



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

8th June 2019

Friends Meeting House, Euston Road, London

1.30 to 5.00 pm

Present:	Mark Briegal	MB	Chair
	Scott Smith	CW	Independent Director
	Erik Rowbotham	ER	Elected Director
	Julie Ryan	JR	Elected Director (by conference call)
	Lizzie Rees	LR	Elected Director
	Neil Armitage	NA	CEO
	Steve Tully	ST	Elected Director
	Helen George	HG	Co-opted Director
	Yakoob Ali	YA	Co-opted Director
	Lis Bellamy	PB	Independent Director
In attendance:	Richard Custance	RC	President
	Rachel Wilkinson	RW	Company Secretary
	Susan Walford	SW	Minutes Secretary
Apologies:	None		

Section A: Matters for note/approval not likely to require significant discussion

General

AG1: Chair's Action, Opening Remarks, Apologies for Absence

- It was noted that notice of the meeting had been given to each director who was entitled to receive notice. The Chair reminded the directors of their statutory duty to promote the success of the Company for the benefit of its member as set out at s.172 (1) Companies Act 2006.
- The Chair welcomed Board members to the meeting and introductions were made around the table for the benefit of the new members.

AG2: Declaration of Interests

- Each director confirmed that they had no interest which they were under a duty to disclose in accordance with s. 177 Companies Act 2006 in the proposed transactions or arrangements with the Company and were required to disclose in accordance with the Company's Articles.

AG3: Approval of Minutes

- The minutes of the Board meeting on 13 April 2019 had been circulated in advance of the Board meeting. It was resolved that they were approved as drafted.

AG4: Actions from last Board & Matters Arising not otherwise covered by the agenda

- September 2018 Action 10 – Mental Health training. MB suggested Board Meetings be reduced to 4 a year, leaving two days for use as training or strategy days. This was agreed. RW was considering future meetings schedules and would add Mental Health training into next year's schedule. NA commented that it is a fairly interactive session so not suitable to do on an individual or on-line basis.
- February 2019 Action 2 – ER asked when the high-level range of costs would be added to the Selection Policies. NA advised that they were being updated now for next year and the costs will be added as a precis. It was agreed to leave this action open until the selection policies were published.
- April 2019 Action AP2 – NA advised that the KPI review is due for the October meeting. However, the previous year had been added as requested and the live document is regularly updated and available on the website.
- Performance Advisory Group (PAG) - NA added that the next meeting was in July and MB was attending.
- NA advised that our lead for Governance at UK Sport had been changed back to Emma Farlow and a review meeting arranged with her at Lilleshall on 25 June. In addition, Emma had requested sitting in on a future board meeting. It was agreed that the next meeting held London was appropriate – probably December 2019.

Action: NA to arrange for Emma Farlow, UKS to attend a Board meeting held in London.

- Board Effectiveness Action BD5 – RW had spoken with Peter Buglass and agreed that it would be beneficial with the board changes for a few more Board meetings to be held before the external review of the function of the Board.

AG5: Record of resolutions passed by email

- None

Policy & Governance Matters

AP1 AGM review

- RW reported that overall feedback from the AGM had been good, with a positive atmosphere and most directors had been present.
- Following approval of One Member One Vote (OMOV), a meeting had been arranged with ERS for 11th June to look into this further and consider how it would affect the AGM with communications to members playing a vital part.
- MB sought input on the purpose of the AGM outside the formal business, and it was agreed that a small group should be formed to look at this in more detail. It was felt that having the Executive and some members of the Sports Team in attendance to update members in their areas, would be beneficial. MB/LB to discuss further.
- NA requested that a Board meeting is not held prior to the AGM so that Board members could engage with members before, and maybe hold some workshops/hubs.

Action: MB to form a sub-group to discuss format of the AGM outside of the official meeting

AP2 Annual risk management and control systems assessment

- SS gave a verbal update. He would be working with the Head of Finance and Business Support to discuss a timetable to try to align papers for future Board meetings and review the financial controls, including risk. Once a more formal structure is developed, quarterly papers will be available in advance. This would become easier once Sage Financials was embedded.
- He added that having 4 Board meetings a year will help reporting of the finance papers. It was agreed to restructure dates at the Strategy day in October.
- SS was not aware of any other risks at this time.

Action: Reduce Board meetings to 4 a year and re-structure of agenda to be discussed at the Strategy Day in October.

AP3 Diversity of members and employees

- NA advised that the reports are FYI. NA presented the figures and advised that a lot of members do not provide their ethnic background data (it is optional), although we ask every year.
- There was further discussion regarding the advantage of knowing and how members could be encouraged to declare this information, in order that we could gain more insight.
- NA advised that he would be applying for additional funding to make further progress with under-represented groups including BAME participation.

AP4 Policies for approval

AP4.1 OPP-xx-01 Dogs at Competitions & Events

- NA advised that an issue regarding assistance dogs had been raised and the policy had been reviewed and had been put forward for discussion and approval by the Board.
- This was discussed further as there were concerns with the wording. LB to review and re-circulate the updated wording to the Board by email for approval. SS asked that the wording 'dog being under control' be defined.

Action: LB to re-word the Dogs at Competitions & Events policy and email to the Board for approval prior to the next Board meeting.

AP4.2 OPP-xx-01 Anti-bullying Policy and Procedures

- This was discussed as it was felt that the wording needed to be clearer on which groups it was aimed at. JR confirmed it relates primarily to children and young people and forms part of the safeguarding process - it was considered that an accusation of bullying between two adults might be treated differently.
- NA to work with JR to review and amend the wording before publishing (without going back to the Board) and agree a safeguarding statement.
- JR advised that safeguarding work is continually on-going in the office to make club safeguarding officers familiar with our policies.

- It was requested that, as well as the helplines and numbers given for advice, the policy should refer to raising any concerns with the safeguarding officer in each club whose contact details should be known. NA noted this request.
- The Anti-bullying policy and Procedures was approved subject to slight re-wording.
Action: The policy was approved subject to NA/JR re-wording the policy and procedures to be clearer with respect to which groups it is aim at and to include a safeguarding statement.

AP4.3 OPP-xx-01 Online Safety & Social Media

- It was agreed that the policy needs to refer to adults as well as children (all members and volunteers)
- ER asked how are we getting this to them in a different format? E.g. mag or e-zine – send one out on social media.
- Mobile phone usage by children - SS asked that this be re-worded as it gave no digital allowance. There was further discussion relating to discouraging / allowing a mobile device to be used as other sports encourage it.
- It was agreed to keep the wording relating to use beyond the competition line and that NA will discuss with CPSU for more contemporary wording.
- MB asked that, once the changes discussed had been made, the policy should be emailed to the Board for approval. If there was no agreement, the policy should be taken back to the next board meeting.
- Policies for viewing on the website for members and staff. RW to arrange a meeting to discuss policies and procedures and where to hold them, as it was not clear on the website for members or staff.

Action: Following amendments to the wording relating to mobile phones, the policy would be emailed to the Board for approval or taken back to the next Board meeting if not approved.

Action: RW to review the website to ensure that all policies and procedures are easy to locate.

3 Sports Code compliance

- It was confirmed that a meeting with our UKS Governance representative would be held on 25 June at Lilleshall. It was noted that our representative remained Emma Farlow as Dorothy Gbagonah was no longer working at UK Sport.

4. Section B: Substantive matters for discussion and, where appropriate, resolution

4.1 Discussion items

4.2 BD2 – 2nd Sports Code review

- This was discussed and it was resolved that the Sports Resolution Review could be consider complete and closed off, as it was now replaced by reports within UKS.

4.3 BD2 Future operation of the Board

- A Nominations committee update was given and it was concluded that no further directors should be recruited for the time being until discussions had taken place following the strategy day with regard to the updated strategy.
- The Board skills matrix has been updated and will be circulated. It showed a lower score at A10 – managing stakeholders - and raised concerns that the Board may not have the experience to support a bid to host a World Archery event. It was agreed that outside expertise could be sought where required.
- Board sub-committees – there were currently two active sub-committees - Nominations and Audit & Risk Committees and the Board were asked to consider if there should be more. The areas discussed were Sports and Commercial. NA advised caution as we must comply with our funding stakeholders' requirements. The Board should be comforted that our strategy and its implementation is reviewed by UK Sport and Sport England.
- There is no Remuneration Committee - it was questioned if there is a need for this or could this be combined with the Nominations committee, as allowed under the Code for Sports Governance. Consideration was given to extending the terms of reference of nominations to cover remuneration.
- MB asked the Board to think about what committees were needed, what level they work at, terms of reference and who wants to be on them.
- LB offered to send out a questionnaire (following MB's approval) regarding how the Board is going to work and what it is going to do.
- The Board Champions roles should also be reviewed.

Action: LB to forward a questionnaire to Board members regarding Board structure going forward.

4.4 BD3 Strategy Day and Objectives

- ER asked to look at other areas, why are they joined to others e.g. commercial strategy, working relationships between the Board and Exec - how do we know how well we are doing? NA advised that following a request, he was preparing an insight pack to be ready for the end of the month, which would give more details.
- NA had sent an email regarding preparing for the Strategy day and MD asked if everyone had seen his paper and responding to him. NA offered to extend the deadline so that comments on the insight pack can be included. ER offered to look at the broader sporting landscape looking forward and would seek research reports to help with this.
- NA asked if the Board wanted a facilitator on the day as he had someone in mind. He requested feedback regarding thoughts on a facilitator for the day from the Board.
- It was agreed that the Strategy day needs to involve the Executive, to give options to the Board. NA asked for any comments to be sent to him so that the Strategy Day agenda could be prepared for the next Board Meeting. RW to add to next agenda.

Action 1: Board to give feedback to NA regarding having a facilitator at the Strategy Day

Action 2: Board to relay comments relating to the preparation of the Strategy Day Agenda to NA

5. Scrutiny

5.1 BS1 Risk review - Audit & Risk sub-committee - verbal

- SS gave a verbal update following the Audit & Risk sub-committee meeting, including the downward turn of Membership.
- The Risk hotplate was discussed in more detail.
- NA gave a verbal update relating to the recent SARs. Currently the papers were being reviewed by a Solicitor and the ICO had agreed an extension due to the volume of papers. LB asked how we could deal with this type of request in the future. NA clarified that he was looking into alternatives.
- Membership downturn and how this looked was discussed.
- NA advised that we were working with Sport England on a project about beginners' courses data, which will make it easier for the public to see where there is a course. It was still early days and it was intended that beginners' courses would be put on our website in the future.
- Further data on the Big Weekend was requested and advised that this was being analysed ready for the next meeting.

Action: NA to prepare report on data analysis on the Big Weekend for the next meeting.

5.2 BS2 Nominations sub-committee

See above – item 4.3

5.3 BS3 – CEO report

- NA advised that he was applying for funding relating to pathway and BAME involvement.
- He advised that there was to be a new CEO at UKS that he felt would become a strong ally.
- Commonwealth Games in Birmingham in 2020 – the list of sports to be included should have been published by now but the delay was due to waiting for confirmation from the government regarding the budget. NA hoped to know by 20 June, unless the budget was still not confirmed.
- NA gave an update on Congress which he and MB had attended recently. All the motions had been passed with some minor amendments. NA and Hilda Gibson had been requested to lead on sessions of Strategy and Para archery at the meeting, spotlighting AGB's thinking at Congress.
- Membership – ST suggested sending an email to Regions and Counties to let them know that more members were needed and to seek their help.

Action: NA to write to Regions and Counties seeking help with encouraging new members

5.4 BS4 – DOS report

- The Board took the report as read.
- Jess Stretton took silver at the para competition in the Netherlands and the Board asked that their congratulations be passed on to her and the whole team and commended the participants on the grand prix results as well.

5.5 BS5 – external evaluation of the Board

- See comment at item AG4.

6. Section C: Matters for report/information

6.1 C1 Board attendance and budget 2018-2019


To be included in the Board papers once a year

6.2 C2 Safeguarding Report (Head of Ethics and Integrity)

- JR gave an update following the Safeguarding meeting with the team and the CPSU team. The feedback had been very positive
- She asked that the whole team be congratulated on all the effort and time that went into their preparations for the meeting. The staff had been excellent, demonstrating in-depth knowledge, dedication and effort. They demonstrated a professional and calm approach in their handling of questions and queries. JR reported that the team had been praised for their efforts and it was clear that the whole team have engaged and had input into this important area for our sport to provide leadership. JR asked for all involved to be congratulated.
- Previously grading had been red, amber and green. The grading had been changed to 1-5 (with 5 being excellent) and they would notify us shortly – advising they could see positive changes in the culture and staff in the last year and the rating would have been green on the old system.

Final comments:

- MB advised that it had been good to visit Lilleshall to work with the staff to build up trust. If any Board members would like to have a visit, please contact SW.

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- NA advised that the National Tour Final is at Caldicot Castle in Monmouthshire the weekend of 28/9 September 2019 (with the venue given over for free). We have been approached by a potential sponsor and are currently finalizing a rights package with them. NA is also working with the Welsh Assembly to secure additional reserves and future events. If any Board members would like to attend the National Final Tour, then please let NA know.

Comments for future Board Meetings:

- The Board meetings would become quarterly to tie in with finance reporting
- Board reports will be taken as read on the day
- Please give feedback on the use of the Board package, Convene, to RW
- Voting at a Board Meeting would remain as show of hands on the day
- JR liked the telephone option at Board Meetings

Close

There being no further business, it was declared that the meeting was closed.

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Chair