

LAWN TENNIS ASSOCIATION LIMITED (“LTA”) COUNCIL

Minutes of the meeting held on Tuesday 8 February at 2 pm via Teams Video Call

Present

David Rawlinson (President).

Councillors

Ian Alexander, Rachel Baillache, Sara Bennison, Lottie Birdsall Strong, Liz Bissett, Richard Blackburn, Heather Bottomley, Andy Bradley, Yasmin Clarke, Roy Colabawalla, John Copsey, Venetia Cottman, Lesley Cundy, Richard Cutler, Lord Davies of Abersoch (Chairman, LTA Board), Blane Dodds, John Doe, Rick Denton, Jane Grey, Peter Grimsdale, Craig Haworth, Louise Hutchinson, Anil Jhingan, Ben Knapp, Steven Law, Chris Mansour, Jo Marks, Adrian Packer, Mike Piper, Sandi Procter, Joy Robinson, Annie Smith, Sir David Tanner, Alison Taylor, Adrian Waite, Viv Wilson and Steven Winyard.

Alternates for Councillors

Tim Arthur (representing Mark Sanders, Councillor for Cambridgeshire), Lee Evans (representing Bridie Amos, Councillor for Hertfordshire) and Margaret Upton (representing Malcolm Peters, Councillor for Cornwall).

In attendance

Abbie Lench (Head of Clubs, Parks, Counties and Volunteering), Scott Lloyd (Chief Executive), Oliver Scadgell (Participation Director), Roy Staniland (Chair, Tennis Development Committee), Simon Steele (Finance Director), Sheila Wall (PA to the President) and Pamela Woodman (Head of Legal).

Minutes

1. **Welcome and Apologies for Absence**

David Rawlinson welcomed everyone to the meeting including Tim Arthur (attending on behalf of Mark Sanders), Lee Evans (attending on behalf of Bridie Amos) and Margaret Upton (attending on behalf of Malcolm Peters). In addition, he had been appointed as the representative for Martyn Rock.

Apologies for absence had also been received from Francis Caldwell, Sarah Langford and Brian Walton.

2. **Declarations of Interest**

Councillors were asked to declare an interest as appropriate when a relevant item was discussed.

3. Project Themis – new Articles of Association and new Rules of LTA

David Rawlinson said that he was a member of the Project Themis Steering Group which was chaired by the Senior Independent Director, Rachel Baillache, with Pamela Woodman as business lead. The Steering Group was established a year ago to conduct a substantive review of the governing documentation and governance structures of the LTA with a view to proposing changes to ensure the governing documentation is transparent, consistent and clear to allow the LTA to operate in an efficient and agile manner in accordance with the principles of good governance and practice in the context of sport.

The paper circulated in advance of the Council meeting confirmed that the Steering Group, on behalf of the Board, recommended the approval of the four resolutions set out in the paper. It was confirmed that the effect of approving the first three resolutions would be that the existing governing documentation of LTA would be replaced in its entirety. He said that he supported these recommendations wholeheartedly. The fourth resolution was a recommendation that the number of nominees which each of the National Associations may put forward to the Council be increased from one to two.

After the circulation of the Project Themis paper (and accompanying documentation), the Council was advised of a proposed amendment to resolution 1 with regard to article 37 of the new draft articles of association relating to whether or not the holding of an AGM was mandatory. This had been discussed at a Project Themis Q&A session for Councillors and Members on Friday 4 February 2022. Having listened to the concerns raised on this issue, the Council was asked to vote against the proposed amendment and in favour of the drafts of the new governing documentation as circulated, on the understanding that the proposed amendment to article 37 would be put to Members at the 2022 LTA AGM in May.

Scott Lloyd said that the resolutions before the Council today represented an important milestone for the sport, for the LTA's reputation and credibility as a National Governing Body and for the LTA's long-term financial independence and strength. He urged Councillors to vote in favour of the four original resolutions.

Pamela Woodman explained that, if the Council voted in favour of the proposed amendment to resolution 1, it would not be possible to proceed with the vote at the general meeting of Members later that afternoon because the draft articles of association to be voted on by both the Council and Members needed to be the same; and it was not legally possible for an amendment to be made to the equivalent resolution to be put to Members later and so this would require the calling of another general meeting. Approval of the resolutions today would allow the Project Themis changes to the governing documentation to be made with immediate effect and the concern around an AGM would be addressed at the 2022 AGM in May. She noted that such approval would also be beneficial in enabling the process for the appointment of a new President to commence and would assist in conversations with Sport England and the Government in showing that our governance arrangements are compliant with the Sports Governance Code. She confirmed that the LTA committed to ensuring that the proposed amendment to article 37 would be put to the Members at the AGM scheduled for Wednesday 25 May 2022.

In answer to a question from Rick Denton, Pamela Woodman confirmed that a special resolution is required to change articles of association and a special resolution requires a majority of 75% of votes cast (by those eligible to vote) to be in favour in order to be approved.

In answer to a question from John Doe, Pamela Woodman confirmed that the LTA will accept the majority view of Members at the AGM in relation to whether or not an AGM would be mandatory.

4. Project Themis - Votes on the Resolutions

The following resolutions were put to the meeting and voted on using the Teams voting function. For each resolution, Pamela Woodman confirmed that a simple majority of those present and entitled to vote was required. On completion of the voting process, Pamela Woodman checked and verified the votes cast before confirming the results.

Amendment to resolution 1

Pamela Woodman reminded the meeting that the LTA's position was that Councillors were being asked to vote against the amendment, backed by a commitment to put the amendment to Members at the 2022 AGM in May. However, she reminded Councillors that how they voted on each of the resolutions was their decision with regard to what they considered to be in the best interests of tennis in Britain.

The amendment was not passed with 3 votes in favour and 31 votes against.

Resolution 1 (Articles)

Pamela Woodman confirmed that the LTA's position was that Councillors were being asked to vote in favour of the resolution to delete the existing articles of association in their entirety and replace them simultaneously with the new articles of association (subject to the approval of the Members).

The resolution was passed with 33 votes in favour and 5 votes against.

Resolution 2 (Standing Orders)

Pamela Woodman confirmed that the LTA's position was that Councillors were being asked to vote in favour of the resolution that the existing standing orders be deleted in their entirety and not be replaced (subject to resolution 1 having been approved by the Members).

The resolution was passed with 34 votes in favour and 3 votes against.

Resolution 3 (Rules)

Pamela Woodman confirmed that the LTA's position was that Councillors were being asked to vote in favour of the resolution that the existing rules be deleted in their entirety and simultaneously replaced with the new rules to include the following schedules (the terms of which did not require the approval of the Council or the Members in terms of the existing documentation):

Schedule Five	Audit Committee terms of reference
Schedule Six	Nomination Committee terms of reference
Schedule Seven	Remuneration Committee terms of reference
Schedule Eight	DTAG terms of reference
Schedule Nine	Indicative calendar of standard business for meetings of the Board

(subject to resolution 1 being approved by the Council and the Members and resolution 2 being approved by the Council).

The resolution was passed with 34 votes in favour and 2 against.

Resolution 4 (additional nominee to the Council for each National Association)

Pamela Woodman confirmed that Councillors were being asked to vote on the resolution to increase (from one to two) the number of nominees which each National Association may put forward for the Council.

The resolution was passed with 38 votes in favour and 2 against.

Pamela Woodman confirmed that the resolutions set out in the notice of general meeting relating to the new articles and the new rules would now be put to Members at the general meeting scheduled to take place following the Council meeting, at 3 pm on Tuesday 8 February 2022.

5. Date of Next Meeting

David Rawlinson confirmed that the next LTA Council meeting is scheduled for Thursday 10 March 2022 at 10.30 am and it was intended that this should be held in person at the NTC.

There being no further business, David Rawlinson thanked everyone for attending and closed the meeting at 2.45 pm.