

Annual General Meeting 2013 Minutes



MINUTES of the THIRTY SECOND ANNUAL GENERAL MEETING of BRITISH ORIENTEERING FEDERATION Ltd

held at Leighton Park School, Shinfield Road, Reading, RG2 7ED

at 5:00pm on Friday 29th March 2013

PRESENT:

Lyn West (SOS)	Chair
Martin Ward (SYO)	Vice Chair
Bob Dredge (WCH)	Treasurer
Mike Hamilton (LEI)	Chief Executive and Company Secretary

Anthony Barrable (RAFO), Helen Baxter (LVO), Olivia Baxter (LVO), Philip Baxter (LVO), Arthur Boyt (KERN), Harriet Burdett (CUOC), Linda Cairns (SN), Neil Cameron (NGOC), Pat Cameron (NGOC), Scott Collier (KERN), Jenny Collyer (SOS), John Collyer (SOS), Amanda Cooper (EBOR), Sandy Cowan (KERN), Tom Dobra (CUOC), Anne Donnell (BOK), Stewart Durham (AYROC), Roger Edwards (LEI), Annette Egan (NATO), Dan Findlay-Robinson (SLOW), Simon Greenwood (SAX), John Grenfell (BOK), Pat Grenfell (BOK), Philip Gristwood (MV), Alan Halliday (MOR), , Rebecca Hemsley (UYOC), Judith Holt (DVO), Alan Honey (BOK), Jack Isbester (SOS), Chris James (NGOC), Gillian James (NGOC), Lindsey Knox (RR), Philip Levi (WAOC), Angus Lund (SLOW), Jonny Lyon (UYOC), Ben Maliphant (BOK), David Maliphant (BOK), Kate Maliphant (BOK), Peter Maliphant (BOK), Pauline McAdam (STAG), Ed Nicholas (AROS), Lesley Norton (WRE), Chris Phillips (LEI), Roger Phillips (LEI), Rod Postlethwaite (WRE), Nancy Powell Davies (SOS), Peter Ribbans (SWOC), Andy Robinson (SLOW), Christine Robinson (SLOW), David Rosen (SROC), Miriam Rosen (SROC), Chris Rostron (MDOC), Stephen Round (SELOC), David Skinner (SOS), Roger Stein (SBOC), Zuzka Strakova (CUOC), Lucy Taylor (NOC), Paul Taylor (CLOK), Wendy Taylor (CLOK), Jack Tiffin (NOC), Alistair Tinto (EPOC), Christine Vince (KERN), Matthew Vokes (CUOC), Philip Vokes (DEE), Lesley Ward (SYO), Colin West (SOS), Eleanor West (SOS), Joanne West (SLOW), , Clive Wilkinson (SUFFOC), Sally Wilkinson (SUFFOC), Ursula Williamson (LEI), Ben Windsor (LEI), Dorothy Woodall (NOC), John Woodall (NOC)

Total Number of attendees: **75**

Welcome and Introductions

Members were welcomed to the 32nd AGM of British Orienteering by Lyn West, Chair of British Orienteering. Board members, on the top table, were introduced as Lyn West (SOS), Chair; Mike Hamilton (LEI), Chief Executive; Bob Dredge (WCH), Treasurer; Martin Ward (SYO), Vice Chair.

1. Apologies

Apologies were received from the following:

Elizabeth Fraser (TAY), Lynne Walker (BASOC), Paul Frost (BASOC), Peter Chapman (SO), Roger Scrutton (ESOC), Ernie Williams (LEI), John Bennison (WRE), Paul Beckett (HAVOC), Barbara Fothergill (HAVOC), Anne Braggins (WAOC), Tim Pribul (CHIG), Sally Pribul (CHIG), John Burrows (KERNO), Roger Hargreaves (KERNO), Elsie Hargreaves (KERNO), Donald Grassie (MOR), Arthur Vince (KERNO), Richard Keighley (WIM)

2. Minutes of the 31st Annual General Meeting held on the 6th April 2012

Proposed: John Woodall (NOC)

Seconded: Philip Baxter (LVO)

No questions were raised.

The minutes of the 31st AGM held on 6th April 2012 were accepted, by a show of hands, as a true record.

3. Chair's Report

No questions were raised.

Chair's report as previously circulated in the 2012 Annual Report, was accepted by a show of hands.

4. Treasurer's Report

Bob Dredge (WCH), Treasurer of British Orienteering informed members that the accounts had been audited thoroughly and gave a fair picture of where British Orienteering stands financially.

There being no questions raised, the meeting accepted the Treasurer's report as previously circulated in the 2012 Annual Report by a show of hands.

5. Chief Executive Report

No questions were raised.

The Chief Executive's Report, as previously circulated in the 2012 Annual Report, was accepted by a show of hands.

Proposal 1: Adoption of Accounts

Proposed: The Board of Directors

That the audited accounts for the financial year ending 31 December 2012 be adopted

There being no questions raised, the meeting adopted the 2012 Accounts by a show of hands.

Proposal 2: Appointment of Auditors

Proposed: The Board of Directors

That Grant Thornton UK LLP is appointed as the auditor for the 2013 accounts to be presented at the 2014 AGM.

The proposed appointment of Grant Thornton UK LLP as auditor was agreed by a show of hands.

Proposal 3: (a Special Resolution) regarding Independent Directors:

In order to ensure good governance for the sport of orienteering, independent directors are to form part of the Board. It is proposed that amendments to the Company's Articles are made as set out below to come into effect (if passed) immediately after the end of the 2013 AGM. The transitional arrangements associated with these changes and detailed below are an integral part of the proposal.

Proposed: The Board of Directors

Full proposal and supporting text below:

It is noted that:

- *As a special resolution it requires 75% of the vote*
- *Change the definition of "independent director" to read "a member of a board of directors who is an outsider bringing new skills, experience and objectivity from elsewhere to the Board's deliberations;"*
- *Change the definition of "Appointments Panel" to read "means an appointments panel for the Company established by the Board;"*
- *Change Article 19.1 to read:*
 - *19.1 The members of the Board shall be:*
 - *19.1.1 up to six Elected Directors;*
 - *19.1.2 up to three Independent Directors;*
 - *19.1.3 the Chief Executive.*
- *Change Article 20 to read:*
 - *20.1 Each Elected Director shall serve for a three-year term from the end of the annual general meeting at which he is elected to the end of the annual general meeting in the third year after his election.*
 - *20.2 Eligibility for re-election shall be governed by [new] Article 22.*
 - *20.3 Elections for the office of Elected Director shall be conducted in accordance with Article 27.*
- *Add new Articles 21 and 22 with consequent renumbering, including of cross-references*

- 21.1 *Each Independent Director shall serve for a three-year term from the end of the annual general meeting at which he assumes office until the end of the annual general meeting in the third year after his assumption of office.*
- 21.2 *Eligibility for re-appointment shall be governed by Article 22.*
- 21.3 *Appointments to the office of Independent Director shall be conducted in accordance with Article 28 [a new Article (see below) to precede existing Article 28].*
- **22. Eligibility for more than one term of office as a Director**
 - 22.1 *Any Elected Director may serve up to two further terms of three years if re-elected and any Independent Director may serve up to two further terms of three years if re-appointed.*
 - 22.2 *A person may serve as an Elected Director having previously served as an Independent Director, providing he does not serve more than three consecutive terms in total as a Director.*
- **Amend existing Article 22.5 as follows:**
 - 22.5 *For the avoidance of doubt, no payment shall be made by way of remuneration for services reasonably expected from an elected or independent director.*
- **Add new Article 28**

28. Appointment of independent directors

- 28.1 *Independent Directors shall be appointed by an Appointments Panel established by the Board.*
- 28.2 *The Appointments Panel for the purposes of Article 28 shall consist of a Director of the Board, a Constituent Association Chair and a non-member of British Orienteering, all appointed by the Board.*
- 28.3 *The Appointments Panel shall appoint each Independent Director by 31 December immediately prior to the AGM at which the term of office of that Independent Director commences, but a person so appointed shall not assume the office of Independent Director until the conclusion of said AGM.*
- **Amend [existing] Article 28. Casual Vacancies as follows:**
 - 28.1 *A casual vacancy arising among the offices of Chair, Vice Chair or Treasurer shall be filled by the Board as in Article 24.1.*
 - 28.2 *The Board or an Appointments Panel established for the purpose by the Board may fill a casual vacancy arising among the elected directors by co-opting a replacement director.*
 - 28.3 *The Board may establish an Appointments Panel to fill a casual vacancy arising amongst the independent directors by appointing a replacement director. The Appointments Panel shall be constituted as in [new] Article 28.2.*
 - 28.4 *Casual vacancies may only be filled and have periods of appointment as follows:*
 - 28.4.1 *Where an elected director has left office after an annual general meeting but on or before 31 December of that year, co-option may take place on or before 31 December in that year and the term of office will be until the end of the next annual general meeting.*
 - 28.4.2 *Where an elected director has left office on or after 1 January but before the end of that year's annual general meeting, and where that director's term of office does not end at that year's annual general meeting, co-option may take place on or before 31 December in that year and the term of office will be until the end of the annual general meeting in the succeeding year.*

- 28.4.3 Where a casual vacancy arises as the result of an independent director leaving office more than nine months before the end of his term of office, the Board shall establish an Appointments Panel within one month to appoint a replacement director to serve the remaining part of the term of office.
- 28.5 For a vacancy to be filled by election at an annual general meeting, it must, by 31 December of the preceding year, exist or be known to be arising as a result of there being part of a term of office to fill or an elected director whose resignation will have taken effect by the end of the annual general meeting.
- 28.6 A director who is co-opted shall be eligible to stand for election at the annual general meeting where he leaves office, provided the provisions of Article 27 are adhered to.
- 28.7 The period served by a co-opted director or a person appointed or elected to fill the remainder of the term of office of a director who leaves office shall count as a term of office for the purposes of Article 20.
- 28.7.1 However, where a co-opted director is elected at the annual general meeting where his term of co-opted office ends and he is elected to a partial term of one or two years, the combined period will be counted as a term of office for the purposes of Article 20.

Comments from members in the room

Philip Levi (WAOC) raised concerns about the capability of the Board to be able to attract independent directors (considering that there was only one nomination of an elected director to the Board this year) without the enticement of payment and as such, what the financial implications for British Orienteering would be. Furthermore, he asked whether the independent director's primary concern would be to protect the interest of Sport England. Mr Levi would like the Board to consider raising the maximum number of Board Members to a minimum of 12 people, with a maximum of 25% independent (3). This increase should improve the ability of the Board to co-opt members from the orienteering fraternity thus having a combination of voluntary and co-opted Board Members in future.

The Chair responded that the Board believes that independent directors are in the best interest of British Orienteering. The Chair assured members that independent directors would not act as safeguards for Sport England but would act in the best interests of British Orienteering. The Chair also noted that the Board was very disappointed that there had only been one nomination this year but despite this, it believes that British Orienteering will be able to recruit independent directors with many people showing an interest via bodies such as the Sport and Recreation Alliance.

David Rosen (SROC) expressed his view that by following other sports to appoint independent directors, there was a move away from the original founding principle of a sport run by orienteers, for orienteers.

Chris James (NGOC) expressed his opinion that the world had moved on since the beginnings of orienteering; his experience of working with groups and committees is that they need a wide range of views in order to be effective. Independent directors can offer an objective opinion and he felt the proposal is a positive step and can benefit British Orienteering greatly.

Mike Hamilton, British Orienteering Chief Executive and Company Secretary, reiterated that the Board was concerned about the initial Sport England ruling and worked hard with Sport England and DCMS to define the term 'independent director'. As such, independent director in the context of British Orienteering means any person, including a member, who has not previously been involved at a national governance level. Therefore, 'independent' does not exclude orienteers.

There being no further questions, the meeting agreed to vote on Proposal 3.

The proposed changes to the Articles of Association to include appointment of independent directors were adopted.

Votes For	116	Votes Against	13	Abstentions	6
Percentages	90%		10%		

Proposal 4 (a Special Resolution) regarding gender of Board members:

It is proposed that a gender balance (a minimum number of Directors of each gender) on the Board should be guaranteed and that the amendments to the Company's Articles reflect this.

If passed, the proposal will come into effect after the 2016 AGM.

This proposal will be withdrawn if Proposal 3 is not passed.

Proposed: The Board of Directors

Full proposal and supporting text below:

It is noted that:

- *As a special resolution it requires 75% of the vote*
- *"Gender" means gender as in the Company's published gender policy.*
- *Add new Article 20*
 - *20. Gender of Directors*
 - *20.1 There shall be at least three non-executive Directors of each gender amongst the nine non-executive Directors on the Board.*
 - *20.2 If at any time the number of non-executive Directors of a given gender falls below three, any action taken to increase the number of Directors shall first ensure that the minimum of three of each gender is restored.*
- *Add new Article 28.4.1:*
 - *28.4.1 The projected gender composition of the Board as known at 31 December shall be the determinant of any gender considerations in the election of elected directors at the AGM in the succeeding year. The projection shall take into account known resignations taking effect by the end of the following year's AGM, including those at the end of a term of office, together with known and confirmed appointments of independent directors.*

Comments from members in the room

Philip Levi (WAOC), raised concerns as to the ability of the Board to achieve the gender balance proposed. Mr Levi agreed that women should be encouraged to join the Board but that it is far more important to accept volunteers who are willing to stand. British Orienteering should be far more concerned with the capability of prospective Board nominees rather than concentrating on their gender.

The Chair agreed that the Board hoped more people would be put forward as nominees, regardless of gender. The Chair also noted that it was essential that the Board represented the membership and as such, 40% of all British Orienteering members are women and this proposal sends a strong message to all members that they are being represented.

Bob Dredge (WCH), Treasurer explained that there would be a skills analysis before any appointment to ensure that prospective board members were capable regardless of gender.

Harriet Burdett (CUOC) suggested that the Board would be better dealing with British Orienteering issues.

Eleanor West (SOS) agreed that the Board should be representative but that the views of women need not only be represented by women.

Joanne West (SOS) requested clarification on what the implications would be for other groups to be represented on the Board.

The Chair explained that at this stage the board's concern was the gender issue but that further developments at a later stage could not be ruled out.

Nancy Powell Davies (SOS) requested further information on how the proposal would be implemented if passed.

Neil Cameron (NGOC) and a Board Director explained that the proposal might affect the election process. By December 31st prior to an AGM, all members would know if any gender constraints would be placed on any Board member posts. If the Board was not in accordance with the Articles as far as one gender was concerned at the end of the AGM, one or more places as required would be reserved for the gender under-represented, e.g. if under-representative of women by one woman, then one place on the Board would be reserved for the only or highest vote-earning woman candidate.

Peter Maliphant (BOK) suggested that there were other ways of segmenting the Board; such as age and that the Board should consider this.

The Chair, explained that the Board's primary concern at this stage was gender but it may consider other options at a later stage.

There being no further questions, the meeting agreed to vote on Proposal 4.

The proposed changes to the Articles of Association were not adopted.

Votes For	85	Votes Against	39	Abstentions	11
Percentages	68.5%		31.5%		

The proposal was not accepted as it was a special resolution and therefore required a minimum 75% vote in favour for it to be passed.

6. Elections

The elections of President and Vice President, Sir Christopher Bonnington CBE and Dr John Disley CBE, respectively were unopposed and ratified.

Board of Directors

There being only one nomination, Bob Dredge (WCH) was elected to the Board unopposed. The Chair stated that Bob had made a significant contribution to the Board since being co-opted after last year's AGM and that she was sure he would continue to do so.

7. British Orienteering Award Ceremony

Martin Ward (SYO) Vice Chair, announced the awards, with Lyn West (SOS) Chair of British Orienteering, presenting the trophies and certificates.

Silva Award Services to Orienteering

This was awarded to John and Jenny Collyer (SOS)

Other nominees were:

Anne Donnell (BOK)

Alan Halliday (MOR)

Club of the Year

This was awarded to:

South London Orienteers

2nd place for Club of the Year and the Top University Club was awarded to:

Cambridge University Orienteering Club

3rd place was awarded to:

Swansea Bay Orienteering Club

Clubmark

Suffolk Orienteering Club received their certificate for achieving Clubmark status for the first time.

Mapping Awards

The Chichester Trophy was awarded to joint winners Rod Poselthwaite (WRE) for Hambledon and Bruce Bryant (OD) for Brandon Wood.

The Walsh Trophy was awarded to Paul Taylor (CLOK)

The Bonnington Trophy was awarded to Oliver O'Brien (SLOW) who was not present to collect the award.

Retiring Directors

As retiring directors and also current and previous Chair of the Board respectively, presentations were made to Lyn West (SOS) and Neil Cameron (NGOC).

Lyn West (SOS) Chair, thanked her fellow members of the Board, British Orienteering staff for all their hard work, her family and the members of British Orienteering.

Neil Cameron (NGOC) Past Chair, thanked his fellow members of the Board, Mike Hamilton, Chief Executive and Company Secretary and the staff at British Orienteering; his wife and British Orienteering members. Mr Cameron explained that during his time as a Director, the

work was very positive, challenging and exciting. It was suggested that a possible reason for members being reluctant to join the Board is the amount of criticism levelled at them by some members. Mr Cameron took this opportunity to assure members that decisions by Board members and staff are not taken lightly. Members may not agree with those decisions but Mr Cameron requested that members do not belittle the effort which staff and Board members make.

8. Any Other Business

Anthony Barrable (PFO) raised concerns about British Orienteering using Sportscover as its insurers. As a syndicate of Lloyds PLC it has shown a loss for a number of years and is likely to do so again this year. Mr Barrable requested information on the measures in place for the forthcoming year to ensure that Sportscover is fit for purpose.

Mike Hamilton Chief Executive and Company Secretary thanked Mr Barrable for bringing this to the attention of the Board. The insurance contract for 2014 will go out to tender later this year and the Board has confidence that the tenders received will be investigated fully and a suitable insurance provider selected.

No further items of business were raised.

The outgoing Chair Lyn West (SOS) thanked everyone for attending and declared the meeting closed at 6.30pm.