

Board of Directors

Thursday 7th December 2017, 11:00am

Meeting held at the Tansley Village Hall

Church Street, Tansley, Matlock, DE4 5FH



Board attendees: Phillip Baxter (PB); Darren Bernstein (DB); Mike Hamilton (MH); Peter Hart (PH); Judith Holt (JH); David Maliphant (DM); Margaret Nolan (MN); Julie Webster (JW)

Minute taker: Scott Parker

Apologies received: Bob Dredge (BD); Ruth Holmes (RH); Elizabeth Pariag (EP)

Meeting Administration

Welcome from the Chair

- a) Judith Holt welcomed and introduced Darren Bernstein and Margaret Nolan as the two new Independent Executive Directors
- b) Judith introduced and welcomed Peter Hart to the meeting, Peter will take up the position of Chief Executive Officer effective from 1st February 2018
- c) To note any pertinent items of Any Other Business
No further agenda items were tabled
- d) Declarations of interest in addition to those held on the register
No further declarations were tabled
- e) Minutes of the September Board meeting
The minutes of the September meeting were adopted as a true record.
- f) Actions from the September meeting
 1. Audit Committee: Membership needs to be appointed
To be appointed after the AGM
 2. Board: Declaration of Good Character to be circulated to all Directors
Outstanding (PH)
 3. Board: To appoint 'Duty of Care' ambassador
Outstanding RH to be approached (PH)
 4. Board: Develop a duty of care action plan
Outstanding (PH)
 5. Board: Date for a Board & Association Conference to be determined
Outstanding (PH)
 6. Insurance: Current cover to be rolled over for 2018
Insurance renewed with Howden
 7. IOF: PB to organise feedback to the Ethics Consultation.

Strategic Plan

a) Governance action Plan

MH noted that the key actions from the plan have been met, Sport England need to complete the assessment; there has currently been no feedback from Sport England.

MH noted that the following matters have been addressed;

- **1.15 When a director has completed their maximum term, at least four years must elapse before they can be eligible to stand as a director for that organisation again.** This has been updated in the Articles of Association and published on the website

- The director's page on the website has been updated to include the two new Independent Directors bringing the total number of directors to 10
- The audit committee needs to be set-up and the members that will make up the committee need to be confirmed – this will be dealt with under a later agenda item
- The board needs to commit to the Board Operating Procedures

JH expressed excitement of having younger members on the Board

MH noted that the Board will have to start to collate the views of the staff and athletes through an independent source to be presented at Board meetings and that a Board effectiveness review needs to be completed annually. It was agreed that reporting on the Stake Holder consultation should be added to the annual work schedule for the Board.

PB noted that the Code for Sports Governance is a UK wide initiative.

b) **Diversity Action Plan**

JH noted that general diversity needs to be addressed including age and socio-economic status not just Black, Asian and Minority Ethnic (BAME) also it is a useful element that the Diversity Action Plan links to the Board Action Plan

MH suggested that the role of one of the Independent Executive Directors might be to ensure that the Board continue to work on the plan

MN agreed and expressed that the plan will be a fluid document and that it would be a good idea the Diversity Action Plan to be a regular agenda item

DB suggested that the action plan could include tick boxes to ensure that all the actions are complete JH pointed out that some of the actions can be quite small which can result in the value of the action not being recognised e.g. Identifying timing and location of board meetings so as not to exclude particular groups

It was discussed that Board meetings may revert back to being held in alternative venues, Manchester and Birmingham were the popular choices DB offered to speak to NGB's located within the same building as his place of work to enquire about the use of their board rooms

PB suggested that the Diversity Action Plan should be included in the next few editions of the newsletter as it is a sport issue and not just an issue for the board

MN expressed that it is encouraging if the action plan is being followed at a club level

c) **Sport England Submission**

MH expressed that there currently hasn't been any feedback from Sport England

JH noted her attendance at a Sport England meeting to outline the new structure

Annual General Meeting Preparation

a) **To receive and note the schedule to stage the AGM**

MH explained that the audit dates have now been added to the AGM plan; these dates will determine the date of the next board meeting; the proposals for the meeting need to be confirmed; the process of the AGM preparation is simpler as the documents do not need posting out, the accounts, booklet, proposals etc can be published on the website; there is no Focus magazine to publish

JH explained that it has been agreed that after Mike Hamilton's full time contract ends on 31st December 2017; he will work a day to day contract in order to assist with creating the documents needed for the AGM and for the February Board meeting. Post meeting note: for insurance and governance reasons it has been agreed that MH will work through to 31 January 2018

JH thanked Mike for offering continued support

b) **To consider any proposed changes to the Articles of Association**

JH noted that there will be no proposed changes to the Articles of Association at the AGM

MH expressed that the membership understands that changes to the Board Operating Procedures can be made directly by the board rather than through AGM proposals

c) **To consider the director and officer elections to be held at the AGM and plan recruitment etc.**

JH explained that;

- Phillip Baxter's end of term is Easter 2018
- David Maliphant is up for re-election in 2018 but is unlikely to stand for re-election
- Ruth Holmes has filled the first year only of the vacancy created when Martin Ward reached the end of his third term. Ruth therefore is up for re-election if she chooses in 2018.

- Elizabeth Pariag is up for re-appointment in 2018

Therefore, there will be 3 vacancies for elected directors at the AGM, one of these will be for a two-year term only (the remaining 2 years of the vacancy created when Martin Ward reached the end of his term. There will also be one re-appointment which will be decided by the appointment process detailed in the Board Operating procedures.

JH pointed out that there is a need for a more structured, assertive way to contact and advertise for potential replacements

d) To consider increases to membership and levy and agree on which are preferred options to be worked up for the February Board meeting

JH suggested that it would be inappropriate for anything more than incremental increases to be proposed PB expressed that British Orienteering should be showing an increase and agreed that incremental changes should be made

JH pointed out that at the Association and Club conference a Northern Ireland Orienteering Association representative expressed the view that mid-week events should incur lower levy fees; JH added that all clubs face equivalent problems; PB added that other associations can host level B events to cover any shortfalls JH noted that NIOA's feedback has been taken on board and will be considered during the levy re-structuring DB added that the membership has to be the cornerstone of the sport and driving income DB also expressed an interest in the insight to how the organisation uses membership data

PB expressed that the aspiration is not to fix membership and levy fees, the increment should take British Orienteering towards the longer term target in order to be in a position to be self-sustaining

DM suggested that the CPI (Consumer Price Index) could be used to determine the percentage of the increase

Review Board Effectiveness

a) To receive and discuss the report and recommendations

The review was distributed to Board members prior to the meeting, the Board looked through and discussed the recommendations highlighted in the review

JH noted that the review was completed by John Flook who, at the time of completing the review, was fully independent of the Board.

JH discussed that the audit and risk committee needs to be established and it was agreed that this will take place immediately after the AGM at Easter.

It was also discussed that monthly teleconferences will be set-up in the months where there is not a face to face meeting this will allow the face to face Board meetings to be shortened.

PB added that that teleconferences should never exceed an hour

JH highlighted the recommendation that successful time management and focus in Board meetings is the responsibility of each member and not just the chair and CEO

It was noted that the word 'informal' will be removed from point 2 in the recommendations: 'In the months when there is not a formal Board or Audit and Risk committee establish teleconference informal Board meetings for members to be briefed, raise issues and concerns and share insights. The agenda should be member led and approved by the Chair. The meetings should be confined to no more than one hour or exceptionally ninety minutes. Hopefully this would,

- improve the interaction between Board members
- facilitate the identification of the 'key' items for formal Board meetings
- free up time and improve the effectiveness of the formal Board meetings.'

JH noted that point 10: 'The Board should consider inviting other executives to attend and contribute to Board discussions as appropriate.' Has been actioned previously

MH explained that JH, PH and the Board need to decide about staff involvement in Board meetings. If Board meetings are away from the national office, a member of staff may be invited for a discussion that may only last 50 minutes and travel will need to be considered, MH also pointed out that only having the CEO filter information from the Board to members of staff is poor practice. JH thanked John Flook for completing the Board Effectiveness Review.

b) To receive and discuss the Board Operating Procedures

The Operating procedures document was distributed prior to the meeting

The procedures were discussed

MH pointed out the need to develop a Board manual as a 'working document' primarily focussing on the appointment process.

c) To agree on any modifications to the way in which the Board and directors operate

All directors need to submit a declaration of good character

JH noted that she is satisfied with the current version of the document

d) To review the Board terms of reference and Schedule of work for 2018

MH noted that terms of reference need to be reviewed annually

The schedule of work was reviewed and updated

e) To consider the recruitment of a Chair in 2018 and the process and schedule required

MH stressed the importance of starting the recruitment of the Chair in 2018 ready for the change in 2019

The new chair will take over after the AGM in 2019

f) To appoint members of the audit committee & agree on the commencement date of the committee

It was agreed earlier in the meeting that the committee will be set-up after the AGM

g) To appoint a Duty of Care ambassador

PB asked if the ambassador can be external or a member of the Board

MH answered explaining that the ambassador should be a Board member and suggested Ruth Holmes should be considered due to her contact with the Athletes

Finance

a) Management Accounts to October 2017: To consider the accounts to October and raise any queries or challenges to the accounts

The management accounts had been circulated prior to the meeting for members to consider MH explained that the overall position is not far off where British Orienteering expect to be, key points from the accounts are:

Income

- 51030 Income, Club Affiliations: Variance due to Recognised Centre Scheme, income below expectations
- 51050 Income, Event Levy: Approx. £7,000 above budget, includes S6D income
- 52010 to 52035 Major events: Overall when net they are on budget but big variances across the events/inc & exp
- 56010 Income, Contributions: Athletes: Athlete contributions direct to expenditure
- 58010 Grants: Grants all on target

Expenditure

- 61010 Membership, Focus & Mailings: Final edition of Focus including 50th celebrations - Board decision
- 62510 Governance, AGM, GMs, Conferences: EGM/C&A Conference costs higher than budgeted
- 62530 Governance, Board: Covering some 50th costs, WMOC2020, CEO interviews etc
- 62540 Governance, Committee & Groups: Few meetings; underspend of £2,500 used to offset C&A Conference
- 62550 Governance, Affiliation to IOF: High IOF ranking position, increase not fully IOF implemented, hence under budget – the variance of £3,700 to end of year
- 63010 Development, Increasing Participation: Underspend on grant funding
- 63040 Development, Event Officials Support: SE picked up the website development
- 63510 Performance, Talent Development: Timing & covered by grant aid
- 64010 Salaries: Redundancy & April salary EVC role not in the budget
- 65020 Other expenditure, IOF Post holders: No spend of the £2,000 predicted
- 66010 Promotional Advertising: Partially covering costs of Focus & 50th Celebrations

b) Finance regulations: to review the regulations and adopt, pending any modifications

The regulations document was distributed at the meeting

MH explained that the regulations are currently okay as they are but will need updating once the audit committee has commenced its work

Insurance

a) To receive and note any changes to the insurance provision

The renewal document was circulated to the Board

MH explained that British orienteering has entered a 3-year deal with Perkins-Slade. The Howden Group have since taken Perkins-Slade over but they have honoured the deal

There was a discussion regarding cyber insurance which has cropped up due to GDPR compliance
MH suggested that we do not take any action as the organisation do not store critical information on their systems so the risk is low but this decision should be re-visit once the GDPR compliance deadline has passed in May 2018

JH agreed to not take any action and re-visit and receive an update on GDPR at the February Board meeting

Vision, Values and Strategic Plan

a) **To review and note any changes or recommendations to the vision, values and strategic plan**

MH pointed out two changes to the strategic plan review:

- Work on communications needs updating
- Competition going to change – work needs to be reflected in the plan

JH noted that MH will need to handover to PH on who can action the updates to the plan. MH has offered to pull together the documents for the February Board meeting and the documents needed for the AGM

b) **To note that an operation plan for 2018 is outstanding**

This was noted.

Monitoring Reports

a) **Matters of significance: To note any matters of significance to the Board including governance, complaints, grievances, safeguarding or insurance**

MH talked through the matters of significance bringing them to the attention of the Board, the key points were:

1. We appear to be reaching the end of the changes required to meet the standard set by the UK Code for Sports Governance – we are just awaiting, hopefully, a final statement that British Orienteering has met the criteria.
2. Staffing, Mike updated the meeting on on-going staffing matters.
3. Staffing: in preparation for his imminent departure MH has tried to ensure cover in a variety of areas:
 - i. Safeguarding and a lead officer: Dan Riley has started to provide cover in this area.
 - ii. IT: Scott Parker will take a lead on IT services and provision this will include web use and development and GDPR compliance.
4. WMOC: A decision will be required regarding a probable future World Masters Orienteering Championship (WMOC) submission. See item below.
5. Safeguarding: No significant safeguarding matters have been raised since the last meeting.
6. Safeguarding: preparations will need to be taken to cover the next CPSU review which will take place in the Feb/Mar period.
7. Anti-doping: No significant reports or activity has been notified.
8. Complaints & grievances: No complaints have been received during this period.

b) **Performance indicators: To note information indicated in the report and raise any questions regarding the report**

The report was circulated before the meeting

MH detailed the current performance figures noting that the small number of current members is because Direct Debits had not been taken at the time of the meeting

c) **Funding Contracts & Targets: To note progress in delivering external contracts**

d) **Risk Register: To note any updates to the register and recommend any changes**

MH pointed out the significant changes to the register, the significant since the September Board meeting are:

- 1.1 Governance objectives – need to review and ensure objectives and strategic plan are aligned
- 1.2 Governance structure – review and confirm the structure is fit for purpose
- 1.5 Operational Plan – note the need for an operational plan for 2018 to be developed
- 1.6 Staff competencies – note comments made earlier in the meeting agenda & a degree of unsettlement due to the change in CEO
- 2.2 Internal Audit committee – membership to be agreed and work to commence from AGM

- 2.4 Major Events – note the improved position during 2017 as risks have been offset Change from 10 to 9
- 3.1 Finance of Strategic Plan – note the plan is significantly underfunded
- 3.3 Generate income from commercial activity – continue to be a weakness
- 3.4 Income from major events – the new arrangement generates a similar income but with less opportunity to develop major events commercially
- 4.4 H&S – service provision by Peninsula has improved the current position
- 4.8 Data loss & impact of GDPR – roll out of GDPR in May 2018 increases the financial risk resulting in change from 6 to 10
- 5.3 Plan for staff change – benefit of change in CEO is that other staff have been developed to cover work
- 5.13 WOC 2015 & VAT – should this risk now be removed?

Association Matters

a) To agree on any actions or responses required to any Association matters raised for Board consideration since the last Board meeting

No matters were raised at the meeting

b) To agree on a date and agenda for the Board and Association Conference

It was agreed that this should be deferred until the new CEO is able to be involved.

Steering Group and Committee Matters

a) E&CC: To note the points raised in the minutes raised at the October meeting

DM brought the matters raised by the Steering Group to the Board

The Events and Competitions Committee requested three rule changes, presenting three rule change forms:

- Addition of Colour Classes to Area Championship Class Combination Table
- Clarification of Appendix D para 1.1.2
- Implementation of Board Agreed revision of Appendix C

MH thanked Terry Smith for implementing the process for rule changes

JH noted the importance of reforming matters more important first and look at accepting changes when a more radical change is needed

DM added that the E&CC committee has also put in a request to form a rules group

JH explained that the Board are looking at reviewing all steering groups from the Board down

b) Coaching: No meeting since the last Board meeting

c) Talent and performance: To note any points raised at the October meeting

MH noted that the meeting had gone well, and the programme is in a good position. A selection meeting was held on 5 December and it was noted that Duncan Archer will be stepping down from his role as a selector. MH expressed that losing Duncan will be a huge loss to Talent and Performance

DM asked if the plan for a dedicated coach to train a group of the elite athletes is still going ahead

MH explained that this had been disbanded for the time being as the coach that was going to be approached was no longer considered appropriate

d) Development: No meeting since the last Board meeting

e) TrailO: To note any points raised at the meeting held on Saturday 18 November

DM talked through the key points raised at the meeting:

- A request for more funding from British Orienteering - a TrailO budget was provided which exceeds the £1000 currently received
- Selection policy is currently being drafted

JH welcomed the report from TrailO and thanked Anne Braggins for her work

DM also thanked Anne Braggins for her hard work and noted that she will be stepping down as TrailO Team Manager. Dick Keighley has indicated that he would like to stand down as chair but will continue for 6 months as there is no one currently willing to take on the role.

- Charles Bromley Gardner (BAOC/SARUM) has agreed to join the TrailO Group in Succession to Anne Braggins, who has now retired from the Group after years of service to British Orienteering (she is, of course, a former BOF Chair)
- It's possible that Charles Bromley Gardner may agree to succeed Richard Keighley as Chair after the proposed May meeting, Richard Keighley having been in place since 2011. He's still thinking about it.
- Iain Phillips (LEI) has agreed to join the Group as a Correspondent member with a particular interest in the use of IT in TrailO.

These last two actions are subject to Board approval

It was agreed to invite Tom Dobra to meetings as an observer (he'd like to be a member but didn't feel able to commit this year due to time pressures) DM pointed out that TrailO is an incredibly difficult discipline to put on events for due to resources and technical ability. JH highlighted that British Orienteering do not fund MTBO and in the current climate British Orienteering are not in a position to consider additional support for TrailO

DM highlighted that the TrailO committee would like the link the TrailO mini site to be more prominent on the website

Welfare and Safeguarding

a) To receive and note any matters arising since the last Board meeting:

No matters of significance have been raised since the last Board meeting in September

IOF Matters

a) WMOC 2020: To note a debrief meeting that took place on Thursday 9 November and to agree on the way forward

MH talked through the debrief meeting points, key points from the meeting were:

- The group had unanimously agreed that Wales should bid for the WMOC again in the future and in a year to coincide with the WOA Croeso event. The earliest we could look to do this would be 2024 as the calendar stands.
- In 2020 and 2024, Wales is due to host the Croeso event. In 2022, the Lakes 5-day event takes place in the Lake District. The Scottish Orienteering Association hosts major events in odd years.
- In order for a Welsh bid to be made earlier, British Orienteering will discuss with organisers of the 2022 Lakes 5-day event, the possibility for Croeso to take place in 2022 instead and for the Lakes 5 day to take place in 2024 (i.e. the events swap dates).
- David May will discuss with WOA whether it is feasible to deliver Croeso in 2020 as well as a WMOC/Croeso event in 2022 (subject to approval from Lakes organisers).
- MH confirmed that it is likely that BOF will want to bid for the WMOC again and will look for Board confirmation at the next meeting on Dec 7th. The British Orienteering Board will also discuss its support for a Welsh bid in 2022 or 2024 depending on the outcome of the discussion with Lakes 5 Day organisers. To help the discussion, it was suggested that British Orienteering could look to combine bids for the WMOC (to be hosted in Wales in 2022) and the World Junior Championships (to be hosted as part of the Lakes 5 day in 2024).
- The group also agreed that it may be worthwhile approaching the IOF to ask whether there is value in British Orienteering bidding for the WMOC to be hosted in Wales again and if so, what can be done to enhance the bid.

b) WOC Sprint 2022: To receive an update regarding the potential British Orienteering bid to host the event

BD attended the meeting on behalf of the board

MH talked through the key points from BD's report, the key points were:

- The Board has agreed that we would support an approach from the Scottish Association to bid for the forthcoming World Sprint Orienteering Championships
- SOA is very committed to the bid
- A formal bid must be placed by 31st March 2018
- The outline costs are currently estimated to be of the order of £560,000-£600,000
- Events Scotland and City of Edinburgh have given agreement in principal to grant some £400,000 to support the event

- It has been made clear from the outset that neither British Orienteering nor SOA has the capacity or finance to manage or to underwrite the event
- Positive discussions are taking place with the Scottish 6 Day company with a view to them being the managing agent

Closing Business

Any other business

No additional business was raised to discuss

Future Meetings

It was agreed that the next Board meeting will take place on Thursday 15 February 2018 in the Tansley Village Hall

Meeting closed at 16:44