



Minutes of Volleyball England Board Meeting at 8am & 6pm on 10th June 2024 online via Microsoft Teams

Directors Present	Titles
Adam Walker [AW]	Independent Chair
Brendan Fogarty [BF]	Elected Director
Clare Francis [CF]	Senior Independent Director
Andres Hernandez [AH]	Independent Director
Brendan Fogarty [BF]	Elected Director
Freda Bussey [FB]	Elected Director
Staff Present	
Charlie Ford [CFo]	Chief Executive Officer

EB/24-25/12 Welcome from the Chair and apologies

The chair welcomed all to the meeting.

Richard Harrison, Phil French, Dave Reeve, Simon Griffiths, Jake Sheaf & Jess Plumridge had submitted apologies.

12.1 Directors Conflict of Interest & Disclosures

There were no conflicts of interest declared.

12.2 Approval of agenda

The agenda was approved by all present.

EB/24-25/13 IBB Polonia Special Resolution Discussion.

CFo provided the board with a summary update of the negotiations that had taken place and that although some progress was made, ultimately IBB Polonia have decided to progress with their own version of 31.6 and against Volleyball England advice and guidance, have now submitted an additional Special Resolution to delete Article 32.5 and amend Article 32.1.

CFo confirmed that Special Resolutions had been submitted correctly pursuant to Article 20.4 and provided the board with the latest independent legal advice.

Following discussion, the Board confirmed unanimously that changes to the Articles of Association should only be made where it they are necessary, improve governance and do not radically alter the way the organisation operates. It is the Board's view that the proposal does not add value, for the following reasons:

- 1) Under the provisions of the Articles and in line with the Code for Sports Governance, the Nominations Committee and the Board of Directors have a responsibility to only present Board Directors for reappointment if they are performing their duties effectively and their expertise and experience remain compatible with the Board skills matrix.
- 2) The Members are as a matter of course asked to vote on an Elected Director's reappointment. The proposal would retain this but add an unnecessary, burdensome and superfluous 'open recruitment' process. There are already adequate provisions within the Articles for Members to remove Elected Directors at any time if they feel they are not contributing to Board or the sport. If Members do not agree that an Elected Director should be reappointed the Articles allow them to vote this way at an AGM. If they do so vote, then a vacancy will arise and at that point it is appropriate to have 'open recruitment' process.
- 3) Article 32.5 states the process for Elected Directors to be reappointed, which encompasses a confirmatory resolution to be passed by Members. Members may recall that such a confirmatory resolution was withdrawn from the AGM in 2023, and an Elected Director was reappointed without the need for such a resolution. The Board took this exceptional step (supported by independent advice) as it was apparent at the time that the reappointment resolution had been compromised by the provision of disinformation and inaccurate statements concerning that and other resolutions to be proposed by the Board.
- 4) The proposals do not make any substantive changes to the current Member-led mechanisms for the appointment and reappointment of Elected Directors. They have the sole effect of creating needless and burdensome process that will take time away from the effective governance of the sport. Aside from this, the proposal does little more than state how matters operate in practice in any event. (For example, where vacancies occur, we currently operate an open recruitment process, led by the Nominations Committee that follow the steps outlined in the proposed change to Article 31.6.)
- 5) The proposal relating to Article 32.5 is unnecessary and unhelpful for the reasons referred to above. In addition, however, it is also problematic as far as the reappointment of Independent Directors is concerned. These reappointments are not subject to resolutions of the Members. Independent Directors are appointed by the Board and can be reappointed. The reappointment takes place pursuant to Article 32.5, and removing Article 32.5 will create needless and avoidable complications in this regard.

CFo then presented a suggested Member communication to accompany the final voting form and Special resolutions based on the above advice.

The Board agreed that the communication needed refinement, CF & CFo will work on an amended Member communication and share with the Board ahead of a signoff meeting at 6pm this evening (10th June 2024).

Action:

EB/24-25/13 CF & CFo to refine the Member communication and share with the Board for comment ahead of a signoff meeting at 6pm

Meeting closed at 0845.

Meeting recommenced at 1800.

The chair welcomed all back to the meeting.

In attendance were Adam Walker, Clare Francis, Jake Sheaf, Brendan Fogarty, Freda Bussey, Andres Hernandez.

Richard Harrison, Phil French, Dave Reeve, Simon Griffiths & Jess Plumridge had submitted apologies.

The Board discussed the amended member communications that CFo had shared with the Board prior to the meeting.

Following discussion, all Board members unanimously agreed and approved the sending of the final appointments form and supporting appendices.

Action:

EB/24-25/13 CFo to issue the final appointments form to the Membership.

EB/24-25/14 Meeting Finalisation

14.1 Review of Actions

Actions were reviewed and agreed.

14.2 AOB

Nothing discussed.

14.3 Meeting close

Meeting closed at 1835

Actions	Who
EB/24-25/13 CF & CFo to refine the Member communication and share with the Board for comment ahead of a signoff meeting at 6pm CFo to issue the final appointments form to the Membership.	CF & CFo

All well.