

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

**8 October 2016 - 09.00-12.30**

Park House Hotel, Shifnal

|  |  |  |  |
| --- | --- | --- | --- |
| **Present**: | Bryan Woodcock | BW | Elected Director |
|  | Catherine Wilson | CW | Independent Director |
|  | Chris Mortlock | CM | Independent Director |
|  | Dave Harrison | DH | Elected Director |
|  | Erik Rowbotham | ER | Elected Director |
|  | Julie Ryan | JR | Elected Director |
|  | Lis Bellamy | LB | Independent Director |
|  | Lizzy Rees | LR | Elected Director |
|  | Mark Davies | MD | Chairman & Independent Director |
|  | Muriel Kirkwood | MK | Elected Director |
|  | Neil Armitage | NA | CEO |
|  | Pippa Britton | PB | Co-opted Director |
|  | Steve Tully | ST | Elected Director |
|  |  |  |  |
| **In attendance:** | Trish Lovell | TL | President |
|  | Bob McGonigle | BM | Company Secretary |
|  | Sue Walford | SW | Board Secretary |
|  | Peter Buglass | PeB |  |
|  | Wendy Stead (in part[[1]](#footnote-1))  Sarah Booth (in part²) | WS  SB | Finance Manager  Marketing Manager |

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

General

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

* MD welcomed the Board Members and introduced the 2 new Independent Directors, Lis Bellamy and Catherine Wilson, following a brief run-through of the recruitment process.
* No apologies
* The Board noted the resignation of Simon Cordingley and recorded their thanks for his work and inputs.
* Board Members were all asked to sign agreement of the Nolan principles and return to SW.
* The Chair recorded formal congratulations to all those who did well in Rio – highlighting John Walker for his two Gold medals, Vicky Jenkins’ determination to compete despite being in hospital the day before, which enabled the Women’s team to have a clean sweep of 1,2,3; and Amy Oliver for becoming the first double world champion following competing in World Archery Field Championships in Dublin last week.

# AG2: Declaration of Interest

There were no verbal conflicts relating to this agenda.

# AG3: Minutes of the 23 July 2016 Board Meeting and Conference Call of 9 September

* MD asked for approval of the Minutes of 23 July. The following amendments were requested:
  + Action 14 – mark as completed
  + Page 3 - amend to ‘as there were no objections’
  + Page 4 - amend to ‘what was their purpose’
  + Page 9 - amend to ‘prove yourself’

**Minutes of 23 July 2016 Minutes: Approved subject to the above changes**

**Conference Call of 9 September: Approved**

The Company Secretary asked the Chairman for permission for the Board Secretary to sign Minutes using his electronic signature. The Chairman agreed.

# AG4: Matters Arising not otherwise covered by the Agenda

* A request was made for a Director to agree to be the 3rd signature on dormant companies.
* DH agreed to be the 3rd signature
* MD confirmed there were no matters arising from the last minutes

Policy & Governance Matters

# AP1: Approval Items

## AP1(a): Board Meeting Timetable, Committee Structures & Boar Champions

* The Chairman asked for comments regarding the Board moving to bi-monthly meetings instead of 4 times a year and holding them in different parts of the Country.
* Concern was expressed for staff if the meetings continued to be held at the weekends and the Board was asked to consider holding meetings mid-week.
* It was agreed that it suited most members of the Board to continue to hold the meetings on a Saturday. The decision as to whether staff members who needed to attend should be given time off in lieu was deemed to be a matter for the CEO
* The preferred format for the meetings would be to have venues with good transport links, to enable Members to arrive and leave as soon as possible.

**Board Approved**

**Action 1: BM to arrange for new venues to be sourced.**

* The Chair asked if there were any comments regarding the newly constructed subcommittee members.

It was commented that the skills matrix was still to be updated and that would help to define suitable members and place accordingly in committees afterwards.

**Action 2: LB would look at the skills matrix and come back with recommendations**

* Board Champions were confirmed as: Equity, Pippa Britton; Good Governance, Catherine Wilson; and Safeguarding, Julie Ryan.
* The Champions were asked to produce a role description to be approved by the Board at its next meeting

**Action 3: Champions to write Role Descriptor**

## AP1(b): Reserved Powers

* It was requested to change 3.3 Regulations for Overseas travel to a Travel Policy
* 2.3 and 7.6 queried as a possible conflict

BM withdrew Reserve Powers and would resubmit at the next Board Meeting

**Action 4: BM to resubmitted Reserved Powers at the next Board meeting following changes**

## AP1(c): Remunerations TofR

Remunerations TofR submitted and asked for approval with two amendments:

1. Quorate to be 3 not 2
2. To include the frequency of meetings

After further discussion, it was agreed that under Duties V. ‘in consultation’ would be changed to ‘in conjunction’

**Board Approved with changes**

**Action 5: CM would make changes and forward updated document to BM**

## AP1(d): Changes to the Articles

* The Board were requested to approve the principle of the changes to the Articles and the precise wording would come back to the January meeting in time for the 2017 AGM membership package
* A request was made to change the Articles into plain wording. Following discussion regarding changing the historic legal wording it was agreed that the explanation to change any part of the Articles should be written in plain English (making it easier to understand) for the membership AGM package.
* It was commented that it would be a massive undertaking to change the Articles.

## AP1(e): Appointment of Scrutineers

* Only two applications had been received - the Chair asked for comments.
* It was noted that one of the applicants was well known to many on the Board, and the other was not known
* Concern was raised on timing if any problems were highlighted. It was commented that any problems would be identified during training in 2017, allowing replacements to be sought if needed for 2018
* Following discussion, it was agreed that the Scrutineers should observe at the 2017 AGM and take over in 2018
* The Chair asked if the Board could approve subject to the above

**Board Approved**

## AP1(f): Appointment of Elected Director

* MK thanked Board Members for their help with the recent Independent Directors selection
* It was recommended that the advert for the Elected Director is accepted with one change regarding the frequency of the Board meetings.

**Board Approved**

* MK then handed over the Chair of the Nominations Committee to LB
* MD thanked MK for all her work on the recruitment of the two Independent Directors

## AP1(g): Appointment of Safeguarding Champion

* A Safeguarding Champion was needed on the Board to comply with regulations from CPSU.
* They would be required to report back to the Board and be aware of interaction with children.
* It would require them to attend one safeguarding course each year.

**JR agreed to become the Board Safeguarding Champion**

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

Scrutiny

# BS1. Risk Register

* CM observed that a lot of actions are being tolerated whereas his experience of these matters would indicate more of a balance between the risks categories.
* NA was asked to re-examine balance of treat vs tolerate with the SMT.
* A&R Committee to compile a list of non-compliances and how we are going to deal with them. CW to lead.
* BW expressed concern regarding emerging risks around funding and asked how the Board could help.
* NA advised that the SMT were waiting for further information on funding, reviewing budgets on an on-going basis, having more frequent meetings to monitor and would report back.
* MD would like to see an addition column which showed the number of months that a risk had been on the register. He commented that he was less concerned about emerging risks than he was about risks that were not being treated. Risks that emerge but are shut down was not, in his view, a cause for concern, although continued emergence might indicate a poor direction of travel.
* NA advised that the reporting method was still evolving as the trend was always changing.

**Action 6: NA to re-examine the balance on the Risk Register with the SMT**

**Action 7: Audit & Risk Committee to compile a list of non-compliances and how to deal with them**

**Action 8: NA to report back once further information is known on SE funding**

**Action 9: NA to review the Risk Register reporting method with the SMT.**

# BS2. CEO Report

NA outlined key points in his report.

* Law 22.
  + This was discussed in detail with comments including: although the actual numbers of complaints received were small, some of them were from members giving their time in senior volunteering positions; and that quoting Law 22 (that applies to Clubs) had caused some confusion.
  + The Board accepted that it needed to support the SMT on the issue, having decided at a previous Board meeting that the policy was right. The Board expressed its support for the Membership Services team which has been under fire for implementing the policy, which it as accepted had been introduced because the law had in one significant instance been used to circumvent a structural inadequacy.
  + It was also agreed that:
  + further feedback should be sent to NA.
  + it may be sensible to introduce a different category of ‘non shooting’.
  + NA should arrange for a review of our structure with regard to disciplinary action made by Counties and Region. This should be parked until the after the Strategy review, but completed within the AGM timescale.
  + CM asked who would respond to the complaint received from Eric Jackson. MD noted that he was the only person on the Board who had not been sent Eric Jackson’s correspondence by Mr. Jackson directly, and agreed to look at it and take it off line.
* Marketing Communication
  + McCann contract ended. ER asked if we have the skills to do this in-house. NA advised that changes were being made in the Marketing department
* Chairman’s Fund
  + LB expressed concern about its proposed set up and asked who would decide who would receive the funds.
  + CM commented that the hardship fund was originally intended to help juniors to pay their fees as the en bloc junior club fee was abolished.
  + The Board agreed that this was the original intention and that this should be what the Fund addresses
  + NA to request the Archery Foundation to look at the draft form and update it to help juniors who were having difficulty paying the membership fee.
* KPIs
  + MD commented that he was not happy with the KPIs but expressed sympathy for the SMT’s attempts to put them together on the basis that the Board had not been clear about what they wanted to see. He proposed that this was pulled away from the SMT and was looking for a Board Leader to take it forward.
  + CM offered to help with this and asked if anyone had a direct on what the Board would like to see. He asked members to send what metric works for them in the scope of their expertise and would want to support.
  + CM requested feedback by the end of October, with a copy to BM who will provide secretarial support.
  + NA asked that feedback is related to the Strategic Plan.

The Chair asked that in future incisive questions were asked of the CE Report rather than people offering a series of anecdotes, in the interests both of time and of allowing proper scrutiny of the executive team’s performance.

**Action 10: Law 22. Feedback regarding Law 22 be fed back to the CEO to enable a review of our structure regarding disciplinary action made by the Counties and Regions**

**Action 11: MD to respond to complaint on Law 22 from Eric Jackson**

**Action 12: NA to request the AF review the draft Chairman’s Fund form and update to the original intention announced at AGM 2016.**

**Action 13: Board Members to provide feedback regarding what they would like to see included in the KPIs to CM and BM in their areas of expertise by the end of October**

# BS3. Finance Quarterly Report

* WS joined the meeting and gave an overview of the Financial Quarterly Report advising that the changes mainly related to the change of CEO and showing a flat rate membership increases which had previously shown an increase.
* BW asked what impact there would be if no grant funding was forthcoming.
* WS advised that it would be a tidal wave throughout the organisation but the forecast would be Business as Usual with reserves being acceptable for 5 years.
* CM asked for sight of a worst-case scenario before it happens.
* WS to discuss at the SMT Strategy away day. NA to arrange to add it to the agenda

**Action 14: NA to arrange for a worst-case scenario costing to be prepared, if AGB received no funding**

# BS4. Operational Budget 2016-17

* WS gave a brief outline.
* MD requested formal approval for the Operational Budget 2016-17

Proposer: NA

Seconder: CM

**Board Approved unanimously**

Discussion Items

# BD1. Off-line Self-Assurance

Formal approval was required.

Proposer: CW

Seconded: JR

**Board Approved unanimously**

## BD2. Communications Strategy

The paper was taken as read. SB asked for questions.

* Areas for improvement: trust and transparency had underlining issues
* Marketing Comms to underpin the Strategy Plan
* Making members understand why or what we are doing.
* MD commented that a key to good communication was frequency rather than detail, and suggested that communication between the SMT and members on a regular basis, if only using simple bullet points to highlight what we have been doing, was important to ensure that members can have information directly from AGB rather than receiving a twisted version of developments through a third party. He commented on the need to tailor how we talk to members or stakeholders rather than trying to do everything through a single medium that is therefore by definition less frequent in its publication.
* MD suggested that a more modern and accessible website was key. He asked when one could be ready, and asked for a Webinar or phone-in format of communication that allowed members to hear directly from (and put questions to) the CEO (and where relevant other key members of management and, if appropriate, the Board) to be implemented by January 2017.
* It was noted that whereas our wish communication wish lists of communication strategies continue to grow, we need to recognise that we are resource-constrained. ER asked how the Board could help as there are only two people in Marketing. SB said that the best thing that the Board could do was to communicate in turn to the Comms team, to allow them to get the messages out. She noted that there were two comms specialists on the Board and said that this was likely to make the Comms team’s job easier.

**Action 15: NA to arrange for a Podcast Plan – to be discussed at the SMT Strategy day**

**GNAS Logo**

The Board was asked to agree to the removal of the ‘green man’ GNAS logo from AGB material

SB noted that the SMT was fully aware of the legal obligations it has relating to wording on documents and advised that the linkage statement would remain. The removal of the logo was requested to avoid confusion, as there were currently two logos.

DH asked to record that he was uncomfortable with the removal of the GNAS logo from AGB material.

PB reminded the Board that we are a historical organisation. It was noted that there is nothing to prevent the GNAS logo being used again in the future as a stand-alone logo if that was at some future point part of the organisation’s strategy

**Board Approved removal of the GNAS logo from AGB material**

# BD3. Governance STWP Report

* ER presented the findings of the STWP
* The STWP highlighted 4 recommendations and believes that the Board should have a Governance Champion to deal with poor behaviour rather than Governance guidance.
* It was agreed that CW or LB would be the most qualified and they were asked if either was prepared to become the Governance Champion. CW agreed and ER would send details from the report to her with the proviso that CW would alert MD if it too much work.
* Recommendation 1. Approved in principle
* Recommendation 2. BM will review paras 39, 66, 67 and 125 of the Articles to clarify interpretation
* Recommendation 3. There was debate around the title (Senior Independent Director or Vice-Chair) that should be adopted by anyone appointed within the Board to take over from the Chair in given circumstances, and it was commented [who by?] that there was no sufficient clarity as to whether the role of this person was simply to fill in for an incapacitated Chair or, additionally, to provide a further function of providing Board feedback to the Chair.  CW and MD both stressed that it would be usual practice to have a SID on corporate boards, who could fulfil the latter role, and suggested that one be adopted by AGB, but there was some concern that some members would be uncomfortable with this and a graded approach was favoured. The principle of the recommendation was accepted, but the Board felt further work was required on the description and that a candidate needed to be identified. ER agreed to revert to his STWP and provide a descriptive for the next Board meeting of the focus of the position, as well as to bring back a recommendation for the next meeting of either a SID or Vice-Chair.
* Recommendation 4. It was agreed that this required further consideration and that MD & BM should provide a paper for the January 2017 Board.
* Thanks, were given to the members of the STWP committee for their work.

**Action 16: ER to send CW (as Governance Champion) report details**

**Action 17: Recommendation 2. BM to review paras 39, 66, 67 and 125 of the Articles to clarify interpretation**

**Action 18: Recommendation 3. SWTP to prepare for the next Board Meeting, a descriptive focus for a SID or Vice-Chairman to take over from the Chairman if required.**

**Action 19: Recommendation 4. Approved with MD & BM to discuss clarification of process of Board Directors being elected at an AGM and appointed to attending a forthcoming Board meeting.**

Section C: Matters for Report/Information only

# C1. Board meeting dates

**Action 20: Board dates to be sent separately**

# C2. AGM 2017

On track

# C3. Safeguarding Report

For information

# Other

* BM advised that the present technology (SharePoint) being used to support dissemination of Board papers presently provides an adequate but limited solution. A review is taking place.

# Actions

|  |  |  |  |
| --- | --- | --- | --- |
| **Item** |  | **Action** | **Completed** |
| **1** | **BM to arrange for new venues to be sourced.** | **BM/SW** |  |
| **2** | **CW would look at the skills matrix and come back with recommendations** | **CW** |  |
| **3** | **Champions to write role descriptor** | **PB, CW, JR** |  |
| **4** | **BM to resubmitted Reserved Powers at the next Board meeting following changes** | **BM** |  |
| **5** | **Remunerations TofR. CM to make changes and forward to the CS later in the day** | **CM** |  |
| **6** | **NA to re-examine the balance on the Risk Register with the SMT** | **NA** |  |
| **7** | **Audit & Risk Committee to compile a list of non-compliances and how to deal with them** | **A&RC** |  |
| **8** | **NA to report back once further on SE funding once further information is known.** | **NA** |  |
| **9** | **NA to review the Risk Register reporting method with the SMT.** | **NA** |  |
| **10** | **Feedback regarding Law 22 to be fed back to NA to enable a review of our structure regarding disciplinary action made by the Counties and Regions** | **All** |  |
| **11** | **MD to respond to complaint on Law 22 from Eric Jackson** | **MD** |  |
| **12** | **NA to request the AF review the draft Chairman’s Fund form and update to the original intention announced at AGM 2016.** | **NA** |  |
| **13** | **Board Members to provide feedback regarding what they would like to see included in the KPIs to CM and BM in their areas of expertise by the end of October** | **All** |  |
| **14** | **NA to arrange for a worst case scenario costing to be prepared, if AGB received no funding** | **NA** |  |
| **15** | **NA to arrange for a Podcast Plan – to be discussed at the SMT Strategy day** | **NA** |  |
| **16** | **ER to send CW (as Governance Champion) report details from the STWP Governance Report** | **ER** |  |
| **17** | **Recommendation 2. BM to review paras 39, 66, 67 and 125 of the Articles to clarify interpretation** | **BM** |  |
| **18** | **Recommendation 3. SWTP to prepare for the next Board Meeting, a descriptive focus for a SID or Vice-Chairman to take over from the Chairman if required.** | **Gov STWP** |  |
| **19** | **Recommendation 4. Approved with MD & BM to discuss clarification of process of Board Directors being elected at an AGM and appointed to attending a forthcoming Board meeting** | **MD/BM** |  |
| **20** | **Board dates to be sent separately** | **BM** |  |

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1. WS attended for item BS3 the Financial Quarterly Report

   ² SB attended for item BD2 Communications Strategy [↑](#footnote-ref-1)