

Minutes of the 39th Annual General Meeting

Date: Saturday 1st August 2020 @ 17:00

Venue: British Orienteering Federation Limited HQ, Scholes Mill, Old Coach Road, Tansley, Matlock DE4 5FY

Note: *The meeting was held virtually, as permitted under the Corporate Insolvency and Governance Act 2020*

Virtual Attendees:

Clive Allen (SN), Leanne Bailey (NOR), Ruth Beale (SN), Peter Brooke (Staff & SELOC), Neil Cameron (NGOC), Scott Collier (KERN), Peter Davis (SOC), Barry Elkington (OD), Andrew Evans (DFOK), Caroline Ford (SOFA), Robert Frost (NOR), Derek Fryer (LOC), Peter Hart (BOF & CEO), Judith Holt (DVO), Dawn Lock (SROC), Henry Marston (SYO), Andy Robinson (Treasurer & LOC), David Rosen (LOK & SROC), Noel Schorah (DEE), Terry Smith (SOC), Pauline Tryner (SYO), Drew Vanbeck (Chair & SMOC), Martin Ward (SYO), Andy Yeates (WCH).
(24 members)

Minute Taker: Peter Hart

Apologies: Lauren Pagé (Independent Director), Darren Bernstein (Independent Director),

1. Welcome & Thanks who

The Chair, Drew Vanbeck, welcomed everyone to the meeting.

He informed the members that the Board were running the meeting in line with the Corporate Insolvency and Governance Act 2020, which put in place temporary measures to enable companies to hold AGMs and other meetings in a way that limits the spread of COVID-19. The Act allows companies to adopt greater flexibility as to how such meetings are held, including that meetings need not be held at any particular place and can be held electronically.

The Chair introduced the members of the Board who were attending virtually:

Peter Hart, Chief Executive, Andy Robinson, Treasurer. Also present were three further Directors: Scott Collier Vice-Chair, Ruth Holmes and David Rosen.

The AGM, Annual Report and Accounts focussed on activities in 2019, which was before the COVID-19 pandemic. However, the Chair informed the meeting that the appropriate officers would refer to the current situation within their reports.

The Chair confirmed that there was a quorum. Under Article 40.2, "fifty Voting Members present in person or by a proxy shall be a quorum". This threshold had been exceeded as 636 Proxy Votes had been submitted via Mi-voice, representing 8.8% of the membership.

The Chair thanked all the members for engaging in the process.

Request for AOB Items

The Chair asked the meeting to register if there were any items of any other business.

2. Minutes of the 38th Annual General Meeting held on Friday 19th April 2019

No matters or comments were arising from the minutes of the above meeting.

Adoption of the minutes was proposed by David Rosen (LOK & SROC) and seconded by Andrew Evans (DFOK).

The minutes of the 38th Annual General Meeting were approved.

3. Chair's Report

Drew Vanbeck, the Chair, referred to the Annual Report.

He highlighted the exceptional performances and results by our elite athletes in 2019 and congratulated them, the support team and parents.

He thanked his predecessor Judith Holt and the Board for their strong leadership and management of British Orienteering, and in particular for the sound financial position which has helped the organisation manage the current challenging COVID-19 environment.

No questions were raised, and the report was accepted.

4. Treasurers Report

Andy Robinson, Treasurer referred to the annual accounts, which had been available on the British Orienteering website since May.

He thanked Jannette Blunden for her work in preparing the accounts from the basic book-keeping entries right through to auditing.

He reminded the meeting that British Orienteering's main income streams were from:

1. Membership fees, levies, major competitions and a few other sources. British Orienteering can spend these at its discretion.
2. Funds from Sport England which are 'ring-fenced' for specific activities.
3. Funds from Sport Northern Ireland which are also 'ring-fenced' for activities.

Out of turnover of approximately £900k in 2019, there was a surplus of nearly £24k.

In 2019, we budgeted for a break-even result but made a small surplus. The two main reasons for this were the larger than expected surplus from the JK, and savings as a result of a senior member of staff leaving in September 2019 with the new post not being filled until 2020.

The reserves at the end of 2019 were £603.3K.

The Board have some plans to use these surplus reserves in several one-off projects to benefit and secure the longer-term future of the sport, rather than subsidizing membership fees and levy in the shorter term.

The Treasurer confirmed that British Orienteering Federation Limited has sufficient funds available to continue the existing activities.

The Treasurer referred to the impact of COVID-19 on the 2020 finances. British Orienteering was going to lose around £200K in income from areas such as membership, levies, competitions and commercial activities. However, through careful management, we have made savings on staffing and operations, and we received a Small Business Support Grant from Derbyshire County Council. The revised forecast for 2020 would see a loss of around £30K-£50K. The range of this is dependent on the extent to which "normal" orienteering can resume this autumn.

The Board were not proposing any increase in membership subscription or levies for 2021. The Treasurer highlighted that it was unlikely that everything in orienteering from the competitive to the financial aspect would be back to normal from January 2021, and he expected that the 2021 accounts to still be showing an impact from COVID-19.

No questions were raised, and the report was accepted.

The Chair thanked the Treasurer for the work that he does on behalf of the sport.

4.1 Resolution 1: To ADOPT the statement of accounts.

The Chair asked the meeting to adopt the statement of accounts for the year ending 31 December 2019 which was proposed by the Board of Directors.

The Chief Executive informed the meeting that the proxy votes were: for the motion 483, against 1, abstain 20, Chair's discretion 132

The accounts were **approved**.

5. Chief Executive's Report

The Chief Executive referred to the Annual Report

He thanked all the clubs and volunteers involved in running and making the sport happen throughout the UK, including all of those behind organising the British Championships and JK in 2019.

He thanked Ed Nicholas, who resigned from managing the senior team last year, for his work supporting the senior team, and he expressed his gratitude to Craig Anthony for his help and support. and wished him well in his new post as Chief Executive of British Wrestling.

He thanked the former Chair, Judith Holt for the support and guidance she provided since he started as Chief Executive, and he wished her well in the future. Finally, he thanked the current Chair, Drew Vanbeck for his leadership and counselling, especially over this difficult last four-month period.

No questions were raised, and the report was accepted.

6. Resolutions:

The Chair introduced the resolutions for the meeting.

- 7.1 Resolution 2: To APPOINT the auditors, Haysmacintyre LLP as the auditors** for the 2020 accounts, to be presented at the 2021 AGM which was proposed by the Board of Directors

The Chief Executive informed the meeting that the proxy votes were: for the motion 488, against 1, abstain 1, Chair's discretion 129

The Resolution was **approved**.

- 7.2 Resolution 3: To APPROVE the Membership period for new members for 2020 & 2021** which was proposed by the Board of Directors.

The Chair informed the meeting that this resolution was presented to the meeting for approval in recognition of the COVID-19 situation, to encourage new members and to avoid new members having to pay the full fee just for a few months' membership, during which they may have very limited opportunities to go orienteering.

The Chief Executive informed the meeting that the proxy votes were: for the motion 506, against 4, abstain 3, Chair's discretion 123

The Resolution was **approved**.

7. Elections

- 7.1 Resolution 4. Appointment of President**

The Appointment of Sir Chris Bonington CBE to continue as President, proposed by the Board of Directors.

The Chief Executive informed the meeting that the Proxy votes were: for the motion 476, against 18, 19 abstentions, 123 Chair's Discretion

The Appointment of Sir Chris Bonington CBE as President was approved

- 7.2 Proposal 5. To Elect Directors**

The Chair informed the meeting of the makeup of the Board of Directors, the vacancies and the wishes of the candidates.

He confirmed that he would abstain in any voting for the Directors including those proxy votes that he had discretionary use of.

- 7.2.1 To Elect Pauline Tryner for a two-year term on the Board of Directors**

Nick Lightfoot (SYO) proposed and seconded by Emily Pieters (SYO) that Pauline Tryner (SYO) should be elected as a Director for a two-year term.

The Chief Executive informed the meeting that the proxy votes were: for the motion 476, against 3, abstain 22, Chair's discretion 135.

The Chair thanked the meeting, congratulated and welcomed Pauline Tryner to the Board.

7.2.2 To Elect Duncan Birtwistle (OD) for a three-year term on the Board of Directors

Peter Hodgkinson (INT) proposed and seconded by Hector Haines (AROS) that Duncan Birtwistle (OD) should be elected as a Director for a three-year term.

The Chief Executive informed the meeting that the proxy votes were: for the motion 476, against 3, abstain 28, Chair's discretion 129

The Chair thanked the meeting, congratulated and welcomed Duncan Birtwistle to the Board.

7.2.3 To Elect Ruth Beale (SN) for a three-year term on the Board of Directors

Paul Murgatroyd (LOG) proposed and seconded by Tom Bray (SN) that Ruth Beale (SN) should be elected as a Director for a three-year term.

The Chief Executive informed the meeting that the proxy votes were: for the motion 465, against 12, abstain 27, Chair's discretion 132

The Chair thanked the meeting, congratulated and welcomed Ruth back to the Board and thanked her for her assistance over the last 12 months.

The Chair thanked Judith Holt, who had completed her third term of office, which is the maximum that an elected Director can serve under the Articles. Not only under her leadership had she left the organisation in a healthy position, but she had also overseen a new Chief Executive and the new Chair's transitional period. The Chair wanted to formally recognise her huge contribution to the sport and the Board.

8. Any other Business

Neil Cameron (NGOC) thanked British Orienteering for setting up the AGM virtually and felt it was an option that should be considered in future, not only this type of meetings but also for sharing good practice.

The Chair thanked Neil for his positive comments and also highlighted that the team had been sharing good practice using this platform over the last four months, in a series of webinars which had been well attended. He also informed the meeting that the Board would be using this platform to consult the members about the strategic refresh.

Clive Allen (SN) raised a question about British Orienteering's relationship with British Mountain Bike Orienteering (BMBO). He informed the meeting that BMBO had two very good mountain bikers including a world champion. He highlighted the support to BMBO by at least two clubs and he wondered if there was scope for improving links between the two associations.

The Chair informed the meeting that it was within his work plan to explore opportunities where British Orienteering could work together more closely with BMBO, as he recognised that there were opportunities to increase publicity and greater membership opportunities.

Martin Ward (SYO) thanked the staff and Board for the guidelines to enable the re-start of orienteering in the UK, which had been really helpful.

The Chair informed the meeting that it had been a real team effort. The staff had worked closely the Board, clubs, members and associations, including SOA, to produce these. He informed the meeting that we had recently received a positive response from DCMS following their review of British Orienteering's guidelines for England, recognising our guidelines complied with the government guidelines, had the necessary mitigations in place and would allow orienteering to take place in a COVID-secure manner.

Clive Allen (SN) informed the Chair that he was extremely impressed by what the office staff had produced during the lockdown period for members to see and take part in. He appreciated that they would have been working in difficult circumstances.

The Chair thanked Clive for his positive comments. He also thanked all the members that had made his first year so welcoming and Judith Holt for introducing him to so many people.

9. Closing of Meeting

No other business was raised by the meeting, so the Chair thanked everyone for attending the AGM and closed the meeting at 17:45.