status of compliance with the Code for Sports Governance.

Review of governance practices and procedures

In compliance with the Code the following practices and procedures were reviewed and approved by the Board in the Reporting Period.

Practice/procedure reviewed	Code requirement	Last reviewed
Directors' Code	Every 4 years	August 2017.
Policies	Every 4 years	Policies reviewed by rotation constantly. None reviewed more than two years ago.
Financial policies and procedures	Every 2 years	Rolling process in place. Some fall outside of the two years at present – currently prioritising these.
Financial Forecast	4 year minimum	We have an annual financial forecast. A four year forecast to go to ARP November 2019.
Risk management and internal control	Every year	2nd August 2019 – the internal audits are carried out by RSM. The last one gave strong assurance and the minor issues raised are being addressed.
External Audit	Annually	22 February 2019 – audit carried out by Haysmacintyre who gave the Organisation an unqualified report with only minor management points.
Stakeholder Strategy	At least annually	Included without overall strategy and reviewed annually as part of the implementation planning process. Stakeholder survey undertaken in 2019.

Complaints/whistleblowing

In the Reporting Period there were two complaints to Swim England. These were dealt with in accordance with the Grievance Procedure. Both were resolved and therefore there are no complaints outstanding. There were no whistleblowing complaints received.

Diversity

Swim England is fully committed to the principles of equality of opportunity and to creating a diverse environment. We work with our members and partners and stakeholders to enable swimming and other aquatic activities to be sports for all, to be accessible and inclusive and provide opportunities for enjoyment and achievement for all. Damian Stevenson (Director of Insight) has been identified as the strategic lead for equality and diversity.

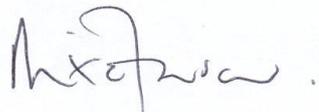
Swim England has undertaken several activities during the Reporting Period to increase diversity. Namely:

- Together with British Swimming, completed our submission for the Advanced Level of the Equality Standard for Sport. This involved both organisations demonstrating how we are working together at every layer to consider all activities and the impact on diversity and inclusion. The panel meeting was held in October and Swim England and British Swimming were successfully awarded the Advanced Level of the standard in late October.
- Developed an organisation wide Inclusion Action Plan, which involves every work stream, from learn to swim to talent identification and educating our educators, and everything in between.
- Delivered projects identified in the inclusion action plan and furthered our approach to inclusion through a variety of projects, all of which are published and available from our swimming.org website.

Our target is to maintain a position where a minimum of 30% of Board members are from each gender whilst working towards gender parity. Currently the gender split of our board is 58% male and 42% female. There were no new Board Directors recruited during the reporting period.

We are committed to increasing the diversity of employees, volunteers (including Board and committee members), participants, teachers and coaches and will carry out initiatives to encourage more women, people with disabilities and people from black and ethnic minorities to become more actively involved in all aspects of aquatic activities.

Approved by the Board and signed by the Chair on behalf of the Board.



Chair