

# Pétanque England



## Minutes of the Meeting of the Board of Directors held on Saturday 17<sup>th</sup> July 2021 by videoconference

### Present:

Colin Roper (CR), Ken Buchan (KB), Cary Bush (CB), Ray Keemer-Richards (RK-R), Ajay Keemer-Richards (AK-R), Jim Marstin (JM), Barry Wing (BW).

### 1 Apologies for Absence

Toni Gates

### 2 Minutes of the Previous Meeting

The previously circulated minutes of the meeting held on 8<sup>th</sup> July 2021 were approved as a true and correct record.

### 3 Matters Arising

#### 3.1 Melton Mowbray Hire Agreement

CB had yet to receive an invoice from Melton Mowbray Markets. KB confirmed that he had sent the signed agreement by post and had invited Melton Mowbray Markets to respond by email but had not had any response. BW reported that Laura, the Melton Mowbray contact had been off work because of an accident. He and David Baxter were due to have a site visit at Melton Mowbray within the next week or two and would check the position regarding the agreement

Action  
BW

#### 3.2 Appointment of PE Facebook Administrators

KB understood that Paul Leverett was unwilling to become an administrator. He suggested that Martin Hughes and Glen Woodward should be approached. BW said that Glen Woodward was not prepared to act but he thought that Martin Hughes would agree. It was agreed that if willing, Martin Hughes be appointed an administrator.

Action  
BW

### 4 Financial Reports & Revised Forecast for 2021

CB explained that he had no updated forecast for 2021 at present because he needed to obtain updated estimates from the budget holders. He displayed a spreadsheet showing the results for 2020 with comparative figures for 2019. The 2020 results showed a net surplus of £16,353 compared with a £10,665 net deficit for the previous year. Membership fees accounted for 81% of gross revenue for 2020 compared with 74% in 2019. In the current year

membership subscriptions were running at 64% of gross income because of the higher level, of competition entry fees.

RK-R pointed out that we had 2100 members for 2021 including about 65 concessionary members who had joined in the latter part of last year. We were still about 600 members short of the pre 2019 levels. CB indicated that improving membership levels would be addressed in the tiered membership and restructuring proposals. He was about to make a submission to the Sport & Recreation Alliance for help with research into benchmarking of fees and how they work with other NGBs.

RK-R thought it essential to enter in to a 2-tiered membership system. CB concurred but thought that it was an ideal opportunity to learn from the experience of other NGBs with multi-tiered memberships

#### **5. Change of Financial Year**

CB proposed that our financial year end should be changed from 31 December to 31 March starting with the current financial year which would now end on 31 March 2022. This would mean that licence renewals would be more closely aligned to the commencement of the playing season and that in the current year we would be giving members an additional 3 free months membership.

The proposal was carried unanimously

KB would notify Companies House accordingly

Action  
KB

#### **6 Proposal for Membership Fees for 2022**

CB proposed that there should be no recommended increase in membership fees for 2022 as there had been an increase in fees for the current year. Our normal practice was to review fees every 2 years. The extension of the financial year meant that members will in effect receive a free 3-month extension to their membership.

The proposal was carried unanimously

#### **7. Proposal to Amend Articles**

KB mentioned that the proposal had first come before the Board in March. The rationale behind the proposal was to enable the size of the Board to be reduced to 12. This was recommended by all the codes of good governance as being the maximum number of directors for effective decision making. Too many directors would prolong and convolute discussions thereby creating a Board which was cumbersome and unwieldy. Alternatively, if discussions were curtailed some directors would be prevented from participating

fully in decision making. It could be possible to limit the size of the Board to 12 under the present articles but if all the elected director and President vacancies are filled this would give the Board a maximum of only 2 co-opted posts to ensure that people with vital skills were recruited and other good governance requirements such as gender balance are achieved. The proposed solution was to reduce the number of elected director posts from 9 to 6. It is also proposed that the maximum number of consecutive director terms of office should be increased from two to three to bring it into line with the Sport England Code which lays down 9 years as the maximum term of office for directors.

KB pointed out that the change in articles would require a special resolution for which a two thirds majority is required.

It was agreed unanimously that the Board should propose the following resolution

Action  
KB

**The existing articles be amended as shown below:-**

28 The minimum number of directors shall be three and shall be subject to a maximum of thirteen.

29. The members of the Board shall be the President, up to six directors appointed by the members and up to six directors appointed by the Board.

39. Each director appointed by ordinary resolution of the charity shall be eligible for re-election for two further consecutive terms only.

39.

- (1) The directors may appoint a person who is willing to act as a director for such term of office not exceeding three years as the directors deem appropriate. Such directors may be re-appointed at the conclusion of their terms of office if the other directors so resolve for a further two consecutive terms only

**8 Proposal to create the post Of Chief Executive Officer**

KB pointed out that in March we created the Executive Committee to deliver the Operational Side of our activities, and which would comprise the chairs of Commissions and other subgroups together with any others who were appropriate to be included. The responsibilities of the Executive Committee would include Events,

Senior Playing, Sport Development etc. The Executive Committee reports to the board and in turn takes on board what the Board is directing it to do.

The role of the CEO would be to chair the Executive Committee. Effectively this splits off this activity from the role of President who is left to lead the Board in deciding strategy and policy. KB suggested that the CEO role will be the key post in the organisation and would need to be filled by someone who has the professionalism to manage and deal with any conflicts within the executive. The CEO would be a member of the Board and act as the interface between the Board and the operational arm of the organisation.

CR pointed out that the creation of a CEO post would tie in with the Sport England Requirements. KB agreed that the idea was to make us compliant with the Sport England Code. Under that code the CEO cannot be the same person as the Chairman of the Board. He thought that the Board has been hampered in the past by having to deal with unimportant operational matters. It should instead concentrate on fixing strategy and setting the allocation of financial resources.

CB was in total agreement with the proposal to create a CEO post. Ultimately, we should be looking to make it a paid position if we can get funding from Sport England. The role of the CEO is to deliver the strategy which is set by the Board, and it would be more effective if he was paid to do this rather than be reliant on a volunteer who could walk away from it

The Proposal to create the post of CEO was agreed unanimously.

Action  
KB

KB would draft a notice to members. He suggested that the cut-off date for applications should coincide with the AGM deadlines

## 9 Proposal to appoint a Security Officer

KB explained that CB had identified a need for there to be a security officer to control access to all our communication outlets such as Facebook Website etc. Historically all these things had been set up by individuals with a special interest in them and access and control was through those individuals.

CB pointed out that most companies have security officers who control the passwords and access to systems and will release access to systems to individuals who need it. Loveadmin for example is made accessible to various individuals with carrying levels of access. The Security Officer would need to compile a complete matrix of who had access to what. CR thought that there was also a need to have a failsafe system so that if the account

holder was run over there was still as method of obtaining access to and control over the system.

KB pointed out that the content of official email accounts was not the personal property of the incumbent but formed part of the official records of PE. He was not sure how that content could be accessed to comply with subject access requests for example.

RK-R thought that the job of Security Officer could be very onerous. JM felt that we must do things differently if we want to do better. KB agreed that the job would be difficult to fill. He suggested David Baxter is the only person who could take the job on. CR suggested that we could advertise the job to our members, but it was generally felt that this was unlikely to produce any response. It would be better if the job was taken on by someone who had a handle on it. It was agreed that CB would draw up a job description for the role before we invited anyone to take it on board.

Action  
CB

## **10 Proposal to seek applications for the role of non-executive director**

KB pointed out that it was a requirement of the Sport England code that the Board should have 25% of its number as independent non-executive directors. In the commercial world an independent non-executive director would be identifiable as someone who is not a salaried employee of the company and not therefore part of the line management hierarchy. In a voluntary organisation such as ours it is more difficult to define. Clearly there are many directors who have specific roles or jobs and must be regarded as being “executives”. The Code of Governance defines a non-executive director in this situation as someone who satisfies the following tests:-

- Not related to any member of the Board
- Has not served on the Board or any of its sub-committees within the preceding 4 years
- Has not served on a Regional Management Committee within the preceding 4 years

KB explained that the object of the exercise is to recruit someone who does not have any regional or sectional interests to promote and can therefore act with impartiality and objectivity. The job of the non-executive director is to act as a watchdog or devil's advocate to ensure that the Board is doing its job properly and in the interests of its members. Non-executive directors are usually given the job of selecting suitable candidates for specialist appointments to the Board. A suitable candidate could be a grass

roots club player, but it could also include a senior payer who is uninvolved in national or regional organisation. Ideally the candidate should be able to bring to the Board a new perspective. KB would like to advertise for people to submit expressions of interest for becoming a non-executive director in parallel with the AGM documentation. He would like to indicate that preference will be given to female applicants because we still need to improve our good governance gender diversity target.

It was agreed unanimously to issue a notice seeking expressions of interest from those who would be prepared to become non-executive directors. KB would draft the notice.

Action  
KB

## **11 Recent FB Posts (Confidential Not for Publication)**

## **12 Any Other Business**

### **12.1 Inter Regional Championships**

In response to a query from R-KR, BW confirmed that the pistes at the Inter Regionals would not be “technical;” pistes. They would essentially consist of 2mm surface dressing with a scattering of 6mm material. BW confirmed that it was OK for AJ to bring suitable signage about photography etc.

## **13. Date of Next Meeting**

It was agreed to hold the next Board Meeting by Zoom on Saturday 31<sup>st</sup> August at 10.00a.m.