



**MINUTES OF THE ANNUAL GENERAL MEETING
OF LEICESTERSHIRE COUNTY CRICKET CLUB LIMITED
HELD BY THE MEETING CHAIRMAN AND MEETING HOST
WITH MEMBERS ATTENDING ONLINE VIA THE ZOOM PLATFORM
UPTONSTEEL COUNTY GROUND, GRACE ROAD, LEICESTER, LE2 8EB
ON WEDNESDAY 2ND MARCH 2022**

Present:

L Bonner-Cooke (Director)
J C Duckworth (Interim Chair)
S M Jarvis (Leicestershire CCC, CEO)
S A Kind (Director)
L M Seymour (Director)
R A Spiers (Director)
O C Brookshaw (Company Secretary)
D J Nice (Leicestershire CCC, Meeting Host)
J Dean (Leicestershire CCC, Minute Taker)
L Seymour (Director)

In Attendance:

J Bradley (Leicestershire CCC, Head of Marketing and Consumer Sales)
T Branson (Leicestershire CCC, Commercial Manager)
J Carpenter (Leicestershire CCC, Marketing Executive)
S Clark (Leicestershire CCC, Stadium Manager)
C Danes (Leicestershire CCC, Business Development Executive)
C Henderson (Leicestershire CCC, Director of Cricket)
D Patel (Leicestershire CCC, Second XI Coach)
C Tinbergen (Leicestershire CCC, Commercial Manager – Consumer Sales)
L Smith (Leicestershire CCC, Finance Assistant and Membership and Ticketing Executive)
R Sturgess (Leicestershire CCC, Facilities Manager)
S Urwin (Leicestershire CCC, Finance Manager)

1. Apologies

J Birkenshaw (President)
I Kendall (Director)
A York (Vice President)

2. Introduction

Mr J C Duckworth, Chairman of the Meeting and Interim Chair of the Board, welcomed all Members to the Annual General Meeting of Leicestershire County Cricket Club which was being held through a virtual platform due to the ongoing concern raised by several members regarding the COVID-19 pandemic. It is hoped that next year the AGM will revert to being held in person. Mr Duckworth thanked all members and staff for their continued support throughout the pandemic and expressed a wish that we will all be able to enjoy cricket together soon.

Mr Duckworth also welcomed Oliver Brookshaw, Company Secretary and the Club's corporate lawyer.

As well as the 21 people listed above, a further 39 Members of Leicestershire County Cricket Club attended through the virtual platform.

The meeting was being recorded. Instructions were provided as to how Members could communicate if they wished to ask a question, propose, second and vote.

Mr Duckworth paid tribute to Ray Illingworth who passed away on Christmas Eve and acknowledged the legendary contribution made during his nine years with the Club. A short period of silence in memory of those Ray and Members and former players who had sadly passed away in the last year was observed:

- Brian Atkin
- Robert Blakemore
- Alan Cox
- Michael Hearth
- Anne Henry
- Christopher Lawrence
- Rosemary Powell

3. Jonathan Duckworth (Interim Chairman)

Mr Duckworth firstly wished to clarify a misprint made in the Annual Report and Accounts. Former Director John Thorpe did not resign and in fact his term expired as confirmed in the Minutes of the AGM last year. Mr Duckworth extended apologies to Mr Thorpe.

Mr Duckworth thanked John Thorpe, Robin Matthews and Shahid Sheikh for their support and service on Board, as well as Geoff Milnes and Stuart Cope who have been board advisors up to this point. He also wished to thank former Chair Mehmooda Duke for her service and wish her well in her role as High Sheriff.

In addition, Mr Duckworth wished to pay tribute to a staff member who has been a loyal servant to the Club over two spells totalling 16 years. Catering Manager John Stew will be retiring this year and his terrific contribution to the Club was acknowledged.

4. Annual General Meeting

4.1 Minutes of Annual General Meeting on 30th March 2021

The Minutes of the Annual General Meeting held at 7.00pm on 30th March 2021 were proposed by Mr J Mallett, seconded by Mr P Haywood and Mr R Matthews and approved by the Members as an ordinary resolution.

4.2 The Annual Report and Accounts 2021

The Annual Report and Accounts for the financial year ended 30th September 2021 together with the report of the Auditors on the Accounts had been circulated prior to the meeting.

Questions

- Mr C Sutton pointed out that there was an error on page 75 with regards to 2020 cricket income. The figure at the top right-hand corner is incorrect and the correct figure is shown on page 55 at £2.5m. Mr S Kind said that the 5-year summary is for illustrative purposes and not an integral part of the report but acknowledged the comment and confirmed it would be amended.
- Mr Sutton also said that there was a concern on page 59 regarding the statement of cash outflows with a huge change in the amount of cash available to the Club. Mr S Kind replied that the Club is in good health financially. He said that all had been planned and forecasted as the ECB accelerated substantial sums of money during the first year of the pandemic. For example, tranches of our Facilities and Maintenance Grant were made available, some of which we prudently held back. The cash balance has dropped but remains in good health. As of today, there is £1.2m in the bank, with the overdraft remaining untouched since the Club was financially restructured in the winter of 2019-20.
- Mr Sutton referred to debtors on page 71, item 25, and accrued income and struggled to understand the £135,019 figure and requested some context. Mr S Urwin confirmed that £90,000 of this figure relates to T20 income. The ECB topped up T20 income to average levels pre-pandemic and the money was received after the cut-off for year end, in October. They also paid additional commission for appearances. That was paid from October through to January and hence why it has been accrued in the accounts.
- Mr Sutton then asked about commercial income 2021 versus 2020 showing a good recovery, but noted that it was over £700,000 down from 2017, of which Catering makes up £340,000. Mr S Kind said this was a result of the impact of the pandemic as catering was not allowed to open for a large part of the financial year. This year we should be able to make proper comparisons with previous years.
- Mr Sutton also asked about employee numbers being up 25% which is a significant figure, in particular the playing staff. Mr S Jarvis replied that these figures are a combination of playing and off-field staff. The playing staff relates to meeting the salary collar determined by the ECB and PCA. At the end of this year a number of contracts will expire and we will be re-focusing our team.
- Mr J Thorpe gave credit to the ECB funding Leicestershire over the last two years during difficult times. The commercial turnover achieved during the pandemic is a credit to Mr S Jarvis and the commercial team. He asked how the ECB income is projected to look in 2022. Mr Kind responded that the reliance on ECB as a percentage will start to come down which will be reflected in the accounts this time next year, as we will have benefited from a full year of commercial and catering activity. The auditors have looked very closely at whether the Club can demonstrate that it has adequate cash flow for the remainder of 2022 and into early 2023. Over the last 2-3 months we have had a lot of positive news in terms of activity not budgeted or originally forecast for, such as the outdoor concerts, staging Women's International matches, and the four-day India match at the end of July. The longer-term picture is more challenging due to ground redevelopment, with issues further down the line, 3-5 years' time. Mr Thorpe asked if the ground redevelopment of £300,000 a year is incorporated in the ECB income? Mr Kind responded that it is treated as a capital grant. The cash is received each year, arriving in tranches, at the

point the expenditure is committed to. Mr Thorpe then asked about the impact of Stuart Broad not playing cricket for England in terms of ECB income. Mr Kind said that this is not budgeted for, but Mr Thorpe pointed out it was included in the ECB's income for 2021-19, so it will reduce. Mr Thorpe then said that our cash position was down from £1.692m at the end of 2020 to £835,000 as of 2021. Mr Kind said this was an improvement on the forecasts and the budget. Mr Thorpe then turned to interest and loan repayments. How is the Board looking at servicing that over the next 3-4 years as it is excess of £300,000 per annum? Mr Kind said it is factored into the cash flows. That was an essential part of restructuring the Club two winters ago. It is factored in, in order to reduce debt levels and has been structured over a ten-year period. We have an excellent relationship with Leicester City Council, whereby if we need to renegotiate at any point in time, we will be able to do that. We do not expect to be in that position over the next 2-3 years but on the ground redevelopment issue, this may well come into play further down the line.

- Mr Thorpe wished to ask about concert income at £51,000 last year with expenditure of £61,000. Mr Kind believed that is linked to the payment to the main promoter that was made last year which may have a carry forward impact on what will happen this year.
- Mr Thorpe asked about commercial income. How are sponsor advance payments reflected in the accounts in terms of cash and profit and loss? Mr Kind replied that the income is accounted for in that proportion, so anything deferred or carried forward will show on the balance sheet as monies received in advance. Mr Thorpe asked about the cash impact on the business. The main impact, Mr Kind, replied, would have been around the Upton sponsorship so between £50-100k in total.
- Mr R Matthews asked if it was possible to outline what sort of ground developments are planned? Mr Kind replied that this question should be directed to Mr S Jarvis, who will be presenting to members at a future forum. The details of the longer term plan are confidential but current short-term works include a new PA system, entrance project and health and safety.
- Mr Matthews then asked how much the Club still owes to the City Council. Mr Kind said that it is reflected in a note at the back of the Annual Accounts. All debts the Club owes is to the City Council. It is included in note 28 on page 72, which refers to a figure of £2.35m which is reducing on a month-by-month basis. Therefore, all interest is accrued, relevant to that accounting year.
- Mr C Sutton raised the question of making the Club a 365 days a year business. He would be interested to hear from the Board members as to what they are bringing to the Club in terms of using its facilities and also whether the Board have bought in additional sponsorship, made donations, additional membership. He is keen that any members of the Board play an active part in promoting the Club to generate additional membership and sponsorship. Mr J Duckworth, Interim Chair, responded that it is taken very seriously by the Board and they take every opportunity possible to encourage new revenue into the Club and to encourage new audiences to engage with the Club. Ms Bonner-Cooke, director, added that the board members have a role to highlight the Club to the local community, to bring new sponsors to the Club and to encourage membership and use of the hospitality side, for own use and purpose, but bringing other colleagues from within and outside the county. Mr Sutton wished to add that he hadn't seen a great deal of promotion of the Club by anyone other than the Club. Mr Duckworth wished to give credit to Mr S Jarvis and his team because one of the things that has really begun to get traction is using the Club's facilities for

more business-to-business networking. Mr Sutton added that he can see the progress made on and off the pitch in the last two years and it is very pleasing to see but it is important to know that we have a sustainable business.

Following confirmation of errors being amended, the Annual Report and Accounts for 2021 were proposed by Mr J Thorpe, seconded by Mr G Milnes, and approved by the Members as an ordinary resolution.

Discussion took place around the use of proxy votes. Oliver Brookshaw, Company Secretary, confirmed that the show of hands at the meeting is used to determine the outcome of voting, with proxy votes only be used should an issue arise, which he stated was standard practice.

4.3 Re-appointment of Magma Audit LLP

The ordinary resolution to re-appoint Magma Audit LLP as the Club's Auditors was proposed by Mrs L Bonner-Cooke and Mr S Kind and seconded by Mr J Freer and Mr J Bailey and passed by the Members as an ordinary resolution.

4.4 Elected Director Vacancy

Mr Duckworth confirmed that there were no applications for Elected Director that met the requirements of the Club Rules and this vacancy therefore carries forward with applications from members invited and encouraged.

It was asked if the casual vacancy route was being explored and Mr Duckworth replied that this will be discussed at the next Board meeting taking place on 7th March.

4.5 Nominated Director Vacancies

4.5.1 The appointment of Iain Sutcliffe for a term of three years was ratified by the Members.

4.52 The appointment of Jitin Topiwala for a term of three years was ratified by Members.

It was asked if both candidates were Members of the Club and this was confirmed by the Interim Chairman, Mr J Duckworth.

Discussion arose regarding the quorate required by the Nominations Committee, which Mr J Duckworth was able to confirm was that the committee should comprise five members, but three are required to be quorate. The Nominations Committee currently comprises four members and the Board will be looking to fill the vacant position.

Mr J Thorpe asked if the Board considered it acceptable that a member of the Nominations Committee had been found to be making negative comments on social media regarding ECB and its chairman. Mr Duckworth said that the Board were aware of the situation and the individual concerned has changed their social media account as a result.

5. Sean Jarvis, CEO

Mr Jarvis thanked everyone for attending and for their support over the last couple of years which have been extremely challenging. It will be a difficult road to travel to rebuild the Club with tough decisions to make over the next couple of years.

Mr Jarvis shared a brief presentation in which he highlighted some of the winning signs of 2021, including a home win record, academy players making their debut, encouraging signs through sales of tickets and merchandise, and corporate sales being up 25.4% against budget.

He then talked through the strategy for 2022, County Together, and the five major steps:

1. Key Performance Indicators set for each pillar
2. Commercial restructure to achieve improved focus, accountability, increased revenues and growth
3. Entrance project – to improve the customer journey and incorporating new reception, retail and ticket offices, along with a new memorial garden, improved branding and FanZone
4. Community re-focus – engagement and collaboration with our communities
5. Masterplan development – longer term development to build towards a sustainable future

Mr Jarvis concluded by thanking everyone once again for their support. Mr Duckworth thanked Mr Jarvis for his presentation and reiterated that the Club now has a clear sense of direction, whilst acknowledging the challenges ahead to ensure the best possible future for the Club whilst respecting the legacy of everything that has gone before. Mr Duckworth encouraged everyone to take part in the next Members' Forum and subsequent ones throughout the year before the next AGM.

Mr Jarvis wished to acknowledge the work of John Stew who is taking a phased retirement, but will be working with us on a part-time basis to ensure a smooth transition with the staff coming in and to ensure the legacy he created continues.

6. Claude Henderson, Director of Cricket, and Dips Patel, Head Coach, Second Team

Mr C Henderson began by touching upon the departure of two coaches, Tom Smith and Alastair Maiden. As an update the Club is about to announce Tom's replacement next week. Alastair's replacement will be announced by the middle of the month as we are still awaiting applications.

Mr Henderson was happy to announce the signing of two overseas players for the four day competitions starting on 7th April, two South African players. Beuran Hendricks will be joining the Club on 1st April, and Wiaan Mulder has joined South Africa on the New Zealand trip but will hopefully also join on 1st April. Mr Henderson highlighted the importance of recruitment, with overseas players playing a massive role in the performance of the first team and also the development of our youth. Mr Henderson said that his personal goal was that the Club always has two overseas players in place for every first team game.

Mr Henderson then touched on fitness levels which have improved since last season. We have a good strength and conditioning team working alongside our physiotherapist. We have 19 players and 7 staff travelling to Desert Springs on 13th March. In addition, Rehan Ahmed will be attending, who comes from the world cup where he has done well in the Caribbean.

Mr Henderson's vision is to tackle development through the pathway by ensuring there are opportunities for cricketers to play in the second team. In addition, the vision is for the first team to win, which is not going to happen overnight, but we would ultimately seek promotion in the four - day competition, and to win T20 and 50 Overs. Mr Henderson stressed that these are our aims, rather than expectations, finding ways to improve through attitudes and behaviours.

Mr Henderson invited Mr D Patel, Head Coach with the second team, to the AGM to provide an update, who has been working hard with the second team over the winter.

Mr Patel recapped that the players focused on getting fit during October before returning to the Club in November, and were netting from the second week in November through to December. Paul Nixon were working with the team from the start and Tom Smith was acting head coach at the time with Mr Patel and they also had great support from the Academy coaches. Training continued throughout January and February, working on a white ball week and a red ball week alternately, to allow the players to practice all formats. Although it was a blow with Tom leaving it gives the opportunity for other coaches to step up. The players are now keen to get outside and get to Desert Springs.

Questions to Mr Henderson and Mr Patel were invited.

Mr Sutton asked that in previous years it had been stated by the Club that they have targeted one particular format to try and be successful in. Mr Sutton asked Mr Henderson where he thinks efforts will be channelled. Mr Henderson said that the season is split up into three parts, so for four-day cricket, April and May will cover the bulk of those. All the focus now is on winning four-day cricket. That will give momentum and confidence to lead into the T20s during mid-June to mid-July. Mr Henderson said that he sees the opportunity with the 50 Over competition because that is during The Hundred, so whilst we would want all our players to go into that, we understand where we are as a team. It is a great opportunity if other counties have lots of players in The Hundred. But ultimately the aim is to win across all formats.

Questions

Mr R Matthews expressed that he has concerns about how the Board has guided the Club over the last two to three years and is grateful for a meeting in the pipeline to address those which he hopes will result in resolutions that will be for the long-term benefit and interest of the Club.

Mr C Sutton wished to ask if all the Board were present this evening. Mr Duckworth said that one director is currently in South Africa and has sent apologies. Mr Sutton asked that this be minuted.

Mr Sutton also wished to ask if there had been a move to a more functional Board now, as in each individual member of the Board has a responsibility for certain areas of the Club, working with the various pillars. Mr Duckworth replied that as showcased by Mr Jarvis earlier, there are five strategic pillars within the Club. There are five pillar chairs and other members of the Board who sit on the various pillar committees, playing an active role to provide a direct link between the employees, teams and the Board, to utilise the experience and skills of the Board members voluntarily and freely bring.

Mr Sutton then asked if the Board would be kind enough to consider inclusion of the individual responsibilities of the Board members and the pillars they are linked to, in next year's Annual Report. This would help ensure the Board are visible to the membership and stakeholders and allow communication through the correct channels. Mr Duckworth thanked Mr Sutton for this point and suggested using the next Members' Form to ensure all members know who the individuals are on then Board who work with the particular pillars.

Mr Sutton raised the issue of the stories in the press regarding the relationship between the previous Chair and the ECB and he asked if there was anything that could have adverse effects on Leicestershire County Cricket Club. Mr Duckworth responded that the previous Chair publicly made her views known to the ECB, that was in no way a criticism of Leicestershire, but her view of the relationship with certain individuals at the ECB. The DCMS enquiry has asked questions of the ECB which will no doubt continue, but this is absolutely between the previous Chair and the ECB and has no reflection on Leicestershire County Cricket Club at all.

Mr J Mallett wished to refer back to the issue regarding proxy voting and suggested it may be worth the Board considering the wording on the proxy form that is issued with the AGM papers.

There is nowhere on the form that makes it clear that the proxy vote will not be counted at the meeting unless necessary. Mr O Brookshaw apologised for any confusion. The form is a very standard form but it indeed does not state that the votes are not counted unless there is a poll, so this will be amended for next year.

Mr Mallett also requested that the number of members in attendance at the AGM be recorded in the minutes as this was not the case last year, although Mr R Spiers pointed out that the minutes did in fact state the number of members in attendance.

Mr Mallett also wished to ask if the Board carry directors and officers' insurance which Mr Duckworth was able to confirm is the case.

7. Conclusion

The Chairman concluded the formal proceedings of the 2022 Annual General Meeting and thanked everyone once again for attending. The Chairman also welcomed the new Board Directors.

There were no further questions from Members and the meeting closed at 8.50pm.