

# 2016 ANNUAL GENERAL MEETING BOOKLET



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## 35<sup>th</sup> Annual General Meeting

The 35<sup>th</sup> Annual General Meeting of British Orienteering Federation Limited will be held at **5.00pm** on **Friday 25<sup>th</sup> March 2016** at **Leeds University Union, University of Leeds, Lifton Place, Leeds, LS2 9JZ**

### Agenda

Opening talk from Elizabet Barnes in celebration of 50 Years of the JK.

1. Apologies for absence
2. Minutes of the 34<sup>th</sup> AGM held on Friday, 3<sup>rd</sup> April 2015 \*
3. Chair's Report (page 3 of the Annual Report 2015)
4. Treasurer's Report (page 8-9 of the Annual Report 2015)
5. Chief Executive's Report (page 6-7 of the Annual Report 2015)
6. Proposals (pages 1-4 of the 2016 AGM Booklet)
7. British Orienteering Awards Ceremony
8. Any Other Business

\* Copies of the minutes will be available at the meeting. The minutes are available on the British Orienteering website <http://www.britishorienteering.org.uk/page/agm> or by going to Governance and then AGM. They can also be obtained from the National Office on submission of a stamped addressed envelope to British Orienteering, Scholes Mill, Old Coach Road, Tansley, DE4 5FY.

## PROPOSALS

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

That the accounts for the financial year ending 31 December 2015 be adopted.

Proposed: The Board of Directors

Copies of the accounts will be available at the AGM and will be published on the website prior to the AGM 2016.

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

That Grant Thornton UK LLP be appointed as the auditors for the 2016 accounts to be presented at the 2017 AGM.

Proposed: The Board of Directors

### **Supporting Statement**

The audit by Grant Thornton undertaken for the 2015 Accounts was again thorough and challenging. In 2013 the opportunity was taken to seek competitive tenders for the 2014 audit. After consideration of the tenders, the Board nominated Grant Thornton UK LLP for reappointment as auditors on the understanding that different partners and audit staff be involved in future audits. This was agreed at the 2014 AGM, and a new partner was allocated to the audit.

Grant Thornton have indicated that they are content to again undertake the audit in 2016 and the Board now proposes that Grant Thornton UK LLP be appointed as our auditors for 2016.

### **Proposal 3: Membership and Levy fees 2017**

That, for the 2017 membership year, the British Orienteering membership fee, club affiliation fee and levy be set as follows:

Senior member – £15.00

Junior member – £5.00

Levy per senior – equivalent event participant – £1.35

Club affiliation fee – £50.00

Student club affiliation fee – £10.00

Proposed: The Board of Directors

### **Supporting Statement**

Membership and levy fees are British Orienteering's main source of non-grant, non-conditional income. Over the last 10 years the funds raised have stayed relatively level with income being £170k in 2005, £199k in 2010 and £180k in 2015.

This income is vital in paying for the services that British Orienteering provide to members and to act as the governing body of sport for orienteering which includes many of the behind-the-scenes costs of administering and running the sport.

The Sport England funding period ends in March 2017 and the funding currently subsidises the core activities of British Orienteering by approximately £120k per year. This subsidising of governing bodies of sport including British Orienteering is likely to end or be significantly reduced in March 2017. Consequently, increased income will be required if British Orienteering is to continue to operate across its areas of responsibility. Of course, efforts to reduce costs wherever possible and to explore alternative sources of income to supplement the essential funding we receive from our members and participants will continue.

After a number of years of the cost of membership being unchanged, the Board believe it is essential that the membership fee be increased. The increase in levy from £1.25 to £1.35 should also ensure participants play their part in funding British Orienteering and the Board consider this to be the fairest way of distributing the cost of running the governing body across participants.

Although these increases in Membership Fees are significant, members will note that this follows a significant reduction in membership fees that was agreed at the 2012 AGM for 2013 onwards. Prior to then, membership fees were £22.00 and £4.75 for National Seniors and Juniors respectively.

The Board have considered the changes to funding criteria and ask for your support in ensuring that British Orienteering can continue to fulfil its responsibilities to its members and affiliated clubs as well as the wider responsibilities to the development of the sport. The Board would like to see a position where the core activities are self-funded and not reliant on government funding.

## Elections

### Nomination for President: Sir Christian Bonington, CBE.

Proposed: The Board of Directors

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#### Board of Directors:

There are two Elected Director vacancies on the Board and two nominations. Bob Dredge has been nominated for re-election for a third term and Julie Webster has been nominated for her first term.

As there are two nominations for two vacancies there will be no election and the nominees will be appointed onto the Board of Directors. The Board continues to work to encourage more members to put themselves forward as Elected Directors.

There are two Appointed, Independent Director vacancies. Recruitment for the two positions has commenced and one current Independent Director, John Flook, is available for re-appointment for a second term.

The Chief Executive of British Orienteering is an Executive Director and serves as Company Secretary.

#### Current Elected Director Profiles

##### Philip Baxter (Lagan Valley Orienteers, Director until 2018, 3rd term)

I have been orienteering for over 45 years, with an enthusiasm still sometimes tinged with accuracy. I am a long term member of LVO and BAOC and, for a while, QUANTICO in the USA. I have orienteered, planned and organised around the world at all levels. I was part of the core delivery group for JK 2011 as Treasurer and Day 4 Planner. I am a regular club coach and also a Grade 2 Controller with ambitions to progress. Fundamentally, though, I am an orienteer who enjoys running courses set by others and setting courses for others to run.

I have spent 7 years on the Board, bringing a balancing perspective from one of the smaller Associations outside England. I have considerable experience in strategic planning, developing and implementing policy and analysing corporate risk, in the orienteering world and as a Trustee of a major UK mental health charity. I have been the on the Northern Ireland Orienteering Association since 2007, as Chairman and Vice-Chairman. In this latter capacity I was instrumental in developing a new long term strategic plan that helped secure a fourfold increase in Sport NI financial support, funding 2 full time posts as well as allowing us to start our own NI Schools Orienteering Association. I am a keen supporter of club level activities and events, seeing them as the basis on which all essential orienteering volunteering is founded. I am also keen to see orienteering improve its use of promotional material across all platforms to increase the number and frequency of participation.

I live in Northern Ireland with my wife Helen (a keen W60) where we both coach and tutor. My son (M21) is an occasional orienteer and my daughter (W21) is a keen member of LVO.

##### Judith Holt (Derwent Valley Orienteers, Director until 2017, 2<sup>nd</sup> term)

When elected as a Director I brought to the role a knowledge of orienteering built over 25 years. I compete regularly in events from low key local through to National. I have organised and planned and controlled events and I run a Club Night. I have been a coach, coach assessor and coach educator. I also brought skills drawn from my professional experience as a senior manager in Social Work and latterly in Higher Education. To add to these, during the past five years as a director I have learned a great deal about the wider sports landscape, including the role of Sport England, and how British Orienteering fits into this.

Areas of the board's work in which I take a particular interest include; liaison with British Schools Orienteering, Welfare and Safeguarding, Development, supporting and training club volunteers and coaching. While it is important that the board works to promote our sport as we currently know it, my passion is to ensure that the joy and benefits of orienteering are accessible to a new generation of participants. That may mean making further changes to when, where and how we orienteer. I do my best to listen to different, perhaps opposing, views and to help orienteering find the best path through the challenges that arise through development of the sport.

##### David Maliphant (Lakeland Orienteering Club & DrongO, Director until 2018, 2nd term)

After being involved in orienteering for my entire life, three years ago I left the ranks of British Orienteering's rather vocal critics and stood for election to the Board to see what I could do for our great sport. In my first term I've learned a lot about the challenges facing orienteering in Britain, and the extraordinary dedication of staff and volunteers at all levels. But despite all this hard work, it's never enough and there's still plenty more to do and to improve.

I approach Board meetings with a questioning mind, a youthful perspective and a keen eye to the future of our sport developed over years of active participation. I grew up in Bristol Orienteering Klub (and wrote the club's junior newsletter and constructively critical opinion column), then moved on to Cambridge University Orienteering Club where I learned

the importance of selling our sport effectively to young people as Captain and later Publicity & Development Officer, as well as organising the Cambridge City Race. Now I'm a member of Lakeland OC and work for an educational publishing company in the South Lakes. I'm also kept busy as Volunteer Communications Manager for WOC 2015.

### **Martin Ward (South Yorkshire Orienteers, Director until 2017, 3rd term)**

I'm an Engineer and MBA-qualified project manager, and work in the railway industry in the UK and abroad, often combining a business trip with some overseas orienteering. I started orienteering in 1982 in south-east England, and in 1987 I chose to go to university in Sheffield partly because of its reputation for orienteering excellence. Having been ShUOC club captain I've continued my connections with student orienteering through SPOOK, the Sheffield post-graduates club.

On leaving University I joined SYO and am an active member of the club. I've planned, organised and controlled events and am currently a Grade B Controller. My wife Lesley and I co-organised the 2011 British Championships individual race at Wharnccliffe.

I led the Board's input to the successful 2015 IOF World Championships bid and was the Board's representative on the WOC 2015 Steering Group.

### **2016 nominations for Elected Directors:**

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There are two Elected Director vacancy on the Board to be confirmed at the 2016 AGM.

#### **Bob Dredge (Walton Chasers Orienteering Club, Director until 2016, 2<sup>nd</sup> term)**

I was seconded onto the Board in 2012, and elected in 2013 to essentially fill the role of Honorary Treasurer. In doing this I try to support our staff and, if appropriate, constructively challenge them. I also try to ensure that the Board, and Members, are fully aware of our financial position.

I am the Board link to the Welsh and South Central Associations and make every effort to attend their meetings and liaise with them as and when the need arises-from both sides. I am always happy to take their comments and concerns-and indeed any Members-to the attention of our staff and the Board. I am also the Chair of the Talent and Performance Steering Group which oversees the talent and performance programmes. In this role I have made myself available to support and encourage our staff and athletes. I try to help at some of the squad camps so that I can see what goes on "on the ground", and be visible to the athletes as well.

I remain an active orienteer and compete most weeks. More practically I do try to contribute to the everyday running of the sport by helping plan and organize and assist at local events and sit on my Clubs Committee, and was delighted to be a control Marshall at WOC.

#### **Julie Webster (Nottinghamshire Orienteering Club)**

I became an orienteer 9 years ago as a result of my son's interest. He has long since moved on, but my husband and I still compete every week and are active volunteers with NOC and EMOA. I have organised a good number of events including this year's Midland Championships at Sherwood Forest.

I recently stepped down after almost 30 years in the IT industry where I led the governance and delivery of major software projects using teams located across Europe and Asia. My strengths are in bringing diverse teams together to collaborate and deliver as required, on time, and to budget, and I achieve this by listening, building relationships and active influencing. I have also worked in a training capacity and enjoy helping people to learn new things.

As a newly elected board member, I hope to gain a broader insight into the challenges of the sport, and ensure orienteering as a sport endures and grows in line with the changing demands of today's competitors by helping to drive the strategy for the future through strong communication and influencing.

### **Current Appointed, Independent Director**

There are two Appointed Independent Director vacancies, one current Independent is available for re-appointment.

### **Current Elected Director Profiles**

#### **Elizabeth Pariag (nee Dunn, Independent Director until 2018, 2nd term)**

I am a solicitor at a leading global law firm, with a practice focussing on commercial and regulatory matters in the sports and gambling industries, including sports media rights, sponsorship, governance, licensing and event-staging issues, gambling licensing and regulation. I was twice seconded to both the legal and sports teams of the London Organising Committee of the Olympic and Paralympic Games (LOCOG), where I gained experience working with LOCOG's sports management teams, national governing bodies, international federations, the IOC, commercial partners and other stakeholders, such as the National Trust. I am passionate about the importance of sport and the positive influence sport can have, no matter who you are and how you get involved. I am looking forward to continuing to work with British Orienteering during a challenging period for sport in the UK.

### **2016 Appointments for Independent Directors:**

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There are two Independent Director vacancies on the Board with appointments to be confirmed prior to the Board meeting in June; recruitment has commenced.

### **John Flook (Independent Director until 2016, 1st term)**

I am an accountant who spent much of his career working in the NHS, and more recently a portfolio career working across the private, public and voluntary sectors. This has included chairing main boards and audit committees and directorships in an executive and non-executive capacity. Since 2011 I have served as an independent member of the Audit, Risk and Governance Committee of Sport England. A lifetime as a runner involved in the running community has given me direct experience of the positive impact of sport on health and wellbeing. I have a lifelong passion for sport and am now committed to developing my active involvement in its governance.

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## **Proxy Voting Instructions**

For the Annual General Meeting of British Orienteering on the Friday 25<sup>th</sup> March 2016 or at any adjournment thereof.

### **Voting**

All individual members of British Orienteering are entitled to vote at the AGM, in person or by proxy, provided they will be 18 years of age or older on the 31<sup>st</sup> December 2016. Each member has only one vote.

### **Voting in Person**

Members attending the AGM and entitled to vote will be provided with voting papers at the meeting and should not complete a proxy voting form. Members who have completed a proxy voting form will not be permitted to vote at the meeting unless they withdraw their proxy vote before the meeting commences.

### **Voting by Proxy**

Members entitled to vote, who will not be attending the AGM, may appoint a proxy to vote on their behalf.

To appoint a proxy to vote on your behalf you must complete a Proxy Voting Form. Only one Proxy Voting Form can be accepted from each member and to count the Form must be completed and returned to the National Office before 5.00pm on Wednesday 23<sup>rd</sup> March 2016.

In completing the Proxy Voting Form, you decide who will act as your proxy, the Chair of the meeting or a named person; then you need to decide if you wish to instruct your proxy how to vote on your behalf, or whether you leave the proxy to cast your vote at their discretion.

### **By Post**

The Proxy Voting Form should be completed and posted to:

**Company Secretary, British Orienteering, Scholes Mill, Old Coach Road, Tansley, DE4 5FY**

### **By Email**

The Proxy Voting Form should be completed and then scanned or photographed and emailed to:

[info@britishorienteering.org.uk](mailto:info@britishorienteering.org.uk).

### **Please note:**

1. In accordance with the Articles of Association, proxy votes will only be counted if the vote goes to a poll. Normally, proposals are decided by a show of hands as set out in Article 45.
2. Proxy votes may only be cast by a person who is personally present at the meeting. Appointing the Chair of the Meeting, whoever that may be, ensures that your proxy vote will be cast.
3. A proxy may cast your vote or abstain at his or her discretion unless specifically instructed otherwise in Section B of the proxy Voting Form. If you use the Form to specify how your vote is to be cast on some items but not others, your proxy may use your vote or abstain, at his or her discretion, on the items which are not specified.

## British Orienteering AGM 2016 - Proxy Voting Form

Completed forms must arrive at the National Office no later than *5.00pm on Wednesday, 23<sup>rd</sup> March 2016*.

I, (Name in block letters) \_\_\_\_\_,

Membership Number: \_\_\_\_\_, wish to cast my vote as follows:

### Section A – must be completed

I appoint the following person as my proxy, to speak on my behalf and cast my vote at his/her discretion, except as specified in Section B.

1. My appointed proxy will be the Chair of the Meeting unless I complete (2)
2. My appointed proxy is (enter Proxy's name in block letters) \_\_\_\_\_  
*If no name is entered my appointed proxy will be the Chair of the Meeting*

### Section B – to be completed if you wish to instruct your proxy how to cast your vote

I instruct my proxy to cast my vote as detailed: (place a single cross in the appropriate box against each proposal you wish to instruct your proxy how to vote; if left blank your proxy has discretion in casting a vote on your behalf).

#### Proposal:

1. Adoption of Accounts
2. Appointment of Auditors
3. Membership and Levy fees 2017

FOR	AGAINST	ABSTAIN

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

**You may print multiple copies of this Proxy Form as required.**