

LTA OPERATIONS LIMITED

Company number 07475460
(the “Company”)

Minutes of a meeting of the BOARD OF DIRECTORS of the Company (the “Board”) held on Wednesday 2nd December 2020 at 10.00am at the National Tennis Centre, 100 Priory Lane, Roehampton, London, SW15 5JQ and by Zoom

Present

Lord Davies of Abersoch, Sara Bennison, Lesley Cundy, Craig Haworth, Clare Hollingsworth, Scott Lloyd, Sandi Procter, David Rawlinson, Roy Staniland, Simon Steele and Sir David Tanner

Apologies

Rachel Baillache

In attendance

Richard Daish (item 7.1), Jackie Freeman (Minutes), David Humphrey (item 4), Abbie Lench (item 7.2), Caroline Lepetit (item 7.1), Julie Porter (item 7.1), Olly Scadgell (items 4 and 7.2) and Pamela Woodman (Company Secretary)

Minutes

1. Welcome and Declarations of Interest

Lord Davies welcomed everyone to the meeting. Rachel Baillache had sent her apologies to the meeting, due to illness.

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 7th October 2020 were approved as a correct record, subject to the addition in paragraph 5 that Craig Haworth had declared an interest in relation to one matter and left the room while it was discussed. Otherwise, the matters were either on the agenda for later in the meeting or would be carried forward to a later meeting (all as noted in the Board pack).

3. Business Update

Board members had received a comprehensive summary in the Board pack. This was taken as read and Scott Lloyd provided the following updates.

- **Weather the Court:** Scott Lloyd informed the Board that the winter player retention campaign, 'Weather the Court' would be going live later that day now that tennis can be resumed post lockdown.
- **Wimbledon Ticket Reform:** The team overseeing the project are currently compiling an update and reminder of the key messages which will be communicated to all counties.
- **LTA Youth:** Following on from the work with Girlguiding, Scott Lloyd noted that conversations had taken place with the Scouts and Beavers to introduce a similar programme.

Development of the new secondary school strand of the LTA Youth Schools is progressing and certain secondary schools have been identified to pilot two elements of the programme. Lesley Cundy asked whether this would include special needs schools and whether all regions are covered in the pilot. Scott Lloyd would check and revert back with this information.

3.1 2020 Dashboard

The Dashboard, included in the Board pack, showed the changes that had been agreed for the second half of the year (2020). Scott Lloyd reported that since the Dashboard was completed, there had been further positive improvements to the visibility of the sport, number of fans on the database and the numbers taking part in LTA Youth coach training. Lord Davies, on behalf of the Board, thanked Scott Lloyd and his Executive team for the excellent work they had done to get the sport in such a good position. He also suggested that a thank you note should be sent from the Board to colleagues and the Council.

3.2 2021 Draft Priority Activities

A copy was included in the Board pack. In response to a question about whether Inclusion and Diversity should be a listed activity, Scott Lloyd explained that rather than being a stand-alone item, it would be incorporated across all projects. He also explained that Rachel Baillache was the Board representative on the Inclusion and Diversity working group which would be developing the I&D strategy.

Craig Haworth thought it would be interesting to see the results coming out of the Play Your Way campaign. Scott Lloyd replied that the LTA continues to track the outcomes and will include in his next Board report.

David Rawlinson reported that the GB team had won the Tennis Europe Wheelchair Tennis Award and Dahnnon Ward was awarded the inaugural ITF junior player of the year award. There would be a presentation ceremony at the forthcoming Wheelchair event at the NTC in December.

4. Safeguarding report and Strategy

[David Humphrey and Olly Scadgell joined the meeting]

The safeguarding report had been included in the Board pack.

David Humphrey gave a presentation on the six key pillars of the proposed Safeguarding Strategy for 2021-2023. A copy of the strategy was included in the Board pack. The Strategy will be launched in January 2021 and the Board were invited to feed in any comments. David Humphrey also thanked Sir David Tanner for his contribution.

Sandi Procter asked if any LTA Youth Welfare Officers could be linked into wider LTA youth projects. David Humphrey would take the comments on board as the precise role has not yet been fully scoped out.

Lord Davies thanked David Humphrey for the presentation.

[Olly Scadgell and David Humphrey left the meeting]

5. Finance report

Simon Steele provided a finance report which was included in the Board pack. He highlighted the following:

Overdraft Facility: The proposed overdraft and related documentation had been circulated (and produced) to the Board by e-mail on 19th November 2020 and approved by all directors.

Reserves Policy: This was reviewed and discussed at the recent Audit Committee meeting. There will be a further review of the policy in Q4 2021 when the forecast for future years is likely to be clearer.

Risk Register: A summarised version of the Risk Register was included in the Board paper which reflected the impact of Covid-19. The Audit Committee had discussed the need for the overall risk appetite of the business to be identified and agreed. This would subsequently be discussed with the Board. Sara Bennison felt this could also be an opportunity to discuss and better understand the controls around the risks.

6. Budget

Simon Steele presented the 2021 budget.

Scott Lloyd said that the LTA has taken hard decisions to pare the cost base back whilst being mindful of the ambition to maintain progress and momentum against the 5 Year Plan. Clare Hollingsworth queried whether or not the reserves would be replaced and if there would be an effect on the facilities investment strategy. Scott Lloyd replied that he is hoping that, by being dynamic and agile, the LTA comes out as lean as possible and will therefore be in a better position to make decisions on whether to build up the reserves or move forward with other strategic priorities.

Sara Bennison asked if it would be possible to look at a 2 year budget, rather than a year. Simon Steele replied that this might be possible once there is more certainty. The 5 year plan will be revisited in Q3 next year.

7. Key Business areas

[Julie Porter, Caroline Lepetit and Richard Daish joined the meeting]

7.1 Fan Engagement Strategy

Caroline Lepetit gave the Board a presentation on the Fan Engagement Strategy which included an update on the Single Customer View. She announced that the new Membership scheme would be called Advantage and that there were now 761,616 fans and players on the database. She said that use of a QR code would be piloted next year and it would be part of a wider consideration of a reward and recognition scheme. Sandi Procter asked whether children could be targeted in order to drive them not just towards playing opportunities but other opportunities, such as coaching. Caroline Lepetit replied that this could be done once they had worked out the detail of household accounts. The LTA would be developing a communications plan to accompany the launch of Advantage.

Lord Davies thanked Caroline Lepetit for her presentation.

[Julie Porter, Caroline Lepetit and Richard Daish left the meeting]

7.2 County Governance Reform

[Oliver Scadgell and Abbie Lench joined the meeting]

Abbie Lench gave a presentation on the scope of the County Governance Reform project. Lord Davies said that it is part of an overall package of reviews and that they should not be seen as a tick box exercise. Abbie Lench said that the project will be a Tennis Development Committee (“TDC”) workstream next year and the composition of the workstream is currently being considered. Olly Scadgell suggested that the project will have interdependency with the review of the governance documentation.

[Abbie Lench and Olly Scadgell left the meeting]

8. Verbal Updates from Committees

These were noted.

9. Reports for Noting

9.1 Business update

Scott Lloyd had provided further updates under item 3 of the agenda.

9.2 Health & Safety report

The Health & Safety report was noted.

9.3 TDC update

Roy Staniland’s report was noted.

9.4 Inclusion & Diversity update

Vicky Williams had provided a paper in the Board pack which included an update on the Inclusion & Diversity 6-point action plan. The Inclusion & Diversity strategy will be presented to the Board meeting in February 2021.

10. Corporate Governance – delegation of authority to sign contracts etc

The paper included in the Board pack was taken as read. The Board delegated authority to sign contracts and other legally binding arrangements on behalf of the Company as set out in the appendix to the Board paper.

11. AOB

Lord Davies thanked the Executive for the hard work carried out in challenging times.

There being no further business, the meeting closed at 2.30pm.

Signed..... Dated.....

LAWN TENNIS ASSOCIATION LIMITED

Company number 07459469
(the “Company”)

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Present

Lord Davies of Abersoch, Sara Bennison, Lesley Cundy, Craig Haworth, Clare Hollingsworth, Scott Lloyd, Sandi Procter, David Rawlinson, Roy Staniland, Simon Steele and Sir David Tanner

Apologies

Rachel Baillache

In attendance

Jackie Freeman (Minutes) and Pamela Woodman (Company Secretary)

Minutes

1. Welcome and Declarations of Interest

Lord Davies welcomed everyone to the meeting. Rachel Baillache had sent her apologies to the meeting, due to illness.

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 7th October 2020 were approved as a correct record, subject to the addition in paragraph 6.2 that Craig Haworth also declared an interest.

Otherwise, the matters arising were either on the agenda for later in the meeting or would be carried forward to a later meeting (all as noted in the Board pack).

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. A copy of the 2020 Dashboard was also included.

4. Finance (including approvals)

Board members had received a report from Simon Steele in the Board pack which was taken as read.

4.1 Overdraft

The proposed overdraft and related documentation had been circulated (and produced) to the Board by e-mail on 19 November 2020 and approved by all directors. **2020 Budget**

Simon Steele had included a paper in the Board pack. After discussion, the Board approved the direction of travel.

[David Rawlinson left the meeting]

5. Update on ITF governance

Scott Lloyd reported that he and David Rawlinson had met David Haggerty and Kelly Fairweather, as part of an annual review.

6. Board Effectiveness Review

Lord Davies confirmed that Lintstock had been appointed to carry out the Board Effectiveness Review. As part of this, he noted that they will ask all Board members to complete a questionnaire and will carry out interviews with each Board member.

[David Rawlinson rejoined the meeting]

7. Corporate Governance

7.1 Governing documentation review

The paper included in the Board pack was taken as read. The Board approved the appointment of a steering group to undertake a substantive review of the Company's governing documentation (namely its articles of association, rules and standing orders), such steering group comprising David Rawlinson, Rachel Baillache, Clare Hollingsworth and Pamela Woodman, with a standing invitation to Scott Lloyd and Simon Steele to attend and participate in discussions if and when they consider appropriate. The Board also delegated authority to the directors on the steering group to take any decisions required on a day to day basis and to make a recommendation to the Board for approval at the appropriate time.

7.2 Matters for approval

a. LTA Disciplinary Code: interim amendments (including new anti-doping provisions)

The paper included in the Board pack was taken as read. The Board (i) approved the amendments to the LTA Disciplinary Code set out in Appendix 1 to the paper with immediate effect and (ii) approved the deletion of the existing 'Anti-Doping Programme' from the LTA Disciplinary Code and its replacement with the 'Anti-Doping Programme' set out in Appendix 2 to the paper with effect from 1 January 2021, subject to any amendments as may be approved by Sir David Tanner in order to update the relevant LTA provisions to reflect the final drafting of any relevant ITF provision. The Board delegated authority to Sir David Tanner to approve any such amendments.

b. 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.

c. LTA Competition Regulations

The paper included in the Board pack was taken as read. The Board approved the amendments to the LTA Competition Regulations as set out in the paper, subject to the outcome of a query raised by Craig Haworth.

[Post-meeting note: The query was resolved such that no further amendment was required to the LTA Competition Regulations.]

d. LTA Privacy Policy and LTA Cookies Policy

The paper included in the Board pack was taken as read. The Board: (i) approved the updated LTA privacy policy as set out in Appendix 1 to the Board paper with effect from 1 January 2021; (ii) approved the interim LTA cookies policy as set out in Appendix 2 to the Board paper with effect from 1 January 2021 (subject to point (iii)), and (iii) delegated authority jointly to the Head of Legal and the Head of Technology to approve the updates to the LTA cookies policy as are required from time to time.

e. Delegation of authority to sign contracts

The paper included in the Board pack was taken as read. The Board delegated authority to sign contracts and other legally binding arrangements on behalf of the Company as set out in the appendix to the Board paper.

7.3 Recommendations from Council Nominations Committee

The Board confirmed the appointment of the new Councillors for Gloucestershire, Hertfordshire, Norfolk and ABTO for 2021 and noted the full list of Councillors for 2021 as per the paper included in the Board pack.

The Board approved the reappointment of Funke Awoderu as a co-opted member of the Tennis Development Committee for 2021.

The Board approved the International Representation for 2021 as listed in the paper included in the pack.

7.4 Update on recruitment of Board Nominated Councillors

Scott Lloyd reported that approximately 150 applications had been received for up to 7 Board Nominated Councillor positions. These are currently been reviewed and it is expected that interviews will take place by the end of the year.

8. Inclusion and Diversity update

Vicky Williams had provided a paper in the Board pack which included an update on the Inclusion & Diversity 6-point action plan. The Inclusion & Diversity strategy will be presented to the Board meeting in February 2021.

9. Verbal updates for noting

9.1 Health & Safety Report

The Health & Safety report provided in the Board pack was noted.

9.2 International Report

The International Report prepared by Martin Corrie and provided in the Board pack was noted. It was agreed that going forward David Rawlinson would provide a report on Tennis Europe activities.

9.3 Draft agenda for December Council meeting

The agenda was noted.

10. Committee Minutes

The following minutes were noted:

- Council Nominations Committee (23/9/20)
- Audit Committee (24/9/20)
- Council Minutes (14/10/20)
- Tennis Development Committee (23/9/20)
- The Tennis Foundation (29/9/20)
- LTA Health & Safety Group (12/11/20)

There being no further business, the meeting was closed.

Signed

Date