

# Bath Cricket Club

## MINUTES OF MEETINGS HELD ON WEDNESDAY 11<sup>TH</sup> NOVEMBER 2009

### A. THE 7<sup>TH</sup> ANNUAL GENERAL MEETING (AGM)

The Chairman of the Club (Mr. M. Roe), being the Chairman of the meeting and representative of the members, welcomed the attendees to the 7<sup>th</sup> AGM of the Club as a charity and company limited by guarantee. There were 35 voting members present and 13 apologies were received from voting members.

The Chairman emphasised at the outset the importance of the special resolution at this meeting which was the first constitutional amendment since the formation of the charity in 2003. He made a presentation entitled 'Report & Accounts in Perspective' (refer Appendix 1) to embrace agenda items 1. & 2. and provide a context for the special resolution of agenda item 3.

#### 1. To receive and consider the Annual Report of the Management Committee (MC)

Discussion specific to this agenda item was:

- Efforts continue to improve governance and to refresh the Management Committee (MC) to ensure new talent and ideas are available. The Chairman's letter to members has elicited nine offers of help, including participant co-option on the MC; it is expected that there will be a gradual shift in MC membership as demonstrated by a change at this AGM.
- Continuing efforts to improve the overall organisation of the cricket activity has led to the recent change in the role of Mr. R. Maggs from Senior Coaching Co-ordinator to Cricket Manager.
- The small decline in recent times of the membership subscription income is due to fewer players and more players qualifying for discounts, whilst the non-playing member numbers have remained fairly constant.
- It was confirmed that under company and charity law the annual report and accounts and the minutes of the previous AGM meeting are approved as a true and accurate record by the Trustees, and are not subject to approval by the members attending an AGM.
- It was noted that the 150<sup>th</sup> Anniversary Celebration during this year had been a great success with many events well supported. Mr. P. Smith has received the Ollie Tasker Clubman of the Year award in recognition of his leadership of the 150<sup>th</sup> organising group.

#### 2. To receive and consider the Consolidated Statement of Financial Activities for the period 1<sup>st</sup> April 2008 to 31<sup>st</sup> March 2009

Discussion specific to this agenda item involved:

- The increase in salaries & wages compared with the previous year was due to the requirement to employ the Club Administrator as opposed to using consultancy services and the re-classification of the Senior Coaching Co-ordinator payments.
- The need to critically review administration costs during the economic downturn as part of the package of measures to improve the income-cost structure is well understood by the MC.
- It was noted that the impact of the recession and the opening of the Southgate car park has to be factored into the pay & display budgets.
- The MC will consider a proposal to require advance notice of detailed financial questions, although there is no wish to stifle spontaneous debate.

#### 3. To consider and, if thought fit, pass a special resolution to change the membership structure of the Articles of Association

The beneficiary focus of the Charities Act 2006, which has been implemented from this year, has allowed differentiation of the standard subscription for players and non-players to be addressed for the first time since charity formation.

Discussion specific to this agenda item concerned:

- The impact of increased subscription on youth players and the intent to combine the subscription with winter training fees, elimination of match fees and inclusion of Parent of Youth membership to form a 'youth package'.
- It was stressed that a clear and published hardship policy will ensure that the opportunity to all continues to be available; the 'hardship' terminology is followed as adopted by the Charity Commission.
- It was noted that the standard prescription proposed by the MC of £100 p.a. for senior and £50 p.a. for youth players continues to be heavily subsidised and compares with a cost of providing cricket facilities and services of around £750 p.a. for each club player.
- A member emphasised that the subscription for senior players given the absence of a match fee was very favourable; there was no dissent from other attendees.

The vote for the special resolution was 31 in favour, 2 against and 2 abstentions giving an 88.6% majority in favour thereby passing the threshold of 75% of voting members present. The special resolution was duly passed.

#### **4. To appoint MC Members to fill the vacant positions of Chairman and Playing Members' Representative**

The Chairman was retiring by rotation and seeking re-election and Mrs. J. Godman was retiring by rotation and not seeking re-election. The Chairman offered thanks to Mrs. Godman for her excellent contribution over the past six years.

There being no other candidates, Mr. M. Roe and Mr. A. Linnett were duly appointed to the position of Chairman and Playing Members' Representative respectively.

#### **5. To re-appoint Whyatt Pakeman Partners as the independent auditors and to authorise the MC Members, as directors and trustees, to fix their remuneration**

Approval was unanimous.

## **B. MEMBERS' FORUM**

### **1. 'Beyond The Boundary' Project Up-Date**

The Chairman introduced this topic by stressing that he was seeking a conversation with members to obtain useful feedback.

Slide presentations entitled 'Design Scheme Options' (by Mr. M. Keys – FCB Studios Partner) and 'Latest Cost Estimates and Funding Prospects' (by Mr. M. Jones) [refer Appendix 2] provided the basis for discussion:

- The design schemes are driven by the need to accommodate the Environment Agency model for 1 in 100 year flood levels which means the floor of the indoor school has to be ca. 3m above ground level to maintain the flood holding capacity of the site; at the same time, the roof level benchmark is the railway line.
- Option 1 = Refreshed/refurbished clubhouse and a separate school with different levels requiring two lifts; Option 2 = a complete new build with all levels around 1m above the existing clubhouse floor level; Option 3 = the clubhouse in a similar form to the existing one by partial or complete re-build which requires all hospitality to be at first floor level.
- A 2-lane school is now an option as Sport England (who previously insisted on a 4-lane school to receive funding) now have a strategic role and allocate funds to the ECB who fund 2-lane schools at a community level.
- The club has no objection to naming rights for the indoor school but doubts the value to sponsors in the absence of TV coverage of the cricket activity.
- An indoor school only project with ancillary facilities is likely to cost around £1 million.

- A 'no profit' build is a prospect with a builder who is also philanthropic.
- HMRC take a rigorous line on VAT relief for new buildings for charitable use but it may be achievable and is worth serious investigation.
- Potential local funders now consider this project to be separate from the re-development of the Rec as the latter is seen to be a very long-term project given the charitable and planning constraints. However, some local benefactors have temporarily withdrawn from funding activities due to the economic downturn.
- The relationship between the square and the buildings is seen by some as vital, with the clubhouse as the main focus, in the choice of design scheme.
- Some members expressed a preference for Option 2, although any choice is likely to be dominated by affordability, together with phasing and other factors.
- A two-step process of building a school then a clubhouse is possible, although there are technical and planning issues.
- Around 60% of members considered that further study of the BTB project is warranted, but not pursuit of planning consent at this time, with around 40% favouring progressing a new school only.

The Chairman summarised that the selection of a design scheme and phasing requires further consideration, and cost and funding uncertainties need further clarification. Given the importance to the strategic direction and legacy of the club and the community, options have to be refined before final decisions are made on the way forward. Further consultation with members will be organised at key decision stages.

## 2. AOB

None.

The Chairman closed the meeting by thanking members for their attendance and contribution. The MC will keep members advised of key issues during the year ahead and welcomes their continued support.

**Signed:**

**Date:**

**M. J. Roe, Chairman**

## APPENDIX 1

### Bath Cricket Club

Report & Accounts in Perspective

### Strategic Aims

- Improve facilities & services for beneficiaries i.e. players
- Achieve financial performance needed to underpin major investment in built environment

### Activity Focus

- Governance – evolve MC to supervisory role
- Volunteer & professional balance
- Better cricket management approach
- Excellent coaching
- More female cricket
- Community outreach initiative
- Improved square performance
- Good website & communication
- Modern NP built environment

### Financial Performance

	£K							
	04	05	06	07	08	09	10B	11T
Income	451	432	446	520	570	546	550	580
Subscriptions	17	17	17	18	16	15	16	26
Trading gift aid	132	121	117	129	200	151	160	170
Operating surplus	27	29	37	26	117	34	50	90
Capital expenditure	18	10	17	18	33	36	20	20
Cash reserves	59	64	76	97	146	167	180	220

Further income-cost structure improvement to meet strategic investment aims

### Financial Improvement Package

Income increase targets	£K	Cost savings targets	£K
Car park permits	4.8	P & d cash collection	8.5
Winter hospitality	3.0	Overseas player	12.0
Crickethall	6.0	Grounds support	4.0
JR Pavilion rent	0.5	Hospitality staffing	8.0
Youth package	5.5	Minibus hire	1.0
Player subscriptions	9.8		33.5
	29.6		

Player subscription increase needs enabling change to Articles of Association

### Changes to Membership Structure

- Contribute to improved financial performance
- Support strategic positioning for 'Beyond The Boundary' project
- Increase subscriptions from 3 to 5% of total income
- Shift balance of total subscriptions to beneficiaries
- Align more closely with other community cricket clubs
- Reduce non-playing subscriptions
- Maintain standard subscription discounts for specific groups
- Reinforce hardship policy so playing opportunity is available to all

## APPENDIX 1

Community Clubs - Subscription (£ p.a.)		
Club	Senior	Youth
Bath	44	22
Banbury	75	45
Walsall	100	42
South North	120	90
Lansdown	60	30
Radlett	150	95
Cardiff	100	50
Corsham	60	30
Henley	120	80
Dunstable Town	100	35
Taunton	100	35
Spencer	300	70
Ealing	170	105

New Subscription Structure			
	Player	Non-Player	
Adult	100	Adult	40
Full-time Student	50	Adult-spouse	10
16 to 18 years	50	Senior Citizen	20
Youth	50	SC - spouse	5
		Family of Youth	10

**The MC recommends that the special resolution is approved by the AGM**

## APPENDIX 2

**'Beyond The Boundary' Project**

Latest Cost Estimates &amp; Funding Prospects

**Preamble**

- Current cost estimates - best available now
  - convert assumptions
  - improve accuracy
- Development - change process
  - inherent risk
  - eliminate uncertainty
  - driver is investment
- Judgement - sequence and timing of spend

**Design Scheme Options**

- 1 – Refreshed clubhouse & separate school
- 2 – New combined clubhouse & school
- 3 – New clubhouse & separate school

**Latest Cost Estimates  
Service Providers**

	Options (£K)			Planning
	1	2	3	
FCB Studios - architect	85.0	85.0	85.0	40.0
Nixey Powell - QS	20.0	20.0	20.0	2.1
- CDM co-ord.	2.0	2.0	2.0	0
Momentum - structural	21.2	22.3	24.4	6.9
- flood	4.0	4.0	4.0	0
Ernest Griffiths - m. & e.	35.0	36.7	40.3	11.3
B&NES - planning	2.4	2.0	2.4	2.4
	169.6	172.0	178.1	62.7

**Basic Costs**

	Options (£ K)		
	1	2	3
Construction	1460.0	1530.0	1680.0
Service providers	169.6	172.0	178.1
VAT	285.2	297.9	325.2
Direct costs	1914.8	1999.9	2168.7
Business disruption	157.0	157.0	157.0
Temporary operations	8.5	8.5	8.5
Indirect costs	165.5	165.5	165.5
Total basic costs	2080.3	2165.4	2334.2

**Potential Cost Variances**

	£K		
	1	2	3
Additional:			
Construction phasing	55.0	n.a.	55.0
Extra business disruption	38.0	n.a.	38.0
Savings:			
Partial VAT exemption	141.7	131.1	130.4
No build profit	146.0	153.0	168.0
Service provider fees	5.1	5.3	5.8

## APPENDIX 2

## Cost Summaries

	£K		
	1	2	3
Best case (no phasing, VAT relief, no build profit)	1787.5	1876.0	2030.0
Worst case (phasing [not in 2], full VAT, build profit)	2173.3	2165.4	2427.2

## Funding Prospects

	£K		
	1	2	3
ECB Grant Aid Scheme:			
• Club profile fits			
• SCB strategic support			
• Indoor school, seminar & changing rooms qualify			
• Minimum 25% partnership funding			
Cost of qualifying components	950.0	880.0	870.0
Potential ECB contribution	712.5	660.0	652.5
Potential Barclays Loan	500.0	500.0	500.0
	1212.5	1160.0	1152.5

**Both funding sources are essential to project progress**

## Funding Gap

	£K		
	1	2	3
Best case costs	1787.5	1876.0	2030.0
Funding shortfall	575.0	716.0	877.5
Worst case costs	2173.3	2165.8	2427.2
Funding shortfall	960.8	1005.4	1274.7

**Can the funding gap be closed?**

## Next Steps

- Continue to progress BTB project:
    - Select design scheme option
    - Clarify ECB grant protocol, VAT position and 'no profit' build
    - Professional assessment of prospects for closing the funding gap:
      - cost = £12 to £15K
      - time lapse = 3months
  - Hold further design scheme work until assessment /clarification outcomes known
  - Progress to full planning consent at cost of £63K
- Members' views?**