

Board of Directors

Conference Call

Tuesday 20 October 2014, 19:15



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

Minute taker: MH

Apologies received: Elizabeth Pariag (EP)

1. Welcome & Meeting Administration

The Minutes of the previous Board meeting were agreed to be a true record of the meeting. PB raised the matter of athlete dress and stated that he is happy to be approached by athletes if that will clear up any confusion.

Members of the Board were asked to declare any additional interests over and above those declared previously. No additional declarations of interest were made.

2. Outstanding Matters

- a) Complaints received during 2015: MH reported that no formal complaints or grievances had been received during the year to date.
- b) Insurance provision: MH recommended that insurance provision continues through Perkins Slade for 2016. It was also agreed that it would be good practice that the wider insurance provision be reviewed in August 2016 in preparation for testing the market place in preparation for securing insurance cover for 2017.
- c) Sport Northern Ireland: Request for the Board to confirm the change in funding arrangement for the PerformanceFocus funding was agreed and MH was asked to complete and return the form¹.
- d) Legal Advice provision: MH recommended to the Board that legal advice is sought on the following basis:
 - a. Informal: EP, if she is prepared to continue providing support
 - b. Contractual matters: use of solicitors that are appropriate to the type of contract under consideration
 - c. Specialist advice; from providers that are appropriate to the situation ie Farrers & Co regarding Articles.This approach was agreed.
- e) Auditors: Board sign off regarding the forthcoming conversion from UK GAAP to FRS 102 as the auditing standard we use is required. Specifically, the Board are required to make a decision regarding the 'accrual' vs 'performance' model to be used. Details had been circulated in the 'Key Finding' statement from the last audit. BD, MH and JB recommended that the Board agree that the 'accrual' model is adopted. After discussion the Board accepted this recommendation.
- f) Updated Policy Booklet: The booklet had been re-circulated to Board members prior to the meeting. MH explained that the problems faced at the September Board meeting had been as a consequence of 'sections' of the document being dated differently. The Board agreed that the updated version of the Policy Booklet should be adopted and published as soon as possible².
- g) O-Safe: MH apologised for not having circulated the document; it awaits completion. MH will circulate as soon as is feasible and whilst the policy has not changed feedback on the document before it is published will be much appreciated³.

3. Self Assurance Statement

The draft Statement had been circulated prior to the meeting.

MH was asked to lead the Board through the statement and deal with queries as they were raised.

The following queries were raised and discussed:

- a) 1.5 Gender balance on the Board: It was pointed out and agreed that this requires further discussion at the December meeting. The gender balance during 2015 has been 3 women to 7 men which meets the stated requirements. Following the resignation of Rosie Williams, a matter that was dealt with at the September Board meeting, the balance has changed to 2 women & 7 men. MH agreed to add a point to the Statement clarifying this situation.
- b) 2.3 Board 'Skills Matrix': MH pointed out that we should update the Skills Matrix in light of the advertising for new elected and appointed directors. MH to action.

- c) 2.8 Board Evaluation: It was agreed that a more thorough and independent evaluation of Board performance may be appropriate. It was agreed this should be considered at the December Board meeting, after completion of the current round of director appraisals is complete.
- d) 2.9 Chair Appraisal: JF is to appraise the Chair and this will take place over the next few weeks. It was also agreed that JH will circulate a list to all Directors confirming the person leading their appraisal.
- e) 2.13/14 Board Diversity: The Board agreed that we do match the diversity of our current membership but that we should consider ways in which we can include a wider diversity on the Board. To be considered as a part of the advertising and recruitment of the new directors.
- f) 2.15 Summary disclosure of complaints: The Board agreed that we should publish a summary on the website as well as in the Annual report.
- g) 2.16 Board Agenda: The Board agreed that Agenda should be published prior to the Board meeting in future. This will enable any interested members to raise matters that are on the Agenda.
- h) 5.1 Long term Financial Planning: Board members recognised that whilst we currently plan in 4 year cycles there is a need for the Strategic Plan to have a rolling Strategic Budget sitting alongside. This will be developed as the new Strategic Plan is developed.
- i) 7.2 Accounting Policies: It is recognised that work needs to be done in preparing for the move to FRS 102 and that there will need to be a communication of this change to the staff and workforce. MH stated that the SMG meeting held early this day had spent considerable time covering the changes and the updated Financial Regulations from a staff perspective.

These matters having been discussed the Board took time to consider the Summary Statement. There was considerable discussion culminating in the Board agreeing that our standards have changed since this exercise was undertaken in 2014. The Statement demonstrates that our practices and policies have improved in the last year but the Board felt that we should be more self-critical of our position. Therefore, the following were agreed:

- a) Governance – Reasonable, not Full: based on; a wish to make the steering group and committee structure more robust and the need to address the Board diversity and gender matters.
- b) Strategic Planning – Reasonable, not Full: based on; the need to complete the Strategic Planning process and establish a new Strategic Plan.
- c) Financial Management – Reasonable, not Full: based on the problem we have as a small business with segregation of financial duties. We do what we can but we and the auditors appreciate we do not have the staff numbers and this situation is not ideal.
- d) Human Resources – Full: based on the reviews and updates that have taken place with Peninsula during 2015.
- e) Organisational Policies – Full: based on the review and updating of the entirety of our policies during 2015 accompanied by the communication of these.
- f) Risk Management – Reasonable, not Full: based on the belief that this can always be improved!

On this basis MH and the Chair MW were asked to communicate this rationale to the Self Assurance auditors and complete the signing off of the statement⁴.

4. Any other business

BD reported that there had been a pre-audit planning meeting with the auditors. At the meeting a number of issues had arisen:

- a) WOC 2015: it was clear that the auditors will require a full understanding of the 'Joint Venture' with the IOF regarding TV production and sales. This may mean that the audit is challenged to finalise in time for the Board meeting on 3 February. After discussion it was agreed that the Articles require the publishing of the audited annual accounts at least 21 days prior to the AGM (25 March) which means that there is time following the Board meeting for accounts to be finalised and circulated to the Board for agreement. This will probably need a meeting of the Board will be required later in February or early March. This was agreed. As a part of this discussion it was also agreed that the AGM should be kept on Friday 25 March in Leeds although it will be beneficial to bring the timing of the meeting as close to the end of the JK Sprint as is feasible.

Date of next meeting, Thursday 3 December 2015, venue to be determined, from 10:45 until 17:00 at the latest.

Actions

¹ SNI Change Form: MH to sign and return on behalf of the Board.

² Policy Booklet: To be published as soon as possible.

³ O-Safe: MH to circulate final draft to the Board.

⁴ Self Assurance Statement: MH to complete the statement and forward to MW for signing on behalf of the Board.