



ABA OF ENGLAND LIMITED BOARD MEETING
DATE: Wednesday, 25th September 2013
Venue: Institute of Sport, Health and Fitness, London
Time: 11am

Item 1	<p>Present Voting Attendees:- Luigi Leo (LL), Giorgio Brugnoli (GB), Mike Loosemore (ML), Henry Herbert (HH), Fiona McKelvie (FM), Richard Caborn (RC), Davey Newth (DN) – arrived 11.30am</p> <p>Non- voting attendees;- Mark .Abberley (MA) - CEO, Di Barnard (DB) – Operations Manager and Secretariat, Dan Saoul (DS) – Legal Advisor and Barrister</p> <p>Apologies Voting: Nick Griffin (NG), Darren Chapple (DC), Mel Millner (MM)</p> <p>Non-attendance, no apologies – Shaun McHugh (SM),</p>	I = Inform ation D= Decisi on A= Action
Item 2	<p>Declarations of Interest GB – AIBA official (resigned) ML – AIBA, BABA LL - SABA</p>	
Item 3&4	<p>Chairman’s Address & Legal Issues for the Board</p> <p>RC confirmed that the meeting was quorate, welcomed all members to the meeting, highlighted the new members attending and requested each person present to make a personal introduction to the assembled Board for familiarity</p> <p>MA stated that he was in attendance as Company Secretary and CEO, that he was not a Director or a member of the Board.</p> <p>RC asked DB to explain the administrative issues requiring completion today, for those new to the Board.</p> <p>DB informed the attendees, in relation to the forms that required completion today, in respect of conflicts of interest and related parties, along with the process of adding individuals to the Companies House register of Directors, following their recent appointment.</p> <p>MA summarised the recent chain of events leading to the current situation in respect of the changes to the ABAE Articles of Association, mandated by the Board at their meeting of 27th June, to be completed by Member Resolution, which was subsequently approved by a vote (10 for, 2 against) of the Members on 22nd July. The acceptance of that Resolution, by the Members on 22nd July, without any transitional arrangements being provided for thereafter, rendered the previous Board un-empowered as of that date.</p> <p>MA explained the stages of the recruitment process, mandated by the Board at the same meeting on 27th June and undertaken in accordance with that mandate and the subsequently accepted amended Articles, which had brought the new Board to the table today.</p>	

	<p>MA also informed the meeting that a lawyer would be in attendance at 12 noon today.</p> <p>FM stated that a previous outgoing Board in Dec 2012 had signed resignation letters and asked when that would happen for the current outgoing members.</p> <p>RC informed the attendees that on this occasion the legal advisor had not provided any transitional arrangements resulting in a situation that ABAE therefore, went straight to immediate recruitment to replace the previous Boxing Directors. He informed the Board that the resignation by the Dec 2012 Directors had been part of the structured transitional arrangements which had been put in place by the lawyer retained by ABAE at the outgoing of the Dec 2012 Board. On this occasion, unfortunately, transitional arrangements had not been provided.</p>	
<p>Item 5</p>	<p>Current Overview</p> <p>RC stated that he wanted to put on record and to ensure that all had understood the chain of events around the forming of this Board and the mandates behind it. He informed the meeting that the Board had met on 27th June at which meeting it had been agreed and mandated by the Directors that;-</p> <p>A Skills Working Party be set up, populated by 3 Boxing Directors and 2 non-executive Directors. Those on the working party were Ted Goreham, David Cockell, Henry Herbert, Mel Millner and Richard Caborn.</p> <p>An independent Management Consultancy Company, Grant Thornton, had conducted and co-ordinated the work and outcomes of that working party</p> <p>The outcomes agreed by the working party informed both the recruitment requirements for the Directors and the job advertisement to be used to call applicants In addition the working party at the final, group meeting, agreed that an interview panel be set up comprising of the Chairman, an HR specialist and a Boxing representative.</p> <p>Despite that agreement being made at the final working party meeting, which had been fully accepted by all delegates in attendance and with no objection, there was a query to Grant Thornton following the meeting, re the chairing of the panel. Grant Thornton wrote back to the respondent, informing them that the skills matrix and the interview panel had been agreed by the delegates and any changes would require a further meeting. No further meeting was requested and therefore the recruitment and the panel went ahead in the agreed format. The deadline for recruitment of the Directors, in accordance with the above, was set at October 2013, by the Board at the June meeting.</p> <p>HH stated that at the last Board meeting a deadline had been put by H Slater (Boxing Director) of September/October 2013, for completion of the recruitment.</p> <p>RC stated that what has created a problem is the issue arising with AIBA rules, in relation to the previous March 2013 Board meeting and the WSB issue that came out of it. He related that this had now been dealt with, with a Compliance Committee, but a further issue we have is that we have to have clearance for this Board to be appointed and to meet, from AIBA. Ho Kim had been ill, which had delayed things but that ABA now has clearance for today's meeting. CK Wu had informed RC on Sunday that he was going to agree to it, clearance was received and subsequently, Directors were invited to meet today.</p> <p>RC informed the Board that the reason he had not been able to circulate some of the papers that he would have liked to, was because of some concerns that the names of the new board would be leaked, before clearance for the meeting was received by ABA from AIBA.</p> <p>RC requested MA to update the Board on the Compliance Committee.</p>	

AIBA & Compliance Commission

MA explained that the forming of the Commission was led by AIBA and that there were 2 people on the Committee who also know the ABA Technical Rules – these were Mik Basi and Mike Loosemore.

AIBA did not want the ABA lawyer on the group, as he had represented ABA in their rebuttal and response to the disciplinary charges. Aine Power and Pierre Cornu were representing AIBA on the commission, with MA as an observer/ABA advisor

Ma confirmed that the Commission had been constructive, positive and understanding of the needs of the ABA to deliver the requirements – which were two-fold, incorporations of the AIBA Articles and adoption of the AIBA Technical rules

Some prescriptive Articles from AIBA are not permitted under British Company law to be in an organisation's Articles and AIBA are happy for some areas to sit outside the Articles.

AIBA's ambition is to ensure that compliance to the statutes etc is carried through to the Regions

HH said that he recalled the 10 page letter giving ABAE October 2013 as the deadline, rather than the 6 months allowable under their own Statutes and asked if that had been addressed.

MA said that it had

RC stated that he wanted the Board to start a process to replace him as Chair. He stated that today's meeting of the new Board was the conclusion of this stage of the modernisation programme that he had agreed to deliver. He therefore thought it was the right time now to bring in a new Chair for the ABAE

He confirmed that he will resign today and wanted the new Board to put a panel of 3 together to start the recruitment process for a Chair today, pending his stepping down as at 4th October. He stated that the "old" Board are still challenging the new Board today and that he still stands by the current position, based on the Members vote of 10 to 2 for the resolution and the agreements at the 27th June Board meeting to appoint a Board by October 2013.

Having said the above he stated that there were some decisions to make moving forward in relation to Subcommittees, Inviting the President to board meetings and arranging a Director to sit on the BABA Board. He informed the Board that T Goreham had been the elected representative, but that he was no longer a Director)

RC informed the Directors that he had consulted nationally on several issues and his view is that there is a great appetite for the Sport and its modernisation.

FM stated that she was disappointed that RC is in this position and thinks that the membership do not realise what they have gained with RC as Chair. She asked if it might be considered that he be a Special Advisor in future.

DN agreed with FM and stated that the organisation has to distinguish between the "Members" and the "membership". He recalled an email read the previous evening, from an Association representative, which stated "the Board can do what they like, we will remove them at the AGM". DM stated that they, the "Members" need to ensure that the votes at the AGM reflect the actual membership and not the individuals who carry the votes, as indicated in the email. DN felt that the Board should be on the offensive in this situation and not let comments like that, pass.

MA stated that it does not say in the Articles that the Directors have to be ratified at the AGM, but company law requires that they should be – he wanted the Board to have that information.

He went on to say that ABA has voting Members and non-voting members and as we move forward it is important that the Members understand the implications of their actions.

LL asked if the Articles could be amended to add how votes should be collated?

MA responded that the Board cannot add to the Articles without a 75% majority/Special resolution of the members

HH stated that it is the definition of the vote that is the issue and we have made it clear before what we expect of a resolution vote

RC asked the Board to let MA have, before the next Board meeting, a wording of what they would require of the vote cast

MA informed the Board that he had spoken to numerous clubs about the pending EGM , who did not know anything about it.

RC said that the Board have to remember where the ABA had come from – these changes affect those who have had power and are finding it difficult to accept that change.

RC then asked the Board to now put a small committee together, to proceed with a new Chair. The Members can then be informed. He stated that he had asked HH if he would Chair the group, if there were no objections. He asked if that was ok?

There were no objections

MA informed the Board that it was not within the power of the Board to stop an EGM but that if RC was not going to be in position at that point, then the one piece of business on that day does not exist

RC asked if someone would feel able to second the proposals for HH to act as Chairman of the panel

DN Seconded the proposal for HH to act a Chair on the recruitment panel

All agreed to support HH

AP: HH to chair the 3 person panel to proceed with the recruitment process for a new Chair

MA informed the Board that the Chair is an appointment by the Board but has to follow the same process as that of an independent Non-executive Director

RC reminded the Board that they also needed an additional Non-executive Director and preferably with legal experience and suggested that they also look at this .

RC informed the Board that FM had spoken to him in relation to another Non-executive Director

FM stated that it was apparent that SM appears not to be acting in the best interests of the organisation of late and that this was a concern.

DN agreed that SM is not

HH stated that SM had started an email thread that tries to suggest this meeting is illegal

RC advised the Board to contact SM and ask if he wishes to continue in his role

MA advised the Directors that they should do this once they were showing as registered at Companies House and that they could ask the lawyer's advice on this issue.

BABA Position

RC informed the Board that in relation to the two BABA Board positions the Chair should be one and one other should be voted for.

DN proposed Giorgio Brugnoli

MA informed GB that he would need to be appointed at Companies House to receive the full Directors power, but that this would be completed shortly.

DN stated that as this was not a contentious issue the Board could agree the BABA Board member by email after all appointments had been completed

RC stated that the Board could put Giorgio in and also a temporary holder to cover until the new Chairman was in place.

HH said that he would be happy to do this

All agreed

AP: GB to take the elected place on BABA Board

AP:HH could take up the 2nd place on a temporary basis until new Chairman in place

AP: MA to notify BABA of ABAE's two representatives.

AGM

RC informed the Board that an AGM had to take place before the end of the calendar year and this would need to include:-

- Ratification of the Board
- Acceptance of the Articles

He confirmed that if, after today, the previous Board wanted to call a general meeting, they could and that this would require:-

- 10% of members required to sign the requisition
- 21 days to call the meeting
- 28 days for the meeting to take place after being called

DN suggested that the AGM meeting be called 56 days from today, based on AIBA's deadlines

MA informed the board that, in the context of AIBA work, it might be advisable to have another Board meeting soon and that Board could call the AGM

RC stated that the politics are, in the absence of a date the individuals concerned may call an EGM. It would be better to put a provisional date in place, with the replacing of the Chair and the Articles being borne in mind

DB informed the Board that they must give at least 21 days' notice of an AGM

MA suggested end of Nov for AGM, giving the Board time to work with the voting members and stated that the Board should instruct him, with whatever they agreed, and that he would carry out those instructions once the Board were appointed in full

RC stated that the Board should let it be known that there will be a provisional date (end Nov) for AGM and then start the recruitment for the Chair

FM stated that the timescales for that would be very tight and suggested that the meeting be tabled for early December

Risk/Risk register

MA informed the Board that the ABAE had a risk register and that there were 3 significant

risks impacting on the organisation from the recent actions

DN said that the risk around SE funding had always been a high risk – was this till the case?

MA replied that SE were still cautious of the implications re non-ratification of the Board, that ABAE are on monthly funding and will remain so until that situation stabilised. MA stated that he still believed there was a high risk, through no fault of this Board, but based on the continuing actions of the previous Board members. The credibility of the organisation is crucial to receiving public funds.

LL stated that he assumed that this was the main risk for ABA

MA replied that if the Board was not ratified then AIBA may not recognise ABA also, which was another risk. He stated that he thought AIBA and Se would send representatives to speak to the membership

DN stated that there are some people saying that the SE and AIBA are in contradiction, that AIBA say that SE should be kept at arm's length

RC informed the Board that AIBA have indicated that they would always support the organisation that was supported by the government of that country. He stated that AIBA want better working relationships with ABA, a closer relationship.

MA informed the Directors that he was confident that there is no view of interference.

AIBA & Articles Work

Dan Saoul joined the meeting (at 12.10) and RC introduced the subject of the Articles, on which DS was to advise.

RC informed the Board that the ABAE Articles were going through the AIBA Compliance Commission, to be completed by 8th October, which was the deadline set in the Disciplinary Committees findings. He continued that the aim was to circulate, when completed and that the organisation would need a 75% majority vote to have them accepted. He stated that if the Articles did not go through then ABA will not be accepted by AIBA, we would be expelled.

MA gave the background to the changes in the Articles and the adoption of the technical Rules. He stated that:-

- Articles need to be kept to the "behaviour" of the company
- Technical Rules would need to be in Byelaws
- AIBA Statutes had to be accepted
- The word "Amateur" had to be removed from the organisations name

MA went on to say that the agreement at the Commission was to bring the draft amended Articles to this group for review.

DS gave a personal introduction in which he stated that he was a Sports and Commercial lawyer, not employed by ABA but working on an hours worked, giving a discount on his fees to the organisation. He confirmed that he was also a barrister.

The ABA draft Articles were circulated to each attendee.

He suggested that a member of the Board be given the role/task as ABA Compliance liaison. He stated that the disciplinary order was that ABA work with the Compliance Commission to provide Articles acceptable to AIBA, but that there is also other work to be done, in relation to an ABAE wider governance review.

DS gave the Board the following information about Company Memorandum and Articles:-

- Articles of a Company (limited by Guarantee) are subject to English Company law

- There are 2 core documents – the Memorandum and the Articles
- The Memorandum tells you what you do/what you can't do, such as you can/can't take loans etc
- The Articles tells you the internal mechanisms of how the company makes decisions/governs mechanically
- There are two structures in the organisation Articles – the Board and the Members
- The Board is answerable to the Members
- The Articles are organic and can be changed
- The mechanism for change is 75% of Members present and voting or by Written resolution
- The Articles have a contractual force
- They bind the Members and the Directors
- They do not bind individuals below "Members of the Company", such as your coaches, boxers, individual clubs, officials etc

DS went on to the changes required under AIBA, which he explained as:-

- Being in two parts – Pro/WSB boxing and not using the word amateur
- One issue is that we cannot have an Officer who has had a BBB of C/professional license (other than APB), unless he has been without it for more than 12 months. He informed the Board that AIBA had then written in ABA articles that an Officer could never have had any professional license (other than APB), but that we had amended this back and awaited a response on that change

DS informed that ABA had changed their articles, passed to AIBA, who added a variety of issues which unfortunately were incompatible with English Company Law, such as item 17 – English law does not and cannot tie obligations into individual members – this cannot be supported in English law.

MA stated that he had raised this issue with the Commission and that AIBA agreed in principle that these items could be in a separate code. He confirmed that what is required is that all Associations abide by the Technical rules and that there is currently no ABA document that defines this.

DS stated that the Articles still needed some work

HH asked if the Commission accepts the position that some items should not be in the Articles

RC asked if we should decouple the 2 issues, having Articles for company mechanisms and Bylaws for conduct

DS clarified the issue around binding members in the Articles

RC asked if this Memo and Articles satisfies AIBA

ML stated that it was his impression that it does, providing we have the other documentation running alongside it.

MA suggested that we send the document to the commission with the amendments shown

RC confirmed that we have to sign off a document and get it to the Members by 8th October

DS confirmed that, subject to the Boards approval, ABA sends this document to AIBA, with information around the wider governance review, asking for their final comments. AIBA need to sign off Articles they are happy with. It is now fully APB & WSB compliant. Subject to that it is also compliant with the Disciplinary process ABA are required to follow

The next stage is that it will come back to the Board, who will put it to the Members by meeting/email, but bear in mind that a meeting has notification deadlines/requirements.

MA confirmed to the Board that, in relation to documents running alongside the Articles, that he had an email in Jan 2012 suggesting it would be better to include tech issues/conduct in bylaws

RC stated that it might be worth having an AIBA representative and Dan at a meeting, for questions

MA stated that he was sure that AIBA would want to do that

ML stated that AIBA knew what was happening in the organisation, in the regions and would assist

DN stated that it wasn't the "regions" it was individuals within the organisation

RC asked the Board to confirm that MA was instructed to:-

- Release the Draft Articles to AIBA Compliance Commission
- If accepted – to arrange an EGM of Members, with AIBA present
- Circulate the Articles ahead of the meeting

DS stated that AIBA must have it made known to them that once the Articles are circulated no changes can be made, prior to the members vote

RC we must publicise that the members will come to the meeting

DN Are we going to request/state how the vote should take place?

RC if the Articles are rejected without the members having their say that would be unacceptable

RC asked if Directors were in agreement with DN's statement, that Members should be instructed on what is an acceptable process for the voting

All agreed that the voting process should be reminded to Members

AP: DB to circulate previous statement re the voting on resolutions

AP: Directors to provide back their choice of wording for the voting process which would mandate their representatives

Director Duties

DS spoke to the Board about their duties as Directors.

Subcommittees

RC informed the Board that prior to the June meeting the Board were in process of setting up sub-committees. These committees had been laid out and the Chair & vice Chair chosen. The current subcommittees were:-

Technical Subcommittees

- Medical
- Championships, Technical and Rules, Referees and Judges
- Performance and Coaching

Strategic Subcommittee

- Clubs, Membership and Development

Organisational Subcommittees

- Audit
- Communications and Commercial
- Compliance, Legal and HR

DB explained the recruitment process for applicants had been completed that lists of applicants were ready for ratification but that these were now affected by the fact that some individuals were no longer serving Directors.

DN stated that he thought Championships should be split off from the tech/R & J Committee, making 8 committees in all

RC requested that DB circulate the Terms of Reference for the Subcommittees for the Directors views on the content,.

Some Directors asked about recruitment for the committees and it was agreed that current applicants would be included without having to resend CV's but an ad would be re-circulated to enable the vacant positions to be filled

DB to circulate Sub Committee TORS

MA/DB to enact circulation of ad and accept additional applications

MA stated that he had seen in emails comments about resurrection of the Boxing Council and that it was the dysfunctional nature of the relationship between the council and the Board that had been the catalyst for the modernisation /restructure of the organisation. The subcommittees are seen as the vehicle to fill this void and enable Boxing matters to be progressed/ discussed. 8 Subcommittees with 7 members each would ensure that at the very least 56 individual members would be involved in the decisions on boxing.

RC informed the Board that he had recently called a meeting of Secretaries, based on the fact that the ending of nominated Directors cut off the direct link with the Regional Associations and he asked the Secretaries how they would like to continue the relationship with the Board. The outcome of those discussions was that the Secretaries would like to be called together 2-3 times a year to meet with Board members, at least once in summer and once Jan/Feb time and that would be a good bridge of communication for them. RC suggested that the new Chair call together Secretaries in accordance with those discussions.

AOB

MA stated that there were further issues to raise which would need to be dealt with and resolved by the Directors and subcommittees in the very near future as follows;-

Adoption of AIBA rules etc

How does the Board ensure compliance across the organisation and how does it manage that compliance?

Selection of the Commonwealth Games team

2-3 of the previous Directors have put together a Selection Policy outline but currently the CWG 2014 will not sign that off

Format and the timing of the Senior ABA's

The Snr Open Men's Finals will need to be boxed without headguards and time will be needed for coaches and boxers to adapt to that – the suggestion is to push back the finals into 2014.

In addition there is a view that the finals should look like an International tournament and the NGB has a venue on hold for 4 days in April to potentially host an event of that nature.

AP: MA to provide a paper to the Board at the next meeting

WSP & Strategic Planning

This WSP document is actually mis-named; it is, in essence, a funding agreement to deliver a set of objectives for Sport England/the government.

This coupled with the ongoing changes within ABAE suggests that there be a strategic review of the organisation in order to deliver it and the organisational changes that will be occurring in line with adopting AIBA statutes, compliance to tech rules and the organic growth of the membership, requiring support to grassroots clubs etc.

MA informed the Board that SE has a company available that could do that and he would be able to do some initial work on it, then provide a paper for the next meeting, along with a representative from that company to speak to the board, if they wished.

All agreed

AP:MA to do initial work and provide paper and representative to the next meeting

Scoring

DN stated that he wished to update the Board on some issues that were being piloted in the TT & W region. They were piloting the 10-9 scoring at club shows and would report back on any issues/anomalies that needed consideration.

He confirmed that GB was working closely with DN to review and report on challenges etc, if any, and confirmed that headguards would not be taken off.

AP: DN/GB to report back on findings

MA informed the Board that he already had papers on various issues, such as Selection Policy and Proposals for the Senior Finals that had been prepared for the previous Board and that these would be circulated for their review. He requested that these issues be dealt with quickly as they were the most popular issues/decisions that were being asked about by the membership. It would be good for the Board to be able to deal with these issues quickly and give the membership some good news on these fronts.

RC stated that the circular, tomorrow, re the new Board would be a start of that communication with the membership.

Meeting ended