



## **Annual General Meeting Report - British Aerobatics**

### **(British Aerobatic Association Limited - 46<sup>th</sup> Meeting - 2023)**

*The Meeting was held in the Cirrus Room at Sywell Aerodrome on Sunday 15<sup>th</sup> October 2023, starting at 13.00hrs.*

#### **1. INTRODUCTION**

Steve Todd (ST), Chairman, opened the meeting, welcoming those attending in person and by Zoom and noting that all but one of the directors were present. He noted that there were others who could no longer be with us and suggested a moment's silent contemplation.

ST had announced at the Senior Nationals that it was his intention to step down at the AGM. This accorded with his view that no-one should hold a position of influence for a prolonged period and ideally not exceeding two terms of 3 years, as is common in many organisations. He had held the position of Chairman for six years and it had been apparent to him for some time that change was needed at British Aerobatics. We had tried various approaches and most importantly the meetings we had held last winter had defined the way the members wish to move forwards. One strange phenomenon was that we had recruited some 50 new members in the previous year but had had a similar number failing to renew membership. The new JustGo System should enable us to improve renewals and membership retention.

Contest entries had remained more or less level and, though the weather did not help, about 75% of scheduled sequences had been flown. We have had some good contests and people were very happy with them, especially the two National Championships. The glider people had encountered several challenges, particularly in the absence of an airworthy glider for the higher levels. A major positive development during the season was the introduction of high-quality videos which were not only used to give feedback to pilots but also by judges to review sequences. The initiatives and progress were reported on extensively in the morning session preceding the AGM, but despite this progress we still face a number of challenges. The winter sessions defined the areas where we need to focus our efforts, especially bringing new people into the sport.

ST handed over to Martin Sandford (MS) for the Treasurer's Report

#### **2. TREASURER'S REPORT**

MS noted that we started the 2023 with nearly £76,000 in the bank and now had just under £69,000, the big change being that the accumulated Advanced Training

Scheme funds in the scheme run by David Cowden, raised by the raffles, which had been in the NatWest account, have all been spent.

Bank	Opening	Closing
	Balance	Balance
Co-op	£37,528	£37,168
Scottish Widows	£31,529	£31,820
NatWest	£6,901	£0
Total	£75,958	£68,988

He presented a slide showing the cash flow for 2023 up to 12<sup>th</sup> October 2023 . He noted a small deficit on our normal operations. In donations and training, we were again very grateful for Philip Meeson's generous donation of £3,000 which, together with the contributions from the participants, allowed us to do slightly better than breakeven on Get Into Aeros, the event run by Ruth Scott.

Cash Flows 2023 to date	Normal	Donations	Development	Totals
	Operations	& Training		
Subscriptions	£4,881			£4,881
Contest Fees	£6,854			£6,854
Donations		£3,000	£0	£3,000
GIA		£2,588		£2,588
Interest	£157			£157
Income Totals	£11,892	£5,588	£0	£17,480
Subscriptions	(£2,268)			(£2,268)
IT Costs	(£304)			(£304)
Contest Costs	(£4,832)			(£4,832)
GIA Costs		(£5,407)		(£5,407)
Sundry costs	(£5,021)			(£5,021)
Tax (for 2022)	(£7)		£0	(£7)
Training & Bursaries			(£6,901)	(£6,901)
Total costs	(£12,433)	(£5,407)	(£6,901)	(£24,740)
Net Result	(£541)	£181	(£6,901)	(£7,260)

He provided a breakdown of all but £500 of the "Sundry Costs". This showed that the AGM, the Spring session at Sywell and the consultation exercise at Leeds East were, together, the biggest item. A total of 75 members, nearly half our total membership, had attended the three sessions that David Nichols (DN) had facilitated. MS was grateful to Steven Bakhtiari for specifying and sourcing the video equipment which had been used extensively during the season both at competitions and training camps. He noted the set-up cost for JustGo.

Item	
Consultation & AGM	£1,900
Video Equipment	£1,500
Just Go Setup	£1,100
Total	£4,500

Comparing this year with the previous two years showed 2023 as unremarkable from a financial perspective. We presently have 154 individual members, 13 honorary members, five training centres and four preferred training partners. Contest entry fees were better than the last year of Covid restrictions in 2021 but slightly worse than 2022, due to the weather and resultant refunds. The largest subscription, amounting to just over 75% of the total, was to The Royal Aero Club. The other subscriptions were to AOPA, GASCO and the Sport and Recreation Alliance.

Income	2021	2022	2023
Subscriptions	£4,727	£5,215	£4,881
Contest Fees	£3,921	£7,862	£6,854
Income Totals	£8,648	£13,077	£11,735
Expenses	2021	2022	2023
Contest Costs	£3,259	£6,297	£4,832
Subscriptions	£1,976	£2,236	£2,268
IT Costs	£869	£1,879	£304
Sundry costs	£849	£1,135	£5,021
Expenses Totals	£6,953	£11,547	£12,425
Outcome	£1,695	£1,530	£690

MS then presented a slide outlining his role and responsibilities as Secretary and Treasurer. He believed that there should be a succession plan and suggested that if anyone was interested, they could shadow him for 2024 with a view to taking over these roles in 2025 as he was expecting to be away sailing.

DN then introduced the Directors' Resolution [a copy of which is attached to these minutes]. ST advised that the Resolution was unanimously approved by the directors for proposal to the members after a detailed consultation.

### 3. THE DIRECTOR'S ORDINARY RESOLUTION

The summary of the resolution was:

"We propose to change the way British aerobatics is run to align with the new direction created by the members in the Spring. We are proposing a new structure with three Directors plus a Treasurer and Company Secretary (the Governance team) and five executive roles (the Management team). Any member can put themselves forward for any role for election by the members. We will have a vote to agree if this is the way forward. After that there will be four weeks for people to consider the roles and apply. Then there will be a two week voting process. We will have a new management team in place by the end of November"

Eric Marsh (EM) asked if there was a point where the buck stopped in the event of a crisis. MS answered, stating that the three directors will be the first point where the buck stops but that in the event of a serious accident it would also stop with the Contest Director, the Chief Judge and whoever put the Risk Assessment together. Paul Brice (PB) sought clarification that the proposal did not mean that the five executives and three directors were going to operate totally independently but that the Directors would provide "checks and balances" over the actions of the executives. It was confirmed that this was the intention. It was expected that there would be a formal quarterly meeting of the Executives with the Directors and Company Secretary but also that there would be more frequent Zoom meetings organised by each of the five Executives which any member, including Directors, can attend.

EM expressed concern that in the event of a serious disagreement either between the Directors or between the Directors and Executives there might be a need for a Chairman or Chief Executive to adjudicate. ST commented that the articles require the Directors to elect a Chairman from amongst them. He also said that in the past there had been more of a Chairman/Chief Executive role but he did not think that was the way forward. ST felt that the separation of the governance from the executive team, which was not just five people as there would be as many people as were required to fill all roles, would bring about the right governance structure. EM suggested that it be minuted that the point had been raised at the outset without a conclusion being reached, and that the issue be reviewed in a year's time.

Steve Green (SG) suggested that there needed to be a leader of the executive team. ST commented that to date the team of himself, DN and MS had been able to pick things up when another person was busy and that this would continue. The team also specifically looks to MS to advise on sense and propriety.

David Heard (DH) suggested that we need to look at the issues of indemnity and liability as more people became involved in the executive teams. MS stated that after considerable research the association could not obtain overall event insurance on an affordable basis. There was discussion of the impact of an event such as the fatality at the 2009 Unlimited World Championships at Silverstone, but involving damage to people or property on the ground. MS stated that each pilot has third

party and public liability insurance as part of his or her Aircraft Insurance and the airfields at which we operate also have public liability insurance. These ought to cover any accidents we can envisage.

MS had previously sought “run off” insurance to cover any liability not covered by the aircraft or airfield insurances. None of the insurers he approached was prepared to quote for such cover. He further re-stated that our best protection is to show that we took sensible precautions and executed them well. That is the reason why risk assessments specific to each competition and venue are vital. SG confirmed that that was part of the advice provided by a QC after the Silverstone incident and was the reason why the Operations Manual had been drawn up. He also said that the main point was that we needed to show we had not been negligent, by diligently following our published procedures and processes. There was discussion of the possible costs of defending the association against a claim. MS pointed out that the Directors had regarded the funds in the Scottish Widows account as a “rainy day fund” to, at least, start a legal defence.

It was suggested that every pilot’s aircraft insurance be checked for adequate third-party cover. DN confirmed that this was already done. ST commented that the Civil Aviation Authority specified what the minimum third-party cover shall be for each aircraft (SDR – Special Drawing Right). There was a suggestion that the third-party cover required for any aircraft entering a British Aerobatics competition should be reviewed and possibly raised to a minimum of, say, £5 million or £10 million. DN suggested that this was an issue that should be reviewed by the Directors.

There was a question as to why the leadership roles could only be held for three years, but it was clarified that though a leader would have to seek re-election after three years there would be nothing to stop a leader retaining the role for up to another three years, if not challenged.

The meeting then moved on to consider the Directors’ Resolution. The first question was whether this should be the subject of one vote to take the three key parts of the resolution together or whether the three components of the resolution should be considered separately. The meeting resolved to have just one vote on the whole resolution. The voting was carried out using an online voting platform, supervised by DN and MS.

The resolution was passed unanimously, with 50 Votes for the resolution; 36 in the room, 10 on Zoom and 4 proxies. MS confirmed that, according to the Articles, a simple majority of those present was required for the resolution to pass.

The nomination, voting process and timing for the election of the five executive leaders and the three Directors was then explained.

#### 4. ANY OTHER BUSINESS

ST thanked all members for attending and for supporting the Directors’ Resolution. He acknowledged that there had been divisions in the Association in the recent past and that there was a need to unify and support the new structure and the team that would be elected. He was not withdrawing from supporting the Association but

would at the end of the meeting step down as a Director and as Chairman. Phil Massetti and Brian McCartney would also be retiring as Directors by rotation and would not be standing again. Jen Buckenham had also expressed a wish to stand down at this meeting and would not be standing for re-election. That would leave five directors in place pending the result of the new election process, being David Nichols, Nick Buckenham, Rod Hervé, Chris Sills and Will Jones. These will automatically retire at the end of the voting process unless nominated and voted for in that process. Paul Brice proposed a vote of thanks to the outgoing Directors for all the hard work they had contributed to the association over many years which was met with universal applause.

*The meeting closed at 14.02 to be followed by refreshments and a Prize Giving.*