

BOARD MEETING MINUTES (#80)

Extra Meeting of the Board of Directors

Thursday 6 February 2020

6.00pm – 7:40pm

BaseballSoftballUK

House of Sport, London

80.1. Chair's Welcome, introductions and apologies for absence

CG took the chair as the most senior Independent Director.

BSUK Company Directors Present: Chris Greenhalgh (CG - Chair), Jenny Fromer (JF), Jayne McLernon (JM).

In attendance: John Boyd (JB – CEO)

80.2. Declaration of interests

JB reported that, as part of his work role, he has taken up a role as director of GB Media LTD. GB Media is a company that has resulted from the work of Project Content, a collaboration between Olympic and Paralympic Sports to set up a streaming service. He was elected by peers to represent summer-only non-Para sports.

80.3. Approval of the minutes of board meeting held on 26 November 2019

To note that minutes from the last Board meeting would be approved at the next Board meeting.

80.4. Legal Advice

The Board reviewed legal advice received from Brabners, provided by email.

80.5. Calling of General Meeting

The Board resolved to call a General Meeting of the Company on Monday 24 February 2020, at 6pm at the House of Sport offices. Tuesday 25 February could be reserved for the adjourned meeting, should it not be quorate.

Action: JB to compile the full applications, with their contact information redacted, to include with the General Meeting notice.

Action: JB to provide draft minutes for the AGM in November 2019 for approval at the General Meeting.

Action: JB to prepare an agenda for the GM, to be included with the General Meeting notice.

The Board discussed the nominations, confirming that each of the Independents and re-standing directors had agreed to be nominated. As the nomination from the BSF for Bridget Cameron had not been rescinded, the Board agreed that it would take this nomination forward.

The Board discussed whether Chris Deacon would continue to be a Nominated Director (by the BBF). On reviewing The Articles and the previous decision of the Board to define Independent Directors, it was agreed that Chris Deacon could not be considered an Independent Director and was re-standing as a Nominated Director. That would mean that he would continue to be governed by the provisions contained in The Articles pertaining to Nominated Directors. It would also preclude him from being appointed via the Casual Vacancy route.

Action: JB to notify Chris Deacon of this decision and confirm that he has held office on a Member's board within the last four years. [Note, subsequent to the meeting, this was done and confirmed.]

It was also noted that the number of Nominated Directors may not exceed one third of the number of directors and therefore the fourth Nominated Director could only be the twelfth director appointed.

The Board set the order of nominations to be: Simon Winman (Interim Chair), Prashant Dave (Legal), Fiona Breeden (Commercial), Gary Henderson (Governance and Strategy), Matthew Knowles (Communication), Chris Deacon (Nominated Director), Bridget Cameron (Nominated Director).

80.6. Calling of Board Meeting to follow the General Meeting

The Board resolved to hold a Board Meeting to immediately follow the General Meeting. The first item of business would be the appointment of Casual Vacancies.

Action: JB to propose an agenda for the Board Meeting on 24 February 2020.

80.7. Committee Composition and Time Line

The Board decided that the 2020 Work Plan would be reviewed at the Board Meeting on 24 February 2020.

80.8. BDO Reports Submission

The Board formally approved the already submitted responses and actions plans to the BDO Finance and Governance reports.

It was also determined that the next steps in response to the meeting with Sport England would be reviewed at the Board Meeting on 24 February 2020.

80.9. Close