

National Council

Minutes of the National Council Meeting held at Park Inn by Radisson Nottingham, Mansfield Road, Nottingham NG5 2BT on Saturday 8th July 2017, commencing at 9.30am.

PRESENT:-

COUNCILLORS: DL Hockney (Avon), A Murdoch (Bedfordshire), B Whitehead (Acting for Buckinghamshire), Mrs KM Tonge MBE (Cheshire, Regional Chair North West and BPTT), AE Ransome OBE (Cleveland), Mrs DM Jermyn (Cornwall), LA Chatwin (Derbyshire), P Goulding (Devonshire), LT Whittaker (Dorset), P Ashleigh (Essex), LJ Smith (Gloucestershire), DB Turner (Hampshire, Regional Chair South & South East), H Jutle (Herefordshire), Mrs S Pickering (Leicestershire and Regional Chair East Midlands), GE Tyler (Lincolnshire), T Vincent (Norfolk), M Allsop (Nottinghamshire), N Hurford (Oxfordshire), C Dangerfield (Shropshire), R Loxley (South Yorkshire), B Davison (Suffolk, Eastern Regional Chair), Miss M Fraser (Surrey), A Catt (Sussex), E J Williams (Warwickshire), CN Sewell (Wiltshire), RB Hudson (Yorkshire), MG Clark (Worcestershire)

DEPUTY NATIONAL COUNCILLORS: V Parkes (Cambridgeshire), A Walker (Hertfordshire), G Rushton (Lancashire), D Stannard (Middlesex)

APOLOGIES: CG Dyke (Berkshire), RJ Hedley (Buckinghamshire), Mrs S Hayes (Buckinghamshire Deputy NC), BR Freer (Cambridgeshire), A Thompson (Durham), DJ Edwards (Hertfordshire), N Le Milliere (Kent), M Close (Middlesex), R Barr (Northamptonshire), J Donnelly (Northumberland), I Hooper (Somerset), C Bell (Staffordshire Deputy NC),

INVITED: J Arnold (ESTTA)

1. Tony Catt (TC) opened the meeting to set out the agenda and start proceedings.
2. Nora Cranmer and Michael Wilson were remembered.
3. Conflicts of interest – Chris Dangerfield TT365
4. Dates for meetings for next season - 21st October 2017

13th January 2018

But the date of 21st April seemed to clash with many things. An alternative date of 24th May was suggested, but it was agreed that we will review this at the October meeting.

5. Election of chair of NC for coming season.

TC was willing to stand. Phil Goulding was put forward by Les Smith. Rather than hold a hand vote at the meeting, Karen Tonge (KT) suggested we should follow the procedure previously agreed in sending out for nominations. Then after nominations collected, a further email to vote. Since the meeting this process is just starting with a view to being completed by the middle of September in time for the October meeting.

6. Discussion of change to standing orders.

Martin Clark (MGC) opened with an explanation of why he had withdrawn his amendment. This was due to the amendment being changed to a special resolution without his knowledge or consent, furthermore wording was added such that it would only be voted upon in the event that the Board's Special Resolution passed. An amendment can only be made to amend spelling or make minor points rather than anything substantive.

Chris Dangerfield (CD) has not withdrawn his "amendment" yet. But objected to the rules being changed halfway through proceedings. He felt that the changes should have come into effect next time when we would all be aware of the rules.

Alan Ransome (AER) objected to the fact that the change of rules reduced the likelihood of success of the amendment.

He felt that there were 3 options.

1. Check the rules with Companies' House.
2. Change the date of the AGM to enable the change in procedure to be understood from the start of proceedings.
3. Go ahead with the flawed process.

Alex Murdoch (AM) was concerned about the process. The board changed the standing orders and it should have been done at the AGM.

David Hockney (DH) replied on behalf of the Standing Orders Committee. He was part of the team and had first heard about this in early May. On 23rd May there was a discussion with Colin Clemett and Jonathan Bruck. The deadline was the 16th June and the legal advice was only received on 15th June. The report was that the SOC was unhappy with how this had occurred, but had to agree with it.

The amendment should have been forwarded to SOC. It was not seen before the calling notice. It would have been rejected.

In 2013 the SOC revised the rule book to comply with the articles of association. This occurrence was a completely new environment with a different set of rules. We have 12 months to get it right for next year.

MGC felt that the manner in which the amendment has been dealt with is an issue as only the resolution will be heard. However, he has no issue with the Standing Orders Committee themselves and believed that the Standing Orders should be accepted.

Neil Hurford (NH) advised that the ETTA had incorporated some 20 years ago. Now we need to look to the future.

Malcolm Alsop (MA) felt that no changes to standing orders should be made without reference to the membership.

CD said that there was confusion about how to fill proxy forms. 90 pages of information was sent out. The procedure should not have changed halfway through.

DH said it had been a mistake to use the word amendment.

AM asked whether the AGM has to accept the change to standing orders. Can it say NO?

MGC confirmed that the meeting can proceed without agreeing the standing orders, but cannot make any decisions.

AER said that he had been chair for 12 years but was not an expert on standing orders. He tried to make sure that everything was open and transparent.

Karen Tonge (KT) stated that we owe a debt of gratitude to the SOC and rules committees. In the future, we should look to select people on these committees with the requisite knowledge of Company Law to understand the rules and understand the consequences of decisions made on behalf of the members.

7. – Discussion of AGM resolutions

AM opened to say that he was against the board because it had taken away democracy from the membership. He felt that we should not lose the funding, but that we should negotiate a better deal to make changes, probably in line with the system used by Badminton England.

Phil Ashleigh (PA) advised that whilst the deadline is officially 31st October, the plans need to be submitted 3 weeks earlier to give Sport England time to confirm compliance. Then there was the need for 3 weeks' notice for an EGM. This leaves very little time to negotiate. We should ensure the funding and then negotiate.

CD advised that when the original amendment was rejected, he only had 24 hours to re-present it. He feels that we will not lose money, but this offers the opportunity for a proper debate.

NH does not feel that this has been rushed. It was put to National Council in January. In March, the steering group got together. There was plenty of communication as well as a further NC meeting in April and a meeting with the board in May. If there is a better way to do things, then it should always be discussed.

Susie Hughes advised that there is no guarantee of funding. The board's action plan is to be compliant at the AGM. In order to get public funding, NGBs need to follow the rules. We have a common ground in that we all want to retain funding and maintain or improve democracy. If we comply, then every issue is on the table for discussion. If we do not comply, then the board puts TTE into crisis management.

CD stated that we have until 31st October to become compliant with the governance code. CD then read a section of an email from Chris Coleman of Sport England:

["Continued funding is based on having a plan in place to meet the code by 31st October. TTE have this at present and this represents the proposed changes at the AGM. If the proposed changes do not get voted in, it would be for Sport England and TTE to put in place an amended plan."](#)

AER stated that we were given a position in January. We need to keep the funding whilst keeping as much as possible of the democracy. He was not happy with what the board was offering.

- Officers should have titles – more status
- Concern that membership could only elect 3 of 12 directors, members no longer had control.

Written by Tony Catt

We have made a lot of progress. NC tenure was due to be limited to 8 years. This was argued with the board and accepted. NC is safe.

He does not like that the chair must be appointed by the board, but this is a red line with Sport England.

We should go and speak to our MPs to take this matter up with DCMS. The 3 elected officers should have more power.

He has good relationships with other sports and in some of those, the majority of the board is elected.

He is looking to maintain democracy and thanked all members of the steering group.

MC stated that there is no reason to go into crisis management as there is no guarantee that we would lose the funding. The first quarter's funding has already been made and there should be sufficient cash at bank from the reserves brought forward. He felt that throughout the campaign there had been a bombard of emails and telephone calls and even derogatory personal statements made. He said there is no intention to lose funding and that no money will be directly lost.

The current set up of the board gives Sport England a dictatorship. TTE has passed 98% of Governance Code requirements. MGC said we have continued to provide an audit trail and quarterly reporting to Sport England who have been more than happy with our use of grants up until now. He feels that all sports are being tarred by miss-management of the FA and that the different sports should have different treatment. The only way possible is to reject the resolution today and negotiate as we have until 31st October. TTE belongs to you and me, not Sport England. If you care, reject the resolution.

Estyn Williams (EW) stated the solution is to accept the resolution today and then negotiate to improve democracy. Personal belief that funding will stop but may be possible to restart in future. Assuming agreement with Sport England.

The meeting ended at 10.50am.

Action Plan

Caroline Williams has been asked to run the whole NC Chair election process. Messages will come out to NCs later this week.