

Lawn Tennis Association Limited

Company number 07459469
(the “Company”)

Minutes of a meeting of the BOARD OF DIRECTORS of the Company (the “Board”) held on Tuesday 26th April 2022 from 9-10am by Teams video call

Present: Rachel Baillache, Sara Bennison, Sanjay Bhandari, Lesley Cundy, Lord Davies of Abersoch, Craig Haworth, Anil Jhingan, Scott Lloyd, Sandi Procter, David Rawlinson, Roy Staniland, Simon Steele, Sir David Tanner

In attendance: Jackie Freeman (minutes), Paul Guyer (item 3.1), Olly Scadgell (item 3.2) and Pamela Woodman (Company Secretary)

1. Welcome and Declarations of Interest

Lord Davies welcomed everyone to the meeting. In accordance with section 177 of the Companies Act 2006, each director present confirmed that they had no direct or indirect interest in any of the business to be transacted at the meeting. Otherwise, the declarations of interest were as previously recorded and Board members were reminded to continue to declare any interest which may arise during the meeting at the appropriate time.

2. Russia/Belarus update

Scott Lloyd provided a verbal update on talks with the ATP and WTA on the ban on Russian and Belarusian players competing in LTA events this summer. He informed the Board that he and Sally Bolton would be presenting to the WTA board [that afternoon] and had asked to do the same at the forthcoming ATP board meeting.

3. Key Business Topics

3.1 Nottingham Tennis Centre

[Paul Guyer joined the meeting]

The paper included in the Board pack, and the accompanying report from Blake Morgan LLP (“**BM Report**”), solicitors acting for the relevant entities within the LTA group, were taken as read. Paul Guyer noted that the Board had been provided with a paper on this project nearly a year ago and gave a brief summary of the updates to the key transaction terms in the intervening period and the reasons for those. He noted that the BM Report summarised the key terms of the proposed transaction (“**Transaction**”) relating to the acquisition of Nottingham Tennis Centre, and of the main documents in relation to the Transaction.

It was noted that the Company was not a party to any of the documents in relation to the Transaction and that approvals would be required from LTA Operations Limited, LTA Property Limited and LTA Services Limited.

Paul Guyer reported that negotiations had now concluded with the Council in relation to the Transaction and the intention was for the Transaction to complete on Friday 29 April 2022 with the transfer occurring at 23.59.59 on Saturday 30 April 2022.

There was a discussion around the operational models considered, branding and the key risks, amongst other things.

[Paul Guyer left the meeting]

3.2 Tennis Scotland Funding Agreement

[Olly Scadgell joined the meeting]

The deal memo outlining the LTA's proposed investment into Tennis Scotland for a 4 year period was included in the Board pack and taken as read.

It was noted that the Company was not a party to the funding agreement.

After discussion, the Board (for its part) approved the proposed funding for a 4 year period from 1st April 2022 to the end of March 2026 and noted that this would be co-terminus with the agreement Tennis Scotland has with sportscotland.

[Olly Scadgell left the meeting]

4. Corporate Governance

4.1 Approval of appointment of President 2023-2025

Pamela Woodman informed the Board that there had been one application for the position of President, from Sandi Procter, and that a sub-group of the Nomination Committee had interviewed her for it. Pamela Woodman noted that the Nomination Committee had then considered the application and discussed the feedback from the interview panel. She confirmed that the Nomination Committee was satisfied that Sandi Procter met the Fit and Proper Person Test (as set out in the LTA Rules) and had made a recommendation to the Board for the appointment.

Consequently, the Board unanimously approved the appointment of Sandi Procter as President for a term of three years commencing on 1st January 2023. Lord Davies, on behalf of the Board, offered his huge congratulations.

Pamela Woodman informed the Board that applications for the position of Deputy President would now be sought and, if there were more than 3 applications received, there would require to be a vote at the Council meeting in May to select the 3 candidates to be put to the Nomination Committee for consideration. She also informed the Board that the position of Development Tennis Advisory Group Chair would become vacant at the end of the year and an open recruitment process for this role would take place. She explained that the current chair could apply for a second term if he so wished.

4.2 Authority for Company Secretary to issue the notice of the AGM

The Board authorised Pamela Woodman to issue the notice of the AGM for the holding of the AGM on Wednesday 25 May 2022.

4.3 Approval of proposed amendments to articles and rules

After due consideration, the Board approved the proposed amendments to the articles and the rules as set out in the Appendix to the paper included in the Board pack, subject to the requisite approvals also being obtained from Members and Voting Council Members as applicable.

4.4 Approval of appointments recommended by the Nomination Committee

Upon the recommendation of the Nomination Committee, the Board approved the appointment of:

4.4.1 Anil Jhingan to the committee of management of The Championships; and

4.4.2 David Rawlinson to the Audit Committee.

5. Any Other Business

5.1 West Hants update

Simon Steele informed the Board that there was an intention to change the status (CASC to charity) and legal entity which has a lease of the West Hants club. He noted that the intention was that the articles of the existing company would be amended and this would allow Olly Scadgell and Simon Steele to step down as directors in the meantime but that the necessary protections relating to loans made by the LTA group to the existing West Hants company would be maintained, albeit that any current controls related to more operational matters would likely be removed upon the move to the new charitable company.

The meeting closed at 11am.

Signed.....

Dated.....