

Board of Directors

Saturday, 17 June 2017, 11:00am

Meeting held at the National Office

Scholes Mill, Old Coach Road, Tansley, Matlock, DE4 5FY



Board attendees: Philip Baxter (PB); Bob Dredge (BD); Mike Hamilton (MH); Judith Holt (JH); David Maliphant (DM); Elizabeth Pariag (EP)

Minute taker: MH

Apologies received: David Camm (DC); Julie Webster (JW)

Meeting Administration

Welcome from the Chair

a) Officers

It was noted that Judith Holt would continue in the role of Chair and Robert Dredge would continue in the role of Treasurer. It was also agreed that Julie Webster would take up appointment as Vice-Chair. David Maliphant was thanked for his work as the vice-chair over the last few years.

b) Notification of items for Any Other Business

- Consideration of Emily Bentham as an Honorary Member after her successes in the recent Mountain Bike Orienteering World Championships.

c) Declarations of interest in addition to those held on the register

BD noted his interest in the discussion about the Articles of Association due to his length of office as a director and the circumstances of the commencement of the initial term in office.

d) Minutes for the March Conference call

The minutes of the meeting were adopted as a true record.

e) Actions from the February and March meetings

1. O-Safe: Online entry services (notably Fabian4 and Si entries) to be asked to include appropriate wording about the sport's photographic policy into their entry systems. (MH)
Item completed
2. Safeguarding: MH to circulate information to Board members about the eLearning safeguarding module which will be used to develop a knowledge baseline. (MH)
De-prioritised – to be removed from the action list
3. Succession Plan: MH to update Succession Plan for reconsideration at the Feb 2017 Board meeting. (MH)
Agenda item
4. Disciplinary Policy & Procedures: Updated Discipline Policy to be circulated electronically post meeting. (MH)
Agenda item
5. Definition of Activities: The definition of activities to be reviewed and more should be done to raise the matter of clubs acting responsibly towards one another in this respect rather than expecting the honest clubs from bearing more than their share of the costs of running British Orienteering. (MH)
To be completed in the next eNews
6. Orienteering Services Officer: A business case to be prepared and presented to the Board. (MH)
To be removed from the action list
7. Annual Report, DM to provide feedback on the ordering of the report to MH. (DM)
Provided by DM and actioned; action complete.
8. Accounts, Fixed Asset Registers: Two Registers to be kept, one showing capitalised assets which relate to the Property, Plant and Equipment balance in the financial statements, and the second register showing all assets which have been fully written off in the first year. (MH/JB)
Being actioned.

9. Accounts, Segregation of duties: MH to approach auditors for their solution to the challenges of the reliance on Jannette Blunden as Accounts Manager. (MH/JB)
No solution offered and with reduced staffing less likely to be resolved.
 10. Succession Planning: MH to circulate an updated Succession Planning Policy electronically post meeting. (MH)
Agenda item
 11. Appraisals: Director/CEO appraisals are in progress and the findings and any recommendations will be reported to the June Board meeting. (JH)
Completed, agenda item
 12. Board Effectiveness: The findings and any recommendations will be prepared for the June Board meeting. (JH)
Agenda item – review postponed until autumn 2017
 13. Development: The junior development conference is being held on 11 March 2017, PB requested that a NI representative be invited. MH to raise this matter with Head of Development, Craig Anthony. (MH/CA)
Completed, conference cancelled
 14. 50th Celebrations: JH to ascertain the names of individuals that were involved in the formation of British Orienteering and to provide Clive Allen with feedback post Board discussion. (JH)
Completed
- Outstanding item
15. Definition of Activities: The definition of activities to be reviewed and more should be done to raise the matter of clubs acting responsibly towards one another in this respect rather than expecting the honest clubs from bearing more than their share of the costs of running British Orienteering.
This matter brought to the attention of clubs; new definition of activities and the reasons for it to be publicised.
It was agreed that in promoting this to clubs the emphasis should be on the fairness between clubs.

Governance Action Plan

- a) Governance Action Plan and the most effective way to deliver the Plan.

The Governance Action Plan had been agreed with Sport England and had been circulated previously.

There was considerable discussion about the best way to implement the action plan.

In brief, the following points require addressing:

1. Decisions regarding the time that must lapse after a director completes their maximum term; change to the Articles required:
22.3 A Person who has served as a director and who has completed 3 terms in office as a director may not be re-elected or re-appointed until a minimum of 4 years has passed.
2. Confirmation of the Senior Independent Director – LP agreed to stand and was appointed as Senior Independent Director
3. Formalising of an Audit Committee – BD to draft the ToR for the committee
4. Updating of the Appointments Panel (Nominations Committee) to include an independent director – It was agreed that the previously named ‘independent person’ shall be an Independent Director. It was recognised that this might not be as independent as the current process where a person is appointed from the SRA. It was agreed that the SRA person involved over the last few years has been of great value in recruiting and appointing independent directors.
5. Note the progress in reviewing the committee structure below Board level and that it is fit for purpose in delivering the Strategic Plan – this is currently on-going with a view to establishing the future structure in time to implement it from 1 January 2018.
6. Public confirmation of gender and BAME targets regarding board membership including web statement about the need to increase diversity on the Board – It was agreed that these should be published.
7. Agree the process for appointing a Chair – It was agreed that the ToR for the Appointments Panel be updated and published.
Two options were considered; the first to make all the changes directly within the Articles of Association – this would be a long and complex process as many articles would be required to change including Articles 22, 26, 30, 31; or the alternative to minimise the changes to the Articles and produce and publish a set of procedures, ‘Board Operating Procedures’, that would underpin the changes required.

It was agreed that, as the changes are required to be made by the end of October, the changes to the Articles should be kept to a minimum and the additional changes enforced by a published set of procedures.

8. Sport England to be notified of the need to appoint a Chief Executive, etc. – MH to notify Sport England.¹
9. Confirmation that any new Board directors complete a self-declaration agreement regarding their character – documents now in place to implement this.
10. Updating of the Code of Conduct and the agreement to be signed by directors – new document in use.
11. Annual stakeholder consultation processes to be agreed – it was agreed this should commence from late 2017.
12. To confirm that an external review of Board effectiveness takes place during 2017 – JH to implement and is in contact with John Flook who has agreed to collate the evaluation.
13. To agree the publication of the amounts and use of government and other external funding – It was agreed that these should be published on the web site and regularly updated. To ensure this takes place it will be added to the Board work programme.
14. The Board to annually review the effectiveness of risk management – Implemented; also, to be added to the Board work programme.

It was agreed that an EGM be held during October 2017, in conjunction with the Club & Association Conference, in order to make the changes required to the Articles of Association.²

Major Events Review

The Board considered the report produced by Dan Riley and circulated prior to the meeting.

Members felt it was a good report, well-structured and raising many issues.

After discussion, it was agreed that the report or sections of it should form part of a briefing paper for E&CC to consider and should also form a part of the wider consultation into the future of the major events that British Orienteering is responsible for.

DM agreed to produce a brief for the E&CC to consider.³

Club & Association Conference

Dates for the conference were discussed and MH was asked to consider 14 and 21 October for the Conference.

After discussion, it was agreed the Conference agenda should consist of:

- a) Updates on the Strategic Plan – what do clubs want to take from the plan and what do clubs need British Orienteering to do to help clubs?
- b) Implementation of the competition aspects of the Strategic Plan
- c) Clubs to be asked to suggest items for possible inclusion in the agenda

Several locations were considered to host the Conference including Leeds, York, Sheffield, Birmingham. It was agreed that all have pros and cons and that the administrative team should identify a venue in one of these cities that is appropriately priced, convenient and available.⁴

Association Conference

It was also agreed that there should be a meeting between British Orienteering Board members, staff and Associations every two years. This would be in the form of an 'advisory' meeting such as took place in 2016 where associations provided their views and advice during the Strategic Planning consultation.

It was agreed that the next meeting should be in early 2018.⁵

Finance

- a) Accounts to May 2017

The management accounts had been circulated prior to the meeting for members to consider. BD explained that the overall position is close to that anticipated.

The current management accounts compare year to date to the year end as the 2017 Budget has not yet been loaded into the system – it is a big operation and until the funding position is known it was impractical to load the budget. If the budget reforecast is agreed, the updated budget will be loaded into the system and true variances will then be available in the June accounts.

Consequently, all variances were shown as being against zero.

Key points from the accounts are:

1. The Recognised Centre Scheme has generated an income of £3,300
2. Income from athlete contributions to support the performance programme
3. Income from UKCC is not yet adjusted and is challenging to monitor due to the carryover from one year to the next in relation to assessments.
4. There are numerous issues related to major events which mean that it is unlikely the income budgeted will be met.
5. Expenditure on the website has been significantly supported by Sport England funding.
6. Expenditure in performance includes payments in Northern Ireland that SNI has not covered.

b) 2017 Budget Reforecast

The Board considered the changes proposed to the 2017 Budget which recognise the impact of the Sport England funding agreement. The following significant changes were agreed to the budget:

- Within events there is an increased fee to perfectmotion from 3 months to 4 months as per the agreement
- The office miscellaneous now has an increased amount, approx. £1k to cover H&S support
- Salaries have been adjusted to reflect the current known positions

Note: there remain several known areas of risk within the 2017 Budget:

- Redundancy of staff employed in NI which is likely to cost £2,500; SNI are currently refusing to refund this amount
- Salaries for the Sport England funded staff if problems arise over the contract, targets, etc.

Overall the budget envisages a loss of almost £23,000 which will be covered using reserves as agreed at the last Board meeting.

c) Use of Reserves

BD had prepared a proposal to use reserves to support the performance programme; he explained that this proposal was supported by the athletes and coaching team.

It was agreed that an amount up to £18,000 could be spent over the next 3 years, a maximum of £6,000 each year in supporting the performance programme. Whilst supportive, the Board were keen that this money be spent in a way that has the most impact/benefit to the programme.

In overview, the programme would involve 1:1 contact with a small group of athletes (4-6) over the winter and early spring period, focussing on technical training, followed by a pre-WOC camp for all WOC selected athletes. This last camp would be the mechanism for spreading the learning to a wider group of athletes and ensuring there are always athletes aspiring for medals.

Questions were raised about how the 4 or 5 athletes involved would be selected and BD assured Board members that the performance staff would make these decisions and procedures will be put in place.

Board support was based on the strategic importance, as agreed in the Strategic Plan, of producing sustainable success at international level in World Championships. The Board had previously agreed that 1/3rd of the surplus element of the financial reserves could be used to support projects that are aligned with the strategic objectives of British Orienteering.

Monitoring Reports

a) Matters of Significance

The following matters were brought to the attention of the Board:

1. 'Finalising' arrangements with Sport England for funding has dominated the last 3 months and taken excessive amounts of time for MH and, to a lesser extent, Craig Anthony.
2. Sport England funding for the period 2017/21 has been confirmed and a contract signed by British Orienteering; unfortunately, Sport England has yet to sign the agreement. Outstanding are confirmation of acceptance of the Governance Action Plan and the targets.
3. Securing Sport Northern Ireland funding has also taken considerable time particularly for Craig and, whilst future funding is committed, the time and British Orienteering funds used to support the programme has been considerable. The final position regarding the last 4-year funding cycle is not yet clear.
4. Staff have begun to settle down after the recent prolonged uncertainty. The 2 English Development Officers are yet to be recruited – this has been postponed until there is clarity of funding. The announcement to the staff about the retirement of the CEO has been made.

It should be said that, in general, staff have dealt with all the uncertainty well and whilst there have been challenging moments overall the staff have maintained their commitment and moral.

5. The updated website has been a major piece of work and whilst there were considerable problems when it was rolled out the problems were resolved quickly; the majority were associated with the permissions and security infrastructure.

As expected member responses are mixed although positive overall. The big challenges were keeping a public facing portal simple and relevant to the public whilst requiring members to login to see their 'dashboard' and obtain access to most of the member material.

Work outstanding at this point are: updates to content, an Xplorer section (due next week) and an update to the ranking also due shortly.

6. Safeguarding: No significant safeguarding matters have been raised since the last meeting.
7. Anti-doping: No significant reports or activity has been notified.
8. Complaints & grievances: No complaints have been received during this period.
9. Insurance: As always, insurance queries continue and as normal the early summer has brought a surge of queries related to summer events and the S6Ds in particular. The current controversial topic is 'campsites' and we are investigating the feasibility and affordability of adding campsites to our cover.
10. 50th Celebrations: Jennie Taylor, is to be congratulated on her work to produce the Focus magazine themed on the 50th celebrations. There has been a strong and positive response – as yet there have been no comments about the publication being the last paper version of Focus.
11. Radio: Jennie has also been working hard for orienteering to have a presence on the radio and this took place just prior to the Board meeting, Jennie was congratulated on this achievement.
12. An appeal has been made against TrailO selection decisions and process; many thanks to PB for helping to resolve this as Chair of the Appeals Panel.

b) Performance Indicators

The monitoring report had been circulated prior to the meeting and compares year to date to final year targets.

Membership:

Current members 9,915 (as compared to 10,891 in 2016)

New members 1,036 (1,909); lapsed members 2,219 (1,805)

Gender ratio (men to women) 61.1% to 38.9% (60.1% to 39.9%)

It was recognised that the fall in membership across NIOA was considerable due to the previous need to make all participants members. The changes in the SOA rules regarding members were also considered and MH was asked to review the British Orienteering membership numbers associated with the SOA.⁶

Participation:

Participant runs 91,097 (as compared to 273,548 in 2016) of which 73,791 (162,784) were in competition, 16,880 (39,222) out of competition organised by clubs and 426 (71,542) in non-club participation. Note: the non-club participation is always low at this point in the year as many partners only provide accurate figures once at year end.

Events:

Number of events that have taken place 822 (1,718 in 2016), club activity sessions 909 (2,153), Xplorer sessions 68 (892) with Xplorer participation of 9,290 (78,680).

c) Performance indicators for the future

MH explained that the targets for both Sport England and Sport Northern Ireland are yet to be agreed; as soon as they are available Board members will be informed.

British Orienteering must also establish annual targets to accompany the Strategic Plan.⁷

d) Risk Register

An updated Risk Register had been circulated prior to the meeting and after discussion the Board agreed the following changes the significant changes are in bold:

1.5 Strategic plan is now in place reducing the risk from 12 to 9

3.1 *With the Strategic Plan now established there is a need for an implementation plan or business plan; this will need resourcing*

3.2 *Failure to maintain funding agreements remains a threat*

4.1 *Funding contractual requirements will be a bigger threat throughout this funding period risk from 13 to 16*

4.4 *Health & Safety position improved due to signing up with Peninsula to provide assessment and advice risk from 10 to 8*

5.2 *Inadequate staffing level to resource delivery of the strategic plan: INFO, continuing dependence on funding to resource aspects of the Plan*

5.3 *Staff change continues to have major risk implications; reliance on a few is significant*

5.14 *A funding agreement is now in place – as such this risk can be terminated – the risk going forward is to maintain the level of funding*

There was a discussion regarding the implementation of the Strategic Plan and the impact of this on risk and the level of risk. The Board agreed that failure to implement the Strategic Plan was a risk of ‘catastrophic’ level as determined by the Risk Policy.

The Board discussed the risk policy, procedures and register and agreed they are currently fit for purpose. It was agreed that when a new CEO is appointed he/she should review the policy, procedures and register and make recommendations for change. It was also agreed that the policy should be reviewed on an annual basis and by an external person at least once every four years.

Governance & Leadership

a) Succession Planning

An updated Succession Plan had been circulated prior to the meeting.

The plan was discussed and there was support for the plan. It was agreed that a schedule should be attached to the plan and should include:

- Audit in Year 1
- Recruitment plan in Year 2
- Names of potential candidates to be gathered into a rolling list

It was also agreed that more thought should be put into ‘how’ the plan would be implemented.

Finally, it was agreed that a review of the Succession Plan should be added to the Board schedule of work.⁸

b) Recruitment of a Chief Executive

A paper of ideas to be considered had been circulated prior to the meeting and the Chair thanked PB for his work on this.

The following points were agreed:

- The functional analysis should be updated and circulated asap
- There should be one full time post rather than a number of part time positions
- The implications for other staff members must be considered and it is appropriate that changes to other staff roles are considered both prior to and after recruitment. It is feasible that current roles may need to be changed.
- Important that recruitment is one-step at a time and assumptions are not made
- There are clear implications that British Orienteering must operate as a business and follow company law and good business practice.

MH was asked to update the functional analysis and draft a job description based on the discussion.⁹

c) Appraisals

The Board noted the outcomes from the Director/CEO appraisals and discussed the findings. Key points made were:

- Possibility and feasibility of directors holding portfolios
- Need for there to be clarity regarding executive and non-executive matters and roles
- The outcome of the review of board effectiveness could impact on appraisals

d) Board Effectiveness

The Board was asked to note the postponement of this review until autumn 2017.

e) **Disciplinary Policy & Procedures**

The Board was asked to note this item has been postponed whilst the updated Disciplinary Policy and Procedures are reviewed by a barrister who had volunteered her services.

Association Matters

It was noted that few association meetings had taken place since the last Board meeting.

BD reported that WOA is filling its key position and once again able to operate normally.

JH reported that SOA had raised a number of matters relating to membership and would like British Orienteering to consider changing the wording associated with the membership renewal letter. MH to look into the feasibility of this.

Steering Group and Committee Matters

The Board considered committee or group matters raised since the last Board meeting.

a) **E&CC: Meeting to take place on Saturday 24 June**

DM will be attending the meeting, MH/JH had presented their apologies.

b) **Coaching: No meeting since the last Board meeting**

c) **Talent & Performance: No meeting has taken place since the last Board meeting**

BD explained that there had been a lot of behind the scenes activity and that matters such as selection had all been completed as required.

BD pointed out that the cost to athletes had increased substantially and this is a concern. With Sport England funding to underpin some of the programme the resources available to the programme were having to be significantly reduced. 'Crowd funding' was hopefully going to support the performance athletes and this was welcomed by all.

d) **Development: No meeting has taken place since the last Board meeting**

e) **TrailO: No meeting had taken place since the last Board meeting. The Board noted the recent appeal made against selection decisions/process and expressed their gratitude to PB for taking on the chairing of the appeal panel.**

PB stated that the work of the panel was almost complete and the outcome would be produced shortly.

Welfare & Safeguarding

Members had received the annual review documentation which included a review of 2016 and the action plan for 2017.

The Board also noted that no welfare issues of concern had arisen since the last Board meeting and that Dan Riley is now involved with the CPSU acting as support to MH regarding safeguarding matters.

IOF matters

IOF matters that had been raised since the last Board meeting included:

a) **WMOC 2020: The Board noted the assessment visit of the IOF had taken place the last week in May. JH reported it had been a positive meeting that she and MH had attended on behalf of British Orienteering. A decision regarding the hosting of WMOC 2020 is expected in July.**

b) **Other matters: IOF Strategic Plan consultation; BD reported that the development of the Strategic Plan is progressing.**

c) **Control Descriptions: MH reported that a consultation was commencing about the new IOF standards.**

Any Other Business

Other, pertinent business raised by Board members were:

a) **Emily Benham: it was agreed that the performances of Emily at the recent Mountain Bike Orienteering World Championships, 2 golds, were outstanding and that she be invited to become an Honorary member of British Orienteering.¹⁰**

b) **General Data Protection Regulation (GDPR) implementation: Is now due by June 2018 and LP offered to look into the consequences of this.¹¹**

- c) Elected Director co-option: It was agreed that JH progress the co-option of a member into the vacant position.

Future meetings

The following meeting schedule to be considered:

Sat, 9th Sept

Thu, 7th Dec

Further Conference calls to be organised as required

Meeting closed at 16:50

Actions

- ¹ Sport England to be notified of the need to appoint a Chief Executive, (MH, asap)
- ² EGM be held during October 2017, in conjunction with the Club & Association (MH, August)
- ³ E&CC and Major Events, a briefing paper for discussion by E&CC to be produced (DM, asap)
- ⁴ Club & Association Conference venue to be determined (Admin, asap)
- ⁵ Association & Board meeting to be organised every 2 years commencing 2018 (Board, September 2017)
- ⁶ Membership, review the SOA membership numbers in relation to the British Orienteering members (MH)
- ⁷ Performance indicators, targets for the Strategic Plan need to be set (MH, asap)
- ⁸ Succession planning, annual review of the plan to be added to the Board schedule of work (MH)
- ⁹ Role of CEO, review of functional analysis and updated draft to be circulated to Board members (MH, asap)
- ¹⁰ Honorary members, Emily Bentham to be invited to become an honorary member (JH, asap)
- ¹¹ GDPR, review of the impact to be drafted and circulated (LP, asap)