

Minutes of Executive Board Meeting at 5:30pm - 6:30pm on 17 February 2022 via Microsoft Teams

Directors Present	Titles
Andreas Hernandez [AH]	Independent Director
Brendan Fogarty [BF]	Elected Director
Clare Francis [CF]	Senior Independent Director (Vice Chair)
David Reeve [DR]	Co-Opted Director
Freda Bussey [FB]	Elected Director
Jake Sheaf [JS]	Elected Director
Jess Plumridge [JP]	Elected Director
Phil French [PF]	Independent Director
Richard Harrison [RH]	Elected Director
Simon Griffiths [SG]	Elected Director
Staff Present	
Sue Storey [SS]	Chief Executive
Samantha Jamieson [SJ]	Deputy Chief Executive
Kevin Fletcher [KF]	Finance Consultant
Adam Freundlich [AF]	Finance Assistant
Guests Present	
Simone Turner [ST]	Volleyball Foundation
Agata Sromecka [AS]	Minute taking

EB/21-22/61 Apologies

Adam Walker had submitted his apologies. CF chaired the meeting in his absence. CF welcomed and thanked all especially AF – a member of staff team working closely with KF as Finance Assistant. All attendees introduced themselves to AF.

61.1 Directors Conflict of Interest & Disclosures

No conflict of interest.

61.2 Approval of Agenda

Agenda was approved.

EB/21-22/62 Finance – Revised Budget

Following the decision on the 2022/23 budget at the 29 January 2022 Board meeting, AF presented the changes introduced as part of the revised budget, which was now showing a surplus close to a breakeven position. The changes that had been introduced were presented

by AF in line with the paper included in the Board pack.

Board discussed:

- SS explained that some of the ongoing staffing challenges would be relieved by contracting Andy Jones' services for the whole of next year, which had resulted in additional costs factored in in the budget. Further, the reduced headcount related to a member of staff being on a secondment and due to return resulting in VE having to pay for a half-year worth of salary. Previous Sport England reprofiled money had been allocated to fund the digital transformation. In future years, the plan was to increase reserves to ensure there is around £100k in reserves.
- KF explained the elements making up the figure allocated to the digital transformation. SG felt reassured by the information supplied by AF/ KF.
- CF asked whether the organisation would want to increase the membership fees by more than RPI. Also, CF asked about HEVO and the amount to finance it. SJ confirmed that the budget included the correct amount to finance the delivery of the event. SG commented against the membership fee increase. CF responded that it felt right to discuss the fee increase due to the leanness of the budget. KF added that the budget factored in the projection of growth in commercial activity. It was agreed to discuss a possible increase in membership fees at the next meeting, however the budget would be agreed as is listed.
- DR asked when we would know the actual figures in terms of Commonwealth Games spend. SS answered that it was in the organisation's gift to decide on what this would be spent. This would be fully costed nearer to the time. DR also asked about activation prior to the Games. CF confirmed that a plan was being developed in consultation with B2022.

Board approved the budget as presented.

CF thanked KF and AF for a clear presentation of changes introduced to the budget forecast and presenting them to the Board.

EB/21-22/63 Disciplinary – Final appeal

At the board meeting on 29 January 2022, it was reported that the disciplinary matter in question had been concluded and sanctions applied. The appellants had since submitted a further appeal which had to be considered by the Board to make a final ruling as part of the final stage of the procedure.

Following a discussion, the Board ruled that the Appellants had not shown sufficient procedural or other irregularity or that the sanction had been unreasonable. Consequently, the Board decided to dismiss the final appeal.

EB/21-22/64 Governance - AGM Process

In November 2021, the Board had been made aware that an oversight may have occurred in the process of election of the nominated elected directors at the AGM July 2021. Awareness had been raised by means of receipt of an informal complaint. Since then, the complaint has been made formal and is being dealt with in accordance with the complaints policy.

Consequently, Volleyball England had sought the support of an independent solicitor to review the Articles of Association to determine whether an oversight had occurred.

The review had determined that an oversight had occurred meaning that the elected directors who had been elected on the day of the AGM should have been affiliated individuals or member of an affiliated club at the time of the election. The Articles specifically determined that an elected director should be a member of a club, or an individual affiliated to Volleyball England at the time of the election. Therefore, Volleyball England had inadvertently allowed ineligible nominees to be put forwards for election at the AGM in July 2021. Unaware of the oversight taking place, both directors affected were appointed to the board by the membership following the election process.

Since then, one of the directors resigned for reasons unconnected, the other director has resigned because of the challenges raised as a result of this oversight.

The review proposed recommendations for the Volleyball England Board to consider the adoption of changes to the articles of association at future AGMs and for discussion. Those were:

- Is being a member an essential pre-condition for acting as an Elected Director or might the Articles be modified to permit Affiliated Members to elect Directors who are not Members?

The suggested options for consideration were:

1. Make no changes to the Articles of Association and adopt the recommendations from the review to support consistent adherence to the Articles.
2. Submit a resolution to the AGM 2022 to remove the requirement for elected directors to be members of the organisation and adopt an approach that blends strong knowledge of volleyball with the skills to compliment the needs of the board, this skills-based approach is consistent with the Sport Code of Governance
3. Submit a resolution to the AGM 2022 to expand the requirement for elected directors to be members of the organisation, for example to require those who apply to be elected directors to have been members of a playing club or affiliated as a coach / referee etc for more than 12 months at the time of the AGM.

Board discussed:

- CF confirmed that the solicitor had agreed that the whole Board and the Exec could be involved in the discussions given his investigation had concluded and his report was finalised.
- FB commented that her understanding was that Sport England required from sports boards to be more inclusive and diverse. However, it seemed that the VE Articles prevented this. FB asked whether VE had not made such changes accordingly and should therefore rectify this situation. CF responded that in the past the VE Board had decided that people immersed in volleyball should lead the sport, however Sport England Code of Sport Governance required a more diverse approach.
- JS agreed that the Articles should allow flexibility in terms of the Board make up going forward. This would allow a good mix of skills on the Board.

- RH observed that the due diligence process had not been observed despite the good faith applied as part of the election.
- BF added that he agreed with removal of the individual affiliation and/or club membership in relation to election criteria.
- PF added that a balance between skill/expertise from inside and outside the sport was needed. The individual affiliation/club membership might not be necessary for achieving the balance.
- JP agreed that a good mix of both internal and external expertise was needed. This would allow varied perspective.
- DR agreed with the balance of the skills approach.
- SG reflected on the numerical split between elected and independent directors. Elected directors would potentially need to be club affiliated to ensure the volleyball knowledge and expertise. The split could be equal.
- ST suggested that the future approach could factor in coming up with a better way to assess the candidates for the Board in terms of their volleyball knowledge.
- FB asked how other sports deal with this issue. ST responded that reducing the term seemed a common solution providing an increased turnover of directors.
- RH observed that there had been a small uptake of positions on the Board from within the volleyball community in recent times. RH agreed with SG's suggestions of an equal balance of independent and elected directors on the Board.
- DR added that some sports have criteria around independent and elected director also focused on representation of the geographical regions.
- RH wondered whether all three options should be put forward to the membership's vote at the AGM. SS suggested that it should be the Board who should present a recommendation of amendment to the Articles at the AGM.
- Board agreed with an approach that would guarantee balance of skills on the Board.
- SJ would consider what a consultation with membership around this could look like or whether a clear recommendation should be put forward to the membership instead. SJ to consult the solicitor involved in the review if necessary.
- SJ highlighted that Nominations Committee would be asked as part of the elections to consider the application process ahead of elections at the AGM. SJ stressed that the 2022 election would be governed by existing rules as the articles can only be amended at the AGM.

EB/21-22/65 AOB

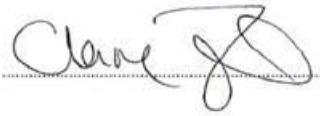
SS informed the board that she had resigned having been appointed as the CEO of Badminton England. SS shared her gratitude with the board for their support during her time as CEO and her intention to maximise her impact in the time remaining. SS stated that she would update when her last day would be as soon as possible.

CF thanked SS for all her hard work and support and congratulated her on her new role.

Board members added their congratulations too.

Actions	Who
EB/21-22/64 SJ to consider consultation with membership as well as recommendation of changes to the Articles to be put forward at the AGM. SJ to consult the solicitor involved in the review if necessary.	SJ

Signed



Clare Francis
Senior Independent Director
Vice Chair