



S N O W S P O R T
S C O T L A N D

NEW ARTICLES: Q&A SHEET

Version 1.0
5th September 2017

Q: Why do the Articles need to be changed?

A: In recent years, organisations such as Sportscotland, UK Sport and Sport England have recognised the importance of good governance within governing bodies of Sport. Accordingly, each has produced guidance on what 'good' looks like and the current Snowsport Scotland Articles fall short in a number of areas.

Changing the Articles alone will not produce the improvement that everyone wants to see but when implemented and combined with vastly improved communication and engagement, they will provide the foundation on which success can be achieved.

Q: In which areas do the current Articles fall short?

A: The key areas are as follows:

Board composition: Best practice, such as that contained within the Nolan principles, outlines that boards should include a mix of independent and elected members in order to provide an effective balance between directors with strong knowledge and experience of the sport and others with an independent view and specific skills that can help to develop the organisation.

The current Articles do not provide for any Independent directors and so the new draft Articles propose 5 Independent Directors and 7 Elected Directors.



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Engagement: Governing bodies are encouraged to establish effective means of engaging with all those with a contribution to make. The current Articles provides for a Council which is intended to act as a conduit between Member Clubs and the Board. Whilst this is deemed to be satisfactory for some Member Clubs, it does not provide a means for individuals and other facilities to engage with the Board.

The new draft Articles propose that Council be replaced by a combination of Regional and National Forums and a robust Committee structure. All stakeholders will be welcome to contribute via these engagement vehicles.

Membership: Currently, only clubs can become members of Snowsport Scotland. Accordingly, only Member Clubs are entitled to vote at general meetings. The many thousands of Snowsport participants who choose not to join a club have no means by which to engage with the organisation. Equally, other organisations such as Mountain resorts and Dry Slopes are not able to formally engage via a membership proposition. The current Articles require any change to membership structure to be approved by the membership, i.e. the Member Clubs.

The new draft Articles provide the Board with the power to set membership categories, benefits and pricing. See separate Q&A for Membership Structure.

Q: What is Sportscotland's position on the draft Articles?

A: Sportscotland has published the following statement:

- **Sportscotland** is fully supportive of the need for the Board of Snowsport Scotland to revise the organisation's Articles of Association. The **Sportscotland** [SGB Governance Framework](#), which is based upon the Nolan principles of good governance, outlines best practice for Board



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composition. This includes a mix of appointed and elected Directors, as this provides a good balance between Directors with knowledge and experience of the sport and Directors with specific skill sets and an independent view.

- **Sportscotland** is committed to access for all and would encourage any SGB to offer a wide range of membership choices. This will provide opportunities for everyone with an interest in a sport to become involved and have a say in shaping its future.
- One of the key priority areas within **Sportscotland's** [2015-19 Corporate Plan](#) is collaboration and impact. We would encourage SGBs to establish a mechanism where by all key partners and potential partners can work together to develop the sport at national and regional level. **Sportscotland** sees the SSS proposal to establish national and regional forums and an effective committee structure as a replacement for the SSS Council as a positive step forward, which will offer a vehicle for a wider range of parties, such as commercial providers and local authorities, to contribute and work together to develop Snowsport in Scotland.

Q: What will happen to the current Board if the new Articles are approved?

A: An exercise has been conducted to ascertain the skill sets that will be needed at this stage of the organisations development. These are likely to change over time. Related to this, a matching exercise has been conducted to assess the skill sets of the current board against those needed to drive the organisation forward under the new Articles. Accordingly, the current Board has approved the following plan, subject to approval of the new Articles.

Board Position	Appointed / Elected	Date of election	Incumbent/status post EGM
Independent Chairperson	Appointed	N/A	Vacancy



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Independent Finance Director	Appointed	N/A	Kenneth Munro
Independent Director - Marketing & Comm's	Appointed	N/A	Vacancy – soon to be filled
Director - Member Engagement	Elected	2018 AGM	Vacancy
Director - Alpine	Elected	2018 AGM	Vacancy
Director - Nordic	Elected	2017 AGM	Frank Musgrave
Director - Park & Pipe	Elected	2019 AGM	Neil Cameron
CEO	Appointed	N/A	Vacancy
Independent General Director	Appointed	N/A	Wayne Glasse Davies
General Director	Elected	2017 AGM	Neil Farish
General Director	Elected	2018 AGM	John Flavell Smith
General Director	Elected	2018 AGM	Vacancy

If the new Articles are not approved at the EGM, this position will need to be reviewed by the current Board.

Q: What if the members are dissatisfied with one or more Director(s)?

A: Under Company Law, the members may remove a director by Ordinary resolution. A Special resolution is not required. Further information can be found in the Companies Act 2006 -

<http://www.legislation.gov.uk/ukpga/2006/46/section/168>

Q: How will voting work?



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A: Individual Members and Organisations that are not clubs will be entitled to 1 vote.

In recognition of where we have come from and the importance of clubs, on a poll, clubs are provided with a number of votes related to the number of members at that club. **Please note** that this allocation of votes to clubs has been increased by a factor of 10. This is summarised below:

- a club with less than 10 individual members at the date of the notice convening the relevant general meeting, ten votes;
- a club with 10 or more but less than 50 individual members at the date of the notice convening the relevant general meeting, twenty votes;
- a club with 50 or more but less than 100 individual members at the date of the notice convening the relevant general meeting, thirty votes;
- a club with 100 or more but less than 250 individual members at the date of the notice convening the relevant general meeting, forty votes;
- a club with 250 or more but less than 500 individual members at the date of the notice convening the relevant general meeting, sixty votes;
- a club with 500 or more but less than 1,000 individual members at the date of the notice convening the relevant general meeting, eighty votes; and
- for a club with 1,000 or more individual members at the date of the notice convening the relevant general meeting, a minimum of eighty votes, with an additional twenty votes for each further 500 individual members of such club,