

Edgbaston Priory Club

Minutes of Board Meeting on 26th November 2019

Present: David Tucker, Rob Bray, Mark Tughan, Abi Dollery, Peter Vince, Sarah Edwards, Eamonn Duffy, Alan Purnell, Ed Chapman, Najma Mian, Stuart Pemble, Julie Westerman, Catherine Griffiths

In attendance: Julie O'Hare, Sue Harris and Robert Saffery

	Action	Date
1. Chairman's Report and Introduction Member participation events recently held included: <ul style="list-style-type: none">• Halloween• Fireworks - first time in 3 years over 1,000 tickets sold• Tennis Team Awards Many thanks for everyone that organised all of these, particularly Lucy and the marketing team. <ul style="list-style-type: none">• coming up is Winter Ball, 230 tickets sold so far Tournaments <ul style="list-style-type: none">• LTA County Cup		
2. Apologies None		
3. Declaration of Interests None		
4. Approval of Minutes from the last Meeting Approved		
5. Matters arising on minutes & review of action register Action Register 244 – CG asked PV about the BJO for 2021. The Club is committed for 2020. The Club & UOB is still waiting for details from England Squash of the staging agreement for 2021 and beyond.		
6. Feedback from Member Council RS attended the meeting and responded to the housekeeping questions raised, most of which were already being addressed. The main discussion was around charitable donations. DT requested a policy to be put together to take to the Member Council on how the club will decide which charities it will support in future.	JO'H	Jan 20
7. Finance & Remuneration Sub-Committee Reports Remco presentation available in Dropbox.		

<p>DT reviewed the role of Remuneration Sub-committee and went through the key priorities and changes.</p> <p>The club is not yet a true Real Living Wage employer due to the F&B team, security and housekeeping outsourced staff still being paid minimum wage.</p> <p>Consideration needs to be given to how the club contracts with the self-employed coaches who deliver our tennis, squash and swimming courses. It is becoming increasingly difficult to justify their self-employed status under HMRC guidelines (and extension of IR35 in 2020) and it would be logical to move them to zero hours contracts. This would treat them as employees and entitle them to holiday pay; it would also make it easier to see the true staffing costs and reduce risk to the club. This information will be shared with members in the Board Report and with the Member Council in January.</p> <p>AP asked how the selection process works for the Remuneration and Finance Sub-committees. DT explained that the selection process is detailed in the Board Handbook.</p> <p>Finance committee report available in Dropbox.</p> <p>AP had circulated the report ahead of the meeting. Current Finance Sub-committee members are AP, SE & MT.</p> <p>During the past year the Finance Sub-committee has met formally on 22 November 2018 (Annual Accounts), 7 January 2019 (3+9 accounts and forecast Capex), 12 June 2019 (Budget). There was also a meeting on 29 January 2019 when the Finance Sub-committee proposed that the CEO should target a reduced EBITDA of £900K. The Finance Sub-committee also asked for more information about membership targets and suggested that the Club needed to identify cost savings.</p> <p>At the meeting on 22 November the Finance Sub-committee recommended that the Club should cease to issue Interim Accounts and recommended that the Board needed to agree Strategic Financial Objectives. These recommendations have been followed.</p> <p>The Finance Sub-committee intend to review their role at the first meeting in 2020 with a view to clarifying some responsibilities that are not directly under their control for instance: financial records and controls as well as the Statement of Financial Delegation and Financial Benchmarking.</p> <p>DT asked that the Finance Sub-committee starts thinking about the club's financial strategy for borrowing as the bank loan expires in 2021.</p> <p>CG would like to see these items added to the risk register:</p> <ul style="list-style-type: none"> • Loan renewal in 2021 • Transfer of self-employed contracts to zero hours (wage costs) • Re-negotiation of F&B contract 	JG	Dec 19
<p>8. Fitness Expansion</p> <p>DT asked AP for the Finance Sub-committee's view. AP said they had reviewed the leisure development plan (on 15 November) as presented by RS and approved the proposals in principle subject to confirming the cash flow position.</p>		

<p>Subsequently a review of cash flow for 2020 including provision for the development assessed the position as 'tight'. The cash situation has been established by AP meeting JG and RB to review cashflow projections for 2020 based on the agreed budget. Cashflow projections are not exact and in this case are complicated by uncertainty concerning the business rates revaluation and actual capex during the current financial year.</p> <p>DT asked if the Board were happy to give the go ahead to convert the offices into a spin studio. All in favour</p> <p>RS was asked to develop a project plan to deliver the investment.</p>	RS	Dec 19
<p>9. AGM</p> <p>a) Rules & Bye-laws CG circulated the paper for the rule changes to be put forward at the AGM and also a draft copy of the Terms & Conditions to replace the Bye-laws. CG asked for Board approval to delegate the User Guide to JO'H and the chairs of the various sub-committees. This was agreed.</p> <p>The second rule change is to simplify Rule 12.1.3. SE commented that the word 'should' needs to be changed to 'must' in the first paragraph. The DC also proposed a new rule. There was a discussion around this new rule and CG will look at the wording of rule 12.1.9 which should cover what the DC has proposed.</p> <p>B) Vice President nominations Derek Turner did not wish to be re-nominated as a Vice-President, Rollie Wilson & Judith Raine have agreed to re-stand. Ken Fairbairn has been approached by the Board and has agreed to stand.</p> <p>d) Change of auditors JG had circulated a paper proposing to change the club's auditors at the AGM. Grant Thornton have been the club's auditors for the past four years and have increased their audit fees by 15% this year with a similar increase planned for next year. There was a discussion on the selection process, which DT confirmed the club had gone through the correct procedure. RB recommended that the auditor selection be put into the Finance Sub-Committee's terms of reference. After discussion it was decided to propose Dains Accountants at the AGM based on a significant cost saving with no reduction in audit quality.</p> <p>DT asked for an update on the Board candidates. CG went through the candidates and has met with 4 out of the 5. She would still like to see someone being put forward who has a strong financial background and experience and asked the Board to encourage anyone they think that would fit this role to put themselves forward.</p>		
<p>10. Conversion of shop to treatment room</p> <p>RS and JOH had circulated the treatment room proposal in advance. The Board approved the proposal. DT asked for careful consideration to be given to timing and communication.</p>	RS/JOH	Jan 20
<p>11. Charitable Status</p>		

RB outlined the options available to the club and had circulated legal advice from an independent solicitor outlining options. After discussion AD agreed to speak to WCCC on how they set up their foundation and how it operates.	AD	Jan 20
RB will ask the club's legal advisors to confirm why the club can't be a charity when private schools can be. Further information to be brought to the January meeting.	RB	Dec 19
Meeting closed at 8.15pm		

Dates of next meetings: Monday 16th December 2019 3.00pm (to approve audited accounts)

Tuesday 21st January 2020 6.00pm

Potential Board candidates will be attending

AGM Thursday 13th February 2020 7.30pm