

Board of Directors

Wednesday 7 July 2010;
10:30 – 17:20

Comfort Inn, Birmingham City, B5 4DY



Attendees:

Philip Baxter
Neil Cameron
Mike Forest
Mike Hamilton
David May
Jenny Peel
Martin Ward
Lyn West
John Woodall

Laura Martin – Minute taker

In attendance:

David Meli (Sport England, Relationship
Manager)
Peter Christopher (O Foundation
Chairman and Trustee)

Item

Subject

Peter Christopher briefly addressed the meeting regarding the charity, The O Foundation's current objectives and planned fund raising campaign. LW thanked Peter Christopher for his attendance and for keeping the Board informed of developments.

Peter Christopher left the Board meeting at 10.40am

1. Opening Business

1. Apologies

There were no apologies

LW welcomed David Meli (Sport England, Relationship Manager) to the meeting and encouraged him to comment and contribute on those items he felt appropriate.

2. Declarations of interest

MH declared an interest in item 4.4 (Staff restructuring) as he is a member of staff and paid employee of the Federation. JP and PB both declared interests in the same item since both have spouses employed by British Orienteering.

There were no further declarations of interest.

3. Minutes of the 20 April Board meeting

The minutes were accepted as a true record of the meeting

4. Action list, all outstanding actions & questions are included in agenda items

MF explained that he would be addressing levy and membership policing (Action 6) under finance section of agenda, Item 3.1.

MW explained that Action 13 (Ops plan publication) was in progress and would be circulated by email to Board members after the meeting.

5. Notification of AOB

NC raised the issue of amending the Memorandum and Articles-to be addressed under AOB.

NC also suggested discussing the idea of a code of conduct for directors. This would be addressed under AOB if not previously dealt with in course of agenda.

6. Ratification of any Board decisions taken since the previous meeting

a. International Influence Strategy (Email)

Board members thanked LM for producing the comprehensive strategy document under short times scales.

LM explained that a decision from CCPR would be communicated to British Orienteering regarding level of funding by mid-July.

b. Decision regarding the appointment of a replacement Director (Ratify position from Teleconference)

The Board agreed to continue, at the present time, to act as a Board of Directors with 1 director position vacant. This allowed the option of co-opting a further director to fill this position at any point prior to the AGM 2011.

NC suggested addressing the discussion regarding a code of conduct for directors. MH agreed to source other similar codes of conduct used in other organisations and pull together the common elements.

Action 1: MH to source other similar director codes of conduct used in other organisations and pull together the common elements. Circulate findings to Board. (MH, by 27th August 2010).

c. Update and decision regarding governance issues relating to ECG (Ratify position from Teleconference)

Board members agreed on taking no further action at this time but awaited outcomes of Committee/Group review.

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

a. Forestry Commission agreement

MH briefed the meeting regarding ongoing negotiations with the Forestry Commission to agree terms for a National agreement for England.

MH and Forestry Commission representatives were continuing to negotiate on the fees charged per participant on FC land.

If negotiations broke down regarding costs for using Forestry Commission land it may be worthwhile for British Orienteering clubs and regions to negotiate local arrangements as they have done previously.

Board members gave authority to MH to continue with discussion as necessary.

b. Scottish O Tours, members correspondence

Board members discussed communications received from members regarding issues surrounding the Scottish O Tours company.

It was noted that the Scottish O tours company is in no way connected to British Orienteering.

Board members decided on a course of action and delegated responsibility to MH for completion.

Action 2: MH to carry out decided course of action regarding Scottish O Tours communications including responding directly, by letter/email, to the member communications received.

c. Communication from Border Liners regarding year of birth being published in results and rankings

LW explained that as Chair she had received communication from some members of BL explaining their displeasure with year of birth being shown in the results and rankings lists.

Board members pointed out that even if a change was made to show age class, instead of year of birth as requested, this still published age-range of participants if not exact age.

Board members concluded that there were as many valid reasons for stating the year of birth as reasons against. Board members were happy it was not a breach of data protection and as such it would remain as is.

2. Governance

1. Director feedback from Association visits

JW attended the recent WMOA meeting and fed back that members did not feel the new style risk assessment form had been well publicised. MH explained that this had now been rectified by inclusion in Club Newsletter.

JP had recently attended the YHOA meeting and noted that the 3 to 4 tier event structure had dominated discussions.

NC questioned whether it was appropriate for him to attend SWOA meetings as a representative of NGOC as well as a Director of British Orienteering. Board members suggested this was a satisfactory position and one that had occurred to many directors visiting association meetings in the past. Board members suggested it was important for NC to make it clear when speaking from which position the comments were made

e.g. NGOC rep or Director.

JW agreed to be the Director Liaison for NWOA instead of JP moving forwards.

2. Governance issues raised by the response to the emails circulated by LW/NC – to confirm the situation regarding the position of Association representatives on committees/groups

MF raised issues with the process of drafting and approving used to develop the communications circulated by NC/LW. Directors were subsequently put in a difficult position when required to defend or explain the communication.

NC and LW acknowledged that there were some issues regarding the process and would seek to rectify them in future.

Board members went on to discuss the issues surrounding association representatives on committees and groups. The meeting agreed to go back to Events Committee and explain that the Board recognised the problem and it would take considerable time and work to find a solution. The work would be done in parallel to the Committee/Group Review due to commence.

Action 3: LW to report back to Events Committee regarding association representative on committees and groups and explain planned work programme to make recommendations. LW to put together paper addressing issues and report to September Board meeting (LW, by September Board meeting).

PB suggested a Board meeting 'away day' to give Directors extra time to consider some issues in more depth. MH and LW suggested they would consider possibility for September Board meeting.

David Meli, Sport England Relationship Manager suggested that, as with all governing bodies, the Board is ultimately responsible for providing authority to the governance structure below. It is crucial a clear structure and line of authority is communicated to all within structure and membership.

3. Safety & Welfare Policy, to raise any queries regarding the draft Safety & Welfare Policy and give authority to the Chief Executive to progress the remaining work with the supporting documentation/resources

MH briefed Board members on the development of draft Health, Safety and Welfare Policy and the need to compile together several documents with an aim to cover all issues in one coherent structure.

NC noted it was important to give clarity to the role of Event Safety Officer. It was important to outline where ultimate responsibility for event safety would be held and who had authority to deliver safe events.

MH noted that British Orienteering were to be left with no choice but to demand training of those volunteers holding responsibility at every level of activity or event e.g. coach, controller, organiser etc... Insurance requirements were making it a necessity for official training of volunteers taking responsibility.

Action 4: MH to circulate draft event role structure paper to Board members by email (MH, ASAP)

MH briefed Board members on the pilot of an event safety workshop currently being trialled by Hilary Palmer.

Action 5: MH to write short article on changes to event safety and training and planned developments in future to be published in autumn edition of FOCUS magazine (MH, by 18th August)

Board members were happy with planned direction of policy documentation.

4. Receive committee and other meeting reports

a. International Committee – 19 Apr 2010

No issues were raised

b. Development Committee – 5 June 2010

Minutes had not yet been published however Ed Nicholas, Development Manager was joining the meeting later in the agenda and could be on hand to answer any queries if necessary.

JW agreed to attend Development Committee meetings in his capacity as a Director when the meeting was held in Derby.

c. Coaching Committee – 12 June 2010

i. Rankings – MW16

JW had previously briefed Board members on issues raised in Coaching Committee by email. Issues had been dealt with by MH

directly with Coaching Committee Chair.

d.Events Committee – 12 June 2010

- i. Clarification of Association reps issue**
Issue had been previously addressed under item 2.2
- ii. Ratification of the Partnership Agreement**
NC questioned the definition of 'race' within the agreement. MF explained that this referred to the discipline e.g. sprint, middle, individual, relay etc...

NC also requested clarification on how the 'contractors and suppliers' list would be used. MF explained it would be a suggested list of appropriate suppliers but it would not be an exhaustive list that constrained organising committees.

PB explained that the agreement was currently being trialled in NIOA for use with JK 2011 and was proving useful for assigning tasks to volunteers.

PB questioned who would be responsible for the budgets of major events, particularly if incomes and expenditures were run through a British Orienteering National Office bank account. MF explained that organisers would receive a statement of the account each month and this would be their basis for forecasting and managing finances.

MH acknowledged hard work of various groups and people to make improvements to the agreement. MH pointed out this agreement further emphasised the need for clear process for reviewing, amending and publishing documentation. The process needed clarifying and publicising widely.

Board members approved agreement with a few minor typing corrections but agreed it was a working document that may require modifications when in full use. Board members authorised staff to make minor typing changes and publish on website.

Action 6: Staff to make minor amends to partnership agreement and publish on website (Staff, ASAP)

- iii. Rules, appendices, etc**
Board members again further emphasised the need to develop and agree a clear and publicised process for reviewing, amending and publishing documentation including rules, appendices and guidelines etc...Board members did agree the drafts placed before them.
- iv. 4 Tier recommendations/feedback**
To be addressed under Item 4.1

e.SOA/British Orienteering – 25 May 2010

- i. WOC 2015/17**
LW and MH briefed Board members on the recent meeting and teleconference with SOA and EventScotland regarding the potential for holding major international event in the UK in coming years (WOC 2015/2017).

EventScotland are supportive of British Orienteering making a bid for an international event but can only confirm financial support until 2015.

Any bid for 2015 would need to be with the IOF by January 2011 and the intention would need to be flagged up to IOF congress in August 2010.

MH noted Board members should consider whether or not holding an international event would form part of delivering on the Sport England targets in the Whole Sport Plan.

Board members were concerned about who would be driving the bid and who would have overall responsibility.

NC, supported by other Board members, felt it was important to have more information before making a solid commitment to making a bid. NC requested answers to Board questions within the next 3 weeks to allow Directors to make an informed decision. Questions centred around the planned areas to be used, budget details,

spectator requirements, numbers expected, T.V. coverage requirements and if there were specific volunteers in mind to front the bid.

Action 7: MH to source answers to Board queries regarding plans for bidding to host WOC 2015. Board members to review answers from MH when received and make final decision within 4 weeks to comply with all relevant timescales (MH, ASAP) (Board, within 4 weeks by 4th August).

Board members went onto discuss the feasibility of having a separate entity running/organising the bid on behalf of British Orienteering. The benefits of this would be to avoid deviating staff effort and energy away from British Orienteering core work and targets.

DM explained that an announcement of the bid was not critical in August. DM went onto explain that it is traditional for the country hosting WOC to hold a World Cup in the previous year. This would mean potentially also committing to holding a World Cup in 2014.

MH explained that he would be uncomfortable about committing British Orienteering resource to holding a World Cup and WOC in successive years in such a short timeframe.

NC suggested approaching the IOF to ask whether the committing to holding WOC automatically required the hosting of a World Cup the year prior.

David Meli sounded a note of caution suggesting that staging major international events can prove to be a distraction from the rest of the NGB work and should be considered carefully.

f. IOF matters to report

i. WTOC 2012 request to host

NC briefed the meeting on the IOF's request for the UK to hold WTOC in 2012.

Action 8: NC was tasked with taking the Board's queries regarding the request to host WTOC 2012 to the next Trail O committee meeting being held on 10th July. NC to feedback responses to Board via email (NC, 10th July 2010).

ii. Representatives at Congress

LW was attending the IOF Congress on behalf of British Orienteering.

iii. Proposals for Congress

Action 9: MH to scan in copies of IOF Congress proposals and circulate to Board members via email (MH, ASAP).

3. Performance Management & Monitoring

1. Finance:

a. June, 6 monthly, Management Accounts Q&A

MF took Board members through tabled papers regarding the use of multi-day event levy income and policing levy payments and participation numbers from clubs.

MH explained that the levy from multi-day events was put into the Development Fund for distribution through their application process. MH explained this was decided by an AGM vote in 2002.

Action 10: MH to circulate details of original AGM decision taken regarding levy from multi-day events entering Development Fund (MH, ASAP).

Board members considered and approved financial arrangements surrounding JK 2011.

b. Debtors & Creditors report, Q&A

No issues were raised

c. Reserves position update, Q&A

MF explained there was currently a reserves shortfall of £96k.

Board members questioned the current interpretation of core activity shown in the paper. JP noted these were different figures to what had been presented previously to Board members. Board members asked MF to re-evaluate the figures and confirm level of core activity described.

Action 11: MF to re-evaluate the figures and confirm level of core activity described and subsequently if British Orienteering was adhering to its Reserves Policy. (MF, by September Board meeting).

d.To agree the principles for Allocating the costs of National Office and staff

Board members discussed and decided on a course of action for allocating National Office costs across programmes,

e.Budget 2011: To receive a draft and agree the budget principles

Action 12: Draft 2011 to be circulated via email to Board members (MH/MF, ASAP),

2. Sport England

a. Annual Report; Q&A

Edward Nicholas joined the meeting to discuss Sport England items,

David Meli thanked MH and staff for their detailed input into review process. David explained that the summary sheets for each governing body would be used to inform external partners.

David went onto explain that some of the other smaller sports were failing to achieve the governance and finance assurance requirements which suggested British Orienteering (who were 'green' for achieving' in this area) were doing well in this area.

David also responded by saying that many sports who were rated as 'amber' or 'red' in any intervention areas were using Year 2 as the main year of programme delivery.

Board members went onto discuss the Active People survey data with David Meli.

Edward Nicholas briefed the Board and David Meli on his first month in post as Development Manager. Edward noted that to achieve targets there would need to be a switch in delivery mechanisms of programme. Staff would need to focus in on delivering in key focussed areas.

David supported this by explaining that in small governing bodies it was of even greater importance to be focussed with use of resources.

Board members thanked Edward for his attendance. Edward left meeting.

b. Key Performance Indicators update, Q&A *

3. 2010 Operational Plan Update and Q&A

Addressed via Teleconference prior to meeting.

4. Monitoring reports and updates: comments or queries arising

Board members briefly discussed the membership levels paper attached to the Performance Monitoring document. Directors decided to keep an eye on the numbers of members downgrading from national to local membership. MH noted that the larger issue was dealing with the membership system and amending it to something fit for purpose.

4. Strategic Issues

1. 4 Tier Event Structure:

a.To define the criteria used for the levels

Board members discussed the options for defining levels of event in the 4 tier event structure. Board members agreed that quality should define level of event and that a standards framework should be used to compare events.

b.To agree the brief for the groups/people tasked with agreeing and implementing the changes

Action 13: Events Managers should work up draft quality choice level definitions across the 4 tier structure. Event Managers should put together an implementation plan for these definitions. (Event Managers, by 31st July 2010).

Board members agreed that levels should be labelled A, B, C ad D with Level D being local events working up to A as National events.

The driver of the level definitions should be quality with target audience being the next highest defining factor.

Board members noted than an important issue was how people chose to market their events and action may need to be taken in future to encourage clubs to market events more successfully.

D level events would require club approval of quality, C level events would

require Association Fixtures Group approval and Level B and A would require Events Committee/National Fixtures Group approval of quality of event.

Action 14: MH to ensure news item regarding 4 tier event structure goes on British Orienteering website explaining process moving forwards (MH, ASAP).

2. **Competition review – To receive an update on progress**
Not addressed due to time pressures. To be progressed via email
3. **Discussion on the generation of income streams in anticipation of 2013**
Not addressed due to time pressures
4. **Discuss and agree the plan to restructure staffing**

David Meli left meeting

MH briefed directors about the timescale of staff re-structuring activities:
Briefing of staff at staff meeting on Tue 13th July, to start consultation
Target 1st September for decisions notified to staff
Costs of structure required for budget 2011, to be fixed before end of September 2010.

Staff then left the meeting (Mike and Laura) while the item was discussed. JP and PB also declared interests, since both have spouses employed by British Orienteering.

Directors discussed a future scenario whereby all external funding was lost, and in that situation what the requirement would be for a Chief Executive. In that situation there would be for a part-time Chief Exec, at around the same cost level as at present. The role would be to provide leadership, and would include work to attempt to restore external funding streams.

MH returned to the meeting. Directors requested that MH propose a staff team structure appropriate for a zero external funding scenario, and provide the cost of this.

This team would have an employment cost of around £130k p.a. (inc. salary, NI, expenses). An office of around 3 desks would be required, at a cost of around £15k p.a.

Directors requested MH to provide a paper summarising the costs of moving to such a structure (to include redundancy costs, etc). It should also consider the potential for cost savings by sharing resources, for example by re-locating to a location with other NGBs (e.g. EIS Sheffield). MH was also tasked to commence the restructuring to move to a position from where such changes could be made and to take into account the cost saving required for 2011.

Action 15: MH to provide a summary restructuring paper and carry out re-structuring decisions as made by Board of Directors (MH, ASAP).

LM returned to meeting

5. **MTBO: Where next with the potential for integration of MTBO into British Orienteering activities**
Not addressed due to time pressures
 6. **Web development :**
 - a. **Entries system**
 - b. **Members forum**
Not addressed due to time pressures. To be progressed via email
 7. **Office lease/location update on progress**
Not addressed due to time pressures. To be progressed via email
 8. **Committee / Group Review of Governance: update on progress and decision re consultant**
Not addressed due to time pressures. To be progressed via email
 9. **Service Awards**
Not addressed due to time pressures
 1. **Consider matters raised by Board members at the meeting if time is available**
Not addressed due to time pressures
5. **Any Other Business**
6. **Dates & venues of next meetings**
- Dates for 2010:**
Tue 21 Sep Birmingham;
Thu 15 Dec Darley Dale (formerly 9 Dec)

Dates for 2011 being put forward:

Wed 9 Mar
(Sat 23 Apr AGM)
Wed 11 May
Wed 6 Jul
Wed 21 Sep
Wed 14 Dec

Action 16 : Finance teleconference to be held prior to next Board meeting in September to go through Finance items and reduce time pressure on agenda (MH/MF, before September Board meeting).

LW thanked members for their attendance and comments and closed meeting at 5.20pm.

Action List

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Action 2: MH to carry out decided course of action regarding Scottish O Tours communications including responding directly, by letter/email to the member communications received

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Action List from previous meetings

1. Staff to produce a paper on the need for culture change within orienteering and its impact on their work areas <i>Paper drafted, awaiting circulation</i>		MH
2. Key Performance Indicators: MH to prepare an explanatory briefing paper to be placed on the web for interested members. <i>Outstanding</i>	Aug09	MH