

MINUTES

Board of directors of the Company meeting held on 24th August 2019 at 6:00 pm (the Meeting)

Present: Roger Williams (Chair)
Oliver Brunton
Paul Campbell
Michael Dinsdale
Violet Brown
William Mbakwe
Steve Coupland
Gary Anderson (Guest)

Apologies: Paul Giannandrea, James Miller

(Together, the **Directors**)

1. Quorum

The Chairman reported that notice of the Meeting had been given in accordance with the Company's articles of association (the Articles) and that a quorum was present, and so declared the Meeting open.

2. Purpose of Meeting

The Chairman reported that the business of the Meeting was to consider and, if thought fit, approve proposals required for BKF to meet the UK Sport Code of Good governance.

3. Declaration of Interests

Each director present confirmed that they had no direct or indirect interest in any way with the policy documents to be considered at the meeting which they were required by section 177 of the Companies Act 2006 and the Company's articles of association to disclose.

4. Minutes of previous meeting

It was proposed that the minutes of the previous meeting were an accurate record

Proposed: W.Mbakwe
Seconded: O.Brunton
Agreed: Unanimously

5. Matters Arising

No Matters Arising

6. Proposals

- 6.1 A proposal was forwarded that **Marina Zouni Hallworth** and **Ben Maclean** are appointed as Independent Directors and that **Marina Zouni Hallworth** be appointed Senior Independent Director

Proposed: R.Williams
Seconded: M.Dinsdale
Agreed: Unanimously

- 6.2 A proposal was forwarded that Declaration of Interests are a standard item on BKF Agenda and on BKF Board minutes

Proposed: W. Mbakwe
Seconded: O.Brunton
Agreed: Unanimously

- 6.3 A proposal was forwarded that the BKF Board Committee & Director Evaluations and Appraisals will be undertaken and actioned by 31st January 2020

Proposed: O.Brunton
Seconded: W. Mbakwe
Agreed: Unanimously

- 6.4 A proposal was forwarded that the BKF adopts any amendments to BKF Equality & Diversity Documents as recommended by Jemima Coates UK Sport Diversity Officer

Proposed: P.Campbell
Seconded: O.Brunton
Agreed: Unanimously

- 6.5 A proposal was forwarded that the BKF Board appoints Paul Giannadrea, Oliver Brunton, William Mbakwe, Paul Campbell and Roger Williams to the BKF Executive Committee

Proposed: W. Mbakwe
Seconded: O.Brunton
Agreed: Unanimously

- 6.6 A proposal was forwarded that Marina Zouni Hallworth and Ben Maclean be appointed to the BKF Audit Committee and that Mike Dinsdale is temporarily appointed to the Audit Committee until the appointment of another Independent Director.

Proposed: P.Campbell
Seconded: O.Brunton
Agreed: Unanimously

6.7 A proposal was forwarded that in accordance with the revised Articles of Association Roger Williams is appointed as Chair of the Board

Proposed: W. Mbakwe
Seconded: P.Campbell
Agreed: Unanimously

6.8 A proposal was forwarded that the following list of Documents be adopted to ensure that the BKF has the necessary operational policies in place

Proposed: O.Brunton
Seconded: W. Mbakwe
Agreed: Unanimously

1. Director Job Descriptions
2. Directors Code of Conduct
3. Board Skills Audit
4. Board Recruitment Policy
5. Executive Committee TOR
6. Audit Committee TPR
7. Equality & Diversity Statement
8. Diversity Action Plan
9. BKF Website
10. Board Recruitment Policy
11. Board Succession Plan
12. Nominations Committee TOR
13. Declaration of Good Character
14. Director Responsibilities
15. Board Induction Process
16. Remuneration Policy
17. Stakeholder Engagement Strategy
18. Board Evaluation
19. Board Evaluation Action Plan
20. Conflicts of Interest Policy
21. Finance Procedures
22. Expenses Policy
23. Risk Management Policy
24. Strategic Risk Policy
25. Delegation of Authority
26. Board Handbook
27. Board Skills Matrix
28. Board Skills Audit
29. Board TOR
30. 4 -year Annual Budget
31. Director Appraisal Form
32. Articles of Association

6.9 A proposal was forwarded that the BKF Board will within the next 6 months ensure that with the input from the INEDS the board received training in key legal and regulatory obligations.

Proposed: P.Campbell
Seconded: O.Brunton
Agreed: Unanimously

6.10 A proposal was forwarded that all Directors including the new INEDS will be asked to sign the Directors Code of Good Conduct and return it to BKF by 5th September 2019 and all directors including the INEDS will be supplied with the Statement of Director Responsibilities.

Proposed: W. Mbakwe
Seconded: O.Brunton
Agreed: Unanimously

6.11 A proposal was forwarded that the Directors confirm that they are not aware of any breach of the financial policies and procedures in the last 2 months

Proposed: O.Brunton
Seconded: W. Mbakwe
Agreed: Unanimously

6.12 A proposal was forwarded that the board will conduct a review of the effectiveness of the BKF's risk management and internal control systems by February 2020 to ensure that they provide reasonable assurance

Proposed: P.Campbell
Seconded: V.Brown
Agreed: Unanimously

7. Close

As there was no further Business the Meeting closed at 6:35 pm.