



**ABA OF ENGLAND LIMITED BOARD MEETING**

**DATE: Thursday, 27th June 2013**

**Venue: Boxing Meeting Room, EIS, Coleridge Road, Sheffield, S9 5DA**

**Time: 11am**

<p><b>Item 1</b></p>	<p><b>Present</b></p> <p>Voting Attendees:-          (Present in room):- R Caborn - RC (Chairman), D. Newth – Tyne Tees &amp; Wear (DN), H. Herbert – North West (HH), S. McHugh (SM), J. Donnelly - Midlands (JD), D. Rulten - Eastern (DR), F. Keyani - Home (FK), T. Goreham - London (TG), A Lynch – Merseyside &amp; Cheshire (AL), D. Cockell – East Midlands (DC), H. Slater – Southern (HS), M. Ryan - Yorkshire (MR), A. O’Kane - Western (AOK),</p> <p>(Present by teleconference line):- D. Chapple - CSBA (DCh), M. Milner (MM), F. McKelvie (FM),</p> <p>Non- voting attendees;- K. Walters –KW (President), G. Valentine- PBA &amp; Staff (GV), M.Abberley - MA (CEO), J. McGeachie (JM) - Solicitor, H.McCluskey – Sport England (HM),</p> <p><b>Apologies</b>          None – all present</p>	<p>I = Information          D= Decision          A= Action</p>
<p><b>Item 2</b></p>	<p>Prior to the meeting commencing DR informed the Chairman that he had a document to present. He stated that several of the Board members have not been satisfied with the way that they have been served and that the document was to do with the CEO and that it was for an EGM. DR passed the document to MA. RC took the document and informed the attendees that there was only two items on the agenda for the meeting today and they were as follows;-</p> <ul style="list-style-type: none"> <li>• To agree the draft resolution</li> <li>• To draft the Articles of Association</li> </ul> <p>If that is agreed by end of July and the ABAE goes forward today, then that document will be tabled at the next Board meeting.</p> <p>TG disagreed and stated that document, as it was regarding an EGM, needed actioning within 21 days.</p> <p>RC confirmed that he was trying to be practical and constitutional. There was one meeting today with 2 items on the agenda and that these were the draft resolution and draft articles. If agreed today we would go out to the membership. If today we would decide that it would not go out to the membership then there will be no ABAE.</p> <p>AL stated that, from today, that document needed to go back and be processed within the 21 days. That the resolution started from today.</p>	<p><b>For - 14</b></p>

## **Chairman's Update**

RC stated that today the business was to deal with the two items on the agenda and anything else would be superfluous until we either abandoned the ABA or moved onto a new structure. That was what he was moving today. Anything other than that would be dealt with at a later date.

MR stated that there was an error on the draft resolution in that it stated we were a company limited by shares. We were a company limited by guarantee.

JM agreed that it could be amended prior to circulation

RC stated that we were now to bring to the Board the two documents which had been circulated ahead of the meeting. He pointed the board to the main changes in the Articles of Association, which was to make a fundamental change, as required by Sport England to move from an elected board to a recruited, skills based board and for a reduction in numbers

He stated that if the resolution to be put to the members vote achieved the 75% majority required we will move to the new structure. If the 75% is not achieved the Board were today instructing him to make arrangements for the ABAE to be put into administration. That is the procedure to protect this board. The new Board structure and numbers would meet the requirement of Sport England.

RC stated that they should now discuss the items and, if they all agreed then actions need to be put into place to be activated whichever way the voting goes. He asked if that was agreed as a way forward

**All agreed**

RC : Asked for the minutes of the previous meeting to be ratified as a true record, from those that had been present at that meeting.

### **Agreed (by those present at that meeting)**

RC requested matters arising and DN raised the issue of membership/service length for Director applications and one position to be populated by an individual elected by the national membership

RC put these items to the Directors for discussion. Two issues were proposed and discussed:-

- that Directors should be stated as to have a minimum of 3 years membership of the ABA and not one year, as the draft said
- that one of the directors be elected by the membership of the ABA, but that the Director (any Director) should be appointed in accordance with the required skill sets

The following proposal was seconded and agreed:-

- A minimum continuous service of 3 years ABA membership (as being shown on the ABA Database for 3 consecutive years)

**All agreed**

The following proposal was not seconded and rejected

- that one of the directors be elected by the membership of the ABA

**Not Seconded**

SM spoke in relation to a meeting held (informally) by some Directors the previous week, from which he had brought some proposals, one of which was in relation to the proportionality of the Board. SM proposes that that should be 7 Boxing Directors, 4 Independent Directors

and 1 Independent Chair.

A discussion took place on proportionality in which it was stated that this would keep the Board within the proportions required by the SE governance requirements, this being 25% to one third non-sport related with a maximum of 12 in total.

A proposal for the size/proportion of the Board was put forward, seconded by AL, as follows;-

12 Directors in total  
7 Executive Directors (Boxing)  
4 Non-executive Directors (independent)  
1 Non-Exec Chair (independent)

**Vote result: 14 for, 1 against (HH) – Proposal agreed/accepted  
Chairman did not vote**

A question was asked in relation to what constituted an exec (boxing) and non-exec Director. SM explained that he was not a boxing member, so was considered independent, Non-Executive Director, and DN was a boxing member so was considered an Executive Director.

A discussion took place around this issue, in which it was explained that

- There is always a case for having independence on a business Board
- Independents are a safeguard to ensure checks and balances within the board

AO'K referred to the proposed Article 47, in relation to a director being required to have the skills to represent the CSBA.

A discussion took place in which it was stated that

- all Directors should be on the Board based on the organisations required skillset
- the over-riding concern should be to have Directors who will take the sport forward.

AO'K proposed to remove the requirements. Seconded by DC

All were asked to vote on Article 47 being removed

**Vote result: Majority Decision – requirement to be removed from Articles.  
DCh voted against, based on disadvantage to CSBA.**

RC addressed the Directors and requested that the two documents (Resolution and Articles) be amended as agreed in today's discussions and then be sent out with the support of the Board

**Vote result: For – 14, Against -0, Abstained 1 (DC)**

RC requested that JM advise the Directors in relation to the Resolution and the voting procedures

JM stated that he would amend the resolution as mentioned earlier and that he was not proposing that the ABAE held a formal meeting to undertake the voting. He confirmed that the Board could decide to go with a written resolution being circulated and that it was up to the members what process they undertook to obtain their vote on the resolution.

RC stated that what did determine the timescales was the financial situation, which was dictating the end of July as being the required date. He suggested that the Board proceed with a written resolution, sending a letter out for a wide a consultation as possible to get a view from each of the relevant associations and get that vote back to the centre of the organisation.

RC also requested that the Associations provide an indication back to the ABA of who had

been involved in the voting, so that the Board can ensure that it has the support of both clubs and members.

A discussion took place on who should receive the Resolution, who should authorise the vote, who should carry/present the vote back to the Head Office and whether that could be done electronically.

The following was determined ;-

- The Resolution was to be circulated electronically to the Secretary of each Association, based on the fact that all issues within a region go through the Secretary (following the disbanding of the Boxing Council)
- The Resolution should be canvassed to the widest possible audience, based on the fact that clubs and members should have their say
- The Resolution was to be authorised by any 3 officers of the Association, based on the fact that there may be some officers on holiday
- The Resolution should be returned by post or by hand, to ensure that original signatures were used on the voting document.

A further discussion took place in relation to non-returned votes, in relation to potential postal losses, with the outcome that a non-returned vote would be counted as a YES vote.

RC requested agreement on the above;-

**Vote result: For – 14, Against – 0, Abstention – 1 (AO’K)**  
**Determined Resolution Process carried**

A discussion took place in relation to membership fees and Associations being upto date with those. There was a suggestion that the Article referring to the non-payment of fees related only to those fees of Members of the Company (Associations), which was the £65 annual fee. MA read out the specific Article, which stated that

Article 17 - All of the rights of a Member, including (without limitation) the rights to attend, speak and vote (where applicable) at General Meetings, shall be suspended in full:

- (a) if the whole or any part of any membership subscription due from the Member is more than one month in arrears;

DB stated that the issue of membership fees in relation to the Articles has been a discussion point at a previous Board (budget) meeting and it had been determined then that this related to all members subscriptions (and not just the Association), because Members (Associations) collected all membership fees. At this point anyone who had not paid Aprils subscriptions would be more than one month in arrears and potentially unable to vote. DB referred to the previous Board meeting at which this had been discussed. Some Directors disagreed with DB’s references of the Article. RC explained that the Members fees were being mixed up with the membership fee. JM said he was quite clear that this referred to the Members subscriptions and supported the viewpoint that this was what was referred to in the Articles, when asked for his legal opinion.

Following a further discussion it was agreed that the annual Association fees (£65) would be invoiced that week, with payment to be made by bank transfer or payment to the office.

RC made the following suggestion regarding procedures in relation to the resolution and timelines;-

- The resolution be circulated electronically on Monday, 1<sup>st</sup> July 2013
- Secretaries to acknowledge receipt within 24 hours
- A deadline for the return of votes be set as 5pm on 22<sup>nd</sup> July 2013
- If 75% do not agree the resolution RC will contact SE to inform them that ABAE would be going into administration

JM stated that he could say, based on today's meeting and the actions stated by RC, that the Directors were doing the right thing to ensure that their funding was restored.

RC asked the Directors to agree the above actions, including the action should the 75% agreement not be achieved.

**All agreed**

RC then asked the Board to consider the process after the vote, in relation to the Composition of the Board (Article 45).

A discussion took place in relation to skill sets and SE were asked for advice in relation to this piece of work. The advice was that it would be important that applicants were scored against any skills matrix that was determined and that, if the right questions were asked you would get the right person out of the process.

SM referred to a previous suggestion of having a Skills Matrix Working Party, this being mentioned as being a panel of 5, including 3 from boxing, 2 independent, non-executives and one from SE, to complete the Skills Matrix. SE referred to the assistance that SE had offered in regards to this.

A discussion took place regarding the previous skill set that had been sent out for the last recruitment process in 2012, which was based on the SE Governance requirements. RC confirmed that the Board could not procrastinate as already 2-3 staff were leaving and there were 2 cases being brought against the organisation.

RC confirmed to the Directors that following a majority vote the organisation would move to delivering Article 45, by way of the Skills Matrix Working Party. The Skills Working Party could convene before 22<sup>nd</sup> July, with the outcome of the working party being fed into the role advertisements after the 22<sup>nd</sup>, if Resolution accepted. RC asked if SE would be paying for that assistance and HM said they would.

SM suggested that, following the vote, some Directors step down immediately and some in 3 months, to move transitionally to the new Board and requested some guidance on that.

RC stated that the process would take a matter of weeks not months and that the new organisation would need to be up and running quickly.

TG stated the previous position that had been offered to SE at the meeting in May, re moving to a new board over the next year (to Oct 2014).

RC informed TG that, the situation had changed since the last meeting (June 2013)

SM stated that PS (SE) had said that this could be a transition over the next 12 months and that we had to have a roadmap for the next 12 months.

HMc informed the Board that there were two issues here, Governance reform and Board reform. Se were looking for the Board reform to take place as soon as possible but that the governance reform could be done over a longer period, leading upto Oct 2014.

DN asked for clarification of funding on acceptance of the resolution.

HMc stated that going forward, providing SE had confidence in the governance of the ABA there it may be possible to move from monthly funding to 3 month, then 6 month funding.

RC asked HMc to state what the conditions were for SE to turn the funding on by the end of July.

HMc stated that SE had worked on the Articles etc with ABAE on the condition that they would be voted on and put in place as soon as possible.

A discussion took place around the timetable for implementation. RC outlined a potential timeline, JD said that we could look to have the NEW Board in place before the end of the season and HS suggested that it was likely that the Resolution would be signed off by 22<sup>nd</sup> July and that beginning of the season (end Sept/early October 2013) could be tabled in as the target date for completing the skills matrix, advertising, shortlisting and recruitment of Directors.

RC added that there could be a potential extension after Oct if workload/responses to the advertisement were insufficient.

HS confirmed with HMc that if all of that had not been achieved by that date then an extension could be agreed, but that Oct 2013 was the target.

RC asked for all those in favour of HS suggestion of having the Board in place before new season, with possible extension as agreed.

MM stated that some sort of deadline had to be put in place.

RC restated the position being sought, in relation to timelines, stating that we would continue to work under the old regime until the new Board would come in.

Positive vote on 22<sup>nd</sup>  
Skills Matrix feeds into adverts  
Shortlist and interview to put new directors in place by Oct 2013.

RC asked if that was broadly agreed and put that to the Board for a vote

**Voted for 13, Abstention – 1 (AO’K)**

RC asked for any other business in relation to the agenda items.

TG noted that the document passed to the CEO required action under the Articles.

FK asked if the Board meeting on 3<sup>rd</sup> July would take place. RC confirmed that it would not.

Meeting ended.

**Addendum - 1<sup>st</sup> July 2013**

Following legal advice on the issue of governance, in relation to the resolution, ABAE was informed that they could not count unreturned votes on the resolution as YES votes. The ABAE Stance subsequently had to be amended and the resolution was circulated with a statement on the notification that an unreturned vote would constitute a NO vote.