



BOARD MEETING MINUTES

Minutes of the Board meeting held in Goodenough College, William Goodenough Small Common Room, Mecklenburgh Square, London, WC1N 2AB at 13:30 on Monday, 25 September 2017.

PRESENT

Board

- Joy Carter (Chair) (JC)
- Kate Bedwell (KB)
- Nick Donald (via dial-in) (ND)
- Andrew Light (AL)
- Gordon Lord (GL)
- Matt Pullen (MP)
- Jamie Singer (JS)
- Paul Trott (PT)
- Keir Worth (KW)

Also present

- Steve Jones (Minute Taker) (SJ)
- Louise Perry (Director of Finance & Operations) (LP)
- Linda Taylor (Head of Strategic Partnerships) (LT)

1.	<p>Apologies for Absence</p> <p>Apologies were received from Eamonn O’Rourke (Board), Paul Makinen (Head of Marketing & Insight) and Mark Williams (Partnerships & Programmes Director).</p> <p>Declarations of Interests</p> <p>There is continuing work with JS’s company Onside Law.</p> <p>Minutes of the Board Meeting of 23 May 2017</p> <p>The minutes of the previous meeting were taken as read and were agreed as a true and correct record.</p> <p>Matters Arising</p> <p>Page 3 – JS confirmed that the vote on changes to the Articles of Association will take the form of a poll. It was felt that a change to what constitutes a</p>	
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member in the Articles should not take place as part of the same vote, but it is an intention to review membership in this context in the future.

Page 5 – JC confirmed that the Nominations Panel had been recruited. The members of the Panel are the following Board members: Kate Bedwell, Joy Carter, Nick Donald and Keir Worth.

Chair's Report

JC welcomed the Board members to the meeting and gave thanks to Keir Worth, the whole England Squash team and the steering group for their efforts since the last meeting. Linda Taylor, who was appointed recently as Head of Strategic Partnerships, was welcomed to the group.

CEO's Report

KW updated the group on numerous areas of work:

- Just under £8m in Sport England funding has been announced for the next four-year cycle, this being around 92% of the funding that England Squash applied for.
- An announcement on funding will be made at the end of September or early October.
- The funding is very good but the amount is slightly lower than what was bid for due to there being some apprehension on Sport England's part with regards to Club Locker, the technological collaboration with US Squash.
- Concerns remain from an executive viewpoint in terms of sustainability of some of the company's activities for resource reasons, although LT and also Paul Barrett have been contracted to fulfil important roles on a temporary basis.
- At the elite level, there was recent success in the World Doubles Squash Championships in Manchester, and the European Individual Closed Championships in Nottingham went well.
- Relationships with County Associations have improved in some areas and this is an important priority going forward.
- Competition & Events work is going well, although there are some geographical issues and some frustration in parts of the south and south west of the country due to what is felt to be a shortage in the number of Silver, Bronze and Copper events. KW explained the process for how events are assigned to clubs, highlighting that the England Squash team will compromise more in the future in terms of the criteria used when allocating events to clubs.

KW, Oct '17

<p>2.</p>	<ul style="list-style-type: none"> - The new junior rankings have been released using the Club Locker technology and have been well received. <p>PT enquired regarding the fact that the birth month of players no longer displays on the website. JS gave data protection-related background information and stated it is worth considering a survey question to ask parents specifically whether or not they wish for birth months to display.</p> <p>LP confirmed that additional data protection will be put in place to meet the May 2018 requirements, and in addition the company's terms and conditions will be developed and refined.</p> <ul style="list-style-type: none"> - Personnel from US Squash will travel to Manchester for the British Junior Championships in October in order to assist with the use of Club Locker in running the competition. - Jo Rowbottom, the staff replacement for Natalie Davis, starts in her post on Monday, 2 October. - Josh Taylor has started his role at England Squash as Performance Coach. <p>JC suggested that the 'What England Squash Does' document be updated, emphasising that the Board can help by identifying which areas of work can be removed from the company's activities given the reduction in resources.</p> <p>Governance</p> <p>KW summarised the governance environment amongst the other NGBs as being one in which there is no one-size-fits-all solution. Each NGB has or has had different challenges.</p> <p><i>Articles of Association</i></p> <p>JS commented that the Terms of Reference of the County Associations are set out in the Articles and that it would be good practice to have Terms of Reference for the Council also, but that this work should be done in the period post the next Council meeting.</p> <p>The Draft Articles of Association were then reviewed, with comments and action points on the following clauses:</p> <p>Clause 15 – Number and Appointment of Directors</p> <p>It was proposed that the revised Articles state that the Board consist of a Chair and a CEO plus four Independent Directors, four Sporting Directors and two Directors appointed by Council. The Sporting Directors should be from different backgrounds and have a range of different skills between them. It was acknowledged that some members of the current Board fall into more than one of the Director categories above. It was felt that County Associations should be very</p>	<p>KW, next mtg</p> <p>JS</p> <p>JS</p>
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	<p>much encouraged to put forward nominations for Sporting Directors who have suitable skills. There was discussion, however, over whether Sporting Director is the correct term and agreement that the number of Directors appointed by Council should be at the maximum allowed by Sport England (four).</p> <p>KW is to draft a document that lays out the process for how the Nominations Panel will set to work on the changes to the Board in accordance with the forthcoming new Articles.</p> <p>JS pointed out the excellent and encouraging progress from a governance point of view of the ECB in only six months.</p> <p>JC emphasised the need to keep the governance message at the next Council meeting on 11 November as simple as possible so that everyone is absolutely clear on the nature of the vote.</p> <p>It was suggested that an infographic containing the key points about the new Articles would be very useful as a communication with the key stakeholders. The draft Articles should be included in the communication as an attachment.</p> <p>Clause 15.5 It was agreed that the maximum continuous term length should be amended to be nine years (instead of ten).</p> <p>Clause 16.2 The quorum should be changed to four Directors.</p> <p>Clause 16.3 There was agreement amongst the group that in the revised Articles this clause should read “The Board shall normally meet 4 times a year.”</p> <p>Clause 18.1 The clause should be amended to state that the length of time is a figure greater than 10 (minutes) and to state that the Senior Independent Director steps in when the Chair is not Participating.</p> <p>Clause 26 – Council It was summarised that the mechanics of this clause are fairly simple: one-third of the Council Representatives should be from County Associations and the other two-thirds should come from the rest of the game.</p> <p>The importance of including Representatives from masters and junior squash was emphasised, and it was agreed that this be written into the Articles: one Representative from each of masters and juniors.</p> <p>Clause 26.3 It was agreed that, firstly, this clause be amended to provide an exception whereby it is not necessary for a masters Representative to</p>	<p>KW, next mtg</p> <p>KW/LT, asap</p> <p>JS</p> <p>JS</p> <p>JS</p> <p>JS</p> <p>JS</p> <p>JS</p> <p>JS</p> <p>JS</p>
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<p>retire following his/her 70th birthday, and secondly that the word “normally” be inserted to allow for other exceptions.</p>	
<p>Clause 26.8 Agreement was reached that the Articles should specify a minimum number of Council meetings that is equal to the minimum number of Board meetings. It was also commented that it would be good if the Council and Board meetings were to take place on the same days.</p>	<p>JS</p>
<p>Clause 28.1 A comment was made to state that individuals who pay for a direct membership of England Squash should be Members of the company and accordingly have a vote.</p>	<p>JS</p>
<p>Clause 28.2 This clause should be updated to reflect the change to 28.1.</p>	<p>JS</p>
<p>JS agreed that he would report back to the group to confirm how many voters are required in order for the revised Articles to pass.</p>	<p>JS</p>
<p>It was agreed that a checklist is needed to record the requirements to facilitate voting on the day of the AGM.</p>	<p>KW/JS</p>
<p>It is thought that the current voting process is somewhat convoluted and that the process should be changed in the Articles.</p>	<p>JS</p>
<p>Agreement was reached that there should be an independent scrutineer on the day of the AGM and that voting will take the form of a poll.</p>	<p>KW</p>
<p><i>Governance Action Plan Compliance</i></p>	
<p>The paper (ref. ESB(1703)02) that sets out the division of the Chair and Chief Executive’s roles and responsibilities was approved by the Board with the addition of extra detail.</p>	<p>LP</p>
<p>With reference to paper ESB(1703)02a, which details code requirements of the action plan, it was queried why 1.7 was showing “not met” at the time of the audit. This was because a relevant Code of Conduct was not in place. The company Code of Conduct has now been amended to cover Council and thus the point is now compliant.</p>	
<p>It was agreed that LP would send an e-mail to all Board members with a Board Evaluation Questionnaire for completion.</p>	<p>LP</p>
<p>The Stakeholder Strategy in paper ESB(1703)02b was adopted by the Board and will be implemented by England Squash. Board decided that with regards to the analysis table on page 3: the names of specific people (third column) are not needed. The table and diagram (p. 4) are for illustration purposes only. LP/KW/MW to undertake the stakeholder review.</p>	<p>LP/KW/MW</p>

	<p>With reference to paper ESB(1703)02d, KB offered assistance with the risk register.</p> <p>3. County Associations</p> <p>LT summarised her role as Head of Strategic Partnerships in the context of County Associations (CAs), remarking that feedback from her CA contacts had been positive on the whole.</p> <p>Clarification was provided by KW as to the difference between the County Association Network (CAN) and the Association of County Associations (ACA).</p> <p>Some England Squash staff and Board members will attend the ACA meeting in Birmingham on 11 November, the day of the Council meeting and AGM.</p> <p><i>Communications Plan</i></p> <p>The most pressing communication to the CAs is on the subject of the Articles of Association.</p> <p>Subsequent communications should include England Squash's main areas of work and most significant achievements of the last 2-3 years.</p> <p>KW suggested that Board members might sometimes join him where possible in attending CA committee meetings. KW agreed to share dates of forthcoming meetings with the rest of the Board.</p> <p><i>Working Party</i></p> <p>ND summarised a meeting in Coventry in July.</p> <p>PT spoke about the composition of the Working Party and its August meeting in Abingdon. It was a priority at the meeting to focus on the concerns of the Working Party. The meeting resulted in nine action points, of which point 8 – a review of Club Locker – was highlighted. It was noted that the cost of the project represents good value in the context of the typical cost of IT projects. It was agreed that a document would be produced to show the scope of Club Locker and its benefits for each stakeholder, i.e. for England Squash, players, coaches, clubs, counties, etc.</p>	<p>KB/LP</p> <p></p> <p>KW</p> <p>KW</p> <p>KW</p> <p>KW, Sep/Oct</p> <p></p> <p>KW/PM</p>
<p>4. Squash Player Magazine</p>	<p>LP to provide analysis on the future of the magazine at the next Board meeting.</p> <p>There was agreement that the Working Party should be consulted on their views on retaining the current magazine or having an online version.</p>	<p>LP, next mtg</p> <p>PT</p>

	<p>It was also agreed that the current issue-by-issue agreement with The Squash Player magazine should continue to the end of the financial year and that the magazine's publisher should be informed as such.</p>	LP
5.	<p>Club Locker</p> <p>This item was included on the agenda for information only, and the subject was discussed at various points of the meeting.</p>	
6.	<p>Membership Project</p> <p>It was remarked by two Board members that the timetable for release seems tight. KW highlighted the fact that Paul Barrett is in post on a temporary basis to work on the project and that more resource is available if needed. KW will monitor and procure additional resource if required to ensure timelines are met.</p>	KW
7.	<p>World Championships</p> <p>It was reported that ticket sales for the 2017 event have been impressive, already surpassing the ticket sales for the 2013 World Championships, which were also held in Manchester.</p> <p>It was commented that it will be good to have the County Associations involved at the gathering that has been organised to coincide with the event.</p>	
8.	<p>Commercial Update</p> <p>There was agreement that the Approved Contractor Scheme is a good idea. It was confirmed that six testimonials are required for a contractor to be approved. For contractors that renew their agreements on the scheme, the testimonials would have to be reviewed so that they keep up to date.</p> <p>There is a need to establish a way of ensuring that all sponsorship offers are considered.</p>	Paul Walters
9.	<p>Finance</p> <p>Both the Month-End Report and the Year-End Update were noted and approved by the Board.</p> <p>LP confirmed that the Board members KB, ND and AL are now on the Audit Committee.</p>	

10. **Partnerships & Programmes Update**

This item was included on the agenda for information purposes.

11. **Any Other Business**

KB pointed out that there had been some enquiries related to gender equality and that England Squash is working hard in this area.

JC thanked all for attending the meeting and had special thanks for ND, who dialled into the meeting from overseas.

Signed....  (Chair)

Date.....13/10/2017.....