



Board of Directors

Minutes of the meeting held on Thursday, 8 December 2016, in the Tansley Village Hall

Board attendees: Philip Baxter (PB); David Camm (DC); Bob Dredge (BD); John Flook (JF); Mike Hamilton (MH); Judith Holt (JH); David Maliphant (DM); Martin Ward (MW); Julie Webster (JW)

Minute taker: MH

Apologies received: Elizabeth Pariag (EP); BD left the meeting at lunch time

* **Decisions in bold**

Text has been redacted

Meeting Administration

DC was welcomed to his first face-to-face meeting and introduced to other members of the Board.

JH declared that whilst the Board has used JF in the capacity of senior independent director this needs to be noted formally.

No items for Any Other Business were notified to the meeting.

The Chair asked for any additional declarations of interest to those held on the register.

- BD declared his interest in being the treasurer of the JK 2019 committee.
- MH declared his interest as CEO when the future staffing structure including the role of CEO was discussed.
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MH to bring the master copy of the Register of Interests to future meetings.

Actions from the September and October meetings:

All agenda items are completed except 13 & 14 which continue to be outstanding:

1. Talent & Performance Review: JN was asked to articulate what resources would be required by the programme to bring about improved success across all international elite formats.
Work on-going, superseded by work related to the Sport England submission
2. Interim report on the Strategic Plan: MH asked to feedback information on the interim report to the Deloitte team.
Final report now circulated and Agenda item
3. Staffing Structure: MH was also asked to produce a staff model that will best fit the assumptions around the two strategic budgets requested.
Agenda item
4. Strategic Budget: MH to draft two Strategic Budgets, a 'stand-still' prudent budget and the second a budget capable of delivering the Strategic Plan.
Updated strategic budget circulated and agreed; now been reworked to match the staffing restructure and the EGM decision in October – Agenda item
5. Additional income ideas: Board to investigate the ideas raised during the consultation regarding how additional income can be generated.
Agenda item – under strategic budget
6. Membership & Levy proposal: to be drafted, agreed by the Board and published for the EGM.
Completed
7. Club & Association Conference: It was agreed that a small group containing JH, MH and PB will develop the agenda for the Club & Association Conference that will follow the EGM.
Completed
8. 2017 Budget to be updated and circulated to Board members.
Circulated and agreed; now been reworked to contain the recent decisions – agenda item
9. Association Liaison: It was agreed that visits will continue and a new list of directors responsible for liaising with each association will be drawn up and published.
Agenda item

Outstanding items

10. Disciplinary Procedures: The disciplinary procedures are to be reviewed during 2016 and the review should ensure that our procedures are robust and in line with good practice; action MH.
Delayed until the December Board meeting

11. O-Safe: Membership to be asked to accept and abide by the British Orienteering Safeguarding Policy and Procedures and that they are deemed to have read, understood and assented to the British Orienteering Code of Ethics and Conduct ("Code") and as such recognise and adhere to the principles and responsibilities embodied in the Code. Check that the member renewal statement contained an appropriate clause.
Completed and a part of the renewal process
12. O-Safe: Online entry services (notably Fabian4 and Si entries) to be asked to include appropriate wording about the sport's photographic policy into their entry systems.
On-going, agenda item¹
13. Definition of Activities: The definition of activities to be reviewed and more should be done to raise the matter of clubs acting responsibly towards one another in this respect rather than expecting the honest clubs from bearing more than their share of the costs of running British Orienteering.
This matter brought to the attention of clubs; new definition of activities and the reasons for it to be publicised.
14. Safeguarding: MH to circulate information to Board members about the eLearning safeguarding module which will be used to develop a knowledge baseline.
Yet to be actioned.²

Strategic Plan & Budget

a) Adoption of the Strategic Plan

MH noted that the Deloitte work to finalise the Strategic Plan for orienteering has now been completed. It was agreed that the work remaining is to be completed internally and includes:

1. To consult with our associations, clubs and members regarding the plan, specifically to determine the extent to which the Board's priorities align with those of clubs and associations. It will also be the opportunity to determine to what extent they will be prepared to help us implement the plan and how. End Jan 2017
2. To consider how the strategic plan can be resourced which continues to raise queries regarding commercial opportunities and activity. March 2017
3. To refine the functions/services required of British Orienteering as the National Governing Body for orienteering that can be delivered through self-funding and in a sustainable manner. Feb 2017
4. To review the steering group and committee structure of British Orienteering to reflect the needs of our strategic plan. Jun 2017
5. To finalise the staffing structure and clarify the staff positions that are delivering the core role and functions of the governing body and those staff that are involved in delivering government funded contracts. There was strong agreement that the staff structure that is delivering the core role and functions of the governing body should be self-funding and sustainable. Jan 2017
6. To establish work programmes and an operational plan for 2017. Jan/Feb 2017

After discussion it was agreed that the plan be adopted and that:

- The significant sections of the plan should be published as quickly as possible
- Consultation with members, clubs and associations should commence to investigate how the plan can best be implemented.
- Effective communications with members became a common theme during these discussions and Board members recognised the costs associated with Focus and are committed to replacing the magazine with an effective but more cost efficient means of communicating with members. This matter will be further discussed in items later in the agenda including the strategic budget, 2017 Budget and workforce plans.
- Once the Sport England and Sport Northern Ireland funding position is clear the staff structure should be determined as quickly as possible.

Board decision is to adopt the plan as a working document.

b) Staffing Structure required to implement the plan

The Board was asked to consider an affordable staffing structure able to implement the Strategic Plan.

For employment reasons the minutes and decisions covering this discussion are confidential to Board members.

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It was noted that Sport England funding is not yet procured and that any award made may not meet the level of funding required in which case the entirety of the plan for orienteering as submitted to Sport England may need to be reviewed.

It was also noted that a funding submission has been made to Sport Northern Ireland and we are unlikely to receive a substantive response to the submission until February.

During the discussion it was agreed that if both funding submissions fail, the worst case scenario will be that the staff structure reverts to the British Orienteering self-funded staff only, as indicated on the organogram circulated to Board members.

The Board agreed the British Orienteering funded staffing structure as discussed.

MH was instructed to implement the British Orienteering funded component of the staffing structure. The remaining parts of the staffing structure are dependent on the level of funding agreed with Sport England and Sport Northern Ireland.³

c) Strategic Budget

The Board was asked to agree any modifications required to the Strategic Budget and to adopt the budget as a working document.

BD commented that the feedback during the period leading up to the EGM/Conference suggested that there is a better understanding of the longer term financial position, at least amongst the members that have engaged in discussion/comment.

It was noted that due to Sport England funding continuing for the period 1 Jan to 31 March 2017 that the budget for 2017 will be complex. Sport England funding will be available for 'back office' and 'core staff' during quarter 1, Jan to Mar 2017. Any new funding agreement will commence with effect from 1 April 2017. No Sport England funding is included in the strategic budget beyond 1 April 2017.

The staffing structure included in the strategic budget is that that has been outlined earlier in the meeting and with no government funded staff included in the budget. The possible scenarios are numerous and the Board agreed that for a matter of a few weeks or a month there is little point in guessing the outcome of the funding round.

The Strategic Budget is based on the Strategic Plan but at a realistic level of funding and resourcing – it is unlikely that the vision within the Plan will be brought about without an increase in funding and resource. The Board agreed that the Budget is a realistic and feasible budget with steady increases in both membership and participation numbers and income. Growth in commercial activity is minimal as it is not yet clear where additional income can be generated in a way that produces a net income. It has been demonstrated that it is feasible to increase commercial income but with two provisos:

- a) It is challenging to generate commercial income from within the sport without alienating some members and frequent participants.
- b) Generating income which is then used to service a partnership or arrangement is feasible but the cost of the servicing often matches or is greater than the income generated. The days when sponsorship or benefactor support could be used to generate a net income appear to have gone, at least for smaller sports. That is not to say of course that benefactor support or sponsorship cannot be procured – we just haven't managed it as yet and there is a cost in trying to procure it.

The Board was presented with a list of assumptions that have been made and agreed that these are realistic.

There was considerable discussion about the Budget: it is currently prudent in nature and it was argued that it needs to be more speculative and demonstrate what the Board would like to see delivered in order to implement the Strategic Plan. Against this it was argued that to increase income further without knowing how it would be generated would be unrealistic.

The discussion continued to consider the use of reserves and further expenditure could be justified on the basis that the reserves would cover the loss.

It was agreed that until the Board was confident of the way in which reserves should be dealt with in regard to 'wind up costs' and any potential redundancies the decision about the Strategic Budget being prudent or speculative should be postponed.

British Orienteering Strategic Budget to 2025

Description	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	Notes
Income			(000)	(000)	(000)	(000)	(000)	(000)	(000)	(000)	
Membership	£ 171,657	£ 86,500	£ 94.6	£ 98.4	£ 107.4	£ 111.7	£ 118.1	£ 124.1	£ 130.2	£ 136.2	1
Levy income		£ 160,000	£ 164	£ 167.3	£ 171	£ 174	£ 177	£ 180.6	£ 184	£ 187	
Club affiliation		£ 4,650	£ 5.0	£ 5.6	£ 5.6	£ 6.0	£ 6.0	£ 6.5	£ 6.5	£ 7.0	
Major Event income	£ 25,000	£ 30,000	£ 30	£ 32	£ 32	£ 32	£ 33	£ 34	£ 34	£ 35	2
Other Income (incl £25k athletes)	£ 43,620	£ 47,000	£ 49.5	£ 50	£ 52.5	£ 53.7	£ 55	£ 56.7	£ 58.2	£ 60	3
Grant Awards income	£ 568,946	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	£ -	4
Total Income	£ 809,223	£ 328,150	£ 343.1	£ 353.3	£ 368.1	£ 377	£ 390	£ 402	£ 413	£ 425	
Expenditure											
Servicing the Membership	£ 49,000	£ 24,950	£ 25	£ 30	£ 30	£ 30	£ 35	£ 35	£ 35	£ 40	5
Events & Comps	£ 4,000										6
Major Events	£ 1,000	£ 1,000	£ 1	£ -	£ -	£ -	£ -	£ -	£ -	£ -	7
Governing the sport	£ 19,000	£ 29,000	£ 29	£ 29	£ 30	£ 30	£ 31	£ 31	£ 32	£ 32	8
Developing the Sport	£ 116,947	£ 15,000	£ 15	£ 15	£ 15	£ 15	£ 15	£ 15	£ 15	£ 15	9
Talent & Performance	£ 197,296	£ 46,000	£ 47	£ 46	£ 47	£ 46	£ 47	£ 46	£ 47	£ 46	10
Salaries & Wages	£ 449,825	£ 163,056	£ 161.2	£ 161.2	£ 164.5	£ 164.5	£ 167.7	£ 167.7	£ 171.0	£ 171.0	11
Expenses (inc. IOF)	£ 39,700	£ 13,500	£ 13.5	£ 13.5	£ 14	£ 14	£ 14.5	£ 14.5	£ 15	£ 15	12
National Office & Overheads	£ 47,910	£ 51,835	£ 47	£ 47	£ 49	£ 49	£ 50	£ 50	£ 51	£ 51	13
Promoting the sport	£ 10,000	£ 6,000	£ 6	£ 6	£ 6	£ 6	£ 6	£ 6	£ 6	£ 6	14
Finance	£ 11,500	£ 13,950	£ 14	£ 14	£ 14	£ 14	£ 14	£ 14	£ 15	£ 15	15
Net Interest Received	-£ 5,600	-£ 5,600	-£ 6	-£ 5	-£ 5	-£ 5	-£ 6	-£ 6	-£ 7	-£ 7	16
Corporation Tax	£ 1,120	£ 1,120	£ 1	£ 1	£ 1	£ 1	£ 1	£ 1	£ 1	£ 1	17
Total Expenditure	£ 941,698	£ 359,811	£ 354	£ 358	£ 366	£ 365	£ 375	£ 374	£ 381	£ 385	
Pre-Tax Profit/-Loss	-£ 132,475	-£ 31,661	-£ 11	-£ 4	£ 3	£ 13	£ 14	£ 27	£ 32	£ 40	
SE Core support	£ 137,483	£ 34,498									18
Net budget surplus 2016/17	£ 5,008	£ 2,837									

Notes

1. Assumes an increase of 2% in fees and levy and an increase of 4% in number of members and the number of participants. The strategic plan should bring about an increase to both. If membership and participation remain static, there will need to be a larger increase in membership & levy income year on year.
2. Major event generated income assumes a gradual increase across the period; with the odd exception, this is realistic based on the last 5 years.
3. Other income increases assume there is a general move towards commercialisation. Selling resources and programmes such as Xplorer and School Xplorer will cover some of this increase. There will need to be a more positive approach to other forms of commercialisation for the income to be achieved.
4. Grant awards after 1 April 2017 are not included within this strategic budget.
5. Servicing the membership costs are being reduced in 2017, primarily by moving to a stream of eNews information sheets rather than the current reliance on Focus.
6. Events & Competitions costs are reduced with the Major Events Conference becoming self-funding and World Ranking Events (WREs) being paid by the event.
7. Major Event costs to British Orienteering are entirely for the storage space used for major events kit. If major events are to be delivered independently of British Orienteering this kit will no longer be required neither will the storage.
8. Governing the sport: assumes some savings as the increase in IOF affiliation fee (from £8k to £14k but also hit by the exchange rate) is a significant cost.
9. Developing the sport: a small amount of £15k has been allocated for a 'British Orienteering' programme. Any other programme(s) will be granted funded.
10. Talent & Performance, the budget assumes £20k of British Orienteering funds are made available for the combined talent & performance programme and that £25k of athlete contributions are generated. The £20k will need to include the cost of a manager/coach for the performance squad. Talent in England will hopefully be funded by Sport England.
11. Salaries and wages assumes reductions in 'core' staff indicated previously and increases across the period are associated with increased pension contributions and small salary increases.
12. Expenses: cost will rise over the period and are minimal if staff are to fulfil their roles.
13. National Office & overheads: 2017 sees the end to the IT depreciation costs but note that only minimal costs are included for IT replacement. No major development is costed during the 10-year period; costs are associated with maintenance.
14. Promoting the sport: £6k is allocated but more will be required if the strategic plan is to be realised – where does the budget come from?
15. Finance: assumes an external full audit. Note: there is no legal requirement for a full audit for a company the size of British Orienteering – potentially £5k saving.
16. Net Interest: recognises less funds being invested and the low rate of interest.
17. Corporation Tax: assumes similar level of commercial income; if commercial income increases so will Corporation Tax.
18. Sport England Core support: A different 'Core' but there will be support for the first quarter of 2017 after which this support will be lost.

Board decision: The decision as to whether the Strategic Budget should remain as a prudent budget rather than a more speculative budget was postponed.⁴

d) Alignment of the Strategic Plan, Budget and 2017 Budget

It was noted that the Strategic Budget is a balance between working towards the vision contained within the Strategic Plan and a pragmatic and prudent approach to the resources available to deliver the Plan. The Strategic Budget does not take into account any funding agreements that may come into effect after 1 April 2017.

The 2017 Budget is aligned closely to the Strategic Budget but adds detail and takes into account the funding that is available from Sport England through to 31 March 2017. The Sport England and Sport Northern Ireland Funding Submissions 2017/21 had been circulated to Board member prior to the meeting.

It was agreed that these funding agreements would enable additional resources to be brought to bear on the implementation of the Strategic Plan and care had been taken to ensure any agreements would be closely aligned to the Strategic Plan.

MH reported that the Sport England funding submission is built around two programmes: meeting the needs of members and frequent participants and developing talented athletes. In brief the Sport England Funding submission asks for:

1. £910,000 across 4-years to enable British Orienteering to build resilience amongst our core market with particular emphasis on the target markets of:
 - Frequent orienteers who are not members of British Orienteering
 - Women, families and people with disabilities and impairments
 - Members who have been involved in the sport for less than 5 years
 - Teenage 'drop-off'

And British Orienteering will improve engagement with new participants and retaining our core market by modernising the core offer of the sport.

2. £500,000 across 4-years to enable British orienteering to further develop our talent programme whilst making it more cost effective. The programme is focused on creating sustainable success on the international stage through 'hot-housing' talented athletes.

Board decision: The Board agreed that there is alignment between the Strategic Plan and the funding submissions.

Finance**a) 2017 Budget**

The 2017 Budget had been circulated prior to the meeting. MH explained that a complete reworking of the 2017 Budget resulted in an overall surplus of almost £3k but this includes quarter 1 funding from Sport England of almost £44k for core business. MH stressed that, if the Sport England funding had not been available in quarter 1 the position would have been a £41k deficit on the year.

Code	Description	2016	2017	BOF	SE Q1 only	SNI
50	Income					
510	Membership, affiliation & levy income					
51010	Income, Membership (current year)	£ 110,000	£ 147,500	£ 147,500		
51020	Income, Club & Association Returns	-£ 65,000	-£ 61,000	-£ 61,000		
51030	Income, Club Affiliations	£ 6,657	£ 4,650	£ 4,650		
51050	Income, Event Levy	£ 120,000	£ 160,000	£ 160,000		
520	Major Event income					
52010	Income, JK present year	£ 16,500	£ 22,000	£ 22,000		
52020	Income, BOC Long & Relay present year	£ 4,250	£ 4,000	£ 4,000		
52030	Income, BOC Sprint (& Middle not 2013)	£ 2,125	£ 2,000	£ 2,000		
52035	Income, BOC Middle current year	£ 2,125	£ 2,000	£ 2,000		
52040	Income, BOC Nights present year	£ -	£ -	£ -		
560	Other Income					
56010	Income, Athlete Contributions	£ 56,000	£ 25,000	£ 25,000		
56020	Income, Volunteer Contributions	£ -	£ -	£ -		
56030	Income, Trading: Qualifications & Training	£ 10,000	£ 4,000	£ 4,000		
56040	Income, Trading: Resources	£ 26,000	£ 15,000	£ 15,000		
56050	Income, Trading: Post & Packing	£ 500	£ -	£ -		
56060	Income, Trading: Commission & Advertise	£ 7,120	£ 3,000	£ 3,000		
56070	Income, Sponsorship		£ -	£ -		
580	Grant Awards income					
58010	Grants	£ 636,190	£ 54,140	£ -	£ 54,140	

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58020	Grants B/Fwd	£ 68,239	£ -	£ -		
58030	Other Grants Misc	£ 2,000	£ -	£ -		
58040	Other Grants Misc B/Fwd		£ -	£ -		
599999	Total Income	£ 1,002,706	£ 382,290	£ 328,150	£ 54,140	£ -
60	Expenditure					
610	Servicing the Membership					
61010	Membership, Focus & Mailings (& AGM)	£ 25,000	£ 650	£ 650		£ -
61020	Membership, PL CombinedL Ins&WRE& OS fees	£ 13,500	£ 14,500	£ 14,500		£ -
61030	Membership, Web-DataBase-Online membcost	£ 10,000	£ 9,500	£ 9,500		£ -
61040	Membership, Other	£ 500	£ 300	£ 300		£ -
615	Events & Competitions					
61510	Events, Support	£ 4,000	£ -	£ -		£ -
620	Major Events					
62010	Events, JK		£ -	£ -		£ -
62020	Events, BOC Long & Relay		£ -	£ -		£ -
62030	Events, BOC Sprint (& Middle not 2013)	£ -	£ -	£ -		£ -
62035	Events, BOC Middle		£ -	£ -		£ -
62040	Events, BOC Nights		£ -	£ -		£ -
62050	Events: Other store	£ 1,000	£ 1,000	£ 1,000		£ -
625	Governing the sport					
62510	Governance, AGM, GM & Conferences	£ 2,000	£ 3,000	£ 3,000		£ -
62530	Governance, Board	£ 6,000	£ 5,000	£ 5,000		£ -
62540	Governance, Committee & Groups	£ 5,000	£ 7,000	£ 7,000		£ -
62550	Governance, Affiliation to IOF	£ 6,000	£ 14,000	£ 14,000		£ -
630	Developing the Sport					
63010	Development, Increasing Participation	£ 63,716	£ 11,000	£ 11,000		£ -
63020	Development, Multi-day Fund	£ -	£ -	£ -		£ -
63030	Development, Home Country Support		£ -	£ -		£ -
63040	Development, Workforce Devel Support	£ 43,231	£ -	£ -		£ -
63050	Development, Qualifications & Training	£ 10,000	£ 4,000	£ 4,000		£ -
635	Talent & Performance					
63510	Perf. Talent Development	£ 230,016	£ 25,000	£ 25,000		£ -
63520	Perf. WOC Squad Support	£ 21,280	£ 20,000	£ 20,000		£ -
63530	Perf. TrailO & MTBO	£ 2,000	£ 1,000	£ 1,000		£ -
640	Salaries & Wages					
64010	Salaries	£ 444,059	£ 180,794	£ 134,271	£ 46,523	
64020	Salaries recharge	£ 107,763	£ -	£ -		£ -
64030	Pension Contributions	£ 3,766	£ 1,404	£ 1,217	£ 187	
64040	Training, Staff	£ 2,000	£ 500	£ 500		£ -
64050	Recruitment & Selection	£ -	£ -	£ -		£ -
650	Expenses					
65010	Expenses, Travel & Subsistence	£ 37,700	£ 11,500	£ 11,500		£ -
65020	Expenses, IOF Post holders	£ 2,000	£ 2,000	£ 2,000		£ -
655	National Office & Overheads					
65515	Nat. Office, Rent & Rates	£ 8,160	£ 6,935	£ 6,935		£ -
65520	Nat. Office, Repairs & Renewals		£ 225	£ 225		£ -
65525	Nat. Office, Service Charges (Cleaning e	£ 2,500	£ 3,225	£ 3,225		£ -
65530	Nat. Office, Heat and Light	£ 2,000	£ 1,250	£ 1,250		£ -
65535	Nat. Office, Insurance property, EmployL	£ 2,200	£ 2,250	£ 2,250		£ -
65540	Admin, Stationery & Supplies	£ 1,500	£ 1,000	£ 1,000		£ -
65545	Admin, Printing & Copying	£ 1,500	£ 2,750	£ 2,750		£ -
65555	Admin, Postage & Packaging	£ 2,000	£ 1,000	£ 1,000		£ -
65560	Admin, Telephone	£ 6,100	£ 6,000	£ 6,000		£ -
65565	Admin, IT Support & Supply	£ 10,800	£ 15,700	£ 8,270	£ 7,430	
65570	Admin, Other Costs	£ 3,700	£ 3,700	£ 3,700		£ -
65575	Depreciation, IT	£ 5,500	£ 6,600	£ 6,600		£ -
65580	Depreciation, Office Equipment	£ 1,950	£ 1,200	£ 1,200		£ -
65590	Nat. Office Recharge	£ 29,720	£ -	£ -		£ -
660	Promoting the sport					
66010	Promotional Advertising	£ 5,000	£ 5,000	£ 5,000		£ -
66020	Resources & Promotional Sales	£ 5,000	£ 1,000	£ 1,000		£ -
66030	Exhibitions	£ -	£ -	£ -		£ -
665	Finance					
66510	Finance, Bank Charges & Interest	£ 2,000	£ 2,200	£ 2,200		
66520	Finance, Audit Fees	£ 9,000	£ 11,500	£ 11,500		
66530	Finance, Legal Fees	£ 500	£ 250	£ 250		

710	Net Interest Received					
71010	Interest, RBS current acc. Received	£ -	£ -	£ -		
71020	Interest, Standard Life		£ -	£ -		
71030	Interest, RBS Bonds Received		£ -	£ -		
71040	Interest, RBS Savings Received	-£ 1,800	-£ 1,700	-£ 1,700		
71050	Interest, Loughborough BS	-£ 3,800	-£ 3,900	-£ 3,900		
720	Corporation Tax		£ -	£ -		
72010	Corporation Tax	£ 1,120	£ 1,120	£ 1,120		
	Total Expenditure	£ 1,135,181	£ 379,453	£ 325,313	£ 54,140	£ -
	Pre-Tax Profit/-Loss	-£ 132,475	£ 2,837	£ 2,837	£ -	£ -
	SE Nat Office Support		£ 29,720			
	SE Core Salaries Support		£ 107,763			
	BOF Nett Budget Surplus(+)/Deficit(-)	£ 5,008	- £ 43,888			

Notes:

- Membership is based on the EGM proposal
- Levy is also based on the EGM proposal of £1.50 for a senior participant equivalent
- Major event income is agreed by way of the super levy or an individual agreement
- Athlete contributions remain under discussion as the talent programme is redefined but £25k is a prudent amount – ultimately this will have £0 net income impact
- Funding agreements post 31 March 2017 are not included in this budget
- Membership costs are significantly impacted by the discussion on the future of member communications and Focus in particular.
- Insurance cover may be procured at a saving of approx. £2-3k
- IOF Affiliation including increase may not cost the full amount in 2017, a possible saving for 2017 only, of approx. £5k
- Qualifications and training cost should be balanced by income but a reduction in take up for Teaching Orienteering may result in an increase in costs, possibly by as much as £7k
- Talent programme will be dependent on Sport England funding and athlete contribution; the net impact should be zero
- Performance, after discussions a figure of £20k has been allocated in the budget, the argument being that performance is a primary focus of the Strategic Plan and should therefore be funded to some extent
- Salaries are based on the staffing structure discussed earlier (4.6 FTE) but includes quarter 1 funding through to 31 March. ## ... ##.
- Stakeholder Pensions are required to increase in a planned sequence, the costs of this increase are included
- Recruitment may need some costs allocating if non-funded posts are to be filled
- Expenses are only allowed for British Orienteering staff or volunteers, the expenses of Sport England and SNI funded posts are not included
- National Office costs are offset in the first quarter by approx. £7k of SE funding

In Item 6 above, the Board considered information prepared by J Taylor, Marketing Manager, and agreed that there should be one publication of Focus in 2017 whilst we transition to a system of digital, more personalised information being given to members and other target groups. The Board were very reluctant to lose Focus but that the current funding situation made it impossible to see any other way forward. It was left to MH to manage the final edition of Focus although PB stressed that it is important to understand the purpose of any publication including Focus.

Board decision: The Board adopted the 2017 Budget as a working budget – understanding that a reforecast may be required once the outcomes of the funding submissions are known.

b) Review of the financial regulations in light of the Moore Stephens audit:

i) Financial Regulations

The updated Regulations had been circulated prior to the meeting. BD confirmed that the changes were minor and that the Regulations are, in his opinion, fit for purpose.

Board decision: The Board adopted the updated version of the Financial Regulations to have effect from 1 Jan 2017

ii) Reserves Policy

The Board has a responsibility to ensure that the Company has sufficient reserves to meet its operational needs.

The recent governance audit by Moore Stephens on behalf of Sport England recommended that 'wind down' costs are considered for inclusion.

The current Reserves Policy states that the level of reserves that British Orienteering should maintain are:

Reserves should be maintained at a level which ensures that three months of the Company's normal activity (a full programme as is currently being implemented) and a further three months of core activity (meeting its commitments to the membership) could continue during a period of unforeseen difficulty. A proportion of reserves will be maintained in a readily realisable form. For this purpose, the reserves that the Company carries excludes fixed assets.

At the end of 2015, the requirement of funds required to meet the reserves policy was £397,206 and the actual reserves amounted to £473,168.

MH stated that the new accounting standards, FRS102, indicate that the two leases held, the National Office and the copier, should be included but other advice from Moore Stephens is that the Board should consider including sufficient reserves to cover staff redundancies.

MH was asked to confirm with Sport England what the situation is regarding the redundancy costs of Sport England funded staff.

Board decision: It was agreed that the FRS102 position be adopted and the two leases will be included but redundancies costs excluded. Position to be reviewed once the Sport England position on redundancies is confirmed.⁵

iii) Standing Orders

The paper 'Standing Orders' had been circulated as an additional paper. The recent governance audit by Moore Stephens on behalf of Sport England recommended that the Standing Orders be reviewed, updated if appropriate and formalised.

Board decision: The Standing Orders were reviewed by the Board and considered to be fit for purpose.

Monitoring Reports

1) Finance

The Board had received the October Management Accounts prior to the meeting. BD stated that the accounts to October are, overall, close to the position expected. Nevertheless, there are a number of timing issues that impact on individual account lines and the significant ones are included in the notes and include:

- Major Events have all been closed in the November accounts with the exception of the BOC Sprint.
- Income from trading is below expectation.
- Dealing with Sport Northern Ireland (SNI) continues to be challenging but there is now an agreement with SNI to provide funding upfront that is beneficial to us – although there still remains a risk of expenditure being refused after a purchase has been made. British Orienteering still bears the risk.
- The cost of the work being done by the team from Deloitte has been invoiced and is set against 'Board, Governance' but is being claimed back from Sport England.
- The cost of the work with PerfectMotion on 'The Route' made possible by the maternity leave of SP has introduced a significant timing issue but is within budget.
- The BOF overspend of £46,046 is offset by the athlete contribution budgeted at £51,500 resulting in an outcome to August expected at £5,454 surplus.
- The same athlete contributions of £51,500 when removed from the SE accounts increases the overspend from £34,107 to £86,027 which is a timing correction on budget.

BD recommended that the accounts be accepted unless there were any comments or questions.

Board decision: The October accounts were accepted.

2) Performance Indicators

The Board had received the detailed monitoring report prior to the meeting.

Key points to note from the report are included:

Membership

Members 2016

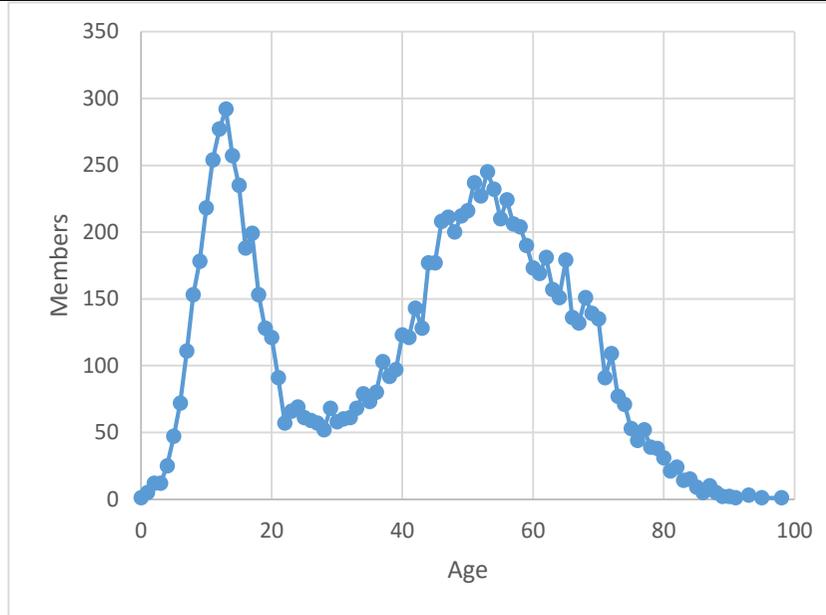
Current members
10,891

New members
1,909

Lapsed members
1,805

Men to Women balance
60.1% : 39.9%

Age profile of current membership



Members 2015

Members
10,939

New members
2,239

Lapsed members
1,389

Men to Women balance
60.7% : 39.3%

Participation

Participation Overall	In Competition	Out of comp - club	- non-club
Participant runs 2016	Competitive runs 2016	Participant runs 2016	Participant runs 2016
242,859	137,779	33,538	71,542
Participant runs 2015	Competitive runs 2015	Participant runs 2015	Participant runs 2015
399,837	188,184	54,148	157,505
Participant runs 2014	Competitive runs 2014	Participant runs 2014	Participant runs 2014
364,795	173,839	59,425	131,531

Events & Activity Sessions

Number of Events	Club Activity sessions	Xplorer sessions	Xplorer participation
Taken place	Taken place	Taken place	Participant runs 2016
1,391	2,085	822	71,542
Events in 2015	Sessions in 2015	Sessions in 2015	Participant runs 2015
1,667	2,766	634	55,262
Events in 2014	Sessions in 2014	Sessions in 2014	Participant runs 2014
1,780	3,393	560	17,126

3) Governance and Self Assurance Actions Update

All outstanding actions have been completed with the exception of:

- Equality Action Plan (11.3): requires updating and approving by the Board → Delayed until 2017

Board members were asked to note that a new Governance Code has been agreed between UK Sport and Sport England and had been circulated previously to Directors.

MH reported that the on-site governance audit had been completed and the final report and recommendations drafted. Board members were reminded that they have seen the detailed draft report which is yet to be accepted by Sport England. The key findings are that British Orienteering meets the required standards but with the following recommendations:

Core Area	Key Findings	Recommendations		
		Priority 1	Priority 2	Priority 3
Governance	<p>The following continuous improvement observations were made:</p> <ul style="list-style-type: none"> • The matters which the Board reserves to itself could be made more explicit in the standing orders. • British Orienteering should continue to consider ways in which it can improve its Board diversity. • Board level succession planning documents should be formalised. • The appointment letter would benefit from the addition of an addendum; which Moore Stephens will assist with. • Once every funding cycle, board evaluation should be externally facilitated. 	-	3	2
Financial Control	<p>Financial control was appropriate within the context of this review and subject to the limitations we have noted around segregation of duties. The following observations were made:</p> <ul style="list-style-type: none"> • Wind up costs should be factored into the reserves provision. • Reports on the cash flow position should be prepared for the Board to assist them in discharging their financial oversight responsibilities. 	-	3	-

Overall Audit Opinion/ Conclusion

 (Green-Amber)

While some weaknesses have been identified, overall there is an adequate governance, finance, and control framework in place to support the organisation in pursuing its objectives and ensuring Sport England funding is properly managed and accounted for.

Previous Audit Opinion:  (Green-Amber)

In response to the report the following comments had been made on behalf of British Orienteering:

- It is agreed that the matters the Board reserves for itself could be made more explicit in the Standing Orders – to be addressed at the Feb 2017 Board meeting
- It is agreed that the Board should do its best to increase Board diversity but we would appreciate any help that can be offered from our various national partners in achieving this – we have tried hard to increase board diversity but have failed to attract candidates who have the skills required from a wider and more diverse population.
- It is agreed that the current Board Level Succession Plan should be reviewed and updated to include the wider leadership of British Orienteering – agenda item Feb 2017.
- Regarding the appointment letter used with new Board appointments – thanks to the Moore Stephens team for support with this matter; a new letter and process is in place for use in 2017.
- It is agreed that once every 4 years (or funding cycle) the board evaluation should be externally facilitated – ways are being considered to implement this in 2017
- It is agreed that ‘wind up costs’ should be considered in our reserves provision
- It is agreed that a more detailed cash flow position should be made available at Board meetings to assist directors in their duties – to be actioned for Board meetings in 2017.

4) Risk Register

The Board were asked to note changes to the risk register that have taken place since September.

2.4 Poor financial management of major events: INFO, we are now in a position of carrying less risk but of being more dependent on volunteers – increased chance of cancellation

2.5 Inadequate insurance cover: INFO, cover will be as comprehensive as is in place for 2016 but there is need to review the decisions regarding Cyber Cover in light of recent events

3.1 Failure to finance and resource the strategic plan: INFO, major risk however British Orienteering will be in a better position to be self-reliant

3.2 Failure to maintain funding agreements: INFO, not a great deal can be done about changes in funding strategy

3.3 Failure to generate income from commercial activities: CHANGED status to 'tolerate' this position; a communication strategy is needed if the position is to be changed

3.4 Failure to generate budgeted income from major events: CHANGED status from 'acceptable' to 'tolerate'

4.2 Failure to safeguard young people & vulnerable adults: INCREASED RISK from 7 to 9 due to current media/government activity

4.7 Failure to establish and implement adequate HR policies & procedures: PERIOD OF HIGHER RISK due to potential restructuring

4.8 Failure to protect data: DECREASED RISK from 7 to 6 after the work recently completed by the developers

4.11 Failure to promote equal opportunities: INFO, governance requirement re BAME representation on the Board

5.2 Inadequate staffing level to resource delivery of the strategic plan: INFO, continuing dependence on funding to resource aspects of the Plan

5.4 Inadequate staff training: Changed status from 'Action Plan' to 'Tolerate', an even bigger problem with the increased pressure on the budget

5.6 Failure to engage with members; DECREASED RISK after an EGM that has gained more empathy and understanding between members, Board and staff

The Board agreed the changes to the register.

5) Matters of Significance brought to the attention of the Board

Matters arising since the last Board meeting:

a) Complaints & Grievances

There have been no complaints or disciplinary matters raised during the period since the September Board meeting.

The Board was made aware of two items: parental concern about the treatment of a child and a request from a club regarding a member.

It was agreed that the matter of the club and a member is a matter for the club at this stage.

b) Safeguarding

MH reported that no safeguarding matters have arisen since the last meeting although the issue raised above has been dealt with internally as a potential safeguarding matter.

MH also reported that our Relationship Manager at the CPSU has been seconded to UNICEF for a couple of years and we are waiting notification about her replacement.

An updated version of O-Safe is awaiting adoption and publication bringing some legal matters up to date along with the 'the taking and using of images' section.

Significant communication with the Minister for Sport regarding safeguarding has taken place in the last week as a consequence of the media attention on historical sexual abuse in football.

c) Insurance

No significant insurance matters have been raised during the period.

MH confirmed that the insurers must be informed about all potential and actual safeguarding matters.

MH also informed the Board that British Orienteering has been out to the market and a summary of the tenders received and recommendation for insurance provision 2017 is an agenda item.

d) Forestry Commission Review

Peter Brett our Environment Officer has sat on the FC Review Panel since the review was commenced.

Peter's communication regarding the review had been circulated to Board members prior to the meeting. Peter stated that he questioning the value of British Orienteering having representation at the forum and recommended that he longer attends meetings. MH agreed with Peter's assessment.

Board Decision: Agreed that Peter should no longer attend Panel meetings.

AGM Matters

a) AGM Arrangements:

After discussing the options, it was agreed that the AGM be held after the JK Sprint on Friday 14 April.

The schedule for preparing for the AGM had been circulated prior to the meeting. The scheduling of the February/March Board meeting was agreed to fit the AGM and preparation of the accounts.

b) AGM Proposals:

Auditors: The Board considered that 2016 is the 8th year that Grant Thornton will have completed the audit and the 3rd year with the current partner. The perception is that they have provided a good service and changed the focus of audit year on year.

The Board agreed that British Orienteering continue to use Grant Thornton for the 2017 audit.

Membership Fee & Levy for 2018: Board members felt that some respect had been earned from members about the way we have gone about justifying the substantive increase to the fees and levy at the EGM and whilst there remains a need to increase income it was agreed that raising the membership and levy again even by a small amount would be detrimental.

The Board agreed that no increases to the membership fees and levy for 2018 should be proposed at the 2017 AGM.

Insurance arrangements

MH reported that a bidding process had been progressed and that he had met with 5 different brokers/insurers in the period since September. By the specified date only two bids were in serious contention and the Board were asked to consider these.

There were two quotes very similar in cost but offered a variety of differing insurance cover, terms and conditions.

MH pointed out that several of the insurers had brought forward the need for Cyber Cover which the Board were asked to consider.

Details of the quotes are not included in the minutes as they are commercially sensitive but had been presented to the board.

One quote included a web based risk management system that automatically keeps medical and emergency details up to date for sports clubs and associations who have a duty of care for their members and this was of great interest. However, after discussion, it was agreed that we stay with the current brokers and cover.

Board decision was to accept the Perkins Slade offer.

Association Matters

a) Liaising with Associations

The Board confirmed the allocation of directors to associations and agreed that the form of liaison will be negotiated between Associations and individual directors as it is important all involved understand the commitment.

The list of liaison directors is as follows:

EAOA	JW
EMOA	JW
NEOA	DM

NIOA	PB
NWOA	DM
SCOA	BD
SEOA	JH
SOA	JH
SWOA	JH
WMOA	BD
WOA	BD
YHOA	MW

MH was asked to publish this information and ensure associations know the director they should communicate with.

Board decision: The list of liaison directors is agreed

b) Home Nation Associations

The Board agreed that formal links for the home nations to feed into the board already exist through the liaison director and appear to be working reasonably effectively. PB expressed his opinion that there is no need for any additional arrangements although it would be beneficial if Scotland and Wales put forward members to stand as directors. The Board agreed this would be positively received.

PB also stated that whilst NIOA is well represented and involved in Board discussions currently this might not be so once he stood down as a director.

Board decision was to continue to build communications with all associations and this includes those associations that are National Associations.

c) Matters raised by Associations for Board consideration

SCOA welcomed the updating of O-Safe and had a query regarding personal risk when an association takes on the staging of a major events. MH is addressing the issue of financial risk involved in staging major events and will communicate with clubs and associations directly and via the eNews.

BD had reported that WOA is without a chair and few meetings are currently being held.

PB reported that NIOA welcomed the EGM decision although would not have taken that option.

Governance & Leadership

a) Impact of the new governance code

As stated previously in the meeting there is now a new governance code which had been circulated to Board members prior to the meeting. British Orienteering will be required to align our governance with the new code and Sport England through Moore Stephens had completed a GAP analysis for the Board's consideration. The following summarises the outcomes of the GAP analysis and the actions required to be completed:

- British Orienteering needs to confirm written policy/rule that supports practice of open recruitment of INEDs (Independent Non-Exec Directors);
To be documented for consideration at the Feb Board meeting
- British Orienteering meets definition and number of INEDs, but needs to set minimum percentage in constitutional documents;
This will require a change to the Articles of Association – the changes to be drafted for the Feb Board meeting to consider
- British Orienteering needs to extend skills-based recruitment to whole board;
This will require the skill-based recruitment to be integrated into the elected director process – changes to be draft for consideration at Feb Board meeting
- already meets maximum Board terms requirement;
NO CHANGE

- already meets maximum Board size requirement;
NO CHANGE
- already meets 31 March 2017 25% and future 30% WOB benchmark;
NO CHANGE
- needs to address BAME representation;
Discussion at the Feb or June Board meeting to consider how this may best be addressed; we will probably have greater insight by June and held discussions to see how other NGBs will deal with this – Board agreed that this discussion be put back to the June Board meeting
- already meets Board primacy expectation.
NO CHANGE

The Board agreed the Governance Action Plan.

b) Board Succession Plan

A current Succession Plan (v 2014) was circulated to Board members for consideration.

The Board agreed that further work on the plan is required to cover the succession planning for the Chief Executive. MH was asked to draft the additional section for consideration at the February Board meeting.

Board decision: further work on the plan is required and an updated draft will be considered at the Feb meeting⁶.

c) Director/CEO appraisals

JH confirmed that appraisals will take place during December/January.

It was noted that this might be as a part of an external review of Board Effectiveness or as an internal process, see next item.

d) Board Effectiveness

It was agreed that MH communicate with JF regarding the feasibility of implementing an external review in 2017. If this can be delivered at the start of 2017 then the director appraisals could form a part of the review.

In either case a report on Board effectiveness with recommendations will be prepared for the February Board meeting.

Board decision to consider a Board Effectiveness report and any recommendations at the February meeting.

e) Disciplinary Policy & Procedures

The current version of the policy and procedures had been circulated prior to the meeting for consideration. MH apologised for not having updated the document but that it will require considerable time to complete the updating of it to meet current good practice.

If Board members had any further comments they should be communicated to MH. An updated version of the Policy & Procedures will be circulated prior to the February meeting for consideration.

Board decision: To consider an updated version of the Disciplinary Policy & Procedures at the Feb Board meeting⁷.

Standing Items

Steering Group and Committee Matters

It was noted that the decision to review the structure to ensure it is aligned to the Strategic Plan has been taken previously. On the basis that it will be some time before the publication of the plan and the implementation consultation is delivered it was agreed to postpone the discussion until the June Board meeting.

Matters raised since the last Board meeting that have not been dealt with elsewhere in the agenda include:

- a. E&CC: Meeting took place on 12 November, matters arising:
 - 1) UK O League: Request to name a person to take ownership
MW was asked if he would take responsibility for overseeing the UKOL. He agreed and asked if he could be given access to the national login to the system to facilitate his dealing with this. MH to action.
 - 2) Event Scheduling Group: to note the group can schedule but can offer little else
This to be considered when the steering groups are reviewed.
 - 3) Contact/contactless timing systems: To request a rule can be adopted dealing with this matter
The Board it happy to receive a copy of any changes to the wording of a rule and consider it.

- 4) Rules: To request the instigation of a Rules Group
To be considered when the review of the steering group takes place. The Board is very grateful for the work of a number of members of the committee and volunteers including Barry Elkington, Terry Smith and Helen Errington who have resolved the various issues that have arisen. Issues associated with the Rules such as the competition rules for the JK Sprint, contactless punching, etc. have all been dealt with successfully thanks to this group and other volunteers.
 - 5) (Event matter) 2018 BOC Long & Relay: SOA have requested a fee is set and agreed with British Orienteering before they agree to stage the event.
It was agreed that MH negotiate the fee based on the parameters established and agreed by the Board.
- b. Coaching: No meeting since the last Board meeting
Hilary Palmer had reported that there has been progress in updating the coaching awards and that this will be announced at the Coaching Conference in January 2017.
The Board were updated around a related matter regarding the awards and decisions taken by SOA.
 - c. Talent & Performance: No meeting has taken place since the last Board meeting
The Board were alerted to the fact that British Orienteering depends on funding for the bulk of the talent programme and the funding decision to be taken by Sport England will have a significant effect on the programme. It was also noted that there will almost certainly be a significant cut in funding.
 - d. Development: No meeting has taken place since the last meeting; a meeting is scheduled to take place on Wednesday 14 December
 - e. TrailO: No meeting has taken place since the last Board meeting

Welfare & Safeguarding

MH stated that there are several matters worthy of Board time and consideration:

- a. CPSU Relationship Manager
MH drew to the attention of the Board the change in Relationship Manager with the CPSU. A replacement should be appointed shortly.
- b. Updates to O-Safe
A draft updated version of O-Safe had been circulated prior to the meeting. The updating largely concerns:
 - Changes in the law and reference material
 - Inclusion of the Image section of O-Safe to bring it into line with current good practice
 - Changes to the appendix regarding governance and bodies such as clubs and associations
 - Corrections to a number of typos etc that had been identified

JH commented that it is good to see a recognition of poor practice and the impact it can have along with the way in which it can be dealt with. MH thanked Alun Jones and a number of members for their support in updating O-Safe.

DC raised the matter of coaches putting themselves into a 1:1 situation with athletes and that this should be dealt with more clearly. MH responded that it is less of an issue in orienteering as there must always be a minimum of 2 adults when working with athletes of any age. MH agreed to see if there is a way of making this point more overtly within O-Safe.

The Board noted the change in relationship manager with the CPSU and adopted the updated version of O-Safe.

IOF matters

To consider and note any IOF matters raised since the last Board meeting:

- a. IOF Strategic Plan
The Board thanked BD for providing the comment on the plan and agreed MH should pass the comments on to the IOF as our response to the consultation.
- b. WMG/WMOC Consultation
Feedback on the WMG and WMOC was agreed and the Board supported the feedback provided by members that unanimously agreed the WMOC should be separated from the WMG. It was noted that it is extremely rare to get 100% agreement during a consultation! MH was tasked to provide the feedback to the IOF.
- c. Update on the WMOC 2020 submission
MH had circulated the latest versions of the submission to Board members. The Board thanked the people working on the submission and particularly the work of David May and staff at Swansea University who have pulled the submission together.
The Board reiterated its support and commitment to the staging of WMOC 2020.

There was considerable discussion about some of the practicalities if the bid is successful but complete support for the submission of the bid. The points raised can be summarised as:

- The Board understand that the budget will alter post the discussion at the recent WMOC Group meeting but they would like the lowest participation model to have an entry figure that produces a net break even profit/loss on the event.
- If the IOF allow, the preference is for entry fees to be in £ sterling; if this is not permissible they would like a statement about the effect of the exchange rate which should include the exchange rate on which the budgets have been made and that any change to the exchange rate would be reflected in the euro cost of entry.
- A statement about the budget to clearly indicate that it is indicative and will be changed as the roll out of the event takes place.
- The Board agree that a priority will be to establish agreements between BOF/Swansea and BOF/WOA once the submission is won or at an appropriate point after submission.
- The Board is understanding that the submission is a 'one-year' offer, 2020, to stage the event and that the next time the submission could be delivered might be 2024. As far as the IOF is concerned it is a one-year offer.
- The Board confirmed that British Orienteering will pay the submission fee to the IOF.

The Board would like to see an income from the event of £1.50 per event per participant (our current event levy) to which needs adding the expected income to WOA that they would have received from a Croeso event. The Board is happy that this can be done either by setting these expenditures in the budget from the start or by generating an overall profit that includes this amount – they are happy either way but want it to be clear this is the income/profit they want to see from the event.

Board decision is that the submission to host the WMOC 2020 goes ahead.

Any Other Business

No other pertinent matters for the attention of the Board were raised.

Future meetings

The following meeting schedule was agreed:

Weds, 22nd Feb

Sat, 10th June

Sat, 16th Sept – Post meeting note; meeting to be held on 9th Sept

Thu, 7th Dec

Further Conference calls to be organised as required.

Meeting close at 16:50.

Actions

- ¹ O-Safe: Online entry services (notably Fabian4 and Si entries) to be asked to include appropriate wording about the sport's photographic policy into their entry systems.
- ² Safeguarding: MH to circulate information to Board members about the eLearning safeguarding module which will be used to develop a knowledge baseline.
- ³ Workforce restructure: MH was instructed to implemented the British Orienteering funded component of the staffing structure.
- ⁴ Prudent vs Speculative Strategic Budget: Board to reconsider at Feb 2017 meeting.
- ⁵ Reserves & 'Wind up costs': MH to approach Sport England to determine 'good practice' and what support can be expected in a wind up situation
- ⁶ Succession Plan: MH to update Succession Plan for reconsideration at the Feb 2017 Board meeting
- ⁷ Disciplinary Policy & Procedures: To be updated for consideration at the Feb 2017 Board meeting (MH)