

FINAL Board Meeting Minutes 1 May 2024



PRESENT

Location: Teams Call

Meeting: 8.30 – 10 am

Board Members: Nick Donald (ND) Chair, Adrian Christy (AC) CEO, Don Parker (DP) Deputy Chairman, Kwadjo Adjepong (KA), Richard Ayers (RA), Mark Boote (MB), Kath Curran (KC) Sally Hughes (SH), Ray James (RH), Jos Kelly (JK), Ritchie Venner (RV), Anna Whowell (AH)

Staff Attendees: Joanna Keay-Blyth (JKB)

Part Attendees:

Minutes: Sue Wressell (SW) via recording

Apologies:

Agenda Item	Paper No	Discussion	Decision/ Action	Who	When
1	N/A	<p>Welcome and Declarations of Interest</p> <p>The Chair welcomed everyone to the meeting.</p> <p>It was noted that a paper being provided to the meeting had been written by Susie Venner, a member of the National Council Select Committee on the Constitution, the wife of Ritchie Venner.</p>			
2	N/A	<p>To consider Resolutions received from Company Members</p> <p>Only one resolution had been put forward by Company Members. Mr Tony Catt had put forward a resolution for a change in the Articles to have a fifth elected director. This would be covered in item 4.</p>			

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3	Paper from NC Steering Group and Mrs Susie Venner	<p>To consider feedback from Company Members on the consulted Governance Reforms</p> <p>The Board received feedback from Company Members together with National Council feedback.</p> <p>Discussion was held on feedback from a Company Member about the Board not discriminating against anyone, particularly regarding gender and politics, when reviewing nominations for Elected Directors. This was agreed by the Board recognising the need to comply with anti-discrimination and equality legislation.</p> <p>The Board reviewed the feedback from the National Council Select Committee about three areas:</p> <ol style="list-style-type: none"> 1. The element of National Council’s Standing Orders governing the relationship between National Council and TTE had been revised to remove any references or inferences that compel TTE to do certain things. The language had been softened to invite TTE to do certain things. It was recognised that this was a first draft of revisions. The Chair was keen to ensure that the relationship agreement references “agreement” “collaboration” and “partnership” rather than “invitation” in certain areas, e.g. reference to Board attendance should be clarified to show agreement that the Chair and CEO would attend twice a year, rather than just be invited to each meeting, as this might be seen negatively, if the Chair and CEO only attended two meetings, rather than four. <p>The Chair, CEO, Deputy Chair, Alan Ransome and Neil Hurford were due to meet later in the month to discuss the drafting of a Memorandum of Understanding which would set out how the relationship works.</p> <p>It was noted by the Board that the feedback received didn’t address any of the softer issues requested of National Council e.g. succession planning and broader representation/diversity on the Council.</p> <p>The Board agreed that the Chair would feed back that the MOU should be a collaborative document that highlighted shared values of both TTE and NC around succession planning and people planning, highlighting that these areas are good governance.</p>			
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		<p>2. The Board discussed the paper provided by Mrs Susie Venner, about a fifth elected director. The Chair recognised that the paper was written for the membership, not the Board and he confirmed that the Board did not wish for the National Council to be defined as a Council , within the definition contained in the Code for Sports Governance However, to put forward a resolution for a fifth elected director (allowed if not deemed a Council under the Code), the election process for elected Directors would need to comply with the Code. This would be addressed further in Agenda item 4.</p> <p>3. The third issue raised by the NC Select Committee was around the appointment and termination of Company Members. There was less agreement from the Select Committee about splitting out the role of Company Member and National Councillor (previous draft resolution 9). However, they were more content with the previous draft Resolution 10 such that both league representative and County representative Company Members had to be terminated by written confirmation from the relevant County or League. The Board confirmed that although not part of the Resolution, TTE regulations allow an Appeal against termination.</p>			
4	24/05/01	<p>To discuss and confirm Resolutions from the Board to be proposed to the Annual General Meeting</p> <p>The Board received the paper which laid out the proposals to be put forward as Resolutions (1-11) to the AGM in July. The Board fully discussed each resolution, and the following points were noted:</p> <ul style="list-style-type: none"> • Tony Catt (NC for Sussex) had put forward a Member Resolution for a fifth Elected Director. It was noted that this was also part of the Resolutions being considered by the Board already (proposed Resolution 10) and the Chair and Head of Governance would discuss this with Mr Catt following the Board discussions at this meeting. • Once approved by the Board, TTE’s legal representative would review the wording of the Resolutions to ensure they are legally correct. 	<p>ACTION: Send Resolution from Mr Tony Catt to the Board</p>	JKB	ASAP

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		<ul style="list-style-type: none"> • The Board went through the approvals requested within the paper, point by point, in detail • There was a detailed and robust discussion on new Resolution 10. It was recognised that we needed to demonstrate compliance with the Code (paragraph 2.4) such that all elected directors are elected on merit and in line with the skills and diversity required of the Board. The existing final sentence of Article 23.8 could override this. • It was debated as to whether the Board could have a final right of redress at the end of the process after a candidate had been elected by the members. This was felt to be unfair to the candidates and could have difficult PR issues. The proposed Resolution ensured there was an early filter. • It was debated as to whether we should just drop the final sentence of existing article 23.8. It was felt that could make the selection process more ambiguous. • The idea of cultural fit (with the Board) was debated and it was agreed that this was subjective and can stifle diversity. The proposed language was debated and it was proposed by a director and agreed by all that wording about the election of elected directors should be softened to explain that ALL those nominated, who meet the requirements laid down for the role, will be put forward to the membership, rather than ONLY those that met the requirement. The same director described this as a filter and not a 'veto' • It was agreed that the Board needed to be objective and professional, and the language should be changed to reflect that those who meet the role description, which would include meeting our code of conduct and standards, would be put forward for consideration. • It was agreed that Resolution 10 would be put forward to remove the final sentence of existing Article 23.8 and be replaced with the wording discussed and agreed. It was also recognised that all candidates could be interviewed as part of the process. • The conditionality of Resolution 11 on the passing of Resolution 10 was discussed and agreed that the principles established in Resolution 10 should apply to the appointment of all elected directors. • The Board welcomed the potential to increase the number of directors elected by members and the passing of Resolution 10 has the potential to widen the pool of candidates 	<p>DECISION: All Board Resolutions, together with agreed amends, were unanimously approved to be put forward to the AGM</p>		
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		<ul style="list-style-type: none">The Board then reviewed Resolutions 1 – 9 which had been seen and discussed before. Minor amendments were noted and agreed. All eleven Resolutions would be put forward to the AGM.			
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The meeting closed at 9.34 am

Decisions

Board unanimously approved all 11 Resolutions, with noted amendments, to go to the Annual General Meeting.