**Board Meeting – 20th July 2021 at 1pm (Remote)**

**Meeting Notes**

Attendees: M. Penn (Chairman), S. Hampton (Senior Independent Director) - up to 2.20pm, K. Shoemake (CEO), S. Poole, J. Berry, H. Murdoch, S. Kazmi (up to 2pm), G. Roberts

Apologies: M. Shafaq, G. Rippon, S. Welch

Board Approval

Director Action

The CEO welcomed everyone and introduced Mr D. Nixon for the first formal part of the agenda and as per the papers previously circulated.

**1 Chair of the Meeting**

1.1 Propose to move that M. Penn acts as Chair of the meeting.

The Directors unanimously agreed to the proposal for Mr Penn to Chair the meeting.  Mr Penn asked Mr Nixon to continue with the all items up to point 6. Life Vice Presidents.  Board approved

**2 Papers Received**

2.1 The minutes of the EGM of 24/06/2021 - Board approved

2.2 The minutes of the EGM of 01/07/2021 - Board approved

**3 Proposal to Move**

3.1 Proposal to move that the Board adopts by way of ordinary resolution

      3.1.1 Birmingham County Football Association Ltd, Articles of Association, EGM 01/07/2021 ("the articles") as previously circulated - Board approved and adopted

      3.1.2 Birmingham County Football Association Ltd, Membership Rules, EGM 01/07/2021 ("the Membership Rules") as previously circulated - Board approved and adopted

**4 Chairing of Directors' Meetings**

4.1 Mr Nixon explained the current position

      4.1.1 Mr M. Penn was appointed as Chair of the Board under the old articles (19.1 a) as Chair of Council

      4.1.2 With the adoption of the new Articles, Article 13.1 now applies and as follows:

*The members may appoint a Director to Chair Directors' meetings ("the Chairman").  The Chairman shall not be the Chief Executive Officer of the Association (or any equivalent office holder).*

4.2 The Board move to appoint the Chairman in accordance with Article 13.1:

Mr Shoemake nominated Mr M. Penn as Chairman.  Mr S. Poole seconded the nomination.  There were no further nominations.

Mr M. Penn was unanimously appointed unopposed - Board approved

**5 Methods of Appointing Directors**

5.1 In accordance with Article 16.1.2, The Board of Directors move to co-opt on a temporary basis for a period of no longer than one year:

     5.1.1  Mr G. Roberts

Given the increased need (FA funding and covid-impacted income) and importance of the commercial element to the business along with partnerships, the Chairman moved to propose that Mr Roberts be appointed a main Board Director for an initial three year term.

The Directors agreed to the proposal and voted in favour of Mr Roberts inclusion - a position that Mr Roberts appreciated and accepted.

   5.1.2   Mr G. Rippon

In his absence, Mr Rippon was proposed and the Directors agreed Mr Rippon's co-option to the Board for a further year.

**6. Life Vice President & Fellowship of Birmingham County Football Association.**

6.1  With the adoption of the membership rules, a decision is required in accordance to Rule 10.3 as follows:

Subject to the approval of the BCFA Board, on the date of the adoption of the revised Articles of Association, and on this one and only occurrence, any person who has completed a minimum of 25yrs service to the BCFA Council will become a Life Vice President for the rest of their lives.

6.2  In accordance with the membership rule 10.3, the following persons become eligible as a Life Vice President

Mr L. Attwood (Atherstone Town FC), Mr R. Fisher (Wednesbury FC), Mr L. Chick (Coronation Football League), Mr S. Poole (Midland Football League), Mr J. Monnes (Stourbridge & District Youth League), Mr B. Cooke (Stratford upon Avon Football Alliance), Mr J. Starkey (Coventry Alliance).

The Chairman thanked each of the above for their service and commitment which was now rightfully recognised.

The Board approved the above LVP appointments and the Association will commence the appointment process.

A suggestion was made to invite the new LVP for a presentation either centrally or at a convenient football venue during a season.

The Chairman and Mr Nixon explained the Fellowship element which was for anyone the Board felt upon application, that had served and made an outstanding contribution to football and/or the Association over a sustained period.

**7.     FA Representative**

7.1  Mr Penn updated the Board on the role and the appointment in accordance with the FA Code of Governance for County FA's.

Mr Penn is the current FA Representative but his tenure will cease in June 2022.

Prior to June 2022, there will be a requirement for an open and transparent recruitment process as per the FA Code of Governance and Articles of Association and the Board will be required to form a nomination panel in the event that two or more 'responsible persons' from the Board apply.

**8.     Board Safeguarding Champion**

8.1   Mr Penn updated the Board on the role and the appointment in accordance with the FA Code of Governance for County FA's.

Mr Poole is the current Board Safeguarding Champion which is a mandatory requirement, but his tenure will cease in June 2022 and possibly prior to this date if an appointment can be made with a handover – ideally early 2022.

The Chairman stated that we were looking at a draft recruitment and welcome pack for all future Board positions along with a nominations panel for each time we recruit Directors. New appointments will be made in line with Director Skills Audits and the needs of the business and be Board approved.

The CEO suggested the following roles might also be required to support him, the Board and the business along with the new Board Safeguarding Champion:

Director responsible for People/Culture/Welfare; Director responsible for Sustainability.

The formal, Article/Rules and appointments related part of the agenda finished.

The Chairman, Mr Penn presided over the remaining agenda items for normal business.

Mr Penn thanks everyone for their input and especially Mr Nixon for his help

**Chairman's welcome & agenda overview:**

The Chairman thanked everyone for their earlier input and outlined the remaining agenda items.

**Apologies for Absence**

As previously noted above with Mrs Hampton having to leave by 2.20pm and Mr Kazmi leaving at 2pm.

**Conflict of Interest.**

No conflicts were tabled or mentioned

**Minutes of the Board Meeting held on the 18th May 2021**

The minutes were accepted and signed as a true and accurate record

**Matters Arising not covered in the Agenda**

a.  Board remuneration:

As part of the Board succession planning, the Chairman outlined the role of the Board and increased importance of the Directors and their individual responsibilities, given the new Articles of Association and the FA Code of Governance.

The Chairman suggested that it might be again a good time to look at a form of annual or monthly remuneration for Directors and/or a future Chair.

Mr Kazmi suggested that this would potentially help recruit and retain Directors at the level required  and recompense them for any additional time they can commit.

Mr Roberts stated that the Director responsibilities will need to be clearly defined with clear and measurable objectives with any remuneration based on output and targets.  The challenge will be that some Directors might not be able to commit to any additional time and others could dedicate additional hours/days.

Mrs Murdoch stated that previously all Directors had joined knowing they were volunteers without any remuneration which if in place would take money out of the game.  Mrs Murdoch explained her situation and that no additional remuneration would allow her to free up any more time which she didn't have either personally and professionally.

Mr Berry also stated that a payment could change the ethos and dynamic of the Board and culture along with the relationship between Directors who were able to do extra as well as an interested party's reason for joining which mustn't be first and foremost finance driven.

The CEO stated that an attendance allowance might be an option but because of the additional responsibilities and time (100+ days a year), then an agreed amount for the Chair and possibly Senior INED might be an option.

The Chairman thanked everyone for their input to the debate which he found fascinating and insightful.

b.   Board recruitment:

Given the increased need (FA funding and covid-impacted income) and importance of the commercial element to the business along with partnerships, the Chairman moved to propose that Mr Roberts be appointed a main Board Director for an initial three year term instead of the co-opted appointment.

The Directors agreed to the proposal and voted in favour of Mr Roberts inclusion - a position that Mr Roberts appreciated and accepted.

**CEO Update**

Business Overview and Finance

The CEO gave an overview of the business and KPI's.

The CEO outlined the draft end of year figures showing a small loss on the year of circa £25k.  Most of the FA grants and other grants have been accrued into the following year as they were unable to be spent for their designated purposes in the last 12-18 months.

The business had also topped up the Sport England affiliation grant which again has provided free affiliation for clubs for the 21-22 season and had also invested in the BCFA Pitch, Club and new Green Innovation Funds.

The CEO asked Directors to attend the sign off meeting in August.

The CEO also stated that, with the help of Mrs Murdoch and her team at StGP, he was pulling together an overall Investment Strategy for the business - a four year phased approach and wish list as the FA will be insistent that we have to reduce our surplus down to their recommended ratio of 10 months which means a spend of circa £450k.

Business Strategy

The Strategy was being developed with the help of Mr Kazmi and the SLT as well as some internal groups.

There will be a draft available for the Away Day with input collated and added.  We are well on course to submit by the end of August and in time for our FA presentation on the 7th September.

Affiliation

The CEO stated that clubs were affiliating albeit with a few glitches in the system.

Clubs: 709 (1,150), Teams: 3,128 (4,750), Refs: 546 (1,100) - Referees being a concern due to a number of Referee retirements and concern about Covid-19 and being unable to back-fill new officials as unable to deliver any courses for 18 months.

Workforce:

Amy Sproson (FDM) leaving for a career in teaching at the end of August.

New starters: Harley Hetherington (FDO male), Vicky Mitchell-Blunt (FDO Female), Olivia Fergusson (Assistant FDO - part time).

**Save Today Play Tomorrow**

The CEO gave a detailed overview of the BCFA sustainability initiative and the new Green Innovation Fund.

Mr Roberts complimented the business for the foresight and also the work undertaken by Richard Lyndsay and stated that the whole initiative and/or elements could attract new funding opportunities and partnerships.

Mr Berry also praised the work especially the carbon reduction and stated that local authority housing departments would be worth contacting as well as the broader environmental departments linked to section 106 planning/funding.

**FA Update**

The Chairman gave a brief update from the FA Board and FA Council and Leagues Committee regarding the League restructure.

**Safeguarding**

The CEO stated that a new Operating Standard (SOS 365) will be announced at the beginning of September)

**AOB**

Mr Roberts stated that he'd had initial conversations with a sponsorship platform called 'Snap' which some CFA's are promoting for their Clubs.

Mr Roberts will update Directors at a future Board meeting

Action: Mr G Roberts

The Chairman thanked everyone for attending and their input and closed the meeting 3.15pm