

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

**28 January 2017 – 1.30-5.00**

Friends House, London

|  |  |  |  |
| --- | --- | --- | --- |
| **Present**: | Bryan Woodcock | BW | Elected Director |
|  | Catherine Wilson | CW | Independent Director |
|  | Dave Harrison | DH | Elected Director |
|  | Erik Rowbotham | ER | Elected Director |
|  | Julie Ryan | JR | Elected 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)) | WS | Finance 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 advised two apologies from Chris Mortlock and Lis Bellamy
* MD thanked directors who had been involved in the Board Effectiveness survey and asked directors to respect the time and commitment required to be part of the board, not just at board meetings but outside meetings as well. MD read a paragraph from the director’s appointment letter (extract below) and reminded that a director could be asked to resign if there was continued failure to adhere to giving the appropriate and agreed time, whatever outside commitments might be.

“You will be expected to devote such time as is necessary for the proper performance of your duties. You should be prepared to spend at least **20 days** per year on AGB business … By accepting this appointment, you undertake that, taking into account all other commitments you may have (whether in the sport of archery, or otherwise), you are able to, and will, devote sufficient time to your duties as a director of AGB.”

# AG2: Declaration of Interest

There were no verbal conflicts relating to this agenda.

# AG3: Minutes of the 8 October 2016 Board Meeting and Conference Calls of 11 November and 19 December

* MD asked for approval of the Minutes of 8 October and conference calls of 11 November and 19 December. As there were no comments relating to them, MD would sign the minutes as a fair and accurate copy.

**Minutes of 8 October 2016 Minutes: Approved**

**Conference Call of 11 November: Approved**

**Conference Call of 19 December: Approved**

# AG4: Matters Arising not otherwise covered by the Agenda

* MD reminded directors that there was a list of actions for specified board members at the end of Board Minutes and asked all board members to advise him of the position of the action for the next meeting rather than waste time trying to chase up.
* Board members verbally updated the Board on actions and BM will re-circulate the Actions from 8 October Board Meeting
* MD advised that he had responded to some members who were unhappy with the interpretation of Law 22 and asked if others had reported any other feedback to the CEO. Board members had noted that there had been dissatisfaction from a few members and MD agreed that this area would be noted as causing an element of discomfort. NA advised that the interpretation had resulted in a downturn in direct members.
* **Action 1: BM to re-issue an updated Actions from the 8 October Board Meeting**

Policy & Governance Matters

# AP1: Approval Items

## AP1Approval of changed items (see cover note – Annual Regulation Review)

* BM advised that the cover note gave the background of the annual review of Board Policies and recommended that amendments (all minor) for the papers attached are adopted, with the exception of the Whistleblowing Policy which had been removed until the March Board meeting.
* The Chairman asked for comments for:
* Reserves Policy – none
* Board Role Descriptors

- JR advised that she would liaise with BM on the safeguarding champion

* ER commented that the paper made reference to Code for Sport Governance and asked if the new Governance code coming into effect in April changes anything. BM advised that he had not checked at this time but would take forward at the appropriate stage.
* ST advised that the policy noted 3 Independent Directors and that there were 4 and it was agreed to remove the numbers for generality.
* The Volunteer Policy was briefly discussed and it was agreed that the first paragraph under Types of Volunteer should be moved to the start of the paper for clarity for clubs, County and Region.
* Conflicts of Interest and Procedures – it was noted that the next review date was incorrect and BM would arrange for it to be amended.
* Code of Conduct, Smoking –
* LR queried the age of Juniors. NA confirmed that the policy covered all age groups and Juniors were considered under 21, enabling the policy to be enforced
* MK advised if this Code should be in the Rules of shooting. It was agreed that she would suggest it to the Chairman of Rules, since this was not a direct policy issue but a matter of implementation

**Approved with changes**

* **Action 2: Board Role Descriptors. BM/JR to liaise on wording for safeguarding champion**
* **Action 3: Board Role Descriptors. BM to check number of Independent Directors (3 or 4)**
* **Action 4: Volunteer Policy. BM would arrange for the paragraph under Types of Volunteer referring to clubs, County and Region to be moved to the beginning of the Policy for clarity**
* **Action 5: Conflicts of Interest. BM to amend next review date from 2017 to 2018**
* **Action 6: Code of Conduct, Smoking. MK to take this to the chair of Rules to be considered for inclusion in the Rules of Shooting**
* **Action 7: Whistleblowing Policy. BM to bring this back to the March 2017 Board meeting**

# Items from Previous Board Meeting

## AP2: Director Induction

* The Board had agreed at a previous meeting that it should be a general rule that no Director should attend a Board meeting without sufficient induction
* MD asked for comments on the Director Induction report
* PB asked why it was necessary to have two types of induction – one for Elected and one for Independent Directors as in step 4 and 5
* MD concluded that steps 4 and 5 should be blended together to state that the CEO hosted ½ a day that is relevant to the skills set of the new Director

**Approved with change**

* **Action 8: BM to arrange for steps 4 and 5 to be merged**

## AP3: Review of Specific Articles

* MD thanked BM and ER for the considerable amount of work put into the article review by BM and ER and others for their input as noted in the acknowledgement. At the end of the papers there were 3 areas of work for the Board to consider implementing and 3 recommendations.
* The 3 Recommendations were approved.
* Board Consideration 1. It was agreed that the time period in Article would be amended from 21 to 14 days
* Board Consideration 2. No change
* Board Consideration 3. Add the Senior Independent Director (SID) to the list in Article 125. This was discussed and it was agreed that there was an understanding around the Board that should a SID be appointed that they would fulfil the role which would be the same as a Deputy Chairman. It was agreed that the two roles were likely in those circumstances to be amalgamated
* NA added that appointing a SID will be a condition of UK Sports funding

**Approved**

* **Action 9: BM will write the Articles as appropriate to bring to the AGM**

# Items Required for the AGM

WS joined the meeting at 14.15

### AP4: Audited Accounts

* CW had gone through the accounts and answered questions. Following a call with the Auditors, only slight amendments were required
* WS advised that the revised accounts had been sent through but too late to distribute to the Board.
* CW felt it would be worth noting the payment to the outgoing CEO, as this would probably be asked about at the AGM
* WS advised that the sign off fo the audited accounts would be changed to CW and NA. CW was happy to sign off the final copy with the amendments
* BW had had questions which he had put in an email and had received answers. BM would consolidate this into a minuted report for the benefit of SE and UKS and add to SharePoint. BW would forward the email trail
* The audited accounts were proposed by CW and seconded by ER

**Approved**

* **Action 10: BW to send through his emailed questions and answers to BM to ‘Minute’ them and add to SharePoint**
* **Action 11: CW and NA to sign off the Audit Accounts final copy with amendments**

## AP5: Changes to the Articles

**Approved**

## AP6: Changes to Rules

* Changes to Rules had been received and needed sign-off by the Board before it is presented to members at the AGM
* LR queried the proposed change to Law 14 and this was discussed.
* BM advised that a very senior judge had recommended it and it would be up to the membership to decide
* MD moved to a vote
* DH proposed the change to Law 14
* Seconded BW

**Approved**

* **Action 12: BM to prepare proposal to be taken to the AGM**

## AP7: Recommendation on Director Election

* The nomination committee had submitted a report for the election of the Board Equity Champion and recommended that Pippa Britton be asked to take the role and to be ratified by the membership at the AGM. PB had no objection.
* ER asked whether the election impacted succession planning, and BM reminded the Board that succession planning works on post and not people (so, no)

**Approved**

* **Action 13: BM to prepare proposal to be taken to the AGM**

## AP8: Progress Report including Membership Fees

**HLM**

* A paper from the Membership Services Manager asked the Board to approve the recommendation for 3 new HLM, Tim Jackson, John Poyner and Hugh Soar with 3 vacancies having arisen
* TL pointed out that becoming a HLM was usually the last accolade and asked if Tim Jackson had been awarded a plaquette yet? It was believed that he had not, but, in discussion, it was accepted that the interim step was not a requirement of achieving HLM status.
* MD asked if there was any objection to those recommended. There were none.

**Approved**

**Membership Fees**

* The Membership Services Manager, in his report, gave his recommendation for the increase in fees which needed the Board’s approval before being voted on at the AGM.
* LR asked if the increase was really because of an increase in the insurance fees, as had been implied. This was discussed, and it was agreed in discussion that the two things did not have a direct correlation. Rather, the increase was about smoothing out increases over the years, as the membership had requested, rather than jumping up in years where, for example, there had been a step-change in costs.
* After further discussion, it was agreed to approve the recommendation to increase the senior membership fee by £2 with other falling in line as follows:

**Direct Members:**

Senior Member (25+) £52.00

**Club Members:**

Senior Member (25+) £44.00 Pro-rata (half year) £22.00

**Direct and Club Members:**

Archer with Disability £11.00 Pro-rata (half year) £5.50

Senior Member (18-24) £11.00 Pro-rata (half year) £5.50

Junior Member (U18) £11.00 Pro-rata (half year) £5.50

The above pro-rata rates apply to Club Members only

**En-Bloc Clubs**

School Club £80 en-bloc fee

University Club £150 en-bloc fee

* It was also suggested and agreed that the approach to the AGM should be reviewed by advising what we set out to do, what we achieved and where we are going instead of defensively trying to justify an increase

**Approved**

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

Discussion Items

## BD1. KPIs

* MD advised that no progress on this had been reported to him from CM
* MD would contact CM to discuss how to take this forward
* **Action 15: MD to discuss KPIs progress with CM**

## BD2. A Financial Affordability

* CW gave an overview of the report and passed over to WS for specific questions
* CW reminded the Board of the historical reserve of £250k for closure costs and that due to the lack of membership growth and possible lack of funding from UKS, this would change the previously agreed funding costs and asked the Board to consider which projects should now be funded going forward. There would be a clearer financial picture in March following the fee changes feeding through and once other factors were known
* The paper did not require a decision now but was to highlight that a decision would need to be made regarding funding projects at the next Board meeting
* NA advised that he had negotiated additional funding for the transition period following the loss of Olympic funding from UKS
* MD asked if we should treat the membership as a business going forward and focus on (and invest in) growth, or let the membership number manage itself and then look at the revenue figures that resulted.
* There was further discussion regarding the way forward and CW reiterated that this would be a matter to be decided at the next Board meeting, once more information was known
* BW advised that past decisions had been based on intelligence and trends and asked what effect NI had had to direct members. NA responded that he had requested an breakdown of membership but had not yet the opportunity to fully analyse.
* The increase in admin and other costs were queried with WS advising that they were ‘one-off’ costs and would not appear in 2017 costs.
* ST suggested that what was needed was more new members, and said that the focus should be on acquiring them. There was further discussion regarding attrition of members each year vs acquiring new members who then left due to lack of progression in the clubs. NA reminded the Board that we had made commitments based on a retention strategy rather than an acquisition strategy, and that a key component in a retention strategy was fixing the coaching problem.
* It was agreed that it made no sense to change the focus of strategy at this juncture, but that NA would be willing to speak with ST regarding an acquisitions strategy offline
* CW suggested that details of loss of members’ data, clarity on membership and funding/sponsorship should be reported to the Board approx. 1 month before the March Board meeting in order for the Board to come to the meeting prepared to make a decision
* **Action 16: CW, Audit & Risk Committee and NA to discuss future spending areas and prepare a report for the Board’s consideration approx. 1 month before the next Board meeting. In order for a decision to be made at the March meeting**

## BD4. Report on Safeguarding

* NA advised that Archery GB, along with other sports are being scrutinised
* AGB have nothing in historic cases and have answered questions fully
* This report is to confirm that we are dealing with this correctly
* BM asked to know which documents are being discussion (highlighting the Vulnerable Groups Policy being prepared by the SAG) before they are sent for approval

## BD5. International Relations Strategy

* NA reminded Board members that UKS gave Archery GB financial support (IRIS) to help with British sport developing abroad and in under developed countries
* There will be no further funding for the able-bodied platform under IRIS, only para funding
* NA advised that there was currently funds still available and the next review was in March
* ST added that he had noticed a bidding for a world class event had been taken off and that this would have been a good commercial opportunity by hosting
* NA advised that UKS major events has withdrawn funding if the sport do not have an Olympic programme – another reason to get back on the Olympic world class programme
* PB added that we did have para funding and asked about holding a para event. It was agreed that this was a possibility
* NA added that we were currently getting AGB people into influencing positions in WA
* BM advised that UKS invests where it can be shown to contribute to Olympic medal success, and suggested that a world event may be beyond our aspirations at this time based on a previous financial analysis

## BD6. Commercial Strategy Development

* MD stressed that the paper before the Board was a skeleton document intended to give the Board the chance to comment on the direction of travel.
* NA asked if the scale that he was aiming for was acceptable and was looking for agreement on the way forward
* NA had applied to SE for funding for a database profile file – if they agreed this would give us more insight
* SE wanted to see the ratio of government funding reducing
* MD asked if this was enough and wanted to ensure that any targets set were stretch targets. He asked why the proposed target number was the right number for the Commercial Strategy?
* BW felt that the income rate of £200K by 2020 could be achieved in 12 months with very little change and will speak with NA outside of the meeting
* This was discussed further and no one opposed the direction of travel, but it was agreed that ambition should be set higher (or existing ones justified)
* NA would bring this back in the May Board meeting, in order to allow time for sufficient data to be reviewed, although MD stated that time could be made for it in March if the paper were ready.
* BM asked what NA will do if SE do not support the database profile – NA had a contingency
* **Action 17: NA to develop the Commercial Strategy further and bring back to the May meeting**

Scrutiny

## BS1. Risk Register

* CW advised 9 areas of risk around what had been discussed at the meeting and was comfortable with the items on the Risk Register. with WS in agreement
* BM asked who would present it at the next meeting, and was asked to check if it could be left with the Audit and Risk Committee or if it was a statutory requirement for a Board meeting
* **Action 18: BM to check the statutory requirement regarding authority for the Risk Register**

## BS2. CEO Report

**Olympic Funding**

* NA had advised in his paper that AGB would not go to representation or appeal to the UKS Board regarding the Olympic funding as the scope required additional information, which we did not have. However, since the paper had been written, the opportunity had arisen to make an alternative approach on the basis that the original decision made by UKS (not to provide funding) had failed to consider a number of matters relating to AGB’s competitive international performance. There was to be a meeting on Monday 6 February, and NA would keep the Board informed.
* MD asked if there were any comments on the Olympic, Paralympic or Talent Funding There were none
* **Action 19: NA to update the Board on the scope sent to UKS Board regarding lack of Olympic funding**

**Website Tender**

* NA was asked if there was any progress on this
* NA advised that he had been in attendance at presentations with Pete Dickson, Sarah Booth and Will Peel (who was SB’s maternity cover replacement) to move this on

**Coaching**

* BW asked if the coaching strategy released by the Government had been taken into account in coaching areas
* NA advised it had and the strategy supported our own

**Competition**

* MD had read the report by JN regarding the prize money awarded to men and women. He had initially felt on doing so that the obvious conclusion to be drawn was that prize money awarded need to be equal across the genders, but told the Board that following a conversation with PB, who had explained why there were numerous categories of competition that made different requirements of entrants, he had agreed (in consultation with PB and NA) that this was an issue that needed to be brought to the Board for wider discussion. MD asked for comments.
* LR queried the justification made in the report for equal prize money and said that consideration should be given to the competitive requirements of the archers in each case, such as the number of rounds that each needed to shoot in order to win
* Following further discussion, there was no consensus among the Board, which was split in its view, and, MD noted, not split along gender lines but equally balanced between viewpoints. The only point of agreement was that it was a much broader issue than simply equal prize money between the male and female competitors.
* LR agreed to write a counter-argument to today’s paper and bring it to the next Board meeting for further discussion with a recommendation based, among other things, on a combination of what the requirements were on entrants, what happens in other sports, what discussion points had been raised in the meeting and what was deemed equitable across the sport as a whole (in terms not necessarily of gender but also of different categories of entry).
* **Action 20: LR to prepare a paper regarding competition prize money for the next Board meeting**

**Home Countries**

**NI**

* NA advised that there had been a 42% increase in membership (excluding universities) compared to last year
* MK asked was this showing that there had been a decline and the figures were now coming back
* NA advised that there had been a communication void which would be filled by putting out an ezine – BM asked for NA to speak with him first
* NA added that additional funding for NI (£200K) should give confidence
* **Action 21: NA/BM to discuss communication to NI**

**Scotland**

* As an update ER advised he would be drafting a paper for NA regarding questions and answers and what do we get for our AGB money

**Webinar**

* MD asked NA to tell the Board what had been the conclusion of his comment that ‘We are not doing that again’ which had been heard before his microphone had been cut off at the end of the first Webinar. NA explained that he had gone on to say ‘without better rehearsal and better technical capabilities.’
* It was agreed that the first Webinar had been a good start but that there was a lot of scope to improve it
* Comments for the future included:
* More two people interaction
* Give more notice
* Do not allow questions to be scaled down
* Less on storyline
* Give a development dashboard and not just strategy to engage more of the voluntary member who would drive it forward

**Development**

* Overachieved what was agreed on the Strategy Outcome review.
* ER – Active Life Numbers – are we getting to grips with the way we are measured? NA replied that nothing would be obtained from SE unless we can show them our insight. MD commented that some numbers in the Development Paper had been a less precise than they could have been and, as such, didn’t help in clarifying whether an outcome had been better, worse, or as expected.

**IT**

* ER commented on the report which referred to ‘identifying a number of key clubs’. He felt that the reason for this approach should be set out so that clubs outwith the trial group did not feel disadvantaged.
* MK commented that she had written to the CEO reminding of the need to include Home Countries/Regions in any trial.

**Insurance**

* NA added an update that the insurance had not been out to tender for some years and told the Board that by asking for tenders this time, he had been able to save around £20K.

## **Other**

* JR asked where is Archery tag etc – NA replied that there is a proactive agenda set out on a 4-year cycle but teams don’t look at other opportunities that might happen – hence the restructure
* NA had applied and been awarded £15K to use for an Insight report

## BS3. Finance Quarterly Report

* WS advised that as the Board dates did not marry up with the quarter end the report was for end November and was currently showing a deficit of 1% due to lower membership numbers and the continued loss of direct members. WS asked for questions on the report
* NA asked for historic information regarding who signed off tournament costing around £30k as this was not clear. BW responded this had always been an area which lacked clarity, highlighted the national student-run tournament as a best practice, and suggested improvement was necessary.
* BW had worked with WS on budgeting of tournaments to try to see where money was lost
* WS advised that we would be able to capture more data from the new CRM system which would enable us to find out about the cost efficiencies
* Changing authority levels were also a consideration and should be taken away from volunteers and control given to staff
* **Action 22: NA/WS to report progress to a future Board on tournament costing**

Section C: Matters for Report/Information only

## C1. Board Meeting Dates

MD asked if there was any objection to the location of the Board meeting at Friends House, London. As there were none MD confirmed that the next meeting on 25 March would also be held at Friends House, London

## C2. Sports Code & Governance

Attached

## C3. Safeguarding Report

Attached

# Actions

|  |  |  |  |
| --- | --- | --- | --- |
| **Item** |  | **Action** | **Completed** |
| **1** | **BM to re-issue an updated Actions from the 8 October Board Meeting** | **BM** |  |
| **2** | **Board Role Descriptors. BM/JR to liaise on wording for safeguarding champion** | **BM/JR** |  |
| **3** | **Board Role Descriptors. BM to check number of Independent Directors (3 or 4)** | **BM** |  |
| **4** | **Volunteer Policy. BW would arrange for the paragraph under Types of Volunteer referring to clubs, County and Region to be moved to the beginning of the Policy for clarity** | **BM** |  |
| **5** | **Conflicts of Interest. BM to amend next review date from 2017 to 2018** | **BM** |  |
| **6** | **Code of Conduct, Smoking. MK to take this to the chair of Rules to be considered for inclusion in the Rules of Shooting** | **MK** |  |
| **7** | **Whistleblowing Policy. BM to bring this back to the March 2017 Board meeting** | **BM** |  |
| **8** | **BM to arrange for steps 4 and 5 to be merged** | **BM** |  |
| **9** | **BM will write the Articles as appropriate to bring to the AGM**  | **BM** |  |
| **10** | **BW to send through his emailed questions and answers to BM to ‘Minute’ them and add to SharePoint** | **BW** |  |
| **11** | **CW and NA to sign off the Audit Accounts final copy with amendments** | **CW/NA** |  |
| **12** | **BM to prepare proposal to be taken to the AGM** | **BM** |  |
| **13** | **BM to prepare proposal to be taken to the AGM** | **BM** |  |
| **14** | **BM to arrange for a record to be created for the NI Board to inform them of the members of the interim Board** | **BM** |  |
| **15** | **MD to discuss KPIs progress with CM** | **MD/CM** |  |
| **16** | **CW, Audit & Risk Committee and NA to discuss future spending areas and prepare a report for the Board’s consideration approx. 1 month before the next Board meeting. In order for a decision to be made at the March meeting** | **CW/NA** |  |
| **17** | **NA to develop the Commercial Strategy further and bring back to the May meeting** | **NA** |  |
| **18** | **BM to check the statutory requirement regarding authority for the Risk Register** | **BM** |  |
| **19** | **NA to update the Board on the scope sent to UKS Board regarding lack of Olympic funding** | **NA** |  |
| **20** | **LR to prepare a paper regarding competition prize money for the next Board meeting** | **LR** |  |
| **21** | **NA/BM to discuss communication to NI** | **NA/BM** |  |
| **22** | **NA/WS to report progress to the May Board on tournament costing** | **NA/WS** |  |

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1. WS attended for the Financial items (BD2, BS3) [↑](#footnote-ref-1)