



## Minutes of Volleyball England Additional Board Meeting at 6pm, 10<sup>th</sup> July 2023, online via Microsoft Teams

Directors Present	Titles
Adam Walker [AW]	Independent Chair
Andreas Hernandez [AH]	Independent Director
Brendan Fogarty [BF]	Elected Director
Clare Francis [CF]	Independent Director
Freda Bussey [FB]	Elected Director
Jess Plumridge [JP]	Elected Director
Simon Griffiths [SG]	Elected Director
Richard Harrison [RH]	Elected Director
Jake Sheaf [JS]	Elected Director
Staff Present	
Charlie Ford [CFo]	Chief Executive Officer

### Welcome from the Chair and apologies

Dave Reeve & Phil French submitted apologies.

### EB/23-24/8 AGM Special Resolutions – Board Consideration

AW opened the meeting by thanking the board members for attending the meeting at such short notice.

AW explained that we had received 15 'special resolutions' from a Volleyball England member that required the boards review and consideration before the final AGM voting paper is released.

Taking the same approach to previous years and in preparation for the meeting, AW had instructed CFo to seek independent legal advice to ascertain whether the resolutions had been validly proposed, are compliant with the Articles and the Companies Act and whether they are factually correct and are effective resolutions that can be put to the AGM.

CFo updated the board on the independent legal advice that had been received.

AW opened the conversation for comments from board members:

- BF commented that if we allowed resolutions to be considered that were invalidly submitted that we would be setting a dangerous precedent moving forward.
- JP agreed with BF's comments and added that it could also lead to previous members who have had resolutions rejected coming back to us to.
- SG reflected that a number of the comments made in the resolutions were valid (including timely uploading of board minutes) and we shouldn't look past this without acknowledging that there are improvements that can be made.
- SG went on to comment that a number of the suggested resolutions were aimed solely at the board rather than being consistent across all levels of the organisations governance framework.
- AH agreed with the comments already made and stated that a conversation with the member in question would be beneficial to try and mitigate any potential fallout or retaliation to having all of the resolutions rejected. AW agreed and suggested that he and CFo would arrange a meeting with the member in question before the AGM.

The board universally agreed that proposed resolutions will NOT be taken forward to the AGM for the below reasons:

**1. Validity**

The 15 resolutions submitted didn't have the appropriate number of seconders and therefore cannot be accepted.

**2. Relevance**

The proposed resolutions do not relate to issues that the Articles or the Companies Acts require to be dealt with in a General Meeting but are instead already provided for in the Articles. Your resolutions all concern the operational management of the Board and Volleyball England's activities.

**Actions:  
EB/23-24/8**

***CFo to communicate the outcome of the meeting with the member.***

***CFo to release the final voting form and send a reminder to members of the association.***

***AW/CFo to organise a meeting with the member before the AGM to talk through their suggestions as they could be helpful in improving Volleyball England's Framework, and/or other operational documents.***

**EB/23-24/9 Meeting Finalisation**

**9.1 Review of Actions**

Actions were reviewed and agreed.

**9.2 AOB**

There was no AOB.

**9.3 Meeting close**

Actions	Who
<b><i>CFo to communicate the outcome of the meeting with the member.</i></b>	<b>CFo</b>
<b><i>CFo to release the final voting form and send a reminder to members of the association.</i></b>	<b>CFo</b>
<b><i>AW/CFo to organise a meeting with the member before the AGM to talk through their suggestions as they could be helpful in improving Volleyball England's Framework, and/or other operational documents.</i></b>	<b>AW/CFo</b>

