NORTHUMBERLAND COUNTY RUGBY LTD

Minutes of a meeting of the Board of Directors of Northumberland County Rugby Ltd CRN 14063768 (**Company**) held at Whitley Bay Rockcliff Rugby Club on 11.10.23 at 18:30

PRESENT:	**NAME**	**POSITION**
	Lucy Armstrong	Director
	Brian Fergie	Director
	David Challenger	Director
	Dean Gray - By Zoom	Director
	Gary Robson - By Zoom	Director

IN ATTENDANCE:	**NAME**	**POSITION**
	Ruth Scott	President
	Noel Mather	Vice President
	Graham Crozier	Vice President
	Claire Sharpe	County Administrator

APOLOGIES FOR ABSENCE RECEIVED FROM:		
	Craig Wrightson	Vice President
	Penny Stewart	County Representative
	Henry Cave	Hon Secretary

1. Chair

Lucy Armstrong was appointed Chair of the meeting and Chaired the meeting throughout.

2. Notice and quorum

The Chair reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the Chair declared the meeting open.

3. Interests in proposed transactions and/or arrangements with the Company

3.1 Each director present declared the nature and extent of their interests in the proposed transaction and other arrangements with the Company to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association, as follows:

NAME	NATURE AND EXTENT OF INTEREST
Lucy Victoria Winwood Armstrong	Declared that he is a member of Percy Park rugby club
Brian James Fergie	Declared that he is a member of Alnwick rugby club
David Grant Challenger	Director. (Is not a member of a rugby club.)
Dean Stewart Gray	Declared that he is a member of Ponteland rugby club
Gary Leonard Robson	Declared that he is a member of Tynedale rugby club
Henry Graham Cave	Declared that he is a member of Medicals rugby club

3.2 It was noted that pursuant to Article 32.1 of the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested, subject to any restrictions imposed under article 32.2 of the Company's articles of association.

4. Minutes of the meeting held on 2nd August 2023

RESOLVED that the minutes of the board meeting held on 02.08.23, a draft of which was produced to the meeting, be approved without amendment, and that the Chair be authorised to sign them.

5. Discussions

5.1 **Safeguarding** – there are a number of safeguarding issues being dealt with at the moment. Two of the current cases are complicated and serious. Due to the nature of the incident, the Chair has been taken into the confidence of the CB Safeguarding team. In addition to the usual referrals to the RFU, separately the Chair has written to the RFU liaison team urging them to expedite the investigations as they directly impact on children participating in rugby.

5.2 **CANDY Leagues** – after many years running the CANDY Leagues, Craig Johnston has resigned from running the CANDY leagues. These activities will continue, coordinated by the County Office. The RFU and four CBs involved in this activity have agreed to review how these leagues will delivered from '24-'25 onwards. The Board formally minuted their thanks and gratitude to Craig.

5.3 **County Championships** – following various discussions with other CBs and an RFU catch up call this morning (11th Oct), it is becoming apparent that up to six northern CBs are considering withdrawing from the County Championships. Reasons for this include costs and the enablement of people to play (i.e. regulations) and the overall playing experience. The Chair and Roger Stocker (Yorkshire Chair) are meeting with Steve Grainger, RFU Rugby Development Director to discuss this further.

(a) In discussion so far, it has been agreed that the Men's and Under 20s County Championship need review along with the programme for the Under 18s boys. The Women's County Championship is more fit for purpose but again needs review, the 18s Girls programme is working fine as is the U16s Girls and U17s boys.

(b) It was noted that if Northumberland took the decision to withdraw the men from the County Championships, a match (or matches) against Yorkshire could take place with far less cost to the CB and there is potential within that to bring back the Centurions team so all clubs in the county could be represented, not just those that fall within current RFU regulation to be allowed to nominate/play.

(c) Roger has confirmed that Yorkshire are not playing in the Men's County Championship.

Post Meeting Note 1

(i) Lucy and Roger met with Steve Grainger and discussed the issues with County Championship Rugby. Steve listened to what was said and is receptive to a North proposal which is now being further explored jointly by Northumberland and Yorkshire.

(ii) A draft letter to the Chairs and Chairs of Rugby for Durham and Cumbria, has been written and is due to be sent this week.

Post Meeting Note 2

(iii) Confirmation has been received from RFU for the playing opportunities for Under 18s Boys which illustrates the collective CB concerns. E.g. Northumberland are due to play Durham at Manchester MMU in December (approx. a 14 hour day when you take into account all travel, the match and post match discussions with North Selectors) and Cumbria at Keighley RFU in Yorkshire in January (approx. an 11 hour day) with players expected back at school the following day.

(iv) We are still waiting for information around Men's, Womens and Under 20s.

5.4 **Gosforth and West End "Buddy Up"** – it was reported that a very successful joint Gosforth and West End meeting was held a week ago with representatives from both

clubs meeting with Lucy and Liam Nicholls (RFU Club Developer). An action plan has been drawn up (club and CB support actions) and further support is being sought via Falcons Foundation and Vertu Honda.

5.5 **Trust Submission** – It was reported that the Trustees have rejected the board's submission for revenue funding for '23-'24.

(a) Clarification is being sought on the rationale and details of the Trustees' decision as well as queries Trustees have raised concerning the implications of the recent separation of the CB from the Trust.

(b) Alongside this the Board agreed to discuss the consequences of this decision on CB activities including Safeguarding, H&S and medical cover as well as rugby development at the December meeting.

(c) The budget is also being reconfigured to reflect this decision, a reduction in funding of £25k (30% of budget).

(d) In addition, it was agreed the Board needed to understand the minimum level of funds required to be held in reserve in order to deliver an orderly wind up of the CB if required.

(e) The Board has alerted the RFU to this decision and possible impact on rugby activities across the county.

(f) Board decisions will be taken at the December meeting.

5.6 **Board Succession** – the board is entering its third and final year of appointment and thus succession management needs to be considered.

(a) The Director of Governance has already indicated he will stand down at the end of the '23-'24 season.

(b) Discussions have commenced with RFU for advice on a job specification, recruitment and interview process for any potential successor prior to endorsement by member clubs. The aim is to start this process before Christmas.

(c) The Chair will hold discussions with all other directors on their desire to stand for a second term.

(d) Existing job specifications for each role will be revised prior to any recruitment and election process.

5.7 The Chair concluded her start of season update thanking most sincerely all members of the Board for their efforts over the summer and into the start of the new season. The concept of a "quiet off season" does not apply to the Board who have been incredibly busy over the summer and anyone coming into a new role on the Board needs to understand that the role is year round.

6. Director Reports

6.1 **Governance and Best Practice** – as per Board Report with no further additions.

6.2 **Rugby Report** – as per Board Report with the following additions:

(a) It is very good to see the amount of rugby being played at the moment – which is not necessarily the full 15-a-side game. Lots of Walking and Touch Rugby taking place at clubs which is really encouraging.

(b) Combined Teams (age grade) and the Regulations around them, have created a number of issues with clubs refusing to play teams, interpretation around regulation and general communication at club level. Advice has been sought from both RFU Legal and Safeguarding.

(c) RFU Legal and Safeguarding have confirmed that the CB has final sign off on combined teams and it was agreed that this will now be on a club by club basis and will be based around Welfare and Safeguarding, with sign off overseen by CBSM and Dir of Rugby.

(d) County Rugby – still no information from the RFU around this year's County Championships for Men, Women and Under 20s. Last update was that entries would be requested in October but competition regulations would not be with CBs until November as they were being reviewed and re written. Dave and Lucy have had a number of discussions around this topic (see Chair's opening comments) as this does not allow for any kind of planning as we don't know what criteria we are expected to work to.

6.3 **CBRM Report** (Andrew Souter) – as per report, with Chair adding to this report that thanks should be formally recorded to Claire for efforts over the summer in securing additional RFU Funding for clubs noting.

(a) A number of project bids based around the RWC were submitted to a national £100k Adult Recovery Fund and we have recently been informed that the CB has been successful on five bids amounting to around £6,900.

(b) Clubs are still to be contacted with the news and this will happen over the next few weeks.

(c) The CB has also been successful in bidding for U12 Girls CB Start Up Funding (£2.5k) and has supported bids made direct to the RFU by clubs – which again have all been successful. (Clubs receive funding and a kit package.) Bids for Merit League Funding have also been submitted and accepted.

(d) Dave Stubley (RFU National Clubs Manager) is attending the November General Meeting.

(e) RFU staff (i.e. Andrew Souter, Liam Nicholls and Dave Westhead) are checking diaries to see if a drop in carousel meeting could be developed from the March General Meeting.

6.4 **Marketing and Comms** – as per Board Report with the following additions:

(a) County Membership laminated ID cards need to be re visited now that the separation has formally taken place and we have a confirmed list of County Members.

(b) Some debate around numbers and costs of these and what County Members receive as membership "perks" e.g. a free pint or bacon buttie at a County match. Yorkshire have recently reviewed their membership package and Lucy offered to ask Roger what the Yorkshire County Members receive as this may assist with debate in this CB.

6.5 **Finance** – as per Board Report with the following additions:

(a) **Approval of the Accounts for The Company (**NewCo**)** to 30th June 2023 needs to take place. £1 in the bank. Directors formally approved the Accounts.

(b) **NRFC (OldCo) Accounts** – these are now with the Trustees. As separation has taken place, it is the Trustees' responsibility to sign off these accounts. Most of the relevant period covered by these accounts related to activities pre-separation. As such the Board agreed to recommend the accounts to trustees for approval.

(c) **Dividend Income** – The Dir of Finance reported that, as yet, no dividend income for 23/24 has been received from the Trust. The Dir of Finance noted that he had previously been told that the Trust had agreed and minuted that dividend income would come to Newco. Notwithstanding, a grant application form has been submitted to the Trust to justify the expected dividend income. **Action Finance Director**

(d) NCR Ltd believe there is around £13k in funds left in in NRFC (OldCo) that is unspent RFU money should be transferred. A request to Trustees to pass this money over has been sent and will be chased.

(e) **Management Accounts** noted with main tranche of RFU funding now received.

(f) **League Bonds** (County Leagues) – Brian confirmed that Bonds for all the Aln League teams have now been received. Similar bonds have, historically, been paid for the CANDY Leagues and it is proposed this continue for the current season with funds flowing through the CB accounts to provide full transparency and accountability.

(g) It was also agreed that from '24-'25 season onwards no further requests would be made to clubs regards start of season bonds.

6.6 **AGM / Finance AGM** – The tradition of holding an AGM and a Finance AGM in the autumn/winter relate to the time prior to legal separation and were laid out in the NRU Rules.

(a) This document (never formally lodged with Companies House and therefore not binding) requires a major revision/rewriting in order to come into line with current legislation.

(b) The recently adopted Mem & Arts of NCR Ltd (rugby operations) does require an AGM.

(c) The Board noted the New Articles do require an annual AGM as part of its accountability to member clubs but recognised there was little benefit to holding such a meeting until there is a body of formal information to share, and accounts to report on.

Post Meeting Note 3

Henry Cave has since the Board meeting received a note form asking when the first AGM will he held, given that the Articles state that one will be held within 18 months of incorporation. This request has been received before the Board have been able to inform the membership that there is in effect no effective information to disseminate at an AGM because the Company was incorporated on the 22nd April 2022 but the Transfer of all rugby activates did not occur until 1st July 2023. The purpose of such an AGM is to report on the following (extracted from the Articles

16.2 The business of the Annual General Meeting shall include the following items:

16.2.1 receive the accounts of the Company for the previous financial year;

16.2.2 receive the Directors' report on the Company's activities since the previous Annual General Meeting;

16.2.3 appoint the auditor of the Company;

16.2.4 adopt or consider any proposed amendments to the Company's rules;

16.2.5 accept the retirement of those Directors who wish to retire or who are retiring under these Articles;

16.2.6 announce the election (as appropriate) of the President, the Chair, the Secretary and the Elected Directors;

16.2.7 deal with any other business put before them (including the appointment of Honorary Life Members in recognition of outstanding contribution or long service to the Company).

16.3 All general meetings other than Annual General Meetings shall be called general meetings.

6.7 **Rules-** the old rules were adopted by NCR Ltd (rugby operation) as notified to all the Clubs prior to the transfer of all rugby activity to NCR Ltd (rugby operation)

(i) The task of drafting and agreeing a set of new NCR Rules will commence shortly, led by the Co Sec supported by a small working group. Input and feedback from club members will be sought before a final draft is circulated for approval. The target date for completion is the end of the season.

6.8 **County Office Report** – no report as Claire just back from holiday and has been working on urgent tasks as directed by Chair. (Summer report will be included in the next office report.)

AOB

6.9 **D&I lead** - A question is being asked around who the D&I lead is in County and this was confirmed as the Chair.

6.10 **Referee Expenses** – After consulting with the Referees Society Graham Crozier outlined the Referees' understanding about expenses payments to all referees for Northumberland County related matches. There was a lengthy discussion around the background to this current issue, previous practise and historic agreements (believed to be circa Oct '19).

(a) It was agreed that both CB Board and the former CB Finance Comm minutes be searched for reference to any agreement. Similarly, the Referees Society is to be asked to search its records.

(b) The Board further agreed to retrospectively honour any payments for the '22-'23 season in line with any minute or documented agreement.

Post Meeting Note 4

Board Minutes as well and Finance and General Committee Minutes for 2019 were checked and the only reference that can be found is in Finance which does not state agreement on any long term plan, there is only reference to procedure for 2019.

A copy has been provided to the Referees Society c/o Graham. Subsequent follow up anticipated via BF to the Board.

7. Resolutions

Resolution Number	To be actioned By
Resolution 08/2023 Season - Chair to write to the RFU liaison team urging them to expedite the investigations as they directly impact on children participating in rugby	Lucy Armstrong
Resolution 09/2023 Season- CANDY Leagues will be now administered by County Office	County Office Claire Sharpe
Resolution 10/2023 Season- The Chair and Roger Stocker (Yorkshire Chair) to meet with Steve Grainger, RFU Rugby	Lucy Armstrong

Development Director to discuss County Championship	
Resolution 11/2023 Season- further support to be sought via Falcons Foundation and Vertu Honda for the action to assist the Gosforth and West End “Buddy Up”	Lucy Armstrong
Resolution 12/2023 Season - The calculation of the minimum level of funds required to be held in reserve in order to deliver an orderly wind up of the CB if required, to be reported to the Board for the November Board Meeting.	Brian Fergie
Resolution 13/2023 - Henceforth the Board will have final sign off on combined teams and this will be on a club by club basis and will be based around Welfare and Safeguarding, with sign off overseen by CBSM and Director of Rugby.	The Board
Resolution 14/2023 Season - Existing job specifications for each role in the Board will be revised prior to any recruitment and election process.	Lucy Armstrong
Resolution 15/2023 Season - the Accounts of the Company up to 30th June 2023 have been approved, and notification of that approval to be sent to each club by end October 2023.	Henry Cave
Resolution 16/2023 Season Dividend Income – A four page grant application to be submitted to the Trustees for the transfer of dividend income from ’22-’23 (estimated at £25k) to be submitted.	Brian Fergie
Resolution 17/2023 Season - A request to trustees to transfer around £13k in funds left in in NRFC (OldCo) that is believed to be unspent RFU money to be	Brian Fergie

	submitted.	
	Resolution 18/2023 Season- It was resolved that from ’24-’25 season onwards no further requests would be made to clubs regards start of season bonds for Candy Leagues and the Aln League.	The Board
	Resolution 19/2023 Season - Drafting and agreeing a set of new NCR Rules to be commenced, led by the Co Sec supported by a small working group. Input and feedback from club members will be sought before a final draft is circulated for approval. Target date for completion is the end of the season.	Henry Cave

8. Filing

the chair instructed Henry Cave to make all necessary and appropriate entries in the books and registers of the Company.

9. Close

There was no further business and the chair declared the meeting closed.

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Chair	(Date)