

Minutes of the Board of Directors

Date/Time	25 January 2017 - 2.30pm	Location	Netball House, 1 – 12 Old Park Road, Hitchin		
Attendees	Initials		Attendees	Initials	
Colin Povey	CP	Chairman	Vicky Annis	VA	Elected Director
Jo Adams	JA	CEO	Bridget Blow	BB	Appointed Director
Martyn Wilks	MW	Elected Director	Naresh Mistry	NM	Director of Finance (in attendance)
Sally Horrox	SH	Elected Director	Ashley Giles	AG	Appointed Director (casual vacancy)
Debbie Ryan	DR	Elected Director			

Apologies	Initials	
Tracy Clarke	TC	Appointed Director
Annmarie Wallis	AMW	Treasurer
Charlotte Rose	CR	Elected Director

Circulation List
Board
President
Executive Team

1.0	Apologies	Action
1.1	Apologies for absence were received from Tracy Clarke, Charlotte Rose and Annmarie Wallis.	
2.0	Register of Directors Interests	Action
2.1	There were no conflicts of interest for those directors present arising from the items listed on the agenda. It was noted that AG needed to complete the declaration of interest form. NM was asked to ensure all companies' house records were up to date.	NM
3.0	Minutes of the previous meeting	
3.1	Board Meeting – 23rd November 2016	
3.1.1	The minutes of the above meeting were noted and approved.	
3.2	Remuneration Committee – 1st December 2016	
3.2.1	The minutes of the above meeting were noted. CP confirmed that the next REMCO would take place in March rather than January and with this amendment the minutes were agreed.	
3.3	Vitality Netball Superleague – 7th December 2016	
3.3.1	The minutes of the above meeting were noted and approved.	
4.0	Matters Arising	
4.1	Board Minutes – 23rd November 2016	
4.1.1	Minute 5.14 BB indicated that she had not received VNSL Terms of Reference and asked that these were sent to her to review.	JA
4.1.2	Minute 6.7 JA confirmed that KPI's would be available and be circulated with more refined	JA

	targets post the funding decision which will be received on February 4 th 2017.	
4.1.3	Minute 9.0 VA questioned why the break clause had been activated on Netball House before the Board had seen final costings. JA confirmed that final costings were still subject to review and needed to be approved by the Treasurer before being presented to the Board. BB supported this approach and stated that the objective was to find a more cost effective option. MW confirmed that without activating the break clause England Netball would have been in Netball House for a further 5 years and that option would not be suitable for the business.	NM
4.1.4	Minute 6.1 JA circulated the current officiating insight work	
4.2	Vitality Netball Superleague – 7th December 2016	
4.2.1	SH reported that discussions with the Clubs centred on the calendar and governance of VNSL were proving to be sensitive at present and that CP, JA and SH would be meeting with Club representatives on February 1 st 2017 to try to find a mutually acceptable way forward.	CP/JA/SH
4.3	CP tabled the notes from HPNGB workshop held on 28/11/2016 and asked that copies were sent to TC, CR and AMW.	JA
5.0	Management Accounts	
5.1	NM presented the management accounts and the year-end forecast showing a projected surplus of £95k.	
5.2	VA questioned the split between EN and SE surplus and NM confirmed that work had been done to assess the position. CP requested an urgent meeting between NM, VA and AMW to agree the position on the split of surplus and to ensure that in future the accounts commentary was both agreed in advance of board meetings with AMW and was clear on the position.	NM/VA/AMW
5.3	CP commented that he felt that there had been decent progress made with regard to the debtor's position since the year-end.	
5.4	DR questioned whether reporting a surplus went against the potential membership fee increase to bridge the gap in funding. JA confirmed that the surplus was immaterial in the context of the anticipated funding gap. CP also reminded the board that the projected surplus would not add materially to the established level of reserves which remain below the desired level.	
6.0	Safeguarding	
6.1	JA updated the board with regard to safeguarding in the light of the current media attention safeguarding is receiving. The board noted that EN is currently green rated by the Child Protection in Sport Unit.	
6.2	JA explained the 8 safeguarding standards EN was required to meet and updated the board as to what arrangements EN had in place to satisfy each standard.	
6.3	Letters had been received on this topic from both the Sports Minister and the Shadow Sports Minister and these along with the EN responses were shared with the Board.	

6.4	The Board strongly supported a communications plan via the magazine and social media to allow easy reporting of historical allegations and cases concerning vulnerable adults to support the existing safeguarding communications.	JA
6.5	AG questioned if EN had adequate insurance cover in place and VA confirmed that they did.	
6.6	JA confirmed that several options were being considered to provide the most effective Case Management Group and that the board would be informed of the outcome in due course.	JA
7.0	Article 25	
7.1	JA asked the board to consider invoking article 25 with regard to 2 members who had a history of bullying and threatening behaviour.	
7.2	SH asked for confirmation that all policies and procedures had been followed. JA confirmed that they had but that several new allegations had been received which had not yet gone through the process.	
7.3	CP reiterated that Article 25 allowed the Board to remove members 'in the interest of netball' and that the Board must be mindful of what was in the best interest of the game as a whole. He asked members to be mindful of both the impact of the behaviours reported on other members and staff and the length of time such behaviours had been causing issues.	
7.4	JA was asked to take further legal advice to ensure that the correct procedure with regard to article 25 was followed.	
7.5	JA confirmed that CR, TC had supported the paper via email correspondence.	JA
7.6	Following an extensive discussion the Board supported the paper by a substantial majority and it was agreed JA should continue to progress the cases raised, with appropriate reference back to the board where necessary.	JA
8.0	Membership Fees/EGM	
8.1	JA confirmed the funding position to the board. Even assuming the higher limit of anticipated Sport England funding for the next cycle the funding gap to deliver YGYW2 would be significant, £1.8million.	
8.2	Through the Regional Roadshows and the Regional Chairs Forum, EN had received a positive response to a possible increase to the subscription fees and after calculating several options a one off increase to fees for over 18's of £10 with no increase for under 18's was supported by the Regional Chairs Forum.	
8.3	DR questioned the increase for adults only and JA fed back that the Regional Chairs felt that an increase on Under 18's would affect netball playing mum's with children more than anyone else.	
8.4	SH suggested other forms of income generation through crowd funding and individual donation should also be considered. JA suggested that these had been considered but that the late notice with regard to funding levels meant that EN needed certainty of income	

	to deliver the strategy.	
8.5	MW questioned whether Regions and Counties could hold their own local fees for the 2017 Season. JA confirmed that conversations were being held with Regions and would be with Counties on an individual basis. Data from MyNet was now available to understand the levels each Region and County receive from the membership and this will be used to influence which Regions and Counties could hold their fees.	
8.6	The Board supported the £10 increase and the calling of a March EGM but advised that the communication plan needed to be well constructed.	
9.0	Sport England Self Assurance	
9.1	<p>The annual Sport England Self Assurance document was shared with the board and after a discussion the following points were noted and it was agreed they would be included before submission to Sport England.</p> <p>2.4 EN is currently reviewing the induction process for Board members</p> <p>3.2 At present the Board does not have adequate assurance around tracking changes to legislation and implementation but going forward this will fall under the remit of the Finance and Audit Committee</p> <p>5.1 to be amended to upon receipt of confirmation of funding</p> <p>6.1 It is intended that we will look at cash flow forecast at the Board in future</p> <p>7.1 Policies and procedures register which is to be reviewed at every meeting of the finance and audit committee from March 2017</p> <p>7.2 The Board formally accept the findings of the auditors at the AGM</p> <p>7.3 From February 2017 an annual review of the contents of the induction pack list will be made. Staff will be asked to sign a register confirming that they have received and read EN policies and procedures relating to their area of work e.g. budget holders will be required to read and sign the finance policy</p> <p>10.1 appraisal policy reviewed by the Executive Team</p> <p>11.1 The Board review safeguarding at every meeting. Review dates are currently being updated and will form part of a rolling programme</p> <p>In a number of other areas ET had agreed to monitor and review certain items on a rolling basis and this should be reflected in the final document.</p>	JA
10.0	CEO Report	
10.1	JA confirmed that the Sport England funding application was submitted on 19 th December 2016.	
10.2	It was noted Sport England has funded an HR consultant to begin work with the Executive Team to transition the business to a new operating model.	
10.3	JA informed the Board that through the recruitment process for an MD for NWC2019 a suitable candidate was not found and it highlighted the need for an alternative approach.	

	Interviews for the post of Operations Manager will be taking place on Friday 27 th January 2017 following which it was anticipated that an appointment would be confirmed.	
10.4	The Board was delighted to see continued growth in participation with 20,695 new participants introduced to the game after 9 months of delivering the strategy. This figure is higher than the total number achieved in the previous year.	
10.5	Work has begun to review the roles of Regions, Counties and Leagues and positive discussions have taken place with the Regional Chairs around what their role might be moving forward. EN will be working with a research agency to better understand the governance structures within other sports to see what if any lessons could be learnt and applied to EN structures.	
10.6	JA confirmed that Sport England had agreed to additional funding to support a full commercial review to evaluate where the greatest gains can be made in order for EN to bridge the anticipated funding gap in as timely fashion as possible.	
10.7	MW asked for that report to come back to Board for Board feedback and input.	JA
10.8	JA shared some excellent media coverage which had been achieved through Walking Netball and Back to Netball campaigns and stressed the importance of these initiatives in growing the netball family.	
10.9	The importance of being able to measure the impact of such initiatives is a high priority and the insight team is currently reviewing and finalising the measurement framework.	
10.10	JA informed the Board that JA, CP and AG had met with Sara Symington and Tracey Neville after the Jamaica Series to discuss the performance of the team. AG felt that the cultural changes which had been made were positive despite the series result and offered to spend more time with Tracey and Sara as we head to the Commonwealth Games.	AG
10.11	SH suggested a presentation from Tracey Neville after the Quad Series would be a very positive thing and this was welcomed by the Board. Several of the Board members asked for clarity around the kpi's linked to performance outside of International competition. JA agreed to submit these post the conclusion of the funding decision.	JA
10.12	The Board welcomed the growth in membership and noted the 3.98% increase in member's year on year resulting in 2.33% revenue growth, to give a total of 93,027 members at the end of December, compared to 89,468 at the end of December 2015. The Board also noted that the subscription income associated with this level of growth would still not bridge the anticipated funding gap.	
10.13	The Quad Series ticket revenue will exceed the income target, JA suggested we now need to start focussing on growing the overall market audience for the game	
10.14	JA was pleased to announce ipro as the Official Hydration Partner.	
11.0	Risk Register	
11.1	The risk register was noted and the Board was shown a separate risk register highlighting the impact of the business restructure and potential relocation of HO.	
11.2	JA assured the Board that a project plan supported the risk register and that all risks were currently owned by the Executive Team until funding levels were confirmed at which point	

11.3	they would be assigned to individuals. JA agreed to share the project plan at the next Board Meeting.	JA
12.0	Compliance and Inclusion	
12.1	The compliance and inclusion dashboard was noted	
13.0	AOB	
13.1	CP suggested a 2 day strategy Board Meeting should take place to review the businesses financial projections and overall strategy once funding was known for the 2017-21 period. This was welcomed by the Board and Yvonne Bacon was tasked with finding suitable dates.	JA/YB
Details of next meeting		
Date/Time	29 March 2017 – 2.30pm	Location Netball House, Hitchin