

Minutes

IMMAF board meeting

Date: 23rd September 2020.

Time: 3pm GMT

Online Microsoft Teams Meeting.

Agenda Item	Action
<p>1. Roll Call:</p> <p>Present: Kerrith Brown (KB), George Sallfeldt (GS), Bertrand Ammouse (BA), Tom Madsen (TM), Raymond Phillips (RP), Tatiana Klimenko (TK), Svetlana Odintsova (SO), Wissam Abinader (WA), August Wallen (AW), Deni Batchvarova (DB), Iskander karim (IK).</p> <p>In Attendance: Densign White (DW), Jas Sohal (JS), Gosha Malik (GM), Nick Davies (ND).</p>	
<p>2. Apologies</p> <p>Vadim Finkelstein, Viktor Frolov, Han Jiuli,</p>	
<p>3. Declaration of Interests</p> <p>No interests were declared at the meeting.</p>	
<p>4. Presidents Opening remarks</p> <p>Update on global pandemic.</p> <p>Back from meeting with Swiss notary regards Swiss registration of IMMAF. Legal compliance.</p> <p>Kazakhstan conversations/discussions with world championships for 2021. Contract has been returned for 2021. Further meetings planned.</p> <p>Regular meetings are happening with regional groups and are ongoing. Bahrain team</p>	

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<p>championship cancelled. The team has traffic light system. Cashflow will be impacted by the cancellation of events. However, we will continue to chase hosting fees from Kazakhstan.</p> <p>Technical week has been developed and info will be going out shortly to members.</p> <p>Potential events with Saudi and Wissam pivotal to those discussions. 360 governance review completed. We are following up with GAISF for clarification on our application refusal. Focus on committees and commissions. Planning for 2021 event calendar is in process. Medical advice will be followed from medical commission regards new protocols for return to competition.</p> <p>President expressed his pride and thanks in the work that the team have done in this period.</p>	
<p>Strategic Plan (ND)</p> <p>DW gives board overview of the strategic and the importance of the board ownership and the SMT to deliver that vision.</p> <p>The plan had the input as everyone in the team. ND walk the board through the plan section by section. The plan has been written in the context of Covid 19 which could be with us through 21 and 22. The plan is optimistic and pragmatic</p> <p>Financial Sustainability, best in class governance, Events, work with governments, expand reach and brand value, IT platforms and database, Sport recognition, Talent pathway, Anti-doping work, medical plan Covid protocol etc</p> <p>With each department within IMMAF there is a year on year action plan to track progress.</p> <p>TM we need to check progress at every meeting to make sure the plan is being implemented in a timely way.</p> <p>Decision: The board unanimously agreed with the strategic plan.</p> <p>Action: Monitoring tracker to be implemented</p> <p>5. Minutes of Previous Meeting and Matters Arising</p> <p>Decision: The minutes of the meeting of 22nd July 2020 were reviewed and approved for sign off, proposed by Stewart Brain and seconded by Bertrand Ammouse.</p> <p>Action: KB to sign off</p>	<p>ND/DW</p> <p>KB/DW</p>

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<p>6. WADA update (DW)</p> <p>a) WADA update-</p> <p>DW and KB had a meeting this day with Sebastien Gilot European Director and Julien Sievkin in house lawyer. The new code agreed by the WADA excom for new signatory applications was explained to the board. DW explained that WADA had introduced new upfront fees of \$20,000 and an annual \$10k fee. However, he expressed concern at the consultation process with other International Federations as a part of the new application process. KB added that the process could stretch out to May 2021 when the WADA have their next Exco meeting and he does not have confidence that this process can be concluded before year end as WADA have indicated. The court case scheduled for January was also discussed in the context of making a new application. The board considered the implications and potential problems associated with withdrawing the IMMAF legal action. DW has asked Sebastien Gilot to send the new code and the application. KB commented that May next year would be the next WADA exco meeting which is beyond the date of the court hearing in January. KB does not believe that the application would be decided before May 2021. TM asked if we need to continue with exiting court case if we are going to make a new application. KB believes that regardless of a new application our old application is still relevant as far as the court action is concerned</p> <p>DB commented that there were benefits to us keeping the court case going and asked if there was any chance that we can be accepted under the old application? We need more commitment from WADA before we can agree to dismiss the case.</p> <p>Decision: The board unanimously agreed with DB that the court case should not be withdrawn unless IMMAF are first granted signatory status.</p> <p>Action: DW to reinforce board decision with WADA</p> <p>DW informed the bod that he has asked SG to send the acknowledgement form.</p>	<p>DW</p>

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<p>7. GAISF update (DW)</p> <p>b) GAISF update-</p> <p>Not much to report. No progress being made with GAISF and no acknowledgement to our most recent communication. However, if the WADA application is successful this will add further pressure on GAISF to give IMMAF recognition. KB informed the BOD of the WAKO presidents' letter to the French national kickboxing advising them that they should not engage with any MMA activity and focus on kickboxing development. CEO had sent letter to WAKO and IFMA informing them that French kickboxing and Muay Thai had joined forces with GAMMA. There had been no response from IFMA.</p> <p>8. Geoff Wilson consultancy IMMAF Audit results- DW had sent the report in advance of the meeting. He reported that the report was good however there were 25 recommendations for improvement. IMMAF is no longer a start-up business and needs to move governance to another level. Some of the recommendations could be addressed now and there are others that will take more time. DW gave the board some of the highlights from the report. The key recommendation is to appoint a task force to implement the recommendations and this will dovetail with the strategic plan. TM commented that in 6 months we should check where we are how much did we do and then again in 12 months. KB we will use a traffic light management or tracking system which will have regular reviews.</p> <p>Decision: The board unanimously agreed to the implementation of as many of the recommendations as possible accepting that some may take more time than others and others may not be relevant.</p> <p>Action: The board agreed to the formation of the task group to implement the changes and to implementing a tracker system and quarterly monitoring of progress.</p> <p>9. Finance report (JS/DW).</p> <p>i. IMMAF Quarter 3 financial management accounts-</p> <p>JS joined the meeting and was introduced as the IMMAF accountancy firm Sohals. The management accounts to August were discussed. JS explained that the income and expenses are equally split over the 12 months of the year. Event income had dried up. Director Remuneration and contractor cost. The new thing is to capitalise the website depreciated over 4 yrs. Foreign travel has tailed off as well as venue cost due to the pandemic. Cash at bank is in credit. Accrued expenses are recorded in the months they relate to. Zuffa sponsorship released on a monthly basis to smooth out the account. IMMAF running at \$40K profit and by year end we are projecting to break even. There is another month of work on the Audited accounts.</p>	<p>DW</p>

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<p style="text-align: center;">ii. Government Business Loan-</p> <p>Business bank loan being considered which is interest free for 12 months and no payments for 12 months, rising to 2% in subsequent years. We are in conversation with our bank. DB asked a question regards line items French project and VIK where are those in the accounts? If they show as revenue, they should be in expenses line. Is that revenue not recognised yet?</p> <p>JS answered we are only recognising revenue as it falls available to use. In previous years management accounts showed huge fluctuations and were not representative of the cash situation so we put now in its month of intended use. DB my question regards line items WMMAA and France project and VIK and where are those in the accounts, where do they appear. DW, KB, GM agreed they do not appear because they are not cash and only VIK. GM commented they need to be taken out. KB agreed that VIK should be removed and the WMMAA comes in and goes out and the French project revenue is shown in contractors fees and JS confirmed that they are reflected in other operating income line 3.</p> <p style="text-align: center;">iii. Review CEO spend limits and authorisation level-</p> <p>DW asked that the financial audit commission policy document be shown to board. DW reminded the board that this had not been addressed for 5 yrs. DW walked the board through the document which shows the various levels of authority and who is responsible, board, AGM, CEO etc. DW appreciated the board had not had time to absorb the content of the document. DB asked for the doc to be distributed so that board could take some time to review and feedback. SB asked for a timeframe to get a decision back. GM and SO would be happy to receive feedback from the board on any amendments or additions to the policy. The policy had been endorsed by JS. KB asked for clarification on the business loan. DW explained that cashflow was an issue for IMMAF and that other revenue streams were being explored including advance payments on hosting rights fees from Kazakhstan and as a last resort furlough staff. KB commented that funds were restricted because of the cancellation of events. We are not likely to start up with events until Qtr 2 of 2021. The recommendation to the CEO to explore the business loan as a fallback if the Kazakhstan Fed are not able to advance hosting rights fees. There was unanimous agreement from the board. TK commented that she was concerned for the staff but agreed with the strategy. KB was equally concerned but stressed that we need to deal with the reality of the situation which is impacting many other organisations similarly.</p> <p style="text-align: center;">Decision: The board needed requested the document be circulated and a decision deferred until they have had time to absorb the content of the Financial audit policy.</p> <p style="text-align: center;">Action: DW to email out the financial audit policy to all board members</p>	<p>DW</p>

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<p>10) Technical update (DW/ND)-</p> <p>Technical Seminar:</p> <p>DW good news we are running an IMMAF technical week which this year is online and we are optimistic we will have a better attendance than previous years. Examples of content includes children and youth development by Andrew Moshanov, Tues women's commission, social media for National Federations and a governance session with DW , Wednesday MMA fit with BA, cultivating membership GM , commissions congress bringing all of those people together and a Q and A by events team, Marc Goddard discussing regulatory matters, Michele Verroken antidoping, Dr Wang on Covid 19 and finally President KB will close on Friday 4pm. Each day starts in the afternoon which means not too early or too late wherever people are in their time zones. It will be promoted through the IMMAF website. We are using a presentation platform and inviting only IMMAF members to participate. This may be the way for the future. DW hoped Board members could join some sessions.</p> <p>Mandatory grades for IMMAF events youth participation:</p> <p>Mandatory grades have been worked on by the youth, coaching and regulatory commission that have provide their recommendations in writing. Displayed for the board was the letter from the regulatory commission endorsing the mandatory grade for youth participation. The next letter was from the coaching commission. Question from TM who is checking that the progression is working because he believes it's not working the way it should and he thinks someone should help AM. DW asked if it was the App that was not working. TM again repeated its not working at all. WA agreed. Everyone is waiting for AM to grade them onto the App. He cannot do the job by himself. BA we had a technical meeting and national feds should grade their students. TM had previously asked for information as to who is using the system and who is not. WA felt that AM should not wait for Federations to grade their people and by pass them. DW asked the board to consider the recommendation of the commissions specifically the mandatory grade for IMMAF events. TM was not confident that we could make that decision without knowing if the progression scheme is working. SB the letters should have come sooner for the board to consider. Whether the progression is working or not is not the main question now but the recommendation of the commissions. TM felt that if it's not working, we need to get it going. In principle he agrees but it's important to get this right before making a rule that federations cannot comply with. There was a vote: GS abstained, TM abstained TK agreed, KB agreed, SO abstained, WA agreed, BA agreed, SB agreed, DB abstained, IK had left the meeting and did not vote. KB suggested deferring the decision until the December meeting in order to bring more of the board along with the policy. SB a letter should go back to the commissions notifying them that the decision has been deferred and the reason why. KB suggested a new vote in December.</p> <p>Decision: The board agreed to defer their decision until the December meeting.</p> <p>Action: DW to communicate board decision to all relevant commissions</p>	<p>DW</p>

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<p>11) Membership (GM/DW)- DW sent application to the board for Puerto Rico and asked if BOD members had read the application. SB and KB agreed subject to a name change. GM inform the board that the name had been changed.</p> <p>Decision: There was a vote unanimous decision to accept Puerto Rico into membership.</p> <p>GM spoke to application from Turkey which was a private company and it has now changed to association and no profit and combat sport association and changed their statutes as well. They have club development as well. One of the leaders is an ex UFC Russian fighter.</p> <p>Decision: Agreed unanimously for Turkey to have observational membership.</p> <p>TK asked what about the situation in Iran. GM explained the federation in Iran was inherited from WMMAA. We had some complaints. Discussions have happened to merge the IMMAF and WMMAA Iran federations.</p> <p>12) Risk register (DW)- DW has updated in the last few days the number one risk is losing funding from UFC and new revenue generation projects not happening fast enough.</p> <p>TM asked about protocols for when we get back to events. DW confirmed that we are in conversation with Safe MMA, medical commission, observing the UFC protocols although the cost of copying that would be out of our reach. We may have to do smaller events less people would be more manageable in terms of cost and maintaining the integrity of a bubble.</p> <p>GW governance report spoke to GDPR needed addressing and we have exposure to that since breaking with Ridge works.</p> <p>DW informed the board that the Directors indemnity insurance policy has expired. The renewal premium had been significantly increased. Therefore, we are going out to market for a better deal. ND has spoken to other insurance brokers. ND we should get a proposal in the coming days. DW asked board members if they agree with the risk identified and how they have been rated. Also, there are some risk that the board could now consider removing e.g. the ban on MMA in France. DW thanked the board for their feedback.</p>	

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<p>13) AOB-</p> <p>KB discussed the IMMAF annual report of 72 pages which is an achievement considering that events were cancelled for the most part of 2020.</p> <p>KB informed GS that DW will be in touch about the original Swedish documents required by the Swiss notary.</p> <p>Cashflow incorporated into the delivery plan.</p> <p>Updates with social media very positive. One championship signed Victoria Lee who was an IMMAF youth champion. 16 IMMAF athletes have signed to the UFC and a similar number to Bellator, and we continue to track our athletes.</p> <p>New sponsor deck on the way.</p> <p>TM asked for any update on VF. TK reported he is expected to be released under house arrest. KB commented that VF has not been charged and therefore innocent until proven otherwise.</p> <p>DW had a request from the events team to freeze championship ranking points until activity is resumed.</p> <p>Decision: The board unanimously agreed to freeze the ranking points until events resume in 2021.</p> <p>14) Date and Location of the next meeting: 16th December 2020 Microsoft Teams- Date agreed with the same time of 3pm.</p>	