

DRAFT CONFIDENTIAL

Minutes of the Board of Directors Meeting					
Date/Time	31 May 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

Apologies	Initials	
Vicky Annis	VA	Nominated Director

Circulation List
Board President Executive Team

1.0	Apologies	Action
1.1	CP advised that apologies for absence had been received from VA.	
2.0	Register of Directors Interests	Action
2.1	BB advised that she has stepped down as Chair of the City of Birmingham Symphony Orchestra (CBSO).	ND
2.2	An updated Declaration Register to be included in future board packs	ND
3.0	Minutes of the previous meetings	
3.1	Board Meeting 24 March 2018	
3.1.1	Minute 3.6.7 - Amendment to reflect the need for details of who signs off expenses to be added to the Matters Reserved for the Board.	
3.1.2	Minute 4.2.2 – Amendment to confirm the recruitment process was open and transparent	
3.1.3	Minute 4.4 - Typographic correction	
3.1.4	Minute 6.5.6 – Add JA to action	
3.1.5	Minute 7.7.2 – Correct date reference to 25 th May	
3.1.6	Following the above amendments the minutes were noted and approved.	
3.2	VNSL Board Meeting 28 March 2018	
3.2.1	The minutes of the above meeting were noted.	
3.3	Board Meeting Conference Call 16th May 2018	
3.3.1	The minutes of the above meeting were noted.	

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4.0	Matters Arising	
4.1	VNSL Board Meeting 28 March 2018	
4.1.1	CP gave an update on discussions with Mark Evans (VNSL Independent Chairman) around current thinking in relation to clubs possibly being interested in taking greater ownership of events to facilitate an increased risk and reward scenario for the clubs. CP advised that he had reminded Mark that EN owns the rights to the opening weekend and the Final events and that the income generated from these is an important part of EN's commercial strategy.	
4.1.2	The Board discussed this in detail and CP will confirm with Mark Evans that whilst in principle the Board may be prepared to consider a change in the balance of risk and reward this would only be on the assumption that there was a material upside to the numbers already built into the EN budgets and business plans.	CP
5.0	Performance	
5.1	The Board welcomed SS to the meeting and formally congratulated her on the recent success at the Commonwealth Games and asked her to pass on congratulations to the team following this historic high.	
5.2	SS provided an overview of analysis of the Commonwealth Games Gold medal winning performances including details of the operational reviews that were conducted before and after the tournament.	
5.3	CP asked what is required to accelerate the progression of players on the Futures programme. SS stated additional opportunities to compete against high quality competition. CP asked SS to reflect further around her thoughts to continue to build momentum for this group and for this to be shared with the Board for further consideration.	SS
5.4	Following SS's presentation the Board concluded that it must continue to invest in the centralised Roses programmes, continue to develop the quality of the Superleague and conclude discussions on the next cycle of the Quad Series as soon as possible.	JA
5.5	AG asked if What It Takes To Win (WITTW) targets are being reviewed and amended. SS confirmed that they are being reviewed.	
6.0	Board Evaluation	
6.1	Prior to the meeting BB had circulated papers summarising the results of the Board Evaluation process. In general Board members considered that the Board is performing effectively and BB made a number of recommendations to ensure that the Board continued to improve its effectiveness including:	
6.1.1	<ul style="list-style-type: none"> Annually review Board role definitions and agree the frequency and dates of Board and other meetings. These role definitions should be used in recruitment when assessing individuals for suitability – This was approved. 	
6.1.2	<ul style="list-style-type: none"> Set annual objectives to measure the Boards performance against at the end of the year - Following a discussion around the Boards objectives it was agreed that JA should draft some suggested objectives for the Board for the coming year to be discussed at the strategy days in October. 	JA
6.1.3	<ul style="list-style-type: none"> Review Committee membership and Terms of Reference annually – It was agreed to continue to do this. DR suggested she personally would like to see slightly wider representation on the committees and it was agreed that this would be re-assessed at the annual review of the Terms of Reference. 	
6.1.4	<ul style="list-style-type: none"> Approve the reporting mechanism for Committees to report back to the Board - It was agreed that Committee Chairs would continue to circulate 	

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6.1.5	<p>minutes of meetings promptly and that these would be tabled at the Board meeting immediately after for information and to allow for clarification of any key items.</p> <ul style="list-style-type: none"> Annually review the Terms of Reference of the Committees and the Matters Reserved for the Board documents to ensure it is clear what decisions committees make and what decisions the Board makes – It was agreed to continue to do this. It was suggested that there was a need for a Board wide debate about bonus arrangements and it was agreed that this could also be re-assessed at the time of the annual review of the Terms of Reference for the Remuneration Committee or earlier if necessary. 	TC/CP/AMW
6.1.6	<ul style="list-style-type: none"> Annually agree a calendar of what the Board plans to discuss at each board meeting – It was agreed to continue to do this. 	TC
6.1.7	<ul style="list-style-type: none"> Agree what and how succession planning is reviewed - BB provided an overview of the succession plan that had been produced for the Executive Team and the Board. Following discussion it was concluded that this plan should be enhanced to include a final term end date for Board Directors and a note of the contract type and notice periods for the Executive Team. 	JA/BB
6.1.8	<ul style="list-style-type: none"> The Board should agree what communicating well with management and employees looks like and if appropriate agree a plan to make it happen - TC stated that previously the Board agreed that they would help the management team to support communication with regions and counties also. To facilitate this JA will provide a diary of events coming up, key personnel and allocate directors to attend. 	JA
6.1.9	<ul style="list-style-type: none"> The Board should agree who its external stakeholders are and ensure that the company has the right level of contact with them – The Board agreed with this suggestion. 	CP
6.1.10	<ul style="list-style-type: none"> Formal induction process for new Board members and training for those that have not been Board members previously - PT and CM confirmed that the induction process they had recently been through was effective. 	
6.1.11	<ul style="list-style-type: none"> Training and other requirements of individual Board members should be discussed as part of their annual appraisal - BB suggested that Board members should say if they feel that they need training and that this should be offered. CM suggested making sure that this offer of support is explained to all new Board members upon their appointment. DR suggested that it would be helpful for there to be a central place that Board Directors can access all policies, board packs and minutes so that everyone has the same information to hand and is able to look back at previous information. 	JA/ND
6.1.12	<ul style="list-style-type: none"> Board member's annual appraisals should become a more formal two way discussion and ensure that issues are picked up and acted on - It was agreed that the annual Board appraisals should be a more formal two way discussion and should be recorded and acted upon. CP to arrange individual discussions with each Director. BB confirmed that to facilitate two way discussion, as the Senior Independent Director, she will be involved in the appraisal process for the Chairman and she will seek the views of the other directors in due course. 	CP
6.1.13	<ul style="list-style-type: none"> The Board should be included in discussions around risks to be able to feed their thoughts into the Finance and Audit Committee - It was agreed that the Finance and Audit Committee would continue to review the risk register at each of its meetings and highlight any material concerns at the following Board meeting. It was further agreed that the format of the risk register would be reviewed annually by the Board. 	BB
7.0	CEO Report	
7.1	JA confirmed that EN has hit the Sport England targets for participation and congratulated the development team on this achievement.	

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7.2	JA detailed progress against sponsorship arrangements which are currently being advanced. CP asked that Board be provided with embargoed copies for information of these announcements prior to their public release.	JA
7.3	JA provided an update on the current tender process for a new ticketing provider.	
7.4	JA provided an overview of the positive impact that the Commonwealth Games win had had in terms of media, membership, development, digital engagement, partner activation, coaching and officiating.	
7.5	JA provided an update on GDPR and the process that was undertaken to ensure the Privacy Policy was appropriately amended to ensure compliance. The Board noted and approved the new Privacy Policy.	
7.6	JA confirmed that Netball Europe congress and AGM will be held in June.	
7.7	JA advised that she had discussed the regular Moore Stephens governance audit with Sport England and they have agreed for it to take place in July.	
7.8	JA provided an update on ticket sales for the VNSL final.	
7.9	JA provided an update on discussions to date with the Netball Players Association and outlined the next steps she proposed to take which the Board supported.	
8.0	Membership Review	
8.1	A comprehensive paper was circulated as part of the meeting pack prior to the meeting. JA gave an overview of the progress of the membership review which is currently being conducted and explained what the current thinking was on how to move things forward in due course. JA confirmed that any changes will be tested with the membership prior to final implementation.	JA
8.2	The Board members confirmed that they are supportive of the direction of travel being proposed by this review and noted that changes to the constitution would be kept to a minimum in 2018 but noted further consideration may be needed prior to the 2019 AGM.	
8.3	JA provided an update on the progress with the systems project currently being undertaken and confirmed any final investment proposals would be brought to the Board for approval in due course.	JA
9.0	Management accounts	
9.1	CP thanked EF for providing the end of year management accounts in a clear and well formatted report so promptly.	
9.2	EF confirmed the likely surplus for the last financial year and that the accounts are currently with the auditors. EF confirmed that there would be no material difference between management accounts and statutory accounts. Audit work is due to be completed by end of June. EF asked the Board to note that a prudent position has been taken by ensuring the reserve for underwriting the NWC2019 has now been fully accounted for.	
9.3	AMW stated a need to put a plan together for producing the annual report.	EF
9.4	PT asked if there is a timetable for a longer term financial plan. EF reminded the meeting that initial 4 year projections had been presented as part of the 2018/19 budget approval process. AMW confirmed that the Finance and Audit Committee plans to look at this at the July meeting and it was agreed that this could also be tied into the discussions at the	

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	strategy meeting in October.	AMW/CP	
10.0	NWC2019		
10.1	CP confirmed that following the next NWC2019 Board meeting the finance report will be circulated to the EN Board.	CP	
10.2	The Board reinforced the need to have a forecast to the end of the project. CP and JA were asked to ensure that expenditure continued to be matched to income and that the allocated contingency be protected to the greatest possible extent.		
10.3	PT highlighted that the next key sales window is in July. This will give a better indication of ticket sales and income.		
11.0	Items for Information		
11.1	CP thanked those Directors who had commented on the policies that had been circulated. ND confirmed that final amendments will now be made and these will be recirculated for approval. (Post meeting note – the following policies were approved; Disciplinary, Anti-bullying & Harassment, Complaints & Feedback, Equality, Whistleblowing, Performance Whistleblowing & Unacceptable Behaviour, Safeguarding Young People in Netball)	ND	
11.2	The revised Matters Reserved for the Board schedule had been circulated prior to the meeting and was approved.		
11.3	The safeguarding report was noted.		
12.0	AOB		
12.1	JA provided an update following a meeting with Inclusive Boards to review the Diversity Action Plan. Part of the advice included identifying a Board member to act as the diversity champion. DR volunteered to be the Diversity champion on the Board, which was supported by all other Board members.		
12.2	JA advised that notification had been received that Jennie Price will be standing down as CEO of Sport England in October. JA and CP have both sent letters of thanks for her support of netball over the years.		
Details of next meeting			
Date/Time	19 th July 2018	Location	SportPark, Loughborough