



ABA OF ENGLAND LIMITED BOARD MEETING
DATE: Tuesday, 29th October 2013
Venue: Board Room, YHA St Pancras, London
Time: 2pm

Item 1	<p>Present Voting Attendees:- Luigi Leo (LL), Giorgio Brugnoli (GB), Mike Loosemore (ML), Henry Herbert (HH), Fiona McKelvie (FM) - Chair, Nick Griffin (NG), Darren Chapple (DC),</p> <p>Present by teleconference Davey Newth (DN), Mel Millner (MM)</p> <p>Late arrival (2.05pm) Shaun McHugh (SM)</p> <p>Non- voting attendees;- Mark Abberley (MA) - CEO, Di Barnard (DB) – Operations Manager and Secretariat, Dan Saoul (DS) – Legal Advisor and Barrister, Lee Murgatroyd (LM) - Communications Advisor</p> <p>Apologies None</p>	I = Inform ation D= Decisi on A= Action
Item 2	<p>Declarations of Interest ML – AIBA, BABA LL - SABA</p>	
Item 3	<p>Minutes of last meeting and matters arising</p> <p>HH raised an issue in relation to the absent Director (SM) in connection to inappropriate emails, sent previously and a further one which had been sent the previous evening by the ABA President. He went on to say that as a Board the contention should be acknowledged but that the two individuals had questions the organisation and the Board publicly and not privately as should be done. Although the contention was accepted, highlighting them to the public it makes it invalid.</p> <p>FM Asked that the issue be raised under AOB at the end of the agenda.</p> <p>MA stated that under AOB of the last meeting the Echo Arena information would be available in the next two weeks for circulation to the Board</p> <p>No changes – minutes ratified by all</p> <p>FM stated that the key issue for discussion today was the AIBA Statutes</p> <p>At this point SM, noted initially as absent with no apologies, arrived at the meeting</p>	

<p>Item 4</p>	<p>Chairman's Update</p> <p>FM stated that there needed to be an adjournment for 5 minutes and left the room with DS and MA.</p> <p>On returning FM stated that although HH had raised a point earlier which had been designated to AOB she felt it appropriate for the issue to be raised now, given the attendance of SM.</p> <p>HH stated that he would like to raise an issue in relation to the ABA President and the Non-executive Director (SM) in circulating emails publicly and not bringing that contention to the Board room, as should be the case.</p> <p>FM stated that each case should be discussed separately and asked HH to state the issue with SM</p> <p>HH stated that he wished to move that Mr McHugh had acted in a public and unconstitutional way in instigating an e-mail thread. That the thread had the purpose and statements in its content, to invalidate and undermine the credibility of this board.</p> <p>HH asked the board to consider that in his (SM's) contention to refuse or accept the legitimate roles and actions of this board he had, in effect, withdrawn himself from all future functions and responsibilities. HH proposed that the members of the board vote to remove him (SM) immediately.</p> <p>LL stated that he did not accept or agree to SM giving out LL's personal info (his email address)</p> <p>SM stated that the Board were not able to remove him, only the members</p> <p>FM informed SM that the Board has a right to remove Directors, on a 75% majority vote.</p> <p>SM stated that the vote was 75% of Members, not the Directors</p> <p>DS confirmed that the Articles of July 2013 entitle the Board to make a resolution to remove a Director by a 75% majority. He confirmed that the Members were also able to remove Directors, by Member resolution, albeit by a 50% majority.</p> <p>SM requested to see the Articles.</p> <p>DS stated that, as he had not come to the meeting for this particular issue, he did not have the specific Articles to hand, but offered a copy of the proposed Articles which were available, on the basis that that particular Articles wording had not changed from the July 2013 version.</p> <p>SM reviewed the Articles provided by DC</p> <p>HH stated that SM and KW (president) should be removed on the grounds that they have publicly and unconstitutionally undermined the Board and organisation by publicly choosing to use their contention and not doing it privately. HH stated that the email circulated widely had contained the statement that "this meeting should not take place and is invalid" and the email thread was started by SM</p> <p>FM asked if HH was proposing that SM be terminated. HH confirmed that he was.</p> <p>SM responded that the issue was that there is a set of Directors who were not removed validly and that the process to appoint the current Directors was potentially invalid.</p> <p>HH asked SM to make his mind up – first he was saying that it was invalid in the email, now he was claiming that it was potentially invalid. He asked why Secretaries had also been copied in</p>	
----------------------	--	--

SM stated that in circulating the emails he was trying to keep all informed, including those who still believed themselves to be Directors, from the "old" Board, pointing out to those, who think they have an interest, that things are moving on.

HH told SM that he was as aware as HH that the Board followed the 10-2 vote, to go down the process as agreed at the June meeting, and to follow the timetable

SM stated that the Board did not vote a process where Richard Caborn (Previous Chair) had carte blanche to appoint who he wanted

GB interjected to say that he objected to that statement, having gone through a most rigorous and legitimate process since his application

LL asked SM if he had spoken to Sport England (SE) with regards to this meeting being invalid

SM stated that he had no recollection of having done that

FM interjected into the discussion and requested that HH's proposal to remove SM be put to a vote

Votes in favour of SM's removal – 8 (GB/HH/LL/ML/DC/NG/MM/FM)

Votes against SM;s removal - -1 (SM)

Vote not cast – DN. This vote was not cast due to DN's teleconference line disconnecting and not being able to be re-established

Vote carried 8-1 in favour of removal of SM

SM asked what happened now?

DS stated that the Board can invite 3rd parties to attend their meeting and could be requested to agree for SM to stay as a 3rd party.

SM stated that they were not going to vote for that so there was no point in having a vote on it.

SM left the meeting.

A brief discussion took place in relation to the President's conduct, in which HH requested that it be considered that he be removed from his position.

MA notified the Board that he had been informed of a letter being sent to AIBA from KW, criticising the modernisation and the previous Chair (RC) and that the letter would be circulated to the Board once received

On that basis, until that letter had been received and reviewed, the Directors agreed that this issue would be held in abeyance.

HH also informed the Board of comments made by an Association Secretary (FK), for which the Board may want to consider potential disciplinary action. He confirmed that the thread again, was criticising the CEO.

MA informed the Board that he was aware that SM had contacted SE prior to the 5th October EGM and SE had informed the former Director that he was on the wrong side of the argument.

AP: DB to remove SM from ABA Director list on companies house wef 29.10.13

<p>Item 5</p>	<p>Governance</p> <p>AIBA Statutes</p> <p>FM informed the Directors that today's meeting was chiefly concerned with the sign-off of the proposed Articles and Code of Conduct, which had been previously circulated to all concerned, following their amendments in line with the AIBA Compliance Commissions advice and requirements.</p> <p>DS notified the Board that there were changes in 3 categories;-</p> <ul style="list-style-type: none"> • Changes re AIBA requirements APB & WSB, including to create a new department for APB) • Changes re a not being able to be a Director if you have a past professional contract or record • Changes re Membership categories <p>DS reminded the Directors that both AIBA and SE had stated that it would not support Articles that allowed the regions to raise resolutions/EGM's. he also advised the Directors to remember that only Members can change the Articles.</p> <p>DS explained that there were now to be 3 Member categories and that Clubs would be the Members and will vote. He confirmed that there was some preparation to complete in case there was a No vote and AIBA moved to expel the ABA and SE to remove funding.</p> <p>DS confirmed that the current Articles were much improved and contained AIBA approved issues, with approval from the Disciplinary/Compliance Commission. He reminded Directors that the Articles have to be changed by Special resolution, with 21 days' notice given and by a majority of 75% of those present and able to vote.</p> <p>DS advised the Board on calling another EGM meeting, in addition to the one already in progress, suggesting the Company EGM also be called on 24th November He suggested that the Board call an EGM, moved to appoint a Chairman, to enable time for the members to air their issues/thoughts. He confirmed that the Articles and EGM notification should go out together.</p> <p>HH asked if there was any flexibility in the issue of professional contracts and MA confirmed there was not, but that Jan 2014 had been agreed in order to exit the Ampro clubs in ABA</p> <p>FM asked when the briefing would be available. And MA stated that the Board should oversee this. He also informed the Directors that Phil Smith (SE) had stated that if the Members resolution went through SE funding would stop with immediate effect and would be put elsewhere. SE also expect the Board to be ratified. AIBA supported the Articles wholeheartedly and MA is to meet them next Thursday in Lausanne. If the Articles are not voted for AIBA have indicated they will expel ABA, with no desire to allow them to re-enter.</p> <p>HH asked if AIBA would make a public statement to that effect and MA agreed to ask them at his meeting</p> <p>NG asked about the timing of the 2 EGM's and when the Articles come into effect.</p> <p>DS suggested that the Articles come into effect the next day (25th Nov)</p> <p>FM asked if the Directors were ready to vote on the Articles and Code of Conduct and they agreed they were;-</p> <p>Votes cast in agreement of the Articles as presented 8 for 0 against Votes cast in agreement of the Code of Conduct as presented 8 for and 0 against Articles and Code of Conduct accepted on a unanimous vote</p>	
----------------------	--	--

Communications Plan

LM confirmed that a copy of the Comms plan had already been circulated and that the purpose of the plan was to get the outcome required to maintain membership of AIBA and the finding from SE. He referred to the approach as per written plan and that ABA want grassroots to put their opinions forward, pressing regions to vote accordingly

LM confirmed that opinion formers (journalists/3rd parties) were supportive in moving this forward and suggested the following key points be made;-

- Democratic process being followed - ie via Board meeting & Members resolution
- Compliance achieved – AIBA acceptance of Articles
- Empowering Membership – clubs having future say in direction of the Sport
- Rejection – the Sport is in oblivion, no trips abroad, no visiting nations/boxers
- Consequences – need to be made clear, articulate what being expelled from AIBA means
- Clarity – who are the people who hold the vote, what it means for the members to have the voting power and the benefits of it

LM went onto inform the Board of the proposed timelines for release of statements, key messages and indirect comms opportunities to be used (media and editorials)

The Board discussed contact methods;-
direct contact to clubs via letter,
CSO comms & visits
Other Home Nations assistance

FM agreed that the comms plan should be refined taking into account the above, ready for Friday when Articles were to be circulated and that a briefing note should be ready also, by 1st Nov

MA confirmed that the NGB office would have an email address and Freephone line for enquiries/contact from Members and that the CEO and head of Development were happy to hold “clinics”

DS explained alternatives to voting;-

If 1st resolution is agreed – the Articles are valid
The Board is a separate issue

LL suggested that London and Home Counties would be voting no and asked for the contingency plan should there be a no vote

Contingencies were discussed and MA was tasked with contacting Se re their stance should the vote be rendered as a NO

MA confirmed that if this did not go through the ABA would, in effect still exist, but in a fairly meaningless way

NG asked about clubs being present on the day as a yes vote would require them to vote in the afternoon, as they would be the members

DS stated that the Articles should be dated from the following day and that the current Members would vote in the afternoon meeting

HH confirmed that ABA needed 9 out of the 12 votes on the day (75%)

DS confirmed it was 75% of those **eligible to vote on the day**

A discussion took place on what would elicit a yes vote and the key was that members should be fully informed of the implications of a no vote

Chair/NED Update

HH confirmed the panel as being FM/NG/HH and that 3 proposals had been received

It was agreed that Portfolio/PSD would be the proposal accepted, based on costs and content of proposal

MA confirmed he would notify AIBA, to get approval of the proposal and also notify SE of the decision

MA to seek approval for Chairman process from AIBA and to notify SE

Subcommittees

A discussion took place in respect of the Chairing of Subcommittees and a decision made to assign working responsibilities for the Subcommittees as follows:-

ABAE Technical Subcommittees

- Championship, Technical and R & J's: Giorgio Brugnoli
- Medical : Mike Loosemore
- Talent & Performance : Darren Chapple

ABAE Strategic Sub-committee

- Clubs and Membership Development : Nick Griffin, Henry Herbert, Davey Newth

ABAE Operational Sub-committees

- Compliance, Legal & HR: Luigi Leo, Melanie Millner
- Communications & Commercial: Davey Newth, Fiona McKelvie
- Audit: Fiona McKelvie, Darren Chapple, Giorgio Brugnoli

The Directors discussed notification to those who had been previously appointed as Chairs and it was agreed that a communication should be sent out detailing the above to both Secretaries and those who were appointed, notifying them of a change in Subcommittee lead, pending the EGM on 24th.

AP: DB to devise comms re Subcommittees and circulate to Secretaries and previous Chairs/Vice Chairs

Insurance

DB presented the Insurance renewal report, as previously circulated and asked for comments. Increases in the suggested cover were accepted in principle, along with potential monthly instalments of the premium, pending additional info from the Broker.

All agreed

AP: DB to circulate information and obtain email confirmation (non-contentious issue) of decision.

Championships

DN asked if Championships info, re potential date changes, can be announced
MA agreed that this would be completed and added to website

Risk Register

DB informed Board that an additional risk, re potential Insurance premium increase based on injury risks on removal of headguards, had been added to the register

All agreed

	<p>Whole Sport Plan MA provided an update re the Talent money, which was potentially to be ring-fenced and moved to an SPV/GB and that this was potentially a contentious issue as ABA run the programme not GB. MA stated that ABA wish to retain the talent money. AP: MA/Board to write to DCMS/SE to request a statement that it is an intention to bring back talent Funding when ABA is fit for purpose</p> <p>Honorary Payments HH raised a conflict of interest in that he is a Registrar</p> <p>Discussions took place regarding payments for the Registrars and Secretaries. DB updated Board on previous discussion/agreements and of the current situation regarding Associations not being up to date with Affiliation payments</p> <p>Board agreed that registrars are to be paid if Association affiliations upto date Secretaries payments held in abeyance until after EGM on 24th November AP: DB to pay registrar payments where Associations are paid upto date</p> <p>Post Incidents process A brief discussion took place regarding ABA's lack of formal process of actions (outside of technical rules), following notable injuries .</p> <p>Dc stated that the Forces had a tight process in place and that could be used as a basis for producing a viable process in a short period. This could be picked up by the relevant subcommittee All agreed that process needed defining and to be passed onto relevant subcommittee following EGM</p> <p>Next Meeting Next meeting to be 24th November – main agenda Comms plan and progress to EGM</p> <p>Addendum – Nov 2013</p> <p>Insurance Following provision of additional information, the Directors approved renewal of the insurance policy at the higher rates of cover, payable in monthly instalments via the broker.</p> <p>WABF Debt On 7th November the Directors agreed, by email to the non-contentious issue of accepting an offer of £8k in settlement of the debt to ABAE for Mr G Butcher. Legal advice was sought on the issue and confirmed that the offer could be accepted should the board wish to do so.</p>	
--	---	--

Action Points	Completed
DB to remove SM from ABA Director list on companies house wef 29.10.13	01.11.13
MA to seek approval for Chairman process from AIBA and to notify SE	06.11.13
DB to devise comms re Subcommittees and circulate to Secretaries and previous Chairs/Vice Chairs	08.11.13
DB to circulate information and obtain email confirmation (non-contentious issue)	04.11.13
MA/Board to write to DCMS/SE to request a statement that it is an intention to bring back Talent Funding when ABA is fit for purpose	ongoing
DB to pay registrar payments where Associations are paid upto date	ongoing