

Board of Directors

Wednesday 12 December 2018, 11:00am

**Meeting held at The National Squash Centre, Gate 13, Rowsley Street,
Manchester, M11 3FF**



Board attendees: Darren Bernstein (DB); Scott Collier (SC); Bob Dredge (BD); Peter Hart (PH); Ruth Holmes (RH); Judith Holt (JH); Margaret Nolan (MN); Lauren Pagé (LP); Andy Robinson (AR); Julie Webster (JW).

Minute taker: Scott Parker

Apologies received: No Apologies received.

Agenda

1. Welcome & Meeting Administration
2. Governance and Leadership
3. Annual General Meeting
4. Association Matters
5. Insurance
6. Finance
7. Monitoring Reports
8. Standing Items
9. International Matters
10. Any Other Business

1. Welcome & Meeting Administration

a) Welcome and introductory comments.

The chair welcomed the Directors to the meeting.

b) Notification of items of any other business.

No other business was raised by the Board of Directors.

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

No declarations of interest were added.

d) To adopt the minutes for the September meeting of the Board.

Action: The Board adopted the minutes of the meeting dated 12th September 2018, as a true representation of the meeting.

e) To review the actions from the September Board meeting.

1. Report on the stakeholder consultation to be added to the annual work schedule for the Board. Staff and Board evaluation surveys are planned or being undertaken – ongoing.
2. Diversity Action Plan to be included in e-news to members. Completed on 21 September 2018.
3. PH to draft a proposal with costings to recruit a person or persons to carry out the competition structure review. Ongoing.
4. Strategy for hosting of Major Events and IOF representation. Ongoing.
5. Support for Performance Programme Discussed at the Club & Association Conference, 20th October. Agenda item and Ongoing.
6. Recruitment of Chair. Agenda item.

2. Governance and Leadership

a) To receive an update on the recruitment of a Chair.

MN explained that one candidate has been interviewed from two applicants, one applicant did not fit the criteria listed on the application form. MN and DB agreed that the candidate was very strong with good business and commercial experience.

RH asked if any references are available.

MN highlighted that references had been requested but not received.

The Board agreed to approve the support of the nomination of the candidate as a Board member and in the position of Chair at the 2019 AGM subject to receipt of satisfactory references.

Action: Request references and subject to these being satisfactory confirm Board approval of the appointment panel's recommendation.

Action: Invite the candidate to the March Board meeting.

Post meeting Note: References have subsequently been received and reviewed by the Chair. He has accepted an invitation to the meeting in March and will visit the national office to meet the staff and Chair in mid-January.

b) To receive an update on the Board effectiveness and Director Appraisal and note the timelines.

The survey monkey questionnaire is now complete and ready to be circulated to the Board. JH thanked Margaret and Julie for their input on the survey.

JH stated that as part of the process all Board members were welcome to arrange a conversation with the Chair either before or after completing the questionnaire.

MN confirmed that she would be happy to be contacted if they wished to have the conversation with her in her role as Senior Independent Director.

RH suggested that there is value in having feedback from your peers and it was agreed she would circulate a simple proforma for those who wished to request feedback from other Board members.

Action: PH to circulate the questionnaire's link to the Board with a deadline of completion by the 4th January 2019 so that the findings can be presented at the next Board meeting.

c) Review the Board and Committee's Terms of Reference.

i. To review and approve the terms of reference to the Welfare & Safeguarding Steering Group.

The role of the group was circulated to the Board prior to the meeting. The key role of the group is to lead on Safeguarding issues within British Orienteering and manage and infringements of the Policy.

The Welfare and Safety Group currently consists of JH (Chair) and PH (Chief Executive). PH is the Lead Officer for Welfare and Child protection and at times his involvement could potentially lead to a conflict of interest and currently leaves little room for escalation.

The new group will be openly advertised, recruited and appointed with people that have experience in safeguarding.

Action: Subject to minor amendments, the terms of reference for the Welfare & Safeguarding steering group were approved by the Board.

ii. To consider and agree action from the report from the audit of Welfare in clubs.

PH highlighted that British Orienteering's status by the CPSU has moved from amber to green at the latest review but still have some work to do to maintain this level of approval.

PH explained that he has contacted all clubs regarding welfare officers and training and the responses have revealed that 84% of clubs currently have a named Welfare Officer. However, a large number of the Welfare Officers have no training or out of date training.

A discussion took place on the welfare audit and how to take it forward. The Board agreed that the Welfare and Safeguarding Steering Group will review and make recommendations to the Board on their findings at their first meeting.

Action: PH to advertise, recruit and form a new Welfare and Safeguarding Steering Group in the New Year.

d) Policies and Procedures review.

i. To receive and approve the Standing Orders.

JH highlighted that the current Standing Orders suggest that the Company Secretary is appointed by the Board – the Chief Executive currently fulfils this role, but the approval of this appointment has not been previously minuted.

It was confirmed that PH the current CEO should carry out the role as Company Secretary and be registered at Companies House in this position.

ii. To receive and approve the Appeals Policies.

The Appeals Policies were circulated to the Board prior to the meeting.

The current Appeals Policy of British Orienteering covers all areas of disputes and does not provide for a sufficiently expedited procedure that is needed when dealing with appeals against selection decisions for international competitions. Therefore, the proposal is to remove selection appeals from the general Appeal Policy and Procedures and move it into the Selection Appeals Procedures. The Board agreed with this approach.

The Board discussed the specific wording of the two policies. It was agreed that some further drafting amendments are required, but that the policies are (subject to those further amendments) approved in principle. The final documents will be circulated to the Board but the Selection Appeals Policy does have to be published in the New Year prior to the next Board meeting as it forms part of the Selection Policy.

Action: Appeals Policies to be published on the website.

3. Annual General Meeting

a) To receive and note the schedule to stage the AGM.

PH highlighted the key dates for the AGM.

He requested a move of the next Board meeting to 6th March to coincide with the deadline dates for Board approval of Director nominations, member proposals and Board sign off of the Annual Report, AGM booklet and final accounts.

b) To consider any proposed changes to the Article of Association.

The Board discussed the possibility of changing the composition of the Board to 10 plus the Chief Executive.

It was considered desirable to be able to continue with the current rotation for the 3 Independent and 6 Elected Directors. This could be achieved by expanding the Board by one member who would be the appointed chair. With the addition of the CEO this would bring the Board up to 11 members. It was confirmed that we would continue to comply with the Code for Sports Governance which states that *'The size of the Board shall not exceed twelve persons ...'*. We would also still comply with the requirement that *'At least 25% of the Board shall be Independent Directors'*. A special resolution could be put to the AGM before the election of Directors. Should this be passed the new Chair would take up the Chair vacancy at the end of the AGM and would withdraw from the elections.

LP noted that section 19.1 of the BOF Articles currently says that there may be *'up to six Elected Directors'* and *'up to three Independent Directors'*. This is different from the wording under the Code for Sports Governance which requires that at least 25% of the Board must be Independent Directors. If the BOF is concerned that the 25% rule would risk there being too many Independent Directors on the Board, the Articles could specify a maximum number (or percentage) of Independent Directors. The Articles should also specify a maximum number of Directors in total, which may not exceed 12 (as per the Code of Sports Governance). By using wording that sets a minimum (and possible maximum) number of Independent Directors, there would be more flexibility, including to recruit an independent Chair (under the current rules, with the current composition of the Board, there is no room for an additional Independent Director).

Action: PH to prepare a draft resolution to go to the AGM and prepare revised Articles.

c) To consider the Director and Officer elections to be held at the AGM and plan recruitment.

Two vacancies for elected Directors will be available at the AGM. BD will be stepping down as he comes to the end of his third term. JW notified the Board that she will be stepping down from the Board and therefore her role as Vice-Chair at the AGM to focus on club development.

JH will be stepping down as Chair at the AGM but will remain on the Board until 2020 to complete her third term.

MN will complete her first term of three years and has expressed her interest to continue as an Independent Director. JH thanked MN and thanked JW and BD for their contribution to the sport and expressed that they will be leaving British Orienteering in a better position financially and governance wise from when they first joined the Board.

The Board discussed the recruitment of two Elected Directors going forward and agreed that it would be beneficial if the members of the Board reflected the geographical spread of the membership across the Home Nations.

d) To review and agree membership fees and levy for 2020.

The Board discussed the membership and levy fees for 2020, the following fees were agreed;

Membership and Levy Fees 2020	
Senior	£15.00
Junior	£5.00
Club	£70.00
University Club	£20.00
No Changes to levy	

There was a discussion about a wider membership fees review including the levy to look at the longer-term plan including supporting the Performance Pathway and Development.

4. Association Matters

a) Club and Association Conference – To receive a verbal report from the Club and Association Conference 2018.

PH gave an overview of the Conference to the Board and explained that the outcome was largely supportive of performance funding, but it was felt that more information was needed on the programme to work out the best way forward.

b) To agree any actions or responses following the Club and Association conference 2018.

It was noted that Mark Saunders will Chair the Talent and Performance working group.

Note: A advert has now gone out for people to contribute and join the working group.

c) To agree any actions or responses required to any Association matters raised for Board Consideration since the last Board meeting.

PH updated the Board on his recent visits to Northern Ireland and Scotland.

5. Insurance

To receive and note any changes to the insurance provision.

PH explained that the insurance for 2019 is now in place and has been renewed with Howdens.

The premium has decreased from £14,551 to £12,460 – this may be due to the decrease in licensed coaches. TrailO travel insurance is now included in the policy for international events – previously this was only in place for Talent and Performance squads travel.

SC noted that this needs to be publicised to TrailO.

PH has asked Howdens to look to see if we can engage on a longer-term agreement for a further 3-years – there is currently one year left on the current agreement.

6. Finance

a) Accounts, to consider the accounts to the end of November 2018 and raise any queries or challenges to the accounts.

BD presented the accounts to the Board and explained the current position. He explained that the position was still healthy and expected there to be an end of year surplus. Trading and major event income had exceeded budgets and most other detailed budgets were showing only minor variances.

BD highlighted a number of areas in connection with the long-term budgets and use of reserves but in summary, informed the Board that there are sufficient funds to meet currently future planned expenditure and maintain a good reserve position.

b) To receive an update of the tendering process for the auditors 2019.

PH updated the Board on the tender process for a new auditor. He explained that three companies have been interviewed and Haysmacintyre have been selected due to their experience in the sport sector.

He requested approval from the Board to recommend to the 2019 Annual General Meeting that Haysmacintyre are appointed as auditors for 2019.

Action: The board agreed to support the appointment of Haysmacintyre at the 2019 Annual General Meeting.

c) To note the staff, pay review.

PH presented a paper to the Board for information on salary increases.

BD suggested that as the staff have had to take on additional responsibilities due to the transitional arrangements due to the change of CEOs, and had done these willingly and effectively, then a one-off bonus for all staff was appropriate. This was agreed.

d) To receive the review of the Chief Executives annual appraisal.

The Board was informed that the CEO annual appraisal had been carried out jointly by the Chair and the Vice Chair and targets for 2019 work have been set. The Board wished to record their gratitude to PH for high level of commitment he has made in taking up his post working very effectively with both staff and with members.

Scott Collier left the meeting after this agenda item

7. Monitoring Reports

To consider and challenge the various monitoring reports.

a) Matters of significance: To note any matters of significance to the Board including governance, complaints & grievances, safeguarding or insurance.

PH highlighted that a welfare issue regarding an athlete has been reported, British Orienteering are supporting the Athlete directly.

b) PH explained that a meeting with Sport England had taken place last month and they have accepted the method of establishing non-member participation. This means that British Orienteering are complying and achieving all of the targets included in the contract with Sport England.

PH Highlighted two areas of concern regarding participation runs – figures are down (145K) compared to last year's figure in the same period (170K) as there is a levy attached, this is an income which is slightly down on the same period last year.

8. Standing Items

8.1 Steering Group and Committee Matters

a) To consider any committee or group matters raised since the last Board meeting and agree the resolution of any decisions that have been requested of the Board.

- i. **Events and Competitions Committee** – no major issues for reporting.
- ii. Coaching Steering Group – No meeting since the last Board meeting.
- iii. Talent and Performance Steering Group – no meeting since the last Board meeting.
- iv. Development Steering Group – No meeting since the last Board meeting.
- v. Youth Advisory Board
To receive a report on the Junior Orienteering Calendar.
The report was circulated to the Board prior to the meeting JH thanked the Youth Advisory Board for the work on the report and it was agreed that PH will respond to the Youth Advisory Board that their concerns will form part of the wider competition review.
- vi. TrailO – No meeting since the last Board meeting.

8.2 Welfare and Safeguarding

To receive and note an update regarding any matters arising since the last Board meeting:

Nothing to report but it was noted that during the next Board meeting there will be a session prior to the meeting on training on the safeguarding responsibilities of Board members.

9. International Matters

IOF Congress

9.1 To receive and note the IOF General Assembly Report

The General Assembly report was circulated to the Board prior to the meeting. BD highlighted the main points of the report. It was noted that the IOF have changed the main emphasis of orienteering becoming an Olympic sport but still have that as a goal, with Paris trying to get the sport as a demonstration sport in 2024. The emphasis now is more on global expansion and participation growth.

9.2 To receive and approve nominations for IOF Committees

The Board received the following nominations for IOF committees:

David May	Foot O Commission
David Rosen	Rules Commission
Keith Dawson	MTBO Commission (Support from MTBO already been given)
Nermin Fenmen	Regional & Youth Development (Support from MTBO already been given)

BD informed the Board that he has been asked and accepted being a member of the IOF Ethics Commission.

It was noted that a small budget for international representation £3,000.

BD declared a potential conflict of interest in this matter given his position on the IOF Ethics Panel and left the meeting for the remainder of this item. Next year there is no IOF General Meeting although it will be possible to send a delegate to the Presidents Assembly. It was agreed that the funds will be used to support the FootO nominations listed above at international representation.

Action: PH to contact committee members above and request bids for financial support to attend meetings.

10. Closing Business

10.1 Any Other Business

No other business was raised by the Directors.

10.2 Future meetings

Wednesday, 6th March 2019 – Birmingham.

AGM, Friday 19th April 2019 – Aldershot, Hampshire.

Further conference calls to be organised as required.

Meeting closed at 14:49.