

# Board of Directors-Minutes

Wednesday 15 December 2010;  
10:30 – 17:00

National Office, Darley Dale, Matlock, DE4 2HJ



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## Attendees:

Philip Baxter	Jenny Peel
Neil Cameron	Martin Ward
Mike Forrest	Lyn West
Mike Hamilton	John Woodall
David May	Laura Martin – Minute taker
Dave Peel – Events Manager	

### 1. Opening Business (LW)

#### a. Apologies

There were no apologies and all Board members were in attendance

#### b. Declarations of interest

There were no additional declarations of interest

#### c. Minutes of the September Board meeting

There were no issues raised and the minutes were accepted as a true record of the meeting.

NC noted that there was no summary prepared from the previous meeting and offered to do so moving forward. LW agreed and thanked NC for the offer.

#### d. Action list: raise any outstanding actions & respond to any queries

JW briefed the Board meeting on Action 2 and explained that JW and DM had previously attended the British Orienteering archive at Sheffield University. A member of staff at the university is currently working through organising and cataloguing archived items.

MW explained that Action 13 had not been progressed but the new format of the Operational Plan was much more helpful and more useful for communicating with the membership.

#### e. Notification of AOB

There were no items of additional business.

#### f. Ratify any Board decisions taken since the previous meeting

##### i. Forestry Commission: decision not to sign the agreement at this stage. MH to provide an update at the meeting.

At the previous Board meeting, Board members agreed not to sign the FC agreement and to engage in further negotiations. MH took Board members through a tabled paper outlining the latest stance regarding negotiations with the Forestry Commission.

MH explained that the likely discussed outcomes would mean the National Office and organisers doing more work to arrange and check land for specific dates however events for less than 25 participants would now be free and scaled fees would apply to larger events. The FC would no longer guarantee forests will be 'reserved' for use solely for orienteering.

Board members thanked MH for his negotiations and for securing a better deal than had been suggested previously.

##### ii. Support for an Honours nomination: decision to support a nomination.

LW prepared an appropriate letter of support for the Honours nomination. The nominating group decided to delay submitting the nomination until the next round to ensure it was as thorough as possible.

##### iii. Management Accounts: the accounts for quarter 3 to September 2010.

Board members agreed the summary of issues raised during teleconference.

##### iv. British Team for World Ski O Championships 2011

The British team's entry for World Ski O Championships 2011 was submitted on 15<sup>th</sup> December. Board members agreed to pay the already heavily subsidised entry fees for athletes selected for the team. The subsidy was from IOF to encourage previously unrepresented nations to enter a

team.

**g. Correspondence: to deal with any significant correspondence received since the last Board meeting**

**i. Letter to Roger Jackson of WCOG**

Board members had previously reviewed the letter sent by Roger Jackson regarding levy via email. MH had prepared a reply that had been agreed by Board members and recently sent. This reply had been delayed due to the regional roadshows.

**ii. An issue has been raised regarding the refusal of membership of an individual and the need for the regulations of British Orienteering to be modified to address this.**

MH briefed Board members on the ongoing issue regarding a member's behaviour and a club deciding to refuse said member's membership of their club. Board members discussed the implications upon British Orienteering.

NC noted that clubs themselves should be able to deal with a disciplinary action such as this in a timely manner. Board members went on to discuss sanctions relating to members and non-members. PB suggested British Orienteering should respond to disclosures or representations from clubs regarding disciplinary procedures.

**Action 1:** MH to work up a suitable statement regarding disciplinary action, post this discussion, and plan to include it in changes to Mem and Arts in 2012. (MH, by next Board meeting)

**2. Major items requiring decisions**

**a. Preparations for the 2011 AGM:**

**i. To confirm the directors that will be standing for re-election or standing down.**

MW and DM would be standing down at the AGM in 2011 as required on completion of a term of office. DM noted that he did not plan to stand again for election. MW explained that he planned to stand for re-election.

JP also explained that time pressures meant that she was considering her role as Director. JP was currently 2 years into the three-year cycle of her directorship. Any appointment for a replacement director would be for the remaining 1 year of the cycle. Also if this candidate chose to stand for election again, and was successful, their cycle would be limited to 7 years instead of the typical 9 years. NC reminded the Board that a Director must resign by December 31<sup>st</sup> for a vacancy to be filled at the following AGM.

Board members discussed the procedures for resigning and subsequently recruiting a director to fill any vacancy. The membership should be informed of all the vacancies being elected at an AGM. The normal director voting procedure would be employed and the 4<sup>th</sup> highest candidate would be elected for the 1 year, part term.

Board members strongly preferred that directors be voted in by the membership wherever possible, rather than co-opted by the Board.

Board members were tasked with considering potential candidates and encouraging people to stand for election. LW noted particular attention should be paid to encouraging more women and younger members to stand.

PB noted the importance of advertising the skill sets currently on the Board and those skill gaps currently highlighted.

Dave Peel asked about the possibility of electing non-orienteurs. Board members explained that vacancies can be filled by co-opting members but they would need to be members of British Orienteering to be eligible.

**ii. To agree the Membership fees and Event Levy proposal.**

MF took Board members through a paper outlining the planned modest increase in overall membership and event levy fees of approx 2%. Board members agreed to adhere to the same structures in 2011 with any possible changes in 2012.

NC questioned why the planned increase was less than current levels of inflation. Board members discussed the paper and figures presented by MF in preparation for Membership and Levy fees for 2012.

PB discussed potential for changes to the system by which members are recorded. MH noted

that these changes would need to be implemented within a new membership scheme.

Board members agreed to review levy figures again after more up-to-date information on 2010 levy income was available.

**To agree the discussion items (Membership & Levies Schemes, Memorandum & Articles) that will be taken to the 2011 AGM in preparation for a proposal for the 2012 AGM.**

LW thanked MF and PB for producing the discussion document regarding membership and levy schemes. Board member agreed there were largely two options for membership; either an opt in subscription membership or membership through participation.

Board members discussed issues relating to the membership and levy discussion paper including what are the issues and how can they be addressed. A central theme was how to engage the membership in a practical and usable membership structure.

Board members agreed a review of membership and levy schemes was necessary and also agreed that the central issue to be decided was what form the review would take. Further work was necessary before a discussion item at the AGM.

**Action 2:** LM to re-circulate paper produced by staff on suggestions to changes on membership structure. (LM, by December 2010)

LW thanked MF and PB for their work in producing the membership discussion document.

LW to work with MH in producing the next stage of this future proposal.

#### **Mem and Arts**

Board members agreed it was important to explain to the membership why there is need for changes to the memorandum and articles. Board members suggested using the AGM in 2011 to explain the necessary changes to be proposed in 2012. Board members would deliver a presentation of why changes were necessary.

**Action 3:** MH to develop a project plan for moving forward preparation of changes to memorandum and articles. This would focus on how changes would be prepared and implemented and not what would be changed. (MH, by next Board meeting)

One of the issues is the definition of 'members' v 'shareholders'. Board members discussed whether members would be classed as shareholders in legal terms.

**Action 4:** MF and MH to work together on providing definitions of 'members' and 'shareholders' in legal terms and to approach the issues surrounding relevant changes to the memorandum and articles. (MH, MF, by next Board meeting)

#### **b. 4 Tier Implementation (MF):**

##### **i. To agree the modified Guideline A that forms the basis for the 4 Tier Implementation.**

DM declared an interest in this discussion as a member of rules group and having been involved in the production of the event documentation.

Board members noted that some representatives on Rules Group had circulated to Guideline A to their associations unofficially but it had not been officially circulated.

Board members discussed the correct procedures for raising issues within the event governance process. Board members questioned some additions made to the 'Guideline A' document since the previous Board meeting.

Board members discussed that these additions had made the document significantly different to the version the Board had previously agreed. 'Courses' had been added to the table of criteria when it had been agreed that the number and range of courses could not be used to define the quality of the level of an event. LW also pointed out that authority to vary the rules had also been added.

Rankings had also been added to the table. It had previously been covered in associated text and is also covered in Appendix K. The Board agreed that it did not need to be included in the table.

Board members noted that these additions went against the decisions previously taken by the Board.

Board members agreed to ratify Guideline A with the removal of the new additions and amendments (rankings, varying rules, and courses).

**Action 5:** LW to inform Rules Group re the decision regarding Guideline A. (LW, ASAP)

MF commented that there was currently no clear process for raising issues or recommendations with event documentation and this forced Board members to focus on detail.

DM wanted to express his thoughts that 'Guideline A' was actually more appropriately described as an appendix. After a discussion, the other Board members concluded that at this stage in the process it was too late for a change. Board members did however have sympathy for the idea and supported a possible future change.

**ii. To ratify the other Rules, Guidelines and Competition Rules that have been modified by Rules Group and put forward for ratification by Events Committee.**

Board members approved the Rules 2011 document with the removal of the page concerning an index.

Board noted thanks to all those involved in the work to prepare the documents.

MH explained that the major issue outstanding within the documents was safety and related to Appendix E. MH and staff are reviewing all safety documents and on completion, this will undoubtedly require a rethink of Appendix E.

The major changes were largely focussed to Guideline B, E and Appendix C, E, G and I. DM noted his unhappiness with Guideline B, which he felt contained errors.

MH explained that with 1<sup>st</sup> Jan 2011 fast approaching the Board members had little choice but to ratify the documents. Board members were clear to point out that this in no way meant the Board were satisfied that the documents were fit for purpose but that progress needed to be made.

Board members ratified all event documents placed in front of them whilst acknowledging the issues presented.

**iii. To discuss and agree the process for improving the Rules, Appendices, Guidelines and Competition Rules.**

Board members discussed the possible processes for agreeing and improving event documentation. Discussions focussed on what the Board wanted out of the documents e.g. what was the end product and how often updates and changes would be made.

**Action 6:** Board members tasked Helen Errington with preparing a project plan for reviewing the process, structure and cycle of event documentation. This project plan would be brought back to the Board for consideration. (HE, by next Board meeting)

**Action 7:** LW to inform Rules Group of the process for developing the project plan for reviewing event documentation. (LW, ASAP)

**c. WTOC 2012 and WOC 2015 (LW, D Peel):**

**i. To receive an update on preparations for WTOC 2012 and agree how the dates for the event will be confirmed.**

LW briefed the Board on the current state of WTOC 2012. British Orienteering had submitted a bid for the event with the IOF and had been awarded WTOC 2012. Current thinking was that the event would no longer be held with the JK but would be held in June in Scotland.

Board members discussed a potential issue with getting enough volunteers for the event in June. Suggestions centred on tagging the event onto another event being held in Scotland in June so

volunteers could stay on. Board members also discussed the potential budget implications of having event away from a source of volunteers e.g. implications on travel, buying in expertise etc...

Board members requested a written report from the organising committee of WOC 2012 for future meetings.

NC questioned whether, according to IOC guidelines, it is acceptable for a country hosting an Olympic Games to hold a World Championships within 3 months of the start of an Olympics or Paralympics. Although orienteering is a non-olympic sport, Board members agreed it was important to check with both the IOF and IPC (International Paralympic Committee) to ensure compliance.

MH was awaiting the WOC 2012 organising committee to approach him as subsequently he would approach the IOF and IPC to confirm.

ii. **To discuss and agree whether or not a submission to stage WOC 2015 will be made.**

**Key issues include:**

- **Partnership agreements**
- **Risk Assessment/Management**
- **Budget and how the deficit will be addressed**
- **The submission**

DP briefed Board members on the current positions of the WOC 2015 bid including issues regarding the planned event centre and the possible alternative options. It was noted that the Scottish 6 Day would follow the location of WOC 2015.

DP noted that in the absence of the SOA Professional Officer it had been harder to gather local information, check permissions, etc. The new SOA Professional Officer (Colin Matheson) starts on 17th January and will be able to support the bid process.

MW and DP took Board members through a paper on WOC 2015 budgets.

MW explained the projected income for Scottish 6 day and impact of WOC on their potential to raise income. NC thanked MW for his clear presentation of budgets and projected figures. Board members discussed other possible sources of funding for WOC 2015.

Board members went onto discuss the process for ratifying the bid prior to submission. Board members agreed to continue with production of the bid in its current form and would agree to submit assuming it had been ratified.

DM noted the impact and importance of TV coverage on the success of the overall bid. Board members suggested, if UK media were not forthcoming, then DP could look to other foreign media outlets.

MH explained that Board members needed to be pragmatic about what is achievable in the time available prior to submission.

Board members noted the importance of buy in and commitment to the bid and budget from SOA, Event Scotland and 6 Day company prior to the bid's submission.

DP tabled a paper discussing the delivery of the bid, potential risks and mitigations. Board members discussed who would be managing and controlling the budget for the event.

NC questioned where any liability and pursuit of debts/assets would fall. Any significant claims could affect the survival of the federation as a whole. MH explained that having separate companies would not solve that problem and Board members needed to make a decision about ratification being fully aware of potential risks and mitigations.

Board members noted their thanks to DP and MW and all those involved for preparing papers.

Board members arranged teleconferences for Tuesday 11<sup>th</sup> January at 3.00pm and Wednesday 19th January at 3.00pm for updates on WOC 2015 bid and, if appropriate, to agree the submission be made.

- d. **Operational Plan:**
  - i. To receive the Operational Plan 2010 update and raise any significant queries.
  - ii. **Board Work Schedule:**  
To discuss and agree the Board objectives for 2011 which include:
    - Finalising of the Board planner to include issues raised by the Self-Assurance process
    - Schedule for updating policies and procedures
    - Evaluation of the effectiveness of the Board.
  - iii. To discuss and agree the Operational Plan 2011.
  - iv. To discuss and agree the 2010 Major Achievements and 2011 Milestones  
Not addressed due to time pressures
- e. **Competition review:**
  - i. To discuss the recommendations and agree whether or not the recommendations can be published for final consultation.  
Not addressed due to time pressures
- f. **Income Generation:**
  - i. To receive the outcomes of staff discussions and agree how to progress this matter.  
Not addressed due to time pressures
- 3. **Discussion and feedback**
  - a. **Roadshows (MH): to receive a report, to address any issues rising as a result of the Roadshows and to discuss the potential for future Roadshows.**  
Not addressed due to time pressures
- 4. **Performance Management & Monitoring**
  - a. **Finance (MF)**
    - i. **Process for the adoption of quarter 4, year end, management accounts.**  
Paper to follow  
Not addressed due to time pressures
  - b. **Sport Councils (MH)**
    - i. **Sport England Key Performance Indicators: To receive an update and raise any queries.**
    - ii. **Sport England 18 Monthly Report: To note the report submitted and any outcomes from the review meeting.**
    - iii. **UK Sport continuation of funding: To receive an update on our thinking since the funding decision was announced.**
    - iv. **Self-assurance Report: to raise any significant queries.**  
The significant omission from the policies etc that we are expected to have established is the 'Customer Service Charter' a draft copy of which is presented for consideration.  
Not addressed due to time pressures
  - c. **Monitoring reports and updates (LM): to receive the update and raise any queries.**  
Not addressed due to time pressures
  - d. **Restructuring (MH): to receive an oral update**  
Not addressed due to time pressures
- 5. **Governance**
  - a. **Communication with Associations:**
    - i. **Director feedback from Association visits; brief points to note or of interest.**
    - ii. **Association representatives, to discuss and agree the statement regarding association representatives sitting within the governance structure.**  
Not addressed due to time pressures
  - b. **Ratification of the agreement between British Orienteering and BSOA.**  
Agreement circulated previously  
Not addressed due to time pressures
  - c. **Committee/Group Review of Governance: update on the progress of the review.**  
MH noted that there were currently staff employed to do work within these areas and it is not currently a functional environment.

Board members discussed the issues surrounding the current committee and group governance structure and agreed that British Orienteering could not continue with the status quo.

Board members discussed the issue with the current governance structure and particularly Events Committee. Members of committees and groups become lobbyists for own groups within the arena of Events Committee and can lose sight of what is best for orienteering as a sport.

Taking into account all the issues, it was agreed to suspend the review being conducted by the appointed consultant.

Board members suggested MH look at the solutions used in other sports.

**Action 8:** MH to prepare recommendations of what structure is required from the committee and group structure (MH, by next Board meeting)

MH to put options down on paper and bring to March Board meeting. Board members would choose two appropriate suggestions and ask MH to work up options to make a decision on in May Board meeting.

LW explained that Events Committee would be told about proposed plan for changes at February meeting.

**d. Code of Conduct for Directors: consider the draft and agree how this will be progressed**

Not addressed due to time pressures

**e. Memorandum & Articles of Associations: update on progress with the re-write**

Not addressed due to time pressures

**f. Receive committee/meeting reports and raise any issues for Board attention:**

i. **Development Committee – 5 September 2010**

ii. **Coaching Committee – 13 November 2010**

iii. **International Committee – 16 October 2010**

iv. **Events Committee – 6 November 2010**

v. **Trail O Committee –**

vi. **IOF matters to report**

vii. **BSOA**

Not addressed due to time pressures

**g. Mountain Bike Orienteering: To receive an update on the potential for integration of MTBO into British Orienteering activities**

Not addressed due to time pressures

**h. Chief Executive Appraisal: To note that this took place during November.**

The Board noted that LW conducted the Chief Executive Appraisal in November.

**6. Any Other Business**

**a. Consider matters raised by Board members at the meeting if time is available.**

Not addressed due to time pressures

**Dates & venues of next meetings**

**Dates for 2011:**

**Tue 8 Mar, (Sat 23 Apr AGM), Wed 11 May, Wed 6 Jul, Wed 21 Sep, Wed 14 Dec**

**Action List**

**Action 1:** MH to work up a suitable statement, post this discussion, and plan to include it in changes to Mem and Arts in 2012. (MH, by next Board meeting)

**Action 2:** LM to re-circulate paper produced by staff on suggestions to changes on membership structure. (LM, by December 2010)

**Action 3:** MH to develop a project plan for moving forward preparation of changes to memorandum and articles. This would focus on how changes would be prepared and implemented and not what would be changed. (MH, by next Board meeting)

**Action 4:** MF and MH to work together on providing definitions of 'members' and 'shareholders' in legal terms and to approach the issues surrounding relevant changes to the memorandum and articles. (MH, MF, by next Board meeting)

**Action 5:** LW to inform Rules Group re the decision regarding Guideline A. (LW, ASAP)

**Action 6:** Board members tasked Helen Errington with preparing a project plan for reviewing the process, structure and cycle of event documentation. This project plan would be brought back to the Board for consideration. (HE, by next Board meeting)

**Action 7:** LW to inform Rules Group of the process for developing the project plan for reviewing event documentation. (LW, ASAP)

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