

LAWN TENNIS ASSOCIATION LIMITED

Company number 07459469
(the “Company”)

Minutes of a meeting of the BOARD OF DIRECTORS of the Company (the “Board”) held on Wednesday 7 December 2022 at 8.30am at the National Tennis Centre, 100 Priory Lane, Roehampton, London SW15 5JQ

Present Lord Davies of Abersoch, Rachel Baillache, Sara Bennison, Sanjay Bhandari, Lesley Cundy, Craig Haworth, Anil Jhingan, Scott Lloyd, Sandi Procter, David Rawlinson, Roy Staniland, Simon Steele and Sir David Tanner

In attendance Roy Colabawalla (observer), Richard Cutler (observer), Jackie Freeman (minutes), Tom Gibbins (item 12.4), David Humphrey (items 9 and 10.1), Nigel Jordan (observer), Olly Scadgell (items 9 and 10.1) and Pamela Woodman (Company Secretary)

1. Welcome and Declarations of Interest

Lord Davies welcomed everyone to the meeting, including Roy Colabawalla, Richard Cutler and Nigel Jordan who were attending as observers. Each of them briefly introduced themselves.

In accordance with section 177 of the Companies Act 2006, each director present confirmed that they had no direct or indirect interest in any of the business to be transacted at the meeting, other than in relation to certain of the proposed appointments referred to in one or more of the matters included in item 13.3 below (in respect of which a director did not participate in the discussion or vote about their own appointment) and by David Rawlinson in relation to the other business raised by him relating to the Ukrainian tennis federation. Otherwise, the declarations of interest were as previously recorded and directors were reminded to continue to declare any interest which may arise during the meeting at the appropriate time.

2. Minutes

The minutes of the meeting of the Board held on 14 September 2022 were approved as a correct record, other than the “Any other business” section which related to a comment made by Craig Haworth, in respect of which Pamela Woodman would agree with Craig Haworth what (if anything) was to be included.

3. Matters Arising

Scott Lloyd confirmed that safeguarding training for the Board members would be arranged for March 2023. The other matters arising were ongoing.

4. CEO Executive Summary

A comprehensive summary had been included in the Board pack, which was taken as read, and Scott Lloyd provided various supplementary updates in the meeting.

- **Officiating:** Scott Lloyd noted that, at the elite end of the game, there was a move to using more technology-based solutions but, as the LTA hosted more competitions, it would need more officials.

5. 2022 Business Objectives

A copy of the latest 2022 dashboard was included in the Board pack. Scott Lloyd explained that the two metrics with red ratings in respect of parks were as a result of the delay in securing government procurement approvals but he said the pipeline of projects continued to grow and was ahead of the numbers on the dashboard.

6. 2023 Draft Business Objectives

Scott Lloyd tabled a copy of the draft business objectives for 2023, noting that 10 of the 28 were either new or evolved from an existing metric. He said that work on the specific targets was being discussed at executive level but that there was a greater focus in certain areas, including participation in LTA Youth programmes and delivery of the parks strategy. Simon Steele noted that the financial metric had been changed to refer to EBIT (rather than EBITDA).

Scott Lloyd confirmed that the LTA has achieved its 5-year plan targets a year early, other than those related to LTA Youth, but that he intended to continue to seek to improve the results through 2023. He explained that the omission from the 2023 business objectives related to competition, both recreational and performance, and that a metric which provided benchmarking against other sports had also been discussed.

The Board approved the draft objectives. Sir David Tanner suggested it would be useful for the Board to hear about the progress of padel at some point. Rachael Baillache asked if it would be possible to have a breakdown of park users from an inclusion and diversity perspective

7. Finance Update

7.1 Finance Report

The Board had received a report from Simon Steele in the Board pack, covering finance, technology and legal, which was taken as read. The following matters were highlighted:

7.1.1 **Finance:** Simon Steele explained that the profit and loss accounts in the paper were up to October 2022 and did not include the fine imposed by the ATP.

7.1.3 **Reserves policy:** After discussion, the Board approved, upon the recommendation of the Audit Committee, the revised reserves policy for the Company's group (excluding LTA Tennis Foundation, which had its own reserves policy) in the following terms:

"The target minimum level of reserves is calculated based on the higher amount required to:

- support working capital funding over the course of the strategic cycle / financial plan (and as minimum, sufficient to cover the lowest forecast working capital requirements over the next 12 months); and*
- maintain the payroll and fixed / committed costs to meet the ongoing operations and programs for a period of 3 months".*

7.1.4 **Investments:** Simon Steele noted that the Audit Committee had discussed the LTA's investment portfolio in the context of the LTA's sustainability strategy, which includes an action to "Ensure all LTA reserve funds, pensions and investments are held in ethical/sustainable portfolios by 2023". He noted that there were currently no direct holdings in tobacco, arms or gambling companies but that further work was being undertaken to understand any indirect holdings with the aim of meeting

this action by the end of 2023. The Board confirmed that it was comfortable with the action being taken.

7.2 Management Accounts

These were noted.

7.3 Risk Register

The extract and analysis of the risk register was included in the Board pack and was taken as read. Simon Steele highlighted a number of the risks. The Board noted that the full risk register had been reviewed by the Audit Committee at its last meeting.

7.4 2023 Budget and Financial Planning

The paper included in the Board pack was taken as read.

It was agreed that the 2023 budget and capital plan would be considered further at the next Board meeting, by which time there should be more information on the amount of the surplus to be received from AELTC.

Scott Lloyd noted that he and the executive team were working on a 3-year plan (starting in 2024) and a strawman of that plan would be presented to the Board in Q1 2023 for discussion, with a view to seeking the Board's approval in September / October 2023.

7.6 Transforming Scottish Indoor Tennis (TSIT) Framework Agreement

The paper included in the Board pack was taken as read. The Board noted that the then board of LTA Operations Limited had provided approval in principle in November 2016 to the proposed £7.5m funding to accelerate the delivery of indoor tennis in Scotland, which was matched by sportscotland. Scott Lloyd noted that the framework agreement protected the £7.5m investment to come from sportscotland and the main change since 2016 was that the duration of the agreement had been extended. It was noted that the commitment to provide this funding had been made publicly in December 2016. Given the level of financial commitment, the Board approved the entry into of the framework agreement by LTA Operations Limited (subject to its own approvals being obtained).

8. Coach data

The paper provided in the Board pack was taken as read.

9. Safeguarding

[Olly Scadgell and David Humphrey joined the meeting]

The paper included in the Board pack was taken as read. David Humphrey noted that the number of Safeguarding Tribunal hearings had reduced as a result of the introduction of the procedures in the new LTA Disciplinary Code.

David Humphrey confirmed that the LTA Safeguarding policy had been reviewed and was being split into separate policies, respectively in respect of adults at risk and children. He noted that all policies relating to safeguarding were reviewed every 3 years, at a minimum, and a summary of the upcoming proposed changes had been included in the Board pack. He confirmed that the Board's approval of the updated policies would be sought in Q1 2023.

10. Reports for Noting

10.1 Anti-Doping and Integrity Report

Richard Nunn, the LTA's Anti-Doping and Integrity Officer, had provided a paper in the pack which included a copy of the LTA's Integrity Plan 2022-2023 and the anti-doping testing programme proposals for 2023 and beyond. These were noted by the Board. Sir David Tanner noted that the investment into anti-doping testing should be kept under review.

It was confirmed that update papers would be provided to the Board on anti-doping and integrity twice a year.

[Olly Scadgell and David Humphrey left the meeting]

10.2 Business Update

This was noted.

10.3 Inclusion Update

The paper included in the Board pack was noted. Rachel Baillache noted that good progress had been made against the plan in 2022 and that, whilst there was no separate inclusion workstream as part of the Development Tennis Advisory Group (DTAG), she felt that it was important to ensure that sufficient focus was given to inclusion through DTAG's work to ensure it became embedded into counties.

10.4 Development Tennis Advisory Group (DTAG) Update

The update provided in the Board pack was noted. Lord Davies thanked Roy Staniland for his chairmanship of DTAG over the last 3 years and welcomed Nigel Jordan as the new chair.

10.5 International Report

The paper included in the Board pack was taken as read. David Rawlinson reported for information that, at the recent ITF AGM, the resolution proposing that the ITF become the global governing body of padel had not been passed. He also noted that 2023 was an election year for the ITF.

10.6 Draft Agenda for December Council Meeting

The draft agenda and paper on the proposal for the 2023 LTA Council Plan included in the Board pack were noted. Sandi Procter asked for any feedback on the plan for Council, which would form the basis for the workshop discussion at the meeting.

10.7 Health & Safety Report

The report was noted.

11. Minutes for noting

The various sets of minutes included in the Board pack were noted.

12. Key business areas for discussion

12.1 Parks Strategy Update

The paper included in the Board pack was taken as read. Sara Bennison noted that it would be helpful to see a run rate with regard to projects against the project timeline. Scott Lloyd noted that the inflationary pressures would likely have an impact on the number of projects which could be delivered but that more “match” funding than had been anticipated was being provided by local authorities. He confirmed that the review of prices under the framework agreements with contractors was linked to changes in published indices.

In reply to a question on how the project was being promoted, Scott Lloyd said that the LTA was encouraging government involvement through public relations opportunities and bespoke communication so that MPs were aware of projects taking place in their constituencies.

12.2 New Quick Access Loan Framework and Progress Review

The paper included in the Board pack provided an overview of progress of the framework since it had been set up in 2019. Scott Lloyd noted that the funding was managed through the Facility Investment Panel and that it was proposed to evolve the framework to increase the £250,000 investment limit and to allow investment into other items, including LED lighting and floodlighting. The new proposed framework was set out in the paper, which Scott Lloyd confirmed had already been approved by the board of LTA Tennis Foundation.

The Board noted that it would be helpful to have more information on the number of applications received and the number of loans then granted, as well as more information on the demographic breakdown and impact of investment. Scott Lloyd said that all these aspects were discussed at the monthly Facility Investment Panel meetings and so he would ensure that the Board was updated from time to time.

After discussion, the Board approved the new framework for quick access loans as set out in the Board paper. Scott Lloyd confirmed that the updated framework would be communicated through the LTA participation team to venues and there would also be an update on the LTA website.

12.4 LTA Tennis Foundation (update)

[Tom Gibbins joined the meeting]

The paper in the Board pack provided a review of 2022, being the first full year of operation of the new combined charity. Tom Gibbins gave a presentation to the Board and said that, after assessing the priority tactics for 2022, seven tactics were rated as green and one as red. He noted that a plan for 2023 was enclosed in the pack.

Lord Davies, on behalf of the Board, thanked Tom Gibbins and the wider team for the work they had done on LTA Tennis Foundation.

[Tom Gibbins left the meeting].

13. Corporate Governance Matters

13.1 Policies for Approval

13.1.1 Privacy Policy

The Board approved, with effect from 1 January 2023, the updated privacy policy set out in the appendix to the paper included in the Board pack.

13.1.2 Modern Slavery and Human Trafficking Policy and Statement

The Board approved the Modern Slavery and Human Trafficking Policy and the Modern Slavery and Human Trafficking Statement, respectively as set out in appendices to the paper included in the Board pack. The Board delegated authority to any one director to sign the statement. The Board also approved the implementation of a review of the LTA business to determine recommended steps to prepare the Company and its group for compliance with the anticipated amendments to the Modern Slavery Act 2015 which were anticipated to come into force over the next 12 to 18 months.

13.2 Regulatory Documents for Approval

13.2.1 New Coach Accreditation Regulations

The Board approved the Coach Accreditation Regulations, as set out in the Board pack, with effect from 1 January 2023.

13.2.2 New Official Licensing Regulations

The Board approved the Official Licensing Regulations, as set out in the Board pack, with effect from 1 January 2023.

13.2.3 Amendments to LTA Disciplinary Code

The Board approved the proposed amendments to the LTA Disciplinary Code, as set out in the Board pack, with effect from 1 January 2023.

13.3 Recommendations from Nomination Committee

13.3.1 Appointment of members to Board Standing Committees 2023

Upon the recommendation of the Nomination Committee, the Board approved the following appointments to the Board Standing Committees:

13.3.1.1 Audit Committee: Rachel Baillache (chair), Sanjay Bhandari and David Rawlinson (co-opted for specialist expertise)

13.3.1.2 Nomination Committee: Lord Davies (chair), Rachel Baillache, Sir David Tanner, Sandi Procter and Roy Colabawalla

13.3.1.3 Remuneration Committee: Lord Davies, Sara Bennison (chair), Anil Jhingan and Sandi Procter

13.3.2 Appointment of Council-Nominated Board member

Upon the recommendation of the Nomination Committee, the Board approved the appointment of Richard Cutler as Council-Nominated Board Member from 1 January 2023 for a term of 3 years.

13.3.3 Appointment of Directors to LTA Property Limited

Upon the recommendation of the Nomination Committee, the Board authorised (on behalf of the Company as sole member in LTA Property Limited) the Company Secretary to ask Craig Haworth and David Rawlinson to resign as directors of LTA Property Limited, and to issue (and sign) notice in writing appointing Scott Lloyd as a director of LTA Property Limited from 1 January 2023.

13.3.4 Appointment of DTAG Workstream Leads

The Board approved the topic/focus area for each DTAG workstream as shown in the appendix to the paper included in the Board pack. Upon the recommendation of the Nomination Committee, the Board also approved the proposed DTAG Workstream Leads and DTAG Workstream Business Leads also as listed in the appendix to the paper.

13.3.5 Appointment of the Chair of the Judicial Panel

Upon the recommendation of the Nomination Committee, the Board approved the appointment of Sir Gary Hickinbottom as the Chair of the Judicial Panel for an initial term of 3 years from 1 January 2023. The Board recorded its thanks to Michael Sayers, the outgoing Chair of the Judicial Panel, for his service to the sport over many years. It was agreed that Michael Sayers would be asked to inform Sir Gary Hickinbottom of his appointment, with Pamela Woodman dealing with his formal letter of appointment.

13.3.6 Nominees for AELTC Committees

Upon the recommendation of the Nomination Committee, the Board approved the nomination of the proposed LTA representatives for various joint LTA-AELTC committees and AELTC sub-committees, as set out in the paper included in the Board pack.

13.3.7 Delegates for General Meetings of the ITF and Tennis Europe

Upon the recommendation of the Nomination Committee, the Board approved the appointment of: Sandi Procter, as the voting delegate, and Roy Colabawalla and Scott Lloyd, as delegates, of the Company for general meetings of the ITF; and Sandi Procter, as the voting delegate, and Roy Colabawalla, as delegate, of the Company for general meetings of Tennis Europe, in each case held in 2023, 2024 and 2025.

13.3.8 Board Code of Conduct and Conflicts of Interest Policy

Upon the recommendation of the Nomination Committee, the Board approved and adopted the directors' code of conduct (as set out in appendix 1 to the paper included in the Board pack) and the conflicts of interest policy (as set out in appendix 2 to the paper).

13.4 Director Resignations and Appointments from 1 January 2023

The Board noted that David Rawlinson, Craig Haworth and Roy Staniland would cease to be directors of the Company as at 23:59 on 31 December 2022.

The Board approved the appointment of Roy Colabawalla, Richard Cutler and Nigel Jordan as directors of the Company as at 00:00 on 1 January 2023.

The Board authorised the Company Secretary to arrange for the necessary filings to reflect the resignations and appointments noted above to be made with Companies House and for the Company's records to be updated.

13.5 Withdrawals from Membership and Applications for Membership of the Company

The paper included in the Board pack was taken as read. Pamela Woodman explained that it was not possible to transfer a membership interest in the Company and that a number of complete and partially complete applications had been received to withdraw the existing member organisation from membership of the Company and for a new

incorporated entity which had taken over the entire assets, business and undertaking of that existing member to be admitted to membership of the Company.

The Board noted the withdrawal from membership of Avon LTA and Nottinghamshire Lawn Tennis Association and approved that Avon Tennis and Nottinghamshire Lawn Tennis Association Limited become members of the Company, each with the right to nominate one "Voting Council Member".

In addition, with regard to the incomplete applications received to date, the Board approved, in principle, that Gloucestershire Lawn Tennis Association Limited, Tennis Shropshire and Yorkshire Tennis Ltd each become a member of the Company and delegated authority to the Company Secretary to grant approval (on behalf of the Board) if / when the Company Secretary received the appropriate paperwork / evidence to meet the requirements of article 33.3 in terms satisfactory to the Company Secretary (acting reasonably) and, that upon being approved as a member, such entity would then also become entitled to nominate one "Voting Council Member".

The Board authorised the Company Secretary to make the necessary amendments to Schedule One to the LTA Rules to reflect the withdrawals from membership and admission as members if / when applicable, and authorised any one director and the Company Secretary to sign and issue a membership certificate to each new member as had been approved by the Board or as may be approved under the delegated authority noted above.

In addition, the Board delegated authority to the Company Secretary to consider and (if appropriate where the Company Secretary was satisfied that it was the same organisation but solely its name was changing) approve any application to reflect the change in name of a member and to make the necessary amendments (on behalf of the Board) to Schedule One to the LTA Rules to reflect such name change.

14. Any Other Business

Lord Davies thanked David Rawlinson, Roy Staniland and Craig Haworth for their work and incredible contribution, time and commitment to tennis and the Board.

It was noted that approval to the approach to be taken in relation to national academies had been approved by the Board by e-mail between meetings.

There being no further business the meeting closed at 12.45pm.

Signed..... Date.....