

# ABA OF ENGLAND LIMITED BOARD MEETING DATE 16<sup>th</sup> January 2013 EIS, Coleridge Road, Sheffield, S9 5DA 11.00am

Item 1	Present	l =
	Voting Attendees:- R Caborn - RC (Chairman), D. Rulten - Eastern (DR), F. Keyani - Home (FK), T. Goreham - London (TG), A Lynch - Merseyside & Cheshire (AL), J. Donnelly - Midlands (JD), D. Cockell - East Midlands (DC), H. Herbert - North West (HH), H. Slater - Southern (HS), D. Newth - Tyne Tees & Wear (DN), A. O'Kane - Western (AOK), M. Ryan - Yorkshire (MR), D. Chapple - CSBA (DCh), S. McHugh (SM), F. McKelvie (FM)	Inform ation D= Decisi on A= Action
	Non-voting Attendees K. Walters –KW (President), M.Abberley - MA (CEO), G. Valentine- PBA (GV), R Tulley – ABA Staff (RT), R. Gibson – ABA Staff (RG), H.McCluskey – Sport England (HM) D Barnard – Secretariat & Operations Manager (DB)	
	Apologies None	
Item 2	Declaration of Interests	
	TG – BABA Board member RC – BABA Board member	I
Item 3	Legals & Constitution of New Board	
	RC addressed the attendees as follows;- "Today we are meeting to constitute the new Board of the ABAE in accordance with the directive of the members at the ABAE AGM in September 2012.	
	<u>Chairman's Appointment</u> In accordance with the Memorandum and Articles of Association and the Transitional Arrangements document, approved at the 2012 ABAE AGM, I was appointed as Chairman of the ABAE for the 4 year period commencing 1 <sup>st</sup> January 2013.	
	Non-Executive Director Appointments I also confirm that in accordance with those documents, Ms Fiona McKelvie and Mr Shaun McHugh were also appointed as Non-Executive Directors with effect from 1st January 2013 and I am sure that you will welcome them to the Board, as I do.	
	As a matter of record, If anyone at this meeting knows of any reason why any of these people should not be appointed as Directors I ask that they make this and their reason known now.  There were no objections	D
	RC continued;- I also note that the previous Board was to identify and appoint a third non-executive director and that this recruitment is currently in progress.	

It will fall to the new board to complete this task and appoint the relevant candidate when selected. I will update the Board in due course as that process continues in accordance with the ABAE's existing fair and open recruitment policy.

### Elected Executive Directors

In terms of elected Executive directors, I have received the following;-

- A nominated Director for the CSBA Darren Chapple
- An elected Director for Eastern Counties Association Derek Rulten
- An elected Director for Home Counties Association Faz Keyani
- An elected Director for London Association Ted Goreham
- An elected Director for Merseyside & Cheshire Alan Lynch
- An elected Director for North West Region Association

   Henry Herbert
- An elected Director for Southern Counties Association

   Harry Slater
- An elected Director for Tyne Tees & Wear Association

   Davey Newth
- An elected Director for Western Counties Association Andy O'Kane
- An elected Director for Yorkshire Association Mick Ryan

If anyone at this meeting knows of any reasons why any of these people should not be appointed as Directors I ask that they make this and their reasons known now **There were no objections** 

#### RC Continued:-

The above mentioned will be appointed to the ABAE Board with immediate effect.

### New Association Executive Directors

I have also received the following names;-

- An elected Director for the new Midland Counties Association John Donnelly
- An elected Director for the new East Midlands Association David Cockell

These two Associations were formally one regional association, known as Midland Counties, as described and accounted for in the current Articles of Association.

It was approved at the ABAE AGM in September 2012 that this Association could, going forward, be split into two new Associations. I understand that both new Associations have now been formed and have held their inaugural AGM.

A meeting is due to take place between the two new Associations' representatives and the national governing body to determine that all relevant administrative, governance and financial issues have been completed to the satisfaction of both Regional Executive Committees and the NGB. We currently await notification of some of the association representatives attending the meeting, to enable the scheduling of that group later this month.

Provided the satisfactory completion of all aspects of the split are completed at this meeting I propose that a resolution be created and put to the ABAE's voting members to request approval of an amendment to the current Articles of Association, to recognise and include the two new Associations.

Pending the above being completed, the two new Associations are not approved entities of the organisation and as such, their elected representatives can have only observer status at Board meeting. There is no mandate for these two regions, as yet, to have either a director or

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vote on the governing body.

I therefore suggest that today, if you are in agreement, the Board takes a vote to appoint and

i therefore suggest that today, if you are in agreement, the Board takes a vote to appoint an give voting rights for the two pending directors with immediate effect.

All were in agreement

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Once the resolution to accept the two Associations has been approved, the amendment will be duly made to the Articles of Association for ratification by the members at the 2013 AGM. **All agreed** 

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### THE DRAWING OF LOTS TO DETERMINE FIRST TERM TENURE

In accordance with the agreed Articles of Association and Transitional Arrangements, we need to establish the length of the first term of office for each appointed Regional Director. It was previously approved that lots would be drawn for this and the terms of 2 years, 3 years and 4 years would be sufficient to ensure an adequate rotational retirement of Directors.

This will provide continuity to the board, enabling a reasonable number of Directors to retire at any one time with least disruption to the on-going business.

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Each Director will draw one card from the Lot Bag. That card will denote the length of the selecting Director's first term of office – either 2, 3 or 4 years. At the end of that term the Director will be required to retire, with the option of being nominated and elected again by their Association for a second term of 4 years, at which point their service to the Board must end.

I will now call upon those Association Directors appointed above to select one card and show that card to the meeting delegates, for the correct noting and minuting of their first term of service.

## Lots were drawn as follows;-

Derek Rulten – 4 Years	Faz Keyani – 3 years	Ted Goreham – 3 years
Alan Lynch – 2 years	John Donnelly – 2 years	David Cockell – 4 years
Henry Herbert – 2 years	Harry Slater – 4 years	Davey Newth – 3 years
Andy O'Kane – 2 years	Mick Ryan – 3 Years	Darren Chapple – 4 years

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### All lots drawn and minuted

## COMPANIES HOUSE ADMINISTRATION

It is a requirement by law for all appointees to be listed as Directors of the company, at Companies House. I will now call upon all appointed Directors, to receive and complete the necessary form to enable them to be formally added as a Director of the Board of the ABAE and an additional form to declare any potential conflicts of interest. (Forms were circulated, completed and collected)

This concludes the constitution of the Board and all that remains is for me to welcome you all to the inaugural meeting of the new board of ABAE.

DB to complete administration for Directors with Companies House, with amended Articles of Association.

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## Item 4 Chairman's Opening Statement

RC made a statement to the attendees in which the following points were highlighted;-

- 2012 most significant year in ABA history
- National consultation took place re ABA structure for the future, for the good of boxing (thanks were given to those who took part).
- Structural Reform Group was formed and their proposals accepted unanimously by Board, Council & AGM
- New Board has a duty to put the development of clubs and membership at its heart
- Club development and membership should be the core of the Boards work over the next 4 years
- ABA must have effective communication Information must not be put out in vacuums
- Decisions must not be made by individuals without proper consultation
- Coaching must be reviewed (Paper to be presented later in meeting)
- BABA to be outward looking, using their considerable experience from coaching elite athletes
- The divide between nation states and the elite body must go
- Boxing is now in over 2000 schools
- There should be boxing specialists in schools
- Employment opportunities should be forthcoming using skills learned in boxing
- More capacity for boxing is available in the private sector
- ABA needs to look at club capacity the next two years will be tough for communities
  as their sports facilities will come under more pressure in the economic climate
- Development through the Sport England (SE) Funding Award has been excellent
- Thanks to Rebecca Gibson & Ron Tulley, for a great award pitch, there is a 20% increase in the award from SE for the 2013-17 Whole Sport Plan (WSP)
- The award can be used to lever more money into ABA

## **BABA**

- Some concerns with regards to BABA
- ABA must start to assert its authority
- BABA is there because ABA is prepared to seek powers through BABA
- England is 85% of BABA and as such, should have majority say in that organisation
- ABA Chairman's fiduciary duty is to ensure that ABA is suitably represented we must do that
- If not fairly represented then we must withdraw

RC then read the statement from UK Sport re the Articles of Association of BABA

RC explained to the Board how BABA has come to its current position re it's governing body structure, which was a Board with a sub group consisting of England, Wales and Scotland who, given the set-up at the present time, could veto any decisions by the Board. In that sub group he representation of the home nations vote is currently shared on an equal basis of 1/3, 1/3 and 1/3, enabling Wales and Scotland to outvote England at any time and apply the veto.

RC stated that this cannot be correct or acceptable, given that England has 85% of boxers going through BABA. He informed the attendees that he had made his views known and that a working party had been set up and proposals agreed, which is what UK Sport referred to in their recent statement. Wales & Scotland want to keep the equal voting shares (one third each).

RC suggests an extra-ordinary meeting be held by BABA, to agree the recently agreed proposal or to come to a mutually acceptable alternative and stated that 1/3 equal ownership is not in line with historical and other voting rights.

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RC also confirmed that the BABA Articles and Memorandum were broadly agreed, but that Wales & Scotland still wanted to keep the veto as is.

RC stated that he rejects this, knowing of no other organisation, where those who bring in the majority of assets get no additional voting rights. ABA needs to ensure that BABA works in a more collegiate way and that this filters down to the NGB's.

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RC put forward as follows;-

UK Sport, in the funding decision in relation to the 2013-17 funding, stated the following;-

"BABA should either reach agreement on the changes to the memorandum and articles of association as proposed by the BABA working group, including the proposals in relation to members (or a mutually acceptable alternative), or we will impose specific binding conditions on our award in relation to the delivery of the BABA performance plan"

The chairman RC proposed that the ABAE call an extra-ordinary meeting of the BABA to propose that the changes recommended by the working party be accepted so that the ABAE has the confidence moving forward, that ABAE's contribution to the organisation is properly protected in the future.

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Proposed RC: Seconded D Newth Proposal accepted unanimously

<u>AIBA</u>

RC informed the directors that there were two issues relating to AIB;-

- WSB
- Appointment of ABA members, made at AIBA without reference to the national federation

### **WSB**

Reconfirmation was made that a series of meetings had been held around the country to discuss WSB and that the membership had agreed to support WSB. A letter had been sent to BABA that reflects the membership discussions.

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### Appointments/Decisions involving ABA members/ employees

RC stated that, it was a non-negotiable issue that England is the affiliated member of AIBA and that ABA needed to have discussions with AIBA, who are making decisions on our coaches & boxers without referring to ABA. RC informed the directors of 2 recent issues;-

- An employed coach being appointed to an event by AIBA, potentially leaving ABA with a financial loss
- Appointing individuals, whose nominations were unsupported by ABA and presenting them as representative of England, without ABA's backing

A discussion took place regarding the current process of nominating people to AIBA and ABA's role in this.

It was agreed that AIBA should come direct to ABA for nominations and that ABA would submit their amended Rules and Regulations, with a request for a meeting to discuss representation

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AP: MA to submit ABA amended Rules and Regulations, with a request for a meeting to discuss representation

RC concluded the Chairman's statement by summarising that;-

"ABA are hoping to work with Police Commissioners, Schools and the Private Sector as the

	opportunities for growth are considerable, but we will only grow if we pay attention to the clubs and membership.	
Item 5	Subcommittees  MA recapped the outcome of the restructure, informing the Directors that a further piece of business to complete was to put subcommittees into place.	
	MA referred to the Subcommittee paper (in Board back papers), giving a suggested list of potential subcommittees required by ABA. This range should include:	
	<ul> <li>Technical sub committees related to the central activity of the organisation – boxing</li> <li>Strategic sub committees overseeing the development of the sport and the interests of the membership</li> </ul>	ı
	Organisational Sub committees to oversee corporate responsibilities	•
	The following sub committees were recommended to the Board;-	
	Technical Subcommittees  • Medical	
	<ul> <li>Championships, Technical and Rules, Referees and Judges</li> <li>Performance and Coaching</li> </ul>	
	Strategic Subcommittee	
	Clubs, Membership and Development	
	Organisational Subcommittees	
	MA informed the Board that the AGM approved the following;-	I
	<ul> <li>The Board will put the subcommittees in place</li> <li>Subcommittees will report to the Board</li> <li>The Board is the decision maker</li> <li>Each subcommittee will be chaired by a Director of the Board</li> </ul>	
	<ul> <li>The Director will be responsible for reporting the subcommittees business to the Board</li> <li>Subcommittee reports will be a permanent item on the Board agenda</li> <li>Non ABA members may be brought into subcommittees, in relation to areas of expertise/advice</li> </ul>	
	RC stated that there were slightly more subcommittees than he had anticipated but had been persuaded that these were the key requirements.	I
	A short discussion took place in relation to subcommittee members, including chair and vice-chair appointments, reporting responsibilities and secretarial issues. The following points were made/agreed;-	
	Compliance/Hr/Legal would include issues such as CRB's/Child protection/Employee & employment issues/Volunteer checks, including breach of rules/complaints	
	Champs/Tech Rules/R and J's – envisioned that this would sometimes need to have additional resources made available to enable small working groups to work in relation to individual areas where conflict of interest needed to be removed (ie for certain decisions, such as appointment of officials and/or when agreeing rules which	

linked with Championship criteria) No Director to be appointed to more than 2 subcommittees After hearing issues relating specifically to R & J work and workload, RC suggested that the shown structure be approved, with feedback being taken from the Chair of the Championships, Technical and Rules, Referees and Judges Subcommittee on how the committee will operate. AP Chair of Championships, Technical and Rules, Referees and Judges Subcommittee to feedback to Chairman & CEO on how subcommittee will operate Proposal: Accept Subcommittee structure as shown today, with 2012 ABA AGM agreed guidelines Proposed RC Seconded KW All agreed unanimously D MA confirmed that the order of business for Subcommittees would be as follows;-**Appointing Chairs** Agreeing Terms of Reference (TORS) Populating the subcommittees RC opened up the floor for suggestions on the appointment of chairs for each committee. After a short discussion it was agreed that Directors would put forward their names to RC/DB during the meeting/lunch break, for any committees they were interested in acting as Chair or Vice-Chair of and a vote would take place for those nominees later in the meeting. All agreed D Item 6 Overview of Whole Sport Plan/Sport England Funding MA addressed the Board saying RC was keen for the Board to develop the strategy to deliver the WSP. MA gave a presentation overview of the WSP (hard copy with Board back papers). He also spoke about affiliation income and the annual budget meeting in March, which is for the Boards approval of the budget and the WSP. MA introduced Hazel McLuskey and her role as our relationship manager. HM spoke to the Directors covering the following points in respect of the SE award:-Payment by results Additional funding possibilities Governance requirements for the 2013-17 WSP funding award The Board taking responsibility for the spending of SE monies RC then spoke in relation to the fact that UK Sport and SE have linked some areas of funding and about the requirements made of ABA to access funds, these included;-Clubs – more people into clubs and retention of members to increase participation Subcommittees – the Clubs/Membership subcommittee will link in with SE to administer the £1m fund available Head of Performance – recruitment of this post by April 2013 is a requirement by SE in order to access the additional Talent & Performance funds. The Chair and Vice-Chair of this subcommittee were to be involved in this recruitment. The SE award included the monies to cover the head of Performance role, taking the total fund to £1.2m Performance & Talent Review

MA stated that point 7 of the agenda could be covered in this discussion and provided an overview of the planned structure of the Performance and Talent Unit and the requirements of Se for Talent going forward in the 2013-17 WSP. A discussion took place regarding the Head of Performance role and the funding available for this area of the WSP.

RC asked the Board for the following actions to be completed;-

- To agree the HOP job description
- Members of the board from within the Performance and Coaching subcommittee to assist with recruitment process

RC requested the names of 2 Directors to work with MA to agree the JD and role advertisement. This would then be circulated to the Board Directors agreed were Henry Herbert and Darren Chapple AP: MA to circulate JD & Ad to above Directors

RC confirmed that MA was due to meet with SE Talent team representatives the following day (17th Jan) and would feed back to the two delegates.

### HR & WSP

MA gave a PowerPoint presentation to the Director, including a proposed structural organogram.

MA showed the skeleton structure proposed around the WSP 2013-17 and confirmed that members of the Board, currently present, were on the resource committee.

A discussion was held by Directors on the roles within the organogram, including the Head of Performance role, the coaching/coach structure and the restructuring of the BDO roles to make them more club focussed. A point was raised re national coverage of development roles and it was highlighted that the CSO roles shown on the organogram would provide national overage.

RC asked if the structure shown would deliver what SE needs, stating that he had made it clear that he wanted this to be the best NGB in the country. MA confirmed that in his opinion, at this stage prior to consultation, the organogram was fit for purpose.

MA notified the Board that the majority of staff were contracted to 31.03.13 and that a consultation needed to start with staff. This was scheduled for next week, when the first stage would take place, with HR expertise in support. He informed the Board that he would carry out this consultation, reporting on-going developments to the Chair.

RC informed the Board that MA has responsibility for carrying out the decisions of the Board. When the organisation was ready to set staff on, that decision would come back to the Board, at their budget/finance meeting in March, as the staffing structure impacts directly on the ABA budget, which they will be asked to approve. In addition the Board will be updated in relation to the on-going HR consultation and the financial structuring in response to the Sport England funding profile.

RC confirmed that general staffing/contract renewal responsibilities sit with MA as CEO.

RC highlighted that he would be managing the CEO throughout this process and on an ongoing basis and through the CEO, the operational staff, to ensure delivery.

It was requested that after completion of the consultation process the Board be provided with a brief paragraph for each role in order to understand the responsibilities held by each person within the overall staff structure, in order that the ABA's objectives can be delivered over the next 4 years. MA confirmed that this would be provided on completion of the consultation process and staff appointments.

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RC informed the Directors that it was his intention to bring the ABA staff into the Board meetings going forward, so that Directors could speak to them. Two directors were identified to act in an advisory capacity as and when required:-Faz Kevani and David Cockell All agreed D FK (Home Counties) asked the Chairman if Board meetings could be held at weekends, due to some Directors having other commitments. A brief discussion took place, with various preferences being put forward. RC stated the historical position that board meetings had traditionally been held during the week but offered to put the issue to a vote with the choice being weekend or weekday meetings. A vote took place as follows:-In favour of weekend meetings: 3 In favour of weekday meetings: 7 D Following the vote it was agreed that meetings would take place mid-week. RC informed the Directors that for this inaugural year he would schedule a Board meeting every two months, with a view to moving to quarterly meetings following the end of 2013. **Director Training** DB referred to the training information provided in her report (in Board back papers) and informed the Board of the plans being put in place for continuous training/knowledge and skills workshops that the ABA had started to plan, including follow on learning sessions based on a skills matrix that Directors would contribute to. RC spoke of the need for all Directors to have the necessary skills, knowledge and information to undertake their duties and requested that the Directors with a preference for the timing of the 2 day course should decide whether this should be scheduled in the week or at a weekend, to maximise attendance. A vote took place as follows:-Weekend Training course: 5 D Weekday Training course: 2 AP: DB to provide suggested dates to Directors and co-ordinate a mutually convenient date for scheduling of the course. Α Subcommittee Structure Following the earlier discussion RC confirmed that names had been put forward for the subcommittees agreed at point 5 and that voting could now take place on the candidates. MA noted for the Board, that the Audit, Compliance/HR/Legal and Communications and Commercial subcommittees were to be chaired by the non-executive Directors and that these subcommittees would be appointing vice chairs only, from the remaining Directors All Directors were able to vote, by show of hands. Nominees were asked to provide a brief summary of their expertise in the areas relevant for which they had volunteered and the following elections took place for each subcommittee shown;-Championships/Technical Rules/R & J's Subcommittee D Nominees & Votes cast:-T. Goreham – 4, D. Rulten – 2, D. Cockell – 6, M. Ryan – 2, A. O'Kane – 1

	Result – D. Cockell appointed as Chair, T. Goreham appointed as Vice-Chair	
	Performance & Coaching Subcommittee	
	Nominees & Votes cast:- A.Lynch – 7, J. Donnelly - 1, A. O'Kane – 1. D. Chapple - 3 Result – A. Lynch appointed as Chair, D. Chapple appointed as Vice-Chair	
	Clubs/Membership and Boxing Development	
	Nominees:- A.Lynch, D.Newth, H.Herbert	
	Following the withdrawal of A.Lynch and H. Herbert confirming that he wished to be considered for Vice-Chair appointment only, appointments were confirmed as follows;-Result – D.Newth appointed as Chair, H.Herbert appointed as Vice-Chair	
	Audit Subcommittee	
	To be chaired by S. McHugh. Nominees & Votes cast:- T. Goreham – 4, D. Chapple - 6 Result D. Chapple appointed as Vice-Chair	
	Compliance/HR/Legal Subcommittee	
	To be chaired by F.McKelvie (pending recruitment of 3 <sup>rd</sup> non-exec Director)  Nominees & Votes cast:- T. Goreham – Sole Nominee  Result T.Goreham appointed as Vice-Chair	
	Communications & Commercial Subcommittee	
	To be chaired by F.McKelvie (pending recruitment of 3 <sup>rd</sup> non-exec Director) Nominees & Votes cast:- D. Newth – Sole Nominee Result D. Newth appointed as Vice-Chair	
	All positions were filled	
	Medical Subcommittee Nominees:- Chair, sole Nominee, J. Donnelly, Vice-Chair, sole nominee, M. Ryan Result: J. Donnelly – appointed as Chair, M. Ryan – appointed as Vice-Chair	
	ABA Rule Book	
	A question was asked about the current status of the ABA rule book and DB informed that this was currently awaiting the outcome of the subcommittees today, which would need to be amended. Following this the rule book would be received into the office for a small reprint, pending further changes later in the year.	I
Item 7	Performance & Talent Review/Finding for 2013-17	
Itam: 0	See item 6	
Item 8	Coaching and Coaches Review RT gave an overview of his remit and the responses in relation to the coaching consultation undertaken (see Powerpoint in the Boards back papers).	
	RC chaired a discussion around the issues in which it was commented;-	I
	<ul> <li>The module based coaching suggestion is an exciting development</li> <li>Data from the database supports the stance that 70% of level 1's do not progress and module based coaching may help to address this</li> <li>The new level 1 course may trigger more moving onto level 2</li> </ul>	
	Some do not want to progress for a variety of reasons	

	<ul> <li>Course income should not be removed from Associations</li> <li>There are waiting lists of ABA members before we consider bringing in non-members for courses</li> <li>Capacity must be increased to ensure we have the resource to deliver to the private sector</li> <li>RC referred to the letter in the back papers, from BABA, offering to work more with ABA coaches.</li> <li>RT confirmed that the Level 1 was piloted in 3 areas and hoped it would be rolled out in September</li> <li>RC said he wanted people from "the coalface", grassroots to be on the subcommittees to make sure that they have their say and that the Commission needed to come to the Board with the answers to the issues being raised.</li> </ul>	I
AOB	RC stated that various items of feedback had been received on poor quality venues being used for tournaments and championships. He stated that this issue would come under the	
	remit of the Championship Subcommittee for them to review.  CRB's Several questions were raised regarding progress in relation to CRB changes. RC requested	
	that DB re-circulate the paper provided to the previous Board, for current Directors' information  AP: DB to circulate previous CRB paper	A
	KIT The poor quality of adidas kit was raised and it was confirmed that ABA need only use AIBA stamped kit in the Senior Championships.	ı
	AIBA Weights It was requested that the Board consider amending rules to change to AIBA weights with immediate effect. RC confirmed that this had been proposed, discussed and rejected at the 2012 AGM 3 months ago and therefore would need to be put forward to the next AGM as a rule change proposal if the change was still desired in some quarters	ı
	Championships A question was raised as to how Associations apply for/bid for championships. DC confirmed that female championships were allocated by draw but Associations could put their name forward to the Championship committee if they were interested in hosting any championships available. RC commented after visiting the female final in Cannock we needed to have a review of ABA National Championships, which was the responsibility of the ABA Board and warned that we ought to be using this in the future as a positive advert for the sport and requested that a full review take place of all championships. It was agreed that the Technical/Champs/ R & J subcommittee have this on their agenda from the outset. At their first meeting	I

Item 3	Complete administration for Directors with Companies House, with amended Articles of Association.	DB
Item 4	Submit ABA amended Rules and Regulations to AIBA, with a request for a meeting to discuss representation	MA
Item 5	Chair of Championships, Technical and Rules, Referees and Judges Subcommittee to feedback to Chairman & CEO on how subcommittee will operate	DC

Item 6	Provide suggested dates to Directors and co-ordinate a mutually convenient date for scheduling of the course	DB
AOB	Circulate previous CRB paper	DB