Minutes of the Board of Directors

Date/Time: 29 March 2017 - 2.30pm
Location: Netball House, 1 – 12 Old Park Road, Hitchin

Attendees | Initials | Attendees | Initials
----------|---------|-----------|---------
Colin Povey | CP | Chairman | Ashley Giles | AG | Appointed Director (casual vacancy)
Jo Adams | JA | CEO | Bridget Blow | BB | Appointed Director
Martyn Wilks | MW | Elected Director | Naresh Mistry | NM | Director of Finance (in attendance)
Sally Horrox | SH | Elected Director | Tracey Neville | TN | Head Coach (for part of the meeting)
Debbie Ryan | DR | Elected Director | Sara Symington | SS | Performance Director (for part of the meeting)
Annmarie Wallis | AMW | Treasurer | Helen Alfano | HA | Performance Lifestyle (for part of the meeting)

Apologies

Tracy Clarke | TC | Appointed Director
Charlotte Rose | CR | Elected Director
Vicky Annis | VA | Elected Director

Circulation List

Board
President
Executive Team

1.0 Apologies

1.1 Apologies for absence were received from Tracy Clarke, Charlotte Rose and Vicky Annis.

2.0 Register of Directors Interests

2.1 There were no conflicts of interest for those Directors present arising from the items listed on the agenda.

3.0 England Roses Update and KPI’s

3.1 CP commented on the weight of the agenda and suggested to the Board that the order be changed in order to allow the Elite Performance Team to present first and for other substantive items to be considered earlier than suggested by the agenda if necessary. This was agreed.

3.2 CP welcomed TN, HA and SS to the meeting.

3.3 TN and HA shared with the Board the “journey so far” and the Board were delighted to see that when the Roses programme began last year, 7 expressions of interest were received however this year the performance team had received 43.

3.4 TN presented a selection of kpi’s used by the performance team to measure individual athlete performance and team performance across different criteria. The Board welcomed the opportunity to have sight of these and agreed that this would form the basis of the reporting mechanism to Board in line with the other Directorates.

3.5 AG added that the kpi’s were useful tools for tracking progress but that the management team must maintain a really strong focus on being in the Final in NWC2019.
### 3.6
CP congratulated SS and her team on the progress made to date and reassured her that there was a commitment from the Board to continue to invest in creating a world-class programme for the elite game.

### 4.0 Minutes of the previous meetings

#### 4.1 Board Meeting 25 January 2017

The minutes of the above meeting were noted and approved.

#### 4.2 Nominations Committee 25 January 2017

The minutes of the above meeting were noted and approved.

#### 4.3 NWC2019 2 February 2017

The minutes of the above meeting were noted and approved.

#### 4.4 Finance and Audit Committee 3 March 2017

The minutes of the above meeting were noted and approved.

#### 4.5 Board Meeting 8 March 2017

CP circulated minutes from the above which were noted and approved.

#### 4.6 Nominations Committee 22 March 2017

CP circulated minutes from the above which were noted and approved following a change in the references to Appointed Directors which should read Independent Directors to be consistent with the new Sport England Code of Governance.

### 5.0 Matters arising

#### 5.1 Finance and Audit 3 March 2017

4.1.2 AMW advised the Board that she had met two strong candidates to fill a role as specialist professional advisor to the F and A committee and felt that one in particular could offer a huge amount of experience and suggested he joins the committee on a probationary period until the end of the year. This appointment had the support of the Nominations Committee and was approved.

10.3 AMW suggested that the risk register be removed from the EN Board Meeting agenda as a standing item, as the frequency of F and A Committee meetings did not allow for that group to formally review the register as frequently as the Board meets. It was agreed that the risk register be presented to the Board twice a year following more detailed reviews at the F&A Committee.

### 6.0 Draft Budget 2017/2018

6.1 AMW advised the Board that the F and A Committee had reviewed the budget at its meeting on 3 March 2017.

6.2 Matt Cook had been asked to attend that meeting to present the commercial strategy for the year as the Board had had some concerns over the aggressive targets that were included in this area within the draft budget. AMW confirmed to the Board that she was satisfied with the income projections following a detailed review.

6.3 CP informed the Board the £10 membership fee increase had been approved at the EGM
and he thanked the membership for their continued support. It was noted that this assumption was included in the draft budget.

6.4 JA suggested that more work was needed with the Leagues and Clubs to ensure membership numbers did not decrease as a result of the increase to adult subscriptions and assured the Board that both JA and Fran Connolly would be leading on this piece of work.

6.5 MW asked for confirmation that the commercial numbers would continue to be scrutinised by the Executive Team once Matt Cook had left and it was noted that the plan was for the overall commercial strategy to be reviewed in more detail by the Board in the near future.

6.6 NM formally proposed the budget with a £153,000 surplus and this was approved by the Board.

6.7 The Executive team was asked to ensure that it made every effort to first of all secure and then out-perform the figures that had been approved. It was agreed that an early re-forecast should be completed and reviewed by the Board in due course.

<table>
<thead>
<tr>
<th>7.0</th>
<th>Governance Report</th>
</tr>
</thead>
<tbody>
<tr>
<td>7.1</td>
<td>BB had circulated a paper on the above subject as part of the meeting pack and CP had tabled the draft minutes of the recent Nominations Committee meeting held on 22 March 2017.</td>
</tr>
<tr>
<td>7.2</td>
<td>In January 2016 BB had undertaken a governance review which was discussed at the March 2016 Board Meeting and a new overall framework had been approved.</td>
</tr>
<tr>
<td>7.3</td>
<td>In late Autumn 2016 Sport England had published the new code for sport governance and in light of this BB had reviewed her initial recommendations.</td>
</tr>
<tr>
<td>7.4</td>
<td>BB informed the Board that the main points of difference were;</td>
</tr>
<tr>
<td>7.5</td>
<td>3 elected Directors rather than between 3 and 7</td>
</tr>
<tr>
<td>7.6</td>
<td>A change to the term of office from 4 years x 2 terms to 2 years x 4 terms</td>
</tr>
<tr>
<td>7.7</td>
<td>Greater diversity and the immediate need for an additional male to join the Board by the 2017 AGM</td>
</tr>
<tr>
<td>7.8</td>
<td>The following recommendations were agreed by the EN Board in order to comply with the new code, now a requirement of funding:</td>
</tr>
<tr>
<td>7.8.1</td>
<td>England Netball's articles of association currently refer to Elected and Appointed Directors. It was agreed that these terms should be aligned with the labels adopted in the new code - namely Nominated ( formerly Elected) Directors and Independent ( formerly Appointed) Directors and that in the latter case England Netball should adopt the definition of independence set out in the new code(see attached).</td>
</tr>
</tbody>
</table>
| 7.8.2 | The new code states that where members are permitted to appoint directors, such directors should not reflect more than one third (rounded down where fractions apply) of the directors. It also states that at least 25% (rounded up where fractions apply) of the directors shall be independent non-executive directors. In England Netball's case the membership would only be allowed to elect up to 3 Board members out of a total of 11. It
was also agreed that the selection process for the appointment of directors should continue to be led by the Nomination's Committee and be skills based.

7.8.3 The new code allows some flexibility over the term of office for Directors and concluded that the preferred option would be to adopt a maximum of 4 terms of 2 years for all directors to ensure that the skills of the Board reflected current requirements.

7.8.4 The new code requires adoption of a minimum gender diversity target of 30% (rounded up) of directors of each gender on the Board. It also requires demonstration of commitment to other diversity including but not limited to Black, Asian, minority ethnic (BAME) and disability by the setting of targets.

7.8.5 The new code also sets out a number of points about general Board activity that will need to be undertaken in a more formal manner than has been the case in the past and these were likely to require additional time and money to be allocated if England Netball was to be fully compliant. The Nominations Committee would monitor progress against this requirement at its meetings. CP agreed to undertake an assessment of the current Directors skill set against an agreed skills matrix and to ask the Nominations Committee to review the position at its next meeting with a view to then tabling some further recommendations to the Board. It was noted that there was also a need to make some changes to the Articles of Association which would need to be approved by the Board and then adopted at the AGM. JA was asked to provide BB with the timetable for AGM document preparations so as to assist BB in the draft process.

7.9 BB informed the Board that the principals apply to the EN Board but will in time almost certainly have to be adopted by the Regional/County Boards. It was acknowledged that some boards at this level had started to address the issues presented by the new code but that in other instances some support would be required to facilitate change without losing essential skills or knowledge of existing volunteers.

JA informed the Board that some excellent work was being carried out by several Regions and that there was an appetite for change.

8.0 Relocation

| 8.1 | JA informed the Board that the consultation period had begun on the 1st March 2017 and was due to conclude on 30th March 2017. |
| 8.2 | JA shared with the Board the number of staff affected and the scale of the anticipated recruitment to the new structures in Loughborough if the move was approved. |
| 8.3 | A detailed project plan was presented to the Board which showed critical timings of movement of staff to Loughborough to allow for knowledge transfer to take place and to mitigate any disruption to commercial income. |
| 8.4 | A specific risk register for the relocation project was shared with the Board and the Board was pleased to see some positive movement in the most recent RAG rating. |
| 8.5 | AMW confirmed that the F and A Committee had scrutinised and approved the relocation budget and following a further discussion the Board approved the relocation of Head Office to the Sports Park on the Loughborough University campus. |
### CEO Report

<table>
<thead>
<tr>
<th>Section</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>9.1</td>
<td>JA was once again delighted to report to the Board that the participation numbers were at the highest level to date on a like-for-like basis with 25,950 new participants recruited to netball in 2016/17. JA did however suggest that maintaining momentum would be a challenge in 2017/18 with the relocation of Head Office and the cut in staffing levels.</td>
</tr>
<tr>
<td>9.2</td>
<td>JA reported that the bid from the Wembley National Stadium Trust had been successful and would result in an additional £405,000 over 3 years for delivery of netball to children and young people in the London area through supporting the Team Up campaign.</td>
</tr>
<tr>
<td>9.3</td>
<td>JA informed the Board that the insight team was working on the evolution of the participant development model to ensure that it is still relevant.</td>
</tr>
<tr>
<td>9.4</td>
<td>The Board was pleased to hear that 2 athletes from the talent pathway had been nominated for a Sport England Backing the Best award and that 24 athletes had been nominated for a Sports Aid award.</td>
</tr>
<tr>
<td>9.5</td>
<td>The name ‘England Roses’ was formally adopted by the Board and will now feature on all England Netball first team kit.</td>
</tr>
<tr>
<td>9.6</td>
<td>JA informed the Board of the comprehensive wins at Netball Europe and although the Board was pleased to see development squads winning, JA did question the value of the competition as the PD was not convinced that this type of competition added any value to player development. JA was asked to explore with SS ways in which the situation may be addressed going forward.</td>
</tr>
<tr>
<td>9.7</td>
<td>Membership continues to grow showing 3.74% increase year on year. JA re-iterated her previous comment that the Executive Team would have to work hard to ensure that post the EGM this number did not start to decrease.</td>
</tr>
<tr>
<td>9.8</td>
<td>Ticket revenues across our main events are currently ahead of previous sales from an income perspective but slightly down on numbers of tickets sold.</td>
</tr>
<tr>
<td>9.9</td>
<td>JA informed the Board of a new sponsor for the travel category, Smile Group Travel.</td>
</tr>
<tr>
<td>9.10</td>
<td>VNSL Season has started well and JA updated the Board around a series of workshops which will take place over the coming weeks to identify common goals and to build a more robust long term business plan for the competition. It was noted that there has been additional interest in the competition from external investors and JA assured the Board that they would be kept informed of any material developments.</td>
</tr>
<tr>
<td>9.11</td>
<td>JA reported that she had attended a press event with Matchroom to launch a new competition based on the Fast 5 rules of the game. The Board welcomed the additional competition which supported a year round calendar of events for fans and showcased the sport to a new audience.</td>
</tr>
</tbody>
</table>
| 9.12 | JA informed the Board of 3 new pieces of work which have been undertaken on a project basis using external agencies;  
  - Data Protection  
  - Digital Strategy – funded jointly by UK Sport to support NWC2019, EN and
### 10.0 Items for Information

#### 10.1 Risk Register

- The relocation risk register was noted

#### 10.2 Compliance and Inclusion

- The compliance and inclusion dashboard was noted

### 11.0 AOB

#### 11.1
CP suggested that it would be helpful to hold a 2 day strategy workshop for the Board later in the year now the new funding position was clear. There was general support for this meeting to take place and July appeared to be the best time of year. Potential dates to be circulated.

#### 11.2
JA shared the findings from CMG with regard to a lifetime ban. The Board took a vote and the result was as follows:

- 7 votes for
- 1 abstention

JA was tasked with implementing the ban

#### 11.3
JA had received correspondence from the East Regional Chair to request a merger between Thurrock County and East Essex. The Board approved the merger.

#### 11.4
SH/MW both asked for greater consideration to be given to the volume of items on the agenda and the time allowed for Board Meetings. CP responded by saying that he felt it was important going forward to ensure all Directors were able to devote sufficient time to their duties, but agreed to address this as part of the governance review process.

### Details of next meeting

<table>
<thead>
<tr>
<th>Date/Time</th>
<th>Location</th>
</tr>
</thead>
<tbody>
<tr>
<td>31 May 2017 – 2.30pm</td>
<td>Netball House, Hitchin</td>
</tr>
</tbody>
</table>