

Birmingham Organising Committee for the 2022 Commonwealth Games
Board Meeting
Wednesday 22 January 2020
Held at One Brindley Place, Birmingham

Members present:	In attendance:
<p>Derrick Anderson (DA) – WMCA Simon Ball (SB) – CGE (<i>Chair</i>) Jonathan Browning (JB) – Independent David Grevemberg (DGrev) – CGF Lyndsey Jackson (LJ) – Independent (<i>via phone</i>) Brigid Jones (BJ) – BCC (Alternate for Ian Ward - BCC) Sam Lister (SL) – DCMS Dame Louise Martin (LM) – CGF Ian Metcalfe (IM) – CGE (from 1.30pm) Caroline McGrory (CMcG) – B2022 OC & Company Secretary</p>	<p>Ian Reid (IR) – CEO, B2022 OC David Leather (DL) – CGFP Adrian Corcoran (AC) – B2022 OC David Grady (DGra) – B2022 OC Tim Pile (TP) – LEP Observer Charles Quelch (CQ) – B2022 OC Josie Stevens (JS) – B2022 OC Martin Green (MG) – B2022 OC (in part) Sarah Coffey (SC) – Secretariat Annie Hairsine (AH) – B2022 OC David Keen – Project Assistant to John Crabtree Dan Gamson (DGam) - B2022 (Item 6 only) Paul Williamson (PW) - (item 7 only) Clive Heaphy (BCC) – (item 13 only)</p> <p>Apologies: John Crabtree (JC) - Chair Dame Julie Moore (JM) – DCMS Ian Ward (IW) - BCC Ellie Simmonds (ES) – Independent Nick Timothy (NT) – Independent</p>

ITEM NO	ITEM	Action Owner
2020/01-001	<p><u>Apologies for Absence</u> SB chaired the meeting in the absence of JC. SB welcomed everyone to the meeting and apologies were received from John Crabtree, Ian Ward, Dame Julie Moore, Ellie Simmonds and Nick Timothy. It was noted that Brigid Jones was attending as alternate for Ian Ward. Lyndsey Jackson joined the meeting by telephone.</p>	

2. Approval of Changes to Articles of Association

2.2 The following documents were produced to the meeting for consideration by the Directors (together the "Documents"):

- (a) A written resolution requesting that the OC's sole shareholder approved certain amendments to the Articles to enable the OC to take all necessary steps to facilitate the delivery of a cultural festival in the UK in 2022 (the "Written Resolution");
- (b) a revised version of the Articles, incorporating the amendments contained in the Written Resolution (the "**Revised Articles**"); and
- (c) Companies House Form CC04 ("**CC04**") being the form required to be given in accordance with section 31(2)(a) of the Act.

2.3 The Documents were considered in full by the meeting.

2.4 The Directors noted that they had considered their duties under Part 10 of the Companies Act having regard to the factors listed in section 172 of the Companies Act and in particular the need to act in a way that they consider in good faith would be most likely to promote the success of the Company for the benefit of its members as a whole.

2.5 The Documents were then approved by the meeting.

2.6 **IT WAS RESOLVED THAT** the Written Resolution and the Revised Articles, each in the form produced to the meeting be, and are hereby approved, and the Secretary be, and is hereby, authorised and instructed to circulate the Written Resolution (together with a copy of the Revised Articles) to:

- 2.6.1 the sole shareholder of the Company;
- 2.6.2 the Company directors; and
- 2.6.3 the Company's auditors (if any).

2.7 **IT WAS FURTHER RESOLVED THAT** subject to and conditional upon the Written Resolution being duly passed any director be, and he is hereby, authorised to:

- 2.7.1 sign on behalf of the Company, Form CC04; and

	<p>2.7.2 arrange for a copy of the Written Resolution, the Revised Articles and Companies House Form CC04 to be filed at Companies_House as soon as possible.</p> <p>2.8 IT WAS FURTHER RESOLVED that each Director of the Company be, and each are hereby, authorised and instructed to do all such other acts and things and agree and sign or execute and deliver on behalf of the Company all such other documents as may be required in order to implement the above matters.</p> <p>The Board questioned the proposed i.e. 31 March 2023 which is just three months after the end of Festival 2022 and questioned if the date for the close down of the festival was sufficient. Action: CMcG to investigate with DCMS and respond to the Directors.</p>	<p>CMcG</p>
<p>2020/01-007</p>	<p><u>Ticketing Strategy</u></p> <p>Paul Williamson (PW) joined the meeting. DGra gave an overview on the process of developing the Ticketing Strategy since the September Board meeting. The Proposed Ticketing Strategy document was tabled and taken as read and it was noted that the document reflected comments already received from DCMS and BCC. PW outlined the strategy framework for the ticketing programme. The Board noted a number of areas which they believed the detailed strategy should include, including ticket resale, transport costs, strategy for presale, digital access, pricing strategy, accessibility, diversity, carer tickets for accessible seating, requirements for full stadia etc.</p> <p>The Board reviewed in particular section 3 of the Ticketing Strategy which sets out the Key Assumptions which will underpin the more detailed work to be undertaken – the Directors gave support for these Key Assumptions and requested that further detail be included in the next iteration of the document.</p> <p>The Board approved the Ticketing Strategy, on the basis that a more detailed document reflecting the discussions be presented to the May Board by the newly appointed Head of Ticketing who starts at the OC in March. Action: DG/PW</p>	<p>DG/PW</p>

2020/01-008	<p><u>Finance Update</u></p> <p>The Finance Update in the Board pack was tabled and taken as read.</p> <p>DGra provided an update on the current situation in relation to Cancellation and Abandonment insurance and Medical malpractice insurance in respect of which the OC is working to procure an insurance broker to put these policies in place. DGra noted those areas which DCMS has identified as being subject to self-insurance which it was highlighted leaves the OC with a commercial and financial risk. Concern was raised, in particular with the Director and Officers insurance where liability could extend beyond the life of the Games.</p> <p>It was requested by a number of Board members that DCMS should offer some assurances to the Directors comparable to those contained within the terms of commercial insurance cover.</p> <p>It was agreed that:</p> <ol style="list-style-type: none"> 1. SL would look at similar ALBs to the OC with a finite life to see if they also self-insure in this area; Action: SL and 2. DGra & Dean Creamer would work together to agree what is required with regards to the D&O insurance with SL assisting as required. This is likely to be in the form of a letter from DCMS confirming the indemnity offered by the UK Government in respect of any such liability Action: DGra <p>The paper on year end flexibility was tabled and there was a discussion regarding the potential exposure for the OC. It was noted in particular that DCMS supported the contents of this paper and SB confirmed that from an ARAC perspective he was happy to proceed on the basis proposed.</p>	<p>SL</p> <p>DGra</p>
2020/01-009	<p><u>Commercial Report</u></p> <p>Due to meeting time constraints this paper which was tabled on the Commercial Update was tabled and taken as read.</p>	
2020/01-010	<p><u>Games Lifetime Budget</u></p> <p>This item was not discussed, and it was agreed it should be carried forward to the next Board meeting.</p>	

2020/01-011	<p><u>General Games progress update paper</u></p> <p>Due to meeting time constraints the paper was tabled and taken as read.</p>	
2020/01-012	<p><u>Dashboard Report</u></p> <p>IR led this item and highlighted those risks with a red status. Clive Heaphy, Birmingham City Council joined the meeting at this point.</p>	
2020/01-013	<p><u>Risks & Issues Focus</u></p> <p>IR led this area and handed to Clive Heaphy to give an update on the Athlete Village.</p> <p>Athlete Village</p> <p>CH gave an update on the Village progress and the risks to the budget to deliver the number of beds required for Games time. CH confirmed BCC's confidence to deliver all the plots in time for handover to the OC for the Games, however, understands that the OC needs to consider contingency options.</p> <p>CH confirmed that BCC was confident that all plots could be delivered for the required handover to the OC for Games time with the implementation of six day working. It was noted that increasing to seven day working the summer months would increase costs further.</p> <p>It was agreed that a single agenda Board call be set up to discuss this topic further including Plan B options.</p> <p>Action: SC to arrange a Board call before 3 February when BCC's paper for its planned Cabinet meeting to discuss the Village is to be published.</p> <p>CH left the meeting.</p> <p>Smithfield</p> <p>IR handed to CQ who presented images of the Smithfield site as the preferred site for 3x3 Basketball and Beach Volleyball at Games time. A workshop is planned for 30 January to review the progress of actions between BCC/Lendlease and the OC. The site would be required from January – September 2022 and it was noted that BCC and the OC will need to work with Lendlease to reduce the costs as much as possible.</p>	SC

	<p>The Board agreed that the location of Smithfield would be brilliant and would present an opportunity to focus on central Birmingham as well as helping to de-risk the transport programme.</p> <p>The Board agreed to support the opportunity to continue work and discussions with BCC/Lendlease to try and make this location and venue work at the Games.</p> <p>TP and BJ noted their potential conflict of interest in relation to this matter.</p>	
2020/01-014	<p><u>Update on Board Sub Committees</u></p> <p>There were no updates to the meeting due to time constraints</p>	
2020/01-015	<p><u>CGF Update – Commonwealth Games India proposal to host Shooting & Archery Championships</u></p> <p>LM outlined the progress made in recent discussions with the Indian authorities regarding their participation in B2022.</p> <p>DGrev outlined a proposal received from the IOA and the ISSF regarding a Commonwealth Shooting and Archery Championships, proposed to be hosted in India ahead of B2022, funded entirely by India, with medals won contributing to the B2022 medal table. DG noted that CGF’s Sports Committee had considered the proposal within the past week, and that the CGF Executive Board would be discussing it in February.</p> <p>Action: DGrev to consider the proposal of the Board and stakeholder feedback at CGF Executive Board and revert to the OC Board with final recommendations. (this may require the convening of a special purpose call ahead of the next OC Board meeting).</p>	DGrev
2020/01-016	<p><u>Health & Safety Report</u></p> <p>Due to meeting time constraints this paper was tabled and taken as read.</p>	
2020/01-017	<p><u>OC Workforce Diversity</u></p> <p>Due to meeting time constraints the paper was tabled and taken as read.</p>	
2020/01-018	<p><u>Operations Update</u></p>	

	There were no further updates discussed.	
2020/01-019	<u>Marketing & Communications Update</u> Due to meeting time constraints this item was not discussed.	
2020/01-020	<u>Forward Look</u> Due to meeting time constraints the paper which was tabled was noted and taken as read.	
2020/01-021	<u>Any Other Business</u> Countdown Clock – IR updated the Board on the Countdown Clock to be erected in Centenary Square and showed images of the design. This should be in place before the next meeting. MPRG – IR confirmed that the formal MPRG response had now been received and this will be circulated to Board members. Action: IR to circulate	IR
Date of Next Meeting: 25 March 2020		

* The actual order of the meeting was different due to time constraints to allow key items to be fully discussed up front.