

**EXTRAORDINARY GENERAL MEETING
2007**

MINUTES



**MINUTES
of the EXTRAORDINARY GENERAL MEETING
of BRITISH ORIENTEERING FEDERATION**

held at HOLIDAY INN RUGBY/NORTHAMPTON

at 3:00pm on Saturday 27th October 2007.

PRESENT:

Neil Cameron	Chairman
Lyn West	Vice-Chairman
Mike Hamilton	Chief Executive and Company Secretary

C, Baker, J. Belza, C. Best, J. Biggs, T. Biggs, S. Birkinshaw, L. Blackie, S. Bones, J. Britton, M. Broadest, S. Buckley, J. Burrows, J. Craddock, R. Craddock, P. Cameron, S. Cartwright, R. Curtis, R. Dove, M. Dudley, B. Elkington, A. Evans, R. Finlay, R. Fauset, P. Guillaume, E. Hargreaves, R. Hargreaves, J. Harrison, J. Holt, B. Hughes, G. Lamplough, P. Lowe, R. MacDonald, D. May, J. Millward, C. Morley, J. Morris, E. Nicholas, H. Palmer, M. Palmer, M. Parsons, E. Peckett, C. Phillips, L. Phillips, C. Price, M. Price, B. Regan, P. Ribbans, B. Roach, C. Robinson, A. Sarkies, R. Sharp, R. Stein, L. Sylva, A. Tarr, K. Tonkin, R. Vickers, P. Walker, R. Walker, J. Warren, C. Watkinson, I. Webb, A. Weller, C. West, C. Wilkinson, E. Williams, J. Woodall, L. Young.

making a total of 70 members.

Members were welcomed to the EGM of British Orienteering Federation by Neil Cameron, Chairman of British Orienteering Federation.

The meeting approved the appointment of Laura Young (NOC), as minute taker and Pat Cameron (NGOC) and Laura Young (NOC) as tellers.

The meeting approved Bob Roach (DEE), former Chairman of British Orienteering Federation, to oversee the vote counting procedure.

1. Apologies

Apologies were received from the following:

Donald Grassie (GRAMP)	Peter Knott (SROC)	Graeme Verra (MAROC)
John Carrie (ERYRI)	Keith Marsden (HH)	Jon Musgrave (MAROC)
Elaine Jones (INVOC)	Helena Burrows (ERYRI)	Paul Frost (ECKO)
Derek Gale (DVO)	Chris James (NGOC)	Lynne Walker (ECKO)
Roger Lott (TVOC)	Richard Keighley (WIM)	

2. Proposal 1-Proposed by Martyn Broadest (AIRE and member of Governance Work Group)

Martyn Broadest recommended the proposal to move to a Board of Directors and drew members' attention to the details in the EGM documentation which set out many of the reasons for the proposal. Comparisons with best practice had shown our governance was no longer fit for purpose, and he also suggested that with the recent changes to the Companies Act 2006 the current Governance structure was no longer acceptable. At present which body had authority (either Council or Management Committee) was often unclear depending on what decision is being made.

3. Discussion opened to the floor
4. Jim Harrison (EBOR) stressed to voters that they should be sure what they are voting for. NC reiterated the advice given to proxy voters in the EGM document.
5. Robin Walker (BOK) asked how the CE, as a possible voting member, was appointed.
6. NC explained the process by which the current CE, Mike Hamilton, was appointed. Management Committee agreed on an Interview Panel consisting of NC, LW, BR and a Sport England Representative. Applications were short listed and interviews were carried out. After extensive discussions by the interview panel, an appointment was made.
7. Robin Walker (BOK) questioned the term of office for the CE on the board. He questioned if the CE's conduct was unsatisfactory in his employed role, how the board would deal with this?
8. NC noted that there was no term of office for the CE on the board. He would be a member of the board as long as he held the role of CE. Any unsatisfactory conduct would be dealt with as the CE as an employee under his job contract and employment law.
9. It was asked for that the details of the Companies Act 2006 be expanded upon. MH explained that the Act stipulates that Board Directors (and thus in our case, members of Council) could not take decisions back to their constituencies to seek a mandated decision.
10. MB suggested that even if the proposed changes were not implemented it would still be necessary to review and change the current Governance structure as it does not fall in line with the Act's requirements.
11. Stephen Cartwright (SOS) asked whether volunteer organisation websites had been consulted to check best practice in Governance structure.

12. NC confirmed that this had been done. NC noted that the current issues and problems many of which arose from this review had been presented at the AGM 2007.
13. David May (SLOW) asked if there was an 'experience' or 'skills' hit list in mind for the directors. If so, what did it consist of?
14. NC explained that the GWG had strongly debated the option of electing directors with specific skills to a portfolio e.g. a member with marketing background to be elected to the portfolio of 'Marketing Director'. The GWG found that it would be more appropriate to elect the nine most suitable people to be directors and then assign portfolios after their election. It was noted that if any specific knowledge was required, external impartial advice could be sought.
15. MB noted the importance of the board working as a team and this might reduce any possible obstacles.
16. NC commented that electing members to a specific portfolio would have led to a complicated election process that could have meant the best nine people not being elected e.g. if two strong candidates were competing for the same portfolio.
17. The importance of the elected board looking at itself and its collective skills and then going forward was noted, with one option being that before Board nominations were sought, any skill gaps be highlighted to the membership.
18. Robert Dove (SMOC) questioned the representation of the views of the Associations on the board.
19. MB explained that the idea was that the board would represent the views of the whole membership not just specific Associations. He suggested that with effective communication, for example through conferences, all the membership could have an input.
20. JM suggested that with increased use of email, members could contact board members and express their views. Similarly, he suggested that often members of Council and Management Committee came to their roles unbriefed and the new roles as board members would allow greater efficiency of communication and decision-making as roles and training would be clearly defined.
21. Chris Morley (WAOC) raised a question regarding the number of board members necessary for a quorum.
22. Proposed Article 13.10 explained that a minimum of half the number of board members would constitute a quorum.
23. Peter Ribbans (SWOC) questioned the ability to remove the CE from the board.
24. JM answered that as an employee the CE would remain on the board to such time as he was no longer employed by British Orienteering.
25. John Woodall (NOC) asked about the acceptance of Scotland to the proposed new Governance structure.
26. NC replied that SOA did not put the proposed change on the agenda of the six-monthly meetings held between British Orienteering and the SOA, where the SOA would have been able to raise any concerns. SOA had also not advised of any official concerns and were in fact implementing a similar Board structure for their own Association, he believed.

27. Michael Dudley (WCH) raised a concern about the possibility of all directors coming from the same geographical region.
28. NC doubted that this would arise as an issue and that it was the responsibility of being a director to represent all members.
29. MB noted the induction and training process for directors would help them try to represent all the membership.
30. Bob Roach (DEE) clarified that the directors would be elected at the AGM and thus the membership had control of who was elected and where geographically they were from.
31. Russ Fauset (HOC) wished to oppose the proposal based on the lack of face-to-face contact with regional representative proposed with the new board of directors. He also wanted to oppose on the grounds of possible 'clique' formation that could affect voting.
32. Ranauld MacDonald (DVO) suggested that few regional representatives are actually elected as most stand unopposed or are asked to take on the role. Frequently the roles are filled by self-nomination.
33. Concerns were raised over the mixing of Governance and Executive structures. It was noted that if British Orienteering Federation was to be made a charity organisation, the CE would not be allowed as a voting member of the board.
34. JM explained that the likelihood of British Orienteering becoming a charity was negligible. He suggested that the rights gained by the CE of being a voting member of the board brought with them heavy responsibilities. The CE is bound into the decisions made by the board.
35. Hilary Palmer (NOC) highlighted the clarity of communication that would result from the proposed changes.
36. Ed Nicholas (EUOC) supported the notion of improved communication of the proposal. He explained the current 'laborious' process of decision-making that takes place between the bodies of Council and Management Committee. In his role as Councillor, he noted that there were many 'strong-willed' people in orienteering which made the likelihood of 'in-groups' forming very unlikely.
37. Jim Harrison (EBOR) suggested that the proposals were both equally valid and voters should be aware that the proposals only differed by whether or not the CE was a voting member.
38. Keith Tonkin (GO) questioned whether, with the simplification of Governance proposed, British Orienteering Federation would ever refuse to hold an AGM.
39. JM explained that British Orienteering's funding authorities are unlikely to allow the organisation to refuse to call an AGM. NC said that the Articles required an AGM and could only be changed by a 75% vote of the membership.
40. Michael Parsons (LEI) asked whether the new Governance structure would incur additional costs.
41. NC noted that hopefully the new structure would actually reduce costs by being more efficient. For example, the previous costs for Council and Management Committee would be reduced to the cost of Board of Directors only.

42. Jim Harrison (EBOR) asked about the possibility of votes of no confidence for directors at an AGM.

43. NC noted that votes of no confidence would be possible.

44. NC asked members to go to a vote on Proposal 1

(Voting by ballot and including proxies)

For:	155	Against:	38	Abstentions:	0
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45. NC declared that Proposal 1 was accepted with 77.9% For and 22.1% Against. As such Proposal 2 was withdrawn*.

46. NC highlighted that this was a significant vote for British Orienteering Federation and meant a more decisive and dynamic decision making process. NC hoped that this would mean better consultation with all members and aimed to attract more volunteers both to the sport and hopefully to the Board of Directors.

47. NC noted the reservations of some members and hoped that the new board once in place could work to alleviate some of these concerns.

48. NC thanked all members for coming. NC thanked the GWG for their time and effort in preparing the documents and proposals. NC also thanked office staff for their organisation and administrative support for the EGM.

49. The meeting concluded at 16.25

*However, due to a clerical error on the day, the Chairman's 21 discretionary proxy votes were omitted from the count. The Chairman nominated to use all 21 discretionary votes in favour of the proposal. As such, the actual percentage vote for Proposal 1 was 80.3%. Therefore the corrected percentage of votes for and against Proposal 1 is 80.3% FOR and 19.7% AGAINST.