



**BOARD OF TRUSTEES**  
**Tuesday 18 September 2018**

**RECORD OF MEETING**

**The Board Meeting was located at the offices of Hogan Lovell, Atlantic House, 50 Holborn Viaduct, EC1A 2FG and was conducted via telephone conference call**

**Present:**

Kevin Aitchison ('KA') Chair  
David Pond ('CEO')  
Mary Daunt ('MD')  
Margaret Moore ('MM')  
Andrew Flatt ('AF')  
Simon Le Fevre ('SLF')  
Suzy Christopher ('SC')  
Michael Spence ('MS')  
Richard Allcroft ('RA')

**In Attendance:**

Russell Clay - note taker (Hogan Lovell)

**1. Introduction and Declarations of Interests**

- 1.1. The meeting was conducted via telephone conference call.
- 1.2. KA opened the meeting and all board members confirmed their attendance. Four trustees were co-located for the call at the offices of Hogan Lovell.
- 1.3. No interests specific to the meeting were declared, except that the candidates for re-appointment to the various trustee positions, under Agenda Item 3, would not vote in respect of their own positions.

**2. Apologies & Quorum**

- 2.1. KA noted that there were no apologies and that the meeting was quorate.



### 3. Board Resolutions to Appoint Trustees/Directors

- 3.1. KA explained that the purpose of the meeting was to prepare for the AGM to be held on Wednesday 19 September and also to consider a number of BOT resolutions regarding trustee appointments which were required, under the revised 2017 GBWR Articles of Association, ahead of that meeting.
- 3.2. RA asked KA what the position was in respect of his BOT membership now that he had been elected as President of the IWRF. It was confirmed that RA's current term of office as a GBWR board member would be due to end at the AGM in 2019. It was agreed that RA and KA would discuss RA's position outside the meeting and a proposal on when he would step down would be presented to the BOT at its meeting on 25 September.
- 3.3. With this clarified, it was agreed to consider each of the tabled board resolutions.
- 3.4. In answer to a question from RA, SLF explained that both the 2017 GBWR Articles and the Code for Sports Governance permits for someone, who is appointed as the Chair, to stand for a fourth term. RA agreed he was content.
- 3.5. MS as Vice Chair presented Resolution 1: *that under the 21 November 2017 GBWR Ltd Articles 20.2.2, 21.3, 21.3.1 and 23.1, the BOT appoint Kevin Aitchison as the Chair of GBWR Ltd for a fourth term of up to three years.*
- 3.6. The remainder of the BOT unanimously approved Resolution 1.
- 3.7. KA resumed the position of Chair and presented Resolution 2: *that under 21 November 2017 GBWR Ltd Articles 20.2.4 and 21.1, the BOT appoint Mary Daunt as an Independent Non Executive Director for a second term of up to three years.*
- 3.8. The remainder of the BOT unanimously approved Resolution 2.
- 3.9. KA presented Resolution 3: *that under 21 November 2017 GBWR Ltd Articles 20.2.4 and 21.1, the BOT appoint Simon Le Fevre as an Independent Non Executive Director for a third term of up to three years.*
- 3.10. The remainder of the BOT unanimously approved Resolution 3.
- 3.11. The BOT noted that a casual vacancy for an Elected Director would occur under 21 November 2017 GBWR Ltd Article 27 at the point when Richard Allcroft formally resigns from the Board of GBWR Ltd. The intention of the Board would be to make an appointment for the period until the GBWR AGM in 2019, at which point the appointee would be eligible, under Articles 20.2.3 and 26, to be nominated by the Board for election by the voting members of GBWR Ltd as an Elected Director for a first full term of up to three years.



#### **4. Member Resolutions & AOB due at GBWR 2018 AGM**

- 4.1. KA stated that no Member Resolutions had been received but that one AOB item had been submitted by a member.
- 4.2. He asked what views the BOT had on dealing with any other questions that might arise in the AGM. Following discussion it was agreed that it was appropriate to answer directly any points of clarification on what is presented at the meeting, but that subjects which are outside that which is presented should be recorded and dealt with outside the meeting. KA said he would introduce the meeting by reminding attendees of the process in place for submitting Member Resolutions and AOB.

#### **5. Future Recruitment onto the GBWR Board of Trustees/Directors**

- 5.1. KA thanked SLF for his comprehensive note on the subject and asked for discussion.
- 5.2. In response to a question from DP, SLF reminded the BOT that the Board size was limited to a maximum of 12 and that a minimum of 25% of these positions were reserved for independent non-executive directors. AF suggested that rather than come up with a proposed number of Elected Directors, the note should rather focus on the point that the BOT wished to facilitate appropriately skilled candidates from among the GBWR membership, in order to ensure the maintenance of a skills-based board. MS agreed, and said that there may be members who already possess various skills required by the Board and therefore would be eligible to apply for a range of Board positions.
- 5.3. DP commented that it was important to ensure that Board numbers allowed for transition arrangements. By this he meant that, in order to enable the effective succession of trustees it was likely that the Board would wish to have the flexibility of numbers to allow for a short period of shadowing of retiring trustees by those who are either appointed or elected to succeed them.
- 5.4. The BOT invited SLF to amend his draft accordingly, and agreed that SLF would then present the information note to the AGM on the following day.

#### **6. Any Other Business**

- 6.1. KA asked DP if he was aware of anything else that was likely to be raised at the AGM. DP replied that he was not, but he drew attention to the response that he had prepared in answer to the AOB question. Farrers, who had provided the original advice on the percentage threshold for Member Resolutions, had now confirmed that his response was appropriate.

## Board Record

### Great Britain Wheelchair Rugby



- 6.2. SLF asked KA if there was anything else in the Minutes from the 2017 AGM that required the attention of the BOT. MD said she had some minor corrections for accuracy, which DP noted.
- 6.3. RA thanked DP for circulating his note on safeguarding definitions. DP said that it had not been requested as an AOB item, but he wanted the BOT to be clear on the definitions for their general information.
- 6.4. There being no further questions, KA ended the meeting.