



TABLE TENNIS WALES

Minutes of TTW Board Meeting 31st March 2022 via “Teams”

Present- Nicki Arthur (NA), Rhian Pearce (RP), Andrew, Andrew Thomas (AT), Steve Heydon (SH), Ben Rose (BR), Susie Osbourne (SO), Neil OConnell (NOC), Dennis Bromage (DB), Mostyn Lewis (ML), Peter Francis (PF), Ben Stirling (BS)

NA opened the meeting welcomed everyone present.

Articles- NA stated that we were in a position where there was agreement with the Voting Members (VMs) on the new articles, however there is a perceived issue as to how the articles relate to byelaws. Tim Evans (TE) had obtained legal advice re how articles effect byelaws. ML stated that TE had replied to him and NOC, at the end of the 4 hour meeting on the articles, there was agreement on the articles and to sit down afterwards and write the byelaws as a group. RP asked if during the meetings with VMs the power to set byelaws by the Board was discussed. ML and PF replied that it was. PF informed the meeting that article 18 was explained and spent some time on it, at the meeting we offered to form a working group with the VMs and write the byelaws, everyone was content. NOC said that the requirement for the Board to change byelaws was dealt with quite early on in the process, Sport Wales need the Board to make quick decisions “at the drop of a hat” to run the business. DB agreed with much of what was said, and said that VMs were concerned that there were now new VMs who had not been involved in the process and knew nothing about the articles. PF stated that we have always been clear that we intended to increase participation. Every one of the new VMs have the right to vote on the future of the sport. AT asked – Is it not the case that VMs can check any byelaw changes at the AGM where they can be reversed or amended. PF replied yes.

AT stated that we have the right governance in place and asked how we can address the mistrust issue. RP stated that the current articles are conflicting (article 51 and 18) and that is the cause. PF stated that as a Board we have a duty to find out what issues the VMs have with the articles, then we can look at it, get legal advice, and make necessary amendments, so that we can then say that as a board we have done everything possible to resolve the issue.

RP informed the meeting that her concern is that what VMs actually want is what we cannot give them. If byelaws can only be changed at a general meeting then that paralyses us as a board. PF suggested a sub committee that meets bi annually to examine byelaw changes and said that the Board needs to make timely and accurate decisions in order to access funding and at the same time run the business as the environment we operate in changes. RP suggested doing this by email, legal advice is now being charged at a rate of £250 per hour plus VAT since Andrew Brenton has stepped back (Andrew did most of his work for free). DB stated that the only way forward was to get everyone back around the table again. The Board agreed

Decision – to hold a Q and A session on the articles Tuesday 5th April
A.P.1. NOC to send out link to VMs



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NOC informed the meeting that a quorum of 10 VMs was necessary for the EGM, and RP stated that 75% of all VMs (not just those at the EGM) was required to adopt the new articles.

Byelaws – NA stated that the Board would meet with VMs and write the byelaws following the EGM, PF agreed, all 20 VMs to attend.

Club/League Engagement – NA stated that she had been contacted by a new VM who suggested that the Board should communicate directly to individual members.

The Board decided to take this course of action and communicate directly with members re the EGM.

A.P.2 NA and RP to email members directly an update on the EGM/articles

Directors Tenure/Skills Audit- NA informed the meeting that several directors tenure was coming to an end and a skills audit could be a way of informing the skills remaining on the Board and any gaps. NOC stated that directors tenure runs from the AGMs

A.P.3 – NOC to circulate directors tenure document

AT stated that recruiting independent directors may be a challenge and NA added that also a more diverse board is desirable

The Board discussed who would be stepping down at the next AGM

Financial Risk – AT/RP AT reported that he had met with the financial sub committee and presented a financial projection for the next 12 months to the meeting. It showed a £17k deficit (based on TTW achieving 66% of possible financial opportunities). The £10K legal, and £5K governance provision in the budget was discussed. RP reported that £10K legal advice fees would be spent quite quickly with paperwork going to and fro.

The £7K Merthyr Project was discussed. PF suggested delaying recruiting a staff member for this project until September to save money. BS stated that at his meetings in Merthyr it was obvious that there was a possibility of more income coming to TTW from the project.

The Board discussed where savings could be made. DB mentioned the charitable trust formed by TTW and stated that he would start exploring funding opportunities via the trust.

RP outlined the problems with Loosemores solicitors who would not review sections of the articles which they had not added. AT informed the meeting that a pay rise of 4% was included in the budget for staff. The Board discussed this figure in light of inflation being 8% and decided to consider a scheme to pay a one off bonus to staff if income was generated.

The Board agreed the 4% pay rise commencing 1st April

The Board agreed in principle with the projected budget with the contingency taken out and the probability of achieving income is reasonable.

SH asked where funding for grass roots was contained in the budget. RP reported that this was included in core funding. SH stated that this would best be shown separately as TTW had been unfairly criticised for underfunding this area previously.

The Board agreed to show this separately

GBTT Articles and Board Member Nomination- this had been circulated previously
The Board agreed the Articles and nominated RP as the Board Member representing Wales.

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AOB – ML reminded the Board of the work done by the Governance sub committee and the need to progress this work and keep the conversation going. ML asked that it be included on all Board agendas. NA agreed, and thanked ML for his work

Next Board meeting 19th May 2022.

