



**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS**

**13<sup>th</sup> April 2019**

**Crowne Plaza Hotel, Pendigo Way, NEC, Birmingham**

**8.30 – 10.30 am**

<b>Present:</b>	Catherine Wilson	CW	Independent Director
	Erik Rowbotham	ER	Elected Director
	Julie Ryan	JR	Elected Director
	Lizzie Rees	LR	Elected Director
	Mark Davies	MD	Chair & Independent Director
	Neil Armitage	NA	CEO
	Steve Tully	ST	Elected Director
	Pippa Britton	PB	Elected Director
	Yakoob Ali	YA	Co-opted Director
	Lis Bellamy	PB	Independent Director
<b>In attendance:</b>	Trish Lovell	TL	President
	Bob McGonigle	BM	Company Secretary
	Richard Custance	RC	President designate
	Rachel Wilkinson	RW	Company Secretary designate
	Mark Briegal	MB	Chair designate
	Scott Smith	SS	Independent Director designate
<b>Apologies:</b>	Helen George	HG	Co-opted Director designate

Confidential items shown in red.

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

### **General**

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

- Apologies were received from HG.
- 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.

#### **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 9 February 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 Board, Action 10 – Board training on the Mental Health Strategy may be combined with the Strategy Day if this is achievable, RW to arrange.
- February Board, Action 1 – complete.
- February Board, Action 2 – although the document clarifying the selection process had been circulated, it was felt that there should be more detail on the range of costs if self-funding and also how to seek financial assistance if required.
- February Board, Action 5 – the Nominations Sub-committee reported that HG will be co-opted onto the Board with effect from the AGM with the approval of the Board.

#### **AG5: Record of resolutions passed by email**

- Noted

## **Policy & Governance Matters**

#### **AP1 Governance documents review**

It was noted that the policies remain the responsibility of the Board and the procedures are the responsibility of the executive. A number of documents were identified as being past their review date or having review dates in 2019 and it was resolved that these be reviewed and updated as appropriate at the earliest opportunity.

#### **AP2 Approval of KPI's 2018-19**

Whilst the range of KPI's had been determined and agreed following the February meeting, in some cases the target metrics were not available. It would be useful to also have a

comparison with the KPI's for the previous year, where possible, so that the trend will be clear. There were a number of comments:

- Income generation - whilst income generation is shown as a KPI, it does not reflect costs or profit. It was noted that the cost and profit figures are reviewed by the A&R committee on a quarterly basis so it was agreed to leave this KPI as income generation for now but to keep this under review going forward.
- Progress - this is not currently measured and work is being undertaken to obtain data from the clubs and to find ways to simplify this process. YA suggested that this might be suitable for an app.
- Participation – it was noted that it is proposed to move from an annual renewal date to rolling renewal which would eliminate the spike in early October. PB suggested that there may be some innovative ways to reach more new members but the focus to date has been of retention of existing members which is now at 68%. As this settles down, the executive team have ideas around beginners courses, the Big Archery Weekend and working with Center Parcs and the National Trust to attract new participants and to direct those who wish to take it further to local clubs.
- It was noted that the KPI's would be shown on the Archery GB website but the IT team had been busy with other AGM related items in the last week which have taken precedence.

Action: it was resolved that the reporting process for KPI's will be looked at again in September to consider the scope and performance to review its effectiveness.

#### **AP3 Terms of Reference- Performance Advisory Group**

- The Terms of Reference for the Performance Advisory Group had been circulated in advance of the meeting and it was resolved that they were approved as drafted.
- It was noted that Directors would attend the PAG meetings to report back to the Board in respect of how the meetings were working. ST commented in respect of the meeting that he had attended that he was unsure that the members had fully understood the purpose of the meeting and the TOR should assist in this process. However, the objective is to check and constructively challenge the high performance team to ensure that it is operating as well as is possible.
- There was a discussion around having an independent chair to facilitate the constructive challenge process and it was resolved that further consideration should be given to this proposal.

Action: consider further how best to chair the meetings to ensure constructive challenge and draw on experience from other sports.

#### **AP4 WA Congress motions confirmation**

- It was noted that the proposed voting be approved and it was helpful to have the table to illustrate the implications of the proposed changes for Archery GB.

## **Sport Code Compliance**

### **AS1 Project Progress**

- A verbal update was given in respect of the compliance/ governance meeting at UK Sport on 14<sup>th</sup> March. It was noted that the governance responsibility within UK Sport and has moved from Emma Farlow to Dorothy Gbagonah so a handover meeting will be arranged to ensure a smooth transition.

Action: RW and MB to attend a handover meeting at UK Sport to ensure a smooth handover of responsibilities within the UK Sport team.

## Discussion Items

### BD1 Commercial Strategy

- YA noted that a significant element of the income is from coaching and it would be helpful to see how this is broken down in terms of the courses offered. He felt that there could be more support from Lilleshall in terms of operating the courses and ensuring sufficient assessors. Hannah Bussey is providing support and there is also a new app called "Learning Curve" to support the process. It was noted that having a range of courses will help with retention of members.
- Some of the courses have been reworked to shorten their length to enable more participants to attend. There has been no compromise on health and safety issues covered. JR commented that it left less time to get used to shooting but most of the participants had been instructors for other sports and the shorter duration should help attendance. What may have been lost is the time for dealing with repairs - this may be the subject of a further course or other routes of training such as webinars.
- ER suggested that there should be a timeline for a further review in 6 months to consider what does progress look like, defining success criteria, consideration of any blocks to progress and feedback from participants. It was agreed that this could be considered further at the strategy day.

Action: ensure training courses is on the agenda to consider how to progress at the strategy day.

### BD2 Confirmation of date for annual strategy day

It was noted that the next strategy day, due to take place in September / October at Lilleshall, will look at the next 5 year plan from September 2020. NA stated that the intention would be to get board input on the vision and mission of the organisation and to agree a series of values. It was noted that the Board's role is to set the strategy and the executives to implement so it is important that the Board and executive work closely to ensure that the strategy is robust, well-understood and deliverable. It was proposed to start to pull together ideas, possibly using Microsoft teams, as to what would ensure that the best outcomes can be achieved within the time available and to consider independent facilitation.

Action: obtain possible dates to ensure full participation at the strategy day, likely to be a Friday afternoon and Saturday at Lilleshall.

### BD3 Director induction discussion

SS had recently been to Lilleshall for induction and reported that it had been a positive experience and he felt that he had learned a lot in the time available. It would be good to hold the strategy day at Lilleshall to allow the Board to build relationships with the executive and

gain a fuller understanding of the work undertaken there. MB also reported that he had attended an induction session and a staff meeting and it was very positive.

Action: it is necessary to document the induction process in the form of a policy for Code for Governance in Sport purposes and RW will work to prepare a policy for review by the Board.

#### **BD4 Additional independent director**

MB noted that he had met a potential director with experience of playing top level sport and working in education as a head teacher who might be a valuable addition to the experience of the Board. It was noted that the Nominations Committee would consider further the need for a further independent director and, if so, an appropriate way to recruit and will report back to the next meeting.

Action: Nominations Committee to report back to June meeting and to also undertake the annual skills audit of the Board.

#### **BD5 Board Effectiveness**

It was noted that the Board effectiveness review had been undertaken prior to the Board meeting and it gave a generally positive response to the operation of the Board. This can be looked at further in the context of the strategy day which will also give the chance to strengthen relationships with the executive team. There is a requirement under the Code for Governance in Sport for an external review not less than every 4 years which will be required before end of 2019.

Action: RW to follow up with Peter Buglass to arrange external review of the function of the Board during 2019.

#### **BD6 Chair evaluation**

The Chair evaluation report was noted and it was resolved that this was satisfactory.

## **Scrutiny**

#### **BS1a KPI matrix**

#### **BS1b KPI Exception Report**

The KPI matrix and KPI exception report were noted and were subject to discussion as above.

#### **BS1 – Risk register**

CW reported that she is meeting with the Audit and Risk Sub-committee following the Board meeting to discuss handover issues but there are no issues of concern at present. It would be useful to have a clearer understanding of the papers to be provided to the Audit and Risk Sub-committee and RW will work with WS to ensure that these are available and circulated prior to each meeting.

#### **BS2 - CEO Report**

- It was noted that, whilst the Board had requirements to reflect the diversity of the sport and its participants, it would be useful to understand better the diversity of the membership in terms of gender, ethnicity and disability. Efforts have been made at Lilleshall to reflect a wider diversity in the employees but the locality from which it recruits it is not very diverse. NA will produce the statistics for the next Board meeting as the diversity plan forms part of the overall governance requirements.

**Action:** provide to the Board analysis of diversity of membership and employees for the June meeting of the Board.

- ER proposed that the technology / digital plan should be covered further at the strategy day to ensure that the website and digital links with the membership are maximised.
- It was noted that there had not yet been an announcement about the inclusion of archery in the next Commonwealth Games to be held in Birmingham in 2022.
- The word cloud gave a very positive impression and helped to crystallise what makes Lilleshall a great place to work. The next step will be consider what actions might be taken to make it even better.
- The website and magazine redesign reflects a more ambitious communications strategy which includes the new app “Learning Curve” and to get better value from the members’ database. A new member of staff has been recruited to deal with social media engagement but it was noted that there is a need for more training on inclusive language on disability and diversity training. It was proposed to contact the BPA to obtain their guidance on appropriate language and terminology. More use will also be made of short webinars covering training and techniques for members on topical subjects.
- YA commented that some clubs with a more diverse membership are not affiliated to Archery GB. NA commented that they have recruited new ambassadors to seek to contact these clubs and to illustrate what affiliation to Archery GB can offer to their members.
- NA confirmed that 2 compound teams had reached the gold medal matches at the championships in Minsk and the matches were taking place later that day.
- It was noted that the sports report was a little disjointed and needed to reflect both what had worked and what had not. It was suggested that the KPI reporting should assist in giving structure to this section.

### **BS3 Athlete transition paper**

The athlete transition paper circulated to the Board in advance of the meeting was noted. It was felt that there would need to be some more detail included around how athletes are moved from the world class programme but should be retained within the sport with the potential to support current athletes or on the coaching side giving a more holistic approach rather than just an immediate welfare focus. MD commented that this is a key area of focus from funding bodies and in the political arena so it is important that the transition process is carried out in a way that is supportive and effective in accordance with our policies, sports that do not achieve this will be penalised. PB referred to a report from Dame Tanni Gey-Thompson on on-going responsibility to ensure a supported and effective transition which would include an exit interview, on-going contact and exploring opportunities to retain high performing athletes within the sport and it was considered that more work would be required to become an exemplar of good practice.

### **BS4 Aspiration fund plans**

It was noted that reporting to the Board is a condition of Aspiration Funding and there is also a requirement for a social impact plan on the application of the funding. There will be a meeting at Lilleshall on Thursday 18<sup>th</sup> April to consider further the targets to ensure that they are as clear as possible looking forward.

### **BS5 Response to Sport Resolution Tracking**

It was noted that this now looks complete but there are incomplete links to the website that will need to be addressed and resolved. It was proposed that it be put on sharepoint to avoid having to circulate all the attachments to the Board. For participants who are having to pay for participation, there is a hardship fund and other charitable support for those who may struggle financially to participate. NA will present further on this at the June Board meeting.  
Action: NA to present at June Board meeting in more detail.

### **Section 3: Matters for report / information only**

#### **C1-C6 Board Information Papers**

The papers circulated in advance of the meeting were noted.

#### **C3 Safeguarding Report**

The Safeguarding Report circulated in advance of the meeting was noted.

### **Section 4: Another other business**

#### **AGM**

It was requested that the CEO presentation for the AGM be circulated at least 1 week ahead of the AGM in the future to enable the Board to provide feedback and any further comment.

#### **Vote of thanks**

There was proposed a vote of thanks for MD, PD, CW, TL and BM in respect of their tremendous contribution to the work of the Board over the last few years as evidenced by the significant gains made in terms of the governance and operations of Archery GB led by the Board.

#### **Close**

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

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Chair