

Board of Directors

Wednesday 24 February 2010
10:15 – 17:00

Comfort Inn, Station Street, Birmingham, B5 4DY



Minutes

Attendees:

Philip Baxter	Ed Nicholas (arrived 14.15)
Neil Cameron	Jenny Peel
Mike Hamilton	Martin Ward
Roger Hargreaves	Lyn West
David May	John Woodall

Laura Martin – Minute taker

<i>Item</i>	<i>Subject</i>
1. Opening Business	1. Apologies NC welcomed everyone to the meeting, there were no apologies tendered.
	2. Declarations of interest There were no additional declarations of interest
	3. Minutes of the 10 December Board meeting The minutes were accepted as a true and accurate record of the meeting
	4. Action list, outstanding actions & questions NC briefed Board members on the current state of the outstanding actions
	5. Notification of AOB Board members noted the following items of additional business: <ul style="list-style-type: none">- Mapping priorities- Publicity of Level 1 events- Director presence at JK/BOC- Association Liaison- Board engagement with members- Articles of Association (Addressed in 'Correspondence' below)
	Ratification of any decisions taken by email since the previous meeting There had been no decisions requiring ratification since the previous meeting
	Correspondence: to deal with any significant correspondence received since the last Board meeting <ul style="list-style-type: none">- Updating of the Articles for 2011 NC and MH gave Board members a brief update on the changes necessary to the Articles due to the Companies Act 2006. MH has contacted the Sport England governance department for assistance. MH will await response and ensure a plan for review is on agenda for next meeting- Communicating with Home Countries re HIs Further to a correspondence circulated by MH, board members agreed to contact all the home nations and request a response to correspondence from Northern Ireland regarding Home International competitions?
	Action 1: MH to circulate correspondence from Northern Ireland and request response from all home nations (MH, by 30 th March)
2. Governance	1. AGM 2010 <ul style="list-style-type: none">a. AGM Booklet including the proposals Board members comprehensively reviewed the ten proposals within the 2010 AGM booklet

From the discussion regarding the proposal of Grant Thornton as the auditors, the following action emerged:

Action 2: JP, MH and Jannette Blunden to produce a short explanation of Grant Thornton audit and associated fees. (JP, MH and Jannette Blunden, ASAP)

Board members discussed and approved order of proposals to be put to membership

Board members agreed on how to handle two large explanatory charts associated with proposal 10 that will be made available via the British Orienteering website and not within the AGM booklet due to space within the booklet

Board members authorised MH to re-draft text within the AGM booklet as a result of the discussions and circulate for approval

Action 3: MH to re-draft AGM booklet text as a result of discussions and circulate to Board members for approval (MH, ASAP)

EN arrived at meeting at 2.15pm

b.Directors nominations, confirmation

Board members confirmed that NC, LW and RH were stepping down as directors at the 2010 AGM. NC and LW will seek re-election

If NC was re-elected to the Board at the 2010 AGM he will continue as Chairman until the first meeting of the new Board of Directors when the Chairman for the next year will be approved as usual. If NC are not re-elected, then LW will act as Acting Chairman until the first meeting of the new Board of Directors when a Chairman for the next year will be approved as usual

Board members were informed of the 4 candidates nominated for election to the Board of Directors at the 2010 AGM. There will be three Board member vacancies up for election

c.Voting Procedures, confirming arrangements

NC and LW declared an interest as they were nominated for election at the AGM. NC and LW left the meeting

Board members remaining agreed the preferential ranking system of voting for director candidates at the 2010 AGM and associated proxy votes. This voting system has been used in previous British Orienteering Director elections

Board members discussed and agreed a process for chairing the AGM while NC as Chair and LW as Vice Chair were both nominated as candidates and thus could not chair the voting section of the AGM due to associated conflicts of interest. Board members decided that the longest serving director, not nominated for election, would be proposed to the meeting to chair the election during the voting section of the AGM. In 2010 this would be EN.

NC and LW were asked to rejoin the meeting.

d.Silva Award, ratify the decision

LW, MW and RH were a subgroup of directors asked to consider the SILVA award nominees for 2010 and make a recommendation of the recipient to the meeting

MW gave the Board a brief outline of the nominees and explained the process by which the subgroup had come to a decision regarding their recommendation for the recipient.

Board members ratified the subgroup's recommendation for the 2010 recipient of the SILVA Award

The subgroup recommended a review of the current criteria for SILVA Award nominees and recipients. Board members agreed and actioned MH to complete

Action 4: MH to revisit and review criteria for nominating and awarding SILVA Award. (MH, by September Board meeting)

NC thanked the subgroup for their considerations and recommendation

e. Annual Report 2009

Board members reviewed 2009 Annual Report.

Board members were asked to review and feedback any possible changes to structure for 2010 Annual Report

2. Receive committee and other meeting reports

a. Welfare Steering Group – 4 Feb 2010

The Welfare Steering Group meeting was cancelled due to lack of availability of volunteers. Staff members on the group did meet informally to discuss issues raised from last meeting

b. BSOA/British Orienteering – 13 Jan 2010

Board members noted minutes from BSOA/BOF meeting held in January. There were no questions

c. International Committee – 9 Dec 2009

EN briefed Board members on the points to note from the International Committee meeting; these included: development of plans for funding once the UK Sport funding ceases in 2013; development of a Disaster Plan and to inform that Chairman Dave Harrison had decided to step down from his role on the Committee. EN noted and thanked Dave Harrison for his hard work

Board members echoed this thanks to Dave Harrison

d. Trail-O – 23 January 2010

Board members noted minutes from the Trail O Committee meeting held in January. There were no questions

e. IOF matters to report

NC and DM took Board members through points to note from the IOF, these included the nomination of Brian Porteous as Vice President of IOF. Board members agreed to support this nomination formally. A further point to note was that the submission deadline for any proposals to be considered at the IOF Congress meeting in August 2010 was prior to next Board meeting

Action 5: MH to ensure Gareth Candy and Dave Harrison are aware of imminent IOF congress proposal deadline (MH, ASAP)

Action 6: Board members to consider and discuss by email any potential proposals for submission to IOF Congress (Board members, ASAP)

DM noted the addition of IOF rules to cover GPS watches and devices and the change of WOC Long Final intervals from 2 minutes to 3 minutes

f. Development Committee- 30th January 2010

EN took Board members through the Development Committee points to note. EN noted the increased number of applications to the Development Fund and said that members of the Development Committee were in the process of reviewing and developing more sophisticated criteria for awarding funds

It was noted that all SILVA award nominees would also be considered for Services to Orienteering Awards in 2010

DM asked about the progress of implementation of the new incentive scheme. MH noted that the plan for the system was for it to be automated and the specification was currently with the website developers awaiting completion

Action 7: MH to clarify current position regarding incentive schemes progress and circulate to Board members (MH, by 30th March 2010)

Board members noted Development Committee minutes

3. Performance Management & Monitoring

1. Finance:

a. Annual Accounts 2009

JP took Board members through the 2009 Annual Accounts

Action 8: JP, MH and Jannette Blunden to draft a statement explaining debtors and creditors relating to movement of funds throughout financial year and circulate to Board members (JP, MH and Jannette Blunden, by 30th March 2010)

Action 9: MH to circulate amount of income generated by JK 2009 to Board members (MH, ASAP)

Action 10: Board members to prepare their own notes on the accounts in preparation for the AGM (Board members, by 3rd April 2010)

Board members formally approved the 2009 Annual accounts

b. Key Issues Memorandum 2009

JP took Board members through the audit governance document and accompanying letter. Issues raised by auditors were; financial systems being reliant on Jannette Blunden; any possible associated conflicts of interest in authorising payments; and the risks associated with limited legal review of external contracts

Board members requested a review of external contracts at a future Board meeting

Board members approved NC to sign an audit letter on behalf of Board members

JP briefed the meeting on a letter recently received from HMRC confirming and clarifying the tax status of British Orienteering

JP congratulated Jannette Blunden on the successful preparation of accounts

NC thanked MH, JP and Jannette Blunden on behalf of Board members for their work to prepare the audit

c. Debtors & Creditors report

Board members noted the reports and there were no questions

d. Any other financial matters arising

There were no additional financial matters raised

2. Staffing update

MH gave Board members an update on the current staffing situation. It was noted that this was confidential

3. Assurance Statement: to note

Board members approved the response to the AHL Assurance statement.

Key Performance Indicators update

Board members noted the Key Performance Indicators update

With reference to the onset of the Active People survey, it was suggested that British Orienteering increase its publicity of the survey and its outcomes

Action 11: MH to increase publicity regarding Sport England Active People Survey and its aims (MH, ASAP)

4. Operational Plans

a. 2009 Final Summary: comments or queries

Board members noted the 2009 Final Operational Plan

Board members noted the importance of a communications strategy to promote the achievements and work of British Orienteering to its members

b. 2010 Update: progress update

Board members requested clarification of budget dates in 2010 Operational plan

Action 12: Jannette Blunden to clarify dates of budget in 2010 Operational Plan (Jannette Blunden, by April Board meeting)

Board members noted the lack of input from the Coaching department regarding the 2010 aims and objectives

5. Project reports and updates: comments or queries arising

MH took Board members through the Performance monitoring documentation. Directors asked that the following projects/information be added:

- Marketing & Communications Strategy
- Memorandum and Articles Review
- Events Committee Review
- Information on membership mobility

MH noted that staff had several discussions during staff meetings regarding membership, mobility and possible changes to the membership structure to encourage membership and help achieve the British Orienteering vision

RH noted that regarding the Event Volunteer online training, mentioned in the Performance Monitoring document, his club KERNO would be willing to trial any modules once available

Board members noted the participation update submitted by Steve Vernon and Richard Barrett

4. Strategic Issues

1. MTBO: To receive an interim report on the potential for integration of MTBO into British Orienteering activities

The meeting reviewed the document prepared by JP. Board members authorised JP to form a working group to discuss a more integrated approach to the governance of MTBO within the British Orienteering structure

2. Review of the Vision statement

Directors reviewed and endorsed the current vision statement and agreed to review it again at the February 2011 Board meeting

3. Board Planning:

a. To receive an update

MH explained that he was finalising an update paper and would circulate to Board members on completion

Action 13: MH to finalise Board Planning update paper and circulate to Board members (MH, by 30th March)

4. Committee / Group Terms of reference, update

NC updated the meeting on the current position of the Events Committee terms of reference update. Comments had been received from Elite Competitions Group and MH had responded to issues raised

5. International Events Strategy, to receive an update

MH noted that the International Events Strategy requires an action plan to make it a more implementable strategy

5. Any Other Business

1. Consider matters raised by Board members at the meeting

NC wished to recognise the contribution of RH as a Director at this, his last Board meeting. NC thanked RH on behalf of the Board and British Orienteering for his hard work and commitment

2. Regional squad request for funding

Due to time pressures this item was not addressed during the meeting however Board members agreed to discuss issues via email or teleconference facility

3. Resulting & Rankings Scheme

Due to time pressures this item was not addressed

4. Office lease/location

Due to time pressures this item was not addressed

5. Home Internationals, support for these events

JW noted that at his visits to the EMOA and WMOA Committee meetings, the future of the Home International competitions had been important issues raised for Board consideration

Board members briefly discussed the role of the Home International competitions in the wider competition structure and vision statement

Board members noted that this was an issue that would require further discussion via email or teleconference facility

6. Major Event Franchise: Are these between British Orienteering and the Association or Club involved?

Due to time pressures this item was not addressed

7. Service Awards for Committee and Group members

Due to time pressures this item was not addressed

8. British Orienteering discussion forum

Due to time pressures this item was not addressed

9. Other AOB items

- Mapping priorities
- Publicity of Level 1 events
- Director presence at JK/BOC
- Association Liaison
- Board engagement with members

Due to time pressures these items were not addressed

6. Dates & venues of next meetings

Dates for 2010:

Tue 20 Apr Derby

Wed 7 Jul Birmingham

Tue 21 Sep Birmingham

Wed 15 Dec Darley Dale (formerly 9 Dec)

Board members agreed the dates of future meetings and NC closed the meeting at 5.15pm

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