

Private & Confidential

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 Wednesday 23th September at 8.30am at the National Tennis Centre, 100 Priory Lane, Roehampton SW15 5JQ and by Teams

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

In attendance Jackie Freeman (Minutes), Abbie Lench (item 5), Olly Scadgell (item 5) and Pamela Woodman (Company Secretary)

Minutes

1. Welcome and Declarations of Interest

Lord Davies opened the meeting and welcomed Anil Jhingan and Sanjay Bhandari to their first Board 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, other than as set out in the minutes below.

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. Minutes of the meeting held on 5th May 2021

These were approved as a correct record.

Matters Arising

- **Item 8.2** It was agreed that Martin Corrie would be invited to attend a Board meeting in 2022.

3. CEO Executive Summary

Board members had received a comprehensive summary in the Board pack. This was taken as read and Scott Lloyd supplemented his summary with a verbal update on a variety of operational and other matters. The 2021 business dashboard provided in the Board pack was noted.

4. Finance Update

Simon Steele's report was included in the pack.

4.1 Management Accounts

These were noted.

4.2 2022 Budget and Financial Planning

Simon Steele's paper was included in the Board pack. Simon Steele explained that due to the challenges faced by Covid, the usual five year plan was not produced in 2020 and therefore a 3 year plan (2022-2024) had been developed. It is anticipated that a fuller five year planning exercise will be undertaken aligned to the Board strategy day planned for March 2022. An overview of the work completed to date on the 2022 budget was provided.

After further discussion, the Board approved the direction of travel and it was noted that the final 2022 budget would be presented to the Board in December 2021.

4.3 Loan facility approval – The Secretary of State for the Department of Media, Culture and Sport

The paper and supporting documentation included in the Board pack was noted.

Loan Facility

The Chairman noted that the Meeting was to consider, and if thought fit approve and authorise, the establishment of a committee of the Board to finalise and execute certain documents in connection with a loan facility (the **Loan Facility**) of £14,300,000 proposed to be made by The Secretary of State for the Department for Digital, Culture, Media and Sport (the **Lender**) and administered by The English Sports Council (the **Programme Manager**) to the Company's wholly owned subsidiary LTA Operations Limited (the **Subsidiary**).

Documents

It was noted that the principal financing documents were as follows:

- (a) a loan facility agreement proposed to be made between the Lender, the Programme Manager and the Subsidiary pursuant to which the Lender will make available the Loan Facility to the Subsidiary (the **Loan Facility Agreement**); and
- (b) a guarantee and debenture to be given by the Company and the Subsidiary in favour of the Programme Manager acting as security trustee for the Lender and the Programme Manager (the **Guarantee and Debenture**),

together the **Documents**.

A document provided by Farrer & Co – legal advisers to the Company in respect of the Loan Facility – summarising the key terms of the Loan Facility was produced to the Meeting (the **Summary Document**).

The Directors discussed the Summary Document and the key terms of the Documents set out therein, including, without limitation:

- (c) the representations, covenants and events of default under the Loan Facility Agreement;
- (d) the term, interest rate, fees and other elements of pricing in the Loan Facility Agreement; and
- (e) the obligations imposed by the Guarantee and Debenture.

The Directors noted that:

- (f) the Company has the power under its memorandum and articles of association to enter into the Loan Facility;
- (g) there are no borrowing, guarantee or security restrictions in the articles of association of the Company;
- (h) the Directors present at the meeting are empowered under Article 6 of the Company's articles of association to delegate any of the powers which are conferred on them under the articles of association to a person or committee; and
- (i) the implementation of the Loan Facility would, by providing the Company's group with additional liquidity, promote the success of the Company for the benefit of its members as a whole and would be for the purpose of carrying on the Company's business.

Resolutions

After further due and careful consideration, including consideration of the matters referred to in Section 172(1) of the Companies Act 2006, and having concluded that to do so would promote the success of the Company for the benefit of its members as a whole, IT WAS RESOLVED that:

- (j) Scott Lloyd and Simon Steele be appointed to a committee (**Committee**) pursuant to Article 6 of the Company's articles of association to act on behalf of the board of directors in relation to the Loan Facility and all documents and formalities connected with it;
- (k) the quorum of any meeting of the Committee be set at two members; and
- (l) the Committee be delegated all the powers of the board of directors required to enter into all agreements, deeds and documents on behalf of the Company in connection with the Loan Facility (including without limitation the Documents) as the Committee shall consider necessary or

desirable in the interests of the Company, subject to any regulations, resolutions or restrictions that may be imposed by the board of directors from time to time.

5. County and Island Association governance framework and Project Themis

[Abbie Lench and Olly Scadgell joined the meeting]

Abbie Lench gave an update on the work to “develop and deliver an engagement plan for Counties to enable a joined up approach to growing tennis”. The second version of the framework is being finalised and will be brought to the Board for approval at a future date.

Project Themis

Pamela Woodman gave an update on the review of the LTA’s governing documentation – Project Themis. There are initial working drafts of the revised documentation and Pamela Woodman would be seeking input from the Board members. The invitation to comment would be optional but she felt that the opinion and thoughts of the Council elected Board members would be particularly appreciated.

An overview of the two projects will be presented to the Council and a separate session will be run for Councillors to give them an opportunity to provide their feedback.

Pamela Woodman indicated that she hoped to be in a position to be seeking approval from the Board in December 2021.

[Abbie Lench and Olly Scadgell left the meeting]

6. Corporate Governance

6.1 Recommendations from Board Nominations Committee and Council Nominations Committee

The Board approved the following recommendations from the Board Nominations Committee:

- To continue the appointment on the Board of each of Lord Davies, Rachel Baillache, Sara Bennison and Sir David Tanner for a period of 3 years but subject to the understanding that there is a review of the governing documentation ongoing (in view of which terms of appointment were under review). It was noted that the proposed continuation Lord Davies’ appointment would be submitted to Council for approval.
- To appoint Sanjay Bhandari to the Audit Committee
- To appoint Rachel Baillache (as Senior Independent Director) to the Board Nominations Committee
- To appoint Anil Jhingan to the Remuneration Committee (in place of Rachel Baillache)
- To continue the appointment of James Keothavong for a further 3 years as a Board Nominated Councillor

The Board noted the composition of the Council Nominations Committee (subject to Project Themis) and upon the recommendation from the Council Nominations Committee:

- confirmed the appointment of Blane Dodds (Scotland), John Doe (Cheshire), Simon Jones (Shropshire) and Sarah Langford (Tennis Industry Association nominee) as Councillors for 2022, such appointments to be notified to the Council; and

- approved the appointment of David Rawlinson (leader), Sandi Proctor and Scott Lloyd as delegates for ITF general meetings and David Rawlinson and Sandi Proctor as delegates for Tennis Europe general meetings.

6.2 Subscription fees for 2021-2022

The subscription fees for “Members” and “court fees” for “Associates” as outlined in the Board paper were approved.

7. Verbal updates from AELTC Sub-Committees

The Board received various updates from the Board members.

8. Reports for noting

8.1 TDC Update

The TDC update was noted. Roy Staniland and Lesley Cundy thanked Julie Piper for the work she did on putting on the County Cup.

8.2 Tennis Europe report

David Rawlinson’s report was noted.

8.3 International report

The report was noted.

8.4 Draft agenda for the October Council meeting

The draft agenda was noted.

8.5 Health and Safety report

The report was noted.

8.6 Subsidiary board and Committee minutes

The minutes enclosed in the Board pack were noted. Rachel Baillache confirmed that the decision to tender for the audit will be deferred until next year.

9. Any Other Business

Due to a clash with the Davis Cup finals, the next Board meeting will take place on 7th December 2021 (rather than 1st December 2021) with a dinner on the evening of 6th December 2021.

10. Closed session

Pamela Woodman, Simon Steele and Jackie Freeman left the meeting.

There being no further business, the meeting closed at 1.45pm

Signed

Dated: 7th December 2021

E. Mervyn Davies