

## Minutes of the Board of Directors

Date/Time	20 July 2016 14.30	Location	England Netball, 1-12 Old Park Road, Hitchin		
<b>Attendees</b>	<b>Initials</b>		<b>Attendees</b>	<b>Initials</b>	
Colin Povey	CP	Chairman	Sally Horrox	SH	Elected Director
Jo Adams	JA	CEO	Tracy Clarke	TC	Appointed Director
Martyn Wilks	MW	Elected Director	Vicky Annis	VA	Elected Director
Bridget Blow	BB	Appointed Director	Naresh Mistry	NM	Director of Finance & Business Services
Debbie Ryan	DR	Elected Director	Mel Pittas	MP	haysmackintyre (for part only)

<b>Apologies</b>	<b>Initials</b>	
Catherine Vaughan	CV	Elected Director
Charlotte Rose	CR	Elected Director
Fran Steele	FS	Elected Director

<b>Circulation List</b>
EN Board and President

<b>1.0</b>	<b>Apologies for Absence</b>	<b>Action</b>
<b>1.1</b>	Apologies for absence were received from Catherine Vaughan, Charlotte Rose and Fran Steele.	
<b>1.2</b>	CV had, however, circulated a helpful note to all Board members with comments on the minutes of the most recent Finance & Audit Committee meeting and the draft statutory accounts.	
<b>2.0</b>	<b>Audit Report</b>	
<b>2.1</b>	The Chairman indicated that it would be helpful for haysmacintyre if items 5 (Audit Report) & 6 (Draft Statutory Accounts to 31 March 2016 & Annual Report) could be taken immediately at the start of the meeting and ahead of the other items on the agenda. This was agreed.	
<b>2.2</b>	The audit findings report had been circulated prior to the meeting as part of the meeting pack. MP confirmed that the report had been reviewed in detail at the Finance & Audit Committee meeting held on 4 July 2016 and that the audit work was substantially complete. She thanked NM and his team for their support and co-operation during what had been a smooth audit process. MP confirmed that haysmacintyre anticipated being in position to issue an unqualified opinion without modifications to the financial statements. Responding to a question from MW, MP commented that she felt the audit process had run better than in previous years.	
<b>2.3</b>	MP outlined the main audit risks and judgement areas that had been identified as part of the audit work. She highlighted the impact of adopting the new accounting standard FRS102 and confirmed that there had been no changes in the year to accounting policies. MP commented on the Netball World Cup reserve and in CV's absence CP reported that the view of the Finance & Audit Committee had been that the associated sum represented a prudent approach and that in the event that a specific reserve was deemed unnecessary	

	at a later date, either because the event generated the anticipated surplus or because it was felt that it was more appropriate to consider this as part of EN's general reserves, this re-designation would be at the Board's discretion. MP supported this position.	
2.4	MP confirmed that a small number of adjustments had been made to the accounts following the audit work and that these were now reflected in the figures presented in the draft statutory accounts. She confirmed that whilst trade debtors had risen sharply at the year-end due to staffing changes she was satisfied that the situation was now receiving better and regular attention. NM confirmed that since the year-end debtors had been reduced by c65% and that following the discussion at the Finance & Audit Committee a provision of £17k was included in the draft accounts which was considered sufficient to cover the material risk of any bad debt.	
2.5	The audit findings report also covered a number of detailed control points and flagged some emerging accounting issues that the auditors thought the Board should be aware of.	
2.6	BB asked for clarification on the current reserves policy in light of previous discussions, the draft accounts and the prospect of reduced funding in future from Sport England. CP confirmed that whilst reserves were currently just over £1m this figure was well below the stated policy level of 3-6 months cover on operating expenditure. He reminded the meeting that this issue was sat with the Finance & Audit Committee but was likely to require the attention on the new Treasurer once a successor for CV was appointed. It was agreed that the current business model and funding outlook meant that it was unlikely that the current stated reserves policy would be satisfied in the near future and therefore needed to be reviewed. However MP said that the Board should remember that the accounts had been prepared on a going concern basis and that the balance sheet showed net assets comfortably ahead of liabilities.	NM
2.7	NM added that as EN starts budget planning for next year and assesses the possible impact of Sport England's new funding regime beyond 2017 he would be conducting some scenario planning work which should help the Board project forward and help it take a view on the optimum position regarding grant and commercial revenues; primary areas of expenditure and the organisation's likely capability to build or maintain reserves.	NM
2.8	CP thanked MP for her report and NM also asked that Tracy Gill be commended for all the hard work she had done to assist with the audit and accounts preparation.	
3.0	<b>Draft Statutory Accounts to 31 March 2016 &amp; Annual Report</b>	
3.1	NM was invited to present the draft statutory accounts for FY2015/16 and confirmed that these had previously been reviewed at the Finance & Audit Committee meeting. CP reminded the Board members that CV had requested that in addition to the figures they ensured they were comfortable with the commentary contained within the business review, principal risks and uncertainties and financial controls sections. She had also asked that they were familiar and happy with the Letter of Representation contained within the meeting pack.	
3.2	NM highlighted the figures shown on the profit and loss account and balance sheet commenting that he felt the reported position represented a good year in difficult circumstances. The Board had an extensive discussion regarding the impact and	

	proposed treatment of the underspend against Sport England funding. It was agreed that NM, VA and the auditors should further review the figures as presented to assess whether the surplus for the year should be reduced within the P&L account to reflect the carry-over agreed with Sport England (total £232k) and with this amount then being included on the balance sheet in deferred income. NM was asked to resolve the treatment of the relevant items and finalise the accounts as a matter of urgency.	NM/VA/MP
3.3	MW asked whether the final net surplus for the year would then be transferred to reserves and NM confirmed that this was indeed the case. NM also re-iterated the point that significant progress had now been made on reducing trade debtors and in response to a question from VA explained how the draft statutory accounts reconciled to the management accounts. DR asked for an explanation about the movement in miscellaneous income which NM believed to be largely a result of the re-classification of certain items – a position he agreed to confirm subsequently to the meeting.	NM
3.4	CP asked the meeting to note specifically the commentary on reserves shown on page 4 of the annual report and also the narrative on page 5 regarding the recent and likely future changes to EN's governance arrangements.	NM
3.5	VA asked that point 13 on the Letter of Representation relating to the dormant status of The Indoor Netball Association be checked to ensure it was accurate before the letter was signed on behalf of the Board.	NM
3.6	Subject to the above comments and conditions the Board approved the accounts for signature and they will now be taken forward to the AGM for approval by the members. MP then left the meeting.	
4.0	<b>Register of Directors' Interests</b>	
4.1	The register of Directors' interests was noted and no conflicts were declared given the business of the meeting.	
5.0	<b>Minutes of previous meetings</b>	
5.1	<b>Board meeting 25 May 2016</b>	
5.1.1	The minutes of the above meeting were approved with the following amendments:	
5.1.2	<b>Minute 7.5</b> – delete 'in any event' at the end of the paragraph	
5.1.3	<b>Minute 10.1</b> – add an additional sentence: 'TC asked why there had been such a material movement in the forecast underspend since the last meeting. NM confirmed that at the last meeting figures were still very provisional and assured the Board the movement was not as a result of a conscious increase in expenditure in the final months of the financial year.'	
5.1.4	<b>Minute 10.4</b> – add to the end of the last sentence: 'however it was noted that this review would be best served by engaging the new Hon. Treasurer once appointed and once the commercial strategy was more developed and future profitability could be better assessed.'	

5.1.5	<b>Minute 12.3</b> – add an additional sentence: ‘JA confirmed that zero-based hours contracts would be kept to a minimum and would not be used unless required for casual members of our workforce.’	
5.1.6	Add new <b>Minute 12.4</b> – DR requested that as the new commercial strategy was developed particular attention be given to understanding the true profitability of products and activities.	
5.2	<b>Remuneration Committee 25 May 2106</b>	
5.2.1	The minutes of the above meeting were noted and the recommended revised terms of reference approved.	
5.3	<b>Nominations Committee 20 June 2016</b>	
5.3.1	The minutes of the above meeting were noted and approved.	
5.4	<b>Finance &amp; Audit Committee 4 July 2016</b>	
5.4.1	Following a review of the circulated draft set of minutes by the Hon Treasurer a revised set of minutes for the above meeting was tabled, noted and approved.	
5.5	<b>NWC 2019 Board 7 July 2016 .</b>	
5.5.1	The minutes of the above meeting were noted and approved.	
6.0	<b>Matters Arising</b>	
6.1	<b>Remuneration Committee 25 May 2016</b>	
6.1.1	TC explained her desire to have a tighter brief for this committee which was reflected in the revised terms of reference. However she confirmed that the Executive team would still be expected to seek approval from the Board for any significant changes to broader HR policies. She also asked that a review be undertaken, in due course, of the matters reserved for the Board. CP confirmed that this task remained on his radar and would be completed as quickly as was practical once a new Hon Treasurer and Chair of the Finance & Audit Committee was appointed.	CP
6.2	<b>Nominations Committee 20 June 2016</b>	
6.2.1	CP confirmed that following the above meeting two preferred candidates had been identified as potential directors and the Nominations Committee was recommending their appointments to cover the vacancy that would be created when CV stepped down and to add to the Board’s skills in relation to elite sports performance. He provided brief professional and personal details for both recommended candidates and outlined the process that had been undertaken to identify the people concerned.	
6.2.2	It was noted that the Nominations Committee had short-listed 9 candidates in total and following a discussion it was agreed that both candidates would be good additions to the	

	<p>Board and it was further agreed that the preferred candidate for the Hon Treasurer's position should be progressed as an Elected Director appointment given that she was already actively involved in netball. This would therefore be a 'like for like' replacement for CV and in the absence of any further developments would leave the Board with a full complement of directors after the AGM.</p>	
6.2.3	<p>However it remained the view that the addition of further expertise in elite sports onto the Board was desirable. CP reported that he had taken advice on the various ways in which an appointment might be accommodated in the short term. It was agreed that CP should see if any existing Board member would be prepared to step down in the greater interest of the sport to create a casual vacancy which could be filled by the recommended candidate in due course. He was also asked to ascertain whether Sport England would be supportive, if necessary, of appointing an additional director thereby increasing the size of the Board by one on a temporary basis to accommodate the enhancement of these skills. Whilst an additional appointment would go against the general trend and desire not to increase the size of Boards at NGBs the Nominations Committee does have the power under Article 60C of the constitution to make such an appointment.</p>	CP
6.3	<p><b>NWC 2019 Board 7 July 2016</b></p>	
6.3.1	<p><b>Minute 4.1</b> – It was noted that Sheridan's had provided further advice on the Articles of Association relating to the subsidiary and JA confirmed these were due to return to the NWC Board for approval at its September meeting.</p>	
6.3.2	<p><b>Minute 5.0</b> - The Board noted that NWC 2019 was still refining budget options for the event and awaiting final contracts from INF and Liverpool. Nevertheless the Board was anxious to ensure it had final sight of these key items before they were signed off. CP and JA were tasked with ensuring that the EN Board was well briefed on any material developments and that clear guidance was given to the other Directors of NWC 2019 on the level of risk and financial exposure the EN Board was prepared to take.</p>	CP & JA
6.3.3	<p>CP reminded the Board of the level of surplus arising out of hosting the event that EN had already guaranteed to INF. JA reminded the Board that its original bid document had also agreed that EN would underwrite the event budget to guarantee UK Sport, in particular, but the other main event partners, in general, to ensure we hosted a high quality event. The Board expressed concern that this could be interpreted as an open-ended commitment to underwrite costs. CP was charged with clarifying and limiting the extent of this exposure in negotiation with UK Sport. He agreed to report back in due course and before a final commitment was made.</p>	CP
7.0	<p><b>Chief Executive's Report</b></p>	
7.1	<p>JA's written report had been circulated in advance as usual and she commented in more detail on the following topics.</p>	
7.2	<p>The Executive team has continued to work on an updated strategy document 'Your Game Your Way II' over recent months. This is being developed in light of Sport England's own, new strategy ahead of the submission of our formal bid for funding beyond 2017. A working draft of YGYW2 had been circulated to directors ahead of the meeting as had the</p>	

	<p>new Sport England Investment Guide for NGBs. JA reported that earlier in the week she and members of her team had held a very positive initial scoping meeting with Sport England and had agreed a number of priority areas for further work. She anticipated that EN would be in a position to make an early submission for 'core market' funding – probably in October or November – and be well placed to make subsequent bids into other funding streams in due course. It was agreed that the Board would receive a further update at its meeting on 19 October by which time functional plans would have been refined. The Board observed that a successful outcome to our next funding bid would include a clear, consistent, updated strategy; maximum funding from Sport England across both 'performance' and 'development' and rapidly improving self-generated revenues.</p>	JA
7.3	<p>JA asked the Board to note the revised dates for the NWC 2019 which were now 12-21 July 2019 to avoid the event clashing with the dates of the Wimbledon tennis tournament.</p>	
7.4	<p>The Board welcomed the news that EN had recorded its highest every figures under Sport England's most recent APS monitor with over 164,000 people saying they play netball at least once a week. This make netball the fastest growing female team sport in the country and reflects exceptionally well on the efforts of our staff and volunteers who are to be congratulated. JA reported that our internal measures also show we are well on track to exceed our target for growth in participation for the current year. The Board welcomed the return of Fran Connolly from maternity leave and noted the new role now being undertaken by Helen Wynn.</p>	
7.5	<p>Commenting on the recent changes in 'performance' JA confirmed that 16 athletes (excluding our ANZ players) were now signed up for the centralised programme at Loughborough and that this was running well. Those players who had opted not to join the programme had now received their exit letters but remained eligible for selection if they attained the appropriate standards. JA asked the Board to note that at present only a small number of EN players appeared to be being approached by Australian franchises for the 2017 season. Responding to a question from DR, JA confirmed that the new player payment structure was based on standard achieved and not by age. She also confirmed that the programme included one dual-sport athlete who was attending all the required netball sessions. Responding to a question from MW, JA and SH confirmed that work was still on-going to determine how the centrally contracted players might be allocated to VNSL franchise teams.</p>	
7.6	<p>JA reported that the VNSL tender process had now been completed and that 10 teams had been offered places in an expanded league. The Board discussed the way in which communications surrounding this process had been handled and noted the failings of the agency that had been engaged to manage the process. JA was asked to ensure that improved protocols were in place for the future.</p>	JA
7.7	<p>The Board noted with some disappointment that Yorkshire Jets had not been able to meet the criteria associated with a new agreement for VNSL and that discussions were now taking place as to how England Netball will support the talent pathway in the region. JA also commented that all other teams had met the conditions attached to their award.</p>	



	SH commented that further work was likely to be needed to develop a possible drafting process and to finalise a salary cap structure. Responding to a question from DR, JA said work was on-going with franchises on coach development. VA asked if the Yorkshire Jets position was subject to any appeals process and JA confirmed it was not.	
7.8	JA commended the good work that had been done by Sara Symington in order for netball to be included in a new talent ID programme being led by UK Sport & EIS. Netball is the first non-Olympic sport to be given this opportunity.	
7.9	The Board welcomed the continued excellent growth in membership numbers and noted that we had exceeded the 100,000 mark for the first time. JA said she anticipated doing more work on membership strategy and pricing later in the year which would be presented to the Board for consideration in due course. It was felt that the growth in membership could only benefit from the excellent recent media coverage of our sport on the BBC and Sky as well as in the Sunday Times and this was welcomed.	JA
7.10	JA updated the meeting on the most recent sales figures for the Roses v Jamaica series in the Autumn and confirmed that tickets for the Belle Vue fixture would go on sale on Friday 29 July. She also commented on the pipeline of potential sponsors that were currently in discussion with EN. The current level of committed sponsorship deals is valued at £420k for the year against a target of £520k by the year-end.	
7.11	JA reported that discussions with potential broadcast partners were continuing and would now need to reflect the increased number of teams competing in the VNSL. The Board noted that further meetings were planned in the near future and asked JA to bring forward a final recommendation at the earliest opportunity.	JA
7.12	In the corporate areas JA reported that the new accounts format would be available from next month and that the HR department was continuing to support a number of re-structuring exercises across a number of departments. She also said that replacement recruitment was being kept to a minimum given the anticipated cuts to funding but assured the Board essential roles would continue to be filled when they fall vacant. JA briefed the meeting on two particular safeguarding cases and said that the shared service model currently being adopted to deal with such matters was proving to be successful. MW stated that close attention should continue to be placed on communications with people involved in the safeguarding process given the nature of the shared service model.	
7.13	JA reported back from the recent Regional Chairs meeting which she had attended and indicated that there was a good level of support for the skills-based approach to governance that was being adopted. She also said that she and CP had met very recently with the company who had been commissioned to conduct an assessment of how EN compared with the model 'high performing NGB' template being recommended by Sport England. In due course Board Directors and members of the Executive team will receive a questionnaire and be invited to participate in a workshop on this topic.	
8.0	<b>Items for Information</b>	

<b>8.1</b>	<b>Risk Register</b>	
<b>8.1.1</b>	The Board received and noted the most recent version of the risk register. Improvements in F3 (business focus) and CG3 (KPI's) were noted as was the slippage against CG5 (publicity) and P4 (compliance). On this last item TC said she would supply a template that might be helpful to the Executive Team as they tried to provide the reassurance that was being asked for.	TC
<b>8.2</b>	<b>Health &amp; Safety</b>	
<b>8.2.1</b>	The Board received and noted the latest Health & Safety update.	
<b>8.3</b>	<b>Safeguarding</b>	
<b>8.3.1</b>	The Board received and noted the latest safeguarding compliance and inclusion report. JA provided some supplementary information which highlighted one region and individual that had generated a multiple number of complaints. JA was asked to further review the circumstances surrounding this position and asked to see what further action may be necessary. CP agreed to provide support if required.	JA
<b>8.3.2</b>	BB asked whether in light of the report it would reduce risk if individuals were not allowed to occupy multiple roles within registered Clubs. Some members of the Board thought this might present practical difficulties but it was agreed that there might be some merit in this approach. JA was asked to investigate further.	JA
<b>9.0</b>	<b>Any Other Business</b>	
<b>9.1</b>	On the recommendation of the Nominations Committee CP asked the Board to agree to BB being designated as EN's Senior Independent Director. This proposal was approved.	
<b>9.2</b>	CP asked for support for the re-appointment of Lindsay Sartori as President for a further year from the time of the 2016 AGM and this proposal was approved. He also reported that the President's Circle had made a small number of recommendations for induction into the Hall of Fame and for the award of Honorary Life Membership all of which were approved and would be announced at the usual time.	
<b>9.3</b>	VA asked what was the position regarding arrangements for the AGM. CP and JA confirmed that everything was in hand and that the formal documents would be despatched by the usual deadline. Following a brief discussion the Board agreed to recommend the re-appointment of haysmacintyre as EN's auditors for a further year with the Hon Treasurer and Finance Director charged with agreeing the audit fees. It was also agreed that given the current low growth in the CPI it would not be necessary to seek an increase in membership fees for the coming year at the AGM. A proposal relating to subscription fees for the following year would however be subject to further consideration once the new membership strategy and benefits packages had been agreed. JA confirmed that the Annual Report was approaching the final draft stage and agreed to circulate this to the Directors for comment once it was available.	NM  JA
<b>Details of next meeting</b>		





Date/Time	19 October 2016 – 2.30pm	Location	Hitchin
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