

BIRMINGHAM COUNTY FOOTBALL ASSOCIATION LIMITED

Company Number: 3733866

BOARD MEETING

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON
TUESDAY, 17 OCTOBER 2023 AT THE COUNTY OFFICES, COMMENCING AT 1.00PM**

Attendance

In Person

S Hampton [SH] (Senior Independent Director) – Chair of the Meeting, S Welch [SW], S Kazmi [SK], K Shoemake [KS] (Chief Executive Officer – ex-officio), M Juned [MJ] (Football Services Manager – ex-officio), L Bowles [LB] (Football Development Manager – ex-officio)

David Nixon [DN] – Secretary to the Board

By Way of MS TEAMS

A Peavot [AP], J Berry [JB], L O'Connor [LO] (FA Regional Manager) – *Part, J Nunnes [JN] (TeamEngine) – Item 23/23 only

18/23 Apologies

Apologies were received from M Penn [MP] – Chair of the Board of Directors, H Murdoch [HM], M Shafaq [MS]

19/23 Conflicts of Interest

The Board was invited to declare any conflicts of interest on matters to be considered at the meeting. No additional conflicts of interest other than those already disclosed were declared.

20/23 Minutes

20/23.1: The minutes of the meeting held on Tuesday, 18 July 2023 were approved as a true record.

20/23.2: The minutes of the meeting held on Tuesday, 22 August 2023 were approved as a true record.

21/23 Review of Actions

21/23.1: Reference 06/23.4 – KS has instigated a consultant's Irrigation Report on the proposals for the irrigation of the pitches at Ray Hall Lane.

Action by no later than Thursday, 30 November 2023, KS to provide the consultants preferred tender for the irrigation of the pitches at Ray Hall Lane.

21/23.2: Reference 06/23.6 – The size of the “playing area” is confirmed as being 91m [ninety-one] x 55m [fifty-five], which will accommodate a minimum pitch size for 11v11 adult football [90m [ninety] x 45m [forty-five]] for “grassroots football”. The overall dimensions of the 3G, including run-offs, is confirmed as being 97m [ninety-seven] x 61m [sixty-one].

21/23.3: Reference 06/23.7 – This matter is addressed later under CEO Update.

21/23.4: Reference 07/23.1 – This matter is for approval later under Code of Governance.

21/23.5: Reference 07/23.4 – This matter is for approval later under Code of Governance.

21/23.6: Reference 07/23.6 – This matter along with 21/23.5 is for approval later under Code of Governance.

22/23 Matters Arising

There were no matters arising from either set of Minutes.

23/23 Team Engine – KS and JN

23/23.1: KS provided a brief overview of Team Engine prior to JN joining the meeting.

23/23.2: At the discretion of the Chair of the Meeting, awaiting JN joining the meeting, SH called for items of **Any Other Business**.

23/23.3: Any Other Business – LB advised the Board of Directors that a new Safeguarding Declaration will be sent out to the Directors as a “DocuSign” which requires each recipient to sign before the document is moved to the next signatory. LB requested a prompt action by each Director to ensure speedy completion.

23/23.4: LB updated the Board of Directors that the Christmas Party will be held on Thursday, 14 December 2023 at the Celebrity Restaurant, Broad Street, commencing at 7:30pm.

23/23.5: KS advised the Board of Directors that Tracy Piper had decided to remain in post as Financial Manager and not to leave the Company in November.

23/23.6: A discussion followed on business confidence surrounding staff retention and the need for succession planning. KS confirmed he was aware of these requirements.

23/23.7: Team Engine – JN joined the meeting and gave a demonstration of the Team Engine software.

23/23.8: SK questioned document hyperlinking in Team Engine, JN responded.

23/23.9: SW questioned the key differences between Team Engine and MS Teams, JN responded.

23/23.10: AP commented on her experiences with a similar system for school governors.

23/23.11: LO questioned whether Team Engine will integrate with other systems for example PowerBI, JN responded.

23/23.12: LB commented that he believed that Team Engine would be beneficial in supporting his work on the Code of Governance.

23/23.13: JN left the meeting and discussion ensued.

Action: *KS to review free software applications offering a similar functionality and advise the Board of Directors accordingly and make recommendations.*

Action: *LO to investigate with The FA if there is an enhanced version of MS Teams that could be made available to County FA's.*

Action: *SW to clarify the use and functionality of MS Teams within his own organisation.*

Action: *KS to recommend a system solution for the management of Board Meetings by Thursday, 30 November 2023 for approval by the Board of Directors.*

24/23 Code of Governance

24/23.1: SH advised the meeting that compliance with The FA Code of Governance will be mandatory from 2025 to continue to receive FA funding. SH thanked LB for his work in preparing the business for compliance. A meeting was held on 31 August 2023 with LO where a considerable number of the code requirements were signed off.

24/23.2: LO confirmed to the meeting that the business was in a good place to meet the mandatory requirements of the Code of Governance. LO offered his continuing support to the Board of Directors to achieve overall compliance.

24/23.3: Board Safety Champion

Approved: The Board of Directors unanimously approved AP as the Board Safety Champion.

24/23.4: Maternity Policy

Approved: The Board of Directors unanimously approved the updated Maternity Policy as detailed in the meeting pack.

24/23.5: Paternity, Shared Parental Leave and Adoption Policies – SH advised the meeting that the three policies were under review and once completed would be shared with the Board of Directors for approval.

Action LB: *As soon as available, and in advance of the next Board Meeting on 30 January 2024, the three revised policies to be shared with the Board of Directors for approval.*

24/23.6: Finance Reserve Policy

Approved: The Board of Directors unanimously approved the updated the Finance Reserve Policy as detailed in the meeting pack.

24/23.7: Expenses Policy

24/23.7.1: SK questioned the approval process for expenses, KS responded that this was for individual line managers.

24/23.7.2: A discussion took place around Subsistence expense claims where alcohol is excluded, (no alcohol), as detailed in the meeting pack.

Action LB: Remove “(no alcohol)” exclusion from Subsistence per person expense claims only.

Approved – The Board of Directors, with the above amendment made, unanimously approved the Expenses Policy as detailed in the meeting pack.

*LO left the meeting.

24/23.7.3: SK questioned the inclusion in the Expenses Policy of a mileage rate for electric vehicles.

Action LB: To include in the Expenses Policy the HMRC mileage rate for electric vehicles.

24/23.8: Directors Handbook

24/23.8.1: LB updated the Board of Directors that there were 4 [four] Directors who had yet to sign and return their Directors Handbook.

Action LB: To obtain the outstanding signed copies of the Directors Handbook.

24/23.9: Independent Commercial Director

24/23.9.1: The appointment of a new Independent Commercial Director was approved at the July Board Meeting. A role profile has been created and the recruitment process will commence once the business of appointing the Nominations Committee is completed later in this meeting.

Action KS: By Friday, 27 October 2023 Independent Commercial Director vacancy to be advertised.

24/23.9.2: A discussion took place around which recruitment channels could be used to advertise the vacancy.

24/23.10: Board Committees

24/23.10.1: Audit Committee – *The Board of Directors unanimously approved KS, SW and MP as members of the Audit Committee.*

Action LB: Terms of Reference for the Audit Committee to be completed by Thursday, 30 November 2023.

24/23.10.2: Nominations Committee – *The Board of Directors approved KS, SH, and HM as members of the Nominations Committee. These members are subject to their availability at the time required.*

Action LB: Terms of Reference for the Nominations Committee to be completed by Thursday, 30 November 2023.

24/23.11: IAG

24/23.11.1: SH advised the Board of Directors that this item will become a mandated agenda item at all future Board Meetings.

24/23.11.2: MJ provided an update on IAG business.

Approved – The Board of Directors unanimously approved the nomination of MS as Chair of IAG.

24/23.11.3: SH advised the meeting that the revised Terms of Reference and the Diversity and Inclusion Action Plan [DIAP] will be available in the Directors channel on MS TEAMS.

Action: *The Board of Directors to approve DIAP by Friday, 27 October 2023.*

Action KS: *To communicate access details to the Directors channel on MS TEAMS.*

24/23.12: Aspiring Club Co-ordinators and the Voice of Young People

24/23.12.1: SH advised the Board of Directors that this item will become a mandated agenda item at all future Board Meetings.

24/23.12.2: LB updated the Board of Directors that the Aspiring Club Co-ordinators and the Voice of Young People programme is a revamped version of the Youth Council and has been in existence for 2 [two] seasons.

24/23.12.3: SH suggested that a more detailed and in-depth agenda item should be held at a future Board Meeting.

24/23.13: AGM and Changes to the Articles of Association

24/23.13.1: SH guided the meeting to the minutes of the AGM and reconvened AGM contained in the meeting pack.

24/23.13.2: DN outlined proposals for changes to the Articles of Association to be made at an EGM and by way of Special Resolution of the membership.

24/23.13.3: DN advised the Board of Directors of his misgivings as to the authority of The FA to mandate compliance with the Code of Governance Version 2, the Company having previously undertaken extensive work in redrafting the Articles of Association in accordance with the Code of Governance Version 1.

Approved – The Board of Directors approved the proposed changes to the Articles of Association as suggested by LB and DN.

Action LB & DN: *To work up a proposal for an EGM in early 2024 to adopt by way of Special Resolution changes to Articles 16 and 27 of the Association.*

25/23 CEO Update

25/23.1: KS referenced the various reports contained in the meeting pack including State of Play survey, KPI figures delivered by the Team, PDR process with thanks to SK, and financial reports.

25/23.2: KS updated the Board of Directors on the purchase of Great Barr Social Club and a late problem with the recorded Trustees who are now deceased.

25/23.3: KS updated the Board of Directors on the planning application, submitted two weeks ago, for the 3G development.

25/23.4: KS advised the meeting on an investigation into a “modular build” on the site. The build could be an important asset in the commercial development of the site. Possible investment £200,000 [two-hundred thousand].

Action KS: To provide an updated proposal by the next Board Meeting on Tuesday, 30 January 2024.

25/23.5: Save Today Play Tomorrow [STPT]

25/23.5.1: R Lindsay (Business Insights Manager) has been working with Climate Action for Associations [CAFA] as an alternative to taking STPT out of the business and creating a new structure as detailed in the meeting pack.

25/23.5.2: SK outlined the proposed business plan with CAFA over the next 12 months. The business plan provides for a short-term opportunity with low investment and little risk to the Company.

25/23.5.3: SW questioned whether the STPT product had been taken up by other County FA's. KS responded citing the current financial position and funding of County FA's and the "BCFA badging" on the offer as potential reasons why this had not been taken up.

Approved – The Board of Directors approved the one-off investment of £4,000 [four thousand] to proceed with the business plan under CAFA.

25/23.6: FA Update

25/23.6.1: FA Council – The vote on the re-structure was completed and the changes have gone through.

25/23.6.2: NGB Strategy 2024-2028 – The strategy will include the following areas: - Behaviour, Workforce/Volunteers, Facilities, Connecting The FA and County FA's, Education and Cost of Living.

26/23 Any Other Business

There were no items of Any Other Business.

27/23 Dates of Future Meetings

- i) Board Meeting: Tuesday, 30 January 2024, 1.00pm to 3.00pm
- ii) Board Meeting: Tuesday, 23 April 2024, 1.00pm to 4.00pm
- iii) Board Meeting: Tuesday, 23 July 2024, 1.00pm to 3.00pm
- iv) Accounts Sign-Off: Tuesday, 20 August 2024, 1.00pm to 2.30pm

There being no other business, the Chair closed the meeting at 3.12pm.

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Chair

SUMMARY OF ACTIONS REQUIRED

Item Number	Summary of Action	To Be Actioned By	Action Due Date
21/23	Tender for irrigation of pitches	KS	30/11/2023
23/23.3	To sign revised Safeguarding Declaration	ALL DIRECTORS	As soon as received
23/23.13	Review free software applications	KS	ASAP
23/23.13	Investigate enhanced version of MS Teams	KS/LO	ASAP
23/23.13	Functionality of MS Teams	SW	ASAP
23/23.13	Recommend system solution for Board approval	KS	30/11/2023
24/23.5	Revise Paternity, Shared Parental Leave and Adoption Policies	LB	30/01/2024
24/23.7.2	Remove “(no alcohol)” exclusion from Subsistence per person expense claims only.	LB	20/10/2023
24/23.7.3	Include electric vehicles in Expenses Policy	LB	20/10/2023
24/23.8.1	Outstanding copies of Directors Handbook	LB	31/10/2023
24/23.9.1	Advertise vacancy for Commercial Director	KS	27/10/2023
24/23.10.1	Terms of Reference for Audit Committee	LB	30/11/2023
24/23.10.2	Terms of Reference for Nominations Committee	LB	30/11/2023
24/23.11.3	To approve DIAP in Directors channel on MS TEAMS	ALL DIRECTORS	27/11/2023
24/23.11.3	Access to Directors channel on MS TEAMS	KS	ASAP
24/23.12.3	Agenda Item for future meeting	MP/SH	30/01/2024
24/23.13.3	Proposal for EGM – Changes to Articles of Association	LB/DN	30/11/2023
25/23.4	Updated on a proposal for “Modular Build”	KS	30/01/2024