

MINUTES

IHUK 132ND BOARD MEETING
THURSDAY 21 MARCH, 2024 @ 14:30
BY TEAMS



PRESENT

Clifton Wrottesley (CW)	-	Chair
Eric Morton (EM)	-	Vice Chair/Senior Independent Director.
Henry Staelens (HS)	-	Chief Executive Officer.
Claire Herbert (CH)	-	Independent Non-Executive Director.
Dean Hardman (DHa)	-	Independent Non-Executive Director.
Duncan Hough (DHo)	-	Non-Executive Director nominated by EIH.
Grant King (GK)	-	Independent Non-Executive Director.
Jamie Thomson (JT)	-	Non-Executive Director nominated by SIH.
Martin Gill (MG)	-	Independent Non-Executive Director.
Todd Kelman (TK)	-	Non-Executive Director nominated by EIHL.

APOLOGIES

David Clarke (DC)	-	Non-Executive Director
Faye Andrews	-	Non-Executive Director

IN ATTENDANCE

David Joy	-	Governance Consultant
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1. COMMENCEMENT

A quorum having been formed; the meeting (“Meeting”) of the Board of Directors (the “Board”) of Ice Hockey UK Limited (“IHUK” or the “Company”), commenced at 2:30 pm.

2. APOLOGIES AND WELCOME

CW welcomed everyone. The Board received apologies from DC for his unavailability to attend the Meeting. HS to follow up with FA to ascertain the reason for her absence.

3. CONFLICT OF INTEREST

There were no new Conflicts of Interest declared.

4. CONSIDERATION AND ADOPTION OF THE MINUTES OF THE MEETING OF THE BOARD MEETING HELD ON FRIDAY, 9TH FEBRUARY 2024

CW led the Board on a review of the minutes of the last Board meeting held on Friday, 9th February 2024, and there being no comments or amendments, the Board unanimously adopted the minutes as an accurate record of the proceedings of the last Board meeting.

5. MATTERS ARISING FROM THE MINUTES OF THE LAST BOARD MEETING

5.1 Update on the IHUK Strategy

HS reported that the Company’s strategy was scheduled to be presented to the Board at the next Board meeting.

5.2 Update on data capture

HS reported that data capturing was ongoing.

5.3 Board report template

HS reported that the template for Board reports was to be finalised after the work was completed to submit the UK Code for Sports Governance evidence to UK Sport (the “Code”).

5.4 Engagement with stakeholders and affiliates

HS reported that there was ongoing engagement with IHUK’s stakeholders and affiliates, which primarily includes the Elite Ice Hockey League (“EIHL”), English Ice Hockey (“EIH”) and the Scottish Ice Hockey (“SIH”).

5.5 Sponsorship

HS reported that sponsorship deals were ongoing.

5.6 Nomination and appointment of affiliate Directors

HS reported that the recruitment processes had been completed and that final steps in the appointment process were being completed, including the declaration of conflicts, declaration of good character and skills matrix.

5.7 Finalising the head office for IHUK

HS reported that the agreement with the Olympic Legacy Park in Sheffield for the new Head Office for IHUK had been signed and that the home of GB had moved to Sheffield, from Nottingham.

5.8 Set date for player Welfare Working Group

HS reported that action item had been completed and that CW led the event about a month ago, which was well attended. He reported that follow ups would be done.

5.9 Understand financial implications of the final Olympic Qualifiers in August 2024

HS reported that the item was included in the budget and would be presented during the Meeting.

5.10 Event planning for 2025/26

HS reported that he and CW had a call scheduled the following week, with relevant representative(s) to discuss games with Canada. CW stated that he would engage with USA after the meeting with Canada and that the hope was that USA would follow suit, once Canada came on board.

5.11 Update on bid for World Men’s 2029

CW stated that would provide an update on this during the course of the Meeting.

5.12 Update on coaching progression and the IHUK Foundation

CW reported that talks regarding the IHUK Foundation (the “Foundation”) were near completion and that the Foundation’s activities would be centred around two main projects. He stated that the first project was the coaching progression and that the National Collegiate Athletic Association (“NCAA”) had agreed to bring over 8 coaches for the July GB Programme (“GBP”) initiation camp, consisting of 6 male coaches (5 from the NCAA and 1 head coach from the United States Ice Hockey League (“USIHL”) and 2 female coaches. CW informed the board that one of the coaches had just been relieved of his position and that a decision would be made on whether to replace him or maintain the status quo given that he would still have the required current coaching experience. He further stated that the aim was to get both males and females at the initiation camps and to also collaborate with the home nation associations, further to which JT confirmed that he had discussed with EIH about liaising on their initiation camp day scheduled for 15th July 2024. CW stated that this will give the NCAA and USIHL coaches visibility over the under 12-15 age groups for both EIH and SIH.

CW reported that the other activities of the Foundation involved the recruitment of relevant officers. He reported that the Foundation had recruited Andy French as an Administrator, on a part time basis and that plans were ongoing to recruit a Head of Development. CW stated that the Head of Development was the key hire for the Foundation and would be responsible for developing the Foundation’s strategy and its activities as well as setting a structure, budget and operational plans for each project to be handled by the

Foundation. He also reported that he had been in touch with the Head of Development at the International Ice Hockey Foundation (“IIHF”) regarding potential candidates for the role and that the presented candidates would be looked into, to determine their eligibility. CW further reported that the recruitment process would take about 5-6 weeks and that the plan was to have hired a Head of Development by the beginning of June 2024, who would hit the ground running by developing the Foundation’s strategy, populating the structure and putting operational plans in place for the coming season.

5.13 IHUK Referee Section

CW stated that the quality of officiating had been a major bone of contention for EIH and SIH and potentially the EIH, and that improving the quality of officiating for IHUK and its affiliates was an issue that the Board needed to focus on over the next 12-18 months. HS confirmed that general oversight of the referee section was included in the Risk Register and that it would be kept to the forefront. TK stated that the referee section was a major cause of concern and DHo stated that attention needed to be paid to the issue, especially with the number of appeals that had been received over the last couple of weeks.

5.14 Update on Committee membership of new Directors

CW noted that the Board had started discussions on the Committee memberships of the newly appointed directors. HS reported that the proposal was for DHo to join the Nominations Committee, TK to join the HR and Remuneration Committee and for JT to join the GB Performance Committee.

6. CHIEF EXECUTIVE OFFICER’S REPORT

HS reported that the general outlook was positive. He stated that the management reports had been circulated to the Board ahead of the meeting and called for any questions or comments from.

6.1 Performance

JT stated that a process needed to be put in place for the EIH and SIH to officially nominate players for the GB camps and CW stated that HS should discuss the issue with Andrew Partridge (“AP”), the Head of Performance at IHUK, to ensure proper nominations on both team and individual levels. CW sought clarity around the number of roles to be replaced in the coaching section as well as the cost benefit of the Talent Athlete Scholarship Scheme (“TASS”) places that IHUK was getting. HS stated that AP was in the best position to provide adequate clarifications. Regarding the Olympic Qualifiers, CW enquired about British Olympic Association (“BOA”) support and HS responded that IHUK would only be eligible to receive BOA support in 2 years’ time in the run up to the 2026 Olympic Winter Games (“OWG”) competition itself.

GK enquired about the selection process of athletes for TASS and HS assured the Board that management was conducting a fair selection process which was also being documented. HS stated that AP was available to give further information and assurances that directors might require with respect to the selection process for TASS.

6.2 Commercial

GK enquired whether, from a risk management perspective, IHUK had any contract issues with its old apparel supplier that needed to be taken into consideration in the transition to a new supplier. HS stated that there were no formal contractual terms with IHUK’s old supplier that could give rise to any risk. HS also confirmed that there was no risk regarding the GB supporters club using IHUK’s logo.

6.3 FY 2024/25 Budget

HS reported that the draft budget was prepared ahead of IHUK’s next financial year to begin on 1st July 2024, and would be finalised and presented to the Board for approval at the next meeting of the Board. He reported that all the projected expenses had been marked up by 10% and that the projected income was conservative, to prepare the Company for worst case scenarios. HS reported that the draft budget showed a loss but that the final budget to be presented at the next meeting will show that the next financial year was projected to move IHUK away from loss-making to a break-even point. HS reported that the budget included an estimated additional cost of £329,610 in the next season to be invested on the performance side including the Men’s Olympic Qualifier, the U18s to be held in France, the GB Women’s expenses, amongst other programmes which were all detailed in the Board papers. He also reported that 2026 was expected to be a

positive year as IHUK would be eligible to receive Olympic funding, the retail range would be up and running and that other funding opportunities were expected to materialise in 2026.

CW sought clarity on whether the TASS and APA programmes were separate and HS confirmed this was the case, stating that while they were both earmarked for the women athletes, the TASS funds would go directly to the athletes and the APA funds would come into IHUK but be used specifically for the expenses of the women athletes.

MG stated that the increased medical costs as well as increased costs on the performance side were due to IHUK actively expanding its programmes over the years, especially at the Under 16 level for both males and females, netminders, strength and conditioning, amongst others. He stated that the focus needed to be on the commercial side and IHUK getting returns on its programme investments in the long run.

With respect to the investment in the Men's Olympic Qualifiers, HS reported that TK, representing the EIHL, had offered to provide free ice and also split the revenue on tickets between EIHL and IHUK across the two games to be played in Cardiff. HS stated that this would represent about £30,000 in revenue for IHUK. TK confirmed HS's comment and stated that there were also housing spaces available for some GB players, to reduce the hotel costs. HS thanked TK and assured the Board that management was committed to reducing investment costs where possible.

EM stated that IHUK was on the right path with its ambition for programme investments in the next financial year, as the investments were much needed for the future success of IHUK. He stated that the funding constraints were largely short term as the investments in the various programmes had long term benefits and that the focus should be on managing funds to adequately accommodate the programme investments.

In response to CH's enquiry about any expected additional income and whether IHUK had the reserves to cushion potential losses in the next financial year, HS stated that IHUK was expecting funds from its major sponsor of about £130,000 as well as affiliate fees, in addition to the existing cash at bank.

7. DISCUSSION ON COMPLIANCE WITH THE CODE

The Board invited David Joy ("DJ") to the Meeting. By way of introduction, DJ gave a brief overview of his experience in sports management, including serving in roles as CEO of British Canoeing, CEO of England Golf and working as a member of the UK Sport Advisory Team commissioned to support National Governing Bodies ("NGBs") around governance and strategy. He had worked alongside colleagues in IHUK within this UK Sport role, and since leaving UK Sport in June 2022, had been working as a contracted consultant to IHUK to support the work in achieving compliance with the Code.

DJ reported that the Board had made significant progress over the last 6 months in complying with the Code and commended the Board Committees for the pivotal role members had played. He reported that IHUK's Articles of Association as well as various governance policies had been developed in line with the provisions of the Code and he shared his view that IHUK was now in a good position and likely to be recognized as Code compliant by UK Sport. DJ stated that the focus moving forward was to ensure efficient implementation of the policies within IHUK and review them as at when due.

CW recalled that at the last Board meeting, our Sport Adviser at UK Sport, David Meli, stated that Tier Three compliance of the Code may not be required by IHUK in the future, and this would be confirmed in due course. DJ advised that IHUK should focus on its own good governance requirements as opposed to box ticking through the tiers and that there were some policy gaps for IHUK, that are a current requirement of Tier Three, that are still required by IHUK, regardless of whether Tier Three remains or not. These include items such as data policies, business continuity plan and people plan.

8. APPROVAL OF OUTSTANDING POLICIES AND UPDATE ON THE COMPLIANCE TRACKER

Regarding the compliance tracker, CH reported that significant progress had been made on achieving Tier Two compliance and that all the items had moved from red to green, save for 4 policies that were now in the amber stage and awaiting Board approval. She reported that the Governance and Risk Committee ("GRC")

had a schedule in place to work towards achieving Tier Three compliance by September 2024, regardless of the tier of compliance officially required of IHUK.

CH reported that the following 4 policies had been circulated to the Board prior to the meeting and called for any comments or questions on them:

- i. The Directors Skills and Diversity Matrix;
- ii. The Board Continuity Plan;
- iii. The Risk Management Policy and Risk Register; and
- iv. The Governance Statement.

The Board made some minor grammatical amendments to the aforementioned policies and agreed that the Governance Statement should be updated to reflect the new Directors' Committee memberships.

GK stated that the Risk Register needed to clearly reflect the risk of not having a disciplinary panel related to players specifically and not people in general, which would include employees and contractors. He stated that while it was not necessary to have a disciplinary panel for employees, it was important to include a disciplinary panel for athletes in the Disciplinary Policy for players. MG also observed that reputational risks were not included in the Risk Register.

After due deliberation, the Board approved the aforementioned policies subject to the amendments made.

8.1 Risk Management and Items on the Risk Register

CW noted that there were certain outstanding items on the Risk Register that needed to be completed by September/October 2024. These included:

- i. Consideration of the legal entity of SIH; JT stated that he would facilitate discussions with the SIH board on this.
- ii. Developing formal SLAs between IHUK and its affiliates; CH stated that the GRC was keeping this item in view to be dealt with at its April meeting.
- iii. Developing a formal SLA between IHUK and IHUK Foundation; CH stated that she would have discussions with CW after the meeting in this regard.

The Board agreed that the review of the Risk Register should be an item on the agenda for each Board meeting in the future.

9. PRESENTATION OF COMMITTEE REPORTS

9.1 Finance and Audit Committee

MG reported that the Finance and Audit Committee met on 6th March 2024, and that the Gifts and Hospitality, Procurement and Financial Management policies were approved. He reported that the Committee discussed changes to the IHUK bank accounts including the addition of EM and HS as signatories.

9.2 Governance and Risk Committee

The Board noted that CH had already reported on the activities of the GRC.

9.3 HR and Nominations Committee

EM reported that the last meeting was held on 24th January 2024, and a report was presented to the Board at its last meeting on 9th February 2024. HS reported that 3 strong candidates were interviewed for the role of volunteer Corporate Secretary, and it was decided that the role will be split among all 3 of them, with one person dedicated to supporting the Board and the support of the Committees split between the other two candidates.

10. PRESENTATION OF THE MEDICAL REPORT

HS reported that the medical report was divided into two sections:

10.1 Clean Sport

HS reported that the education compliance for the Under 16 and Under 18 Men's squads was ongoing and was scheduled for completion by the end of March 2024. He reported that the preparation and submission of information and evidence to UK Anti-Doping ("UKAD") in support of the compliance standards of 2024 was also scheduled to be completed at the end of March 2024, ahead of the mid-April deadline.

10.2 Medical

CW recalled that IHUK's Chief Medical Officer, Dr. Matt Robbins ("MR"), had discussed with Mike Hicks about rolling out a centralised medical record and collection database for athletes and that this also needed to be coordinated across IHUK's affiliates. He stated that his understanding was that AP was considering a software named PDMS to assist with the centralisation of the medical data and sought clarification from HS. HS confirmed that the matter was on the Risk Register, and he reported that the PDMS was operated through UK Sport. HS reported that to avoid bureaucratic delays with using the PDMS, IHUK's management team was considering opting for a private software like ScribePro and that MR had started trials of such software. CW emphasised that a coordinated approach to medical data collection and storage needed to be adopted by IHUK and its affiliates.

HS reported that there was work in progress to resolve medical indemnity issues for the team doctors and an agreement in principle for him (HS) to engage with British Standards Institute ("BSI") on their review of the BSI hockey protective equipment.

11. ANY OTHER BUSINESS

11.1 The Board directed that the GB Programme Committee should present updates from its meetings to the Board, and moving forward should present a report at every board meeting.

11.2 The Board agreed that there needed to be a Board Committee with oversight on the Referee Section and that the matter should be discussed at the next Board meeting. HS stated that the current plan was to invite the referee chief to the next Board meeting and for him to also attend one board meeting per year, to provide relevant reports and updates to the Board.

11.3 DJ stated that an Annual Corporate Calendar would be developed and presented to the Board, to guide the agenda and structure of Board meetings going forward. He also advised that 5 Board meetings of 2 hours in a year might not be enough for the Board to discuss all relevant matters and that the Board should consider increasing the frequency and length of its meetings. CW stated that the Board should also set a separate away day to discuss strategy and for team bonding.

11.4 Regarding the World Men's 2029, CW stated that he discussed with some senior officials of the IIHF in Zurich with respect to IHUK's bid and potential venues for the game. He stated that the officials seemed optimistic about IHUK's bid and they stated that while IHUK had the ultimate decision with respect to a venue, 3 constituents needed to be considered i.e. IIHF, Infront and the other MNAs. CW also stated that he was scheduled to meet with representatives of Infront on 22nd March 2024, and requested that DHa join in, subject to his availability. CW stated that while there were currently no other bidders, there was a possibility that potential rival bidders who may present a more attractive commercial position for Infront may materialise and that he hoped to get more clarity around the subject at the meeting with Infront. CW further stated that potential rival bids could come from Austria/Slovakia, Slovenia/Hungary and Kazakhstan.

11.5 The Board agreed that the next Meeting would be in person and held on 17th July 2024, in Sheffield. CW and HS agreed to discuss and inform the Board if there would be a need to meet virtually before the next scheduled Meeting.

12. CLOSING

There being no further matters for discussion, the Meeting ended at 4:07 pm.



CHAIR

ACTIONS

S/N	ACTION ITEMS	RESPONSIBILITY
1.	Present IHUK's Strategy to the Board by June 2024	CEO
2.	Follow up on the possibility of planning games with USA in 2025/26, after the meeting with Canada	CW
3.	Discuss with AP on putting in place a process for the EIH and SIH to officially nominate players for the GB camps, both on team and individual levels	CEO
4.	Provide details on the number of coaching positions to be replaced and the cost benefit of the TASS placements to IHUK	Management
5.	Present the FY2024/25 Budget to the Board for approval at the next meeting	CEO/Finance Director
6.	Ensure that the approved policies are updated to reflect the amendments made by the Board	Governance and Risk Committee
7.	Update the Board on discussions with SIH on incorporation of the organisation as a separate legal entity	JT
8.	Update the Board on the development of SLAs between IHUK and its affiliates as well as with the IHUK Foundation	Governance and Risk Committee
9.	Update the Board on procuring a centralised system for the collection and storage of athletes' medical data	CEO
10.	Develop an Annual Corporate Calendar and present to the Board for approval	Governance and Risk Committee