

## Board of Directors

Wednesday 12 September 2018, 11:00am

Meeting held at The Priory Rooms Meeting and Conference Centre  
40 Bull Street, Birmingham, B4 6AF.



**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. [Strategic Plan and Budget](#)
4. [Association Matters](#)
5. [Major Events](#)
6. [Finance](#)
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#### 1. Welcome & Meeting Administration

**a) To welcome Scott Collier and Lauren Pagé to their first meeting as Directors.**

The Chair (JH) welcomed Scott Collier and Lauren Pagé to their first meeting. LP gave a brief introduction to herself and current professional role.

**b) Notification of items of any other business.**

PH added the relationship with the Orienteering Foundation – 'Relationship Statement' to the agenda adding that the statement has been submitted to the Board for consideration to help people understand the differences between the two organisations.

**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 July meeting of the Board.**

**Action:** The Board adopted the minutes as a true representation of the meeting.

**e) Actions from the July Board meeting.**

1. Report on the stakeholder consultation to be added to the annual work schedule for the Board.  
Ongoing.
2. Diversity Action Plan to be included in e-news to members.  
Ongoing.
3. PH to draft a proposal with costings to recruit a person or persons to carry out the competition structure review.

- Ongoing.
- 4. There was a discussion about the hosting of Major Events and IOF representation.  
Ongoing.
- 5. UK Sport Consultation on the funding for elite sport.  
British Orienteering responded, and the consultation period was now closed.  
PH informed the meeting that UK Sport Board will decide the future funding strategy in early 2019.
- 6. Safeguarding Training.  
Agenda item.
- 7. Portfolio Liaison  
Agenda item – completed.
- 8. Board to delegate the powers of rulemaking to the Events and Competitions Committee.  
Agenda item.

BD pointed out an error in point 9 of the 'actions from the last meeting' 'There was a discussion about hosting of Major Events and IOF representation and it was agreed'.

**Action:** The Board agreed that the text *'it was agreed'* should be removed from the end of the sentence.

AR requested that "additional support for the performance programme" should continue to remain on the Action List for subsequent meetings.

**Action:** to continue to include this in the action list.

## 2. Governance and Leadership

### a) To approve the appointment of Lauren Pagé as an independent Director.

The Board approved the appointment of Lauren Pagé and JH thanked Julie Webster, Margaret Nolan and Philip Baxter for their work in the process of recruiting Lauren.

### b) To review the Governance Action Plan and note any actions required to be completed in 2018/2019.

The Board received and noted the Governance Action Plan.

#### i. Standards and Conduct

JH informed the meeting that she was working with MN reviewing the process for the evaluation of the Board and individual director appraisals and will report back at the next meeting. Julie Webster agreed to help with this.

#### ii. Policies and Procedures

BD highlighted that a thorough review took place 18 months ago and suggested that the Finance Policies and Procedures are reviewed once a new Treasurer has been appointed.

**Action:** It was agreed that the Finance Policies and Procedures are reviewed after the 2019 AGM.

### c) Risk Register: To note any updates to the register and consider any changes which might be necessary.

BD highlighted that on line 13; "*Poor financial management of major events - Partnership agreements are no longer being used and BOF is now reliant on volunteers to deliver - but the financial risk is considerably less*" – He pointed out that, despite the Boards policy on the use a "super levy" this approach had not been accepted by all Associations staging major events. The view from them was that the multiplier of 3x normal levy was excessive and made event budgets untenable. Partnership Agreements were in place that, whilst placing some risk on BOF also had the merit of giving additional income above a levy approach if the event generated more surplus than budgeted for. This approach thus has a clear potential for reward as well as risk.

He suggested that the principle of income to British Orienteering from major events be revisited as part of the competitions review.

To mitigate this British Orienteering have engaged a major events consultant to monitor, challenge and report on the organisation of the JKs' to the Chief Executive.

**d) To review and approve the information pack and recruitment timetable for the Chair**

The Board received the Recruitment Pack for the position of Chair of British Orienteering. There was a discussion about a range of organisations that could assist in advertising the role which were noted.

There were a number of suggestions in respect of changing the Person Specification for the role and the Board were encouraged to send them into the Chief Executive for amendment.

**Action:** Subject to these changes the Information and Recruitment Pack were approved by the Board.

### 3. Strategic Plan and Budget

**a) To receive and approve the budget and staffing plan for period 2018-2021.**

PH presented and explained the budget and supporting plan up to 2021. He informed the Board that at this stage it was important to create some stability in the organisation and prepare a position whereby British Orienteering is a sustainable governing body and not reliant on external government support from the Sports Councils in the next funding round.

PH recognised that there would be a requirement for a further plan within the next 18 months to look beyond 2021.

The key areas of change were;

- Additional support would be given to the British Championships and JK organisers.
- A full competition and rule review.
- Additional financial support for the performance programme. At this stage there was no identified support after 2021 for the Talent and Performance programmes.
- The engagement of an Orienteering Services Development Officer to drive Xplorer, Teaching Orienteering and other orienteering products and services with a view to cover costs within 18 months.
- A small identified budget to support International Representation.
- The plan would require support from reserves and a modest increase in membership costs in 2020 and 2021.
- There was no planned change to the current levy fees.

SC added that by 2021 The Board should review the current model of membership and levy fees increase to see if there are alternative ways to achieve additional income.

RH highlighted the important role of the Talent and Performance programmes in inspiring young athletes and retention in the sport.

There was a discussion in the Board about the previous role of a Commercial Manger. PH informed the Board that the principle difference is that the role of the Orienteering Services Development Officer would be about selling orienteering products/services such as Xplorer and Teaching Orienteering to new partners and thereby raising awareness and participation in the sport as well as providing an income stream to support the role.

The Board raised a concern about the the assigned budget for this position and if it was sufficient to attract someone of the calibre required.

*The Treasurer advised the meeting that the plan to draw down reserves will impact more in 2019 but reserves will be increased again, although not to the full current level, by 2021. The overall level of reserves will remain well above the required by the auditors to satisfy our viable reserves position.*

**Action:** The board agreed the budget and strategic plan.

#### 4. Association Matters

**a) Club and Association Conference – To agree draft agenda for the Club and Association Conference.**

The board received the draft agenda.

AR highlighted that the agenda may be trying to cover too much and should focus on the things that are important.

SC highlighted that the conference in future years would benefit from a change of name e.g. Annual Orienteering Conference which the Board accepted.

The Board discussed the agenda and agreed to focus on the strategic plan and future funding for Talent and Performance.

**Action:** PH to make amendments and circulate.

**b) To agree any actions or responses required to any Association matters raised for Board consideration since the last Board meeting.**

No Association matters raised.

#### 5. Major Events

**To consider and Note any IOF matters raised since the last Board meeting:**

**a) Sprint WOC 2022: to note the successful bid for the Sprint World Championships.**

It was noted that the bid for the World Sprint Championships in 2022 was successful and congratulations to the partners has already been sent.

**b) To discuss and agree a position on supporting a bid to host the World Masters Orienteering Championships 2022 and a test event – European Orienteering Championships in 2021.**

The Board had a lengthy discussion on this matter and took a vote to decide on the outcome.

The majority conclusion was that the Board were unable to support the bid to host the World Masters Orienteering Championships in 2022 and the European Orienteering Championships in 2021. BD requested for his support of the 2022 bid to be noted.

The key reasons were:

- In 2022 the resources available in British Orienteering to support the event should this become necessary would be vastly reduced from those that we currently have given the potential future funding position for British Orienteering.
- We have already committed to a World Championships in 2022 which will stretch the limited and available central resource.
- There was a feeling that hosting another event in the same year and period would impact on the World Sprint Championships in Edinburgh. The primary concern was the potential diminution of spectator support at the event and any associated spectator races. This could detract from the overall success of the WOC event.
- We understand that the risks around the staffing resource, organisational structure and financial risk could be mitigated. However, it was felt on balance that we could not support two World Championships within such a short period as this was too great a risk.

#### 6. Finance

**a) Accounts to the end of June (2<sup>nd</sup> Quarter) 2018; to consider the accounts to the end of June 2018 and raise any queries or challenges to the accounts.**

The accounts for August were available so the Board discussed these figures.

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**b) Accounts end of August; to consider the accounts to the end of August 2018 – tabled.**

The Board received the accounts for the end of August.

BD talked through the August accounts and highlighted the following;

The income is significant higher than budgeted.

There was additional expenditure in 'O Services' to reflect the activity in Xplorer.

There was further athlete contributions and the cost of the VAT review to be added.

Income was exceeding budget as a result of the larger than planned surplus from the JK and also an increase in income from commercial activities.

Expenditure was a little below plan in many areas, due to the full impact of the new staffing structure and general small savings across many budget heads.

Together the overall position indicated that there was likely to be a surplus, other things being equal, at the end of the year and thus a likely increase in overall reserves.

British Orienteering were Looking at an annual surplus of around £60,000.

JH thanked BD for talking through the accounts.

**c) To receive and note the report from the VAT review**

PH explained that Hays Macintyre, in their opinion, believe that there is currently no requirement for British Orienteering to register for VAT, nor would it be advantageous for British Orienteering to register for VAT voluntarily.

In addition, from a VAT and direct tax perspective, there is no requirement or need to operate a separate trading subsidiary at this stage.

**d) To hear an update of the tendering process for the auditors 2019.**

PH updated the Board on the current situation regarding the tendering process for the auditors for 2019.

British Orienteering have currently received two submissions and expecting at least one other. Previous auditors Grant Thornton have confirmed that they will not be making a submission. The deadline for submissions is 14<sup>th</sup> September 2018.

*Note: Four submissions were received and a short-listing process was underway*

## 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, insurance**

No matters of significance were raised for the Board to discuss.

**b) Performance Indicators: to note information contained in the report and raise questions.**

PH talked through the current Performance Indicators report.

The next review will be 30<sup>th</sup> September therefore there are no changes to the report seen at the July meeting. A further update will be sent to the Board at the beginning of October.

Work has been carried out on non-member participation as requested.

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## 8. Standing Items

### 8.1 Steering Group and Committee Matters

#### a) To note portfolio holders

RH noted that there is an error in the Talent and Performance Steering Group Board Liaison Officer. MN highlighted the gap in the Welfare and Safeguarding Steering Group and JH explained that she and PH will be meeting to discuss the steering group, MN offered her assistance with the process. The portfolio holders were agreed with the amendments.

**Action:** PH to circulate the information to the Associations.

#### b) To consider any committee or group matters raised since the last Board meeting and agree the resolution of any decisions that have been requested to the Board:

##### 1. Events & Competitions Committee:

###### I. To receive and approve the process of approving rule changes.

The Board noted the previously circulated paper.

Following a discussion the board approved that the Events and Competitions committee are able to change the competition rules and report back to the Board. It was agreed that clear deadlines for rule change should be included in the process.

**Action:** PH to inform the Events & Competitions Committee

###### II. To receive and approve a recommendation to introduce a Mixed Sprint British Championships

The Board discussed the introduction of this new event;

**Action:** This item would be reviewed as part of a full competitions review.

###### III. To receive proposed rule changes

This agenda item was removed as the process of approving rule changes was approved in item (I).

##### 2. Coaching:

No meeting since the last Board meeting

##### 3. Talent & Performance:

BD to reported back from the meeting held 10<sup>th</sup> September.

There was a discussion on the future financial support for the athletes with no consensus view.

He highlighted the concern about the future funding of the Talent programme.

There was discussion on how elites can get further involved with British Orienteering Major Events.

RH informed the meeting that it was important that the Talent & Performance Programme fed into the competition review.

BD thanked the squad managers and countless volunteers for their continuous demanding work and for giving up their free time.

##### 4. Development:

No meeting since the last Board meeting.

##### 5. Youth Advisory Board: to receive the terms of reference for the Youth Advisory Board

The Terms of Reference was circulated to the Board prior to the meeting.

The Board discussed the Terms of Reference and agreed to approve the Terms of Reference.

##### 6. TrailO:

No meeting since the last Board meeting.

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## 8.2 Welfare and Safeguarding

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

### a) Safeguarding Training: to discuss Board Safeguarding training

PH informed the meeting that following a review of the Skills Matrix for the Board that it was an area that the Board required further development.

**Action:** The Board agreed to attend a specific Board Safeguarding Training session at the February Board meeting.

## 9 Closing Business

### 9.1 IOF Congress

**To receive the IOF congress binder and make recommendations on voting positions on the proposals**

The IOF Congress Binder was circulated to the Board prior to the meeting and JH thanked BD for attending the meeting.

**Action:** The board discussed the proposals and agreed on the position for BD to take on behalf of British Orienteering.

### 9.2 Relationship with the Orienteering Foundation – ‘Relationship Statement’

PH explained that the Orienteering Foundation are looking at launching the 1% club this autumn. The purpose of the programme is to persuade members who have enjoyed and benefited from the sport to contribute 1% of their estate in their will to the Orienteering Foundation.

From their initial scoping they have found that number of members are not aware of the Orienteering Foundation and therefore they will use the relationship statement within their communications.

PH expressed that he feels it would be a benefit for British Orienteering to support the Orienteering Foundation.

**Action:** The Board agreed to accept the statement.

### 9.3 Future Meetings

**Wednesday, 12th December 2018 – National Squash Centre, Manchester.**

The Board noted a change in date from the last set of meeting minutes, the meeting will now be held on the 12th December 2018 in Manchester at the National Squash Centre.

**Wednesday, 20<sup>th</sup> February 2019 – Venue to be decided.**

**AGM, Friday 19<sup>th</sup> April 2019 – Aldershot, Hampshire.**

Further conference calls to be organised as required.

Meeting closed at 15:24.