

BOARD MEETING MINUTES (#87)

Meeting of the Board of Directors

Tuesday 10 November 2020

6.00pm – 8.15pm

BaseballSoftballUK

Conference Call

Video Conference on Microsoft Teams

87.1. 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), Jayne McLernon (JM), Fiona Breeden (FB)

In attendance: John Boyd (CEO) (JB), Tim Stride (Board Secretary) (TS)

Apologies: None.

87.2. Declaration of Interests

None.

87.3. Approval of Minutes of Board Meetings held on 22 September [Paper 2]

Approved.

87.4. Matters Arising and Actions from the Minutes [Paper 3]

See updated Actions & Decisions List

87.5. Decisions Taken Under Delegated Authority

None.

Governance Committee

87.6. To receive the report from Governance Committee Meeting – 13 October 2020 [Paper 4]

The Board received the report, which included recommendations on KPIs, stakeholder engagement and update on process for risk review, all part of the Board Work Plan.

87.7. Governance Committee recommendations requiring decision

a) Operational processes for executive team identification and review of risks to be provided

The format of the Board Risk Register document has been agreed at GC. The Executive will work on how risks are monitored at operational level and updated. Any separate committee risk registers should be incorporated with the main Board Risk Register in the Board Work Plan shared document.

b) Nominations Committee to be established

c) Committee Chairs to place new risk register, policy reviews and Governance Action Plans on their agendas to ensure any areas under their oversight are considered by their committees (standing items)

All those documents are now incorporated as tabs in the 2020-21 Board Work Plan shared document. This should be used as the master reference point for Board and Executive.

Action: Board Work Plan excel spreadsheet to be shared prominently on the Intranet for Board.

d) Board to take back responsibility from GC for KPIs and UK Sport

Action: KPIs to be agreed over next few months at relevant committees and form part of 2021 objective setting with Executive and their staff teams. Committees to reported to the first Board meeting of 2021 to wrap up that process.

e) DMCC to take responsibility for stakeholder engagement

Decision: The Board agreed all of the above recommendations.

Finance Committee

87.8. To receive the report from Finance Committee Meeting – 20 October 2020 [Paper 5, Papers 13-14]

The Board received the report, which included recommendation on audited accounts - part of the Work Plan - and updates on 2020-21 finances and 2021-25 budget drafting.

87.9. Approval of Audited Accounts 2019-20 [Papers 6-12]

Decision: The Board approved the Audited Accounts and agreed that CG and JM will sign off on them and the Representation Letter electronically using the system provided by the accountants (due to COVID restrictions preventing easy in-person signing of paper accounts).

87.10. Approval of format for quarterly financial summaries to Members [Paper 15]

JB had provided a suggested format and JM had provided feedback and further suggestions shortly before the meeting.

Action: JB and TS to review further and agree the format with JM and provide Q2 summary to the Members

Decision: The Board agreed in principle the suggested format pending finalisation between JB, TS and JM. This will be used to provide quarterly financial summaries to the Members going forward.

87.11. Financial Procedures Manual [Paper 16]

To formally note that the Board was notified on 30 June of the Finance Committee's approval of the Financial Procedures Manual (on 28 May) pending review of the Tendering Procedures, which has now been completed.

Decision: The Board approved the final draft of the Financial Procedures Manual (Version 6).

Development, Marketing & Commercial Committee

87.12. To receive the report from Development, Marketing & Commercial Committee Meeting – 5 November 2020 [Paper 17]

The Board received the report.

87.13. DMCC recommendations requiring approval

- a) That the contract for the Wearable Kit supply is extended with the Baseball Outlet for a period of 12 months [Paper 18]

Decision: The Board approved the recommendation that the existing Wearable Kit supplier agreement with Baseball Outlet be extended for a further 12 months to take it up to the end of 2023.

- b) Card Rates for hire of Farnham Park Baseball & Softball Complex in 2021, subject to a rewording to include Chartered organisations and the BBF [Paper 19]

Decision: The Board approved the 2021 Farnham Park Rate Card with a note that this might be subject to review later based on further clarity over the level of activity possible in 2021 (related to COVID-19 restrictions) and the planned installation of the MLB facility equipment donation during 2021.

For Discussion

87.14. BBF membership scenarios [Paper 20]

FB provided a verbal update to accompany the notes provided by the BBF from the meeting between FB, GH and the BBF Board on 29 October.

The Board agreed that if the BBF has not yet decided to resign, BSUK will offer the external mediation route on a time limited basis (the outcome of mediation could be either a plan to continue in an effective partnership or a plan for the BBF to depart).

In terms of the milestones plan for Sport England, it was felt that we don't necessarily need to have concluded the process by the end of November but there should at least be a plan for how we are aiming to conclude it, with timescales and any expected costs.

Action: FB and GH to formulate their notes from the call with the BBF and share with CG

Action: CG to write to the BBF Board to provide BSUK's notes from the call along with summary quarterly financials.

Action: JB to obtain legal quotes for the drafting of the milestone plan and potential mediation process.

For Decision

87.15. Nominations and Formal Calling of 2020 AGM

Decision: Board agreed to call the AGM for 10 December.

Decision: The Board agreed to call the AGM for 10 December; to nominate JM and JF for re-appointment at the AGM; to propose the re-appointment of Barcant Beardon as the company's auditors and the anticipated re-appointment of Sport Insure as the company's insurance broker (pending conclusion of insurance renewal process by Executive).

Decision: The Board meeting scheduled for 26 November will be postponed to 30 November.

87.16. Timing and process for CEO appraisal by Chair

Ideally, this would take place in November to allow for the cascading down of outcomes to other staff appraisals by year end.

Decision: The Board agreed that the Remunerations Committee would initially consist of CG (as Interim Chair), GH and PD and meet to oversee the CEO appraisal.

For Approval

87.17. MLB donation to Farnham Park

Decision: The Board formally recorded its approval (given between the meeting on 22 September and today's meeting) of the contract for the facility development project.

87.18. Board Work Plan 2021 [Paper 21]

Action: Directors to review the proposed 2021 Work Plan and provide feedback to CG.

Standing Items

87.19. CEO Report [Paper 22]

The Board received the CEO Report.

87.20. Risk Register

Wrap-Up

87.21. Update on process for Director appraisals and skills review

CG provided an update on his plan for conducting a mid-year check-in with directors over the next few weeks (given most were only appointed in March so have not yet served the year to be due yet for an annual appraisal).

87.22. Date of next meeting

Monday 30 November 2020