



**Birmingham Organising Committee for the 2022 Commonwealth Games
Board Meeting**

Thursday 6 September 2018

Members present:	In attendance:
<p>John Crabtree (Chair) Zara Hyde-Peters - NED Jonathan Browning - NED Helen Judge - DCMS Ian Metcalfe - CGE Simon Ball - CGE Brigid Jones - BCC (on behalf of Ian Ward) Louise Martin - CGF David Grevemberg - CGF</p> <p>Apologies: Ian Ward - BCC Dame Julie Moore - DCMS</p>	<p>Ian Reid - Interim CEO Deborah Cadman - WMCA David Leather - CGFP Tim Pile - Birmingham & Solihull LEP Paul Oldfield - DCMS (present until item 4) Andrew Field - DCMS (present until item 4) Neil Carney - Birmingham City Council (present for item 15)</p>

Item No	Item	Decision/Action Owner
1	<p>Declarations of Interest of current Directors The current directors were reminded of their obligations under the Companies Act 2006 ("Act") and the Articles of Association of the Company to:</p> <ul style="list-style-type: none"> a. declare the nature and extent of their interests (direct or indirect) in any proposed or existing transaction or arrangement with the Company; and b. update any declaration of interests which has become inaccurate or incomplete. <p>It was noted that the Act permits a declaration of interests to be made at a Board meeting, by notice in writing to the other Directors or by giving general notice of a relationship with, or interest in, another company or person.</p> <p>Each Director confirmed that they had no declarations to make or update.</p>	

<p>2</p>	<p>Appointment of new Directors It was resolved that:</p> <ul style="list-style-type: none"> a) John Rawcliffe Avery Crabtree OBE; b) Louise Livingstone Martin CBE; c) David Carroll Grevemberg CBE; d) Ian Roland Metcalfe; e) Simon Peter Ball; f) Ian Anthony Ward; g) Helen Louise Judge; h) Jonathan Browning; i) Zahara Hyde Peters OBE, <p>having consented to act as such, be appointed as additional directors of the Company with immediate effect.</p> <p>There was produced to the meeting notice to the Company from Ian Ward appointing Brigid Jones as his Alternate Director pursuant to and in accordance with Article 15 of the Company's Articles of Association.</p>	
<p>3</p>	<p>Resignation of current Directors There were produced to the meeting letters signed by Andrew Field and Paul Oldfield tendering their resignations as directors of the Company.</p> <p>It was resolved that such resignations be accepted with immediate effect and that John Rawcliffe Avery Crabtree be appointed as Chairman of the Board with immediate effect.</p>	
<p>4</p>	<p>Apologies for Absence Ian Ward, BCC Dame Julie Moore, DCMS</p>	
<p>5</p>	<p>Declarations of interest of new Directors Following the resignations, each director confirmed that they had no declarations of interests to make or update with the following exceptions:</p> <ul style="list-style-type: none"> • John Crabtree (Chair) advised that he had a number of roles which might be relevant to declare, the most obvious ones being Glenn Howells Architects (who he believed had designed the Village), the Hippodrome (who led on the Handover Ceremony) and Real Estate Investors (who he had recently introduced to Ian Reid in respect of the OC's search for premises). He has also noted that he was in correspondence with Sue Owen (Permanent Secretary, DCMS) regarding this. • Ian Metcalfe mentioned he sits on the Board of Arena – a potential supplier. • Louise Martin noted that she is conflicted at item 17 – the Sports Programme Review – as it would be submitted to the CGF for consideration. As such, the CGF should not be part of the OC review exercise. 	

6	<p>Introductions and role of the Board</p> <ul style="list-style-type: none"> The paper was introduced by the CEO, who stressed the importance of working in partnership. There was general discussion on the different responsibilities, especially in relation to income, sponsorship money and costs. It was agreed a diagram will be produced for the next Board meeting, setting out what decisions are with the OC Board and its Committees, what needs to be escalated and what needs to go to partners for decision. 	IR
7	<p>General Games progress update paper</p> <ul style="list-style-type: none"> The need for pressing ahead on recruitment was highlighted. The Chair requested a move to more dashboard reporting going forward across the key areas. 	OC
8	<p>Appointment of Auditor The National Audit Office were formally appointed as the auditor of the Organising Committee.</p>	
9	<p>DCMS Management Agreement summary and process</p> <ul style="list-style-type: none"> CEO noted that huge progress has been made in regard to finalising the Management Agreement and noted that there are mainly 3 areas of concern as set out in the paper. OC to work closely with DCMS to solve these and provide clarity on how we work within the current financial framework. The Chair and Simon Ball (as Chair of the Audit Committee) offered support to these discussions. The Board agreed that the interim agreement covering the period to 30 March 2019 should be progressed as a matter of urgency with a final document to be presented to the next Board meeting. 	DCMS/ OC IR
10	<p>Summary of OC Policies and Procedures</p> <ul style="list-style-type: none"> Discussion focussed around the need for recruitment and retention of the best talent to guarantee successful delivery and legacy of the games. Bonus only for most senior level to attract talent - in line with civil service guidance. The Board understood that this proposal would need HMT approval. The remuneration strategy will be circulated to the Board before the next meeting following HMT approval, with a paper setting out a variety of options. 	IR
11	<p>Insurance Requirements</p> <ul style="list-style-type: none"> CEO and members expressed concern about contradiction with the Host City Contract over cancellation insurance and the OC / CGFP to follow up with Government to get comfort on the commitments given in the Host City Contract. 	IR

	<ul style="list-style-type: none"> Helen Judge provided assurances that the Government self-insures and as such, Government will cover insurance. The Board asked for a letter from Government outlining the specific cover and the levels covered under each policy. Next Steps: CEO to provide follow up on Government discussions at next Board 	<p>DCMS</p> <p>IR</p>
12	<p>Sub-Committee Terms of Reference</p> <ul style="list-style-type: none"> Chair asked Board members for their thoughts and expressions of interest on sub-committee membership. Simon Ball agreed to Chair the Audit Committee. Finance Delegation Paper – Chair asked Audit Committee to consider this before coming to the Board for approval and agreed the interim delegation of £100,000 to the CEO. Chair will liaise with members on this issue and formalise sub committees and membership at the next meeting 	<p>JC</p> <p>SB</p>
13	<p>Finance and Workforce Report Budget</p> <ul style="list-style-type: none"> The Board was invited for their views on the budget paper. Discussion focused on Security Budget and need for clarity was highlighted. The Board requested that IR circulate a summary of the final OC submission sent to treasury. 	<p>IR</p>
14	<p>Dashboard Report</p> <ul style="list-style-type: none"> The Chair committed to explore engagement opportunities with communities and the wider region. The Chair reminded members that there remain a number of unfilled positions on the Board and encouraged them to put names forward with connections to the wider region. 	<p>JC</p> <p>OC Board</p>
15	<p>Vision and Mission of the Games</p> <ul style="list-style-type: none"> The Board was invited for their views on the presentation. Discussion mainly focussed on diversity and need for involving the communities and people of Birmingham in this work. Birmingham City Council agreed to refine further before presenting an update to the October Strategic Board meeting. 	<p>BCC</p>
16	<p>New 2022 logo and branding</p> <ul style="list-style-type: none"> It was noted RBL will be appointed to deliver this work. There were no objections. The CEO invited members to indicate whether they would want to get actively involved in this work. The Board agreed the process for community engagement and brand development and noted the formal approval steps at the November and January Board meetings. 	<p>IR/OC Board</p>

17	<p>Additional Sports Review</p> <ul style="list-style-type: none"> The Board approved the process to review additional sports from the CGF optional sports list. 	OC Board
18	<p>Adoption of Articles of Association</p> <ul style="list-style-type: none"> The new Articles were noted and approved by the Board with one minor amendment. Next Steps: The Secretary of State for Digital, Culture, Media and Sport will sign a written resolution to approve the adoption of the Company's new Articles of Association. 	
19	<p>AOB None</p>	