



ABA OF ENGLAND LIMITED BOARD MEETING
DATE: 8th May 2013
Venue: EIS, Coleridge Road, Sheffield, S9 5DA
Time: 10.30am

Item 1	<p>Present</p> <p>Voting Attendees:- R Caborn - RC (Chairman), D. Rulten - Eastern (DR), F. Keyani - Home (FK) , T. Goreham - London (TG), A Lynch – Merseyside & Cheshire (AL), D. Cockell – East Midlands (DC), H. Herbert – North West (HH), H. Slater – Southern (HS), D. Newth – Tyne Tees & Wear (DN), M. Ryan - Yorkshire (MR), D. Chapple - CSBA (DCh), S. McHugh (SM), J. Donnelly - Midlands (JD),</p> <p>Non-voting Attendees K. Walters –KW (President), M.Abberley - MA (CEO), G. Valentine- PBA & Staff (GV), P.Smith – Sport England (PS), H.McCluskey – Sport England (HM), D Barnard – Secretariat & Operations Manager (DB)</p> <p>Apologies F. McKelvie (FM), A. O’Kane - Western (AOK), M. Milner (MM)</p>	I = Information D= Decision A= Action
Item 2	<p>Declaration of Interests</p> <p>TG – BABA Board member RC – BABA Board member DR – PBA</p>	I
Item 3	<p>BABA Briefing</p> <p>Matt Holt (BABA) gave a presentation on behalf of BABA (Included in back papers)</p>	
Item 4	<p>Minutes of last meeting and matters arising</p> <p>Page 2 – SM requested amendment to para 4 to indicate that information should be circulated either by email or by post and that it should be consistent, either one or the other. RC commented that this would be considered with the office and a decision made on how to proceed, by the next Board meeting</p> <p>Page 9 – Staffing issues HH requested that an addition be made to state that “the CEO will meet with SC Chairs to discuss staffing issues and value for money</p> <p>Page 11 – Commonwealth Selection – MR stated that he wished his proposal re this to be put to the Board. RC stated that the minutes were being reviewed for accuracy only and asked MR to state whether the minutes were accurate. MR agreed they were. RC stated that any other issues could be debated at the point later in the agenda.</p> <p>Accuracy of contents agreed unanimously</p>	

	<p>Matters Arising</p> <p>Page 8 – FK stated that his region would not accept the provided Secretary terms of reference as is, and that the payments should be made to the Region for the development of boxing and not to the individuals. DB stated that the document had been provided as a result of the Boards request at the last meeting, which was that any monies agreed were to be as a result of a contract made with Secretaries. DB also stated that prior to and since her arrival in 2008 all monies paid as honorariums were intended to be paid to individuals, although the issue could be debated at point 8 in the agenda, FK stated that there is no reason why the ABA had to stay with the same processes, but that he may not be at the meeting later to discuss. RC requested that the issues he wanted to raise be provided in writing, to be taken into consideration.</p> <p>Page 9 – DCh queried the selection process that had been undertaken for the Commonwealth Team Leader as the board has chosen Option 2 at the previous meeting, which stated that expressions of interest would be requested and that this had not been done and one Team Manager had contacted DCh about the issue on finding that a selection had been made. MA stated that the selection panel had considered every Team Leader for this role during their deliberations and that there was background documentary evidence to support this, which could be provided. He also stated that the panel had requested that the Board ratified this (which was to be done further down the agenda) but that the selected person had had to be identified in order to attend a related workshop before this Board meeting could take place. It was unfortunate that the ratification and announcement could not take place prior to that. He requested the name of the person contacting DCh so that feedback could be provided in relation to selection. DCh states that, where decisions/selections, such as this, were made that the information was circulated quickly to avoid this scenario in future. DCh offered congratulations to the selected candidate, from the Team Leader group.</p> <p>RC informed the Board that Gordon Valentine (present) was now a paid employee of the ABA and congratulated him on his position. RC asked GV if there had been a PBA meeting to select his successor as PBA representative. GV stated that there was to be a meeting shortly to do so. RC asked if Directors were happy for GV to stay at the meeting on behalf of PBA and there were no objections</p>	
<p>Item 5</p>	<p>Chairman’s Remarks</p> <p>RC stated that he wished to deal with items 3 & 5 together and make a statement as follows;-</p> <p>“We are at somewhat of a crossroads as far as ABA is concerned. There is a need to clear the air and decide which way the ABA wants to go. I have not joined in as Chairman of the ABA in relation to the email conversations proposing the vote of no confidence in the BABA Chairman and other related issues. This is because I do not think that this is the best way to make policy. I did say I wanted to defer because Scotland decided to pull the EGM meeting forward to the day before our meeting on 8th and this I felt was untimely did not give us the opportunity to debate the crucial issues, and they ARE crucial issues make no mistake about what decisions we are going to make today and the consequences of them. You have heard today about the modernisation programme that BABA is undertaking, broadly supported by the ABAE – we have had some discussions about that. The onus now that they are showing to the Home Nations, we would want to continue and develop that further and really learn and build the capacity in the Home Nations and we therefore want to continue, I believe, in that modernisation programme in the context of the BABA now. The decision you will take later is whether we will actually proceed with the vote of no confidence in the Chair of the BABA, which I say (and will justify this), is nothing more than wanting to remove the person that wants to keep the BABA in the format that we have seen today. The alternative to that is to hold a vote of no confidence in the Chair, in our last minutes it is clear that the TG stated that they (the other Home Nations) want one centre in Scotland, one in Wales and two in England, the main thing is that they do not trust the BABA Chairman. Well that is true because the current BABA Chairman will not deliver that structure and he will therefore have to be</p>	

removed if indeed the Home Nations want to break up the structure that is operating there. That has been my contention; I believe there is no justification at all in moving a vote of no confidence at all in the Chair of BABA. However, if this Board decided that it wanted an actual policy that it wanted a different structure to the structure of BABA then that is right and that can and should be debated and I think that is the right way forward. Despite previous reports to this Board that the Welsh would support a vote of no confidence, that is wrong and the Welsh Chair states that they have never wanted to support the vote of no confidence, they stated that at the Board yesterday and to me in a recent meeting with their Chair in relation to other matters, that has been made very clear to me. Their Chair's view is that, if we are seen to be breaking up a vehicle that has delivered the best Olympic results and the best structure of Elite performance , probably anywhere in the world, we would be the laughing stock of the Olympic Sports and indeed throughout boxing in general. So the modernisation programme that has taken place, though not perfect as far as the ABA is concerned, has actually delivered better than we have had for a long, long time”

RC then went on to say that he became Chairman of the ABA through approaches by others based on the modernisation consultation that ABA had gone through over the previous 12 months. This consultation had taken place because of differences between the Board, Council and Subcommittees and clearly things were not working. RC stated that he had gone round the country, discussing with various organisations, clubs, boxers and others and subsequently implemented a working group who met 4 times to discuss the feedback. This culminated in a restructure proposal that went through the Board, Council and the AGM and was agreed unanimously, to have one executive, with subcommittees responsible to the Board and Chair, to give continuity, clear focus, clear strategy and decision making as far as the ABA is concerned. With some of the comments in the emails preceding this meeting, some believe this is not the right course to go and if people have that view, they could, by right, go back and discuss that at any time. When RC was asked to be Chairman it was on clear conditions, that he would steer the agenda for change to affect the modernisation and that this is what he has been doing. Whilst there may be objections to that and/or his style, that is fine. RC stated that he is a person who will tell you what he honestly believes and there may be differences in what the Directors believe, but as long as all agree that it is the boxers and the boxing that are central to that, that is fine. RC went on to say that what he believed was wrong was that misinformation is actually being put round and unfortunately that has sometimes been the case and can make big differences. Decisions were made by the ABA at the last meeting, and the statements in the minutes are wrong in relation to the Welsh, - that can make big differences. If the Welsh had been voting with Scotland then the English vote would have made no difference and have been irrelevant. The fact that that did not happen made the English vote very relevant and important indeed.

RC continued by saying that to remove the Chair of BABA there has to have a simple majority of those 6 home nation votes, plus the Chair, at the Shareholders meeting. Yesterday the lawyers looked at the ABAE and BABA constitutions and found no resolution passed by the ABA board for the Shareholders vote for the BABA, only the Board of the BABA.

On the BABA board, home nations have one vote each. RC informed that he had removed MA, who had a vote previously and this was agreed. In Sept last year, at the AGM it was decided that the Chair of the ABA would be on the BABA, plus another Director (Observer) as voted for by the ABA Board. TG had asked for support in being this vote holder and that was subsequently ratified in Sept. That is how the two representatives for ABA had arrived at the Board. Subsequently, due to workloads RC had asked if TG would take the vote and RC would be the substitute.

There is also a step in to decisions at that Board by the Shareholders, but ABA had never taken a vote on who should be their representatives at Shareholder level. Because of that, yesterday, it was decided by the lawyers that the ABA had no Shareholder representation and that there was no resolution from the ABA Board. The meeting therefore did not go ahead.

RC requested that the next statement be put on record as he believes that this is not in the

best interests for the ABA or BABA. RC went on to read the following email sent to Directors the evening before (7th May 2013);-

Sent: Tuesday, 7 May 2013, 17:02

Subject: BABA Non-Decision Today 7 May 2013

Dear ABAE Board Members

I write to brief you in advance of tomorrows ABAE Board meeting in Sheffield.

Following Your decisions, wishes and re-verification of the voting mandate and process, carried out again over this weekend (Already decided, by you in April 2013) to be adopted for the ABAE Ltd by Your Elected Director of the BABA (myself Ted Goreham) regarding the BABA Annual General Meeting today.

This re-iteration of the previous democratic decision was required due to the actions of the ABAE Chairman (on Friday of Last week) submitting a letter of authority and voting rights to the BABA Company Secretary, suggesting he as an Observer had a vote.

Even after your over-whelming vote and direction of decision was once again re-iterated and transparently made with a full email trail, Our ABAE Chairman refused to accept your wishes.

Upon attending the pre-meeting gathering I approached Mr Richard Caborn, he immediately told me there was no reason to speak to me as, He had a vote and His Wishes Out-Weighed those of the ABAE Board.

The BABA meeting took place with a great deal of debate and in-decision. Due to the un-democratic positioning of the ABAE Chairman, given your instructions and decisions. Following this lengthy debate a vote was about to be put, with the ABAE Chairman (Still insisting he carried a Vote, against your wishes).

Amateur Boxing Scotland immediately withdrew from the meeting for the vote and the meeting was therefore not Quorate and no decision could be made. Amateur Boxing Scotland then re-joining the meeting proposed an EGM of BABA be immediately actioned, which is to be arranged with 21 Days requisite notice to be given, as of today's notice and request.

Therefore your wishes were not carried out in accordance with your decisions and the numerous transparent democratic processes we have adopted. This was due to Mis-interpretation or Mis-Appropriation of the ABAE Chairman's authority and opinions. I am sure today's lack of adherence to the ABAE Board's decision, will be discussed at tomorrow's meeting and hope this note gives you a clear insight into the proceedings which were a farce.

Yours sincerely

Ted Goreham
ABAE Director
BABA Director

RC then read out an email he had sent to and response he had received from the lawyer at the BABA meeting, in response to clarification/advice he had sought following the meeting:-

From: Richard Caborn [<mailto:cabornr@virginmedia.com>]

Sent: Tuesday, May 07, 2013 07:52 PM

Subject: Fwd: Fw: BABA Non-Decision Today 7 May 2013

Dear All

Is this the meeting we attended

Richard

From: Glover, Jason [<mailto:JGlover@stblaw.com>]

Sent: 07 May 2013 20:31

Subject: Re: Fwd: Fw: BABA Non-Decision Today 7 May 2013

Richard

I believe so although its accuracy leaves a lot to be desired.

My clear recollection of events (which I am happy for you to share) is that the BABA received two separate pieces of correspondence in the last few days relating to the ABAE's participation at today's EGM. The correspondence presented by Ted purported to provide evidence that the ABAE had determined that Ted carry both of the ABAE votes at the meeting. As the non-executive director who is a practising lawyer, I was asked by the chief executive of the BABA if the correspondence was sufficient to constitute a clear direction of the ABAE for legal purposes. It was defective in two respects- firstly it did appear to accord with the articles of the ABAE which require that any vote sought on an expedited written resolution basis should be in respect of a non-contentious matter only. It is clear that the determination as to who carries the ABAE vote is contentious. Secondly the correspondence was not something that could be deemed to be an instruction from the company. Instead it consisted of a set of e-mails purporting to be from some but not all directors. I explained the defects to Ted which he accepted (albeit he was understandably frustrated by this).

Separately you sought to argue that you had a board minute which gave authority to both you and Ted to each have a vote at the EGM. On examination it was clear that that board minute related to yours and Ted's participation in meetings of the board of the BABA. It did not relate to participation in a meeting of shareholders and as such was also invalid.

Consequently I pointed out to both you and Ted that as there was no clear indication as to ABAE's appointees then ABAE were in effect unrepresented at the EGM and that therefore the meeting was inquorate and would need to be called again within 21 days. I separately discussed this with both the ABS representative and with the WABA representative. The ABS representative indicated that he did not think that a dispute as to who had a vote for the ABAE would be particularly constructive in front of the wider group of board directors and so he agreed not to attend the EGM so that it would be inquorate without ABAE's internal dispute having to be discussed at that meeting.

At the EGM itself the Chair called the meeting to order, identified that there was no ABS member present and adjourned the meeting to a later date within 21 days.

I cannot relate to Ted's statement that "The BABA meeting took place with a great deal of debate and in-decision."

Best regards

Jason

RC stated that he was concerned re the content of the email TG had circulated to the Board, that there had been a debate and that RC had acted in the way stated in the email and he had also circulated the email to the BABA Board and the indications he had back also supported the lawyers response. RC went on to say that there must be honesty round the Board table but when disinformation is being given out when serious decisions have to be taken, it is of great concern. RC confirmed that there were serious decisions to be taken during the meeting and that was whether to give TG both votes for the Shareholder meeting and if that is the situation, where the Directors do not want to give the ABA Chair a vote at the BABA Shareholder EGM, to represent ABA, then that is disrespectful to the chair and a serious move. BABA is working effectively to deliver to boxers and those boxers must be the centre of our decisions. If the 2 votes go to remove the Chair of BABA then that puts the £14m funding in jeopardy and that was spelled out at the meeting yesterday.

TG addressed the Board and said that he was always impressed by the GB Boxers, the GB staff (in the main) and the GB set-up. The problem that he has is of access to GB staff, to discuss pathways and access to boxers etc. D Mapp has always rejected that, he is not interested. We saw this morning that this is not true that they are wanting to discuss these things and we need to discuss this too. Our Senior Championships were a disaster this year without the GB boxers.

With regards to the emails/voting, this was done in April at the instigation of RC, who lost, and I was given a mandate with the voting at 10-0. This was a clear mandate as far as I was concerned. The reason the meeting was brought forward to yesterday was because BABA were running out of time to hold the EGM – it was nothing to do with Scotland.

On Friday I received by email, a letter which had been passed to Matt Holt, saying that the two votes were to be one each for TG & RC. That is not what I understood. As this was a Friday before a bank holiday I had no other option but to correspond by email and sent the letter and copies of everything, to vote again. The votes were then 9-0 (none against) although some emails bounced back and some of the non-executives therefore did not receive their emails. However, of those that came back there was a clear majority.

I then had to email Matt Holt (company secretary of BABA) to tell him that RC's letter was incorrect and should be ignored.

I will agree with RC to some extent that the email I sent last night was inaccurate to some extent because I had to dictate this over the phone to get it typed. I spoke to the lawyer, who apologised to me and said that the paperwork our Chairman had brought gave us no rights to have a vote at the meeting yesterday. In relation to TG's documentation the issue was that the importance of the vote was something that should have been done at an open meeting and not by email, although we know it has been discussed on several occasions. I was very frustrated and annoyed that this board has taken this decision twice and as far as I am concerned been ignored. I approached the Chairman and he did not accept that, referring to the AGM etc.

It says that Scotland withdrew, which made the meeting not quorate and the inaccuracy in my email is that the debates and discussions I mentioned did not take place within the meeting, but outside of and around the meeting. Otherwise I would stand by my email.

I cannot understand how a Chairman of this Board can totally disregard two clear votes by this Board. He did not stand up for this Board's decision at all. He defends Mr Mapps' position.

HH stated that he could not understand the legal position which meant on the day TG could not vote, if he has the Directorship position.

MR asked if the notice of the meeting had identified it as a shareholder meeting.

RC confirmed that it was declared as an EGM which is a Shareholder meeting of the BABA. The BABA also has a Board but the vote to remove a Chair can only be done by the Shareholders, not the Board. There is effectively two bodies at BABA, which is what had explained before in previous meetings. The Shareholder body has a 2/2/2/1 (with the Chair) voting system and the Board, a separate entity, on which Home Nations have one vote (by representative, with a substitute in place of which RC is currently the substitute).

RC remind the Board that this was the area of change that they had been discussing at previous meetings – to move BABA to one body (single board) with proportional voting for Home Nations.

TG confirmed that the Shareholders of the Company are the Home Nations and the Board represents 1 set of Shareholders, our members are 33.33% shareholders and we represent our members. This Board, representing our members, has voted clearly twice that we should remove the Chairman. RC has voted against that twice.

RC stated that the constitution clearly says that only non-contentious issues should be circulated, and RC confirmed that the only time this Board has ratified any resolution was when he circulated a request to vote for ratification of support for the BABA Chair. RC had circulated this to the Board and Council and all had come back in support for the Chair, even though TG challenged that afterwards. Even then the decision was still brought to the Board for a vote. That is the only resolution that has been ratified by this Board and that is on the minutes. It was before this Board came into operation and he had consulted with both the Board & the Council. There was not one single vote against that at the time. RC stated that everything else had been done by email and he reminded the Board that their constitution stated that contentious matters should be done face to face.

AL suggested that the vote be done again and one now to not prolong the matter any further.

RC asked what the vote was.

AL responded that TG has two votes.

JD interjected and said that was not the way to do things. That he was shocked and certainly uncomfortable with the issue, that it was undemocratic that one person should carry two votes. He explained that his understanding was that the agreed position was that the ABA Chair (not specifically RC but un-named, so whoever is the Chair) had one vote and that another Director, as voted for which is currently TG, had the other vote. That was his opinion and that is what should stand.

MR stated that this is what was in the BABA constitution not the ABA.

RC & TG corrected MR and stated the current position as regards holding votes.

TG stated that he felt uncomfortable holding both votes but that all would know the way that he would vote. TG said that he feels the Chairman should hold the vote at the BABA Board with another as observer but that the observer should then hold the other vote for the Shareholder vote.

DCh – Can the Board authorise us to make the decision for the Shareholders, when we have already given a vote to the Chair.

TG the shareholders are our members and we are elected here to represent our members

SM asked why TG thought he had a free mandate from the Board without discussing this with the Board

HH asked why we have never discussed/decided the Shareholder voting in a proper manner, including how we mandate people to vote for us, despite having sat and talked about BABA several times.

RC stated that this was true – that ABA had only selected voters for the Board and never for Shareholders, which is a different body and that this was the mistake that had been made. He said that the wider politics in this and the only reason that RC had done what he did was because the only resolutions passed by the Board was to support the BABA Chair and that had been done by the previous Board.

DN stated that although he had a lot of respect for people around the table this was not the day to discuss the issue when there were important decisions to be made about our grassroots boxing – this BABA issue was a distraction from that. He stated that to make today the crossroads was wrong and that this type of decision needed time to be made. He stated that he thought any decision made today would be wrong and would cause divisions within ABA and would not be helpful.

HH stated that he thought the proposal made was wrong

MR asked if this was just about one man and would BABA collapse if he was not there?

RC stated that BABA would still exist of course, but to make no mistake, the past minutes show that the proposals were to make BABA restructure into 4 centres 1 in Wales, 1 in Scotland and 2 in England

TG said that to be accurate there had been an idea discussed and considered by Wales and Scotland previously for 4 centres and that at one time it had been said that they did not trust the BABA Board. However, the Chair of Wales has since become involved in AIBA and changed his point of view and the Chair of Scotland had since withdrawn. But there had been a want to put in an independent Chair and that is still what is wanted.

RC informed the Board that he had sat for 1.5 hours at the beginning of the Olympics, with RT from Scotland, who had openly stated that he wanted 4 centres. Therefore that is what the Board is effectively voting for today. UK Sport have made it known that they support D Mapp. RC told the Board that the £14m funding is in jeopardy and if they move to remove D Mapp – their vote will be to restructure the BABA into the format that has been laid out in the previous minutes. That is what you are voting on. UK Sport have already said that they will bring in a special purpose vehicle if that were to be the case and you will have little or no involvement in that.

TG stated that it had been said that an independent chair is required and that if the 3 Home Nations cannot agree, then a special purpose vehicle will be put in place. We want more access to our boxers and that is what we want to do. What you are voting for is to nominate 2 members for BABA, one a Director and one an observer and tell them how you want to vote. TG said let us vote and get on with boxing.

DR stated that this was nothing to do with boxing, it is political, the voting has never been in question before now. What RC did, ignoring the vote, was disrespectful whether they were legal or not and we want as a group for the two votes as before. We should vote for the 2 votes now.

RC stated that is fine and that DR Proposed that TG has 2 votes as the Shareholder of ABA and that this is what was to be voted for

MR stated that he wanted that at the general meetings but if the two delegates were there then another scenario at which point RC interrupted and stated that he cannot have it always and ignore constitutions and disregard minutes and previous minutes etc . RC stated that if that is how they want to run the organisations then he was not prepared to be the Chair. He is not prepared to change decisions that were only voted on 3 or 4 meetings ago – this was voted on at the AGM and you cannot run an organisation like that

RC repeated that DR wanted to move that TG has 2 votes as the Shareholder of ABA

DR responded “Yes – the way it has always been”

RC stated that it hasn't always been that and not to caveat it. He asked DR to confirm his proposal

DR proposed that TG has 2 votes as the Shareholder of ABA
Proposal Seconded. Vote to take place

RC asked the Directors to vote that TG had 2 votes as the Shareholder at the BABA EGM's in future.

**Votes 7 for Goreham, Rulten, Slater, Keyani, Lynch, Cockell, Ryan,
4 against McHugh, Newth, Herbert & Donnelly**

The Chair did not vote (RC)

DCh stated that he had refused to vote as he was unsure of the legal validity of what was being voted for.

RC then made a verbal statement to the board saying that he felt that the vote just carried made his position untenable and that he would resign. He asked KW to take the Chair forthwith and said to the Board that he had failed, that he had fought with SE for every region to have a representation on the board, believing there would be no vested interests. He felt that in this case there was a vested interest and had considered his position, which was now untenable and that he did not believe that the modernisation programme for ABA and BABA would continue. He wished the Board well for the future and requested that KW took over the Chair.

RC Left the meeting

TG asked that MA pass the voting information on to BABA on headed paper.

KW took over the Chair and called the meeting to order. A brief discussion took place between MA/KW/DB in relation to adjourning the meeting for a brief period to determine the next course of action. A recess was called for 20 minutes at approximately 12.45.

During the recess MA and SM met with the Sport England representatives to discuss the evolving situation.

The meeting reconvened at 13.50, without TC present.

MA addressed the Directors and confirmed that, following discussions and after reference to the Articles of Association there were some legal points to note.

In respect of RC's statement that he would resign it had been determined that a resignation could not be deemed valid/officially tendered until received in writing or by hard copy. At that point the Board would need to make a decision as to what their response would be. Second issue is how to proceed with the meeting this afternoon.

MA referred to Article 59 which stated that a non-executive director should chair the board meeting if the Chairman was unable or unwilling to continue it. In this case the members should appoint a non-executive director. RC has not followed the full procedure to resign at

D

this point but is unwilling to continue to chair the meeting. SM was present at the meeting and MA stated that SM should sit as Chair. MA passed over to SM under Article 59.

SM stated that there were a few things to put to the board. Firstly RC's resignation, SM indicated that everyone would have their own opinion on whether the Board should or should not accept RC's resignation, should it be formally submitted by him. SM stated he would like everyone to express an opinion, if it was tendered in accordance with the Articles. SM asked the board to, in turn; provide their opinions as to whether or not the resignation should be accepted.

DCh replied that he did not agree with the vote this morning or with removing the Chair of the BABA and that during the recess he had checked his email records over the past 3 or 4 weeks and that the issue verbalised had changed 7 or 8 times during that period. He stated that, there was information available today which was not prevalent previously and how the Board can make a decision today on the issue of removing somebody was beyond him. He went on to tell the board that "all of the work we have put in over the years could be put by the wayside and funding could just get stopped". He said that people might not realise the catalogue of issues that would be caused by this. His argument was that the Board should have mandated the vote today. A vote like that, not debated properly but proposed, seconded and voted on in two minutes, is a hot headed decision. That, for him, made a decision that needed to be taken, after today's actions, as to whether or not anyone from the CSBA would want to be involved in that sort of work

AL stated that the resignation should be accepted. He was surprised that RC had lost his temper and it was not he that asked RC to resign – if RC was not happy, he could have discussed it and it could have been resolved, he had no reason to resign.

HH – unfortunate that RC implied his actions that, even before anything was discussed, if he did not get the vote, he would resign. It was obvious that if the vote went to Ted he would resign and that, in the end, is what he did. We have to accept it because that is what he did. It is unfortunate and I believe as a group of sensible men and women we could have resolved the issue today. I have to day that this is the third meeting I have attended and I have thought that there have been hidden agendas and today I also thought that and it is a shame. The mandate should have been whether we thought that Derek Mapp was a suitable Chairman for BABA and we should have discussed this in a meeting previous to this one, before taking the vote. It is unfortunate.

The implications, re the ramifications with Sport England, is unfortunate. I assume that how this was put on the days agenda, he was giving SE the idea that if the vote did not go his way, he would resign. I think that you should not have been here to witness that.

DB stated that SE have an open invitation to attend every meeting

AL stated that in truth he thought that it was set up today.

HH stated that he had suggested that there should have been a meeting to sort it out before we go into a meeting with SE present. We cannot have the Chair falling out with us before we get here and then telling us he will resign.

DN – stated he did not understand the point of the exercise.

SM - stated that this was a major issue and everyone ought to hear others opinions

DN - stated that the greatest thing we can give this issue is time. People need to be given space to deal with these issues. Maybe we need to give RC and people round this table time to deal with these issues. This exercise is like perverse therapy.

SM - I have asked so that we can hear everyone's opinion on this, to understand the position.

HS – I accept the resignation

DR – RC is well versed in debates and discussions – we should accept it

GV – as an observer and now an employee I wish to pass

FK – We should accept it

DC – It's all been said. I accept it.

JD – If he has made the decision, then he has made it. I do feel that there will be ramifications to this decision that we will feel later. I am still uncomfortable with what is, to me, an undemocratic situation of one person having two votes and that still needs to be looked at. DCh picked up on a lot of issues, going forward we are definitely going to feel a back lash to all of this and I think we have not heard the last of it, the fact that RC has resigned is just the start of it and we will have to face some serious decisions and issues

MR – It should be said that we did not vote RC out – he resigned, following the ratifications of two previous votes going against him. He resigned and we should accept it, although I think he has a lot to offer the sport, we cannot have a Chairman dictating to the Board. It's a shame.

SM noted that RC had not officially resigned until a letter had been received

TG - The most important thing is that we cannot have someone dictating to the Board. He dug a hole for himself this week. We are all fed up with the BABA issue it's just trying to get what happens at one meeting being reported honestly and truthfully at this meeting. I think he dug a hole for himself and jumped into it. He resigned and I think we have to accept his resignation.

SM - the bigger picture seems to be D Mapp. I joined when DM was already here. I think DM has done a good job and I have no reason to vote him off, I think RC aligned himself too closely with Derek and reacted in temper today. He could have handled it better today but from my personal point of view, I hope he will stay on.

SM informed the Board that PS wanted to speak to them about the consequences of RC's resignation today

PS addressed the Board and thanked them for inviting him to attend. He outlined his responsibility for SE which was to handle the monies to be invested by SE. He stated that he wanted to be here to listen to how the Board were to nurture and grow the athletes and sport they love and hoped that he would hear this at the next meeting

He pointed out that they (SE) were not here to interfere in ABAE's internal business and were not there to express a view in that. They were here to protect their investment into the sport, as would other partners want to do who invest into boxing.

The issue that underlies all that is that boxing and the ABA in particular, as an organisation, needs some change, to be more modern, more accountable to the athletes, people in gyms and SE had existing concerns, which had been expressed before, about the way that the ABA was constituted, that we had a large regional representation and less independence than SE would like ABA to have, less diversity and female representation than SE would like us to have and not as much as the sport itself has, which is one of the good things about boxing – the diversity of the sport was one of boxing's great strengths.

SE has those existing concerns with the ABA - with what has happened today, re RC offering his verbal resignation, gives SE great concerns. It puts ABA in crisis, from that viewpoint. This puts ABA in crisis as far as their investment is concerned. This is ABA's most important issue now, not other things. Without a chair, this puts ABA in a bright red flashing box that says risk.

PS stated – “In the immediate term I am going to cease payment to the ABAE – I have no option but to do that in the circumstances. Who you choose as your chair is upto you, but Richard did represent the road to change for you, a better equipped organisation to make decisions. You are now a higher risk to me.

In the meantime I am going to temporarily stop those payments and will only turn the tap back on when you have more clarity. What I am looking for is certainty, confidence and a restored air of calm around this place. In the immediate term you will need to decide how you are going to take that forward. You do need to think about the position you are in for the immediate future”

SM asked how the “tap” could get turned back on and what PS thought of RC as a suitable Chairman for ABA

PS – We felt RC to be perfectly appropriate as a qualified skilled independent chair for your organisation – whether you want him or not is up to you. How you get your money turned back on is harder. I would want to talk to Mark as CEO and your Accountable Officer and Shaun as your Interim Chair about how you can restore order and calm and get back to delivering boxing successfully, to give you the best chance of fulfilling your contract successfully.

In perspective, you are one of only 3 sports that do not have a signed contract with SE. the other two are not signed because of technical issues, you are the one out of 46 sports, with whom I have a problem that is big enough to not be able to set you going for the next four years

SM asked “The problem being the Chair?”

PS responded “No – the problem is, at the moment, I cannot see how you are going to achieve the governance standards we require of you, by Oct 2014 in order for me to be confident of how you are going to run your business. Your Chairman resigning has put you a step back in this.

MR - What if the Chairman had been a disaster – would that be the same answer? IF RC was to come back, under what conditions would that be – to overturn the vote? That would be bad governance. We want a Chairman who will do what we ask him to do, not to dictate to us.

PS - I am not saying you should run out and bring your Chair back, though I think you should consider that and whether he is the right chair for you, what I am saying is that you have got to have a Chair who is independent and skilled and experienced in all the things that you need to change in this organisation. If you can find one immediately then that would go some way to giving me confidence.

MR - We did not vote on the removal of Derek Mapp, all we voted on was a fair democratic representation on the BABA. He did not like that and I could not understand why he saw a problem with that.

SM – that’s because RC felt that under the old Board he had had a mandate to support Derek and now it had been changed to something else.

TG - considering we have staff to pay there is a major problem. We could not walk back in next week with a super Chairman. If we were to put suitable proposals, with an acceptable Chairman until our AGM and then have him replaced with a suitable Chairman, how soon would we be able to get our money ?

TG – Considering the staff position if we could take the money - not turn the tap off completely, but reduce the flow, and we advertise for a Chairman, would that be acceptable?

PS – I would be sensitive to those issues but I would have to discuss that with MA as your Accountable Officer, but that has got to be a very temporary issue. I am looking for a long term solution. Assuming that none of that had happened this morning, I already had you as red on a traffic light system. At the moment I do not have the confidence that you can achieve what we require in relation to Governance

TG – We need time to talk to yourselves but providing we undertake to replace the Chairman at our AGM which will aim us in the right direction, and then we will have to look to make some other hard decisions. One of the problems we have is that RC would say “I am talking to Sport England and we will be alright”. We did not know that we were in this red area for governance – we were not aware of that, Now we realise it, we will do something about it. We are saying that we will make a commitment to get a proper Chairman and that from the AGM on we may need to do different things. All I am asking for is time.

PS - I am happy for us to talk and agree a suitable timetable for change.

AL - I would like to point out that it was not us who has done this today. This Board has not brought this on, it is the Chairman that has brought this about today not the Board – he had no reason to resign. If he had not resigned you would not be stopping our finances today. So it is the Chairs position that has done this today

PS – as a board you have to consider the consequences and the reason that this has happened, if you think that was his entire 100% personal fault, you did not see the debate I saw this morning. That was not as a result of a single issue, this has clearly been building up over several issues

AL - I was surprised at his reaction. If he still was here, with the position of the two votes still going to Ted, would you have done this today?

PS - The issue of the votes is nothing to do with this today, but no I wouldn't have

HM – Equally, we were already discussing the reduction of funding prior to today, with Richard and Mark.

SM – How do we know that this discussion is going on?

MA – This issue is on the Agenda today, in relation to the risk register, to be brought to this meeting, but we have not got that far.

DN – There are things we need to achieve in the subcommittee, some of this work has started. We are determined that we will meet the government targets, it's a big ask to meet the Participation goals but are we now being told we will need to reach those goals without the resources?

PS – No because if you have no contract with us then you have no targets, they no longer exist.

DN - But to work without subcommittees would be bad governance, so we would need funds to continue with the subcommittees to achieve good governance.

SM - You have to assume that we will have those funds turned back on. If the funds are not turned back on and you need some travel expenses we would need to have a meeting to discuss that and sort it out.

MA stated that money had been allocated in the budget, from the £440k affiliations money in order to enable the subcommittees to operate. The SE funding is assigned to achieve the targets. Without those targets the organisations could continue to operate but in a completely differently structured way.

AL – The first obligation is the finance to run the staff – we are looking for confirmation of funds to support the staff and we will work round everything else

MA - I have done some very quick calculations and I think we have funds to last approximately 4-6 weeks, but obviously I will have to go back and do some detailed work to see exactly what we do have.

AL – Phil, we need money to look after the staff before we sort out our own obligations

PS – the responsibility of meeting your obligations is the Sports responsibility. That's what you are here for. Your fiduciary duty is to look after the obligations of the ABAE, your organisation

AL – yes, but we are talking about staff here – there is a bigger picture to look at

PS- there is no bigger picture to look at, other than you here, sitting round this table – you are here to make those decisions on behalf of the organisation. If the exit of your chairman has resulted in your largest source of funding ceasing and that means you can't pay your staff, then that is the discussion you need to be having around this table.

MR – I think it was a trivial reason for him resigning

SM – he is an ex government minister – he can't think it that trivial a matter if he has resigned.

AL - yes but he lost his temper

SM – yes he did but it must have building up to have him do that

MR – If it was a build-up of issues then I am not aware of that? I did not have any issues with him

JD – You say we were red flagged prior to this meeting – was that information known and to whom, if it was? Secondly, what do we have to do to get to a level where you are comfortable with what we are doing going forward and is that information known to us? This is new to all of us I guess, that we have been red flagged?

HM – it is my understanding that this has been communicated previously and I believe it was reported to the Board in December, I believe I have seen minutes from the Decemeber meeting confirming that. We have been working with Richard and Mark since then.

JD what do we need to do to put this right – has that been made known to us?

PS - yes

JD – CEO, Why has this information not being passed down the line - this is the first I have heard of our discussions with Sport England.

MA - there has been a long standing discussion at Board & Council of the issues relating to our governance model. That is a long standing issue that has been minuted over a long period of time during those discussions. Part of that is based around the size and representation of this Board and Richard has been arguing that case on your behalf, quite aggressively about putting the people who represent the regions, around this table, SE do not agree with that and this is the basis of the long standing discussions. Re the ongoing risk to funding, the signing of our contractual agreement is on the agenda today and we have not got that far down our agenda.

TG - we were made aware at the AGM in September about the issues re the size of the Board etc and Richard said that he was working on our behalf on this. I do not recall that

there has been any reporting back since then that this was unsatisfactory. He kept coming back that this was not a problem. It's this lack of communication.

PS – I can clarify – I have been pretty clear that we did not think your existing makeup of the Board was going to work. Long term we did not think that your board was constituted in a way to get the required results that we all want. His view, in your support, was that we are changing an old organisation quite quickly, stick with me, I am going to take them with me, we are going to do it slowly but we will get there.

My view was that I think you will be lucky, it will be too difficult and I want a quicker change of pace and a document that says what you are going to change, how you are going to change and when you are going to achieve it. RC asked me to stick by him, he still believed that he could do that – what you have seen today shows that he no longer thinks he is able to do that, this is why I now believe that you are a risk. I saw RC as your leader of change, now the chair is empty I don't know where that change is going to come from.

TG – Problem was, even when he was there he did not communicate that, so we were not aware. We were not aware of your problems with us, so if nobody tells us we can't do anything

SM – what are your top 4 concerns?

PS – To put this in context, the attributes of a high performing National Governing Body of a Sport is in a one page document, which I think Mark already has from a very recent event which he may share with you at a future date

One of the things in there is about the way an organisation is constituted, governed and led and how you make decisions. Under that heading is the thing I am concerned with, with ABAE. Historically you have had issues, you have made some improvements but there are still changes to be made - the key issues for us are-

- Board of 15/16 – this is too many
- 11 of these are regional representatives – this is out of balance – you could swing a vote for regional issues and this would not be acceptable/good governance. At board level you need to remove the regional hat and do what is best for the sport.
- Having regional representation, you make things hard for yourselves to make decisions in the best interests of your sport, which is what you are here to do, naturally you want to do what is best for where you come from.
- 10 is the SE suggestion for Board numbers (12 is the absolute max) for good governance
- Skilled based appointments are needed – not because it's your turn next, or because your mate has voted for you, or dead men's shoes – you are there to fill a gap that exists in relation to skills, such as finance, governance, talent, commercial, sponsorship – all of those things that you need to run a business – and be under no illusions that you are here to run an important national business

AL - how many voting members do we have on the Board

MA – 16 – made up of all Regional representatives, 3 non execs and chair

HH - The skills matrix was circulated before the voting happened, everyone got that, I remember it. It said if you were applying then you should be looking to have these skill sets, so that is one box we have ticked.

TG – we have a number of working parties, could we consider those Chairmen, who are elected, as non-regional representatives?

MA – the Articles say that each of your subcommittees has to be chaired by a Director.

SM – we also, now, have another piece of information that we did not have before

TG – yes could we have that sheet circulated?

MA – PS has attended a meeting previously and personally given the same information as he has read out to you today

FK – I was at that Board & Council meeting that you gave that presentation to, I was also on the Structural Reform Group and it was not right for us to have the Board and the Council and the subcommittees – it did make it difficult. Having a representative from each area, I feel, does not make it difficult. As for skill sets, we all have a skillset or are a businessman or have an educational background. I have a Bachelor of Science degree from Oxford, others have similar qualifications/skills. It is a shame our Chairman did not like what happened today and he resigned, but I think we run a good board with proportional representation.

TG - we have started our change and we have lost some of our old people and there are a lot of new people who may not have had all of the information. Certainly since the AGM, where this board was elected, I have seen no notes of concern from yourselves about our funding – but we are all concerned and want to do something about it.

PS – I cannot comment on your communication but my lines of communication are always open. I deal primarily with your CEO but if you have any issues then let's have that conversation if you want to.

SM to MA - There are some questions re the constitutional legality of the vote we had today, can this be checked as a matter of urgency and that it is binding and valid?

Can I propose that we have another meeting in two-three weeks, perhaps on a Saturday at the end of May at mutually convenient location? At that meeting we might decide an interim Chair and we may have an answer from Richard as to whether he is going to resign or not.

SM asked HM for a one page synopsis of the issues SE believe ABA faces.

JD – do we need an independent chair?

MA – Yes the Articles dictate it.

JD - Should we be asking for CV's at this stage?

SM – let's wait for Richards decision first then act on that. We will set the date of the meeting and let Richard know the date. Mark, please let us know in 7 days if that vote we had today is valid.

AL – can we continue the meeting – we need to ratify the subcommittees ?

SM - No – we need to suspend the meeting

MA – we need to understand that what we are doing is constitutional before we continue any meeting. We also need to look at the budgets so we do not agree to do work that we can't afford to fund

SM - so meeting is suspended for another 2-3 weeks – date to be circulated.

DB requested that Directors keep their books and return with them at the next meeting and the Agenda can then continue as is.

Action Points from Meeting

Item no	Details of Actions to be taken	Who by?
	Establish validity of vote taken	MA
	Meeting to be re-convened at a date to be circulated	SM

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