

# Board of Directors

Tuesday 26<sup>th</sup> June 2012  
British Orienteering National Office,  
Darley Dale, Matlock.



## Minutes

### Attendees:

Philip Baxter (PB)  
Neil Cameron (NC)  
Scott Collier (SC)  
Mike Hamilton (MH)  
Judith Holt (JH)

David Maliphant (DM)  
Martin Ward (MW)  
Lyn West (LW)  
John Woodall (JW)

Janine White – Minute taker

In attendance until end of Agenda item 3: David Peel (Events Manager)

### 1. Meeting Administration

#### a. Apologies

All Board members were in attendance.

#### b. Minutes of the April Board meeting

The minutes were accepted as a true record of the meeting.

#### c. Notification of AOB

No items of additional business were raised.

#### d. Declaration of Interest

No additional declarations of interest to those held on the register were required.

### Monitoring Performance

### 2. Increasing Participation

The Board discussed the written report from the Development Manager, Edward Nicholas.

The key matters raised were:

- The summary of Community O projects currently on-going; East 18; North 25; South 10; West 15, total 68 projects. A full listing is at:  
[http://www.britishorienteering.org.uk/page/community\\_o](http://www.britishorienteering.org.uk/page/community_o).
- Participation numbers for Club Night/Activity Night during 2012 quarter 1 were: East 1,507; North 2,828; South 649; West 229; total 5,213 against the total activity level of 10,468 (information from the British Orienteering database).
- It was pleasing to see an increase in more frequent local activities in Scotland.
- Developing orienteering within HE/FE remains a challenge, primarily due to the difficulties in finding appropriate people to lead and drive programmes forward.
- Orienteering clubs are now established at Plymouth University and restarted at Newcastle University. Support has been offered to both.

- Work in schools continues and formats have been developed for the School Games.
- Work has also commenced to update the Teaching Orienteering courses.
- The Community Orienteering Leader Award has been developed to meet the needs of developing individuals to lead Community Orienteering activities.

The Board requested that the Quarter 1, 2012 figures shown in the report needed the figures from a similar period in 2011 in order to provide a comparison. MH agreed to circulate last year's participation figures but explained it would be difficult to compare the two sets of figures.

**Action 1: MH will circulate 2011 participation figures to Board members.**

The Board queried the definition of the term 'newcomer' and MH explained that a newcomer has been defined as a person who is new to orienteering and has participated at 3 activity session or more over a set period of time.

The Board noted that participation in the North and the East appeared to be considerably more than in the South and West. MH offered a possible explanation that the North and East have more clubs that have been engaged with the programme than in the South and West where club night/activity centres are relatively new. MH stressed the need to put the statistics into context.

PB requested that the planned updates for Teaching Orienteering Parts One and Part Two are appropriate for delivery to outdoor centres staff as well as school staff.

Janine White and Dave Peel were asked to leave the meeting whilst MH discussed staffing matters with the Board. This discussion remains confidential. After the discussion the two staff members were asked to re-join the meeting.

### **3. Review Events & Competition Work Programme**

The Board welcomed Events Manager Dave Peel (DP) to the meeting. DP updated the board on the Events Managers current work programme and discussed a number of issues. DP explained the frustration that both he and Helen Errington (HE) felt at the lack of understanding over the role of the Events Managers particularly in regard to Major Events and with the Events & Competitions Committee.

#### a) Current Work Programme

DP updated the board on the progress of the UK Orienteering League. A draft programme is now in place and the response from organisers has been positive with a view to launch the league in 2013. An article will appear in the autumn edition of Focus.

HE has been looking at the 2014 JK Co-ordinator role which is more challenging than envisioned. HE is looking to update the event advising model to reflect the current IOF model. This does take time to develop and HE is disappointed that it now seems unlikely that the new model will come into effect until 2015.

HE is currently working on updating the rules and appendices as was required by the Board.

Upcoming work will be to develop good practice guidance that will help clubs to stage local events.

#### b) Event & Competitions Committee

DP explained that both he and HE were concerned and frustrated at the time it is taking to establish an effective Events & Competitions Committee and supporting groups. There is a need for leadership by the chair and for a number of reasons this has not been forthcoming. It has been agreed that in order to drive things forward the committee will communicate primarily by teleconference but that details on the frequency with which this is to be done is unclear.

c) JK 2012

DP discussed the challenges that were faced by members of staff regarding the 2012 JK.

MH highlighted the issue raised by the auditors that the accounts must lie either within the normal British Orienteering accounts or entirely outside the accounts. The Board needed to decide if the accounts for Major Events sit inside or outside British Orienteering accounts. Similarly where do ownership, responsibility and accountability lie? This decision will ultimately decide the level of responsibility and control that British Orienteering has over Major Events.

The Board discussed at length the issues surrounding Major Events in 2012. Board members recognised the complexity of this matter and were keen that staff time is used effectively and produced a proportionate effect. The Board had taken a previous decision in 2010, reaffirmed in 2011 that the JK and BOCs were owned by British Orienteering and that staff must be able to take decisions regarding major events. The Board took a vote and agreed by 8 votes to 1 that the JK and BOCs accounts must lie fully within the British Orienteering accounts and must adhere to the Financial Regulation and procedures. Staff were instructed to implement this with immediate effect for events 2013 onwards.

Board members thanked DP for his comments and HE for her report.

**4. WTOC 2012 & WOC 2015**

a) WTOC 2012

From the competitors perspective the event was a success. From an organisers perspective the event was challenging. A significant issue was resource in terms of volunteers. It was assumed that the volunteers could work unsupervised but in some instances this was not the case simply because they were unfamiliar with the work they were being asked to deliver.

NC confirmed that communication between the organisers and some volunteers could have been improved which would have avoided some problems.

MH confirmed that help had been offered by British Orienteering staff but that it was rarely taken up. The Board questioned if the organisers were aware of the support that could have been offered by British Orienteering involvement.

b) WOC 2015

DP updated the board on the progress in organising the WOC 2015. The issue of Capercaillie on some areas has caused problems however the recent visit of IOF representatives to the proposed substitute areas/sites was positive about the areas that may now be used. There remain decisions to be made regarding which of these areas will be used.

**5. Operational Plan 2012**

The Board discussed the progress of each programme in meeting their targets from the 2012 Operational Plan provided by MH.

Board members noted with pleasure that Focus magazine had earned a 'Highly Commended' award in the MemCom Awards 2012 for Sport & Recreation. The Board recognised that the achievement was a tribute to the work of Caroline Povey.

The Board recognise that the membership numbers have had a slight increase.

The Board recognised that Helen Errington, Events Manager, is doing well with the updating of the Rules.

The Board wished to thank National Office staff for all their hard work during an incredibly busy period.

## **6. British Orienteering Strategic Budget**

The Board agreed its vision: longer term ‘to be world leaders in all aspects of the sport of orienteering’ and shorter term ‘more people, more places, more podiums’.

The Board agreed the objectives for British Orienteering and that the 2013 budget should enable, and be focused on, the delivery of these objectives.

The Board looked at each programme to decide if it met with the agreed vision and objectives of British Orienteering. Each agreed programme was then apportioned a percentage of overall British Orienteering funding remaining after non-discretionary expenditure had been allocated.

The board agreed that MH draft a budget based on these percentages for discussion at a Conference Call of the Board. The final draft will be presented to the Board at the September meeting.

### **Action 2: MH draft a budget based on the percentages agreed and circulate to the Board for discussion at the September Board meeting.**

The Board agreed that it may be necessary to re-forecast the budget once the level of funding from Sport England becomes clear.

Significant points made during the budget discussion were:

- **Volunteers:** It was agreed that the level of resource invested in developing and supporting volunteers currently from British Orienteering funds is low. It was also noted that it is challenging to align objectives and work from such a diverse group of very committed volunteers. If the work and effort of this large resource could be aligned to the objectives and work programmes of British Orienteering this would have a significant impact. The Board agreed that the resource available to support volunteers should be increased.
- **Performance:** As of 2013 the performance programme will no longer receive funding from UK Sport. This funding has, in recent years, been used to prepare for and compete in the World Orienteering Championships. Sport England funding is not available to cover this part of the performance programme. The Board cannot completely replace the funding lost but has agreed to provide some funding to the performance programme for the purposes of support to the WOC programme. The Board understands the sensitive nature of using member funds in relation to performance and believe there is a need for greater communication between the Board, the performance programme and its members on this issue. MW agreed to put the arguments for supporting the Board’s position on funding the WOC performance programme in an email and circulate to the rest of the Board before making the arguments available to members.

### **Action 3: MW agreed to put the arguments for supporting the board’s WOC performance programme funding decision in a paper and circulate to the rest of the Board.**

## **Quarter Two Budget: Management Accounts**

MH presented the Board with a modified format for the Management Accounts prepared directly out of the IRIS Accounts Package. The Board agreed the use of the modified format.

## **Decisions**

## **7. Governance Action Plan**

The SE ‘Preliminary Understanding’ Document was discussed and the Board generally supported the principles and assessment as set out by Sport England.

The points highlighted are:

- Recruitment & appointment process for directors must be open and transparent
- In our case a third of the elected directors must be 'Independent Directors'; definition of 'independent directors' to be agreed
- The recruitment & appointment of independent directors must make it feasible for non-members of British Orienteering to be recruited and appointed
- At least 25% of the Board must be male and at least 25% female
- There must be clear role separation between President, Chair, CEO
- Director succession planning is required
- There must be individual director appraisals
- The restructuring of the committees needs to be completed
- There must be openness and transparency of the SE targets and achievements to date on the web site
- A statistical summary of formal complaints and grievances must be published annually

It was agreed that:

- a) British Orienteering recommends to Sport England that the definition of an Independent Director be a person who has not been involved in the national governance structure including any Board, Committee or group. If Sport England accepts the recommendation a proposal should be drafted to put before the membership at the AGM in 2013.
- b) Proposals are drafted to put before members for there to be 6 elected directors, elected by the membership and for 3 independent directors appointed by Appointment Panel. The Board make up would require 2 elected directors and 1 independent director to be appointed each year.
- c) A proposal should be drafted to accommodate the requirement that at least 25% of directors will be male and 25% be female.
- d) A succession plan for directors is required to be developed – by Dec 2012.
- e) Director appraisals are to be planned for the Oct-Dec period of this year, 2012. The Chair will contact Sport & Recreation Alliance to seek guidance on these appraisals.
- f) The committee restructuring needs to be completed by Dec 2012 with implementation from Jan 2013.
- g) Plans should be put in place to publish on the web site the Sport England targets and achievements against them.

The Board expressed their concerns that some of the principles whilst ideal may be impractical, for instance the need for 25% male/female directors. The Board was grateful that the position regarding Independent Directors had been significantly improved from the initial position and that it is acceptable for members to be independents provided they meet the criteria to be agreed.

**Action 4: The Chair will discuss appraisals with Sport & Recreation Alliance.**

**Action 5: The Chair will arrange appraisals with board members.**

## **Appointment of Treasurer**

The Board reviewed the applications for Treasurer and would like to thank the applicants. It was very pleasing that there were several offers to help British Orienteering resolve this gap in Board capability. It was noted that all the applicants demonstrated the knowledge and expertise required to fill the role. A preferred person was agreed.

It was agreed that LW, MW and MH act as the appointments panel in completing the appointments process.

### **Action 6: LW, MW and MH to discuss application with the preferred candidate.**

#### **8. Limelight**

MH summarised the position to date:

The Board was aware that discussions and negotiation with Limelight Sports have continued. We are now approaching the time when we have to take decisions regarding the initial phase of our negotiations.

1. Sport England put British Orienteering in touch with Limelight with a view to helping us learn what a commercial organisation has to offer particularly in the context of increasing participation.
2. Limelight Sports is a commercial profit-making organisation with experience of working in the UK market to increase participation and run events.
3. Limelight sees great potential in working with the sport of orienteering – particularly in ‘recreational orienteering’.
4. Limelight produced a proposal which Board members have seen. The proposal considers a ‘scoping’ exercise to determine what the feasibility of developing a recreational orienteering product would be and what that product might look like.
5. After discussions between staff and then with Sport England it was agreed that we needed to have more understanding and clarity of what might be delivered at the end of the scoping exercise before any agreement could be reached. Limelight has since produced a brief summary of outcomes of the scoping exercise.

Further discussions between staff, staff and Sport England and MH/LW have resulted in a recommendation to the Board to continue with the scoping exercise.

The rationale for this recommendation included;

- a) Having an independent commercial organisation look at the market place and come to its own conclusions about the viability of a recreational orienteering product and which products/offers have greatest potential is excellent reinforcement of the work that has been completed internally in preparing the Sport England submission. If Limelight recommend a different product or set of products it will be of great value to us, if they reinforce the conclusions we arrived at, it is equally valuable to British Orienteering.
- b) The benefits of having a worked up model of how commercial partners might be sought.
- c) A plan as to how the marketing of the products would look with a particular emphasis on the use of digital media (social networks etc) would be a great use in our future planning and implementation.
- d) By driving this project British Orienteering has the ability to manage the relationship. It escapes the possible situation where Limelight Sports build a relationship directly with Sport England if Sport England are prepared to fund the project. It does not avoid the possibility however that Limelight could still use our expertise to help to develop a product prior to ‘going it alone’.

The project is not about delivering a commercial product, it a feasibility study tied to a breakdown of how such a product could be delivered.

If the Board agreed the recommendation it is planned that work will commence almost immediately with a view to completion by September 2012. This presents an opportunity to consider the outcomes and if they are to our liking there will be opportunity to modify our Sport England submission prior to and during the October meeting with Sport England. This would

send a strong message to Sport England and demonstrate that British Orienteering is thinking 'out of the box' and are willing to work with a commercial partner.

Board members raised concerns regarding the possibility that there are other commercial partners that we might work with and that we had not considered other options. MH reiterated that Limelight were presented to us by Sport England as a 'preferred partner' and that, since Sport England are hopefully considering funding such a programme as a part of the 2013/17 funding period it saved considerable time and resources to go with their recommendation.

Board members also highlighted the need for the provision of gateways from recreational orienteering (if such products are delivered) across into mainstream orienteering. It was agreed that this should be strengthened within the project.

**Action 7: MH to clarify a number of sections of the Limelight proposals with Limelight and feedback to the board.**

**Action 8: The Board agreed that the project be continued.**

**9. Board meetings- Declaration of Voting**

The Board debated how the minutes of Board meetings should be presented in the future. The Board agreed that in future all Board decisions where votes take place shall be recorded in the minutes with the number of votes for, against, abstaining or unanimous but that no individual director names shall be recorded against such voting unless there was an explicit request in which case the Board would consider the request. It was agreed that this decision would apply to the minutes of this Board meeting.

**10. Committee Restructure**

The Board discussed the next stages of the committee restructure. After discussion MH and NC recommended that the proposed Business/Commercial Committee is not currently required. NC is happy to keep this as his portfolio for the time being and will liaise with MH on matters relating to British Orienteering 'business'.

NC and MH had discussed the situation regarding the formation of such a committee or group as tasked at the April meeting of the Board. A summary of the points raised during the discussion includes:

- a) The lack of such a committee/group had not created any major known problems during the last 6 years
- b) There is an agreed need for oversight/monitoring of some matters, including:
  - a. Marketing
  - b. Commercial
  - c. Financial/audit – currently covered through the Treasurer
  - d. Remuneration – currently a small work group; Chair, Vice Chair, Treasurer
  - e. National Office/infrastructure
- c) Oversight needs to be at a strategic level so as not to conflict with operational responsibilities
- d) Strategic oversight falls within the direct remit of the Board
- e) The current need to bring governance and committee/group cost down

Recommendations:

1. Unless there is a strong case for such a committee/group, there is no urgent need for one to be formed
2. Oversight/monitoring of matters such as those raised above could be added to a director portfolio rather than a group being required
3. Strategic oversight/monitoring should be the function of the Board
4. If matters are not currently within the strategic framework of the Board there may be a need to address these matters directly. For example:
  - a. Marketing – a Marketing Strategy and Plan should be developed for the Board to monitor

- b. Commercial – Plans to work more commercially or to deal with commercial matters such as sponsorship should be developed and brought to the Board
- 5. The National Office and Infrastructure lie within the responsibilities of the CEO and the Board should task the CEO to deal with such matters that the Board agrees are strategic in nature. The Board should also challenge the CEO over operational matters if the need arises, for example how cost savings might be made.

The recommendations were agreed and the need for a Marketing Strategy / Plan highlighted. It was agreed this should be drafted and presented to the Board at the September meeting.

**Action 9: A Marketing Strategy/Plan is drafted for the Board September meeting.**

MH updated the Board on the coaching meeting held between the new chair of the Coaching Committee, Lynne Walker, and members of staff. It had been a full day of meetings and considerable ground had been covered. It was clear that there have been misunderstandings and that a potential problem exists in aligning the work associated with delivering programmes and how coaching sits within or alongside these programmes. Unfortunately the recent Coaching Committee minutes demonstrate that this problem remains.

The Board agreed that the restructuring of the Committees should continue and a draft highlighting any modification to the current system be discussed at Association & Club Conference in October. LW is to look at the minutes of all committees to check activity of the committee against their terms of reference. This will be the start for a needs analysis for areas of delivery in the committee structure.

**Action 10: LW is to look at the minutes of all committees to check activity of the committee against their terms of reference.**

The Board agreed the agenda for the club and association conference on Saturday 20<sup>th</sup> October 2012.

## **11. Membership and Levy Scheme 2013**

MH updated the board on the progress of implementing the membership and levy scheme. The Board thanked MH for his feedback.

## **12. Policies and Procedures**

The Board reviewed and adopted the Policies Booklet. Any further queries or comments on the booklet should be forwarded to MH by the end of July. After that date any further feedback will be considered for inclusion for the 2013 Booklet.

The board agreed that the recently updated 2012 financial regulations should be used and that the newly appointed treasurer would work with the Chief Executive on a new version for implementation by the 1<sup>st</sup> January 2013.

**Action 11: All board members to pass on comments and questions on the policies and procedures document to MH by the end of July.**

### **Update on solicitor status**

MH updated the board on the status of the solicitors that British Orienteering uses. Our current policy is to select from a short list the solicitors believed to have expertise in the area of work required. This had been reinforced by the availability of the Legal Panel which has already been used to resolve the 2012 AGM issue.

For instance:

Governance: Farrer & Co

Leases and normal business work: Broadbents

The Board agreed the strategy and that British Orienteering should not retain a solicitor.

### **13. Risk Management**

MH reported that this was moving forward and had no further comments or issues to add. The risk associated with the following items had been added or modified since the last meeting:

- a) Staging of the WOC 2015
- b) Staging of the WTOC 2012
- c) Impact of the membership and levy changes on income
- d) Impact on staff employment due to the funding situation

### **14. IOF Congress**

The Board agreed that MW and LW will attend as British Orienteering representatives.

SC presented the board with feedback from the survey of British elite athletes and coaches on the various different 'WOC in the future' proposals that are on the IOF Congress agenda. The survey showed a balance of opinion in favour of the Nordic proposal for alternative sprint/forest WOCs (particularly popular with the athletes) and against the other proposals. SC will provide both MW and LW with a complete breakdown of all feedback prior to their departure.

**Action 12: SC to provide LW and MW a complete breakdown of feedback from the 'WOC in the future' survey with athletes and coaches.**

The Board agreed that LW and MW should vote as they see fit.

The Board also noted that an alternate candidate to Brian Porteous had been nominated for the role of IOF president.

### **15. IOF Matters**

No other IOF matters had arisen.

### **16. Committee Minutes**

Coaching committee

PB requested that the chair should review the suitability of PB as Board liaison for the Coaching Committee. PB is happy to continue but that attendance at meetings is difficult pragmatically due to incompatible flight times.

**Action 13: LW to review the suitability of PB as Board liaison for the coaching committee.**

Events and Competitions Committee

The lack of communication from the chair has been very difficult. It was agreed between the Chair and HE, DP and SC that communication would be via teleconferences.

The Board discussed a number of ways forward for the Chair of Events & Competitions Committee. LW agreed to speak to the Chair and the Board agreed to review the situation at the end of July.

SC circulated the updated terms of reference for the groups and events programme and asked that Board members feedback any comments by Monday 2<sup>nd</sup> July.

**Action 14: All board members to feedback any comments on the Event & Competitions updated terms of reference for groups and event programme by Monday 2<sup>nd</sup> July.**

The E&C Committee asked the Board to clarify the place of TrailO in future JKs. Does the organiser have responsibility for TrailO?

The Board confirmed that in principle there should be a TrailO competition at JKs. In 2013 the responsibility should be with the organising team and that in the case of TrailO that team should seek expertise to deliver TrailO from the TrailO Committee.

**Action 15: SC agreed to feedback this decision to the committee and JK 2013 organiser.**

**17. Welfare and Safeguarding of Children & Vulnerable Adults**

JH as Chair of the Group updated the board that the self-assessment has now been drafted. Any comments or questions are to be directed to JH.

**18. Association Matters**

JW had circulated association reports to Board members; there were no additional matters to report to the board.

LW reported that Roger Scruton had been elected as SOA president and as such LW is looking forward to attend SOA Board meeting.

**19. Any Other Business**

'Consultation Standards', there was no time to discuss this matter and as it is not urgent, it will be added to the Agenda for the teleconference in July.

**20. Communications: messages to be given**

MH agreed to produce a synopsis of matters to be communicated to members, committee, clubs and associations.

**Action 16: MH will produce a synopsis of matters to be communicated to members, committee, clubs and associations.**

**Future Meeting**

There was no time to discuss the circulated paper on future Board meetings and it will be added to the Agenda for the teleconference in July.

The Board agreed the next meeting as 26<sup>th</sup> September 2012.

The Board agreed the next teleconference as 9<sup>th</sup> July 2012.

**Actions**

1. **MH will circulate 2011 participation figures to Board members.**
2. **MH draft a budget based on the percentages agreed and circulate to the Board for discussion at the September Board meeting.**
3. **MW agreed to put the arguments for supporting the board's WOC performance programme funding decision in a paper and circulate to the rest of the Board.**
4. **The Chair will discuss appraisals with Sport & Recreation Alliance.**
5. **The Chair will arrange appraisals with board members.**

- 6. LW, MW and MH to discuss application with the preferred candidate.**
- 7. MH to clarify a number of sections of the Limelight proposals with Limelight and feedback to the board.**
- 8. The Board agreed that the project be continued.**
- 9. A Marketing Strategy/Plan be drafted for the Board September meeting.**
- 10. : LW is to look at the minutes of all committees to check activity of the committee against their terms of reference.**
- 11. All board members to pass on comments and questions on the policies and procedures document to MH by the end of July.**
- 12. SC to provide LW and MW a complete breakdown of feedback from the 'WOC in the future' survey with athletes and coaches.**
- 13. LW to review the suitability of PB as board liaison for the coaching committee.**
- 14. All board members to feedback any comments on the Event & Competitions updated terms of reference for groups and event programme by Monday 2<sup>nd</sup> July.**
- 15. SC agreed to feedback this decision to the committee and JK 2013 organiser.**
- 16. MH will produce a synopsis of matters to be communicated to members, committee, clubs and associations.**