

Board of Directors

Wednesday 17 December 2008; 11:15

The Whitworth Centre, Darley Dale, DE4 2EQ

www.thewhitworthcentre.co.uk/location.htm



Minutes

Attendees:

Neil Cameron	David May
Peter Christopher	Ed Nicholas
Mike Hamilton	Jenny Peel
Roger Hargreaves	Martin Ward
Lyn West	

Laura Young – Minute taker

Item	Subject
Opening Business	1. Apologies NC welcomed everyone to the meeting and thanked them for their attendance. NC congratulated JP and Dave Peel on the birth of their son Oscar. CJ had previously tendered his apologies for the meeting.
	2. Declarations of interest There were no additional declarations of interest.
	3. Minutes of the October Board meeting The Board approved the minutes of the October Board meeting.
	4. Action list, outstanding actions & questions NC took Board members through the Action list. LW noted that regarding Action E (CCPR Outdoor Pursuits Division) she was willing to represent British Orienteering on the division if Board members agreed. The Board approved and thanked LW for volunteering.
	5. Notification of AOB LW wished to raise the issue of the £2.00 discount at events, the implementation of a combined British Orienteering Championships, and the Levy for 2010 as items to be taken under any other business. NC noted that these could be taken under the Events Committee report as Item 9.C. MH wished to raise the issue of supporting nominations for IOF Event Advisors. This would be taken under AOB.
Governance	1. AGM
	a. To agree draft proposals & note arrangements Board members made amendments to the draft AGM booklet including allocating proposers and seconders for agreed proposals. Staff members would prepare a final draft of the AGM booklet to be reviewed by the Board at the February 2009 Board meeting. Amendments to the wording of the levy and membership proposals were discussed to include reverting to the previous year's decision on fees should a proposal be rejected at an AGM. Questions were raised regarding whether or not this would contradict the Memorandum and Articles of Association.

Action 1: MH to check if such a change to wording would contradict the Memorandum and Articles of Association. If not, the wording to the proposals would be changed. (MH, by 19th February 2009)

MW noted that proposals should be accompanied by detailed supporting statements outlining the rationale for proposals made. Board members also suggested including any relevant calculations in supporting statements to show members how proposals had been reached.

Action 2: Example calculations to be included in the supporting statements for proposals in the 2009 AGM booklet. (Staff, by 25th February 2009)

LW noted that the deadline for proposals was 19th February 2009.

b. Election of Directors

NC explained that members had been made aware, via the website, that PC, CJ and JP would be standing down as Board members. CJ and PC would not seek re-election and JP would decide in the New Year whether or not she would stand.

NC asked Board members to encourage anyone they felt suitable to stand for election as a Director. NC noted the importance of outlining the current and required skill profiles of Board members to allow members to highlight and, seek to fill, any skill gaps identified.

Action 3: Directors to work on short skill profiles for themselves and the Board as a whole to circulate by email. (Directors, by 17th January 2009)

NC noted the importance of producing a paper, to accompany the AGM booklet, outlining the details of the Director election voting procedure.

Board members requested greater clarification in the written voting procedure to explain that certain errors would render a voting paper invalid.

LY informed the Board that the AGM would be held at The Bluebell Hotel, Belford on Saturday 11th April 2009.

Board members discussed possibilities for encouraging attendance at the AGM. LW suggested a 'Discussion Item' on the agenda, a topic that would encourage members to express their views.

Action 4: Board members to consider possibilities for publicising and encouraging attendance at the AGM. To circulate ideas by email. (Directors, by 17th January 2009)

2. Review the operation of the Board

Board members reviewed the results of the questionnaires completed at the October Board meeting.

MH noted that Board members were unanimously in favour of increasing the amount of 'interactive' and 'group' sessions in Board meetings.

PC explained that there was a volume of necessary topics and issues to cover in Board meetings. Suggestions for dealing with this issue were to increase the number of meetings or earlier production of papers to ensure meetings were focused on checking and agreeing topics and discussion could be conducted prior to the meetings by email.

MH suggested that the Board needed to be prepared to delegate tasks and responsibility to staff.

NC suggested putting aside 5 or 10 minutes at the end of the meeting to review what issues came to the meeting and if any could have been dealt with prior to the meeting.

PC suggested having items on the agenda that were only to be received and noted and to have email dialogue to discuss issues prior to the meeting. PC noted that there was a difference between items to discuss and those to note.

Board members agreed that much of the discussion on some items could be done prior to the Board meetings as long as the papers were circulated in good time.

MH noted that they would mean changing the preparation work schedule for meetings. MH also pointed out that the Board governed the business of orienteering and not the just the sport of orienteering.

MW suggested using a timed agenda and NC responded by explaining that the agenda structure had been changed to work on more of a macro level. Each issue was broken down into sub-issues.

Board members agreed they favoured the structure of the 'new' agenda.

NC supported PC suggestion by explaining that issues could be discussed prior to the meeting and then time could be allocated in the meeting to formalise decisions made.

Action 5: NC asked Board members to look at the next meeting agenda when it was circulated and feedback any issues/topics that could be removed/dealt with by email or that required more in-depth discussion. **(Board members, by 25th February 2009)**

DM raised a query regarding the control the Board held over its subsidiary committees and groups. DM suggested there was no mechanism for identifying or dealing with any committee that exceeded its authority or did not make decisions that fitted with the strategic aims of British Orienteering.

EN noted it was not always possible to keep up with committee/group membership. NC responded by suggesting that it was the role of the Chairs, some of whom are Directors, to brief the Board with any issues.

LW suggested that with the current action to ratify Chairs of committees and groups for 3 years this was a time to be looking at the committee and group objectives and whether they were working strategically.

Action 7: DM to draft a paper considering the possible mechanisms for monitoring the work of committees and groups. To circulate prior to next meeting **(DM, by 12th February 2009)**

EN suggested a discussion at the next meeting considering closer staff and director liaison. NC noted that this would be an agenda item for the next meeting.

MH and LY temporarily left the meeting

3. Remunerations Group: to adopt the Terms of Reference

Board members formally adopted the amended Terms of Reference for the Remunerations Group and were informed of the decision regarding the Chief Executive's salary for 2009.

4. Trail O: To receive an update on the progress of discussions with significant people from Trail O

Board members noted the report of the October meeting regarding Trail-O. They then discussed the Trail O Committee terms of reference and acknowledged the importance of getting Trail Orienteering more integrated into mainstream orienteering. MH and NC were delegated to refine the draft Terms of Reference which would be discussed with key figures within Trail Orienteering and a final draft would be presented to the Board at the next meeting.

5. Receive the 2008 SE/UKS Self Assurance Report

Board members noted the SE/UKS Self Assurance Report and thanked MH for his work on the report.

6. Agree the procedure for taking decisions by email

Board members noted and agreed the draft paper finalising a procedure for taking decisions via email. It was hoped this could reduce discussion times in the meeting and allow more agenda items to be covered.

DM suggested extending the paper for use by other committees and groups. NC explained that once it was clear the procedure was successful at Board level it could be distributed and adopted more widely where committees and groups saw the need.

Action 8: If the decision by email procedure proves to be successful, promote to other committees and groups. **(NC, Future action)**

After some small amendments, the paper would be circulated by email to Board members for ratification.

7. Ratify the updated Appeals Policy & Procedure

RH noted that a footnote should accompany Item 14.1 in the policy to further explain what the 'Sports Dispute Resolution Panel' was.

Board members accepted the Appeals Policy and Procedure as a working draft and decided on a £20 fee for all appeals made until the end of 2009 and beyond that until any further decision was made.

8. Consider the governance issues surrounding clubs joining multiple associations

Board members discussed the paper relating to clubs who affiliate to multiple associations.

Board members agreed that they didn't want more clubs to have dual association affiliation

It was noted that this item had implications for the Events Structure discussions later in the agenda and would therefore be considered with Item 2:9:C

Board members discussed the process for appointment and re-appointment of committee and group chairs. Committee and groups would be required to reconfirm their Chairs and their internal memberships every 3 years. Chairs would only be able to serve a maximum of 3 terms.

Action 9: MH to change the Terms of Reference of committees and groups to coincide with details outlined in paper. **(MH, by 25th February)**

Board members were happy to approve the principles of the paper with agreed amendments. The paper would be ratified at the February meeting. Appointment and re-appointment of Chairs would proceed onwards at the remaining Board meetings throughout 2009.

9. Receive committee reports

International Committee – 6 December 2008

Board members received the draft International Committee minutes. LW noted that she was unable to attend the February Board meeting when International Committee wished the Board to discuss changes to the FCC Final.

Action 10: LW to circulate the original proposal for changes to the FCC Final produced by Gareth Candy and the Junior Competition Group's response to the proposal. **(LW, by 17th January 2009)**

NC noted that it wasn't currently for the Board to take a decision on the proposal. It was necessary to ensure all parties with a viewpoint be consulted and then a decision made.

b. Coaching Committee – 8 November 2008

The Board noted the Coaching Committee minutes and requested that Keith Marsden, if available, give them a personal update on the current position with regard to the implementation of UKCC awards and the general coaching situation.

Action 11: MH to ask Keith Marsden to attend the February Board meeting and brief the Directors on the current progression of UKCC awards and the general coaching situation. **(MH, ASAP)**

c. Events Committee – 8 November 2008

LW raised a number of issues arising from the last Events Committee meeting

Board members discussed the implications of holding a combined British Orienteering Championships on a fixed date in the fixtures calendar. EN suggested that the event should be a combined Championship but that having a fixed date may prove problematic. JP noted that if emphasis was to be placed on the elite competing at the event then Events Committee should consult International Committee about the most appropriate time to hold the event in their training calendar.

Events Committee had tasked Mike Forrest and the Major Events Group with investigating the viability.

Board members intimated that they favoured a combined British Orienteering Championship to be held on the best terrain and therefore dates may need to be negotiable. They also accepted that if all ideal aims could not be met, then the "right" of

Associations to host the event in turn may need to be removed.

LW noted the decision made regarding the map scales for the Graythwaite National Event. LW explained that there had been further developments since the meeting. Board members supported the decision taken by Events Committee.

NC noted Action 8 from the Events Committee minutes that requested a specific agenda item on the Board meeting agendas for Events Committee. NC explained that this would not currently be possible but if LW noted any issues to NC in advance of the Board meetings discussions would be included.

Board members went onto discuss the £2.00 discount for local members at events within their association and the distinction necessary between activities and events.

Board members agreed that events would be defined as anything run in accordance with specific guidelines, running courses and/or producing a set of results. Activities would be defined as training activities, coaching etc... but that did not produce results or run a specific course.

MH noted the importance of enhancing the package of benefits to encourage membership across all levels of membership.

The Board decided that levy would be payable on all National, Regional and Local events and NOT on activities. Board members delegated responsibility to MH and staff to deal with any events/activities that proved to be anomalies.

Conscious of keeping benefits for members, the Board decided that the £2.00 discount for local members in their designated association should be offered at all National, Regional and Local events but not activities. Board members agreed that this would be the guidance given to clubs.

DM questioned whether there would be a shortfall in the number of controllers needed by the new events structure. LW explained that there would be a short and long term issue and that Rules Group had been tasked with establishing the skills needed by controllers at National, Regional and Local level.

Fixtures Group wished to raise the issue of the lack of financial allocation given to developing the online event registration system. The Board noted their comments on the size of the budget for the development of the online event registration system.

Strategic Issues

1. Whole Sport Plan: receive a progress report

MH briefed the Board on the current work to amend the Orienteering Whole Sport Plan where necessary to align with the final Sport England funding submission.

Sections of the Whole Sport Plan were being made available to members via FOCUS and the website.

2. Receive submitted final version of the NIOA Strategic Plan & funding submission

Board members praised Phillip Baxter for the quality of work produced in the NIOA Strategic Plan and funding submission.

3. Funding update, inc UK Sport, Sport England, Sport Northern Ireland, Sport Wales & Sport Scotland

MH updated the Board on the recent funding awards made, and the situation elsewhere.

British Orienteering were awarded £500,000 from UK Sport to be distributed over 4 years.

British Orienteering were awarded £2.27 million from Sport England to be distributed over 4 years.

MH noted that these awards were reliant on delivering on targets agreed in the submissions.

Board members congratulated MH and the staff for their effort in seeing the submissions to completion and securing the funding awards.

Board members would be asked to approve the funding once letters had been received from UK Sport and Sport England.

After a meeting with both UK Sport and Sport England, a formal award letter and contract would be sent to British Orienteering.

NC asked that the awards be publicised on the British Orienteering website.

Action 12: Publicise news of funding allocations from UK Sport and Sport England. (LY, ASAP)

4. International Events Strategy: progress report

MH noted he was awaiting a conference call with Scott Fraser and Mike Forrest.

NC noted that he was awaiting a reply from Donald Grassie to a draft brief.

5. Report on the 'Business Opportunities' available to British Orienteering

This report is outstanding and will be an agenda item at the February Board meeting.

**Performance
Management
& Monitoring**

1. Finance:

a. Management Accounts to September 2008

JP took Board members through the Management Accounts.

JP noted the decision made at the previous Board meeting to allow the International Programme to carry unspent funds forward to Quarter 1 in 2009.

MH noted that staff had budgeted well and the current financial position was favourable. The Board thanked Jannette Blunden for preparing the reports and congratulated budget holders on prudent spending in 2008.

b. Debtors & Creditors report

RH asked if longstanding debtors were chased up. MH explained that this was done on a regular basis by Jannette Blunden.

No further issues were raised.

c. To receive and consider the latest year end estimate

NC noted that a final British Orienteering year-end projection wouldn't be available until late January or early February 2009 but that the current predictions were favourable.

Board members noted the Audit Strategy Document produced by the auditors for 2009, Grant Thornton. They acknowledged the professional nature of the document and the enclosed timelines.

2. Project reports and updates: comments or queries arising

Board members discussed the proposed membership fees for 2010.

Action 13: MH/JP to draft proposed membership fees for 2010 along with a supporting statement. To be circulated to Board members by email. (JP/MH, by 17th January)

MW briefed Board members on the possible levy scenarios for 2010. Board members appreciated that the issue largely centred on whether there would be junior-only events in 2010 or whether juniors would count for a percentage of the senior levy rate.

Board members discussed the possible proposals that could be put forward to the AGM regarding levy and junior levy in 2010.

Action 14: MH and MW to draft potential levy proposals and supporting statements and circulate via email to Board members for consideration. (MH/MW, by 17th January 2009)

JP noted that it was important to show workings and considerations in the supporting statement to explain the rationale behind the proposals.

Action 15: Once proposals have been drafted, Directors should consult with their liaison Associations to gather opinion and feedback. (Directors, by 25th February 2009)

NC asked for feedback on the new format of the 'projects and updates' document. NC noted that some amendments were needed on the document however Board members were overwhelmingly in favour of the new format.

Action 16: MH and NC to draft amendments to new format projects and updates document. (MH/NC, by 25th February 2009)

	3. Operation Plan 2009: comments or queries on the latest draft MH tabled the draft Operation Plan for 2009. Board members thanked MH and staff for their work in producing the draft Operation Plan. MH noted that the work continued in refining and developing it.
Any Other Business	1. IOF Event Advisors Board members delegated responsibility to MH and NC to deal with the issue.
Date & venue of next meeting	Wednesday 25 February Further dates for 2009 (venues to be agreed): Wed 29 Apr, Wed 8 Jul, Wed 23 Sep, Thu 10 Dec NC thanked Board members for their attendance and closed the meeting at 17.20.

Action List

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Actions from previous meetings

Action A: A document outlining how contractors etc... tender for 'approval' is produced. **(MH, by 17th Dec 2008)**

Outstanding

Action B: Develop criteria for applying for and awarding money from the new British Orienteering Development Fund. Criteria to be reviewed by Board. **(Development Committee, by 17th Dec 2008)**

Outstanding

Action C: It was agreed to propose to the 2009 AGM that Graham Gristwood be made an Honorary Life Member of British Orienteering. Jamie Stevenson and Jon Duncan already holding the honour for previous successes. **(NC on behalf of the Board,**

by proposal submission deadline for AGM 2009).

AGM Booklet

Action D: NC/MH to develop guidance for Junior Competitions Group on the parameters of the levy change implications and circulate to Board for drafting and approval. **(NC/MH, by 17th Dec 2008)**

Outstanding

Action E: LY/MH to draft a document outlining the diverse expectations of those people attending orienteering events for the first time. The document should outline how children from different backgrounds have different expectations of sport, recreation and physical activity. **(LY/MH, by 25th February 2009)**

Outstanding

Action F: LY/MH to circulate a list of current trained British Orienteering Club Welfare Officers to Board members. **(LY/MH, by 25th February 2009)**

Outstanding