

DRAFT CONFIDENTIAL

Minutes of the Board of Directors Meeting					
Date/Time	19 July 2018	Location	SportPark, Loughborough		
Attendees	Initials		Attendees	Initials	
Colin Povey	CP	Chairman	Annmarie Wallis	AMW	Treasurer
Martyn Wilks	MW	Independent Director	Jo Adams	JA	CEO
Ashley Giles	AG	Independent Director	Naomi Defroand	ND	Company Secretary (in attendance)
Bridget Blow	BB	Senior Independent Director	Emma Fielding	EF	Finance Director (in attendance)
Tracy Clarke	TC	Independent Director	Clare Morley	CM	Nominated Director
Peter Taylor	PT	Independent Director	Debbie Ryan	DR	Nominated Director
			Jeremy Beard	JB	haysmacintyre (in attendance for item 8)

Apologies	Initials	
Vicky Annis	VA	Nominated Director

Circulation List
Board President Executive Team

1.0	Apologies	Action
1.1	Apologies were received from VA	
2.0	Register of Directors Interests	Action
2.1	No additions were noted	
3.0	Minutes of the previous meetings	
3.1	Board Meeting 31 May 2018	
3.1.1	Correction of the date to 31 May 2018.	ND
3.1.2	AMW asked whether it was really necessary to publish draft minutes on the website. CP explained why the current process had been adopted and it was noted that the final version of the minutes was posted once formally approved.	
3.1.3	Following a brief discussion it was agreed to only publish the approved minutes on the website in future. The target date for doing so will be within two weeks of each Board meeting.	ND
3.2	NWC2019 Board Meeting 6th June 2019	
3.2.1	The minutes of the above meeting were noted.	
3.3	Regional Chairs Meeting 9th June 2018	
3.3.1	The minutes of the above meeting were noted.	
3.4	VNSL Board Meeting 27th June 2018	
3.4.1	The minutes of the above meeting were noted.	
3.5	Finance & Audit Committee 6th July 2018	
3.5.1	The minutes of the above meeting were noted.	

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4.0	Matters Arising	
4.1	Board Meeting 31 May 2018	
4.1.1	Minute 4.1 - DR asked if EN had managed to identify the cause of the leak around the VNSL franchise announcement. JA confirmed that the source had been identified and reminded of their obligations. In the event of a repeat incident such information will be withheld from the individual concerned.	
4.1.2	Minute 6.1.12 – CP asked for the directors to arrange with him dates for appraisals to be conducted.	All
4.1.3	Minute 7.2 – CP has asked JA to ensure that the Board receives on a more regular basis an embargoed copy of any important announcements prior to their public release.	JA
4.2	NWC2019 Board Meeting 6th June 2019	
4.2.1	CP suggested that LI should be invited to present a full update at the October Board meeting and this was agreed.	
4.2.2	Minute 5.1 - JA provided an update on ticket sales and confirmed that these have now generated £1.2 million of revenue. The meeting noted that demand had significantly outweighed ticket releases for the early phases of the sales programme and asked that issues arising should continue to be handled as sympathetically as possible.	
4.2.3	Responding to a question from DR JA confirmed that whilst the majority of sales had been to UK fans we have experienced good demand for fan packages from Australia and New Zealand.	
4.2.4	CP suggested the need to look at what additional capacity could be created through fan parks or other options.	JA
4.2.5	MW stated that a positive message should be passed back to the NWC2019 Board for the success of ticket sales to date.	CP/JA
4.2.6	Minute 8.3.1 - BB asked what the cultural activity would be. JA confirmed that this referred to the Opening Ceremony.	
4.2.7	DR asked if a well-known individual had been identified to act as a figurehead for the competition and JA confirmed that a high profile sports personality has been approached. At this stage we are awaiting a final decision.	
4.3	VNSL Board Meeting 27th June 2018	
4.3.1	Minute 2.3 - DR asked for an update on the reported salary cap breach. JA confirmed that the club concerned had rectified the breach by releasing players and bringing salary costs under the cap.	
4.3.2	Minute 4.2 - PT asked if the Board has seen the VNSL P&L. CP provided an update on the progress on this being created and suggested that Mark Evens is invited to the October strategy days to present this. The Board agreed.	CP
4.4	Remuneration Committee 19th July 2018	
4.4.1	TC confirmed that the Remuneration Committee had met earlier in the day and approved final bonus payments for the Executive Team arising out of the 2017/18 results. The measures for the 2018/19 Executive Bonus plan had also been approved.	

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4.4.2	The salaries of the Executive Team had been reviewed against the INNECTO benchmarking report which provides comparisons with other NGBs within the sports sector. TC commented that the INNECTO report showed an increase in the use of bonus schemes within NGBs and provided confidence that the current approach being adopted by England Netball with regard to Executive remuneration remains appropriate. Nevertheless she anticipated that the December Board meeting would provide a good opportunity to review our overall remuneration policy.	
4.4.3	In the context of the above comments TC confirmed that she remained content that the remuneration Committee was operating effectively against its Terms of Reference. She did however indicate that she felt it was desirable to add one further non-executive director to the committee and invited colleagues to indicate if they wished to be considered for such a role.	All
5.0	CEO Report	
5.1	GDPR	
5.1.1	JA provided an update and agreed that the project plan would be shared with the Board following the meeting.	JA/ND
5.1.2	BB asked if a template executive summary for all projects could be established for consistency of reporting to the Board.	JA/EF/ND
5.2	Membership	
5.2.1	JA provided an update on the membership review. PT asked if this includes leagues. JA confirmed that as part of the review EN is looking at how leagues can be better engaged and supported.	
5.2.2	JA provided an update on the overall systems project. CP asked for a paper outlining the final project proposal and associated costs to be brought forward to the October Board meeting for formal sign off.	JA
5.3	Safeguarding	
5.3.1	JA advised that EN had recently received a green rating from the CPSU following their audit of our procedures. This development was welcomed as a number of NGBs have seen their rating decline in the latest round of inspections.	
5.4	Netball Europe and INF	
5.4.1	JA provided an update on the Netball Europe AGM.	
5.4.2	JA asked the board to think about potential candidates for the Europe representative on the INF Board and confirmed that if Board members were interested they would not have to step down from the England Netball Board to do this role.	All
5.4.3	JA confirmed that she had met with a leading figure in the UK sports sector who may be interested in the position of INF president. CP advised of another potential overseas candidate who had also been identified. It was agreed that it would be helpful if England, Australia and New Zealand could agree one preferred candidate who they could all endorse.	
5.5	Development	
5.5.1	JA gave an overview of the Development progress and highlighted the positive participation impact of the Commonwealth Games seen in April.	

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5.5.2	JA confirmed that a grant has been received from the Home Office to help with social inclusion and EN is now looking to bid for further investment.	JA
5.5.3	JA advised that a complete review of the commerciality of the Education & Training department has been conducted and some pricing adjustments implemented.	
5.5.4	DR asked if there is a sufficient number of coaches coming through the system. JA confirmed that the coaching strategy has been redeveloped to address this. CP asked for the figures, trends and forecasts to be shared at the October strategy meeting.	
5.5.5	DR suggested promoting the routes for individuals to access funding support for these courses.	
5.5.6	JA confirmed that at the weekend EN will be delivering two Road to Liverpool and Beyond conferences for counties and regions.	
5.6	Performance	
5.6.1	JA advised that she is meeting with Australia and New Zealand later in the month to discuss the international calendar and the future of the Quad Series.	JA
5.6.2	JA confirmed that she has met with Sport England to explore whether they may reconsider their decision to remove all performance funding after 2019.	
5.6.3	JA reported that further evaluation of the commercial performance of both the VNSL and individual teams was underway. The Board acknowledged that further substantial progress was necessary in order to achieve the stated ambitions for the league and looked forward to engaging in this discussion at the October strategy days when Mark Evans (VNSL Independent Chair) would be invited to be part of the programme.	
5.6.4	JA advised that discussions are continuing with the Netball Players Association. CP advised that Liz Boor has stepped down from the VNSL Board as a team representative in order to avoid a conflict of interest.	
5.6.5	JA advised that a gap has been identified in relation to developing sufficient elite coaches. CP suggested the need to pay real attention to succession planning in this area. AG suggested that bringing ex-players through the coaching pathway with the correct support could be positive rather than bringing in foreign coaches. DR suggested it may be sensible to offer a number of bursaries to support qualification.	
5.7	Commercial	
5.7.1	JA advised that the Grand Final ticket sales were disappointing due to the clash with the England Football World Cup match. Ticket sales will also be reviewed in terms of the impact of just being the Grand Final without a 3 rd /4 th play-off. CP stated that the ticketing strategy is critical and the need to consistently deliver against ticket sales targets is important for the long term strategy.	
5.7.2	JA provided a summary of the membership figures to date.	
5.7.3	CP noted that the progress on sponsorship income is good with some promising new business identified. AMW asked for potential revenue sums and likely prospects for success for new business to be included in future reports.	

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5.8	Governance	
5.8.1	In relation to a recent safeguarding case JA confirmed that final submissions to the Arbitration Panel were due in the middle of August and updated the Board on the various costs and scenarios that may arise subsequently.	
5.8.2	JA was asked to ensure that all aspects of the case continued to be closely monitored and the Board kept informed of any material developments or cost commitments.	JA
6.0	Ticketing	
6.1	CP summarised the paper by saying the preference was to move to an alternative ticketing partner on a cost neutral basis. AMW had raised a number of questions with JA in advance of the meeting and it was agreed that improvements were required when investment cases were being brought to the Board for approval. In particular a more robust analysis of associated risks and the return on investment are required.	JA/EF
6.2	Having responded to a number of questions from PT and DR JA asked the Board to approve the proposed approach and this was endorsed.	
7.0	Management Accounts	
7.1	AMW summarised that the positive year to date variance to budget currently reported is higher than the likely final year end result due to phasing of expenditure.	
7.2	EF confirmed that June position shows an increased surplus but that she is currently working with the Executive Team to update the phasing to get a more accurate picture and provide a detailed reforecast.	EF
7.3	EF was asked to circulate accounts monthly to Board.	EF
8.0	Statutory Accounts and Audit Findings	
8.1	JB credited the Board and the management team for the difficult decisions that had to be made in regards to restructuring the finance team and the significant progress that had been made since last year.	
8.2	JB talked through the Audit findings including the limitations of the audit, misstatements and highlighted a clean audit report. He advised that this year the accounts include all the new areas required under the Sport England Code of Governance.	
8.3	JB highlighted that NWC2019 has not been consolidated this year on the grounds of materiality but this will need to be done next year. It is important to consider the requirements for this and any potential tax implications.	
8.4	CP thanked EF, AMW and the finance team for the progress that has been achieved.	
8.5	CP asked if there was a need to keep the Indoor Netball Association as a separate dormant company. JB confirmed there is no cost associated with maintaining the dormant company but advised that it was probably still sensible to protect the name.	
8.6	CP suggested a couple of minor amendments to the financial summary. These were agreed by the Board. The Board gave CP, JA and EF delegated authority to sign off the statutory accounts following these amendments being made.	JB/CP/JA/EF
8.7	The letter of representation was also approved.	CP/JA

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9.0	AGM & Notices	
9.1	JA provided a brief update on what paperwork was being prepared for the AGM	
9.2	ND highlighted the details of the AGM and the remaining planning timescales and provided an overview around the amendments required for the proposed change to individual membership sign-up.	
9.3	A draft of the AGM notices will be circulated to the Board for final approval.	ND
10.0	NWC2019	
10.1	There was no further information to note following the update JA provided when the NWC2019 Board minutes were discussed.	
10.2	TC left the meeting at this point	
11.0	Items for Information	
11.1	Staff Survey Report	
11.1.1	The Board noted the content of the staff survey report. JA advised that the staff have been informed of the high level findings and that some initial actions have been implemented.	
11.1.2	DR noted the positive position in terms of work environment particularly considering the office relocation. She suggested that care be taken on the wording of survey questions to ensure they do not lead responses.	JA
11.1.3	CP asked if there is any benchmarking in relation to other organisations available for comparison which could be used to inform our results in future.	
11.1.4	It was agreed that the topic will be discussed further at the December Board meeting and MW asked for a plan and progress to be provided at this point.	JA
11.2	Safeguarding Report	
11.2.1	JA provided an update around the revision of the disciplinary regulations and the implementation of these.	
11.2.2	CP asked for the number of Time to Listen courses to be checked.	JA
11.2.3	AMW asked for the DBS graphs time period to be revised and for comparisons to be included in the safeguarding chart for future reports.	JA
12.0	AOB	
12.1	The Executives were invited to leave the meeting at this point whilst MW (on behalf of the Chair of the Remuneration Committee) shared specific salary and bonus information relating to the Executive Team as agreed at the earlier Remuneration Committee meeting.	
Details of next meeting		
Date/Time	15 th September 2018	Location Radisson Blu, East Midlands Airport