

Minutes of Board Meeting at 7pm on 10 June 2022 via Teams

Directors Present	Titles
Andres Hernandez [AH]	Independent Director
Brendan Fogarty [BF]	Elected Director
David Reeve [DR]	Co-opted Director
Freda Bussey [FB]	Elected Director
Jake Sheaf [JS]	Elected Director
Jess Plumridge [JP]	Elected Director
Staff Present	
Samantha Jamieson [SJ]	Interim Chief Executive
Rob Payne [RP]	Interim Deputy Chief Executive
In attendance	
Agata Sromecka [AS]	Minute taking
Graham Arthur [GA]	Independent Solicitor

EB/22-23/93 Welcome and apologies

Adam Walker and Clare Francis were absent at the meeting on account of the conflict of interest related to EB/22-23/94.

Phil French, Richard Harrison and Simon Griffiths had sent apologies prior to the meeting.

93.1 Conflict of interests

There were none.

93.2 Approval of the agenda

The agenda was approved.

EB/22-23/94 Proposed Special Resolution Assessment

AH summarised the circumstances behind the two resolutions being submitted as per the Board pack. Those were closely related to previously submitted and discussed complaints which had also been recently discussed and concluded by the Board.

The Board members were asked to determine whether each resolution was valid to be put before the membership at the 2022 AGM. In determining this, the Board was asked to consider whether the resolutions were in line with relevant governing stipulations of the Volleyball England articles of Association and the Companies Act 2006. The specific stipulations were Volleyball England Articles 20.4 and Companies Act 2006 section 303 (5) as per the paper circulated as part of the Board pack.

When considering the validity of the resolutions in light of the Volleyball England Articles 20.4 (“If a special resolution is to be proposed, the notice must include the proposer and must be seconded by the Board or by two Affiliated Clubs. The resolution must be received by the Chair not less than 14 days before the proposed date of the meeting.”) SJ advised that following on from due diligence checks conducted by Volleyball England, one of the affiliated clubs that had originally supported the notice had decided to retract their support for the resolutions.

SJ reported that this was significant as it rendered both resolutions invalid due to them failing to fulfil the criteria of the Article 20.4. unless the Board wished to support them

Board discussed:

Resolution 1

The board discussed the resolution and determined that they did not wish to support the resolution 1 on the basis that:

- the proposed resolution was not validly proposed under the provisions of the Articles
- the proposed resolution is factually incorrect in a number of areas
- the factual incorrectness is of such an extent and nature that the proposed resolution could be considered vexatious

SJ added that a call had been had with Sport England including Phil Smith, who is the Director of Partnerships, the VE relationship manager and Sport England's Head of Governance. SJ briefed the Sport England colleagues on the plan of action going forward and they had offered to write an open letter to state that VE had not breached any of its requirements of its funding, any of the Code for sports governance, and to reaffirm their commitment to VE in the fact that they had funded the organisation for the next five years.

Board agreed that the response from Sport England offered a great support and reinforcement for the organisation's actions all throughout the course of events discussed.

Resolution 2

The board discussed the resolution and determined that they did not wish to support resolution 2 on the basis that:

- resolution 2 of the proposed resolution is not required in any event as there is also a resolution where Clubs can vote for or against the proposed changes to the Articles

Board confirmed that the resolutions would not be put forward to the AGM for the stated reasons.

- SJ would reply to the proposer on Monday 13 June with the Board and Sport England colleagues copied in. Also, the final voting form would also be sent on the same day. Board would be kept informed about the Open Letter from Sport England. Board would be asked to join a meeting the Friday night before the AGM to run through the AGM agenda.

EB/22-23/95 AOB

There was no other business.

EB/22-23/96

96.1 Meeting Finalisation

AH thanked all for their attendance. Meeting finished at 8.10pm.

96.2 Review of Actions

Action	Who
EB/22-23/94 SJ would reply to the proposer on Monday 13 June with the Board and Sport England colleagues copied in. Board would be kept informed about the Open Letter from Sport England. Board would be asked to join a meeting the Friday night before the AGM to run through the AGM agenda.	SJ

X *Andrés*

Andres Hernandez

Andres Hernandez, Independent Director