

BOARD MEETING MINUTES (#86)

Meeting of the Board of Directors

Tuesday 22 September 2020

5.00pm – 8.00pm

BaseballSoftballUK

Conference Call

Video Conference on Microsoft Teams

86.1. Chair's Welcome (Chris Greenhalgh), introductions and apologies for absence

Present: Chris Greenhalgh (CG), Matthew Knowles (MK), Prashant Dave (PD), Jenny Fromer (JF), Gary Henderson (GH), Simon Winman (SW)

In attendance: John Boyd (CEO) (JB), Tim Stride (Board Secretary) (TS), Phil Smith (Sport England Director of Sport) (PS), Nicola Just (Sport England Partner Support Manager) (NJ)

Apologies: Jayne McLernon, Fiona Breeden

86.2. Declaration of Interests

None.

86.3. Discussion with Sport England representative(s)

Phil Smith, Sport England's Director of Sport, and Nicola Just, Sport England Partner Support Manager, joined the meeting from 5pm – 5:30pm to specifically discuss the conditions of grant for the 2021-22 year, being most significantly:

The development of a milestones plan by 30 September 2020 to include, but not be limited to, implementing the actions from the BaseballSoftballUK BDO Governance Review and the ongoing relationship management of constituent bodies. The milestone plan will need to be agreed with Sport England and once agreed BaseballSoftballUK will provide Sport England with regular updates in line with the agreed plan.

86.4. Approval of Minutes of Board Meetings held on 30 June [Paper 2]

Approved as presented, including for publishing.

86.5. Matters Arising and Actions from the Minutes

See updated Actions & Decisions List.

In reviewing the actions list, the Board thanked the executive team for all the work done on the Return to Play Plan.

86.6. Decisions Taken Under Delegated Authority

None taken but JB noted he is currently considering decisions related to signing off expenditure up to £10k (under his delegated authority) related to each of the BSUK Talent Plan and the MLB facility development project at Farnham Park.

Governance Committee

86.7. To receive the report from Governance Committee Meeting – 3 September 2020

(Includes update on policies review and succession plan review, part of the Board Work Plan.)

To note:

1. The Governance Committee (GC) was unable to undertake the annual review of Conflicts of Interests as not all directors had filled out and returned their forms. This will be undertaken at the next committee meeting and directors are reminded of their need to submit up to date forms.
2. The GC is considering the Succession Planning and will bring this back to the Board later.
3. The GC also considered the positive annual review from the Child Protection in Sport Unit, considered risk and risk management, policy review and reviewed the Governance Action Plan.

GH noted that the GC reviewed the BDO Action Plan and a suggestion was to add columns to track progress of each action.

86.8. Timing of External Board Review

GC discussed the need for an external Board Review which should take place every four years. Whilst it was agreed that in principle a Board Review should take place, there were substantial concerns raised over the timing, the current hiatus with BBF, the length of time the current Board had served together and the impending appointment of a new Chair. The GC is recommending that the Board either undertakes a full review or an interim one.

Board to decide on which Board Review to undertake.

Decision: The Board agreed to undertake a full external review in Feb/Mar 2021.

Action: Governance Committee to propose a plan for undertaking the external board review and bring to Board.

86.9. Risk Register Review Timing

To identify the frequency of Risk Register Reviews required by Board (i.e. every Board meeting or quarterly).

Board agreed there was not a need to review the Risk Register in full at each board meeting but it should remain a standing item and the CEO would highlight risks that need particular attention (e.g. because they are trending in the wrong direction).

Action: Governance Committee to establish a process for the ongoing review of the Risk Register and the noting of risks needing attention by Board.

Action: Linked to the above, JB and GH to conclude the review of Risk Register document format.

86.10. Annual General Meeting – Calling, Appointments, Motions

The Board should decide on:

1. The date of the AGM

2. Whether nominations be sought for appointment
3. Motions to the AGM*
4. Insurance provision
5. Auditor appointments

* **CEO as ex officio.** To note that it is not an appropriate time to consider proposing an amendment to the Members for the CEO to be appointed as an ex officio member of the Board. This will be reviewed again in 2021. **Article Changes.** The GC will consider any proposed articles changes relating to the changes in Membership at its next meeting on 13 October 2020.

The Board agreed to retain the current scheduled date of the next Board meeting on 10 November. Notification of the AGM and motions need to be communicated to the Members at least 14 clear days prior to the AGM date.

It was suggested that the overview of renewing insurance provision each year would make sense to run through the Finance Committee, as would establishing a policy on the frequency of auditor provision.

Action: Finance Committee to propose a policy for the frequency and process for reviewing the company's appointed auditors

86.11. Timing of Staff and Workforce Satisfaction Survey

To note that this will be considered at the next GC meeting.

86.12. Remuneration and Employment Committee formation

To formally approve the formation of the RemCom.

Action: Governance Committee to finalise the overall structure of the board and committees, including the proposed RemCom, and bring back to Board.

Finance Committee

86.13. To receive the report from Finance Committee Meeting – 2 September 2020

(Includes update on VAT Proposal and rescheduled 2019-20 Audited Accounts.)

Received.

This year's budget is due to be reviewed and updated via the October FC, to reflect updated plans for the remainder of 2020-21 based on what we now know about the year so far.

Development, Marketing & Commercial Committee

86.14. To receive the Development, Marketing & Commercial Committee Meeting report, 30 July '20

Received.

86.15. To receive a verbal update on the Sport England 2021-24 Funding Cycle

JB provided an update.

86.16. Talent Plan Review

To note that the Talent Review is ongoing and will now be completed in summer 2021.

For Discussion

86.17. BBF Relationship Roadmap

The Board reviewed the Briefing Paper on the meeting between INEDS and the BBF Board on 9 Sept 2020 and considered the proposed methodology to respond to the BBF on the points raised in the meeting.

MLB donation to Farnham Park

To receive an update on the MLB facility development project at Farnham Park.

Action: JB to run the contract for the MLB facility development project past PD and JM for review from a contractual and financial point of view respectively.

86.18. UK Sport 2021-24 Funding Application

To receive an update on the UK Sport Funding Application for GB Fastpitch Softball.

JB provided an update.

Decision: The Board agreed to give JB delegated authority to proceed with the submission of the funding application to UK Sport through consultation with the GB Fastpitch steering group set up to work on the submission.

Standing Items

86.19. CEO Report

There was not time to receive the verbal report from the CEO and it will be picked up at the next Board meeting.

86.20. Risk Register (annual risk review)

Matter arising from Governance Committee Meeting: Board to identify frequency of Risk Register reviews (dealt with in 86.9 above).

Wrap-Up

86.21. Date of next meeting

Tuesday 10 November 2020