

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 7th December 2021 at 8.30 am in the Boardroom at The National Tennis Centre, 100 Priory Lane, Roehampton, London, SW15 5JQ

Present

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

In attendance

Jackie Freeman (minutes), David Humphrey (item 4), Abbie Lench (item 8), Oliver Scadgell (items 4, 8 and 13), Vicky Williams (item 5) 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. Minutes and Matters Arising

The minutes of the meeting of the Board held on 23rd September 2021 were approved as a correct record.

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. Safeguarding Report

[David Humphrey and Olly Scadgell joined the meeting]

The Safeguarding report was taken as read and David Humphrey supplemented this with a verbal update.

[David Humphrey and Olly Scadgell left the meeting]

5. Inclusion Report

[Vicky Williams joined the meeting]

The report was taken as read. Vicky Williams informed the Board that an Inclusion and Diversity Advisory Group is being created and she had already received nominations for suitable candidates to join the group. She noted that it was proposed that Sanjay Bhandari and Rachel Baillache would be the Board representatives on the group and that they would review the final list of proposed candidates. [Note: appointment to the “Inclusion and Diversity Advisory Group”, as it is titled in the new Nomination Committee terms of reference, would be a matter for the new Nomination Committee]

The Board agreed that the inclusion strategy needed to be driven down into the counties but recognised that counties would need support to do this.

In addition to the papers in the Board pack, a paper setting out information available in relation to the case involving Yorkshire County Cricket Club (YCCC) and relevant considerations for the LTA had been given to Board members the previous evening. This was subsequently discussed in detail so that any lessons could be learnt. Pamela Woodman said that the changes to be introduced through the County and Island Association Framework should help. It was acknowledged that the counties and clubs/venues would also need support in relation to ensuring that they have processes for dealing with allegations of discrimination locally.

It was also important to make clear what should be handled locally and what would be dealt with centrally under the Disciplinary Code. Pamela Woodman explained that it is intended to introduce a new Disciplinary Code and new consolidated Code of Conduct (which was then discussed later in the meeting). She confirmed that she was also developing a flow chart to show what sits centrally and what sits locally to bring clarity to the process.

The Board discussed the appropriateness of the approach to deal with complaints of discrimination in tennis and considered the process currently in place. Where complaints were made and dealt with locally, it was important that a clear process for complaints handling was in place.

It was also agreed the process around reports made under the whistleblowing policy needed to be reviewed to ensure integrity of process and that any Safecall reports were dealt with at the right level, which in the case of any whistleblowing report by an employee should involve at least one independent Board member.

[Vicky Williams left the meeting]

6. Finance Report

Simon Steele’s report was included in the pack.

6.1 Continuation of security in support of overdraft facility

It was noted that, in December 2020 and in connection with the grant of an overdraft facility by Coutts & Co in favour of LTA Operations Limited, the Company had granted in favour of Coutts & Co a cross-guarantee, as guarantor, with LTA Operations Limited and LTA Property Limited as co-guarantors.

It was also noted that LTA Operations Limited proposed to extend the overdraft facility, on amended commercial terms, for a further year.

After due consideration of all the circumstances and on being satisfied that it is for the benefit of the Company and in the interests of the Company for the purpose of carrying on its business to do so, it was agreed that the Board supported the extension of the overdraft facility and that the security would continue to secure the liabilities of the Company, LTA Operations Limited and LTA Property Limited as described in the cross-guarantee.

6.2 Management Accounts

These were noted.

6.3 Risk Register

The risk register and supporting documents were appended to the Finance Report and had been presented to the Audit Committee on 25th November 2021.

As part of Grant Thornton's internal audit, they have identified key risk areas to be considered for an internal audit in 2022 and two have been selected to be carried out next year: Inclusion and Diversity and Talent Resilience.

Rachel Baillache recognised the work done on the risk register and felt it had improved greatly.

6.4 Charity combination

Simon Steele provided an update on the charity combination and the existing tennis charity landscape. He confirmed that work to refine and test the brand identity had continued and the prioritisation of the tactics and activities for the new combined charity, The LTA Trust, and how they would be resourced were to be discussed at its meeting the next day. The Board members had received a copy of the proposed branding.

7. Budget

A paper seeking Board approval of the 2022 budget was included in the Board pack.

Scott Lloyd said that the budget had been produced on the assumption that the major events will go ahead in 2022 as normal but flagged that, due to the ongoing pandemic, uncertainty levels have risen and any changes to the numbers will likely deliver losses.

8. County governance framework

[Abbie Lench and Olly Scadgell joined the meeting.]

The papers provided in the Board pack were taken as read. Abbie Lench explained that the County and Island Association Governance Framework had been developed through a collaborative process with county and island associations and that it contributed to the Company's compliance with the Sports Governance Code requirement to cascade good governance standards to its members. She highlighted that this approach had been taken in

order to ensure that the standards with which the county and island associations would be required to comply (through a new condition of membership which would be added through Project Themis) were considered to be proportionate, relevant and achievable. Abbie Lench noted that, whilst the project also covered developing a new county and island association funding model, the governance framework was not directly linked to that.

The Board discussed the framework and its guidance was sought on a point on which there had been some discussion, namely the duration of the gap between stepping down from a management committee and being eligible for reappointment. In relation to directors, the Sports Governance Code provides that this should be at least four years. After discussion, the Board approved the framework included in the Board pack but with the duration of the gap being updated to four years, albeit that (based on the concept of comply or explain) a county or island association could (where it had good reason) explain why the gap might need to be shorter.

[Abbie Lench and Olly Scadgell left the meeting].

9. Project Themis

The papers provided in the Board pack were taken as read. Pamela Woodman provided an update on the Council sessions which had been held on 23 and 24 November 2021.

After discussion, the Board:

- (i) approved (in principle) the substitution of the existing governing documentation (namely the articles of association, rules and standing orders) with new governing documentation (namely articles of association and rules) incorporating the proposed changes and provisions as set out in the appendices to the Board paper;
- (ii) delegated authority to the Project Themis steering group (comprising Rachel Baillache and David Rawlinson as the only voting members) to review, amend (including in respect of any matters set out in the appendices) and, if it thinks fit, approve (on behalf of the Board) the new governing documentation and make a recommendation/proposal (on behalf of the Board) to the Council for its approval; and
- (iii) authorised the Company Secretary (Pamela Woodman) to convene a general meeting for the purpose of seeking the necessary approval from the members of the Company in relation to the new governing documentation (upon the Project Themis steering group having approved the new governing documentation).

10. Disciplinary Code review

The paper provided in the Board pack was taken as read. The Board was invited to provide its feedback on the proposed changes. Pamela Woodman noted that the updated version of the ITF's Tennis Anti-Doping Programme was awaited and that, once that was available, the anti-doping regulations in the Disciplinary Code would be updated and the formal approval of the Board to both the new LTA Disciplinary Code and the new consolidated Code of Conduct would be sought by e-mail.

11. LTA Modern Slavery Policy and Statement

The paper included in the Board pack was taken as read. The Board approved the Modern Slavery and Human Trafficking Statement (“MS&HT Statement”) set out in Annex A to the paper and the Modern Slavery and Human Trafficking Policy set out in Annex B to the paper, and delegated authority to any one director to sign the MS&HT Statement before publication on the LTA website.

12. Recommendations from the Council Nominations Committee

The Board noted that there were five proposed new Councillors for 2022. The Board had already confirmed the appointment of Blane Dodds (Scotland), John Doe (Cheshire) and Simon Jones (Shropshire), which would be notified to Council at its meeting in December 2021. In addition, provided that the Council did not object to the following appointments at its meeting in December 2021, the Board (on that condition) confirmed the appointment of Sarah Langford (Tennis Industry Association nominee) and James Marsalek (as Player Representative Councillor).

The Board noted the nominations for ITF Committees and Commissions for 2022-2023 and approved the recommendations for continued representation and nomination (as applicable) set out in the paper with regard to representation on Tennis Europe Committees for 2021-2024.

13. Tennis Development Committee Workstreams for 2022

[Olly Scadgell joined the meeting]

Olly Scadgell informed the Board that 8 workstreams are being proposed for 2022. In respect of inclusion and diversity, it was proposed that Inclusion be part of the county governance and funding workstream to reflect the importance of driving down inclusion requirements that are outlined in the County and Island Association Governance Framework to county and island associations. Inclusion will also be considered as part of each workstream, with an appointed workstream member taking responsibility for identifying inclusion requirements for that workstream and also, where relevant, feeding in topics to the Inclusion ‘Advisory Group’ via Funke Awoderu. Olly Scadgell felt that this approach ensures inclusion is embedded into the work of the TDC and specifically the county governance and funding workstream and not a siloed, stand-alone area.

[Olly Scadgell left the meeting]

14. Verbal updates from Joint Committees with AELTC

Lord Davies commented that the Committee of Management and the Ground Company were dealing with a number of agenda items.

15. Reports for Noting

15.1 Business Update

Scott Lloyd’s business update was noted.

15.2 Health and Safety Report

The report included in the pack was noted. It was noted that, following a few incidents in the car park, it had been agreed to look at the operation of CCTV cameras and update them where necessary.

15.3 Draft Agenda for December Council meeting

Scott Lloyd said that discussions were taking place around whether the meeting should take place virtually or at an off-site location.

15.4 TDC Update

The report was noted.

15.5 International report

The report was noted.

15.6 Tennis Europe report

The Board noted that, whilst there is no longer any LTA representation on the Tennis Europe board because the LTA view is that the manner in which it is governed is not in accordance with its constitution or good governance practices, the LTA will continue to be represented on Tennis Europe's sub-committees. Scott Lloyd would consider how this would be communicated more widely.

Scott Lloyd and David Rawlinson are having their annual meeting with the ITF and will be discussing governance issues. David Rawlinson said that it was announced at the ITF AGM that the role of President and CEO of the ITF will now be split out.

David Rawlinson would consider whether reports from the sub-committees should be included in the Tennis Europe report going forward.

15.7 Anti-Doping report

The report was noted. Sir David Tanner also confirmed that he has completed the mandated online Board Lead training with UKAD.

15.8 Committee minutes

The minutes of meetings of the various committees and boards enclosed in the Board pack were noted.

15.9 Minutes from AELTC Sub-Committees

The minutes enclosed in the Board pack were noted.

16. Closed session

Jackie Freeman, Simon Steele and Pamela Woodman left the meeting and Lord Davies held a closed session of the meeting.

There being no further business, the meeting was closed.

Signed



Date 2nd March 2022