

**DRAFT**

<b>Minutes of the Board of Directors Meeting</b>					
Date/Time	26 July 2017 - 2.00pm	Location	SportPark, Loughborough University, Loughborough		
Attendees	Initials		Attendees	Initials	
Colin Povey	CP	Chairman	Annmarie Wallis	AMW	Treasurer
Martyn Wilks	MW	Elected Director	Jo Adams	JA	CEO
Tracy Clarke (via call)	TC	Appointed Director	Naomi Defroand	ND	Head of Projects & Operations (in attendance)
Debbie Ryan	DR	Elected Director	Naresh Mistry	NM	Director of Finance & Corporate Resources (in attendance)
Sally Horrox	SH	Elected Director	Lewis Wiltshire	LW	Seven League (part of the meeting only)
Vicky Annis	VA	Elected Director	Steph Dixon	SD	Seven League (part of the meeting only)
Bridget Blow	BB	Appointed Director	Jeremy Beard	JB	Hayesmacintyre (part of the meeting only)
Charlotte Rose	CR	Elected Director			

Apologies	Initials	
Ashley Giles	AG	Appointed Director

Circulation List
Board President Executive Team

1.0	Apologies	Action
1.1	Apologies for absence were received from Ashley Giles who was attending his graduation ceremony.	
1.2	CP welcomed ND to her first meeting as minute secretary.	
2.0	Register of Directors Interests	Action
2.1	There were no new conflicts of interest for those Directors present or arising from the items listed on the agenda.	
3.0	Minutes of the previous meetings	
3.1	<b>Remuneration Committee meeting 31 May 2017</b>	
3.1.1	The minutes of the above meeting were noted and Minute 6.1 corrected to read 16,000 as opposed to 16 mil.	
3.1.2	JA circulated revised ToR for the Remuneration Committee. These were noted and approved.	
3.2	<b>Nominations Committee meeting 31 May 2017</b>	
3.2.1	The minutes of the above meeting were noted and approved.	
3.3	<b>Board Meeting 31 May 2017</b>	
3.3.1	DR questioned Minute 9.2 and asked for the wording to be amended and a subsequent point to be added as follows:  9.2 DR commented there had been an increase in booing at umpiring decisions during Superleague matches and wanted to understand if the post match analysis of umpiring decisions, carried out by the umpires, indicated that the high standards of umpiring achieved in the previous season had been maintained this season.  9.3 DR requested if we can report on a regular basis the numbers of people attending and qualifying as coaches and umpires to ensure we support our continued growth in participation.	

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3.3.2	With these amendments the minutes of the above meeting were noted and approved.	
3.4	<b>VNSL Board meeting 27 June 2017</b>	
3.4.1	The minutes of the above meeting were noted and approved.	
3.4.2	The recently amended ToR for the VNSL Board had been circulated in advance of the meeting and were noted and approved.	
3.5	<b>VNSL Workshop meeting 28 June 2017</b>	
3.5.1	The minutes of the above meeting were noted and approved.	
3.6	<b>Finance &amp; Audit meeting 4 July 2017</b>	
3.6.1	The minutes of the above meeting were noted and approved.	
4.0	<b>Matters Arising</b>	
4.1	<b>Remunerations Committee meeting 31 May 2017</b>	
4.1.1	AMW questioned what the total value of exec bonus would be if paid out in full. JA confirmed the maximum amount payable to the Executive Team if all criteria were met but reminded the Board that any payments would be self-funding via improved profits.	
4.2	<b>Nominations Committee meeting 31 May 2017</b>	
4.2.1	CP confirmed that CP and MW were due to interview a third candidate for the Independent Chair for the VNSL Board role having already met two strong candidates.	
4.2.2	JA confirmed that a Commercial Director candidate had been offered the role and accepted and should be starting in September or October at the latest.	
4.3	<b>Board Meeting 31 May 2017</b>	
4.3.1	MW requested an update on the work done by Sport Collective, which JA provided.	
4.4	<b>VNSL Board meeting 27 June 2017 and VNSL Strategy Workshop 28 June 2017</b>	
4.4.1	MW commented that the EN Board could benefit from a strategy workshop similar to the VNSL. He expressed concerns that the remit of this group seemed to have grown and that many subjects discussed were wider than the running of the VNSL. CP and SH acknowledged that as the VNSL is part of the competition pathway it is difficult to have conversations about just a single competition as it has an intrinsic link with the wider performance pathway. It was also noted that all commercial rights are bundled under England Netball's current arrangements. It was agreed the Board would have similar conversations at its planned Strategy Meeting in October. JA stated she was comfortable with the current discussions around VNSL and reminded the Board that the overall direction being taken by VNSL is consistent with the Your Game Your Way (YGYW) strategy.	JA
4.4.2	The Board suggested that England Netball clearly reserves its rights over the strategic direction of the Superleague and noted that the new VNSL Chair will need to hold the line to ensure the remit of the VNSL Board remains within the stated ToR.	
4.5	<b>Finance and Audit 4 July 2017</b>	
4.5.1	3.1 - VA requested clarification that the charity proposal contained in the minutes was not being taken forward to the AGM for approval. AMW confirmed that it had been decided that it was not the priority at this point and the focus was on managing a successful relocation.	
5.0	<b>CEO report</b>	
5.1	JA presented a bronze medal England had won at recent NWYC and acknowledged that Botswana did an incredible job at running the event. She reported that the England team	

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	displayed a great culture during the tournament, which suggested a positive position for the future. The Board congratulated management and players on a fantastic result.	
5.2	JA advised that at the INF Congress some Governance reforms were proposed and this development was welcomed. However the changes did not go as far as England Netball would have liked and this view was expressed by the EN representative at the Congress.	
5.3	JA confirmed that England Netball had relocated some of its Head Office functions to SportPark on the date anticipated and that the first phase transition had gone well. The project remains on budget with lower anticipated expenditure in relation to both redundancy and relocation costs. The Board expressed the view that the Loughborough office looks great.	
5.4	The Board was pleased that 21 new staff members will be joining England Netball from the middle of August to fill the vacancies created. JA confirmed that the Executive Team had been pleased with the calibre of staff recruited. It was noted that Membership and finance roles are yet to be advertised and relocated.	
5.5	JA reported that the Executive Team has an idea of the likely Sport England targets for the Development Department but is awaiting confirmation from Sport England, who have stated they intend to confirm these by mid August. Moving forward we will be able to provide our own evidence from membership numbers and monitoring systems and England Netball is in discussions with an organisation that could provide support potentially to gain wider evidence in relation to our sphere of influence as a sport.	
5.6	JA confirmed that the transition of the performance pathway to VNSL clubs is happening and that there are criteria in terms of minimum operating standards in place to support this.	
5.7	JA announced that Netball has been successful in being added as a new sport in the School Games for 2018, which will be beneficial to the performance pathway.	
5.8	JA reported that 2 new clubs have expressed an interest in joining the VNSL competition. The Board noted that there needs to be a clear process and requirements for managing any further changes to the number and quality of participating teams.	
5.9	JA advised that the Roses programme had now resumed for this year and many more athletes were coming on board and engaging with positive attitudes. In total 24 athletes out of 42 applicants had been accepted onto the programme.	
5.10	JA stated that in 2019 England was now likely to host the whole of Quad Series 2 to see if there is commercial benefit and provide a trial opportunity in advance of NWC 2019. This would also support increased revenue and reduced travel cost. The Board endorsed this approach.	
5.11	JA advised the Board that player availability for the Quad Series 2019 will be part of their contracts and this will be tighter requirement as it is in a World Cup year.	
5.12	JA confirmed positive discussions with a number of potential new sponsors, which the new Commercial Director will progress, one of which would be linked to a cup competition and would also benefit Development. The Board noted the requirement for aggressive sponsorship targets to be met in the current funding plan period.	
5.13	JA confirmed that membership figures are ahead of the same position last season and that the trend observed is as expected.	
5.14	JA confirmed that tickets for the Malawi Test Series will go on sale next week.	
5.15	The Board requested further clarity and a detailed breakdown of the figures for the Final Four insurance claim. DR also requested clarification on whether the Final Four would have still made a loss if it had not moved venue. JA confirmed although it was not easy to track sales projections due to the circumstances, sales would have likely been short of budget regardless of the bomb/move to Birmingham. A revised plan will be implemented for 2018. We are still awaiting full details of the outcome of our insurance claim and have reviewed our crisis communications around the event whilst acknowledging resources are limited.	NM/JA

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<b>6.0</b>	<b>Presentation by Seven League on digital strategy</b>	
6.1	LW and SD joined the meeting and presented Seven League’s digital strategy proposal. The Board acknowledged the size of the challenges faced but also welcomed the quality and quantity of work that had been done on the joint behalves of EN/NWC/Sport England. It was agreed that the presentation materials would be circulated to all directors after the meeting.	JA
6.2	JA confirmed she would be coming to the board in due course to request approval for a substantial investment in a new CRM system. The Board requested a case be brought to demonstrate return on investment and longer-term benefits of any potential expenditure.	JA
<b>7.0</b>	<b>Audit Report and Statutory Accounts</b>	
7.1	JB from hayesmacintyre joined the meeting to present the audit report and findings. He confirmed that he anticipated that he would be able to issue an unqualified audit opinion without modification of the financial statements as presented subject to final minor work in the coming days.	
7.2	Both JB and AMW reported that the audit process had proved to be more challenging this year than in the past. They confirmed that the Finance and Audit Committee had already reviewed the draft accounts and audit recommendations in some detail. Both also expressed some concern about how the preparation work for the audit had been handled. However JB confirmed that he considered the management responses set out in the audit report were adequate but suggested that the Finance and Audit Committee monitors the implementation of the actions agreed.	AMW
7.3	JB confirmed that a number of controls areas need to be addressed and that a larger than normal series of adjustments had been made to the draft accounts following the audit findings. Following these adjustments the provisional surplus for the year had been reduced but was still close to the original budget. It is anticipated that the final surplus will be £152k compared to £87k in the prior year.	
7.4	As treasurer, AMW said she wished to have a further discussion with the auditors and the Finance Director as to whether the level of disclosure in the draft accounts on the move to Loughborough was appropriate and to satisfy herself that all accrued and deferred income was properly classified. She also wished to verify the information on financial instruments listed under note 16 of the draft accounts.	AMW
7.5	BB asked whether JB or AMW thought it might be prudent to split the projected surplus between the reserves figures held within both EN and NWC2019 accounts. After a brief discussion it was agreed that the position should remain as suggested. It was noted in any event, that the Finance and Audit Committee, had still to take a view on whether they would recommend a formal change to the current EN reserves policy. AMW confirmed that this would be considered at a meeting in the near future but noted the low level of transactions relating to the NWC2019 at the current time.	AMW
7.6	At this point in the meeting the Executives were asked to leave the room so that the NEDs could have a private conversation with the auditor.	
7.7	Once the Executives re-joined the meeting it was proposed and agreed that the draft accounts should be approved and CP, AMW and JA were granted delegated authority to sign-off the final commentaries and figures on behalf of the Board. JA and NM were charged with ensuring the normal timetable for the AGM paperwork and publication of the accounts was adhered to. CP emphasised to the Executive Team that implementing the actions highlighted in the audit report were their responsibility and that we must ensure that the processes and capabilities of the people we have in place are of the standard expected by a leading NGB.	AMW, CP, JA, JB JA, NM
<b>8.0</b>	<b>Changes to the Articles of Association</b>	
8.1	BB confirmed that most of the proposed amendments had been previously agreed by the Board in order to become compliant with the new Sport England Governance Code.	
8.2	CP reported on the discussion held earlier in the day at the Nominations Committee meeting and stated that whilst it is not an absolute requirement for the Chairman to be independent he felt it would be best practice. The Board discussed the benefits of both cases and concluded that it did not want to exclude any suitably qualified people from the	

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	role and therefore decided that both Chairman and Treasurer roles could be filled by either be independent or elected directors.	
8.3	The Board requested that the definition of independent is strengthened in the articles to align with the Sport England definition of independence.	BB
8.4	The Board requested that Article 67 be amended to specifically reference that only 1 additional Director can be co-opted on to the Board on a temporary basis at any one time.	BB
8.5	CP and BB clarified that following any approval of the proposed Articles by the membership all current Board members (with the exception of those coming to the end of their term at the 2017 AGM) would start a new 2-year term following the AGM. BB was charged with ensuring that all recommended appointments complied with the relevant versions of the articles.	BB
8.6	CP updated the Board and reminded members that England Netball had advertised for candidates to replace Sally Horrox. He reported that applications had been received from three members. After due consideration the Nominations Committee had agreed that there was only one candidate who met all the skills and criteria and was therefore recommending this candidate for Board approval. The Board approved this candidate to be put forward for endorsement by the membership at the AGM in line with provisions in the current Articles under section 60C.	
<b>9.0</b>	<b>Items for Information</b>	
<b>9.1</b>	<b>Risk Register</b>	
9.1.1	The relocation risk register was noted.	
9.1.2	JA advised that Sport Collective had completed a full audit of our assets and are currently determining value. They concluded that our programmes are licensable products and we are therefore looking to move this forward and determine a mechanism of how to achieve this before engaging delivery partners.	
9.1.3	VA requested a risk relating to the audit findings on financial controls be added to the register.	JA
9.1.4	DR requested that a health and safety risk assessment for the Loughborough office is created.	JA
9.2		
<b>9.2.1</b>	<b>Safeguarding</b>	
9.2.2	The usual safeguarding report had been circulated as part of the meeting pack and its contents were noted.	
9.2.3	JA highlighted a case of possible legal action, the background to which was explained in the appended paper. Board members were advised not to respond to any communications from the individual concerned and JA confirmed that she would continue to handle the matter with the support of EN's legal advisors.	
<b>10.0</b>	<b>AOB</b>	
10.1	CP requested that Board members send JA any topics they wish to be included on the agenda for the strategy workshop due to be held on 5/6 October 2017	All
10.2	The Board congratulated the England Women's Cricket team, as a valuable TeamUp partner, on winning their home World Cup.	
<b>Details of next meeting</b>		
Date/Time	5 <sup>th</sup> October (Short Board meeting in the morning) Strategy Workshop 5 <sup>th</sup> /6 <sup>th</sup> October 19 <sup>th</sup> October Board Meeting	Location SportPark, Loughborough University, Loughborough tbc