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

**13 January 2018**

**Friends House, London**

13.30-17.00

|  |  |  |  |
| --- | --- | --- | --- |
| **Present:** | Catherine Wilson | CW | 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 | Elected Director |
|  | Steve Tully | ST | Elected Director |
|  |  |  |  |
| **In attendance:** | Trish Lovell | TL | President |
|  | Bob McGonigle | BM | Company Secretary |
|  | Sue Walford | SW | Board Secretary |
|  | Pete Dickson[[1]](#footnote-1) | PD | Information Systems Manager |

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**

* There were no apologies for absence and JR joined the meeting by Skype.
* MD advised the Directors of the sad news of the loss of a valued colleague, Rachel Watson, due to illness and a moments silence was held as a mark of respect for her services and memories whilst at AGB.

**AG2: Declaration of Interests**

* None

**AG3: Approval of Minutes of 25 November 2018**

* A change had been requested, which would be made to the final minutes
* **Board Approved**

**AG4: Actions from last Board & Matters Arising not otherwise covered by the agenda**

* All previous actions were accounted for
* ER asked if a specified list of the benefits of membership was available. NA advised that this was supplied on the membership card carrier and would be added to the Membership Year Book ready for the AGM, to get the message across. It was agreed that the benefits should be added to the Website as well.

**Action 01: NA to arrange for the benefits of membership to be added to the Membership Year Book for the AGM and on to the website**

**Action 01: Staff Survey to be arranged to be sent out on 15 December 2017**

**Action 02: NA to discuss and review the Complaints Procedure with the Consultant (Ombudsman)**

**Policy & Governance Matters**

**AP3: Review of Regions and Counties**

* MD gave a verbal update of the review, and explained why it sits on the desk of the CEO for reporting at the October 2018 Board meeting. The scope includes if the structure is still relevant, and take into account collecting AGB fees. MD asked if there were any comments, noting that any change of Articles would need approval at the November 2018 Board meeting if it was to be presented at the 2019 AGM. It was agreed that a ‘half way’ update would be given to the Board in the June 2018 Board meeting.

**Action 02: NA to review Counties and Regions structure and give an update at the June Board meeting**

**AP4: In-depth of review of policy area of welfare**

* MD advised that this would be parked for now and picked up with LR during the year. The objective was to establish if policies established and agreed by the Board are working in the way the Board wants.

**AP1: AGM Arrangements**

The AGM arrangements front cover gave an overview of what is being asked of Directors:

***AP1a Accounts***

*The Board is asked to:*

*In general*

* ***Approve*** *the Chair of Audit & Risk as the standing signatory for the Directors’ Report*
* **Board approved**
* ***Approve*** *the Chair of Audit & Risk and the Chief Executive as the standing signatory for the Balance Sheet*
* **Board approved**
* ***Approve*** *the Chair of Audit & Risk as the Board’s contact for the Auditors*
* **Board approved**

* ***Approve*** *the 2016-17 Accounts, thus enabling signature by the standing signatories*
* **Board approved**
* ***Approve*** *that the Board Chair signs the representation letter on behalf of the Board*
* **Board approved**

***AP1b-e Other Matters***

* ***Approve*** *the recommendation of the Nominations Committee to progress Julie Ryan for election by the membership as an Elected Director*
* **Board Approved**
* ***Approve*** *Bob Tonkin as HLM*
* **Board Approved but requested a review of awarding HLMs**
* ***Approve*** *the Membership Fees proposal* – the proposal was to increase Senior club member’s fees by £2 and reduce Senior Direct Members in line with Senior club members. Following discussion in which it was noted that a change in fee structure rather than simply levels would pre-empt the Review or Regions and Counties, the Board agreed to leave the basic structure unchanged, and instead simply increase Senior club members and Senior Direct Members fees by £2. The remaining proposal was approved.
* **Board Approved subject to change**
* ***Note*** *the AGM minutes, reporting any changes to the Company Secretary*

***Approve*** *the changes to the laws* –

* + Special Resolution W was withdrawn by the Company Secretary after MD suggested that Independent Directors should be able to join AGB as members after their election, with their independence maintained through careful management of Conflicts of Interest.
  + MD asked if there were any questions relating to Resolutions XYZ. There was a request to explain further Special Resolution X to members at the AGM, this was agreed
* **Resolutions XYZ – Board Approved**

**Action 03: BM to add AP1a to the Standing Orders**

**Action 04: BM to addAP1b-e Other Matters to add the Standing Orders**

**Action 05: BM to ask Awards Panel to review of awarding HLMs**

## **AP2: Board Effectiveness 2017 & Board Objectives 2018**

The results had been recorded and MD highlighted some comments that had been made in the 2017 Board survey, namely:

* The feeling that Board meetings are short of time was noted and addressed. Meetings to start 30 minutes before (at 1.00pm not 1.30pm)
* The feeling that the CEO Report is not always given enough time and can be rushed through was noted. MD rejected the suggestion that the agenda order needed reversing and said that he seeks to manage the agenda order to complete business as required. NA commented that as the papers where available 10 days before the meeting, any queries should be raised in advance by email.
* The difficulty inherent in there being a lack of KPIs was a recurring theme in the feedback, but this was being addressed already. Final agreement of KPIs is on the agenda for the March Board meeting
* The fact that Directors had noted, as in 2016, that Induction for new Directors could be improved, although no inductions had taken place between the last Board survey in 2016 and this one.
* That Board Directors felt they would benefit from further staff interaction, but that solving this problem was difficult if Board meetings took place at the weekend and Directors had no need to travel to Lilleshall. Proposed solutions to this problem were that:
  + NA publish a list of All Staff Meetings to the Board if any Director wished to attend
  + The Board would hold an annual weekday Board Meeting at Lilleshall (to take place probably in 3rd quarter this year)
  + The Senior Leadership Team and Board would have a strategy planning day
* That it had been noted by some directors that communication between meetings was not cohesive. MD said that the onus is on the Director to make engagement, since there was considerable communication with those directors who were prompt in responding to contact.
* That one Director had noted a concern that some Directors bring less to the party. MD said that he had raised this point in the last Board meeting and did not wish to labour it but noted that it was not conducive to a good working atmosphere for directors not to have confidence that each was pulling their weight. He asked Directors to take note of the concern raised.
* That Topic papers didn’t come with solutions. MD advised that the Board were not there to solve complex issues and further discussion could be held outside the meeting, including in specific Strategy meetings. It was noted that these were needed once a year

MD concluded that the survey results were significantly more positive than a year ago, and that the direction of travel was good. While some had commented that there were no clear objectives for the Board this year, MD had seen the aim as being to create a more harmonious and better operating Board, and that the survey results suggested that this had been achieved.

For the coming year, objectives were to clarify KPIs in March, to give the Executive (Senior Leadership Team) better guidance and to ensure that we have better communication with our members.

In conclusion, MD said he was encouraged by the Board Effectiveness review. He noted that all but one Director appeared from the answers to be very positive, and invited the one outlying Director to contact him to discuss concerns if he or she felt it appropriate.

**Action 06: BM to take forward arranging a Board meeting in Q3CY2018 with the senior management team**

**Sport Code Compliance**

**AS1 Sports Code Compliance**

* BM reported that we have received a letter from UK Sport acknowledging compliance for 2016-17 and that plans for 2017-18 are on track. Items to be reported to the Board in the next quarter included the staff and volunteers’ survey.

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

**Discussion Items**

## **BD1: Sports Resolutions (SR) Report**

Specifically-named, watermarked copies of the report had been posted to each Director to maintain confidentiality.

MD invited the Board to comment on whether any of the recommendations should be rejected, and as to whether there were any points not raised in the recommendations that ought to have been included. The Board accepted that all the recommendations of the report should be accepted.

* MD commented that significant progress had been made in terms of governance since the period the report covered and that these had started to have a positive effect but noted that it was now important to track the right things in order to measure whether improvements were being made. To that end he had asked PB to work with DT and lay out what the Board wanted tracked to allow it to monitor appropriately whether the sport was advancing while taking proper account of the needs of both our athletes and staff. PB had kindly agreed to take on that role.
* NA referred to the UKS Culture Health Check (CHC) as many areas were covered in this and asked that PB look at anything in addition to the CHC
* PB said that she echoed the fact that some progress had been made but questioned the extent of it. She said that she did not believe it to have been as significant as MD had suggested.
* Following discussion, the Chair’s initial commitment at the outset of the investigation – that the SR Recommendations should be published alongside a response from AGB (but not the full report) – was agreed.
* NA would share the SR Recommendations with DT and WP, so that they could input into AGB’s response. The response would be shared by email with the Board in the next two weeks before being uploaded to the website.
* MK offered to collate any other queries from Directors into a spreadsheet for PB to aid her discussions with DT. They were requested to type up their bullet points before sending to MK for internal use. PB would recommend next steps as she felt appropriate.
* Directors were left their copies of the report in order to be able to complete the action of sending further thoughts to PB. They were requested to bring their copies of the SR report to the March Board meeting for collection

**Action 07: MK to collate Director’s queries regarding the report into a spreadsheet to be passed to PB**

**Action 08: PB to work with DT to track relevant items (and to consult with the Directors’ queries and the CHC)**

**Action 09: NA to share the Recommendations with DT/WP. AGB’s response to the report to be agreed, shared with the Board, and then published on the website.**

**BD2: GDPR Plan**

* PD joined the meeting and gave an overview of where we were regarding building awareness and the next stages of communication, training and embedding with staff, Regions, Counties, Clubs and members.
* The Board noted that AGB needed to be taking every opportunity to inform members of the forthcoming GDPR requirements, notably by use of a pop-up window on the website to any Member who had not already updated their consent preferences.
* Following discussion, MD asked PD how confident he was the we would be ready for May. PD advised that we were a green rating with Recovery Consistency Objective (RCO) clear that they will not audit everyone on 1 May and it would be done by case/overtime.
* An update was requested for the March Board meeting.

**Action 10: NA to update the Board on the GDPR plan at the March Board meeting**

**Scrutiny**

**BS1: Risk**

* CW advised that the A&R Committee had not been able to review the Risk items before the meeting. She had therefore met with NA to run through them before the meeting started.
* CW commented: Emerging risks should be on hotplate e.g. culture. NA advised this was not an emerging risk as it had already been dealt with. He advised that the Risk hotplate is a calculation on risk – emerging risks will be more of an educated calculation.
* CW noted the membership numbers are now flat and should stay on as a low risk. Three quarters should be noted before it was considered a trend. NA advised that this was due to a re-basing of membership numbers which in some instances had previously been double-counted. The current means of measurement provided a more accurate count. It showed that we are actually ahead of last year and up by 2-4%.

**BS2:** **CEO Report**

* Range Registration - NA advised that the deadline had been extended and that a close check was being kept on progress
* NA confirmed that the new Northern Ireland Chair is an independent Director, and that his arrival had made a significant positive impact
* NA updated the Board on what had felt like a successful meeting he had recently attended with UK Sport to reconsider investment funding for the Olympic sport. The outcome would be known on 1 February 2018.
* Another successful meeting had been with Katherine Grainger (Chair of UK Sport) who wanted to engage with CEO’s of National Governing Bodies
* Our relationships manager at Sport England, Sacha Zarb had now left the organisation, and changes in structure there meant he wold not be directly replaced. This will make our relationship with them more fragmented going forward
* Sports Aid had granted funding to AGB for the Eden project – which was a £85K grant for Muslim girls to be introduced to archery. This would also provide a good case study going forward
* ST asked for feedback on the Facilities Strategy on the website. NA advised that this version was a wish list rather than a strategy and would be taken down for the time being as there was no funding available for this strand of the strategy at this time. NA would bring back to the Board another time.
* ER enquired about the members of the Senior Advisory Groups (SAGs). NA advised that this had moved on following a meeting in December, and that there were now no Chairs of Committees. NA would arrange for a summary of December’s meeting to be prepared for the Board, and said that those who had attended had been very supportive of this part of the Volunteer strategy
* NA had received the Ragdoll insight which will should be presented to the Board with slides by those who worked on the project. This was very informative for our Strategic Plan and it was hoped it would be ready for the March Board meeting.

**Action 11: NA to arrange for a summary of the meeting held on 16 December regarding SAG and be circulated to the Board**

**Action 12: NA to arrange for the Ragdoll insight presentation to be available for the March Board, if ready**

**Update on KPIs**

* NA was arranging for ER and PB to join the Executive to stream down reporting on the strategic objectives which will feed into the KPI dashboard. ST offered his help and ER felt ST could help from a club prospective.

**BS3: Finance Report**

NA asked if there were any questions

* CW had asked for Finance papers to show Budgets. NA advised that these will be noted on the KPIs.
* CW had sent questions to WS. NA felt the A&R Committee should have direct line to WS rather than just emails as WS was happy to engage where necessary.

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

**C1 Board Meeting Dates 2017 and 2018**

* Noted

**C1 Board Attendance and Budget 2017-18**

* It was requested that NA arrange for the Board budgets – showing the savings in Board meetings – be put into Yearbook for the AGM

**Action 13: NA to arrange for the Board budgets to be published in the Year book for the AGM**

**C3 Safeguarding Report (Membership Services Manager)**

* Noted

MD asked if there were any questions on Section C or AOB

* ER advised that there was a missing paper as he had updated the Commercial paper but not passed on. BM advised that this will be circulated in next few days.

**Action 14: BM to circulate updated Commercial paper**

The meeting closed at 16.53

The next meeting will be on 10 March 2018, London

**Actions**

|  |  |  |  |
| --- | --- | --- | --- |
| **Item** |  | **Action** | **Completed** |
| **1** | **NA to arrange for the benefits of membership to be added to the Membership Year Book for the AGM and on to the website** | **NA** |  |
| **2** | **NA to review Counties and Regions structure and give an update at the June Board meeting** | **NA** |  |
| **3** | **BM to add AP1a to the Standing Orders** | **BM** |  |
| **4** | **BM to addAP1b-e Other Matters to add the above to the Standing Orders** | **BM** |  |
| **5** | **BM to ask Awards Panel to review of awarding HLMs** | **BM** |  |
| **6** | **BM to take forward arranging a Board meeting in Q3CY2018 with the senior management team** |  |  |
| **7** | **MK to collate Director’s queries regarding the SR report into a spreadsheet to be passed to PB** | **MK** |  |
| **8** | **PB to work with DT to track relevant items in the Sports Team (and to consult with the Director’s queries and the CHC)** | **PB** |  |
| **9** | **NA to share the SR Recommendations with DT/WP to arrange AGB responses to them, to be published on the website** | **NA** |  |
| **10** | **NA to update the Board on the GDPR plan at the March Board meeting** | **NA** |  |
| **11** | **NA to arrange for a summary of the meeting held on 16 December regarding SAG and be circulated to the Board** | **NA** |  |
| **12** | **NA to arrange for the Ragdoll insight presentation to be available for the March Board, if ready** | **NA** |  |
| **13** | **NA to arrange for the Board budgets to be published in the Year book for the AGM** | **NA** |  |
| **14** | **BM to circulate updated Commercial paper** | **BM** |  |

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1. PD attended for item DB2 GDPR plan [↑](#footnote-ref-1)