

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 6 December 2023 at 8.30am at the National Tennis Centre, 100 Priory Lane, Roehampton, London SW15 5JQ (and by Teams conference call)

Present Lord Davies of Abersoch, Rachel Baillache (by Teams), Sara Bennison, Sanjay Bhandari, Roy Colabawalla, Lesley Cundy, Richard Cutler, Anil Jhingan, Nigel Jordan, Scott Lloyd, Sandi Procter, Simon Steele and Sir David Tanner

In attendance Hayley Bennett (item 13), David Humphrey (item 6), Georgina Land-Wilkins (minutes), Tom Murray (items 7.1 and 7.2), Julie Porter (items 7.1 and 7.2), Olly Scadgell (item 6), Vicky Williams (item 13), Pamela Woodman (Company Secretary)

1. Welcome & Declaration of Interests

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, other than Richard Cutler, Nigel Jordan, Sandi Procter and Simon Steele (all as recorded in the minutes below). Otherwise, the declarations of interest were as previously recorded, and directors were reminded to continue to declare any interest which may arise during the meeting at the appropriate time.

2. Minutes

The minutes of the meeting of the Board held on 1 November 2023 were approved as a correct record.

3. Actions and Matters Arising

Scott Lloyd confirmed that the investment case in respect of Nottingham Tennis Centre would be brought back to the Board if and when appropriate.

Certain of the other matters arising would be considered later in the meeting and various others would be carried forward in line with the timings indicated.

4. CEO Executive Summary

A comprehensive summary had been included in the Board pack, which was taken as read, and Scott Lloyd provided various supplementary updates in the meeting:

Five-year plan: Scott Lloyd reflected on what had been a positive five years in terms of what had been achieved against the targets set, and highlighted certain achievements in relation to participation and performance in particular. He reminded the Board that, when the targets were set, they were considered to be ambitious and that, in light of the impact of the pandemic, the executive team had discussed whether or not to push them out but had successfully agreed to maintain focus on the targets as they were both in terms of time and ambition.

Scott Lloyd encouraged the Board to watch *“Beyond the Baseline”* on the LTA Youtube channel.

International Tennis Federation (“ITF”) committees and commissions: It was noted that the appointments had now been announced, which included Scott Lloyd being selected for the ITF’s “Strategic Taskforce”. It was noted that all of those nominated had been appointed, other than the nominees for the “Advantage All Committee” and the “Masters Committee”. It was agreed that the LTA was very well represented across the committee and commission structure.

4.1 2023 Business Dashboard

The 2023 business dashboard which was included in the Board pack was noted and it was agreed that it would be discussed in detail, once finalised after year end, at the next Board meeting.

4.2 Proposed 3-Year Plan Framework and Tactics 2024-2026

Scott Lloyd reminded the Board that he had presented the draft framework in September 2023 and noted that, since then, it had been evolved, taking into account feedback from a workshop with Council and a session at the All Colleague Day. Scott Lloyd explained that the proposed mission had been amended (following a suggestion from the Council meeting) and now more closely aligned with that of LTA Tennis Foundation (“LTA TF”). He also explained that the tactics had been clarified (with the wording of them being finalised).

After discussion (including some suggestions for wording of specific tactics), the 3-year plan framework and tactics were approved in principle, with authority being delegated to Scott Lloyd to finalise the wording of specific tactics.

5. Finance Matters

5.1 Finance Report

The Board had received a report from Simon Steele in the Board pack, covering finance, legal and LTA TF, which was taken as read.

The Board was updated on LTA TF and reminded that it had put its own VMOST in place around 18 months ago. It was agreed that a full update to the Board on LTA TF would be provided.

5.2 Risk Register

The paper included in the Board pack was taken as read. Simon Steele confirmed that the risk register was last brought to the Board in May 2023 and that the risk profile had lowered a little since then, some risks being linked to the strategic cycle, and that the Audit Committee had detailed oversight of the risk register throughout the year. He noted that a summary of the LTA TF risk register was also included.

5.3 2024 Budget

The 2024 budget paper which was included in the Board pack was taken as read. Simon Steele noted that this paper was longer than usual as a result of it covering both a 3-year and a 10-year view.

6. Safeguarding

[David Humphrey and Olly Scadgell joined the meeting]

The paper included in the Board pack was taken as read and it was noted that, based on feedback from Sir David Tanner, the report would also include an update on integrity (anti-corruption) going forward.

David Humphrey updated the Board on the consultation relating to the proposed mandatory reporting of child sexual abuse by those in/holding certain positions in sport and the potential impact that that may have on recruiting and retaining volunteers in sport.

It was noted that the safeguarding plan for 2024-2026 would be brought to the Board in early 2024.

Sir David Tanner reported that he had had a good meeting with Vicky Williams (People Director) in his capacity as welfare and safety lead director with regard to employees.

[David Humphrey and Olly Scadgell left the meeting].

7. Key business areas for discussion

7.1 Parks Update

[Julie Porter and Tom Murray joined the meeting]

The report included in the Board pack was taken as read.

Julie Porter informed the Board that there had been a lot of interest in free parks tennis, with parks accounting for 45% of overall participation. She confirmed that the target had been met despite the very wet weather, and shared case studies from three local authorities.

Julie Porter updated the Board on the focus for 2024, given the refurbishment programme was two thirds of the way through with a finish date scheduled for August 2024.

The Board congratulated Julie and her team on this and the project delivery as a whole.

7.2 LTA Padel Strategy Update

Tom Murray updated the Board on the progress of padel over the last 4 years (covered by the padel development plan), running through the 6 “Ps” of padel, namely: places, people, programmes, pathway, partnerships and promotion. He also provided context around how Great Britain compared to other countries in relation to padel infrastructure and participation, and the goals for the future.

[Julie Porter and Tom Murray left the meeting].

8. Reports for Noting

8.1 Business Update

The paper included in the Board pack was noted.

8.2 Inclusion Update

The paper included in the Board pack was noted.

8.3 Health & Safety Report inc. November minutes

The paper and minutes included in the Board pack were noted.

8.4 Development Tennis Advisory Group (“DTAG”) Update

The paper provided in the Board pack was noted. Nigel Jordan noted that there had been a robust assessment process in relation to the objectives of DTAG and, of the 23 objectives, 19 had been met, 3 others were expected to be met in January 2024 (and, in fact, had been met) and 1 was delayed and to be undertaken in 2024.

8.5 International Report

The paper included in the Board pack was taken as read and it was noted that David Rawlinson had taken up his position as a director on the board of the ITF.

The Board discussed the upcoming elections for the Tennis Europe board and approved that Sandi Procter should be nominated by the Company for appointment to the Tennis Europe board. Sandi Procter did not participate in this item of business, other than to confirm that she was willing to be nominated.

8.6 Draft Agenda for December Council Meeting

The draft agenda included in the Board pack was noted.

9. Minutes for noting

The minutes of the Audit Committee (27 September 2023) and of two AELTC sub-committees (the minutes for the joint finance committee being in draft) included in the Board pack were noted.

10. Corporate Governance Matters

10.1 Policies

10.1.1 Privacy Policy Update

The paper included in the Board pack was taken as read. After due consideration, the Board approved the updated privacy policy (as set out in appendix 1 to the paper) and the updated cookies policy (as set out in appendix 2 to the paper), each with effect from 1 January 2024.

10.1.2 Modern Slavery Policy and Statement

The paper included in the Board pack was taken as read. After due consideration, the Board approved the modern slavery and human trafficking statement attached as appendix A to the paper, delegated authority to any director to sign that statement, and approved the modern slavery and human trafficking policy attached as appendix B to the paper.

10.2 Director Resignation

The Board noted the resignation of Lesley Cundy from the Board (at the end of her term of appointment) with effect from 23:59 on 31 December 2024.

Lord Davies thanked Lesley Cundy on behalf of the Board for being a fantastic Board member.

10.3 Recommendations from Nomination Committee

10.3.1 Appointment of Council-Nominated Board Member

The paper included in the Board pack was taken as read. Upon the recommendation of the Nomination Committee, the Board approved the appointment of Bridie Amos as Council-Nominated Board Member from 1 January 2024 for a term of 3 years; and authorised the Company Secretary to issue a letter of appointment to Bridie Amos.

Lord Davies noted that he thought that she would be an excellent addition to the Board.

10.3.2 Re-appointment of Independent Councillors

Upon the recommendation of the Nomination Committee, the Board approved the re-appointment of each of Yasmin Clarke, Jonathon Dawes, Judith Loffhagen, Adrian Packer and Shiv Paul as an Independent Councillor for a second term of

appointment from 1 March 2024 to 31 December 2026; and authorised the Company Secretary to issue a letter of appointment to each of them.

10.4 Withdrawals from and Applications for Membership in the Company

Richard Cutler and Nigel Jordan declared an interest in this item of business with regard to the applications from their respective county associations and so did not participate in the votes.

The paper included in the Board pack was taken as read. Pamela Woodman reminded the Board that it was not possible to transfer a membership interest in the Company and noted four completed applications had been received to withdraw the existing member organisation from membership of the Company and for a new incorporated entity which had taken over the entire assets, business and undertaking of that existing member to be admitted to membership of the Company.

The Board noted the withdrawal from membership of Hampshire & Isle of Wight LTA, Hertfordshire Lawn Tennis Association, Kent LTA and Lancashire Tennis and approved that Hampshire and Isle of Wight Tennis, Hertfordshire LTA Limited, Kent Tennis Charitable Incorporated Organisation and Tennis Lancashire Ltd become members of the Company, each with the right to nominate one "Voting Council Member", with effect from 1 January 2024 (subject to the novation of the existing funding agreement having been signed by that date).

In addition, with regard to the anticipated application noted in the Board paper, the Board approved, in principle, that Norfolk Tennis become a member of the Company and delegated authority to the Company Secretary to grant approval (on behalf of the Board) if / when the Company Secretary received the appropriate paperwork / evidence to meet the requirements of article 33.3 in terms satisfactory to the Company Secretary (acting reasonably) and subject also to the relevant funding agreement being novated. In addition, the Board approved that, if Norfolk Tennis were to be approved as a member, upon being so approved such entity would then also become entitled to nominate one "Voting Council Member".

The Board authorised the Company Secretary to make the necessary amendments to Schedule One to the LTA Rules to reflect such withdrawals from membership and admission as members if / when applicable, and authorised any one director and the Company Secretary to sign and issue a membership certificate to each new member as had been approved by the Board or as may be approved under the delegated authority noted above.

11. Conscious Inclusion Training

[Hayley Bennett, external trainer, joined the meeting]

Hayley Bennett delivered conscious inclusion training to the Board.

[Hayley Bennett left the meeting]

12. Closed session

Georgina Land-Wilkins, Simon Steele and Pamela Woodman left the meeting and Lord Davies held a closed session of the Board.

There being no further business the meeting closed.

Signed..... Date.....