



BRITISH BASEBALL FEDERATION

The National Governing Body of Baseball

MINUTES OF MEETING OF DIRECTORS -

BRITISH BASEBALL FEDERATION

Note: The BBF Board of Directors meets a minimum of four times a year (e.g., once a quarter). The BBF board minutes are disclosed publicly to provide our stakeholders with transparent information on the background on several points for consideration, the rationale for decisions, concerns and matters of record. The minutes are not verbatim, instead a balanced account of the BBF Board meeting.

Opening:

Minutes of a meeting of the Board of Directors of Board of Directors duly called and held on Tuesday, 18 August 2020 at 20:00 BST by conference call.

BBF Board:

- (G Perez) - President
- (V O'Brien) - Secretary
- (A Kettle) - Treasurer
- (J Pearce) – National Team Programme Official
- (G Erdos) – Officials Commissioner
- (D Kettle) – Coaches Commissioner
- (P Bohn) – Youth Commissioner | sends his apologies for his absence.

1. Approval of Agenda

The agenda was approved.

2. Announcements

- 2.1. Meeting was quorate.
- 2.2. Declaration of conflicts of interest.
- 2.3. During the pandemic (COVID-19) and the lockdown of team activities by the government, the Department for Digital, Culture, Media & Sport (DCMS) announced in July for the return to a recreational team sport. Each sport to return to team sports activities would have to provide an assessment of the transmission risk and guidelines to mitigate COVID-19. All sports should ensure that sessions comply with the relevant National Governing Body (NGB) Safeguarding Policies and Procedures and conduct a thorough risk assessment which should be included as part of the action plan. The above expressly referred to the NGB of the sport to file an action plan. As we are the NGB of the sport, we advised BaseballSoftballUK (BSUK) – our development agency, we would be filing an action plan on behalf of baseball, solely. The BBF has on its board professional risk management skills, access to resources to outside professional parties and consultants, to get our team sport back and promptly to baseball team activities, and form an action plan within the DCMS guidelines. We planned, developed, and submitted our action plan for the return to baseball team activities to the department of DCMS, which was approved. We were one of the first 10 NGBs in the country to have their action plan approved. Building and complementing on our approved DCMS safety guidelines, we planned, developed and implemented an online webpage suite [link](#). For example, the above included our risk assessment (agreed by our insurers), specific guidance (spectators, coaches, players, officials and more) and with interactive diagrams for the public to easily use as a reference point. However, BaseballSoftballUK (BSUK) after our express directions not to submit an action sport for baseball did so. The mentioned has created confusion and risk in the baseball community.
- 2.4. Baseball provides a physical activity to several people playing our sport. Physical activity is essential for the well-being of persons, physically and mentally. As a result of the mentioned and of our action plan for the return of baseball team sports being approved, we planned and



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have organised an Open Baseball Tournament for any senior's baseball team (independent of affiliation) to enter. There was no fee to enter the Tournament, the Tournament would take place between August and September, teams should donate at least £15 to the NHS Charities Together. Over 41 teams registered for our Tournament, and it is the largest concentration of participants and teams playing baseball in the country, and all under our safety COVID-19 guidelines.

- 2.5. We organised a news article which was written about us and publicised in online Bsporty Magazine (for ages 7-14-year olds). The report focused on our youth baseball outlook, i.e., during this the COVID-19 disruption, activities and our online solutions to keep engaged.
- 2.6. We have begun to tender for clubs to nominate youths for special grants (to eligible underprivileged socio-economic youth participants). The offerings aim to provide financial support to youths which cannot afford to play our sport.
- 2.7. After tendering for venues to host the BBF Open Baseball Tournament playoffs, it was decided that they be awarded to Bristol and the London Mets.
- 2.8. The Playoffs schedule has been finalised for the Open Baseball Tournament and will be made public this week.
- 2.9. As previously resolved (strategic innovation), we have come to agreement with Prep Baseball Report (PBR) a US entity which is one of the largest independent scouting services. Our partnership with PBR aims to offer British and European teens from this side of the Atlantic a local bridge to PBR's showcase events, scouting services, access to multimedia platforms and evaluations. PBR offers extensive services to amateur baseball athletes and showcase events in the US. However, for British and European players, the mentioned is costly and restrictive if you add up travel and lodging to the US. By offering access to PBR, from Britain and Europe, we believe we can cut the angle and reduce the costs, for players to get recruited to top US colleges. Once an athlete takes part in the PBR experience, the athlete's recruitment profile improves. While there are no guarantees, there is now a framework to increase youths (17U) to make it to the next level. In the US, there are over 2000 junior colleges and universities which offer academics and top baseball competition. There is baseball talent in Britain and Europe which deserves recognition.
- 2.10. As previously resolved, (strategic innovation), we have come to an agreement with Digital training (K-Motion and Elite Baseball Training) as a means to enhance training for youths. During the pandemic, training opportunities are limited. The BBF will tender for youths to earn a license to make use of K-Motion and Elite Baseball Training to provide select youths who qualify the use of technology to train from anywhere. K-Motion has developed KGO Video Analysis – a digital platform that allows youths to train at home. Youths can use KGO to send swing video clips to the company, and they send you back an updated action plan within a week in conjunction with Elite Baseball Training. K-Motion and Elite Baseball Training can prescribe an updated action plan with videos that allow youths to keep training even in these uncertain times. K-Motion will enable users to be able to see progress periodically through changes in the video.
- 2.11. In August, we organised a youth club conference call was held with registered teams. The results, of youth clubs on the call and groups, they agreed to wait until September to determine whether or not and in what format to hold any fixtures or end season events. We continue to plan, monitor and consider all our options for any youth team activities.
- 2.12. We continue to raise donations for the NHS Charity Together, i.e., the benefactor of the tournament donations by our teams, making private donations. "NHS Charities Together would like to thank all those involved in the British Baseball National Tournament for their support. Donations will allow NHS Charities across the UK to go over and above for their staff, patients, and volunteers. Best of luck to all involved!" Sian Averill, Fundraising Manager
- 2.13. As previously resolved and carried over, our e-Learning strategy is in place for umpires. For example, content to be worked on by a small project group of umpires in our Umpire Webinar Series. However, the above Webinars series is on break for August but scheduled to resume sometime in September. The above is a central strategic point for us to engage, educate, and communicate on several topics relating to developing officials. There is no fee to attend, and any existing or beginner umpire can attend. We have several umpires also engaged in the above from around the world.
- 2.14. We have changed our postal address from BSUK to our new address (Griffin House, 135 High Street, Crawley, West Sussex, RH10 1DQ) and have begun to notify our stakeholders.



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- 2.15. As previously resolved and carried over, we have attempted over a year to meet with the directors of the British Softball Federation (BSF) the other member to BSUK. Considering we are both members in BSUK and the issues arising in the company (resignation letters of their two lead independent directors and the BDO Review) we believe as members it is prudent we discuss the problems. However, we have not received any positive feedback from the board of BSF to meet with us.
- 2.16. As previously resolved, we have begun to make public the youth launch of financial grants. The mentioned is to offer financial grants for youths from socially-financially backgrounds, who may not be able to afford to participate in baseball.
- 2.17. With short notice, BSUK advised us of a Strategic Plan to develop our sport, which they were going to release publicly. Good corporate governance dictates a company like BSUK, which is Tier 3 company (supposedly the highest level of corporate governance), should operate fairly and transparently. It was resolved after the allegations from two of its independent directors (2019), significant findings in the BDO independent report, we continue to have a lack of trust in the senior management of the company to reset our relationship and work in an open manner. For example, (but not exhaustive) it was resolved; it does not make sense for us to endorse a plan when BSUK has not made corrections to the development numbers for baseball (participants and teams). Unless you set an accurate and validated number of baseball participants and teams, you cannot assess performance or take the appropriate strategic decisions to develop our sport. Further, after reviewing the Strategic Plan and public information, it was resolved to make a public disclosure statement the Plan, e.g., *their Plan has inaccuracies, and we do not endorse the Plan. Considering this is another public funding period for BSUK, whereby it will seek over £1 million in public funding from Sport England,*

3. Agenda

- 3.1. **Topic #1: To organise, and promote baseball in Great Britain on behalf of its Membership.** We discussed previous innovations (elements) to promote our sport. We discussed a number of strategic ways to promote our sport to enhance our members experience and value. It was discussed and decided on what examples: methods, practices, e-marketing and innovations to implement to meet our objective (to best promote our sport). That is, the aims are to highlight improved financial condition, risk reduction, innovation (baseball experience and opportunities for seniors, youths and women), value map, improve corporate governance, adjusting operations to the new baseball landscape (Covid-19), etc.

In June 2020, we have carefully researched the socio, economics, demographics, analytics and return of a third-party investment in developing baseball in the United Kingdom. We created a key facilities strategic plan to redevelop facilities across key geographical regions across the country. We believe a countrywide "active baseball community" investment approach is a fundamental dynamic means in integrating baseball clubs (teams, players, volunteers), officials and facilities in their respective community for baseball to prosper. While having a national field like Farnham Park is good for our sport, we do not believe concentrating a large financial (private or public) investment in one facility is optimal for our sport to develop. An "active baseball community" investment dynamic is investing and developing in the existing infrastructure (facilities) of key baseball clubs across the country, not just one. Until now, there has been little investment in baseball clubs' facilities across the country which undermines the building an "active baseball community," as there are limited playing fields built for baseball purpose. A facilities strategy is a must and we want to begin with our proposal. That is, our research shows clubs and teams do not like to travel. However, if so, they prefer to stay within a short radius of their home club (less than 45 min). Hence, we propose to outside private donors or stakeholders to invest in key clubs spread across the country (north, south, east, west and the midlands) to redevelop key baseball facilities or fields. We have engaged with a key stakeholder for consideration. We will continue to lobby for the above as part of our strategic roadmap (seniors, youth, women's baseball and national teams).



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3.2 Topic #2: Membership fees and finances resilience during COVID-19 Upon discussing these topics, the following conclusions were made: Our measurement after engaging with our member clubs, is that during this time of uncertainty as a result of COVID-19, they were financially stressed (cash flow issues). To relieve our members financial stress, it was resolved, we continue to return 100% of the BBF membership's fees to all our members. We have further reduced our costs exponentially as part of our Continuity Plan during COVID-19. For example, Farnham Park makes up over 50% of our annual budget to rent and host our baseball events (National Teams, National Championships, and other events). We cancelled all our events at Farnham Park for this year which allowed us to reduce significantly our expenses and costs. All savings were passed along to our members (less costs) in the form of returning their members fees. We are financially focused NGB. Collectively our finances are in good condition as we have no cash flow issues. It was resolved, to continue to plan to mitigate for future financial risks e.g., by cost savings, financially planning against different risk models to our operations, fostering relationships with outside investors, donors and risk consultants, make use of software to optimise our operations, and enhancing business processes. For example, over the last three years we have reduced our membership fees by 30%, and insurance by over 10%.

3.3 Topic #3: Officials strategic development plan Upon discussing this topic, the following conclusions were made: We continue to plan, act and implement a plan to recruit and develop our officials. Previously, GE has provided us some good strategic actions to develop umpires. As a result of COVID-19 our strategic objective above has been challenged to be delivered in person. However, it was resolved, we are committed to allocate resources and raise private funding to train officials either online or in person. GE has been assigned on expanding the umpire's development initiative, and finance was assigned to secure private donations.

3.4 Topic #4: To administer a national teams programme to represent the country in international baseball Upon discussing this topic, it was resolved to review and plan for GB Baseball future outlook. While we are in a semi-lockdown we need to consider the scope, objectives and timescales for each division. Identify the resources needed for each level (U12, U15, U18, U23, Seniors, and Women's). We also agreed on a gap analysis to be undertaken to define the current and desired position of the program for the future. It was agreed our National Team Programme Official would organise the above, with the assistance of our secretary and report back to the board.

3.5 Topic #5: BaseballSoftballUK (BSUK) serves as our development agency.

3.5.1 BSUK has informed they have changed our member terms without our consent and we are subject to membership fees. We discussed the above, as it has material consequences and risks in our relationship in BSUK i.e., we are being asked to pay fees to be a member of BSUK, without being consulted or having the opportunity to object. The above has risks to us as the member. If BSUK has poor corporate governance controls and is not acting in a transparent and fair manner with us, it can contract debts and liabilities and try to pass them on to us in case we cease to be a member. As a result of the allegations from BSUK former ex-independent directors and the summary of the BDO report, we have little confidence BSUK senior management is working in our best interest. We have written to BSUK objecting to their decision to charge us membership fees which was unilaterally decided by their board and it can increase our risk exposure in their company. It was resolved, to press BSUK senior management about the above.

3.5.2 BSUK is asking us to resign as a member of their company, unless we commit to their company, agree to their conditions (charge us fees) and discard our legitimate challenges about their performance participants and team's data and issues BSUK find themselves in the BDO report. We discussed and it was resolved, the mentioned is troubling and we would write to BSUK with our objections.



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3.5.3 Independent directors of a company are considered to be key to address any conflict between shareholders or members and their company's senior management. We discussed the interconnectedness of management, the board (independent and non-executive appointed) of BSUK and its members. Responsibility for the governance and performance for any company rests with senior management. That is, the BSUK board are ultimately responsible for the management of the company and have a fiduciary duty to its members. We were not allowed to interview the new appointed independent directors of BSUK. It is common belief in private and public companies, that independent directors of a company are a principal point of contact for issues or conflicts, when the CEO or the board have failed to resolve issues. We have directly e-mailed the BSUK independent directors on separate occasions to meet and we have provided dates. However, after months, we have not received any positive reply other than they are busy, it is the holidays, and we should go through the CEO of BSUK, who is not a director or independent director. It was resolved, to again invite the independent directors of BSUK to a meeting whereby we can discuss our conflicts.

3.5.4 BSUK Performance reports. As members of BSUK under our agreement with the company we expect them to keep proper records on all matters relating to the fulfilment of their service. Moreover, allow us full and prompt access. In 2017, we agreed to sign the new members agreement, so BSUK could seek public funding of over £1million, to develop our sport. Since, BSUK now has 12 full time paid staff members, two paid consultants and the mentioned expenses account for over 70% of their operating budget. We are in an unstable economic time as a result of the pandemic. Considering we are a member of the company, the significant findings of the BDO report, we need prompt Key Performance Indicators (KPI's) made available to us by BSUK to monitor their performance. However, BSUK senior management continues to withhold information, not act in a co-operative and transparent manner. It was resolved, to reaffirm our request to receive performance prompt reports from BSUK.

4 All other business. None.

There being no further business to transact at this time, it was voted to adjourn the meeting.