

# Board of Directors

Wednesday 14 June 2018, 11:00am

Meeting held at The Board Room, England Squash,  
National Squash Centre, Manchester, M11 3FF.



**Board attendees:** Darren Bernstein (DB); Bob Dredge (BD); Peter Hart (PH); Judith Holt (JH); Margaret Nolan (MN), Andy Robinson (AR), Julie Webster (JW).

**Minute taker:** Scott Parker

**Apologies received:** Scott Collier (SC), Ruth Holmes (RH).

## Agenda

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### 1. Welcome & Meeting Administration

**a) To welcome Andy Robinson to his first meeting as Director.**

The Chair thanked Darren Bernstein for arranging the meeting at the National Squash Centre.

The Chair welcomed Directors to the meeting and welcomed Andy Robinson to his first Board meeting as an Elected Director and introduced Andy to the rest of the room.

**b) Notification of items of any other business.**

- i. IOF Consultation on Strategic Direction.
- ii. UK Sport Consultation on elite funding for sport.

**c) Declarations of interest in addition to those held on the register.**

No declarations of interest were added.

**d) To note the continuation of the role of Chair - Judith Holt, Vice Chair - Julie Webster and Treasurer- Bob Dredge.**

It was noted that the continuation of the officer roles was confirmed in a short Board meeting following the Annual General Meeting (AGM) on 30 March 2018.

**e) To note that Elizabeth Pariag is not seeking re-appointment as Senior Independent Director.**

It was noted that Elizabeth Pariag is not seeking re-appointment as Senior Independent Director due to work commitments.

BD expressed that Elizabeth's involvement will be missed and thanked her for the work and expertise that she has brought to the Board.

*PH informed the meeting that the recruitment process for a replacement Director with a remit of legal and governance has started. Several legal firms interested in sport and recreation have been targeted.*

**f) To adopt the minutes for the February meeting of the Board.**

**Action:**

*The Board accepted the minutes as a true representation of the meeting.*

**g) To adopt the minutes for the March meeting of the Board.**

**Action:**

*The Board accepted the minutes as a true representation of the meeting.*

**Actions from the previous Board meetings.**

- a) Report on the stakeholder consultation to be added to the annual work schedule for the Board.  
*Ongoing.*
- b) Diversity Action Plan to be included in e-news to members.  
*Ongoing.*
- c) Chair (JH) to arrange appointments panel prior to AGM. This can be via telephone.  
*Completed.*
- d) Date to be agreed for a Board & Association Conference when new CEO in post.  
*Completed: Date arranged for 20 October 2018 at The Studio, Birmingham.*
- e) Rule changes to be implemented. Terry Smith to be thanked for developing the proforma and his on-going work in relation to Events and Competitions.  
*Completed.*
- f) Update on GDPR at February Board Meeting.  
*Completed: Guidance sent out to Clubs and Associations.*

## **2. Governance and Leadership**

**a) To review the Governance Action Plan and note any actions required to be completed.**

PH reported on the action plan highlighting the following points:

- i. The skills audit needs updating – Directors were requested to complete and return the document to PH.
- ii. UK Sport and Sport England reserve the right to require that an organisation in which they invest to appoint an Independent Chair. PH brought this to the attention of the Board as it will be relevant later in the agenda. PH would clarify if Sport England would enforce their right to appoint an independent Chair and clarify what they considered to be independence.
- iii. The Board need to appoint a Senior Independent Director. This would be covered later in the agenda.
- iv. The Board should maintain an audit committee. This would be covered later in the agenda.
- v. The Board should have a Succession Plan. This would be covered later in the agenda.
- vi. The Directors should have an Induction Plan. Discussions had taken place in arranging a convenient date for this to happen for the new Directors.
- vii. Requirement to complete a staff survey and key stakeholders. This was planned to be carried out with staff in the summer.

**b) To appoint a Senior Independent Director**

Elizabeth Pariag was the previous Senior Independent Director. PH and JH are talking to Darren Bernstein (DB) and Margaret Nolan (MN) to see if they are prepared to fill the vacancy.

**Action:**

*PH and JH will report back to the Board following further discussions.*

**c) To approve the Terms of Reference for the Audit Committee.**

The terms of reference have been drawn up by BD.

The terms of reference activities will be to give an independent and objective oversight of British Orienteering's risk management, monitor the financial reporting process and internal control systems.

**Action:**

*The Board approved the terms of reference with the view to review them in 12 months' time.*

**d) To appoint members of the Audit Committee.**

Under the terms of reference, the Audit Committee is made up of three Independent Directors although they can co-opt other members as and when required.

DB highlighted that standard order headings for the meetings would be helpful.

**Action:**

*PH to create a template for the meetings.*

*It was agreed that the two Independent Directors would be members of the Audit Committee with the third Independent Director being part of the committee once appointed.*

**e) To review and approve the Succession Plan.**

PH highlighted that the Succession Plan is to ensure that the Board consists of Directors with the appropriate skills, experience considering the challenges facing British Orienteering and to be proactive about the organisations future requirements.

PH highlighted that the skills matrix still requires completing which would highlight the skills base and any gaps.

**Action:**

*PH to review and circulate the plan once all Director positions have been appointed and skills matrix documents returned.*

**f) To discuss the recruitment process and timetable for the Chair and Treasurer.**

JH indicated that she would like to step down as Chair at the end of this year – April 2019 but would like to remain as a Director to enable a smooth transition.

PH highlighted that the Chair's role will have to be openly advertised in accordance with the Board operating procedures and that Sport England has the right to require that the Board appoints an Independent Chair.

JH expressed the Board need to discuss what British Orienteering are looking for in the next Chair.

DB explained that British Orienteering need to look at their vision to identify the skill sets required and ensure that the Chair and CEO can work well together. He also suggested that if the Board decided that they wished to advertise for a totally Independent Chair that this must be clearly communicated to the membership with an explanation of the reasons.

PH highlighted that one of the current Directors had the skills and interest in fulfilling the Treasurer's position but he had been made aware of another person within the membership who may be interested.

**Action:**

*PH was asked to ascertain whether Sport England wish to exert their right to require the Board to appoint an Independent Chair.*

**g) To discuss the recruitment of an Independent Director.**

This was discussed earlier in the meeting with adverts being published and JW to take the lead.

**h) To review the Diversity Action Plan.**

PH explained the key points reviewed on the action plan:

- i. Recruitment of new Directors in respect of equality and diversity. This was being carried out within the available resources.
- ii. Dates and venues of Board meetings. The Board had reviewed the days and location of Board meetings.
- iii. Marketing campaigns. PH suggested that to have targeted advertising for programmes within current resources would be difficult to achieve but we would have to be aware to reflect the diversity of the population in our current marketing materials and publications.

**i) To note and approve the revised British Orienteering Privacy Statement and Policy.**

PH pointed out that the statement and policy have already been published on the website due to the requirement in changes to legislation. PH expressed his thanks and assistance to Elizabeth Pariag for her drafting.

SC highlighted a possible change which was circulated to the Board.

**Action:**

*The Board approved the change.*

### 3. Strategic Plan Review

- a) **To hear and receive from the Chief Executive the findings from the initial review of British Orienteering. PH presented his findings during the first three months as Chief Executive.**

The key tasks set by the Chair were:

- To understand the sport and environment.
- Day to day management of the association continues.
- To assess the operations and make recommendations to the Board.

PH presented his findings to the Board.

PH then proposed the following next steps to the Board:

1. Review the current strategic plan and agree a three-year vision for the operations of the National Office and Board.
2. Bring British Orienteering's forward plan to life with agreed and published targets.
3. Ensure compliance and retention of current funding.
4. Align staff skills with the forward plan.
5. Identify and focus on developing our key commercialisation products/streams that support the operational plan and which can become sustainable in the future.
6. A review of the competition structure including rules – PH to submit a proposal to the Board for consideration at their next meeting.
7. Ensure that we represent all of our membership. PH to investigate the opportunity for electronic voting at Annual General Meetings. It was already established that the current Articles allowed for this.
8. To carry out a VAT review. PH to investigate the cost of a full VAT review.

The Board welcomed PH's feedback on his initial review and endorsed his proposals.

#### **Action:**

*PH to draft a proposal with costings to recruit a person or persons to carry out the competition structure review.  
PH to tender the VAT review.*

### 4. Finance

- a) **Accounts to the end of March 2018; To consider the accounts to the end of March 2018 and raise any queries or challenges to the accounts.**

It was noted that the March accounts are available but the Board discussed and commented on the May accounts.

- b) **Accounts to May 2018: To consider the accounts for May and raise any queries or challenges to the accounts.**

BD explained that the expenditure against the budget is in a good place and looking towards a surplus. The income from membership, levy and JK are on budget.

PH expressed his thanks and appreciation to Andy Yeates and team for their work in delivering the JK. The Board accepted the May accounts.

- c) **To note the offer of support from Sport Northern Ireland for development.**

It was noted that Sport Northern Ireland have confirmed funding to the end of March 2021.

- d) **To hear an update of the Tendering process for the auditors 2019.**

PH explained that a document and supporting evidence has now been drawn up in consultation with BD but dates do need to be agreed before it is circulated. A list of potential auditors both national and local has been collated in preparation.

### 5. Monitoring Reports

**To consider and challenge the various monitoring reports:**

- a) **Matters of significance: To note any matters of significance to the Board including governance, complaints and grievances, safeguarding and insurance.**

PH notified the Board of a safeguarding incident and the outcome.

MN suggested that she would seek clarification on what we were able to communicate to the Safeguarding Officers to make them aware of the situation.

JH thanked Dan Riley for his input and assistance in this matter.

The Board discussed broader safeguarding issues.

PH referred to a TrailO selection appeal that was covered later in the agenda.

**b&c) To agree the performance indicators to be used in the future and current Performance Indicators:**

**To note information contained in the report and raise questions:**

PH noted that past meetings have reported on the figures rather than against targets. PH put the suggestion to the Board to move to a position where the organisation report on figures against fixed points in the calendar so that meaningful comparisons can be made. It was agreed that this should happen and that PH should include participation within these figures.

**Action:**

*PH agreed to review the figures and circulate for comment.*

**d) Risk register: To note any updates to the register and consider any changes which might be necessary.**

PH talked through the changes to the risk register highlighting the following changes:

2.4 - Poor financial management of Major Events changed to partnership agreements.

4.8 - Failure to protect data and implement GDPR changed to green.

1.5 - Lacking vision and strategy & 5.6 – Loss of member confidence – SC has suggested that British Orienteering review the risk assessments for these Key Risks.

5.15 – Hosting a Major International Championship: WOC Sprint 2022 & WMOC – risk changed to green as it has been agreed with the Scottish 6 Day Company that they will take on the contract.

**Action:**

*PH agreed to review the document and circulate it to Board members highlighting the changes.*

## **6. Association Matters**

**a) Club and Association Conference - To agree draft agenda for the Association and Clubs Conference.**

PH informed the meeting that the date and venue of the conference has been agreed being the 20 October 2018 at The Studio, 7 Cannon St, Birmingham B2 5EP.

**Action:**

*PH will be contacting Associations and Clubs to seek agenda items.*

**b) To discuss and agree Portfolio Holders.**

The Board discussed the current assignment of liaison Directors to the Associations and Committees. BD feels that liaisons from Directors once or twice a year is very valuable.

The Board discussed other ways of offering opportunities for the membership's views to be represented to the Board.

A view was expressed that perhaps an alternative to the AGM being held at the JK could be a possibility when the majority of the membership is focussed on the event.

PH to look into the possibility of the AGM being held independently from the JK.

**Action:**

*It was agreed to review the document when full consideration can be given by all the Directors.*

**c) To agree any actions or responses required to any Association matters raised for Board consideration from the last Board meeting.**

JH had been made aware of an issue, but it was operational rather than strategic and therefore she would address this with the CEO.

## **7. Standing Items**

### **7.1 Steering Group and Committee Matters**

**a) To consider any committee or group matters raised since the last Board meeting and agree the resolution of any decisions that have been requested of the Board.**

i. **E&CC:** No meeting since the last Board meeting.

Next meeting 23 June 2018.

ii. **Coaching:** No meeting but the date for the Coaching Conference has been set for 12 and 13 January 2019 in Nottingham.

### iii. Talent & Performance

BD explained that the selection meetings have now taken place and highlighted that Duncan Archer is stepping down as selector. He expressed his thanks to Duncan for his invaluable time and efforts during his time as a selector.

BD chaired the appeal panel for a TrailO selection appeal and made the Board aware that the appeal was not upheld but it did highlight improvements needed in the selection and appeal process which is being considered and would be presented to the Board at a later meeting.

PH reinforced BD's comments regarding the TrailO selection appeal for the World Championships and thanked Bob Dredge, Ruth Holmes and David May for convening as the appeal panel and carrying out their duties professionally.

DB made the meeting aware of the British Athletes Commission who have documents available.

#### Action:

*New draft Selection and Appeal Procedures to be presented to the Board.*

iv. **Development Group:** No meeting since the last Board meeting.

v. **TrailO:** No meeting has taken place since the last Board meeting.

## 7.2 Welfare and Safeguarding

### a) Safeguarding issues: To note the annual review and findings.

PH talked through the key findings from the annual review:

The annual review took place in April by the CPSU who are now looking at how British Orienteering embeds safeguarding issues into their operations.

The review highlighted that British Orienteering were required to ensure that the safeguarding policies are part of the day to day activities of the operations of the association. Most of the information and processes were completed but required communicating to the membership.

An action plan has been developed to address some of these issues.

British Orienteering's performance was reviewed as amber.

A further visit will take place in November.

## 7.3 IOF Matters

**To consider and note any IOF Matters raised since the last Board meeting.**

### a) WOC Sprint 2022: To note a report on the IOF bid visit.

PH explained his visit to Scotland to meet with the IOF and expressed how impressed he is with the organisation and partner support and felt that it was a very strong bid.

The date for a decision is set for early August 2018.

### b) WMOC 2022: To note response from the organisers in respect of submitting a bid to host the event in 2022.

PH is to visit Swansea and other stakeholders in September – the outcomes may vary depending on the outcome of the WOC Sprint bid. The bid to host the WMOC was not due to be submitted until the spring of 2019.

### c) IOF Congress – agree attendance at the IOF Congress.

It was agreed that BD will be attending the IOF Congress on 6 October 2018 in Prague, Czech Republic.

There was a discussion about the hosting of Major Events and IOF representation and it was agreed.

#### Action:

*The CEO would submit a paper for consideration at a later meeting.*

### d) Other matters:

No other IOF matters were raised.

## 8. Closing Business

### 8.1 Any Other Business

**To respond to any significant, pertinent business raised by Board members.**

**UK Sport Consultation on the funding for elite sport:** PH will circulate a draft response for consideration by the Board to comment on before the submission and for publication to the membership.

## 8.2 Future Meetings

Board Meeting, Wednesday, 12 September 2018.

Board Meeting, Wednesday, 19 December 2018.

Board Meeting, Wednesday, 20 February 2019.

AGM, 19 April 2019.

Venues to be arranged.

Further conference calls to be organised as required.

Meeting closed at 15:03.