



BRIEFING NOTE FOR REGIONAL AND COUNTY CHAIRMAN

PURPOSE

The purpose of this paper is to brief Regional and County Chairmen on the principle outcomes of the recent Annual General Meeting. For clarity, the Briefing note has been presented to illustrate what decisions were made and why.

THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The changes

At the AGM in September 2013, the membership resolved that the Articles should be amended in order to ensure that the Board is structured appropriately and functions as a high-performing Board in the current changing environment. The effects of these revisions were:

- The Board consists of 7 Elected Directors, 3 Appointed Directors and the CEO
- Elected Directors are appointed for a 4 year term and can serve only 2 consecutive terms; they must be affiliated Members of England Netball throughout their term
- Appointed Directors are appointed for a 3 year term with no second term. Appointed Directors may be asked to stand down before the end of their term in order to fill a skills gap that the Directors have identified on the Board.
- The removal of the Vice-Chair role.
- That only Directors can hold the office of Chair and Treasurer. The Board shall appoint the Chair and Treasurer annually subject to a performance review with a full selection taking place every 4 years by the Board.
- The Board were authorised by the membership to establish and implement a transitional strategy through to the AGM in 2017 for existing Directors in order to ensure continuity on the Board.

In 2014, the Articles of Association were amended to reflect these changes and these revised Articles were unanimously adopted by the AGM.

The reasons for change

The changes were made to comply with good governance practice and the requirements of our grant from Sport England.

THE BOARD OF ENGLAND NETBALL FOR 2014/15

The actions taken

The Directors were mindful of the consequences of these changes on the continuity of leadership within the Board. As such they agreed a transitional strategy to optimise stability and continuity within the Board over the next three years.

Article 71 allows the Directors to appoint a person to fill a vacancy that arises and that the person appointed shall hold the office until the person they replaced was due to retire. The position of Vice Chair became vacant as from 27th August and the Directors agreed to appoint Julie Moon to fill this vacancy.



Cheryl Danson (Chair), Lindsay Sartori (Treasurer) and Kerrie Jones (Elected Director) came to the end of their four-year term as Elected Directors in September 2014. Cheryl Danson announced her retirement from the Board in October 2013 and the Nominations Committee began the search for a replacement Chair. Lindsay Sartori had exceeded 8 years on the Board and therefore under the revised Articles was not eligible to stand as an Elected Director.

Nominations were sought to fill the three Elected Director vacancies and five nominees put their names forward. All voting group members (that is Clubs, Counties, Regions and Schools paying full membership) were given the opportunity to vote for the nominees. Catherine Vaughan, Kerrie Jones and Martyn Wilks were duly elected.

The Board agreed as part of the transitional strategy that every effort will be made to seek or develop suitably qualified and experienced individuals for the Officer roles (that is the Chair and Treasurer) through recruitment, canvassing members, development and mentoring within EN's committee and governance structure. However, if no suitable replacement is forthcoming, the outgoing Officer will be asked annually, through to the AGM in 2017, to fill the vacancy irrespective of the length of service to that point.

Following an unsuccessful search, the Board asked Cheryl Danson to serve as an Appointed Director and Chair of England Netball for an additional year whilst the search for a suitable Chair continues. The Board also asked Lindsay Sartori to serve as an Appointed Director and Treasurer of England Netball for an additional year, whilst she hands over to role to a potential new Treasurer. Julie Moon will continue to fill the casual vacancy as an elected director, not as vice chairman as this position was removed when the revised Memorandum and Articles of Association were agreed at the AGM.

Following these events the Board of England Netball consists of the following Directors:

Non-Executive Directors:

Chairman (Appointed Director):	Cheryl Danson OBE
Treasurer (Appointed Director):	Lindsay Sartori
Elected Director:	Anita Navin
Elected Director:	Sally Horrox
Elected Director:	Fran Steele
Elected Director:	Kerrie Jones
Elected Director:	Catherine Vaughan
Elected Director:	Martyn Wilks
Elected Director (Casual Vacancy):	Julie Moon
Appointed Director:	Alex Scott-Bayfield

Executive Director (CEO): Paul Clark

The role of the President is a unique and crucial role for England Netball; it represents England Netball at national and international events and connects the volunteers, members and participants with the paid staff. England Netball has been enormously fortunate by the outstanding calibre of individuals that has held this role in the past.

The changes to the Articles adopted at the AGM in September 2014, detailed above, also had an impact on the President role. The Articles now state that the President can only hold the role for a maximum of 3 years.



Janet Wrighton has held the role of President for the last five years and therefore, under the revised Articles is not eligible to stand for a further year. The Board conducted an extensive search and was unable to identify a suitable replacement.

The Board, therefore, asked Janet Wrighton to perform the role of “Patron” for the next 12 months; a very special role which will include attending the national and international events on behalf of EN, Chair and lead a new Awards and Heritage Group and identify and mentor successor President who will take office in September 2015. The Awards and Heritage Group will have a strong membership focus and seek to promote and protect the heritage of the sport and celebrate the contribution of our volunteers.

The reasons for the actions

With the number of planned changes to the leadership of the organisation the Board worked very hard to protect the integrity, credibility and reputation of the NGB with its many stakeholders. The actions taken seek to maintain strong leadership and stability through a period of uncertainty and transition. To that end difficult decisions were taken but please be assured the best interests of England Netball and its members was always at the heart of those decision making processes.

QUESTIONS FROM THE FLOOR

A number of questions were raised by attendees at the AGM including.

Directors remuneration

The Directors remuneration in 2013/14 accounts was £92,689 as opposed to £91,284 in 2012/13. As described above EN has 10 non-executive directors including the Chairman who hold office on a voluntary basis so are not remunerated. The Chief Executive is the only director who receives remuneration and the amount in the accounts reflects the total package including employer contributions for National Insurance and Pension.

The Chief Executive’s salary is reviewed by EN’s Human Resources and Remuneration Committee and benchmarked with other similar sized sporting organisations. The Board believe the current level of remuneration is appropriate for a £10m business with a complex network of stakeholders.

Sport England

A question was raised in connection with EN’s failure to meet its Active People targets in 2013 and Sport England’s understanding that netball is not played in the summer months and as a game played, primarily outside, the weather will impact participation numbers.

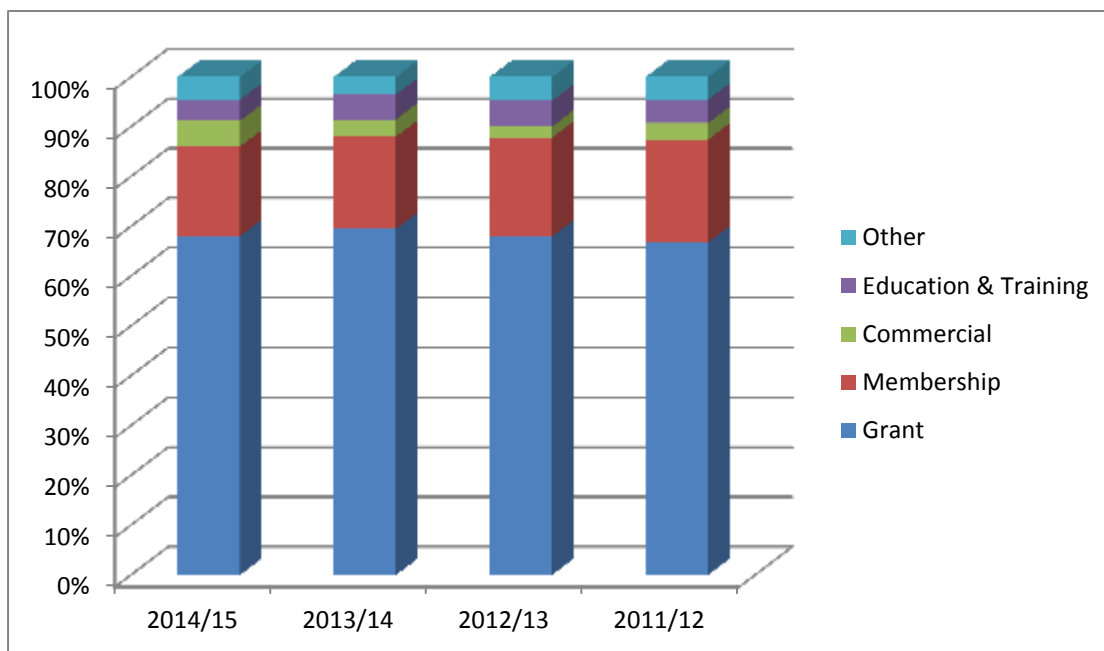
Paul Clark confirmed that EN had planned for a lower participation rate in the summer month when agreeing Active People targets, however, in 2013 the actual rate fell well below expectations. That came as a surprise to the analysts at both EN and Sport England. The latter also takes a very pragmatic approach to the influence of the weather and will work with individual sports to assess that impact. EN has a very good relationship with Sport England and they regard EN as a top performing sport.

Marketing Targets

The question was asked how EN has performed against its marketing and commercial targets. EN has a strong Commercial Advisory Group who work with the Director of Commercial and Marketing to grow our non-grant income. Being a women’s sport in a difficult economic climate is challenging but EN is making good progress.

The Board have agreed a 4 year financial strategy which sits alongside the Your Game, Your Way Strategy. Every year a more detailed budget is created by the Executive Team and approved by the Board following full scrutiny by the Finance and Audit Committee. The actual expenditure is closely monitored against these budgets by the budget holder, Executive Team, Finance and Audit Committee and Board.

Gaining sponsorship and generating commercial income is a high priority for England Netball in a hugely competitive environment; our ambitions were set out in the Your Game, Your Way strategy and our successes against these ambitions are detailed in the Annual Report. The graph below sets out the categories of income and the targeted share of the total income in 2014/15.



Conclusion

I hope Chairman will find this information helpful and would be grateful if you could appraise your respective Boards/Committees but should you have any further questions or points of clarification please do not hesitate to contact me.

Paul Clark
 Chief Executive, England Netball
Paul.Clark@englandnetball.co.uk
 October 2014.