



**Executive Board Meeting held on Saturday 26<sup>th</sup> November 2016**  
**Loughborough – Awaiting Approval**

**Circulation: Board, Senior Management Team, Commission Presidents**

<b>Directors Present</b>	
<b>Keith Nicholls (KN)</b>	Acting President
<b>Bartek Luszcz (BL)</b>	Marketing Director
<b>Jefferson Williams (JW)</b>	Playing Director
<b>John Boughton (JB)</b>	Finance Director
<b>Freda Bussey MBE (FB)</b>	International Events and Competitions Director
<b>Liz Clarke (LC)</b>	Development Director
<b>Steve Matthews (SM)</b>	Technical Director
<b>Tracey Watkinson (TW)</b>	Non-Executive Director (Change Management)
Janet Inman	Acting Chief Executive
Martin Lindsey (ML)	Business Director
Richard Callicott MBE	Honorary President

**Apologies for absence**

Melissa Bennett (MB)	NGB Liaison Manager, Sport England
<b>Jim Mutton (JM)</b>	Non-Executive Director (HE/ FE)

**Note taker Trudy Hansen**

**11.00 am EB/16-17/18 Board Directors pre-meeting - CONFIDENTIAL**

**11.15 am EB/16-17/19 Meeting Opening**

**19.1** Apologies: Jim Mutton, Mel Bennett

**19.2** Conflict of Interest None

**19.3** Agenda approved

**19.4** Approval of Previous minutes – Agreed subject to one amendment

Amend EB/16-17/03 to state “SM agreed to investigate the possibility of a meeting with “Women on Board”

Going forward clear action points are needed, as well as reflection on previous minutes. Preference would be to use an independent minute taker for future board meetings.

**19.5** To make more effective use of the time at future meetings, Minutes would be circulated three weeks after the Board Meeting. Directors should inform the CEO of any proposed changes/additions within 7 days. The Minutes will then be finalised and submitted for approval- not correction at the next meeting.

## **EB/16-17/20 Matters for Information**

For the record Directors were supplied with copies of the following;

- 20.1** Deloitte Report
- 20.2** Portas Report Summary
- 20.3** Sport England Governance Report
- 20.4** NGB Funding Guidance

## **EB/16-17/21 Matters for Discussion**

### **21.0 Acting Chief Executives Report**

#### **21.1.1 Staffing**

Martin Lindsey will be leaving on Friday 2<sup>nd</sup> December. No indication that other office staff are planning to leave.

The policy around Time Off in Lieu (TOIL) needs reviewing, staff have been known to accumulate months of TOIL leaving the business under capacity and with a financial liability.

**Action: JI**

Jonathan Moore is to assume responsibility for the competition review. **Action: JM**

#### **21.1.2 SE Meeting - Tuesday 29<sup>th</sup> November**

Meeting with Mel Bennett from Sport England (SE) to review the targets for next 4 years. The focus for the next funding cycle is to work with the 'core market' to maintain clubs and sporting infrastructure. The target number to focus on is retention; we will have a clearer direction following the meeting. Sub groups of staff and Commission representatives will be tasked with re-scoping Strategy 2024 in the context of the new submission. The level of cut to our funding has not been confirmed. **Action: JI, LC, SM, JW,FB**

**21.1.3** JI confirmed current staffing morale is positive even with the recent changes. There will be a projected £46k saving against the staffing budget for this year. The costs will be updated following the appointment of the COO and other temporary staff.

**Action: JI**

**21.1.4** We need to consider how to reduce the number of staff used at events and competitions. This could be achieved by empowering and training a volunteer workforce.

**21.1.5** The current staffing structure was presented. The Board requested that an updated version should be circulated with staff names to be included to the structure and current vacant posts to be identified **Action: JI.**

**21.1.6** Acting CEO will investigate how many staff contracts run out March 2017. Particularly the Volleyball Relationship Manager posts. Staff will need to be informed about options for funding for post March 2017.

**21.1.7** The new Chief Operating Officer post has been advertised. Interviews will take place on the 7<sup>th</sup> December with the Acting President, Acting CEO and Mel Bennett(Sport England) as the Panel. It is hoped the successful candidate will be in post ASAP.

**21.1.8** Lincolnshire Sport continue to provide support to Volleyball England. Trudy Hanson (Business Manager) and Chris Johnson (Performance Director) will be leading on business handover when the Business Manager leaves and a performance audit respectively.

**21.1.9** Workforce Manager –Gillian Harrison now recruited. Contract to March 2017. As GH is President of Coaches Commission there is a need to identify an Acting President.

**Action: SM & Coaches Commission**

**21.1.10** Two members of staff have been recruited to provide support admin for Competitions and Workforce teams, all newly recruited staff (except the COO Role) will only be employed until March 2017.

**21.1.11** To support Marketing and Talent we are looking at two consultancy agreements - Marketing and Communications 2 days per week, and Talent 1-day per week.

**21.1.12** The Marketing Manager has now left the post and the role of the existing Marketing and Media Officer has been reviewed. A more prominent presence in the office is required and the Marketing and Media Officer will move from 1 day a week in the office to 3 days a week.

**21.1.13** The use of volunteer photographers should be explored; possibly pro bono work. This will engage volunteers and help reduce staff workload and costs especially at events.

**21.1.14** Volleyball England needs to engage and encourage all volunteers. Board members need to act as advocates for all Volleyball England projects and programmes.

#### **21.1.15 RISK REGISTER**

The Risk Register must be a regular agenda item on every Board meeting and needs to be used to support business development.

Could the FIVB Development Centre be a risk?

Could the National Volleyball Centre be a risk?

The current register needs revising both for accuracy and clarity.

**It is the duty, and legal responsibility, of the board to review the Risk Register and to ensure actions are put in place to mitigate risk.**

**Action: TW** review the current Register and advise the Board on the format, the content and its operation.

**Action: KN** Risk and Issue management to be a regular agenda item.

#### **21.20 FINANCE REPORT**

##### **Q2 Finance Report 15/16 - Presented within the board papers - ML**

**21.2.1** The 2015-16 accounts are currently being audited by BDO, they are expected shortly.

**21.2.2** The Q2 paper shows a £108k deficit at the end of year. As SE funding, could not be used in the settlement with LW the £115k cost is shown as an exceptional item and will come from Volleyball England reserves.

**21.2.3** Budgets – there are some coding errors within the financial papers submitted. This could show incorrect figures against budget codes. Corrections need to be made and the Revised Q2 budget to be recirculated to the board.

**Action: DG/JB**

**21.2.4** Biggest risks (Debtors) – CEV/FIVB have been invoiced. FIVB have said they paid their contributions in advance and none are outstanding. Unclear about the CEV position. These grants will be examined and followed up if possible. In terms of the budget forecast it may be prudent to assume that the sums are not recoverable. KN to approach FIVB/CEV when clarity is available on outstanding invoices. RC offered to assist in discussions with FIVB/CEV.

**Action: JB /DG to track past payments against invoices.**

**Action: KN/RC**

**21.2.5** It was noted that several competitions; VEFT, Cup Finals and Super 8 Finals incurred significant losses. Board members wanted to have more details on how these losses occur and whether in the context of the significant budget deficit these could be reviewed. It was noted that in recent years there has been no evaluation of the impact of programmes and expenditure on meeting the targets in Strategy 2024. There is a need for Commissions, staff and relevant Board Directors to undertake such evaluations not just in the context of the 2016-7 budget but also in going forwards.

**21.2.6** VAT- Dirk George has been successful in making historic VAT claims on our behalf. The final claims have yet to be submitted. DG will look at VAT recovery work within the ASA service agreement.

#### **21.2.7 Outsourcing of Finance function**

- Agreement has been reached to outsource the finance function to ASA who are also based in the Sport Park. ASA have confirmed they will use the Volleyball England IT system. The fee will be £5k per quarter Review to ensure we get the right service at the right price.
- Volleyball England to retain control of payroll.
- Sandra Andrews will continue to be responsible for maintaining inputs

**Action: JI to keep watching brief and review at 3 months.**

**Action: JI/KN SLA with the ASA to be confirmed.**

### **21.3 NEW SPORT ENGLAND CODE OF GOVERNANCE**

**21.3.1** JI took the Board through the new Sport England Code of Governance in detail. As reported earlier the Governance of Volleyball England is a cause for concern with Sport England. It is currently not strong enough, and could affect future SE funding.

**21.3.2** There is a considerable amount that Volleyball England needs to do to meet the requirements of the Code. There are five Principles detailed in the Code. **The areas detailed below are our immediate priority under each Principle, and the time line for achieving the actions listed, is by the date of the next Board Meeting on 23<sup>rd</sup> February 2017**

#### **Principle 1: Structure**

**Organisations shall have a clear governance structure, led by a Board which is collectively responsible for the long-term success of the organisation and exclusively vested with the power to lead it. The Board shall be properly constituted, and shall operate effectively.**

**21.3.3** Under the Sport England Code a Nomination Committee is required. The Sport England Code requires (Para 1.26)

*A majority of the members of the nomination committee shall be independent non-executive directors and it shall be chaired by the chair (except when it is dealing with the appointment of a successor to the chair, when it shall be chaired by an independent non-executive director)*

Recruitment of both internal and NEDs to start early in 2017.

**Action: KN/JM/TW to establish a Nominations Committee**

**21.3.4** The recruitment process onto the Board needs to be reviewed and recruitment needs to be based on the skills and diversity that the Board needs to be effective and to meet the requirements of the Code. This must take into account that the Board is made up of Nominated (elected under the Articles at an AGM) and Non-Executive Directors. The skills matrix must be published and reviewed annually by the Board.

**Action: Nominations Committee to propose the skills matrix required for the next round of elections of Directors in July and the appointment of a replacement NED.**

**21.3.5** We are required to identify the Senior Independent Director (SID) Para 1.20. The duties of the SID can be found on p58 of the Code.

**Action: KN to consult with JM/TW on this role**

**21.3.6** All Directors to review the Terms of Reference of the Board; Articles 10 & 11. Also, sub groups as laid down in Articles 27 -31 and Paras 4 & 5 of the Framework Agreement to see if they are current and relevant. The Articles and Framework are downloadable from the website.

**Action: All Directors**

**21.3.7** A Finance and Audit Sub Committee needs to be established (para Code 1.23-4)

**Action: JB to establish**

**21.3.8** Finance and Audit Committee to review our financial policies and procedures.

**Action: JB**

**21.3.9** Terms of reference for Board Committees and Commissions should have clear terms of reference which identify their responsibilities and any powers delegated to them by the Board.

**Action: SM, LC, FB, JW, JI to review Commission Terms of Reference and report to next Board meeting**

**21.3.10** Minutes from Committee meetings, e.g. Nominations and Audit plus the Commissions must be made available to the Board. The Board should make these available, for reasons of transparency, on the website.

**Action: JI**

## **Principle 2: People**

**Organisations shall recruit and engage people with appropriate diversity, independence, skills, experience and knowledge to take effective decisions that further the organisations goals.**

**21.3.11** With resignations and Directors retiring/reaching the full term they are permitted under the Article/Code, there will be a need to recruit up to 6 new members of the board at the AGM.

**21.3.12** The recruitment process for new Directors, both Nominated and Non-Executive must be documented and made available to the Board and to relevant stakeholders.

**Action: Nominations Committee**

**21.3.13** The Board must adopt a target of 30% and take appropriate actions to achieve a minimum of 30% of each gender on the Board. It must also identify, proportionate and appropriate actions to meet the diversity targets in the Code.

**Action: Nominations Committee**

**21.3.14** New Directors BL/LC/FB all to have an induction

**Action: BL/LC/FB with JI**

**21.3.15** Director Induction Pack with expectations and legal responsibilities to be presented to the next Board meeting.

**Action: JI**

**21.3.16** A more formal structure must be put in place to ensure pre-training and induction so new members are ready to start work following elections at AGM

### **Principle 3: Communication**

**Organisations shall be transparent and accountable, engaging effectively with stakeholders and nurturing internal democracy**

**21.3.17** We are required to set a strategy for the organisation, publish it and give an annual report on progress against it.

**Action: Board to review 2024 and republish any amended version on the website**

**21.3.18** Publish a statement of intent about commitment to equality and diversity goals and our policies and procedures relating to equality and diversity.

**Action: JI to review existing and report to next meeting**

**21.3.19** We are required to “develop a strategy for engaging with, and listening to, its stakeholders which the Board shall contribute to and review annually”

**Action: Commissions asked to consider this at their next meeting and to report back to JI**

**Action: Communications officer to review Commissions feedback and report to Board.**

**Action: Communications officer to review web site to ensure we are compliant with the Code**

### **Principle 4: Standards and Conduct**

**Organisations shall uphold high standards of integrity, and engage in regular and effective evaluation to drive continuous improvement.**

**21.3.20** We are required to have an annual review of the skills and performance of the Board and of individual Directors.

**Action: KN & Senior Independent Director**

**21.3.21** There should a similar review of Commission and Committee performance. Led by the Chair of the Committee/Commission and reporting to the President.

**Action: KN & Senior Independent Director to draft Evaluation for Commissions**

**21.3.22** We are required to have a mandatory Directors Code of Standards and Conduct (Para 4.4)

**Action: JI to review existing documentation and report to the next Board**

**21.3.23** We need to maintain a register of Director's Interests to avoid any conflicts of interest

**Action JI to circulate if the information is not already on file**

## **Principle 5: Policies and Processes**

**Organisations shall comply with all applicable laws and regulations, undertake responsible financial and strategic planning, and have appropriate controls and risk management procedures.**

**21.3.24** Ensure that Directors have a statement of their legal responsibilities (Para5.1)

**Action: JI**

**21.3.25** Finance and Audit Committee to ensure our policies and procedures meet the requirements of Para 5.2-5.5 of the Code.

**Action: JB**

**21.3.26** The Board must produce a four-year forecast as well as an annually approved Budget and monitor progress against that plan. The 2017-8 Budget is normally presented for approval at the February Board meeting. In the light of the uncertainty over our funding this and the four-year forecast may be delayed.

**Action JB &JI to monitor situation**

**21.3.27** Risk Register. The action proposed in Minute 21.1.15 should be considered in conjunction with the requirements in the Sport England Code Paras 5.7-5.8

**Action: TW, JI**

## **Other Governance issues to be resolved**

**21.3.28** A Staff sub- committee (para 4.2 of the Framework) needs to be established for 2016-7

**Action: JM to establish**

**21.3.29** Review Staffing Handbook policy and process, based around values. Updates could be agreed remotely then the updated policies to be rolled out to staff.

**Action: JI to produce a calendar to show when policies to be reviewed**

**21.3.30** Need to ensure all complaints, grievances etc., are brought to the notice of the Board to ensure we reduce potential risk.

**Action: JI**

## **EB/16-17/22 Matters for noting**

### **National Volleyball Centre**

**22.1** The expressions of interest from the facilities bidding to be the NVC has been put on hold until we have a clearer understanding of our future funding. Those who have submitted an Expression of Interest (EOI) will be informed that the process has been put on hold.

**22.2.1** Volleyball England is unable to commit longer term to the NVC at Kettering until the outcome of the funding application to Sport England is known. However, there is a need to ensure we can deliver the events / training / competitions in the 2016-7 Calendar.

**Action: It was agreed to continue to use the NVC Kettering for the next 6 months.**

### **22.3 CEV congress report – RC Update on submitted report**

- CEV Funding to Volleyball England to be confirmed, not yet agreed
- Development grants open, can now apply
- Spanish Federation- offer of use of Beach training Centre for CG players.

### **22.4 Draft Code of Conduct (CoC) for all participants- tabled**

This document has been prepared by ML and **Kevin Carpenter (BVF)**. There is a need to relate it to the forthcoming new SE volunteer strategy. This area currently sits with Workforce. Volunteer CoC needs to be reviewed to include a CoC for the Board and other key volunteers.

**Action: JI to pick up CoC review with Kevin Carpenter (BVF)**

## **23.0 CHAIRMAN'S UPDATE**

**23.1** The Project working with Namibia and Zambia Volleyball Federations has now been concluded. This was funded by UK Sport for 2 years.

There are no ongoing obligations and work has been completed. Board expressed uncertainty as how it was used to raise Volleyball England's profile

**23.2** KN had received an e mail from an officer of FIVB wanting to discuss an application from Volleyball England for funding under the programme 'Invest to be the best'. The Board had not been informed of this application. It appears LW made this application on her own.

**23.3** A search of the office files turned up a document requesting a total of \$9.46m. This was for \$0.54m to supporting a FIVB Global sponsor search in London, \$2.88m to promote more "Eyeballs on Volleyball" through events and media work, \$4.16m on a "Bigger & Better" participation and performance programme and \$1,88m to host the 2019 World Beach Champs.

**23.4** The Board were concerned that this strategic application had been made without reference to, or approval by the Board. This places Volleyball England in a difficult position with FIVB. Volleyball England is not able to commit to these projects unless there is no financial risk.

**Action: KN to contact FIVB for further information**

**23.5** Development of a relationship with Poland Volleyball Federation. There has been informal discussion between representatives of the Polish VBA and Geoff Allen about developing greater links and cooperation between the two countries. The Board felt this was a significant opportunity that needs to be investigated further to identify opportunities, and any cost implications.

**Action: BL to make contact and present a paper with more information to the next Board meeting.**



**23.6** Marketing and Communication Strategies had been prepared in the last year. These need to be revisited in the light of the new Sport England funding Strategy and the revised objectives of Volleyball England. The need for increasing our commercial income and improving our communication with internal and external stakeholders have assumed a greater importance. The Board requests that the appropriate officers review these Strategies and prepare reports for the Board.

**Action: JI**

**23.7** Financial planning for Volleyball England has been done on a historical basis. This needs to change and review procedures initiated to allow the Board to assess the impact of investments and ensure that budgets are adhered to.

**Action: JB & Finance and Audit Committee**

**23.8** It was confirmed that Nominated Directors should be in close contact with Commission Presidents to agree the work programmes for Commissions to ensure they have relevance to the 2024 Strategy, to link Commission and Board calendars as far as possible to ensure the Board receives Commission Minutes prior to Board meetings. A coordinated Calendar for 2017-18 is needed.

**Action: FB,SM,JW,LC**

**23.9** It was agreed that Board members have an important role to play as ambassadors for Volleyball England and advocates of our policies to internal and external stakeholders. Attendance at Commission Meetings, Regional Associations and Volleyball England Competitions and events by Board members was important in this respect.

**23.10** With the increasing workload for Board Members, who were also engaged in other areas of volleyball, the use of other methods of working together e.g. Skype and other computer programmes should be investigated.

**Action: BL, TW**

**23.11** The Board thanked Martyn Lindsay for his 16 years of services to Volleyball England; he will be finishing in his role on December 2<sup>nd</sup>.  
In addition Brian Treadwell and Geoff Allen have both stepped down from the board; the Board thanked them for the work they had both done to support Volleyball.

**A summary and check list of Actions can be found on Pages 10 & 11**

Date of next board: 25/2/17 Loughborough  
The meeting Closed 3.39pm

**Signed as a true record .....**

**Date.....**

<b>ACTION BY</b>	<b>MINUTE NUMBER</b>	<b>REFERENCE</b>	<b>CHECK LIST</b>
<b>ALL</b>	21.3.6 21.3.17	Review Board and Articles Review Strategy 2024	
<b>KN</b>	21.2.4 21.2.7 21.3.3 21.3.4 21.3.5 21.3.12 21.3.13 21.3.20 21.3.21 23.4	FIVB/CEV payments Sign ASA SLA Form Nominations Committee Skills Matrix & NED Senior Independent Director Director Recruitment process Board Diversity Strategy Board Performance Review Commission Evaluation Contact FIVB	
<b>BL</b>	21.3.14 21.53 23.10	Board Induction Links with Poland Methods of working	
<b>JW</b>	21.1.2 21.3.9 21.3.19 23.8	Rescoping Strategy Review Commissions Terms Communications Strategy Commission work programmes	
<b>JB</b>	21.2.3 21.2.4 21.3.7 21.3.8 21.3.25  21.3.26 21.54 23.7	Budgets FIVB/CEV payments Set up Audit & Finance committee Review Financial Procedures Check Policies meet Sport England Code Four Year forecast Impact review	
<b>FB</b>	21.1.2 21.3.9 21.3.14 21.3.19 23.8	Rescoping Strategy Review Commissions Terms Board Induction Communications Strategy Commission work programmes	
<b>LC</b>	21.1.2 21.3.9 21.3.14 21.3.19 23.8	Rescoping Strategy Review Commissions Terms Board Induction Communications Strategy Commission work programmes	
<b>SM</b>	21.1.2 21.1.9 21.3.9 21.3.19 23.8	Rescoping Strategy New President Coaching Review Commissions Terms Communications Strategy Commission work programmes	
<b>TW</b>	21.3.3 21.3.4 21.3.5	Form Nominations Committee Skills Matrix & NED Senior Independent Director	

	21.3.12 21.3.13 21.3.20 21.3.21 21.3.27 23.10	Director Recruitment process Board Diversity Strategy Board Performance Review Commission Evaluation Risk Register Methods of working	
<b>JM</b>	21.3.3 21.3.4 21.3.5 21.3.12 21.3.13 21.3.20 21.3.21 21.3.28	Form Nominations Committee Skills Matrix & NED Senior Independent Director Director Recruitment process Board Diversity Strategy Board Performance Review Commission Evaluation Re establish Staff Committee	
<b>JI</b>	21.1.1 21.1.2 21.1.3 21.1.5 21.2.7 21.2.7 21.3.10 21.3.14 21.3.18 21.3.19 21.3.22 21.3.22 21.3.23 21.3.24  21.3.26 21.3.27 21.3.29 21.3.30 22.4 23.6	Staffing Rescoping Strategy Update staffing costs Update staffing template Monitor ASA contract Sign ASA SLA Publish Minutes on web site Board Induction Equality/Diversity policy reviews Stakeholder Communications Directors Code of Conduct Directors Register of Interests Directors Legal Responsibilities Four Year forecast Risk Register Policy Calendar Report Complaints Grievance Participants Code of Conduct Review Marketing/Communication Strategies	
<b>JM</b>	21.1.1	Competition Strategy	
<b>RC</b>	21.2.4	FIVB/CEV payments	