

## Minutes of the 38<sup>th</sup> Annual General Meeting

Friday 19<sup>th</sup> April 2019 17:00-18:05

**Details:** Garretts Clubhouse, Aldershot Military Stadium, Queens Avenue, Aldershot, GU11 2JL.

### Attendees:

Craig Anthony (SELOC, British Orienteering Head of Development), Nick Barrable (SYO), Sarah-Jane Barrable (SLOW), Philip Baxter (LVO), Helen Baxter (LVO), Olivia Baxter (LVO), Svðren Bremer, Scott Collier (KERN), Mike Cope (CLARO), Bob Dredge (WCH) Carol Dredge (WCH), Roger Edwards (NGOC), Anne Edwards (TVOC), Peter Entwistle (BKO), Andrew Evans (DFOK), Graham Gristwood (FVO), Philip Gristwood (MV), Nick Hale (MV), Peter Hart (British Orienteering Chief Executive), Trevor Hoey (FVO), Ruth Holmes (SN), Judith Holt (DVO, British Orienteering Chair), Alan Honey (BOK), Peter Hornsby (LEI), Chris James (NGOC), Gillian James (NGOC), Dorian James (SMOC), Michael Krajewski (BAOC), Rona Lindsay (ESOC), Ben Lonsdale (RAFO), Craig Lucas (LOG), Graham Patten (WAROC), Jenny Peel (SYO), David Peel (SYO), Andrew Robinson (LOC), Christine Robinson (LOC), Miriam Rosen (SROC), David Rosen (SROC), Roger Scrutton (ESOC), Terry Smith (SOC), Diana Smith (SOC), Holly Stodgell (WCH), Mark Stodgell (WCH), Alistair Thornton (LUOC), Andrew Vanbeck (SMOC), Philip Vokes (LUOC), Martin Ward (SYO), John Warren (WIM), Mark Webster (NOC), Julie Webster (NOC), Cath Williams (WCH), Leah Williams (LUOC), Alasdair Wilson Craw (NATO), John Woodall (NOC), Dorothy Woodall (NOC), Andrew Yeates (WCH), Alison Yeates (WCH).  
(56 members)

**Minute Taker:** Scott Parker

**Staff in attendance:** Peter Hart (Chief Executive Officer), Jannette Blunden (Business Support & Accounts Manager), Craig Anthony (Head of Development), Scott Parker (Administrator).

**Apologies:** Simon Greenwood (SAX), Alan Yeadon (SARUM), Liz Yeadon (SARUM)

### 1. Welcome & Thanks

The Chair, Judith Holt, welcomed everyone to the meeting and introduced the members to the Board members present on the top table and in the room, these were Peter Hart, Andy Robinson (Treasurer), Julie Webster (Vice-Chair), Scott Collier, Ruth Holmes and Bob Dredge who stood down as Treasurer earlier in the year.

Judith thanked everyone for taking the time to attend the AGM. Judith then explained that this is the first year that electronic voting has been used with a total of 937 proxies appointed electronically out of current membership of 7,333.

Because of this, the meeting was quorate subject to article 42.6, fifty voting members present in person or by proxy shall be a quorum.

Judith highlighted that the agenda had been changed slightly meaning that the Chief Executive's report will follow the chairs report and the Treasurer's report will follow the Chief Executive's report allowing the meeting to flow better with the approval of the annual accounts immediately after the Treasurer's report.

Judith notified the meeting of the following apologies for absence:

- Simon Greenwood
- Alan Yeadon
- Liz Yeadon

Judith asked the meeting for two volunteers to be scrutineers for the voting, Martin Ward and Roger Scrutton volunteered to take up the roles.

### Request for AOB Items

The Chair asked the floor if there were any items of any other business.

There were no requests for any other business from the floor.

## 2. Minutes of the 36th Annual General Meeting held on Friday 14th March 2017

There were no matters arising from the minutes of this meeting.

The minutes of the 37<sup>th</sup> Annual General Meeting were approved.

This was proposed by Philip Baxter (LVO) and seconded by Alan Honey (SOC).

The minutes of the 37<sup>th</sup> Annual General Meeting was then accepted by a show of hands.

## 3. Chair's Report

Judith Holt, Chair requested that her report was accepted as presented.

No questions were raised, and the report was accepted.

## 4. Chief Executive's Report

Peter Hart thanked members for their support during his first 12 months in post. Peter acknowledged there is a lot to learn but he is committed to continuing supporting clubs and associations as we are reliant on the volunteers that run them, they are the resource.

British Orienteering currently employs five members of staff with Sport England funding the wages of the other nine employees.

Peter thanked the work of his predecessor, Mike Hamilton, for the work he put in to make British Orienteering self-funding due to the threat of funding cuts.

Going forward Peter highlighted that there will be a competitions review looking at competitions structure and calendar.

Peter thanked the work of the Board highlighting the good balance of elected and independent directors. He also thanked the two directors standing down:

Bob Dredge – standing down to take on the role of finance director of the 2022 World Championships and;  
Julie Webster – for her work on the Board who is standing down to spend more time in developing her club (NOC)

## 5. Treasurers Report

Andy Robinson had taken on the treasurer role in January and therefore had a script written for him covering the earlier part of the previous year. He started by thanking Bob Dredge for the work he had done on the accounts before stepping down and also Jannette Blunden for her continued work in compiling the accounts.

Andy highlighted the following points:

- The full set of accounts are available. For those of you that have reviewed them you will note that they cover the full range of our activities and cover three sets of funding flows:
- Income & Expenditure from Membership fees, levies and a few other sources that British Orienteering to spend at its own discretion.
- Funds from Sport England which are 'ring-fenced' for specific activities, funds from Sport Northern Ireland which are also 'ring-fenced' for activities.
- Out of turnover of £840K last year, there was a surplus of £13,794. The funding from Sport England and Sport Northern Ireland represented nearly 38% of the turnover.
- The Board have taken the strategic position of aiming for breakeven budgets and invest reserves in a number of projects over the next few years with the aim of benefiting and securing the longer-term future of the sport. For example, we have increased our support to the performance squad, had a full VAT review and have engaged a member of staff to look at securing an income from some of British Orienteering's products.
- One of the biggest changes in the turnover in 2018 was the fact that the JK was delivered as a partnership agreement. This increased the turnover for major events from just under £50K to £163K – I would highlight that our end of year surplus was due to the success of the JK which was better than forecasted. The next three JKs are being delivered via partnership agreements so there should be some stability in these figures moving forwards.
- In respect of expenditure, there have been some increased costs on IT due to changes in the GDPR regulations and IT support generally. The costs of supporting commercial ventures have risen but have delivered a healthy surplus.
- The increase in staff costs is as a result of the 2017 decision to make the core functions of the Association self-supporting whereas an element of this was cross charged to Sport England.
- Finance costs have risen due to the VAT review and an increase in audit costs.
- Overall, this left us with a small surplus of £13,794 and with reserves of £577,329. The reserves are in excess of the level required by our Reserves Policy as the sum required for this is £387,618 to cover our activities and any subsequent redundancy payments for a period of six months
- The Board have some plans for this as previously mentioned and will invest reserves in a number of projects over the next few years with the aim of benefiting and securing the longer-term future of the sport rather than subsidizing membership in the shorter term.
- British Orienteering Federation Limited has sufficient funds available to continue existing activities.

Martin Ward asked when the competition review will take place and when will we know the outcome.

Peter replied explaining that the competition review will start this year, one challenge is the fact that the sport plan events and competitions so far in advance, not expecting it to change at grassroots.

David Rosen noted the Xplorer surplus and asked if this included the cost of staff time. PH explained that the surplus doesn't include staff costs, but the board have used reserves to employ a full-time member of staff that will go out and sell the products already available to boost British orienteering income stream and this cost will be included going forward.

Michael Krajewski asked what the plan is to look at and attract juniors. Peter highlighted some great work and success stories from a couple of clubs that British orienteering will look at, learn from and share with other clubs.

## 6. Proposals:

### 1) **Proposal 1: Adoption of Accounts**

That the accounts for the financial year ending 31<sup>st</sup> December 2018 be adopted.

JH highlighted a slight typographical error on page 1 of the accounts, on the summary page states that in 2018 we made a surplus of £42,039, this should say 2017 and not 2018.

**Proposed:** Board of Directors.

The accountants were approved by consensus.

## 2) **Proposal 2: Appointment of Auditors**

That Haysmacintyre LLP be appointed as the Auditors for the 2019 accounts to be presented at the 2020 Annual General Meeting.

**Proposed:** Board of Directors.

Judith highlighted that Grant Thornton informed us in 2018 that they would have to increase the costs and given that we have been with them since 2008 the Board felt that it would be prudent to have a full tender process.

Following the tender process where Grant Thornton did not submit a bid, Haysmacintyre was recommended to the Board to carry out the Audit. Since the papers for the Board were issued on the 1st April 2019, Haysmacintyre have become an LLP (Limited Liability Partnership)

Haysmacintyre are the leading advisers to sports national governing bodies. They act for over 20 governing bodies and have a broad understanding of the sector and we feel can provide the best commercial advice and value.

The appointment of Haysmacintyre LLP as Auditors for 2019 was approved by consensus.

## 3) **Proposal 3: Membership Fees and Event Levy 2019**

From 1<sup>st</sup> January 2020 until amended, fees will be as follows:

Senior member: £15.00

Junior member: £5.00

Levy per senior – equivalent event participant: £1.50

Club affiliation fee: £70.00

University Club affiliation fee: £20.00

No change to event levy was proposed.

**Proposed:** The Board of Directors

Judith touched on the subject earlier in the meeting explaining that there is a threat of funding cuts. Judith continued explaining that the increase is primarily about getting British Orienteering into a position where it is no longer dependent on supporting operations from money from funding bodies and also has greater flexibility on what to spend it on.

British Orienteering is currently holding some excess reserves over what is required under the reserves policy. The Board and Chief Executive could set negative budgets or reduce membership fees and levies until the reserves are reduced down to a required level. However, the Board has taken the strategic decision to aim for breakeven budgets, and instead to invest this surplus cash in a number of projects over the next few years with the aim of benefiting and securing the long-term future of the sport.

David Rosen asked what the total number of proxy votes is. Peter replied informing David of the following numbers:

Voting Instructions	For	Against	Abstain	Proxy's Discretion	Total
Instruction to Chair	355	149	19	410	933
Instruction to Proxy	0	0	0	4	4
Total	355	149	19	414	937

Martin Ward highlighted that the proxy votes are only disclosed if 3 or more members want a poll if not, the proposal is voted by a show of hands.

Judith asked the meeting if there are any members that would like to request a poll, no hands were raised.

The membership fees and event levy 2019 were approved by consensus.

## Special Resolutions

Proposal 4. To approve the changes in the Articles of Association increase the number of directors on the Board [Article 19]

Judith introduced the special resolution - As this is a change in the Articles - Section 21(1) of the Companies Act says that the Articles may be amended by special resolution:

<https://www.legislation.gov.uk/ukpga/2006/46/section/21>.

Section 283 of the Companies Act says that a special resolution is a majority of not less than 75%

<https://www.legislation.gov.uk/ukpga/2006/46/section/283>

This proposal changes the Articles of Association to create an additional place on the Board for the Chair. It would increase the total number of Directors on the Board to eleven, with the six Directors elected by the members continuing to form a majority. The Chair would be recruited through an open competition, with the appointment panel using published criteria to select the best candidate for the role.

Under the current Articles and rules as amended at the EGM in October 2017 the Chair must be recruited by open appointment. This allows British Orienteering to recruit the best available person for the vital role of Chair from a wide pool, including the serving Directors as well as both members and non-members of British Orienteering. An open recruitment process is the best way of ensuring that the Chair of British Orienteering is someone with the right skills and experience to be effective in the role and is also in line with recognised best practice as set out in the UK Code for Sports Governance.

However, this approach relies on the appointed person taking up either an Independent Director or an Elected Director Vacancy at the following AGM. This approach risks disrupting the rotation of 3 Independent Directors and 6 Elected Directors.

This proposal would instead allow for an additional Director post as Chair.

Judith explained that the open recruitment process for Chair as per the current Articles and rules had been followed during Autumn last year and Drew Van Beck is the successful appointee. Should the Proposal to change the Articles pass Drew Van Beck will be the next Chair of British Orienteering.

Roger Scrutton asked if there was a change to the way the chair is elected. Peter explained that the way the chair is elected will stay the same.

David Rosen expressed his concern to this proposal explaining that the Chair should be someone who knows the sport and that members should have full control of who is elected.

Ruth Holmes highlighted that there is a pressure from funding councils that national governing bodies should have an independent chair.

Roger Scrutton extended this by explaining that the pressure in Scotland was substantial when electing a new chair.

Scott Collier confirmed that the revised Articles not only provided for the additional place on the Board for the Chair but covered terms of office and how a vacancy arising before the end of a term of office would be dealt with.

Ruth Holmes commented that six elected directors had a great deal of work to do in relation to maintain communications within the sport. To have an additional director to cover the work of the chair will go a small way towards making this work more manageable. Sarah-Jane Barrable asked what the additional cost will be to elect an independent chair, Peter Hart explained that this depends on the expenses incurred by the Chair as it isn't a paid role.

Judith requested that this resolution to be voted for by a poll as opposed to a show of hands, the members eligible to vote cast their votes which were collected and counted. Whilst the votes were being collated, the chair adjourned the meeting to present the two directors stepping down, Bob Dredge and Julie Webster with a certificate and an engraved Brunton Compass in recognition of their commitment and dedication on the Board. The meeting reconvened and the result were announced. When a poll is cast the proxy, votes are disclosed and added to the votes in the room. The results of the voting were;

Proxy Votes through electronic voting: **Adoption of the revised Articles of Association.**

Voting Instructions	For	Against	Abstain	Proxy's Discretion	Total
Instruction to Chair	373	94	48	418	933
Instruction to Proxy	0	0	0	4	4
<b>Total</b>	<b>373</b>	<b>94</b>	<b>48</b>	<b>422</b>	<b>937</b>

Poll Votes at the meeting: **Adoption of the revised Articles of Association.**

For	Against	Abstain	Total
44	5	2	51

Total Votes: **Adoption of the revised Articles of Association.**

For	Against	Abstain	Total
835	99	50	984

The chair used her proxy instructions to vote 'For', so the 418 votes were added to the 'For' total

The changes to the articles of association were approved with a total of 85% of the total votes.

## Elections

### Proposal 5. Appointment of President

Proposed by the Board of Directors. Sir Chris Bonington agreed to continue as honorary president.

The Appointment of Sir Chris Bonington as honorary president was approved by a show of hands at the meeting.

### Proposal 6. To Elect Directors

Following the success of Resolution 4 The Board consists of:

- A Chair - appointed by a Panel
- 6 Elected Directors – elected at the AGM and serving a maximum 3 terms of 3 years
- 3 Appointed Independent Directors –and serving a maximum of 3 terms of 3 years
- The Chief Executive of British Orienteering who is an Executive Director and serves as Company Secretary.

At each AGM, a minimum of two Elected Directors are required to be elected. As a result of resolution 4 being approved, Drew Vanbeck took up the role of Chair and withdrew his nomination from the Board as an elected director. This meant that no election was required as there were two nominations for two positions.

Graham Patten and David Rosen were elected to the Board of Directors unopposed.

## Any other Business & Closing of Meeting

No other business was raised by the meeting, so the chair thanked everyone for attending the AGM closed the meeting at 18:05.

## Awards Ceremony

Following the AGM, the Club, Volunteer and Mapping Awards were presented by Craig Anthony and Judith Holt to the following winners.

## Club and Volunteer Awards

### Young Volunteer of the Year 2018

#### Holly Stodgell of Walton Chasers

Holly has started up an after-school orienteering club at her school and is leading the training sessions, providing motivation to the group and setting the training schedule. She has coordinated a group of adults to take on the coaching and getting the group from nothing to light green/green standard is a huge achievement.

### Volunteer of the Year 2018

As part of our Year of the Volunteer, we launched this new award to recognise those volunteers committed to orienteering.

#### Alan Honey of Bristol Orienteering Klub

In 2018 Alan has been Chairman of BOK, organised the British Sprint Championships at Bath University, initiated the successful Track to Terrain project, started a training course for new coaches and volunteered at numerous club events and activities. Alan put huge amounts of personal time and effort into these projects and, together with the team he leads has been responsible for BOK's continuing successes.

### University Club of the Year 2018

#### Loughborough University Orienteering Club (LUOC)

After the club was revived in 2014 following a long period of being dormant, LUOC has gradually increased membership, participation orienteering activities at the university to become one of the UK's most active student orienteering clubs. The club has a busy training schedule with sessions on most weekday evenings and regular competition on weekends with much support for local club events from LEI, DVO, NOC and OD. Regular coaching for beginners means many have progressed to competing on m/w21 elite courses. The club works closely with the University to support volunteers in a range of training provision for coaches and volunteers.

### Peter Palmer Coach of the Year 2018

#### Jason Falconer of Wessex Orienteering

Jason is Head Coach of Wessex Orienteering and regularly delivers the Tuesday evening club training for all members. In addition, Jason works closely with Active Dorset to promote Orienteering, delivering a series of coached sessions over 6 weeks (half a term) to groups of Key Stage 2 children. The sessions progress through all skills of the sport and include a competition finale using S.I. kit; often off-site on one of WSX permanent courses. In Autumn of 2018, Jason worked closely with Beat the Street to link families in the Poole area to the club.

### Club of the Year 2018

#### South Yorkshire Orienteers

In 2018 SYO has continued to grow and develop through offering a wide-ranging program of events, club nights, socials and monthly coaching sessions. Club Nights are a recent addition initially funded by Sport England they are now self-sustaining with 60-70 participants per week during term time. The clubs Volunteer Coordinator ensures that the club's program is well supported and run regular training opportunities for



members. In 2018 the club introduced a point scheme similar to parkrun where participants and volunteers get points towards a club t-shirt for their participation. SYO has strong links with community organisations across Sheffield and this has led to a diverse participant and member demographics.

### **SILVA Award**

#### **John Warren (WIM)**

John has been an active member of Winborne Orienteers since 1976 and in the years following has been involved in all aspects of orienteering. John took on the assistant organiser role for the JK in 1979 just 3 years after starting in the sport and didn't look back organising, planning and controlling events at all levels over the past 42 years including organising the World Orienteering Championships Relays at Avielochan in 1999. Yet John has a passion in working with newcomers, helping introduce them to the sport and he is always on hand to offer skills advice and encouragement. He works closely with the local council to deliver Activate events and acting as lead coach for club activities on permanent courses he helped map, plan and install. To quote John 'Volunteering' hasn't been so much of an effort, it has mostly been a real sense of satisfaction and I hope that in a small way has contributed to a lot of people having enjoyable experiences taking part in the sport that we love.'

## Mapping Awards

The map awards for maps used in 2018 are decided on submissions provided by clubs and mappers. The judges this year are Nick Norse, Peter Hornsby, and Ray Barnes. The scoring is based on specification, cartography and presentation.

**The Chichester Trophy** is presented for the best map by an amateur mapper.

The three judges agreed that the outstanding winner is:

**City Centre and Central Forest Park – Hanley, Stoke-on-Trent by Rod Postlethwaite.**

**The Silva Trophy** is for best map produced by professional mappers.

The winner is **Peel Land Surveys for the British Middle Championships 2018 map of Stock Hill.**

**The Walsh Trophy** sponsored by Walsh Shoes is for the best urban or sprint map to ISSOM standards.

The winner is **Stirling University – Scottish Sprint Championships 2018 - by Graham Gristwood**

### **Bonington Trophy**

There are no submissions for this year's Bonington Trophy, awarded annually for the best contribution to mapping.

As in previous years, the standard of all entries was high, and the scoring was very close.

The judges would like to send their appreciation and congratulations to all entries this year.

The Chair wished everyone a safe journey home.