

# BOARD MEETING Minutes (#75)

## Extra Meeting of the Board of Directors

Wednesday 14 August 2019

5.15pm – 8pm

BaseballSoftballUK

House of Sport, London

### 1 Chair's Welcome, introductions and apologies for absence

Apologies were received from Evan Ray.

Present:- Simon Winman (Chair), Jenny Fromer, Chris Greenhalgh (by phone), Chris Deacon (by phone).

Attending:- John Boyd (CEO), Gurpreet Dulay (BDO, observing).

### 2 Declaration of interests

There were no declarations of interest.

### 3 Approval of the minutes of board meeting held on 11 June 2019 (5mins)

*Papers: (1) BSUK Ltd Board Minutes 2019-06-11*

The minutes were approved by the Board.

### 4 Matters arising and actions from the minutes (5mins)

The following matters arising were discussed:

*74.6: Action for JB to share the ToR of the Nominations Committee from the last meeting.* These will be considered within the work undertaken to respond to the governance recommendations from the BDO audit, along with the review of the Leadership Group ToR. *Action for formation of the Nominations Committee.* Current board appointments will be handled collectively by the board. *Action for the review of the Terms of Reference for the Leadership Group.* This will be handled as a part of the outcomes of the BDO report, reviewing and standardising all committee Terms of Reference.

*74.7: Action for the board to meet in July to consider the Fresh & Tasty contract renewal.* The action is on the agenda under item 75.6 below. The discussion in 75.6 scheduled the discussion for the Fresh & Tasty contract renewal for the 10 September 2019 board meeting.

**DECISION: Following a discussion about the next steps on the Strategic Review conducted by Bayridge Sports, the board resolved to hold an additional board meeting on 27<sup>th</sup> August to consider the Strategic Review findings and determine next steps.**

JB reported on the election of the UK Little League Districted Administrator (UK LL DA). Following a request from the British Baseball Federation (BBF) and chartered baseball Little Leagues, BaseballSoftballUK had determined that it was prudent to hold an election for the UK LL DA. This marked the end of the joint operating of Little League under BSUK, on behalf of the BBF and British Softball Federation (BSF). Darrin Muller has been elected by the chartered Little Leagues to be the UK LL DA for baseball and softball. He will formally take office on 1 October 2019 and a hand-over is planned from BSUK to him on UK LL DA duties.

CG asked what BSUK has carried as a workload to date for Little League through the UK LL DA responsibilities. JB outlined responsibilities to support local league administration, volunteer and coach development and the operations around the UK LL Qualifier tournament organisation.

## **5 Update on the BDO Financial and Governance Audit (10mins)**

SW welcomed Gurpreet Dulay (GD) from BDO to the meeting. GD covered timings, process and action undertaken to date. He informed the board that there were two parts to the audit – one covering finance and one considering governance. The field work has been concluded. GD and JB had most of the findings in summary and discussed their significance. BDO will finalise their report for submission to Sport England. Following Sport England's review, the report will be sent to the Chair and CEO of BSUK. BSUK will then have 28 working days to respond to the report's finding, with the expectation that each finding will include a comment from BSUK, along with identified actions, the person responsible for carrying out the action and a timeline for implementation (month and year). The more significant items should be broken down into manageable and appropriate sized milestones.

As part of BDO's work, they have included a survey of the board, which will serve as the independent Board Effectiveness Review for this year, and a staff survey, which will serve as the annual staff satisfaction survey. The findings of both will be included in the BDO report.

GD thanked JB, the Senior Management Team, Mark Caress and all staff for making the BDO team feel welcome and for swift and helpful engagement.

## **6 Workload and Priority Planning (60mins)**

The board considered a number of pressing items of business and determined the following:

- Board appointments.
  - The board discussed the use of appointing directors through the Casual Vacancy route. This might be evoked for the pressing skills gaps identified – finance, governance and commercial. The board felt it prudent to ask the Members to ratify any casual vacancy appointments at the Annual General Meeting in November.
  - ACTION: JB to contact the other appointable candidate from the finance skilled director appointment interviews last year to ascertain if she was interested in joining the board. If she was, the board would consider optioning the Casual Vacancy appointment process.
  - ACTION: JB and CG would develop a full proposal for the appointment processes, including reviewing the scoring system, questions and mechanism for collating assessments. This would be circulated to the board, ideally by 23 August 2019. The board determined that the assessment system should determine whether a director would be appointable and then assess the candidate for 'best fit' for the organisation. Candidate applications would be posted to the intranet for the board to assess and board members asked to assess candidates and to hold candidate interviews, as needed.
  - ACTION: SW would write to the Members to outline the process for appointing directors to the BaseballSoftballUK Board and the timeframes for consideration, explaining why the Casual Vacancy appointment process might be evoked.
- Board Meetings.
  - DECISION: There would be an additional board meeting called for 27 August to consider the Strategy, which the board would like to have in place fully by the end of the calendar year 2019. The meeting would look to set headlines of the strategy, allowing for the operational plan to be developed and for stakeholder engagement to take place through the 2019 off-season.
  - The scheduled board meeting on 10 September would consider:

- Financials, including the Management Letter response, necessary financial decisions relating to the forecast end of year position
- Renewal of the House of Sport office lease.
- The renewal process for catering at Home Plate Bar & Kitchen, Farnham Park.
- Board appointments, if necessary.
- DECISION: There would be an additional board meeting called for 8 October to consider:
  - The BDO response.
  - Stakeholder Engagement Plan, including scenario planning.
  - Annual General Meeting preparations, including the Annual Review.
  - Board appointments, if necessary.
- Committees.
  - The board reviewed committee membership and decided that JF would move from Development and Commercial Committee to the governance-orientated Leadership Group. As a part of the ongoing work on the BDO report and governance, the committees Terms of Reference would be reviewed, initially by the Leadership Group at their meeting on 29 October 2019.
  - ACTION: Following the postponement of the last Finance and Audit Committee meeting, CD would pick up any questions on the papers prepared for the meeting with the staff and report back to board for the 10 September 2019 board meeting.

The board accepted the likelihood that in this coming period, board papers may only be ready 7 days in advance, due to workload and capacity on the board and senior staff team.

*The meeting schedule is therefore:*

*27 August 2019, 5pm Reconvened General Meeting. Board Meeting to follow.*

*10 September 2019, 5pm Board Meeting*

*8 October 2019, 5pm Board Meeting*

*29 October 2019, Leadership Committee Meeting*

*30 October 2019, Finance and Audit Committee Meeting*

*6 November 2019, Development and Commercial Committee Meeting*

*26 November 2019, 6pm Annual General Meeting. Board Meeting to follow.*

## **7 Standing Item – Identification of Risks, Mitigations and Actions from the Meeting (10mins)**

The board identified and discussed the following risks and mitigations:

- The risk of not meeting the Code of Sports Governance demographic and independent director ratios. A plan was identified to promote application from sought-after demographics and an appointment process set for the assessment of candidates, managing the company's legal obligations not to positively discriminate.
- A breakdown of work flow due to board vacancies and reliance on busy board members. This was mitigated initially by holding this planning meeting and identifying clear next steps and a plan of action for board and committees. It would also be mitigated with support from the executive team and taking up BDO's offers of help and assistance.

**8 Any other business**

The board agreed that AOB would no longer be added to the agenda and that pressing items should be included in the main body of future meetings.

**9 Date of next meeting**

The next meeting will follow the reconvened General Meeting on 27 August 2019.