

Board of Directors

Board meeting minutes

Tuesday 12th February 2013 11am-5pm

British Orienteering National Office, Darley Dale, Derbyshire



Board attendees: Lyn West (LW); Martin Ward (MW); Philip Baxter (PB); Neil Cameron (NC); Bob Dredge (BD); Mike Hamilton (MH); Judith Holt (JH); David Maliphant (DM); John Woodall (JW)

Minute taker: Laura Martin

Apologies received: Scott Collier (SC)

1. Meeting administration

LW welcomed members to the meeting and thanked them for their attendance. SC had previously tendered his apologies and had provided comments to LW, as Chair, in advance of the meeting. LW would read these out at appropriate items on agenda.

Regarding the January conference call minutes, Directors asked LM to correct the text referring to Directors tendering apologies. With this amend, the Board agreed the minutes for the January conference call.

LW updated the Board on Action 1 of the Conference call minutes, regarding a letter to TrailO committee. LW noted that this letter, previously seen by Directors, had been sent to Dick Keighley, Chair of TrailO Committee.

SC requested an update on the progress towards publishing the budget on the website. MH noted this work was in progress and Board members would be kept informed.

SC also asked about progress towards accepting electronic proxy forms for voting prior to the AGM. Board members discussed the process for accepting proxy votes electronically and the potential need to validate email addresses. Board members agreed that there was no need to validate the email address as long as the process for acceptance included only accepting scanned copies of signed proxy voting forms. Members entitled to vote, who will not be attending the AGM, may appoint a proxy to vote on their behalf. They should complete a Proxy Voting Form and return it to info@britishorienteering.org.uk. The only acceptable way to submit a Proxy Voting Form via email is to complete the printed form including a signature, scan a copy of the completed form and email it to the address above.

The items of additional business were noted as risk and the SILVA award.

There were no further declarations of interest.

2. Four Communications (Caroline Povey and Rachel Clarke from Four Communications joined the meeting)

LW welcomed Rachel Clarke, Director of Four Communications (FC) to the meeting. Rachel briefed Board members on the work completed during the sponsorship project undertaken in conjunction with British Orienteering.

Rachel reminded Board members that this project had been funded by Sport England from a submission made by British Orienteering. Rachel explained that she would outline the process for the work so far, the conclusions made and would answer any questions.

As part of the project, British Orienteering asked Four Communications to look at British Orienteering's objectives for sponsorship possibilities.

Four Communications outlined the working process for the project including identifying assets, developing the offer, structure and packages, looking at commercial benefits and pricing, prioritising and targets, exploring and agreeing sponsorship and sales options, sales support and negotiation strategies.

Four Communications looked into the sponsorship possibilities of Xplorer, RunChallenge, GB Team and WOC 2015 products. FC noted that these were good products, that other sports did not necessarily have, and they actually had lots to offer a potential sponsor. FC had looked at other products such as JK and UKOL and concluded that these were not currently financially viable for targeted sponsors as they only attracted a small niche market and the UKOL is not sufficiently managed by British Orienteering to enable sponsorship to be serviced appropriately.

FC went on to outline the process for approaching a potential sponsor. A major issue identified was the need for the appropriate resource to manage any potential sponsor relationship. FC noted that most similar sized sports governing bodies had a full-time post or equivalent resource dedicated to managing sponsor relationships.

FC's work so far had concentrated on product evaluation, pricing, packaging and sponsor targeting. The next steps are to finalise sales materials, sales strategy and how to approach the market.

FC suggested presenting any potential sponsor with the GB team and WOC 2015 as one packaged sponsorship opportunity. FC noted that although the reach of the products was not huge, together they had a powerful association for a potential sponsor.

FC noted that a similar sport, successfully attracting sponsors, was British Triathlon but recognised it is an Olympic sport and has tight control over the management of its events.

Board members thanked Rachel from Four Communications for the work and the presentation. Board members also thanked Caroline Povey for her work to develop the products and supporting the project.

3. Strategic Plan for Orienteering 2013/20

MH introduced the Strategic plan for 2013/20 as it had been developed so far. MH had drafted the introduction and aims of the plan and outlined the timeline for completion. SC requested the introduction and aims be circulated prior to distribution.

Board members went onto discuss the home nations input into the wider Board level strategic aims.

PB requested the strategic plan have a longer timeline than 4 years and be over an extended period e.g. 2013/20.

4. Year End Accounts

Grant Thornton LLP had presented a set of unqualified accounts to the Board. Grant Thornton are confident in the accounting records of British Orienteering and only had a few minor issues to raise to the Board.

BD explained the Accounts now required consideration by the Board and then their final sign off.

BD noted that amendments to the budget would be needed ASAP to track the likely changes from levy and membership income.

BD explained the biggest issue raised by the auditors was how to handle the payroll for casual staff.

BD also raised issues regarding money from WOC 76 that had remained unspent. Board members noted that on a number of occasions they had discussed what to do with the money. Board members discussed previous

considerations relating to the money and asked BD to look into the money and its current situation and report back to the Board.

Action 1: BD to look into the money remaining from WOC 76 and report back to Board. (BD, by April conference call)

BD and MH reported an £8k deficit instead of a budgeted £23k deficit overall, for the financial year 2012.

Board members asked a number of questions relating to information held in the accounts. BD clarified these points.

Board members went through the draft accounts and highlighted required minor wording amends. Board members requested the removal of one of the activity notes from the accounts. This note was not required by law and therefore could be removed as it caused confusion.

Board members asked questions regarding the Reserves Policy and what constituted core activity of the business and what was continuing operation. Board members noted that currently there were excess funds in the reserves according to published policy. MH noted that the Reserves Policy was currently under review and, until finalised, it would make sense to leave reserves as is. Board members accepted this suggestion.

MH briefed Board members on the issue raised by the Board member regarding payroll and quasi-employees. Board members tasked MH with looking into this issue and with putting assurances in place to mitigate risks.

Action 2: MH to look into issue of payroll and quasi-employees and put assurances in place to mitigate risks. (MH, ASAP)

MH noted that the auditors raised the annual concern over the continuing dependency on Jannette Blunden for financial transactions. MH noted that British Orienteering is now in a better position as they have trained admin staff to assist Jannette using the new IRIS Exchequer accounting software.

Board members noted the overall positive audit and subject to clarifications on points made, directors formally agreed the accounts.

5. AGM Proposals 2013

Board members thanked NC for his work producing the Articles of Association proposal.

MH had sought clarification from Sport England regarding definition of 'Independent Directors'. The Sport England definition is as follows;

"Independent members play an important role within the Board. Their purpose is to contribute to sound decision making within the Board and to help ensure the Board always operates in the best interests of the NGB. 'Independent' means someone who is free from any close connection to the NGB and who, from the perspective of an objective outsider, would be viewed as independent. Alongside a specific skill set or experience, these individuals should bring a dispassionate objectivity to the Board that a close connection to the NGB (e.g. active involvement in its affairs or a fiduciary interest) through regional or national representation or other interests cannot provide. Like all Board members, an independent should exercise his/her best judgment for the exclusive interest of the NGB and not operate with any vested interests. Often, but not always, independents will be non-members though they may also be members simply because they play the sport.

Independent members should be appointed through an open recruitment process based on skills and experience. Advertisements should be accessible to non-members, and appointments should be made following an application and interview. For the avoidance of doubt, CEOs do not meet the definition of 'independent'."

NC and MH tabled a definition, to be included in the AGM booklet, for Board members to consider. This definition did not discount members of British Orienteering becoming independent directors but noted that they should bring 'new skills, experience and objectivity from elsewhere' to the Board.

The Board decided on the detail of this definition in line with Sport England requirements. This definition was agreed.

Moving onto the proposal regarding the gender of Board members, MH confirmed the gender percentage, in line with Sport England requirements, was at least ¼ of each gender.

NC raised the issue of what 'gender' actually means in relation to Board dynamics. MH proposed the tabled Transgender policy as a solution to deal with any definitions of gender. Board members were asked to review the Transgender Policy, submit any comments and approve via email.

Action 3: Board members to read and submit comments on the Transgender Policy to MH (Board, by Friday 22nd February 2013)

Board members agreed the transition process for movement to the quota of Independent Directors, if the proposal was agreed by the membership at the AGM.

Board members asked that a document outlining the numbering changes to the Articles of Association, caused by the Independent Director and Gender proposals be added to the website for members to reference.

Action 4: NC to develop document outlining numbering changes to articles caused by 2 AGM proposals (NC, ASAP)

Subject to minor amendments, Board members agreed the proposal wording as tabled.

Board members were asked to review the remaining AGM booklet and feedback any amendments by Friday 15th February.

Action 5: Board members to review AGM booklet and feedback any amends or updates to their pen portraits to LM/MH. (Board, by Friday 15th Feb 2013)

6. Financial regulations

BD outlined the financial regulations he had drafted, he noted that these were only the wording of principles previously agreed by Board members. The main change was regarding staff being required to account for financial commitment in a way they had not done before.

Board members noted issues relating to JK and BOC events being subject to the same policies and procedures.

Subject to various minor typographical improvements, Board members agreed the regulations as proposed, with an understanding that BD and MH would clear up the issues relating to the JK and BOC events.

7. Operational plan 2013

MH took Board members through the draft 2013 Operational Plan and highlighted the 2 main issues as: the resource support for the JK and BOC events and the resource capacity of the Marketing Manager.

MH updated Board members on the current staffing issues and structure relating to the staff departures of Jessica Gouge and recently announced, Dave Peel. Dave Peel would be leaving British Orienteering at the end of March 2013.

Board members asked about the resource needed as a result of the Four Communications work. MH noted that any sponsorship selling was likely to be done by Natalie Shaw and Steve Vernon. MH also explained that no time would

be made available from the Participation Manager's workloads until after 31st March 2013 as they were focussing on preparation for launch of Xplorer and RunChallenge products.

MH explained that with the departure of Jessica Gouge from the Administration team there may be insufficient resource to cover workload in the admin team. Jannette Blunden, Business Support Manager and MH would monitor the situation and make a decision on necessary resource prior to April 2013.

MH stressed the importance of the Board making a decision regarding resource to allocate to major events such as JK and BOC. Once a decision was made on amount of resource, roles and work could be defined.

Board members went on to discuss issues surrounding British Orienteering major events such as JK and BOC. These issues included risk, income, event management, legal and financial responsibilities and impact on events and participants.

Action 6: MH was asked to provide more information regarding the resource options for major events. This options paper should include how volunteers would be managed, a risk/reward analysis and recommendations. (MH, ASAP)

8. Rules of Orienteering and associated papers

Board members thanked Helen Errington for all her work on updating the documents.

MH asked Board members to feedback any minor typing amendments directly to Helen via email. Once this had been done, the documents would be published on a consultation basis.

With any minor typing errors corrected, Board members agreed the publishing of the documents on a consultation basis.

Helen Errington requested Board members input into how to manage the rules review process. Board members considered a tabled paper on the review process. Board members stressed that clubs staging events needed to know the rules by which they were holding an event in good time. Board members suggested adopting the rules for a set time, where no changes were made, and then making reviews according to a set timeline.

9. Operational Plan 2012 and 2013 to January

MH briefed directors on issues and challenges faced by staff and programmes in the period between the end of 2012 to the end of January 2013.

Board members noted that, moving forwards, the operational plan needed to include participation figures.

MH noted that the recent IOF High Level Event Seminar had gone successfully and thanked DP and LM for their work.

10. Board Effectiveness

LW introduced the paper which was a summary of the individual director appraisals, the previously completed questionnaires and the SRA governance tool results. LW took Board members through the list of recommendations for improving Board effectiveness. Board members agreed the implementation of the short-term recommendations.

LW suggested the possibility of bespoke SRA training for Board members. Board members were positive towards this possibility and MH was tasked with looking into the options.

Action 7: MH to investigate bespoke SRA training for Board members. (MH, by next Board meeting)

Directors discussed how best to communicate with the membership. Board members tasked JW, DM and MW to put together an action plan for the most effective way in which the Board can communicate with the membership.

Action 8: Board members tasked JW, DM and MW to put together proposals for how more effective communications between the Board and the membership could be achieved. (JW, MW and DM, by September Board meeting)

PB suggested Board effectiveness would be improved by having small sub-groups of the Board for strategic discussions. MH noted the importance of staff input into any sub-groups and suggested that sub-groups only work if the wider Board members are comfortable to accept other's deliberations and recommendations.

PB suggested reviewing risk in this way e.g. sub-group of Board. PB suggested a sub-group could consider all risk activity and only bring those relevant to a static item on every Board agenda. MH noted that sub-groups can also be ineffective and suggested that ultimately one person on the Board needed responsibility for driving specific work.

Board members agreed that PB would look at the British Orienteering risk register and highlight key issues for the Board to look at and address.

Action 9: PB would look at the British Orienteering risk register and highlight key issues for the Board to look at and address. (PB, by next meeting)

Board members agreed that the risk register would be a standing item on Board agendas to raise any significant issues only.

11. Coaching Needs Work Group update

Board members had no further questions on the notes provided. Directors asked if the two Needs Groups (Volunteer and Coaching) were likely to report to the Board within the timescales previously quoted. LW (Chair of VNWG) and MH (Chair of CNWG) noted that timescales would be tight but realistic and, in-line with these, reports would come to the June Board meeting.

12. Sport England Funding update

MH updated Board members on the current status of SE funding. SE had confirmed proposed targets and British Orienteering awaited official award conditions.

Action 10: MH would keep Board members informed regarding status of SE funding and would circulate conditions, for agreement, when available. (MH, ASAP)

13. Committee re-structuring

Board members confirmed the need to progress work regarding the Committee restructuring process, as per the previously agreed timeline and by the end of March 2013.

14. WOC 2015

MW updated Board members on the progress with WOC 2015 and highlighted issues relating to Dave Peel's departure from his post as WOC 2015 coordinator. Board members thanked Dave for his work and expressed their concern over his departure and the loss of his vast knowledge and expertise.

Action 11: MH and MW were tasked with managing the process of finding a replacement for Dave Peel as WOC 2015 coordinator. (MW and MH, ASAP).

15. Board transition

Action 12: Board members agreed to hold a 10 minute meeting after the AGM 2013, in order to appoint officers of the Federation and ensure continuing leadership of the governance structure. (Board, 29th March 2013)

16. Any Other Business

The item relating to risk had been dealt with previously under Item 10.

SILVA Award recipient

A sub-group of Board members had reviewed the nominations and made a recommendation on who should be the SILVA Award recipient to the Board.

Board members ratified this recommendation. The recipient would be presented with the award at the AGM.

17. Future meetings

MW to confirm future dates of Board meetings, after consultation with Board members.

Action 13: MW to confirm future dates of Board meetings, after consultation with Board members. (MW, ASAP)

LW thanked members for their attendance and contribution and closed the meeting.

Action List

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Action 9: PB would look at the British Orienteering risk register and highlight key issues for the Board to look at and address. (PB, by next meeting)

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