

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

**10.00-16.00, Saturday 23 July 2016**

**Archery GB, Lilleshall National Sports Centre**

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| --- | --- | --- | --- |
| **Present**: | Mark Davies | MD | Chairman & Independent Director |
|  | Neil Armitage | NA | CEO |
|  | Simon Cordingley | SC | Elected Director |
|  | Muriel Kirkwood | MK | Elected Director |
|  | Chris Mortlock | CM | Independent Director |
|  | Lizzy Rees | LR | Elected Director |
|  | Erik Rowbotham | ER | Elected Director |
|  | Julie Ryan | JR | Elected Director |
|  | Steve Tully | ST | Elected Director |
|  | Bryan Woodcock | BW | Elected Director |
|  |  |  |  |
| **In attendance:** | Trish Lovell | TL | President |
|  | Susan Walford | SW | Board Secretary |
|  | Bob McGonigle | BM | Company Secretary |
|  | Freddie Collier (in part[[1]](#footnote-1))  Wendy Stead (in part²)  Lindsay Impett (in part³) | FC  WS  LI | Membership Services Manager  Finance Manager |

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

General

# AG1: Opening Remarks and Apologies for Absence

* MD welcomed the Board Members and advised that apologies had been received from PB and DH.
* Most of the Board had an opportunity to attend Board training which had been beneficial.
* MD advised that he would not be proposing votes to the Board anymore but look to having a consensus on items and that following the Board training he was looking for consensus from the Board to adopt the Nolan principles. This was agreed.

**Action 01: Following Board training BM to make arrangements for the Board members to accept the Nolan Principles**

# AG2: Declaration of Interest

There were no verbal conflicts relating to this agenda.

# AG3: Minutes of the 17 April 2016 Board Meeting and Conference Calls of 9 May, 30 May and 23 June

* JR advised that she had not be present on the CC of 23 June. This would be amended.

**Action 02: BM to arrange to amend the Conference Call notes of 23 June to show that JR was not present**

# AG4: Matters Arising not otherwise covered by the Agenda.

* There were no matters arising.
* SC had put forward two items by email for further discussion.

1. He felt that there had not been an opportunity for the Board to discuss how it sees the next 25 years - building on the current strategy to develop a clear, shared picture of our sport moving forward. In essence a series of postcards from the future.
2. How we value/cost the contribution of the volunteer workforce in our current and future activities and how we might envisage their contributions being retained/enhanced/modified to support growth and the efficient delivery of our sport on the ground (a strategic viewpoint rather than detailed operational considerations).

* NA suggested that a day Board Strategy meeting be arranged to discuss a framework and asked SC to lead on the item relating to the volunteer workforce
* BM would look at a date in early November and asked for dates to avoid. CM requested to avoid 14 and 24.
* MD reminded the Board that it was the Olympic and Paralympic send off on the next day and wished the teams well on behalf of the Board. He would also send them a message through the ezine.

**Action 03: BM to arrange for a Board Strategy Meeting to be set up to include discussion AGB in the future and the contribution of the volunteer workforce.**

Policy & Governance Matters

# AP1: Approval Items

## Approval of the Disciplinary Policy

* FC joined the meeting to give an update on the Disciplinary Policy and Safeguarding. He outlined AGB’s involvement with the sport unit of the NSPCC and that we had achieved the CPSU advance award. As a result of this award it was necessary to have Safeguarding as a regular item on the Board Agenda and they required the Board to have training on safeguard. BM would look at this for a future date.
* FC advised that we were also moving forward with safeguarding for vulnerable adults
* ST made an observation that in the event of an incident of accusation the person accused was made to feel guilty immediate and have to prove their innocence. FC replied that his responsibility as Safeguarding Officer meant he had a duty of care for children not the adults. It could also damage our reputation if we did not act quickly.
* It was also discussed if vexation falls under the policy and agreed that it was covered in Misconduct of the Disciplinary Policy.
* MK asked how the Scottish dealt with safeguard as there was no mention in the document. FC had put forward wording to them to use in the policy and was waiting for a reply from the SAA.
* MD identified areas of the policy that needed further discussion.
* FC was asked to amend an area which stated that the version of the policy is relevant at the time of the incident.
* The Board agreed to adopt this policy.

**Action 04: BM to look at a date for Board training on Safeguarding and discuss with FC**

**Action 05: FC was asked to update the Disciplinary Policy in line with the Board’s requests**

## Approval of the Staff Disciplinary Policy

* The Staff Disciplinary Policy was covered in the CEO remit
* There were no comments on this policy

## BR-12-01 ToR Nominations Committee

* Following discussion it was agreed that the ToR were standard terms use by many other boards. Reference had been taken out to AGB.
* As there were no objections the general consensus was to adopt the ToR for the Nominations Committee.

## Articles of Subsidiary Companies

* BM advised that there were two dormant companies currently registered, for Archery UK Limited and Archery GB Limited and presently both had DH as Chairman for signature. He asked if this should be changed.
* ST asked what was their purpose
* BM they were to protect AGB intellectually by reserving the name and the other is the magazine name
* It was agreed that in future there should be 3 directors, with the CEO being one and the Chair of Audit & Risk as another in case legislation changes and we may use them. The Chairman should not be one.
* BW asked if Companies House would assume the increase in directors was because we had started trading under the names. BM would check this and if it was acceptable to have the CEO and Chair of Audit & Risk

**Action 06: BM to check if the increase in directors would cause any issue and if it was acceptable to have the directors being the CEO and Chair of Audit & Risk**

## Independent Director Advertisements

* MK had prepared advertisements for Independent Directors to replace Mark Davies (Chairman) and Neil Armitage (CEO) and MD asked for any comments.
* NA commented that the adverts should include ‘any director would be expected to accept the Nolan principles.
* SC queried the standard of qualification and it was agreed these should be UK standard, but would consider other countries standards, if suitable.
* Following discussion, it was agreed that one application would advertise for a high level financial qualification to chair the Audit & Risk Committee and the advert would be for Law or HR to chair the Nominations Committee.
* Advertising would need to encompass disability and gender. E.g. Women on Boards, Disability England, Sport England (SE), Sport Scotland and Sport Wales, UK Sports, Global Sports jobs. SW to place adverts, once amended.
* An interview panel would be set up consisting of MK (Chair), MD, CM (if available), JR and NA. ER was will to step in if necessary.
* BM would report into the October Board meeting with recommendations, with similar RAG status as recently presented for the CEO position.
* NA requested that PB be invited to sit on the panel as well.
* MD asked if the Board should invite SE and UKS. The consensus was that the process was more robust now and AGB could deal with this.
* SC suggested asking someone with a HR background. MK would consider adding as an ad hoc.
* MK and BM would set the interview date and details.
* MD updated the Board by advising them that NA was now the CEO of Archery GB with contracts signed and thanked CM for his time negotiating the contract. A formal announcement to staff and press would be prepared by MD.

**Action 07: MK to update the Independent Director advertisements and forward them to the relevant people for placing internally and externally.**

**Action 08: MD prepare a Press Release to be circulated and write to AGB staff regarding NA’s appointment as CEO for AGB.**

# AS1. Risk Register

* NA asked WS to update the Board on the Risk Register
* WS advised that the document was still WIP and looking at the top risks and secondary emerging risks.
* WS is currently working closely with the Audit & Risk Committee to make sure the document had all the risks which the Board wanted to see and in line with the Risk Management Policy, although this needed to be reviewed
* MD felt that the Board needed to have the full register but not the Risk log.
* MD asked for the 3 x 3 risks to be changed to separate columns
* ST highlighted an inherent risk as clubs are opting out of AGB and insuring elsewhere.
* Evidence that membership was starting to slow. MD agreed and mitigation could be to have rewards for the members and a communication. MD asked for SB to attend the next Board meeting to discuss a Communications Strategy.
* NA agreed that AGB needs to show the value of membership to a club or member and the new Membership Card Holder would outline our value to them. As part of the Commercial Strategy NA was in discussion with the insurers regarding offers as a lot of members only prescribed because of the insurance.
* NA advised that he was working with the Senior Management Team (SMT) but unable to put mitigation in place at the moment.
* The SMT were also looking at a system to award our volunteers as well as widening the breath of volunteers in the future.
* Following a discussion regarding the risks if our stakeholders withdrew funding, it was agreed to include this as part of the Board Strategy Plan meeting and have a paper on where the stakeholder’s money goes and what would happen if it was withdrawn.

**Action 09: SB to attend the October Board meeting to discuss a Communication Strategy**

**Action 10: NA to arrange the Agenda for Board Strategy meeting and include the risks if our stakeholders (SE & UKS) withdrew their funding**

# AS2. KPI Dashboard and Operational Plan

* This is still a work in progress.
* An improved CRM will help develop the system.
* Create a KPI system and have a set of KPS’s against the 5 P’s.
* Progress spread sheet could be improved further
* NA asked for comments regarding the Dashboard and this was discussed further. NA would pass these on and bring back another version for the October Board meeting

**Action 11: NA to discuss improvement for the KPI Dashboard and Operation Plan with the SMT and bring back an updated version to the next Board meeting.**

# AS3. Finance Quarterly Report

* WS gave an update of the Finance Quarterly Report.
* The financial risk from the Euro was considerably less than original depicted. WS had been in discussion with HMRC regarding the posting of finance for it.

**AS4. Annual Self Assurance Return Action Plan Update**

* No comment on the submitted papers

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

# B1. CEO Report

* NA asked that the report be taken as read and advised that the Strategy Plan development was progressing following the publication of the DCMS sporting strategy and SE strategy.
* NA had attending a scoping meeting with SE to discuss AGB investment. Originally SE were trying to cover the 5 DMCS strategy areas but had narrowed these down to look at what areas sports did best and grow the sport. They were now concentrating on physical wellbeing. AGB could meet their needs but it was a big piece of work and NA was in discussion with a partnership.
* NA had spoken with most of the Chairs of the Operation Committees and asked them to return a committee activity form to enable the SAGs to be driven forward. The consensus from the committees to move forward had been encouraging and all had responded except one. This was still WIP. The strategy lead for Coaching and Competitions would sit with David Tillotson, being involved in both camps and a dialogue had already started with the NCC.
* NA updated the Board on the App. ER believes that only one version is being worked on (IOS) with android following. NA would obtain further updates from PD as he believed both versions were being worked on.
* ER could not see wire frames. BM would email these after the meeting.
* CRM – further discussion was taking place to upgrade our current CRM system as it was going to be necessary to manipulate some data in the future.
* NA had also been speaking with organisations and agencies regarding sponsorship. As well as other NGBs regarding sharing databases with them.
* NA was keen to loss the Robin Hood dependency and wanted to change the branding to a more fun sport. He had given this challenge at a recent PR meeting.
* AGB had recently filmed A League of Their Own with James Cordon, which included archery and two of the members.
* ST suggested that AGB has a patron. MD would take this further.
* BW asked when we would be losing sponsorship by Foresters. This would be after Rio and NA felt it gave more opportunities to approached bigger organisations.

**Action 12: NA to obtain an update the App with PD**

**Action 13: BM to email the wire frames following the meeting**

## Matter for discussion by CM: Operations Committee

* CM advised that there were rumours that the Operation Committees are being disbanded and replaced by paid staff.
* Following discussion, it was agreed that the CEO would send further communication to the Committees to clarify that nothing would change for the time being (except coaching) and include how valued their expertise is and appreciation of the time they commit to archery.

**Action 14: NA to write to the Operations Committees to clarify that it was BAU for the time being**

**MD requested that, in future, Any Other Business be flagged up before the beginning of the meeting in case there was not enough time to discuss it.**

# B2. Board Training/Skills Audit

* MD commented that all Board Members had a training session with Peter Buglass and MD asked the Members to speak with him if they had any comments.
* Peter has been invited to sit in on the October Board meeting with more training following on afterwards.
* Peter is available for one to one training and anyone interested should let MD know.
* Skill matrix – the Board would be asked to do this again and see where more changes were needed.
* BM to arrange training with the October Board meeting.

**Action 15: Board Members interested in one to one training with Peter Buglass to let MD know.**

**Action 16: BM to arrange further training at the October Board meeting.**

# B3. European Championships 2016 Exit Report

* LI joined the meeting and gave a review of the European Championship which had been extremely successful and compared with a world class event due to the high level of commitment by staff and volunteers.
* Hilda Gibson (HG) had been elected onto the WAE Executive Board. ER felt there needed to be more of an understanding how this could be used on international influencing. The Board would pass on their congratulations to HG and ask her to provide a paper on International Influencing.
* TL commented that WA and WAE were entrenched in old fashioned protocol and that AGB should have done more wining and dining at the Event. MD advised that there had been changes within AGB and that the role of the President’s office should take over this role going forward
* MD asked if we bid on a future event (in 2022) on what basis should bid. LI replied that resourcing was a major consideration as this year had also included the Strategic Plan, Olympics and an office move.
* MD suggested putting together a glossy brochure of the event but NA advised that this would be included in a brochure produced by UKS.
* NA congratulated LI on her quality of work on this project.
* LI gave the Board a plaque from WAE

Section C: Matters for report/information only

# C1. Activity report from Board Committees

* Remunerations Committee – CM advised that the Remuneration Committee Terms of Reference had been updated and incorporate previous comments.
* CM suggested that this be send out for approval by a conference call rather than wait until the next Board Meeting in order to gets the Terms of Reference agreed and add members to the committee.
* CM would pass to BM to circulate with clear instructions and ask for a response within 7 days.
* MD asked if there were any further comments relating to the Nominations Committee ToR; MK confirmed that the Committee currently consisted of MK (Chair) and MD, and a new Independent Director would join the Committee to fill the gap once one had been appointed.
* Audit & Risk Committee – this was now conflicted with NA becoming CEO. The other members of the Committee were MK and SC. It was agreed to make SC Chair until a second new Independent Director was appointed and could be brought onto this Committee to replace NA.
* Following discussion on whether one Director should sit on more than one Board Committee, it was agreed that the Audit & Risk Committee would be SC (Chair), JR and ER.

**Action 16: CM to pass on the Remuneration Committee Terms of Reference to BM to circulate for approval.**

# C2. Board Meeting Dates

* BM asked Board Members if there was a preference to a Board meal before or after the October Board meeting with Peter Buglass in attendance.
* It was also considered that perhaps there should not be a Board meeting the day after the AGM to enable new Directors to attending training before coming to a Board meeting. This had been rejected at the April Board meeting but would be consideration.

# C3. AGM 2016/17

* BM submitted a review report and confirmed that the AGM 2016/17 would be held at the Crowne Plazza, Birmingham on 8 April 2017.
* BM remind the Chairman of his commitment to establishing a hardship fund.

**Action 18: NA to report at next Board.**

# C4. Performance Director Report

* No comment

# C5. Safeguarding Report

* This had been discussed earlier in the meeting with FC present

# C6. Off line Self Assurance 2016

* No comments

# C7. Proposal to make Donation to WA Centre

* ST submitted a paper requesting a donation to the World Archery Excellence Centre, and his paper was approved by the Board

# C8. Staff Newsletter

* No comments

The meeting closed at 16.05

# Actions

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| --- | --- | --- | --- |
| **Agenda** | **Action** | **Action** | **By whom** |
| **AG1** | **1** | **Following Board training BM to make arrangements for the Board members to accept the Nolan Principles** | **BM** |
| **AG3** | **2** | **BM to arrange to amend the Conference Call notes of 23 June to show that JR was not present** | **BM** |
| **AG4** | **3** | **BM to arrange for a Board Strategy Meeting to be set up to include discussion AGB in the future and the contribution of the volunteer workforce.** | **BM** |
| **AP1** | **4** | **BM to look at a date for Board training on Safeguarding and discuss with FC** | **BM** |
| **AP1** | **5** | **NA to arrange with FC to update the Disciplinary Policy in line with the Board’s requests** | **NA** |
| **AP1** | **6** | **BM to check if the increase in directors would cause any issue and if it was acceptable to have the directors being the CEO and Chair of Audit & Risk** | **BM** |
| **AP1** | **7** | **MK to update the Independent Director advertisements and forward them to the relevant people for placing internally and externally.** | **MK** |
| **AP1** | **8** | **MD prepare a Press Release to be circulated and write to AGB staff regarding NA’s appointment as CEO for AGB.** | **MD** |
| **AS1** | **9** | **NA to arrange with SB to attend the October Board meeting to discuss a Communication Strategy** | **NA** |
| **AS1** | **10** | **NA to arrange the Agenda for Board Strategy meeting and include the risks if our stakeholders (SE & UKS) withdrew their funding** | **NA** |
| **AS2** | **11** | **NA to discuss improvement for the KPI Dashboard and Operation Plan with the SMT and bring back an updated version to the next Board meeting.** | **NA** |
| **B1** | **12** | **NA to obtain an update the App with PD** | **NA** |
| **B1** | **13** | **BM to email the wire frames following the meeting** | **BM** |
| **CM** | **14** | **NA to write to the Operations Committees to clarify that it was BAU for the time being** | **NA** |
| **B2** | **15** | **Board Members interested in one to one training with Peter Buglass to let MD know** | **All** |
| **B2** | **16** | **BM to arrange further training at the October Board meeting** | **BM** |
| **C1** | **17** | **CM to pass on the Remuneration Committee Terms of Reference to BM to circulate for approval.** | **CM/BM** |
| **C3** | **18** | **NA to report on establishment of hardship fund** | **NA** |

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| Description: C:\Users\bobmcg (other work)\Desktop\M&D 11-12\Brand\Conversions\Policies\GNAS logo colour - use after 2011.jpg | Archery GB is the trading name of the Grand National Archery Society, a company limited by guarantee no. 1342150 Registered in England. |

1. FC attended for the item for Approval of the Disciplinary Policy and item C5 on Safeguarding

   ² WS attended for the item AS3 the Financial Quarterly Report

   ³ LI attended for the item B3 European Championships 2016 exit report [↑](#footnote-ref-1)