

Board of Directors



Wednesday 12th December 2012, 11.00am-5.00pm

Meeting held at National Office, Darley Dale, Derbyshire

Minutes

Board attendees: Lyn West (LW); Martin Ward (MW); Philip Baxter (PB); Neil Cameron (NC); Scott Collier (SC); Bob Dredge (BD); Mike Hamilton (MH); Judith Holt (JH); David Maliphant (DM); John Woodall (JW)

Invited Guest: Brian Porteous, President of IOF and Caroline Povey, Marketing Manager (For agenda items 2 and 3)

Minute taker: Laura Martin

1. Meeting Administration

LW welcomed Board members to the meeting and thanked them for their attendance. LW explained that Brian Porteous would be joining the meeting at lunchtime and Caroline Povey would attend for the Operational Plan 2012/2013 agenda items.

There were no apologies as all members were in attendance.

LW noted that there was a typing error in the conference call minutes. With this amended, board members accepted the minutes as a true record of the meeting.

Board members were taken through the action list.

SC asked about communication of the budget via the website. LW explained that a news item would be published but that an additional explanatory document needed to be published alongside the budget. The additional commentary also needed to explain the funding awarded to the Performance programme. MH will draft the explanatory document, with MW providing suitable text explaining the value of the Performance programme.

SC asked that the news item and commentary be sent to Board members via email prior to publication to review likely questions.

Action 1: MH and MW to draft additional commentary and news item to accompany budget publication circulate to Board members. (MH & MW, ASAP)

SC asked whether documents relating to the Sport England bid could be published on the website. MH explained that certain documents would need to remain confidential until the staffing situation from April 2013 onwards was resolved, but that it may be possible to publish some documents once the outcome of the bid is known.

BD asked about an action relating to communicating with the IOF regarding not holding WTOC 2015. MH explained that the IOF had acknowledged this information and although suggested it was not an ideal situation, understood the issues surrounding it.

All other actions were either completed or on the agenda for this meeting.

Any Other Business

BD suggested adding an item to the proposed agenda for the April Board meeting. This would be to review the re-forecast budget. Board members agreed.

MH explained Board members had previously completed a Board effectiveness questionnaire via the Sports and Recreational Alliance and an evaluation of the results had now been completed and could be viewed by directors.

JW explained that he wished to communicate a series of matters raised by Association meetings. These items would be taken in AOB.

2. Operation Plan 2012 (MH)

MH briefed Board members on the Operational Plan for 2012 and asked for any additional questions.

MH explained that British Orienteering were currently failing to meet their Sport England (SE) Grow targets but SE had agreed that their participation data was showing an upward trend.

NC asked if there were further details on the likely shortfall of levy income for 2012. MH explained that the shortfall was likely to be less than £10,000. LW asked for a possible reason for this and MH suggested that the trend was of more clubs putting on more local events where participation was falling below the minimum number for levy purposes.

Caroline Povey explained that there had been a 40% increase in number of activities which could have impacted on the figures as more activities and less larger events were being held. Board members suggested that further analysis was needed to find out why the levy income was likely to be reduced and establish if clubs were using the system of registering activities/events correctly. MW also suggested that figures could be extrapolated for how the '£1 a run' levy model would be affected by the participation level in 2012.

BD asked if there were any changes in the trends of participation. MH explained that participation at Level C events had reduced however participation at Level A events remained similar.

Caroline Povey briefed Board members on her work with Four Communications. Caroline has a weekly conference call with the company who are working on valuing British Orienteering events and sponsorship opportunities. Four Communications have been clear in communicating how important it will be to have resource assigned to manage sponsors and their contracts and this resource is needed regardless of the amount of funding sponsorship is bringing in. Board members agreed that any sponsorship contracts required a decision on resource needed versus cost implications. MH stressed the importance of British Orienteering operating differently if working with commercial sponsors.

PB suggested the importance of an internal marketing campaign to members, clubs and associations to explain current work and communicate potential changes before they happen. JH suggested this could be linked to encouraging director nominees and particularly female director nominees. Board members suggested packaging together information about director nominees and circulating this to club and association chairs and secretaries. JH noted that she was happy to speak to any prospective directors about the process and requirements involved. Caroline Povey suggested interviewing JH and DM as directors and publishing the interviews on the website and possibly recording them and publishing videos to the website to encourage other director candidates.

Action 2: MH to co-ordinate information distribution regarding encouraging director nominees, particularly young people and women. (MH, ASAP)

3. Operational Plan 2013 (MH)

MH briefed Board members on the staff process for drafting the Operational Plan 2013. MH stressed that British Orienteering had reached a cusp in the way in which it worked and that as a whole, the organisation could not continue to work in its current way. MH noted that the likely Sport England targets for the period 2013-2017 were challenging and required resource to be focussed on delivery. MH explained that staff understood the need to change the way in which they worked to reduce the breadth of tasks and focus on key areas.

MH explained some possible solutions to the issues raised for example staff working more closely with volunteers to deliver tasks and 'packages' of work. MH noted the relative advantages and disadvantages of this approach and the need for clear lines of accountability and responsibility to be established. Board members discussed the importance of clear process for managing volunteers and the differences between volunteers assisting with operational tasks and those who were influencing strategy.

Board members supported MH suggestion for overcoming these issues by trying to utilise the volunteer workforce.

Board members agreed that volunteers who were in positions relating to strategy and monitoring would need to be managed by the governance structure. Volunteers assisting with operational delivery would be managed by staff.

MH highlighted two areas in particular where volunteer resource would need to be utilised a) events programme and b) marketing. MH noted that these areas, together with most other programmes in British Orienteering, were required to make difficult decisions about what work was included, to be delivered by staff, and what would look to be taken on by the volunteer workforce.

Board members went on to discuss some particular issues with regard to using volunteers a) volunteers doing operational work being subject to the same supervisory policies and procedures as paid staff b) the need to differentiate between volunteers within the governance structure and 'operational volunteers', c) the possibility of incentives for volunteers, d) the possibility of utilising interns.

With Board members support for this approach to solving the issues, directors asked MH to work with staff to update the Operational Plan 2013 and work up models for volunteer working and circulate to them for further consultation. Board members noted that the operational plan required clear targets for staff, volunteers and governance structure to make it meaningful.

Action 3: MH to work with staff to update the Operational Plan 2013 and work up models for volunteer working and circulate Board for further consultation. (MH, ASAP)

4. Committee re-structuring (LW)

LW briefed Board members on the finalisation of the Needs Work Groups. Board members requested names and positions of those populating the groups.

Action 4: LW to circulate names of Needs Work Group members to Board and draft announcement for website. (LW, ASAP)

Action 5: JH to approach club welfare officers to try to find a volunteer to sit on Volunteer Needs Group. (JH, ASAP)

LW went onto to give Board members a background to the need for the committee restructuring process and reminded them that the original decision had been to disband the remaining committees at the end of the year. Having progressed through several stages of drafting and consultation, LW suggested disbanding Coaching, Development and Performance Committees at the end March 2013 with a view to implementing the use of 'task and finish' work groups.

Board members discussed the options and consequences of disbanding the existing committees. JH suggested that any disbanding should be at a time suitable to tie into the work of the Needs Work Groups recently formed. PB reminded everyone that monitoring was an important function for the Board and needed to form part of the governance structure. It was agreed that the subject would be returned to under the discussion on Board effectiveness.

MH tabled a paper discussing potential arrangements in a new structure. MH suggested that the current structure was not effective for those volunteers who were part of it. MH suggested that those involved were not given the best chance to work effectively as the structure was not clear and does not value what volunteers have to offer. As with the previous discussion regarding the Operational Plan 2013, MH reinforced the importance of separating operational tasks to be completed by volunteers to those supporting strategy and monitoring via steering groups.

JW asked about the role of the club and association conference in the proposed new structure. MH suggested the conference would continue but with more focussed aims and objectives.

Board members agreed that the Events and Competitions Committee and its sub-committees and advisory groups would remain, in their current form, at present.

Board members discussed the role of Trail O Committee in the proposed structure. Board members agreed that Trail O Committee should continue; however the Board felt a more appropriate status would be that of a Steering Group reporting to the Board, and that name for they should be renamed accordingly. It was also noted that the current Trail O Committee terms of reference may be in need of review.

Board members also agreed that the Welfare and Safeguarding Steering Group would continue, and requested that details of the Group (membership, terms of reference, past minutes etc) be added to the website.

Action 6: MH to arrange for details for of the Welfare and Safeguarding Steering Group to be added to the website. (MH, ASAP)

Board members agreed to disband Development, Coaching and Performance Committees at end of March 2013 and replace them with the recommendations in the tabled paper.

Directors discussed how to communicate the changes to members and committees. Board members asked to have input into the drafting of the announcement prior to communication with Committee members and as a news item.

5. Invite to Brian Porteous (BP), President IOF, to speak to the Board

LW thanked Brian Porteous (BP) for his attendance at the meeting. BP thanked Board members for their invitation and gave them a background to his role as President of the IOF.

BP noted the importance of delegates from the UK sitting on IOF commissions and thanked British Orienteering for their support towards these delegates.

BP noted his excitement for the World Championships being held in Scotland in 2015.

Board members went on to ask BP a series of questions about the IOF.

LW asked about the proposed clash of WMOC and WOC in 2015. BP indicated that he had raised this with the Swedish Federation but explained that there had recently been a personnel change in the Swedish Orienteering Federation and advised British Orienteering to discuss the issues directly with the new personnel within the Swedish Orienteering Federation. BP noted that negotiations were better taking place between nations before asking the IOF to become involved.

BP and Board members discussed the IOF vision of inclusion of orienteering in the Olympics. Success relied on improving TV coverage and increasing the number of countries who were active orienteering nations as well as being politically active in world sports bodies.

BP explained that as British Orienteering would not be holding WTOC in 2015 the IOF were looking for other nations to hold the event.

MW asked about the 'WOC in the future' project and its progress. BP indicated that the programme had been agreed by IOF General Assembly and the rules for selection for finals were being drafted by the IOF Foot O commission. BP explained that the rules would go out to consultation post the IOF Council meeting in January.

SC asked BP about the long term purpose of World Cup series of events. BP explained that the events were currently used to try different set ups and programmes of events that may eventually become part of wider TV series.

BP detailed how the IOF were progressing with a TV project and how getting orienteering on television was important for raising the profile of the sport and how the funds from this could be used to support orienteering in developing countries.

LW asked BP about the possibility of the IOF funding delegates to attend commissions. BP explained that this issue was one of limited finances and supporting commission members would not be possible without vastly increasing IOF membership or sanction fees. BP noted the importance of British Orienteering having a long-term strategy for UK delegates in the IOF.

BP explained the importance of host nations doing well in countries holding major IOF competitions. BP, from his professional background working in sport in the UK rather than an IOF perspective, discussed the funding for Performance athletes within British Orienteering and its link to previous UK Sport funding.

BP noted that the April 2013 IOF Council meeting would be held in Edinburgh.

LW thanked BP for his time and Board members agreed the discussions had been interesting and worthwhile. BP left the meeting.

6. Consultation Policy

With a few minor amendments, Board members agreed the policy and thanked NC for producing it. It would be published in due course.

7. Finance Regulations

BD gave Board members a background to changes necessary to the Finance Regulations as detailed in paper. Board members discussed the proposed changes to the document. BD explained that he had discussed with the staff the need for a different format for reporting and it would not require much additional work. The changes would ensure the treasurer, and therefore the Board, could understand what commitments had been made rather than awaiting invoices.

Board members discussed the paper and agreed they were happy with the principles of policy. Directors however suggested they needed more detail on how the procedures would work in practice.

Action 7: BD to oversee development of procedures to accompany new financial regulations and to bring to next Board meeting for review. (BD, by next Board meeting)

8. AGM Proposals 2013

Board members discussed the proposals to be presented at the AGM in 2013.

Board members agreed to propose Grant Thornton Ltd as auditors for the 2013 accounts. MH noted that their audits had always been thorough with work commencing efficiently and in a timely manner. It was agreed that the audit contract would go out to tender for auditors for the 2014 accounts.

Board members agreed to continue with the same model and fees for membership and levy in 2014. This ensured greater time to gather data on the system in preparation for any changes to be presented at the 2014 AGM. MW suggested modelling the participation figures from 2012 and the costs to analyse the income likely to be achieved. Board members agreed there would be no changes to the membership and levy structure or costs presented to the 2013 AGM, and therefore no vote would be required. Information on the structure and costs would be included in the AGM booklet as a point of reference only.

Board members discussed the proposal(s) relating to the Articles of association and independent directors. Board members discussed the most appropriate way to structure the independent director proposals. The discussion centred around how to most appropriately deal with the appointment process for independent directors and gender representation on the Board.

It was noted that a proposal to change the articles needed presenting to the 2013 AGM in order for changes to take effect in 2014. This ensured the changes were within the timelines stated by Sport England and the government.

Board members discussed what was required within the timelines stated and asked MH to investigate this with Sport England.

Action 8: MH to confirm timelines for the introduction of independent directors with Sport England. (MH, ASAP)

Board members unanimously agreed that they were committed to having a Board of Directors with a gender representation representative of the sport itself and agreed to have this commitment within the Articles of Association.

JH noted that more female director nominees may put themselves forward to a Board of Directors that were expressly committed to gender representation that represented the sport as a whole.

Directors went on to discuss a) Transitional arrangements that would need including or allowing for in the Articles b) Whether the Independent directors and gender proposal would be addressed together c) Which details would be included in Articles and which would be included in company rules.

Board members agreed the principles of including the principles of independent directors and gender representation in the Articles, with any specific percentages being included in the company rules (as part of Articles).

Board members agreed that they needed further information on the transitional arrangements and the processes before agreeing any further proposal formats.

Action 9: LW, SC and NC to draft changes to articles proposal including outlining transitional arrangements and appointments policy etc... to be viewed by the Board. (LW, SC and NC, ASAP).

Board members were reminded that with Easter being on 29th March 2013, the final proposal text must be agreed at the February Board meeting to ensure the booklet could be printed and circulated in appropriate time to members.

SC asked about the possibility of accepting proxy votes via email for AGM in 2013. Board members asked MH to look into the processes involved and feedback via email.

Action 10: MH to look into the processes involved in accepting proxy votes via email and report back to Board via email. (MH, ASAP)

9. Strategic Plan for Orienteering 2012/20

MH explained that he, SC, LW and JH had a meeting to discuss initial ideas regarding the strategic plan 2012/20.

PB suggested accompanying the strategic plan with papers to contextualise the aims and objectives and to set priorities.

Board members were happy for MH to continue to work up the plan based on the principles they had seen and asked him to include relevant timelines and plans.

Action 11: MH to continue to work up the Strategic Plan and circulate to the Board for further consultation. (MH, by next Board meeting)

10. Chief Executive Appraisal

Board members noted the completion of the Chief Executive's appraisal on 11th December 2012.

11. Staff restructuring

LM left the meeting while Board members received a verbal update from MH.

12. WOC 2015

MW briefed Board members on the latest developments regarding WOC 2015. MW explained that the organising teams were working together to draft the agreements regarding risk and reward from WOC 2015. MW agreed to keep Board members informed of developments.

13. Committee Updates

SC explained that the E&CC committee had held its first meeting and had circulated a document regarding the Committee's vision. SC asked for Board members to review the vision document and feedback and comment ASAP via email.

Action 12: Board members to review E&CC vision document and feedback any comments to SC by 21st December 2012. (Board members to SC, by 21st December 2012)

MW asked how quickly the E&CC could define the roles of its sub-committees and advisory groups and disseminate these role descriptions. SC explained that this was the next item of work for the Committee.

SC noted that E&CC had expressed the need for a specification of the requirements of Trail O competitions at Major Events. The Board agreed that Trail O Committee should be tasked with producing this specification, and asked NC as director sitting on Trail O committee to communicate this.

Action 13: NC to task Trail O Committee with producing a specification for Trail O competitions at Major Events. (NC, ASAP)

MH explained that he has just received an update and development paper from Anne Braggins regarding Trail O. Board member asked MH to circulate this paper electronically. Board members would review the paper and submit comments back to MH via email.

Action 14: MH to circulate Trail O update and development paper and Board members to review and feedback comments to MH via email ASAP. (Board members, ASAP).

It was noted that the Board had agreed requested changes to E&C Groups Terms of Reference by email.

It was also noted that the Board had agreed requested changes to Performance Committee Terms of Reference by email.

14. Any Other Business

JW had been approached by an event official at an Association meeting who had reported being verbally abused by a competitor during an event. The Board condemns such behaviour and notes that this type of behaviour is not acceptable under any circumstances. Directors agreed that any members seen to be abusing officials, or anyone at events, will be subject to the British Orienteering disciplinary policy and procedures.

JW wished to be briefed on the latest information regarding Ash Dieback Disease. MH and LM explained that Peter Brett, Environmental Officer was drafting guidance and was responding to questions and queries from clubs via email. LM explained that a FAQs list was being compiled and would be published on the website when sufficient responses had been received.

Further to the December conference call, SC asked DM to approach EAOA and ask them to put in writing their concerns, previously expressed verbally to JW, regarding the status of the area championships.

Action 15: DM to request that EAOA put their concerns regarding the status of the area championship in writing and send to Chris Phillips (Chair of Event Programme & Publicity Group).

MW noted that Performance Committee were drafting a set of targets in their area. The targets would include those submitted to Sport England but would also include other targets associated with the Performance Programme (e.g. podium and medals achievements at WOC/JWOC). MW planned to brief the Board at the February Board meeting.

MH circulated the results of the Board effectiveness questionnaire referred to earlier. LW suggested that as the data needed some study and that Board effectiveness was to be an agenda item at the next meeting, the results were discussed then.

15. Communications: messages to be given

- The Budget for 2013 will shortly be published on the website with accompanying commentary
- Board members have reviewed their own effectiveness via an SRA survey and appraisals
- Board members would like to encourage all director nominations especially nominations from young people and women
- British Orienteering staff have evaluated their working practices and have concluded they need to be more focussed in the way in which they work. British Orienteering is looking at ways to utilise volunteers to support operational work.
- Board members agreed on a way to progress the Committee restructuring process.
- British Orienteering now has a Consultation Policy.
- E&CC are currently working on a vision for their committee and its sub-committees and advisory groups.
- E&CC and Board have requested a specification regarding Trail O competitions at events from Trail O committee.
- British Orienteering condemns the abuse of event officials and anyone found doing so shall be subject to British Orienteering's disciplinary policy and procedures.
- Members, clubs, associations and officials should refer to the British Orienteering website for up-to-date information on Ash Dieback disease.

16. Future meetings

Board members agreed to hold a teleconference after notification of the Sport England funding decision on 17th December 2012. Teleconference to be held Tuesday 18th December between 6-7pm. BD tendered his apologies as he would be unable to attend.

Dates for future Board meetings:

Conference calls: 22 Jan 6-7pm, 22 Apr 6-7pm, 22 Jul 6-7pm, 28 Oct 6-7pm

Board face to face meetings: 12 Feb 2013, 22 or 29 Jun, 18 Sep, 14 Dec

Other dates: Friday 29 Mar AGM, Saturday 19 Oct Club & Association Conference

LW thanked members for their inputs and closed the meeting at 17.03.

Action List

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