

# Board of Directors

Saturday 14 December 2013, 11.00 – 17:00

Held at the National Office, Darley Dale



**Board attendees:** Martin Ward (MW); Philip Baxter (PB); Scott Collier (SC); Bob Dredge (BD); Elizabeth Dunn (ED); John Flook (JF); Mike Hamilton (MH); Judith Holt (JH); David Maliphant (DM); John Woodall (JW)

**Minute taker:** MH

**Apologies received:** All in attendance

## 1. Meeting Administration

### Minutes of the previous meeting

The minutes of the 5 November Conference Call were agreed as a true record. BD stated that he was concerned that the decision to maintain the level of funding for the performance squad at £30,000 in the 2014 Budget was not in the spirit of the Board decision to use the Multi-day funds to bolster squad funding prior to WOC 2015. MW agreed with BD and the level of funding for the performance squad will be re-considered when the budget is reforecast<sup>1</sup>.

### Notification of items for Any Other Business:

- a) Request for the Board to consider each club being able to stage 1 charity event per year that would not incur levy.
- b) A letter from the NWOA Chair asking for consideration to be given for the payment of areas/maps to clubs where a map is already established.

### Declarations of interest in addition to those held on the register.

No declarations of interest in addition to those held on the register were made.

### Actions from the November Conference Call and previous meetings:

3. Salaries: BD/MH agreed to discuss the issue of the Sport Northern Ireland funded positions and the Sport England funded positions in relation to possible salary increases and report back to the Board  
*BD/MH have met and agreed the resolution of this matter.*
7. Transgender Policy: MH to communicate with the IOF and determine their policy on Transgender athletes.  
*Agenda item; the IOF have responded to the query and report that they do not currently have a policy.*
11. Remuneration Committee: MW to inform the Board of the appointment of an Independent Director to the committee.  
*MW and BD have conferred and asked ED to join this committee.*

All other actions are dealt with within the agenda.

## 2. Strategic Plan (MH)

After discussion it was agreed that 'more people, more place, more podiums' is an excellent 'strap line' but that the Strategic Steering Group should be formed to consider the vision statement and make a recommendation to the Board. It was recognised that the IOF decision to change the ruling that the top 6 competitors will be on the podium to only the top 3 competitors may affect the 'podiums' aspect. Diversity and the other orienteering disciplines may also need to be considered in the context of the vision.<sup>2</sup>

MH indicated that UK Sport may have a model of a 'good' governing body and associated criteria that might be used to establish what a good governing body looks like. DM suggested that British Orienteering might learn from the success of other comparable orienteering federations. It was agreed that the Steering Group should research both these topics.

Improving the profile of orienteering will be significant as will the legacy opportunity created by WOC 2015.

The Board agreed that the values are both current and appropriate.

It was agreed that there was insufficient time in the meeting for the Board to consider where it would like to see British Orienteering in 2020 and that the Steering Group should invest time at the first meeting to develop a view as to what British Orienteering might look like in 2020.

The Strategic Steering Group will work closely with the Board and it was agreed that DM will Chair the group supported by 2 other directors with the expert nominees from SOA, WOA, NIOA. The Board will also nominate a person to act as an England representative who can liaise with the English associations. A number of people were identified that could fill this role and a process for approaching them agreed.<sup>3</sup>

The first meeting will be in February and be held midweek.

The Board also agreed that a focus group be established to review and feedback to the Steering Group on any issues passed to it and recommendations made by the Steering Group. Members of the focus group will be recruited from the membership through an open recruitment process.<sup>4</sup>

### 3. Coaching within British Orienteering

The Board considered the recommendations of the Coaching Needs Workgroup and recognised that the National Source Group had endorsed the recommendations of the Needs Workgroup. The Board sees this as significant and agreed that the National Source Group for Coaching should now lead on implementing the recommendations of the Needs Workgroup. The Needs Workgroup should be thanked for their work which goes a long way towards clarifying the direction for coaching within British Orienteering over the next few years.

The National Source Group had met on 23 November and asked the Board to approve:

- a) Changes to the Responsibilities section of the Terms of Reference – these the Board adopted (Appendix A).
- b) That focus of work to train and qualify coaches should be around a coaching qualification that enables a coach to deliver session independent of any form of supervision. There will remain some people for whom the UKCC Level 1 is appropriate but for mainstream orienteering the focus should now be on a coach qualification based on a revised UKCC Level 2.
- c) The place of continuous personal development (cpd) is also seen as key to the on-going development of coaches. Additional coach education modules should be offered to extend the knowledge and understanding of coaches and provide a resource for those who may want to be assessed as a UKCC Level 3 coach.

The Board agreed the changes to the terms of reference and the request to change focus made by the Source Group. It was recognised that the Scottish Orienteering representative had been unable to attend the meeting at late notice for very understandable personal reasons and that the view of SOA on the changed focus should be taken into consideration. Northern Ireland, Wales and England were all involved in the discussion at the meeting and supported the change in focus.

It was requested that a news item be posted to inform the membership of these changes, MH to action.<sup>5</sup>

### 4. Insurance Cover from 1 Jan 2014 (MH)

As agreed the insurance requirements of British Orienteering had been put out to tender after a period of 5 years with the current brokers, Worldwide Sports Insurance UK (WWSI).

The Board was provided with copies of the quotation received for insurance cover for 2014 and a summary drawing together the strengths and weaknesses of each quotation.

The Board agreed that, in light of the requirements of an increasing number of councils and landowners, the new policy should provide £10million of public liability cover, instead of the previous limit of £5million.

MH suggested the current brokers had provided an excellent service for 5 years however the quotation was considerably more expensive than the others being considered. On that basis continuing to work with them was ruled out.

Two other companies had provided very similar quotations and after discussion it was agreed to go with Perkins Slade on the basis that they work closely with the Sport & Recreation Alliance and understand National Governing Bodies of sport and their requirements.

MH was tasked to work with Perkins Slade to provide insurance cover for 2014 and to put in place the appropriate cover notes etc. as quickly as possible.<sup>6</sup>

### 5. Financial matters

#### November Accounts

The November management accounts had been circulated to the Board prior to the meeting.

The Board were reminded that there remains December transaction prior to the year end.

MH explained that there are a multitude of small variances on the budget versus actuals and these do make a considerable difference when taken together. At this time of the year the Board should consider actual costs against budget rather than the variances.

The major points drawn to the Board's notice were:

- a. Membership income in total is above budget but when the club and association fees are returned the British Orienteering membership income is down on budget by approx. £8,000. This is made worse by the cost of membership transaction fees, which are all borne by British Orienteering. When the less than budget income and the over budget expenditure are brought together the net membership income is £16,300 less than was budgeted.
- b. Levy income is down on budget with a shortfall at the moment of almost £35,000. This situation has been improving and will hopefully continue to improve but it is unlikely that we will make up on the poor start to the year due to the poor weather.

There are a number of other points worth identifying:

- c. Focus & membership mailings expenditure, the number of copies and mailings increased due to the new membership system and the reduction from 4 copies per year to 3 did not offset the increase in costs. The maintenance on the web is on target but the cost of financial transaction related to memberships is £3,600 over budget. Total overspend £8,446.
- d. Major Events, poor budgeting of both income and expenditure meant considerable variance but overall there is an expected £8,500 net surplus on budget.
- e. Other income includes £14,500 for the IOF Seminar and Coaching Conference; Trading and Training are over budget by £19,000; Athlete Contributions are £16,700 which is under budgeted income by £24,300 due to athletes paying for themselves at some camps and competitions.
- f. Development expenditure: Sport England expenditure is £18,300 under budget but will all be recoverable or carried forward to 2014. £10,066 of other expenditure is from the 'Multiday Fund' as was and is effectively from reserves on instruction from the auditors this has to be dealt with differently in 2013. This Multiday money has now been passed on to clubs that have applied for funding from the Fund. Training and trading are linked to item (e) above with the expenditure for the IOF Seminar and the Coaching Conference.
- g. Talent & performance expenditure, the overspend is covered by the Athlete contributions. WTOC 2012 legacy expenditure (£3,700) was not included in budget and will be covered from reserves and shown as a loss in the accounts.
- h. Salaries expenditure, staff positions have changed considerably during 2013 with a net impact of saving £5,177 to date.
- i. Governance expenditure is below budget by £5,400 although this amount could be covered by outstanding expenses for members of the Board, committee and groups.
- j. National Office & overheads shows savings on multiple items however the savings made by reducing postage and increasing the use of email are significant.
- k. Promoting the sport income includes an increased cost of producing resources.
- l. Finance expenditure includes increase in BACS transfers (mainly major events) and additional audit fees resulting from seeking advice regarding WOC 2015 and VAT.
- m. Income from Sport England includes £147,038 which is funding for the Jan-Mar 2014 period.

In summary the British Orienteering position is that we look to be moving towards a potential loss of £30,000 however this includes the overspends that the Board have agreed, £11,000 from the Multiday Fund, the WTOC legacy payment of £3,700 and the cost of the Commercial Manager all of which are expected to be paid from reserves, that is they will be shown as a loss in the accounts.

#### **2014 Budget**

MH explained that discussions with Sport England regarding the proposed changes to the staffing structure have only been resolved in the last few days and that the reforecast of the budget can now go ahead. Once complete the reforecast will be circulated to Board members with notes explaining the changes.<sup>7</sup>

SC raised the issue of publishing the budget and MH agreed that this will be done as soon as the reforecast is agreed and an explanatory note prepared.<sup>8</sup>

#### **6. Governance Matters**

- a. Update on progress organising the AGM

MH confirmed the planned schedule for the organising of the AGM.

It had been agreed that tenders would be sought from a number of auditors to provide audit services for the year ending 2014 accounts. The responses had been considered and BD/MH were recommending to the Board that the offer from the current auditors, Grant Thornton, should be accepted on the basis that the personnel delivering the audit were changed. The Board confirmed that they are in agreement with this approach and that Grant Thornton should be recommended to the membership at the AGM as the auditors for the 2014 Accounts. MH was asked to prepare a clear statement explaining the circumstances and rationale to the membership.<sup>9</sup>

The position of the membership, levy fees and club affiliation was discussed at some length and it was agreed that draft proposal(s) should be prepared for Board consideration in the February meeting. In particular the Board were in agreement that there should be no changes to the structure of the scheme proposed as the current scheme has not yet settled down but that consideration can be given to the raising of fees. Board members were very aware of the danger of leaving fees unchanged for a number of years, as this inevitably leads to a more significant increase at a later date; it may be more appropriate to have smaller but more frequent rises. BD and MH were asked to prepare suggestions for changes that the Board can consider.<sup>10</sup>

- b. Procedures to appoint Independent Directors  
SC was thanked for preparing the procedures. The Board approved the procedures (Appendix B).
- c. Recruitment of a third Independent Director to be appointed with effect from the 2014 AGM

MW apologised that due to work commitments this had not been progressed. Recruitment will commence immediately with the intention to appoint prior to the publication of the February edition of Focus. It is feasible that candidates from the previous recruitment process may wish to be carried forward.

Simon Greenwood SEOA has indicated that he is willing in principle to act as the Association Chair on the appointment panel. MW will forward the recruitment materials to MH on Monday so that the process can commence.<sup>11</sup>

d. British Orienteering Policies (with effect from 1 January 2014)

The Board ratified the Policies for 2014 and these are to be published as soon as possible.<sup>12</sup>

e. Gender balance

JH explained that there are two issues to be addressed, the situation regarding the Board and secondly the longer term matter of diversity at club and association level.

The Board were reminded that Government has determined, through Sport England, that Boards must have at least 25% of Board members male and female and that this is a contractual funding requirement with effect from October 2014.

The Board very much shared the views expressed by the membership at the 2013 AGM that the best person for the job should be either elected or appointed but had to take the pragmatic view and recognise the contractual requirement.

The options available were discussed with the following key points resulting:

- It is not planned to return a proposal to change the Articles for the consideration of the membership at the 2014 AGM.
- The current position is that 2 directors are female and 8 male; to meet the criteria of 25% of the Directors being female there must be 3 female directors out of the 10 Director positions. Currently there are 2 female directors, one being elected (JH) and the other being appointed as an independent (ED).
- 3 Directors step down but can be nominated for re-election at the next AGM. These are MW (Chair), SC (Vice Chair) and JH. Only 2 places are for election at the AGM. SC indicated that he did not intend to stand for re-election in 2014.
- If the 3<sup>rd</sup> appointed Independent Director is female *and* JH or another female Director is elected, or if two female Directors are elected, then the 25% target is achieved.
- In all other instances the 25% requirement will not be achieved. Contingencies were discussed whereby Directors may need to resign after the AGM to enable the Board to co-opt female Directors to meet the short-term requirement. It was recognised that this would not be a desirable scenario or a long-term solution.

It was agreed that MH should approach Sport England with this dilemma. However since it is a requirement on Sport England from Government it is unlikely it will be changed.<sup>13</sup>

The Board will be prepared to bring a longer term solution based on article changes back to the membership in 2015 if necessary.

The Board also agreed that we should offer to work with Sport England to consider gender/diversity at other levels of governance and the benefits of it.<sup>14</sup>

f. Association & Club Conference

Overall the Conference was seen to be well received. MH explained that the Conference report is yet to be published which is a reflection on workloads during this last two months. It is expected that the report will be finalised and published before the Christmas break. MH apologised for this situation which is as a consequence of staff changes and the priority work having to be dealt with.<sup>15</sup>

MH explained that the Conference has been reviewed internally and the following are the significant points:

- a. Venue worked well and was well received. The SOA and NIOA passed comment on the venue and the travel challenge.
- b. Notification of the detailed agenda should have been circulated earlier.
- c. There had been considerable positive feedback on the Conference with only one person passing comment on 'the state of orienteering in the UK'.
- d. The format of a themed conference appeared to go down well and several attendees have been in touch regarding how they are progressing the work within the club.

BD asked that facilitators be briefed prior to sessions in the future; MH agreed that this should be feasible.

The Board confirmed that planning for a Conference in 2014 should go ahead.<sup>16</sup>

g. Risk Register and Risk Management process

MH reported that staff are engaged in updating the register and strengthening the recording / documenting of how risk is mitigated. Once this work is completed it will be circulated.<sup>17</sup>

PB will continue his work to draw from the full risk register those risks that are strategic or major in nature that the Board should take a closer interest in and ownership of. Once drafted, PB will circulate to Board members for consideration.<sup>18</sup>

#### h. Governance Self-Assurance Report

The 2013 Assurance report had been circulated to Board members in November.

The outcome from the report is that British Orienteering is classed as 'Green'. The report summary stated:

"A green traffic light score was achieved by the British Orienteering Federation (see Appendix A). A green traffic light score was achieved in 2012. On the basis of the self assurance statement submitted and the evidence provided in support of the statement there is a reasonable governance, financial and control framework in place."

The key findings requiring action are:

##### "4.2 Governance

- We note the rejection of the diversity proposals at the AGM. This is a Sport England requirement and BOF will need to continue to address this in line with the 2014 timetable.
- Board terms of reference were implemented in 2008. Evidence of review should be attached to future submissions."

##### "4.4 Financial management

- The annual income and expenditure budget should be attached along with the accompanying board minutes confirming approval."

The Board noted these and action will be taken to resolve them. DM queried the Board succession plan and MH stated he will circulate the draft for discussion.<sup>19</sup>

#### i. To note progress in delivering the Governance Action Plan agreed with Sport England

The Board noted the state of the Action Plan agreed with Sport England. As discussed previously the significant requirement is to address the gender / diversity issue of the Board.

## 7. Operational Plan (MH/BD)

### 2013 Operational Plan

The Board had been circulated a review of progress in delivering the 2013 Operational Plan prior to the meeting.

MH explained that the introduction was the original and had not been updated but that each of the work areas has been updated with summaries of the work achieved and where work is to be carried forward into 2014.

Significant successes in 2013:

- a) Xplorer has been a big hit with partners, mainly local authorities
- b) Increasing participation programme has been delivered from scratch, a real achievement and major resource/time commitment
- c) There are now 530 schools registered with British Orienteering, almost doubling the number of schools we communicate with
- d) Major events ran well and profitably
- e) A Major Events Manager, Sally Pygott, was appointed with a clear brief to enhance our major events
- f) UK Orienteering League ran for the inaugural year, lots to improve but a significant start
- g) IOF Events Seminar run successfully
- h) Rules of orienteering, Competition Rules and appendices completely re-written and presented in a more modern language and style
- i) The talent programme hit its targets and is well on the way to being consolidated as a programme
- j) Performance at WOC hit targets and was run on a much reduced budget
- k) Membership & levy schemes have been well administered with few complaints and considerable praise
- l) Independent Directors are now established and the first 2 are in post
- m) Volunteer Needs Work Group reported back to the Board with recommendations and action plan adopted
- n) Coaching Needs Work Group have presented recommendations to the Board for consideration
- o) Commercial consultancy with 4 Comms was insightful and valuable producing recommendations that led to the appointment of a Commercial Manager

Significant challenges during 2013:

- a) RunChallenge has not met targets and the delivery of the programme is being modified for 2014
- b) Work to develop and promote good practice around local events has been delayed and will now be delivered in 2014 as a part of the development programme
- c) WOC 2015 has been challenging and there remain issues to be addressed

- d) Coaching at all levels continued to be a drain on resources; the recommendations of the Coaching Needs Work Group needs to be implemented as soon as possible
- e) Staff turnover has been high and there remain positions to be filled; the use of volunteers to fill a variety of roles has been successful in some instances but challenging in others

### 2014 Operational Plan

The latest draft was provided to Board members on the day. MH apologised for the lateness of the plan and asked that Board members consider it after the Board meeting raising any queries or suggestions they may have. There remains some work to complete on the plan but it does provide an insight into the work scheduled to be delivered. The plan does not include the day-to-day work of staff and volunteers.<sup>20</sup>

### 8. Staffing Update

MH provided an updated staff chart (organogram) and explained recent discussions with Sport England that impact on the chart. In brief Sport England provided core funding from 1 April 2013 for approximately 60% of 5.1 FTE (Full Time Equivalent) staff. If this number of staff is decreased Sport England agree to maintain the overall level of funding providing the percentage of core staff they fund remains at a similar level with any funding above this that is released being moved into the infrastructure funding which supports the increasing participation funded programme.

Now this is understood the 2014 Budget and the related staffing structure can be finalised.

The proposed staffing structure will be published in due course.<sup>21</sup>

The Board queried MH on the staffing structure and agreed that it be implemented as soon as possible.

MW, the Chair, then asked MH to leave the meeting. Minutes to this section of the meeting are held by the Chair.

### Performance Monitoring

#### 9. Review progress increasing participation

MH reported on progress to date explaining that the statistics are up to 10 December 2013. The Board was asked to note that there remain over 50,000 participant runs outstanding for which we are waiting age categorisation. There are also almost 4 months of Sport England year 1 remaining.

	<b>Aged 13 &amp; younger</b>	<b>Aged 14 to 25</b>	<b>Aged 26 &amp; older</b>	<b>Subtotals</b>	<b>Disability</b>
Events	43,876	23,655	97,316	164,848	
Activities – Club	12,892	6,950	28,594	48,436	
Activities – non-club	56,373	33,436	34,135	123,943	
Xplorer	4,753	3,265	1,580	9,598	
RunChallenge	53	339	710	1,102	
<b>Subtotals/Total</b>	<b>117,947</b>	<b>67,645</b>	<b>162,335</b>	<b>347,927</b>	<b>1,794</b>
Sport England Target		75,497	188,030		1,186
Sport England Deficit		7,852	25,695		

There have been mixed successes in developing and implementing the programme during 2013. It has taken a significant amount of work to produce the products, promote them, negotiate contracts with partners and then train deliverers and deliver the programme. Probably the biggest challenge has been to gather the data about participation.

The review of the programme is on-going but to date the following points can be highlighted:

- a) Data collection has undoubtedly been one of the biggest challenges.
- b) Xplorer has been successful and achieved the targets set. Local Authorities love the product, it helps them with their targets for park usage and they can make a small income from their activities. 22 Local Authorities signed up for the programme in 2013.
- c) Xplorer is a robust product that has a wide ranging market of people/organisations wanting to deliver it, lots of people have shown interest in the product and there have been few difficulties getting buy-in. The product requires few changes, perhaps the addition of some different sets of control cards.
- d) Feedback from participants on Xplorer has been overwhelmingly positive.
- e) Xplorer unfortunately has a percentage of participants that lie below the 14 age level which is the lowest age criteria set by Sport England. Removing the under 14s has almost halved the participant count.
- f) RunChallenge when delivered by our Local Authority partners has failed. In hindsight it was probably inevitable as partners see Xplorer being easier to stage, less time consuming and so focus on the delivery of Xplorer. RunChallenge was also produced to meet a target group that wanted a social experience and inevitably there is therefore a need for a larger group (probably 25 plus) participating. Where this has happened the response has

been positive unfortunately this makes it far harder to grow a RunChallenge group to the necessary size, often the first session has been only small numbers and this is then seen by participants as not being a social experience.

- g) Where British Orienteering staff have delivered RunChallenge to a target audience of 25 or more it has been successful with a very positive response and participants wanting to come back to the next session. This points towards a different delivery mechanism than we have tried during 2013.
- h) Work at a national level with deliverers that have been identified as suitable to deliver Xplorer or RunChallenge has been extremely fruitful, we have contracts in place with a number of deliverers for 2014 as well as some very positive responses from partners where we have trialled activities during 2013. Some of the numbers of participants involved have been excellent.
- i) As a consequence of the work with national partners we have been looking at the wider world of orienteering delivered as a recreational activity or as a tool for personal development and these are areas of work we will be looking at in more detail in 2014. Our current rough estimate is that there are potentially around 750,000 participant runs per year across the potential partners compared to the 180,000 participant runs across our events.
- j) Staff changes within the programme remain challenging and it is important we increase the number of staff working in the programme

MH agreed that once the review is complete and the delivery plan for 2014 confirmed he will update Board members.<sup>22</sup>

## 10. Rules of Orienteering and associated documentation

The Board thanked Helen Errington (HE) for her excellent work in updating the presentation of this documentation. The response to date had been positive from members and HE is hopeful that any additional typos and errors in the documents will be brought to her attention.

SC reported that Events & Competitions Committee had agreed that Event Officials Group would co-ordinate the process of future rule updates, with inputs from other specialist groups as appropriate, but that the task of actually making the amendments to the rules could be done separately from deciding what those amendments should be.

MH explained that HE had agreed to act as 'writer' for these documents during 2014 provided she was given clear brief about any changes required by Events & Competitions Committee. The Board was very appreciative of this offer and thanked HE.

## 11. Performance Monitoring Report

The Board recognised the participation figures needed to be updated. No further queries were raised.

## Standing Items

### 12. Association Matters

The following matter had been raised by associations:

- a) SC reported that SEOA had raised the issue of English representation on Steering Groups, and had requested that the current membership of the various Steering Groups be posted on the website. It was agreed that the Board should nominate a person from England to act as the liaison person for the English Associations on each Steering Group. MH was tasked to include this within the terms of reference for the groups. This person will be responsible for canvassing opinion from the English Associated on relevant matters, and will also be available as a 'contact' person within England for members to get in touch with if they feel strongly they have a view that needs to be taken into account.<sup>23</sup>
- b) SC reported that SEOA had, in light of their experiences with BOC2013, expressed concern that the current division of responsibility for the administration of Major Event finances between British Orienteering and the Event Treasurer was not particularly efficiently, and had suggested that it would be better for one or other party to take sole responsibility in future. MH to communicate with Sally Pygott about this.<sup>24</sup>
- c) JH reported on her attendance at two British Schools Orienteering Association Meetings. In particular on the BSOA intention to commission the development of lesson plans to be offered to support non specialist teachers wanting to introduce Orienteering into the curriculum. The Board welcomed this intention to develop resources to encourage and support more orienteering activities within schools; however a British Orienteering staff member has very recently started to develop a number of learning programmes to be marketed to schools. JH was asked to liaise with BSOA to discuss how we can ensure that the work of BSOA and British Orienteering is complementary in supporting different aspects of schools orienteering.<sup>25</sup>

### 13. Steering Group and Committee Matters

Since the last Board meeting issues include:

- a. E&CC: The proposed process for Rule amendments had already been discussed under item 10. No further issues were raised directly with the Board following the Conference call meeting held on 10 December.
- b. Schedule of meetings for groups planned for Winter/Spring into 2014. The National Source Group for Coaching had met and their issues dealt with elsewhere in the agenda.  
MH reported that groups have been communicated with and the remaining Steering Groups are due to meet in late January into February. Now that the Board had taken decisions regarding the Strategic Steering Group that will also be scheduled to meet during the same period.
- c. Update on the recruitment and appointment of Chairs for the Steering Groups  
Recruitment has started and members asked to indicate their interest. MH was asked to follow up the initial advert/news item with another news item as soon as possible.<sup>26</sup>

#### 14. IOF matters

IOF Council nomination: the Board was asked to nominate Brian Porteous to stand as an IOF Council member. The Board agreed that Brian should be nominated and asked MH to respond to the IOF on behalf of the Board.<sup>27</sup>

The matter of resolving the IOF position on sponsorship for WOC 2015 was highlighted and MH reported that Brian had agreed to let British Orienteering know the position before Christmas.

#### 15. WOC 2015

MW was able to inform the Board that the Steering Group have now agreed a working budget.

MH reported that after discussions with the Event Director, Paul McGreal the following matters are worthy of reporting to the Board:

- a) Paul is recommending that there should be a single Steering Group overseeing delivery of both WOC 2015 and the Scottish 6 Days event which is taking place in parallel to WOC.  
There have been and continue to be many issues arising that cannot be addressed by the separate organisations in an integrated manner. Although many of the issues could be dealt with by good communications between WOC and S6D people it is the combined weight of these communications and speed/timing of decision making processes that is side-lining the WOC. The S6D have a good set of procedures and project plan that is well practiced and this is moving forward in spite of the WOC. Giving WOC 'personality' and 'status' in this situation is a major problem for the Event Director and one that we need to find a quick solution to. A joined up top level Steering Group is a potential way of addressing this.
- b) Sponsorship and commercial enterprise is also causing some problems and after a meeting between the Event Director, our Commercial Director and MH we agreed that we need clarification from the IOF before our Commercial Manager spends time trying to generate income. Brian Porteous the IOF President has been involved in discussions and we are awaiting clarification from him – promised before the end of the year.
- c) A project plan is now in place and has been updated recently at the Organising Committee. The Steering Group will be considering this plan at their next meeting.
- d) Organisationally the group is being brought together with a vision by the Event Director. There remain two significant holes in the organisation, Marketing Manager and Commercial Manager, the latter depending on the position of the British Orienteering Commercial Manager once we understand the IOF position.

MH stated that he now believes this is the area of greatest risk to British Orienteering both financially and in terms of image. There is agreement that the event is likely to be successful 'in the forest' but the opportunity to project orienteering and build on our image by staging a major international event 'out of the forest' is in need of considerable work.

JF and BD expressed concern about the need for early progress on the legal/commercial contractual issues around WOC and the Scottish 6 Day event, and for the need for absolute clarity on organisational rights and responsibilities around finances and individual executive responsibilities.<sup>28</sup>

The question was also raised as to whether British Orienteering has sufficient staffing resource and expertise to address these issues or whether further consultancy/temporary resource was required. MH responded that additional resource would be appreciated. MH tasked to consider these issues as a matter of some urgency.<sup>29</sup>

#### Closing business

#### 16. Any Other Business

##### Charity Events

A request for the Board had been received to consider each club being able to stage 1 charity event per year that would not incur levy.

After discussion the Board agreed that this request should be turned down. There were a number of factors taken into consideration including the work involved in managing such an agreement and the complication of some bodies within orienteering being charities. MH was asked to respond to the club regarding this decision.<sup>30</sup>

## NWOA Request

A request had been received from the NWOA Chair asking for consideration to be given to paying clubs whose areas are used for Major Events for the use of areas/maps in lieu of producing a fresh map if a full resurvey is not required. The Board discussed this at some length and felt that further communication was required to understand more fully the issues. In particular the Board wished to understand if this was a matter of changing the existing policy or of resolving a particular situation possibly with JK 2015. MH was asked to communicate with the NWOA Chair and clarify the situation prior to the Board meeting in February.<sup>31</sup>

## 17. Communications: messages to be given

It was agreed that the minutes would be completed quickly in order for them to be published prior to Christmas.

## 18. Future meeting

The following dates were presented to the Board for meetings held during 2014:

Mon 10 Feb	Conference call	Confirmed
Weds 5 Mar	Meeting National Office	
(Frid 18 Apr	AGM)	Confirmed
Mon 5 May	Conference call	
Wed 18 Jun or Sat 21 Jun	Meeting National Office	
Mon 8 Sep	Conference call	
Wed 24 Sep or Sat 27 Sep	Meeting National Office	
Mon 10 Nov	Conference call	
Wed 10 Dec or Sat 13 Dec	Meeting National Office	
Other dates: Saturday 18 Oct, Club & Association Conference		

MH was asked to circulate Board members with a Doodle request to clarify which day of the week each meeting should be held on

## 19. Meeting close

There being no further business the meeting closed at 17:30 with the Chair thanking members for their contributions.

### Next British Orienteering Board meeting:

**Conference Call Monday 10 February (to be confirmed) – Agenda to be confirmed**

**Wednesday 5 March 2014 (to be confirmed)**

### Provisional Agenda items:

- Governance, Self-assurance & action plan
- Review talent & performance programme
- Finance: Budget 2014
- Finance: Management Accounts
- Association & Club Conference
- AGM 2014 Preparation
- Levy scheme review
- Rules of Orienteering 2014
- Additional declarations of interest (Standing item)
- Increasing participation report (Standing item)
- Performance Monitoring Report (Standing item)
- Committee/Group matters (Standing item)
- Association matters (Standing item)
- IOF matters (Standing item)

## Appendix A: National Source Group for Coaching Terms of Reference

The group recommended the following Terms of reference to the Board:

The National Source Group for Coaching (NSGC) consisting of experts meeting annually to inform, support and monitor delivery of the coaching aspects of the British Orienteering Strategic and Operational Plans. NSGC will also provide a forum for the views and needs of the national associations to be expressed as is required by various government and qualifications agencies.

### Authority

Authority is delegated to the group by the Board of British Orienteering to coordinate, support, oversee and monitor the delivery and development of coaching in orienteering on a UK wide basis. The group will ensure that the British Orienteering programmes and Coaching Framework are aligned with the vision, values and strategic objectives as determined by the Board and that, where possible, there is alignment between the British Orienteering programmes and similar programmes being delivered by the national associations.

### Composition and Membership

The group is required to be representative of the sport across the UK and shall consist of:

- Group Chair who will be appointed by the Board
- 3 experts each able to share ideas and represent the views and needs of their national associations (NIOA, SOA, WOA nominated by their associations)
- Talent & Performance Manager or delegate
- National Development Manager or delegate
- Invited technical and or coaching experts as required; maximum number 2
- sports coach UK Relationship Manager
- A Director appointed by the Board to liaise between the Board and the group
- The Chair and Chief Executive of British Orienteering have the right to attend

### Responsibilities

The National Source Group for Coaching is responsible for:

1. Advising the Board on the strategic development of coaching; this will support the Board in establishing a vision for orienteering and a strategic plan for the development of orienteering in the UK.
2. Ensuring that the needs and coaching requirements of partners are met, where possible, in the plan for the development of coaching. Partners include: orienteering clubs, regional and Home Country Associations, sports coach UK, UKCC Endorsement Agencies, Awarding organisations and funding agencies.
3. Approving the required service level agreements and submissions between British Orienteering and the qualification agencies and awarding organisations.
4. Reporting progress in delivering the coaching plan and any issues arising to the Board
5. Agreeing the development of sports specific criteria for the coaching qualifications and ensuring that the resources are suitable for the delivery staff and the trainee coaches.
6. Monitoring and evaluating the implementation of the coaching development plan across the Home Countries / regional associations.

### Reporting Structure

The group will report to the Board annually for the December meeting and where appropriate at other times. Minutes of meetings will be published on the British Orienteering website. Any member of the group with special responsibility will report directly to the group.

### Meetings

Meetings are held in accordance with the British Orienteering Meeting Guidelines and at least one meeting per year will take place.

## Appendix B: Independent Director Appointment Policy

### 1. Purpose of this policy

- 1.1. The process for the appointment of independent directors is stipulated in the Articles of Association as follows:

#### **30. Appointment of independent directors**

*30.1 Independent Directors shall be appointed by an Appointments Panel established by the Board.*

*30.2 The Appointments Panel for the purposes of Article 30 shall consist of a Director of the Board, a Constituent Association Chair and a non-member of British Orienteering, all appointed by the Board.*

*30.3 The Appointments Panel shall appoint each Independent Director by 31 December immediately prior to the AGM at which the term of office of that Independent Director commences, but a person so appointed shall not assume the office of Independent Director until the conclusion of said AGM.*

- 1.2. The purpose of this policy is to provide guidance on those aspects of the appointments process which are not stipulated in the Articles.

### 2. Basic principles

- 2.1. Appointments of Independent Directors should be made on merit, having due regard to the balance of skills, knowledge and experience required on the Board.

### 3. Composition of the Appointments Panel

- 3.1. The Chair of the Board of Directors should normally take the position on the Appointments Panel allocated to “a Director of the Board”. If the Chair is unable to perform this role in any given year, an alternative Director will be chosen by the Board.
- 3.2. The position on the Appointments Panel allocated to “a Constituent Association Chair” should rotate around the Constituent Associations in turn, so that ideally each Constituent Association would supply a member of the Panel once every thirteen years. A rota of Associations covering the next thirteen years will be maintained as an Annexe to this document. The invitation to serve on the Appointments Panel will first be offered to the Chair of the Association specified for that year in the rota. If that Association Chair is unable to perform the role, the invitation will be offered to the Chair of the Association specified for the next year in the rota (and so on). The rota of Associations will be updated annually according to the following principles:
- The Association whose Chair has served on the Appointments Panel in any given year will next be scheduled to supply a member of the Panel in thirteen years’ time.
  - If the Association whose Chair has served on the Appointments Panel in any given year is not the Association who was originally scheduled to supply a member of the Panel in that year, then the Association who was originally scheduled to supply a member of the Panel in that year will take the place in the rota previously occupied by the Association whose Chair actually did serve on the Panel in that year.
- 3.3. The position on the Appointments Panel allocated to “a non-member of British Orienteering” should be filled by an individual who is clearly independent of British Orienteering. This individual should also be clearly independent of British Orienteering’s major funding partners, and should be able to contribute relevant skills and knowledge to the appointments process. The Sport and Recreation Alliance may be helpful in identifying such an individual.

### 4. Re-appointment of Independent Directors

- 4.1. Eligibility for reappointment of Independent Directors is governed by the Articles, which state:

#### **30. Eligibility for more than one term of office as a Director**

*30.1 Any elected Director may serve up to two further terms of three years if re-elected and any Independent Director may serve up to two further terms of three years if re-appointed.*

- 4.2. If the Independent Director whose term of office expires in a given year is eligible for a further term of office and has indicated that they are willing to serve as a Director for a further term, the Appointment Panel may decide to re-appoint that Director without an open application process. The Panel should interview the Independent Director before making this decision.
- 4.3. If the Appointments Panel do decide to open the position up to applications, the Independent Director whose term of office is expiring will, assuming they are eligible for a further term under the Articles, be allowed to apply on an equal basis with other candidates.

### 5. Advertising

- 5.1. As a minimum, Independent Director vacancies should be advertised on the British Orienteering website and on the websites of the four Home Country Sports Councils, UK Sport, the Sport and Recreation Alliance, and Sporting Equals. Consideration should be given to advertising elsewhere as appropriate.

5.2. Adverts for Independent Director vacancies should make clear the commitment required from Independent Directors, and may specify preferred areas of skill or knowledge to meet identified gaps in the skills of the current Board members.

#### Annexe – Rota of Associations

The Chair of the specified Association will be invited to serve on the Appointments Panel which will convene in the autumn/winter of the specified year to appoint Independent Director(s) to take office at the AGM in the subsequent year.

2013	SEOA	2020	WMOA
2014	NWOA	2021	NIOA
2015	EMOA	2022	SWOA
2016	WOA	2023	YHOA
2017	SCOA	2024	EAOA
2018	BSOA	2025	SOA
2019	NEOA		

Scott Collier (Sep 13)

## Action List from the December Meeting

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- <sup>1</sup> Minutes: Reconsider the level of funding provided to the performance squad when the 2014 budget is reforecast (MH)
- <sup>2</sup> Strategic Plan: Strategic Steering Group to consider:
  - the vision for orienteering
  - the podiums aspect of the vision
  - the criteria used to reflect British Orienteering's position
  - what British Orienteering and orienteering might look like in 2020
- <sup>3</sup> Strategic Plan: The Board to nominate an England representative to liaise with the English associations (SC)
- <sup>4</sup> Strategic Plan: Focus group to be established from members for the Strategic Steering Group to consult with (Steering Group)
- <sup>5</sup> Coaching within British Orienteering: Inform membership of the changes proposed by the National Source Group for Coaching (MH)
- <sup>6</sup> Insurance: MH to work with Perkins Slade to provide insurance cover for 2014 as quickly as possible (MH)
- <sup>7</sup> 2014 Budget: to be reforecast and circulated to the Board (MH)
- <sup>8</sup> 2014 Budget: Explanation of the Budget to be prepared for membership/public release (MH)
- <sup>9</sup> AGM: Clear explanation to be provided to members regarding the decision to continue with Grant Thornton as auditors (MH)
- <sup>10</sup> AGM: A proposal regarding membership, levy and affiliation to be drafted for the Board to consider prior to the AGM (BD/MH)
- <sup>11</sup> Governance Matters: MW to forward details for the recruitment of the 3<sup>rd</sup> independent director to MH for publication (MW)
- <sup>12</sup> Governance Matters: Policies 2014: Updated 2014 Policy booklet to be published as soon as possible (MH)
- <sup>13</sup> Gender: MH to approach Sport England regarding the gender balance on the Board issue to try to negotiate a way through the predicament (MH)
- <sup>14</sup> Gender: Offer to be made to work with Sport England to consider gender/diversity at levels other of governance below the Board and the benefits of diversity (MH)
- <sup>15</sup> Club & Association Conference: report to be published as soon as possible (MH)
- <sup>16</sup> Club & Association Conference: planning to commence for 2015 (MH)
- <sup>17</sup> Risk Register: once updating the register and strengthening the recording / documenting of how risk is mitigated is completed register to be circulated (MH)
- <sup>18</sup> Risk Register: PB to determine the strategic risk and circulate to the Board for consideration (PB)
- <sup>19</sup> Governance Self-Assurance: MH to circulate the succession plan for directors
- <sup>20</sup> 2014 Operational Plan: To be circulated when updating is completed (MH)
- <sup>21</sup> Staff Structure: To be published once confirmed (MH)
- <sup>22</sup> Increasing Participation: Once review is complete it is to be circulated to Board members (MH)

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- <sup>23</sup> Association Matters: Board to nominate a person from England to act as the liaison person for the English Associations on each Steering Group. MH to include this within the terms of reference for the groups.
- <sup>24</sup> Association matters: MH to speak to SP regarding the responsibility for financial administration at major events (MH)
- <sup>25</sup> Association matters: JH to communicate with BSOA regarding the development of resources for schools (JH)
- <sup>26</sup> Steering Groups: MH to follow up the recruitment news item with a further push to recruit members as chairs of the groups (MH)
- <sup>27</sup> IOF Matters: Board to nominate B Porteous for a place on the IOF Council (MH)
- <sup>28</sup> WOC 2015: MH to communicate with Paul McGreal regarding the need for early progress on the legal/commercial contracts and developing absolute clarity on the organisation rights and responsibilities associated with financial and individual executive responsibilities (MH)
- <sup>29</sup> WOC 2015: MH to consider whether British Orienteering has sufficient staffing resource and expertise to address the legal/contractual issues facing WOC and whether further consultancy/temporary resource was required. MH to report back to the Board as soon as possible. (MH)
- <sup>30</sup> Charity Events: MH to communicate with the club the Board decision regarding the request that each club should be able to stage 1 charity event per year that would not incur levy (MH)
- <sup>31</sup> NWOA Request: MH was asked to communicate with the NWOA Chair and clarify the situation prior to the Board meeting in February (MH)