

IMMAF BOARD MEETING MINUTES

Date: Thursday 15th November 2018.

Time: 9.00 am Local time

Location: Meeting room 6 plus, Art Rotana Hotel, Manama, Bahrain.

1) Roll call/Apologies

In attendance; Kerrith Brown, George Sallfeldt, Tom Madsen, Bertrand Amoussou, Wissam Abi Nader, Raymond Phillips, Frank Babcock, Stewart Brain (conference call).

Apologies were received from August Wallen and Courtney Braun.

2) President's Welcome and Activity report.

- i. The President informed the meeting that Courtney Braun would be stepping down as a NED due to work commitments.
- ii. The world championships will be the largest to date with record numbers of athletes and nations participating. Many more new members competing for the first time in an IMMAF world championship. This was facilitated partly by the Bahrain sponsorship for nations that needed financial support.
- iii. The Bahrain Federation have managed to recruit more volunteers support this year. Event is running with 4 cages.
- iv. Refereeing has been excellent with only one appeal to date.
- v. CEO will review the handbook post event.
- vi. Contracts with hosting federations is problematic and so far we have not been able to have legally binding contracts that can be enforced.
- vii. We continue to have fortnightly contact with the UFC.
- viii. China refunds to federations have all been covered by CIMMAF. No guarantee has been given to CIMMAF that future events will take place there.
- ix. The UFC event in Russia was not without a number of issues largely caused by the lack of communication with the WMMAA federation on the ground and Tatiana Klimenko. This aspect needs to improve for future events in Russia.
- x. The Indian federation for IMMAF was rescinded in favour of the WMMAA member for India led by Mr. Suresh Gopi, whom the President met on a recent visit to India.
- xi. The IMMAF first technical conference 5/6th October 2018 in Turkey Antalya was successful and will be repeated annually.
- xii. The president attended a WMMAA event in Spain and used the occasion to speak to conflicting federations under the new merger including Spain and France.

3) CEO Report:

a) EGM matters

- i. CEO explained that changes were needed to the statutes to bring them into alignment with the affiliation agreement.
- ii. The board were informed that IMMAF has 44 full members of which 31 were present in Bahrain. Two thirds are needed to enable a change to the statutes, which equals 29 members. For a quorum 50% + 1 is required therefore 23 members.
- iii. GS commented that voting delegates should have confirmation from their respective Federation's board of their authorization to attend the General meeting and to vote. Copies of their credentials having been properly checked should be copied and stored.
- iv. TM agreed that they should provide some letter giving permission to vote.
- v. It was agreed that observation members can attend General Assemblies, but they cannot speak or vote in the meeting.
- vi. There was a lengthy discussion on the legality of the proposal itself to change the statutes and the legality of making changes to the information previously sent out to the members.
- vii. The resolution to elect the board by acclamation was removed.
- viii. It was agreed by the board to make changes to the resolution concerning the composition of the board in particular that the NEDs are appointed by the board to serve for one year.
- ix. The block vote for the board was discussed and whether the term for those Directors should be for one term or two terms, with the possibility to extend the second term should IMMAF make it to the Olympic programme for 2028.
- x. President's recommendation is to honour the affiliation agreement for 4 years by keeping the NEDs on the board on a rolling one-year arrangement.
- xi. This is an agreement with the board and not with the statutes. NEDS would serve year to year at the discretion of the board.
- xii. In addition, a maximum 5 of NEDs to be appointed by the BoD for a period of one year.
- xiii. President asked the board for a vote on the amended resolution. The change to article 30 was unanimously voted through by the board subject to CEO sending to members the amended resolution sent 30 days ago.
- xiv. Article 33.6 no changes.
- xv. Membership fee proposal unanimously agreed
- xvi. Will EGM accept acclamation/block vote of board? GS felt block votes are permissible for the board but the constitution does not allow so for the President so the President will have to stand for a vote independently. This may also include the Vice president. We need to follow the agenda as set out by the Statutes. It was recommended to get legal advice.
- xvii. GS suggest the correct process would be for the Nominations committee to

refer to the membership and propose the President, Vice President and board members. All would have been vetted.

- xxviii. GS wants to withdraw the resolution because we already have the possibility to elect the board by a block. However, the President and Vice President are not in the block according to statutes.
- xix. We have to ask the membership for a vote of acclamation in case there are objections in the room.
- xx. President suggests removing the resolution. Unanimously agreed by a vote of the BoD.
- xxi. Registration of IMMAF in Switzerland: Study needs to be carried out of the consequences of moving the registration. A proposal to be put forward that we investigate this. Tax issues, transparency issues etc are raised. Would it effect IMMAF's relationship with its Federations? Wording agreed for proposal to membership. Unanimously agreed by the BoD.
- xxii. Change of Auditor resolution: No change at this time.
- xxiii. The board agreed that in future there should be a meeting at a minimum of 3 months before the Ordinary General Assembly in order to agree any resolutions that are to be sent out to the membership.
- xxiv. A letter from August Wallen expressing his opinion on the proposed resolutions to the membership was read to the board by GS. The letter also thanked WMMAA for making the steps to merge with IMMAF.

b) GAISF update-

- i. CEO reported the passing of the GAISF president.
- ii. GAISF informed IMMAF that its application will not be considered this year. GAISF has to export the application information sent to them to the new GAISF online platform.
- iii. CEO reported difficulty in obtaining important recognition and affiliation documents from IMMAF members.
- iv. GAISF correspondence questioned whether the affiliation has been fully executed. CEO has sent a letter confirming the fully executed affiliation and shared the content of his correspondence to GAISF with the board.

c) WADA court case update: Case filed against WADA. Letter from the lawyers has been shared with board. WADA have asked for an extension until January 10th, 2019.

d) 2019 Calendar: Calendar of events for 2019 was shared with the board.

e) Board Insurance policy: CEO confirmed that the board have indemnity insurance. The premium was increased on the previous year because of the WADA case. If the case with WADA is resolved the premium can come down. The board questioned what was

covered. Some skepticism on the coverage of these type of policies was expressed. Board asked the cost of the insurance and £4k was given.

- f) IMMAF risk register: CEO shared the risk assessment with board. Risks highlighted included the loss of UFC funding and serious injury etc. among others. CEO explained it's an ongoing process. CEO talked of office move. GS spoke of the new GDPR as a risk that has to be managed also.

4) Finance report & management reports Q1/Q2 were circulated ahead of the meeting but not discussed as meeting had to end.

5) Youth policy and rules (AM): This item was brought forward to after item 2 on the agenda.

- i. Andrew Moshanov, Director of Development, gave a PowerPoint presentation with an overview of Youth policies and coaching development. The content of his presentation included the following areas; Introduction to working with young beginners, Introduction to competitions, IMMAF coaching qualifications and IMMAF technical progression scheme.

6) App presentation- (SI-Smart Intelligence):

- i. This matter was deferred to a future meeting.