

# MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

**09.00-15.00, Saturday 17 April 2016**

**Warwick Room, Bisham Abbey National Sports Centre**

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| **Present**: | Mark Davies | MD | Chairman & Independent Director |
|  | Neil Armitage | NA | CEO (Interim) & Independent Director |
|  | 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 |
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| **In attendance:** | Trish Lovell | TL | President |
|  | Susan Walford | SW | Board Secretary |
|  | Bob McGonigle | BM | Company Secretary |
|  | Freddie Collier (in part[[1]](#footnote-1)) | FC | Membership Services Manager |

Confidential items shown in red.

General

# AG1: Opening Remarks and Apologies for Absence

MD welcomed the Board Members and advised that there were no apologies.

# AG2: Declaration of Interest

Directors were advised that the process for declaring declarations of interest was changing. From now on they should advise verbally on any conflicts of interest on the agenda. There were no conflicts relating to this agenda.

# AG3: Minutes of the 23 January 2016 Board Meeting

* BM, SC and AW had sent written amendments for the minutes which had been agreed and included.
* ER has a query relating to item 2 action 5 and action 18 and was advised that these were both items were on the agenda for later along with items which had been tasked to past Board members.
* MD then moved to vote, as there were no further comments.

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| Motion: **To accept the Minutes of the January 2016 Board meeting as a true record** | | |
| Proposed: SC | Seconded: JR | Result: Carried |

## Approval of Minutes of 11 March Board Meeting

Approval was requested that the Minutes of the Conference Call regarding the Tokyo submission were taken as correct.

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| Motion: **To accept the Minutes of the January 2016 Board meeting as a true record** | | |
| Proposed: SC | Seconded: JR | Result: Carried |

## Approval of Minutes of 29 March Board Meeting

Approval was requested that the Minutes of the Conference Call regarding the Financial Strategy were taken as correct.

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| Motion: **To accept the Minutes of the January 2016 Board meeting as a true record** | | |
| Proposed: JR | Seconded: DH | Result: Carried |

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

For the benefit of the new Directors, BM advised that the Board Minutes would come to the meeting complete, after comments on the draft Minutes had been considered/added.

Welcome to New Directors and Board Training

# AND1: Welcome and Introductions

* MD introduced the new Board members and congratulated those re-elected.

# AND2: Allocation of Board Mentors

* BM asked new Directors to indicate who they would like as Board Mentors for the record: ST would like SC; LR would like BW; and ER would like DH & MK

# AND3: Non-executive Director Training

* The Board discussed alternatives and decided that they would wish a private non-executive training sessions, on the Sunday following a Board meeting.
* **Action 1**: BM to send details regarding courses to MD for consideration.
* **Action 2**: Directors to advise BM of their availability for the Sunday following the October Board.

Policy Matters

# Approval of the Reserves Policy

NA advised that the Reserves Policy had been simplified to allow flexibility of the reserves, and confirmed that the Finance Manager had been involved with the revised policy.

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| Motion: **to approves the Reserves Policy** | | |
| Proposed: SC | Seconded: JR | Result: Carried |

# Approval of BR-12-01 ToR Nominations Committee

* MK advised that the ToR were based on the Institute of Company Secretaries and Administrator (ICSA) model. The Board identified a number of minor edits that would make it impossible to approve at this meeting but accepted the direction of travel.
* **Action 3**: It was agreed that the ToR would be brought back to the next Board meeting.

# Approval of BR-11-01 ToR Audit & Risk Committee

* The Board was advised that a typographical error had been amended from the last meeting.

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| Motion: **to approval the ToR Audit and Risk Committee** | | |
| Proposed: BW | Seconded: SC | Result: Carried |

# Approval of BR-16-01 Terms of Reference (ToR) Awards Panel

* FC updated Directors on the number of Awards given out at the AGM this year which totalled 30. FC advised that the panel had consisted of the President, Vice President, John Poyner and himself and there had been enthusiasm regarding nominations from members and MD asked if it was a clear process which FC confirmed.
* NA asked if consideration could be given to putting in an Equality Champion onto the panel. BM confirm that this did not need to be added to the ToR.
* ST expressed disappointment in the lack of recipients attending the AGM. FC confirmed that invitations were sent out to all recipients.

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| Motion: **To approve the Terms of Reference (ToR) for the Awards Panel** | | |
| Proposed: NA | Seconded: CM | Result: Carried |

Other Matters

# AX1 Review of AGM

## General

* Comments were offered regarding the success of the AGM, with many members being pleased with the direction the sporting was moving forward in.
* SC felt the running order could have been different with BM advising that experiences had taken from previous AGM’s.
* It was felt that FC’s presentation on Membership Fees had come across very well and helped the membership understand the proposal. FC was to be commended on his work on this.
* LR commented that the belief that the fee change was being driven for financial reasons was demonstrated to be not true.
* SC asked if a piece should be put out to the members to explaining that the fee change was cost neutral. MD advised that a clear communication would be posted by the Executive Team.
* NA added that Sacha Zarb the SE NGB Relations Manager had commented to him that he had been impressed with the standard of the meeting.
* There had been comments from members at the AGM regarding people in hardship who couldn’t afford the new fees would have to leave the sport and MD had announced at the AGM the setting up of a hardship fund to aid. Directors supported this but also advised on the challenges of hardship funds in general. MD tasked NA and the Executive Team to deal with this.
* **Action 4**: NA advised he had already set up a meeting with the Archery Foundation. It was agreed that any further comments relating to this should be emailed to NA.

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| Motion: **To create a mechanism to resolve the immediate issues of members we may lose as a result of fee changes voted in at the 2016 AGM.** | | |
| Proposed: MK | Seconded: CM | Result: Carried |

## Board Capacity

* MD commented that the proposal at the AGM for the Board to have the flexibility on numbers had been successful and he stated that the Board lacks expertise on disability.
* **Action 5**: MD to approach Pippa Britton (PB) regarding bringing her expertise in this area onto the Board.

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| Motion: **To approach Pippa Britton (PB) to asked if she would be willing to be co-opted on to the Board and stand for election as an Elected Director at the 2017 AGM.** | | |
| Proposed: MD | Seconded: NA | Result: Carried |

## Articles, Voting & Other Matters

* BM highlighted that the Articles needed to be re-written regarding the election process of the President and that he would take this forward.
* BM also asked for views regarding proxy votes following comments from the Scrutineer MK asked if the club members were aware of this process and BM responded that FC was collecting data on how clubs voted.
* ST found the process for voting confusing and the documentation lacked content. BM advised that the Reports were published as required by statute. MD suggested that the statutory reports were published next year and also an annual report for more information.
* Several Directors said that effective communication to members was needed and the whole Board concurred. NA would take this forward with the Executive Team.
* NA advised that Sacha Zarb, SE NGB Relations Manager had been impressed with the level of engagement.
* ER asked if there was a possibility of online voting in the future to use as a tool. CM was against this he felt it was highly polarising as technology defines demographic. The Board suggested that an online voting should be looked into as an additional channel of voting but not as the sole voting channel in the first instance without appropriate investigation
* MK asked if there could be more information given on Directors up for election.
* ER added a comment regarding the application process as he would have liked some clarification regarding what information he could or couldn’t share once he knew his application had been successful to put to the membership.
* BM raised the issue of having a Board meeting the day after the AGM as it was not possible to advise new or re-elected directors if they were to attend the Board meeting and this could be avoided if the Board meeting was not on the following day. This was discussed further as many directors felt it was helpful to have the Board meeting then. This was put to a vote.

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| Motion: **to separate the Board meeting from the AGM weekend** | | |
| Proposed: NA | Seconded: BW | Result: Defeated |

# AX2 CEO Recruitment

* MD updated the Board and advised that there had been a good response for the position and that a short list of 6 applicants for interview had been agreed.
* A 45 minute Interview would take place on 7 May in London with each candidate and the Board would be notified of the panel’s recommendation in a Board Conference Call and include a debate. A final announcement would be made soon after. The Interview panel would consist of: MD, DH, MK and Alan Willsher (who was being retained as he had been part of the process so far).
* MD asked if the Chair or a member of the Remunerations committee should be on the panel for interviews or if the panel could draw on appropriate resources. CM confirmed his approval of the second.

# AX3 Committee Membership

* BM asked for clarification of the Chairs of the Board committees: Nominations – MK, Remunerations – CM and Audit and Risks – NA (which has been discussed with the Solicitor).

**Action 6**: It was agreed that the Chairs would advise who the members of the committees would be at the next Board meeting in order to be ratified.

# AX4 Equality Champion

* MD asked if anyone on the Board was interested in the position.
* NA recommended PB due to her obvious experience and knowledge of legislation. He emphasised it would be the responsibility of all members of the Executive Team and not just one person.
* NA advised that Equality training was being arranged for staff on 23 June at Lilleshall and it was in the best interests of Board members to attend.

Oversight

# B01 Risk Register

* **Action 7**: NA advised that the Risk Register would appear on all Board Agenda in the future and was in the process of finalising with the Executive Team next week. The current Register was out of date and a new version would be brought to the July Board meeting.
* CM asked for the Strategic risks and Operation risks to be separated.
* BM asked what had happened to the last CE Risk Register, NA has not seen this and BM offered to send NA a copy.
* BM advised that he and the Chairman would look at updating the Governance risks.

# B02 Draft Dashboard

* NA provided a draft mock-up and requested input on what elements the Board would like to add.
* The Board suggested that the dashboard should be automatically populated as a consequence of other financial and other data, and should clearly reflect the KPIs. The dashboard would be updated on Sharepoint on a monthly basis and on a quarterly basis to the Board.
* CM asked what plans there were for a wider distribution following on from comments from members regarding Board transparency. NA advised that it was the intention to make the ‘5 Ps’ more public.
* MD requested that the dashboard should provide a contrast with the previous month and detail any significant events that may have affected the KPIs. He also asked that it should link more clearly with the Strategic Plan.
* The Board noted that the dashboard was a work-in-progress and that a future version would need to align with the DCMS Strategy which was due to be released soon
* **Action 8**: NA to bring back the revised dashboard to the next Board meeting.

# BO3 Annual Self Assurance Return Action Plan update

* The Return report has been provided to the Board and actions are being tracked.
* The Board had no further questions as there were no non-compliances outstanding.

# BO4 Sport England Self Assurance Review

* The SE Review was tabled at the meeting. This was positive and indicated that SE were pleased with the direction of Governance, with some areas behind ahead, e.g. Talent Pathway.
* NA advised that SE and UKS had joined up to produce a joint approach on Governance and that details were awaited.
* ST asked if Governance is more important than Satisfaction. BM replied that Government is concerned with the effective spending of public funds and hence the focus on governance.
* NA has recently attended a SE and UKS workshop which focused on Governance and the importance of good Governance to them.

Planning for the Future

# BP1. Safeguarding

* FC advised on the importance of embedding safeguarding throughout the sport at all level and proposed the move to a Safeguarding Strategy lead by the National Lead Safeguarding Officer (NLSO). FC is Archery GB’s NLSO and this is an NSPCC CPSU appointment.
* He added that Safeguarding Strategy KPIs should be linked to the NSPCC CPSU Standards for Safeguarding and Protecting Children in Sport, using the NSPCC CPSU RAG rating safeguarding framework self-assessment tool.
* The Strategy would benefit from the support and advice of safeguarding expertise that already exists in the sport. To that end, if this proposal is adopted, a Safeguarding Strategy Strategic Advisory Group (SAG) would be required. Members of the SAG would come from both the volunteer and paid workforce and would be people with Safeguarding expertise and experience. The SAG would be chaired by the NLSO.
* SC noted that safeguarding is delivered as club level by volunteers and an authoritarian approach is unlikely to be productive. MD agreed and responded that such an approach could come from either volunteer or employed leadership, but accountability (and hence resolution of the issue) is much clearer with employed leadership.
* MD proposed that Safeguarding should become an executive function under the Chief Executive.

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| Motion: **to make Safeguarding an Executive Function under the Chief Executive** | | |
| Proposed: CM | Seconded: JR | Result: Carried |

MD thanked FC on behalf of the Board for his presentation at the AGM regarding membership fees.

# BP2 Confidential Item

# BP3 Boards Skills Audit

* MD advised that this would be brought back to the Board at the next meeting and will be part of the future Board Assessments.
* JR asked if there was a way to gauge skills for Board Committees as it was easier to see what skills are available rather than lack of them.
* The new ToR referred to skills and Chairs would look at them. SC asked if it was possible to have a picture of all the skills available.
* **Action 9**: MD advised that he would get an external to put a framework in place for the next Board meeting.

# BP4 Update on European Championship

* NA gave a short presentation on the European Championship. He advised that the Championship was being led by a capable external Events Director.
* SC asked for clarification that this was expected to be a loss. This was confirmed.
* **Action 10**: NA asked the Board members to help and ask if they had any contacts interested in sponsorship. NA would circulate the sponsorship package to them.

Any Other Business

* CM apologised for the ToR of the Remunerations Committee not reaching the Board in time for this meeting.

**Action 11**: To bring these ToR to the July Board.

* **Action 12**: A member at the AGM said that, over a number of years, commitments had been made to consider membership categories for OAPS and non-shooting members but nothing had happened. NA would take this suggestion back to the Executive Team.
* **Action 13**: ER asked if there was to be a Board meeting before the launch of the Mobile App at the Europeans. SC commented that nothing was known about the App and requested a briefing document. NA would take this back to the Executive Team.
* ST asked about the Strategic Plan and felt that the members would appreciate being brought up to date on the Strategy Plan by a presentation on the website. NA advised that the Executive Team were looking at a Podcast.
* **Action 14**: ST advised the Board of sponsorship he was aware of for the World Archery Training Centre. MD asked ST to provide a one sided proposal for a sum of no more than £1K to come from the Chief Executive contingency fund.
* **Action 15**: MD asked the Board to notify him and BM of any areas they wished to review at the next Board meeting in July.

The meeting closed at 13.38

# Actions

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| **Agenda** | **Action** | **Action** | **By whom** |
| **AND1** | **1** | **BM to send details regarding Board Training courses to MD for consideration** | **BM** |
| **AND1** | **2** | **Board Directors to advise BM of their availability for Board Training at the same weekend as the October Board meeting** | **All** |
| **AP1** | **3** | **Revised ToR for the Nominations Committee to be brought back to the July Board Meeting** | **MK** |
| **AX1** | **4** | **To create a mechanism to resolve the immediate issues of members we may lose as a result of fee changes voted in at the 2016 AGM** | **NA** |
| **AX1** | **5** | **To approach Pippa Britton (PB) to asked if she would be willing to be co-opted on to the Board from July 2016** **and stand for election as an Elected Director at the 2017 AGM** | **MD** |
| **AX3** | **6** | **Chairs of Board Committees to advise who the members of the committees will be at the next Board meeting in order to be ratified.** | **MK, NA, CM** |
| **BO1** | **7** | **NA to revised the Risk Register and bring back to the July Board meeting** | **NA** |
| **BO2** | **8** | **NA to bring back the revised Dashboard to the next Board meeting.** | **NA** |
| **BP3** | **9** | **MD advised that he would get an external to put a framework in place for the next Board meeting** | **MD** |
| **BP4** | **10** | **NA would circulate the sponsorship package for the European Championship to Directors** | **NA** |
| **AoB** | **11** | **ToR for the Remunerations Committee to be brought to the July Board Meeting** | **CM** |
| **AOB** | **12** | **NA would take the suggestion back to the Executive Team regarding a membership fee for OAPs** | **NA** |
| **AOB** | **13** | **A briefing document was requested on the Mobile App. NA would take this back to the Executive Team** | **NA** |
| **AOB** | **14** | **ST to provide a one sided proposal next week for consideration of no more than £1K to NA regarding World Archery Centre of Excellence** | **ST** |
| **AOB** | **15** | **Areas for discussion to be submitted at the July Board to be notified to MD & BM** | **ALL** |

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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 items on Approval of the Terms of Reference of the Awards Committee and the item BP1 on Safeguarding only. [↑](#footnote-ref-1)