

# Board of Directors

Thursday 10<sup>th</sup> December 2009;  
10:45 – 17:00

Whitworth Centre, Darley Dale, DE4 2EQ



---

## Minutes

### Attendees:

Philip Baxter

Neil Cameron

Mike Hamilton

Roger Hargreaves

David May

Martin Ward

Lyn West

John Woodall

Laura Martin – Minute taker

Apologies: Ed Nicholas and Jenny Peel

---

<i>Item</i>	<i>Subject</i>
1. <b>Opening Business</b>	<p>1. <b>Apologies</b> NC welcomed everyone to the meeting and thanked them for attending. NC noted apologies tendered by EN and JP</p> <p>2. <b>Declarations of interest</b> There were no additional declarations of interest. New declaration of interest forms would be required for 2010.</p> <p>3. <b>Minutes of the 23 September Board meeting</b> The minutes of the meeting held on 23<sup>rd</sup> September 2009 were approved.</p> <p>4. <b>Action list, outstanding actions &amp; questions</b> All action points from previous meeting were completed or on the agenda apart from Action 6, 10 and 12 Actions 6, 10 and 12 were to be completed prior to end of 2009.</p> <p><b>Notification of AOB</b> NC wished to discuss the most appropriate days of the week to hold Board meetings</p> <p>Further to attendance at the WMOA regional meeting, JW wished to discuss the Events Structure. This would be addressed under item 2.3e</p> <p>MW wished to raise issues regarding clubs and data protection as an AOB item.</p> <p>5. <b>Ratification of any decisions taken by email since the previous meeting</b> Board members formally noted the appointment of Peter Brett as Environmental Officer for British Orienteering. NC explained that he had received many emails of support for Peter's new position.</p> <p>Board members ratified the email correspondence to formally agree the revised agreement with NIOA.</p> <p>6. <b>Correspondence: to deal with any significant correspondence received since the last Board meeting</b> Two items of correspondence had been received, one from the 'O' Foundation trustees and one from the affiliated club Sarum.</p> <p>Board members addressed the correspondence from the 'O' Foundation trustees regarding their planned fund raising strategy. Board members discussed possible conflicts with the work of British Orienteering in the future. Board members noted that there should be little conflict between the</p>

---

two entities ('O' Foundation and British Orienteering) based on this strategy. Board members were happy to note their support for the plans of the 'O' Foundation trustees.

Board members decided to address the letter from Sarum regarding differential fees as part of item 3.2e

---

## 2. Strategic Issues

### 1. Board Planning:

#### a. To receive draft recommendations

MH gave Board members a brief update on the progress of issues raised from the Board planning meeting.

MH noted that embedding culture change within orienteering was an issue still to be addressed. Staff had previously discussed the issue at their bi-monthly staff meeting.

**Action 1:** Staff to produce a paper on the need for culture change within orienteering and its impact on their work areas. (Staff, by 24<sup>th</sup> February 2010)

Board members noted the update paper.

PB suggested the use of teleconferencing for Board members to discuss 'one-off' issues. This would allow a mechanism for discussing issues in depth, without the need to travel.

**Action 2:** MH to liaise with PB regarding feasibility of teleconferencing. (MH/PB, by 24<sup>th</sup> February 2010)

### 2. Committee Group Conference

#### a. Review of the Conference

Board members noted how positive the conference had been as a forum to discuss issues and ideas.

**Action 3:** LM to check who had given permission for their input prior to the conference to be circulated to all attendees. Circulate input of attendees who had given permission. (LM, by 19<sup>th</sup> December 2009)

Board members discussed the strategy for compiling and progressing the actions raised at the Conference.

PB noted the importance of a clear Communication Strategy, which was aimed at different target audiences e.g. members, committee members, group members etc. It was noted that people within the governance structure can also act as agents to disseminate information.

A summary of the key issues raised at the conference were: the need to review the workings of Events Committee; to work harder to communicate with members within the governance structure; to improve and clarify authority and responsibility; create balance between responsibility for decision-making with authority for making decisions.

Board members recommended that the feedback circulated was accompanied by a letter from NC as Chairman outlining the summary of issues and explaining the progress made so far with actions from the conference.

**Action 4:** NC to draft letter to accompany the circulation of the conference feedback. (NC, by 22<sup>nd</sup> December 2009)

**Action 5:** MH to produce a front sheet to accompany the circulation of conference feedback summarising the key points, once emailed to and agreed by Board members, circulate with feedback to attendees. (MH, by 19<sup>th</sup> December)

---

**b. Progress on actions emanating from the Conference including the review of Events Committee and the event groups**

Board members discussed the process for progressing the review of Events Committee and its groups

Board members agreed there was ideally a need for a governance structure that was aligned to the strategic objectives and vision.

It was noted that only Rules Group had responded in detail to the Board's request for input regarding the Events Committee and the event groups review. Board members wished to thank Rules Group for taking the time to submit feedback.

NC asked Board members whether they felt the review should be done by someone external to orienteering; external to the groups/committees of orienteering but within orienteering; or within the current structure.

Board members discussed this at length and concluded that the person chosen to review the structure should either be inside orienteering but external to the current governance structure or be a volunteer from another sport.

**Action 6:** MH to find possibilities for people to carry out the review of Events Committee and its groups. Short-list to be put before Board. (MH, by 24<sup>th</sup> January 2010)

Board members discussed the timeline for reviewing the structure and thus the timeline for potential change. It was agreed that for 2010 the terms of reference would be addressed to ensure removal of overlaps and issues of unclear lines of responsibility. This would be an interim measure and any changes necessary post the overall review would be effective from 2011.

**Action 7:** Board to clarify terms of reference, address overlaps and issues of unclear lines of responsibility, once agreed, circulate to Events Committee/Groups for use in interim period of 2010. (Board, ASAP)

Board members noted the importance of clearly publicising that these two threads of change (interim and long-term) are in progress.

**Action 8:** Board members to look at events review paper previously circulated and feedback issues. (Board members, ASAP)

**c. Group/Committee members and Chairs commenting outside the Board/Committee/Group structure**

RH raised an issue regarding information communicated including comments regarding drafts of new event documentation. The wider issue was concerning members of committees/groups divulging information from meetings held and potentially causing confusion.

**Action 9:** Letter written by NC to accompany Committee/Group conference feedback to include reminder to members of duty of confidentiality when required and other conduct issues (NC, by 22<sup>nd</sup> December)

**Action 10:** Circulate paper on ethical communications to committees/groups in governance structure. NC to produce FOCUS article to remind members of the importance of fair and ethical communications. (NC, by next FOCUS copy deadline)

**3. Committee / Group Terms of reference, update for discussion and decision**

Board members discussed modifications to the Coaching Committee terms of reference which would form the UKCC Source Group. These

---

modifications pulled together the duties of UKCC Steering Group and Coaching Committee.

With minor changes to the terms of reference, Board members were happy to accept the modifications.

Board members then considered changes submitted some time ago from the Chair of Rules Group. These changes were to standardise the terms of reference of the competition groups to all include a voting rules group representative as an attendee.

Board members discussed this at length and concluded that it was important to call on the expertise of members of other events groups to ensure all information and expertise were available. However the Board concluded that a Rules Group representative had the right to attend each competition group as an observer but not as a voting member.

**Action 11:** MH to confirm consistency of terms of reference for competition groups, circulate details of changes to Rules Group representatives on competitions groups. (MH, by 23<sup>rd</sup> December 2009)

#### 4. **Major/International Event Strategy**

MH briefed Board members on current state of the Major/International Event Strategy. Board members suggested minor formatting changes to document.

**Action 12:** Board members to read and feedback issues to MH on the Strategy. (Board members, ASAP)

NWOA had expressed an interest following the communication previously circulated regarding holding major orienteering events in the UK.

**Action 13:** NC to draft communications to SOA and NWOA regarding their individual positions regarding holding Major Events. Circulate to Board members for approval prior to sending. (NC, ASAP)

#### 5. **MTBO: To receive an interim report on the integration of MTBO into British Orienteering activities**

JP had tendered her apologies for the Board meeting and as the Director leading on this area of work, this topic would now be addressed at the Board's next meeting in February 2010.

### 3. **Governance**

#### 1. **AGM 2010**

##### **a. To receive an update on the organisation**

LM briefed the meeting on the current position regarding organisation of the AGM.

##### **b. Draft proposals inc. membership, levies**

MH took Board members through draft membership and levy proposal options for 2011 and subsequent income generation.

MH noted that staff had increasingly been finding the current membership scheme a barrier to achieving the vision and strategic objectives.

With some minor wording amendments to the membership proposal, Board members accepted the proposed draft.

Board members went on to discuss the levy proposal and the options regarding whether or not 'junior-only events' should be exempt from levy. Board members discussed the ideas 'for' and 'against' having a list of junior-only events totally exempt from levy.

Board members decided that the proposal would include a list of 'a very few junior-only' exempt events.

**Action 14:** MH to draft list of exempt 'junior-only' events for levy proposals. List to be sent to JCG for endorsement. (MH, by 14<sup>th</sup> January 2010)

Board members discussed the levy suggestions put forward and considered the impact on different sizes of event. Board members

agreed two levy proposals; one that asked whether junior-only events would be exempt from levy in 2011; and one that gave members the option of either junior:senior ratio of 1:1 or junior:senior ratio 3:1

The Board noted that they supported the no exemptions for junior events proposal and the 3:1 ratio junior:senior.

**Action 15:** MH to re-draft, build on and circulate proposals to Board members for comment. Re-draft to include options for two different increases in costs (MH, by 29<sup>th</sup> January 2010)

MH gave background to proposal regarding clubs, governance and affiliation fees. Board members agreed that the club affiliation fee text needed to be clearer.

**c. Appointment of Directors, confirmation of the Directors standing down**

The three retiring directors at the 2010 AGM would be RH, NC and LW. NC and LW would seek re-election however RH would not seek re-election.

**Action 16:** LM to advertise director election details for 2010 AGM. Advertisement should include potential skills gaps e.g. marketing (income generation), legal etc...(LM, by 4<sup>th</sup> January 2010)

**2. Receive committee and other meeting reports**

**a. Welfare Steering Group – 29 September 2009**

LM briefed Board members on CWSG minutes and relevant points to note.

Board members discussed the governance good practice procedure of asking directors and prospective directors to undertake Enhanced CRB Disclosure checks

**Action 17:** LM to note policy of asking directors to undertake Enhance CRB checks when advertising director vacancies. (LM, by 4<sup>th</sup> January 2010)

Board members noted minutes.

**b. BSOA/British Orienteering – 30 September 2009**

Board members noted minutes

**c. SOA Teleconference – 22 October 2009**

Board members noted minutes.

**d. Coaching Committee – 7 November 2009**

Board members had previously noted amendments to terms of reference.

The minutes also asked the Board to note new drafts of the risk assessment forms. The Board were not comfortable with new form going live until Rules Group had been consulted and any issues dealt with.

Board members noted minutes and approved Appendix B and terms of reference with some amendments which would be communicated to Coaching Committee

**e. Events Committee – 14 November 2009**

Board members requested minutes of meetings to be uploaded on to web as soon as possible after meetings.

Board members discussed the draft rules, appendices, guidelines, events rules and competition rules. Board members agreed that office staff were only authorised to upload on to the website documents of this type as ratified by Board.

Board members thanked and congratulate Rules Group for their work in completing them.

The Rules of Orienteering were approved by the Board.

Competition Rules 2011 were approved by the Board.

Board members noted that the Events Rules from 2010 would be superseded by the Competition Rules in 2011.

Generic guidelines 2010 were approved by the Board.

The Appendices submitted to Board by Rules Group were approved.

Board members gave authority to DM to finish Appendix K-Rankings once a decision had been made regarding the Rankings Working Group Report.

Board members went on to discuss the letter submitted by Sarum regarding differential fees. The Board's intentions to consider raising this at the AGM would be communicated to Sarum.

**Action 18:** NC to reply to Sarum to explain Board discussions regarding differential fees. (NC, ASAP)

**f. International Committee – 19 September 2009, and 5 Dec, key issues only**

Due to time pressures, this item was not addressed.

**g. Ranking Working Group Report**

Board members reviewed the final report including recommendations.

NC expressed his disappointment that only Level 1 and 2 events would be in the ranking list.

MH tabled a paper considering the practical implications of the recommendations. It was felt that recommendations 11-14 were not within the group's remit to decide upon but were nevertheless welcomed for future discussion.

With regard to recommendation 9, Board members suggested 7 days was a realistic time frame with which to input results into the system.

Board members wished to put recommendations 11-14 aside meanwhile pending study. Considering recommendations 1-10, Board members were happy to accept recommendations with a clause to review, apart from recommendation 5 which, with references to TD4 and 5, cannot be implemented. The Ranking System is for participants aged 18 and above.

**h. IOF matters to report**

Due to time pressures, this item was not addressed

---

**4. Performance Management & Monitoring**

Due to time pressures, this section of the agenda was not addressed. Board members were advised to consider circulated papers and feedback any questions to MH.

**Action 19:** Board members to consider papers previously circulated for Agenda Item 4 (Performance Management and Monitoring) and feedback any issues to MH by email. (Board members, by end of December 2009)

**1. Finance:**

**a. Management Accounts to November 2009**

**b. Debtors & Creditors report**

**c. Budget 2010, update**

**2. Staffing update**

**3. Sport England 6 month review; to note**

**4. Assurance Statement: to note**

**5. Key Performance Indicators update**

**6. Operational Plan**

**a. 2009 Update: comments or queries**

**b. 2010 Plan: progress update**

**7. Project reports and updates: comments or queries arising**

---

## 8. Risk Register update

---

5. <b>Any Other Business</b>	1. AOB items were addressed elsewhere in agenda apart from data protection and its impact on clubs. This will be addressed at the next Board meeting in February 2010 if still relevant.
------------------------------	--

---

6. <b>Dates &amp; venues of next meetings</b>	Dates for meetings in 2010 were agreed as: Wed 24 Feb Birmingham Tue 20 Apr Derby; Wed 7 Jul Birmingham; Tue 21 Sep Birmingham; Thu 9 Dec Darley Dale
---	--

---

### Action List

**Action 1:** Staff to produce a paper on the need for culture change within orienteering and its impact on their work areas. (Staff, by 24<sup>th</sup> February 2010)

**Action 2:** MH to liaise with PB regarding feasibility of teleconferencing. (MH/PB, by 24<sup>th</sup> February 2010)

**Action 3:** LM to check who had given permission for their input prior to the conference to be circulated to all attendees. Circulate input of attendees who had given permission. (LM, by 19<sup>th</sup> December 2009)

**Action 4:** NC to draft letter to accompany the circulation of the conference feedback. (NC, by 22<sup>nd</sup> December 2009)

**Action 5:** MH to produce a front sheet to accompany the circulation of conference feedback summarising the key points, once emailed to and agreed by Board members, circulate with feedback to attendees. (MH, by 19<sup>th</sup> December)

**Action 6:** MH to find possibilities for people to carry out the review of Events Committee and its groups. Short-list to be put before Board. (MH, by 24<sup>th</sup> January 2010)

**Action 7:** Board to clarify terms of reference, address overlaps and issues of unclear lines of responsibility, once agreed, circulate to Events Committee/Groups for use in interim period of 2010. (Board, ASAP)

**Action 8:** Board members to look at events review paper previously circulated and feedback issues. (Board members, ASAP)

**Action 9:** Letter written by NC to accompany Committee/Group conference feedback to include reminder to members of duty of confidentiality when required and other conduct issues (NC, by 22<sup>nd</sup> December)

**Action 10:** Circulate paper on ethical communications to committees/groups in governance structure. NC to produce FOCUS article to remind members of the importance of fair and ethical communications. (NC, by next FOCUS copy deadline)

**Action 11:** MH to confirm consistency of terms of reference for competition groups, circulate details of changes to Rules Group representatives on competitions groups. (MH, by 23<sup>rd</sup> December 2009)

**Action 12:** Board members to read and feedback issues to MH on the Strategy. (Board members, ASAP)

**Action 13:** NC to draft communications to SOA and NWOA regarding their individual positions regarding holding Major Events. Circulate to Board members for approval prior to sending. (NC, ASAP)

**Action 14:** MH to draft list of exempt 'junior-only' events for levy proposals. List to be sent to JCG for endorsement. (MH, by 14<sup>th</sup> January 2010)

**Action 15:** MH to re-draft, build on and circulate proposals to Board members for comment. Re-draft to include options for two different increases in costs (MH, by 29<sup>th</sup> January 2010)

**Action 16:** LM to advertise director election details for 2010 AGM. Advertisement should include potential skills gaps e.g. marketing (income generation), legal etc...(LM, by 4<sup>th</sup> January 2010)

**Action 17:** LM to note policy of asking directors to undertake Enhance CRB checks when advertising director vacancies. (LM, by 4<sup>th</sup> January 2010)

**Action 18:** NC to reply to Sarum to explain Board discussions regarding differential fees. (NC, ASAP)

**Action 19:** Board members to consider papers previously circulated for Agenda Item 4 (Performance Management and Monitoring) and feedback any issues to MH by email. (Board members, by end of December 2009)

### Actions from previous meetings

**Action A:** PB, MH and NC to discuss the implications of UKCC awards on clubs (PB, MH and NC, by next Board meeting)

**Action B:** EN to note issues raised regarding incentive schemes and circulate to Development Committee for consideration (EN, by 23<sup>rd</sup> October)