



MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

9 February 2019

Friends House, London

13.00-17.00

Present:	Catherine Wilson	CW	Independent Director
	Erik Rowbotham	ER	Elected Director
	Julie Ryan	JR	Elected Director
	Lizzie Rees	LR	Elected Director
	Mark Davies	MD	Chair & Independent Director
	Neil Armitage	NA	CEO
	Steve Tully	ST	Elected Director
In attendance:	Trish Lovell	TL	President
	Bob McGonigle	BM	Company Secretary
	Rachel Wilkinson	RW	Company Secretary designate
	Sue Walford	SW	Minute Secretary
	Mark Briegal	MB	Chair designate
	Scott Smith	SS	Independent Director designate
Apologies	Lis Bellamy	PB	Elected Director
	Pippa Britton	PB	Elected Director
	Yakoob Ali	YA	Elected Director

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

General

AG1: Chair's Action, Opening Remarks, Apologies for Absence

- Apologies were received from LB, PB, YA
- The new Board members designates were welcomed to the meeting – Mark Briegal (Chair designate), Scott Smith (Independent Director designate) and Rachel Wilkinson (Company Secretary designate)

AG2: Declaration of Interests

- LR announced that she has recently been appointed as the consultant Field co-ordinator for AGB. It was agreed that LR would excuse herself from any Board discussions on Field Archery.

AG3: Approval of Minutes

- **Board Approved Minutes of 24 November 2018**

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

- Action 8 – ER commented that he had received no feedback from Directors regarding the updated Board KPI Dashboard. MD asked Directors to respond on the Dashboard to ER within a week or he would assume the Board were content.
- Action 9 – NA was asked for an update regarding clearer instructions given on the Selection Process at the beginning of each year including guidelines to costs and number of days required to participate. Following the update, NA was asked to provide an outline summary for distribution to the Board in the next month
- Other Actions completed or on Agenda for meeting

Action 01: Directors were asked to give any feedback to ER regarding the updated Board KPI Dashboard within 1 week of the meeting. The KPIs to be formally approved at the next board.

Action 02: NA to prepare an outline summary on clarifying the selection process for athletes (including guidelines to costs and number of days required to participate), to be circulated to the Board during the next month.

AG5: Record of resolutions passed by email

- Noted

Policy & Governance Matters

AP1 Governance documents review

AP1a: Annual Governance Statement

AP1b: Opp-06a-02 Code of Conduct Adult Archers

AP1c: Opp-06b-02 Code of Conduct Young Archers

AP1d: Opp-06d-02 Code of Conduct Spectators, Parents and Carers

AP1e: OPP-06g-04 Code of Conduct Smoking

AP1g: Archery GB Policy Framework

AP1h: BR-10-02cm Terms of Reference Director

All above where approved by the Board

AP1f: OPP-02-02 Anti-Doping Policy

- Needed a clearer statement at the top that we will not accept doping

Action 03: NA to write a clear statement that AGB will not accept doping and add it to the top of OPP-02-02 Anti-doping Policy

AP2 Board Regulatory documents review

Company Secretary interview notes for Board's information

AP3 Company secretary recruitment update

The Company Secretary advised that following the recruitment process, the position was offered to Rachel Wilkinson, who had accepted.

AP4 Casual Vacancy for Elected Director

- MD advised that it was too late for the members to vote on an Elected Director at the 2019 AGM in April to fill the vacancy created by PB's stepping down, but the Board could co-opt an Elected Director for one year. One potential candidate had been identified, whose potted (but anonymized) cv had been distributed for information. MD reported that PB herself had told him that she felt that if the candidate were available and willing, PB would put them at the top of her list of people to suggest. Directors were offered the chance to suggest any other candidates. No other candidates were suggested.
- The nominations committee had not yet had the opportunity to speak to the potential candidate identified, but MD would put each member of the nominations committee in touch with them. It was agreed that if the nominations committee were content, they would make a recommendation to the board on email.

Action 04: MD to put members of the nominations committee in touch with the suggested candidate

Action 05: The nominations committee to make a recommendation as they subsequently saw fit in due course, with a view to a replacement Elected Director being co-opted onto the Board until the 2020 AGM.

AP5 Terms of Reference – Performance Advisory Group

- NA advised that the Performance Advisory Group (PAG) had been expanded to include (a) Peter Elliot from EIS (as an independent) attending the whole meeting and (b) athletes' representatives attending part of the meeting.
- Following discussion, it was agreed that the ToR would be amended to include that a member of the Board is present at each meeting as an observer, who would report back to the Board. This would be done on a rotation basis.
- The ToR should also make clear the purpose of the athlete's representative and that athletes be made aware of going through their representatives. NA to make amendments and circulate the final ToR to the Directors by email, showing a marked and clean version.
- The membership of the Group was discussed. It was felt that the DoS could not be properly challenged if his direct reports were at the meeting, and that rather than forming part of the membership of the Group, they should be asked to attend part(s) of the meeting when their specialism was needed. The same was thought to apply to the athlete's representative.
- It was also agreed that the Group's membership should include a Director of Performance from another NGB. NA to contact other NGB's to make a request.
- NA was requested to present a paper for the next Board meeting on how athletes are transitioned out of the squad.
- It was also felt that the ToR layout was no longer consistent and this should be looked at further by NA/RW

Action 06: The Group's membership be amended to include: 1) a member of the Board (on a rotation basis) is present to observe and report back, and 2) a Director of Performance from another NGB. Separately, that the ToRs make clear the role of the athlete's representative, and make other athletes aware of it (NA)

Action 07: NA to circulate the ToR to the Board once the amendments had been completed, in a marked-up and clean version.

Action 08: NA to send a Doodle poll to Directors to make a diary of which Director would attend future PAG meetings

Action 09: NA to contact other NGB's to request the presence of a Director of Performance at the PAG meeting.

Action 10: ToR layout to be discussed between NA/RW. A consistent layout be ready for the June meeting

Action 11: NA to prepare a paper on athletes' transition out of the squad for the next Board meeting

AP6 AGM 2019 Paperwork

AP6a – Agenda and Timetable

AP6b – GNAS draft Accounts

AP6c – National Awards

AP6d – Membership Fees

AP6e – AGM 2018 Draft Minutes

AP6f – AGM Special Resolutions

AP6g – AGM 2018 Booklet

The Board approved the above

One Member One Vote

- MD updated the Board on the response to the postal vote asking members their view on One Member One Vote. More than 2,000 members had responded, with those in favour running at around 98%.
- It was agreed that, in light of this, members should be given the opportunity to vote formally on the matter at the 2019 AGM. Ahead of the formal vote, members could be told the result of the informal vote, without commentary being provided. They could assess for themselves whether 2,000 responses was a relevant number, and 98% a representative view. If the proposal was rejected at the formal vote, the board could decide to explain the whole issue more completely, possibly on roadshows over the coming year, before bringing the issue back to the 2020 AGM if that was felt appropriate.
- There was a discussion regarding producing another Yearbook for this year's AGM. It was agreed that to keep costs down, only 100 copies should be produced for distribution at the AGM, and that a pdf version should be emailed to clubs and added to the website for members to download.
- The rationale of increasing the fees by £1 each year was challenged. It was explained that the preference of the members was for smaller rises each year, rather than a larger increase after a few years. ER noted that the evidence for this preference was old and perhaps should be re-visited to confirm.
- It was noted that Members question the increase each year. NA said he was aware of this and added that the increase this year would be used in grass roots only, to extend the reach of the regional roles. ER requested confirmation that all of the UK would be in-scope for this funding and NA confirmed this.

AP7 Statutory Accounts

- GNAS draft accounts – CW confirmed that she had consulted with the auditors and that the Accounts were satisfactory. There was a concern how members may see the loss in the P&L, which was mainly due to a reduction in the number of members and clearly shows the decreased market value of listed investments (which was out of our control).

It was agreed to highlight it at the 'state of the nation' presentation before the AGM, rather than at the AGM itself.

- It was highlighted that it was good practice to go out to tender for the Auditors on a regular basis, or at least change the auditor with the Company.
- The board noted that a report would be available for the June board meeting from A&R that would consider the matter further.

The Board approved the draft GNAS Accounts.

Action 12: NA to arrange for 100 copies of the yearbook to be printed for circulation at the AGM and a pdf version to be emailed to clubs and added to the website

Action 13: NA to include a slide relating to the P&L Accounts to show the members that the loss had been influenced by decreased membership and market value, but show there was now a healthier picture.

AP9 Aspirational Fund

- NA asked the Board to approve and accept the Aspirational fund (£192,000) offered by UK Sport which would allow AGB to take a squad to Tokyo Olympics should we qualify. The specifics were on page 51 of the document and MD asked for comments.
- Following a brief discussion, it was agreed to accept and approve the Fund. Congratulations given NA for obtaining it.
- It was noted that further plans were required at the end of February and should be available to the next board for information.

The Board approved and accepted the Aspirational Fund from UK Sport

Action 14: BM to place information item on next agenda.

Sport Code Compliance

AS1 Project Progress

- A verbal update was given. The Governance was on track and would be taken forward by the new Company Secretary.
- The recent recruitment process for directors had proved to be robust. It was noted that induction would be discussed at the next board.

Discussion Items

BD1 Commercial Strategy

- NA gave an update regarding the review of the Commercial strategy which as a commercial strand had not worked.
- The revised Commercial Strategy was not considered to be a strategy, as there was no business plan or numbers to back it up. It was agreed following robust discussion that NA would refer to MD for guidance (MB also asked to be involved) and a new Commercial Strategy be produced in 4 weeks with the Board being updated.
- NA was currently waiting for updated figures on the income
- The Commercial Managers role had been changed and was now under the leadership of the Head of Finance and Business Support.
- The AGB/Errea sports kit was soon to be launched on-line

Action 15: NA is to produce a new Commercial Strategy in 4 weeks with guidance and support from MD & MB and keep the Board updated

BD2 Membership Trends

- NA was asked for an update. He commented that we were starting to see an upward trend in retention and could now start to consider looking at an acquisition strategy.
- Recruitment for a Research and Insight Analyst was still on-going. BM asked to discuss with NA outside the meeting.

Action 16: NA to discuss membership trends with BM

BD3 Data and business for annual strategy day

- MB to advise on a strategy day and discuss the format with NA
- NA requested that the values and vision of the organisation was included for discussion

Action 17: MB to set the date for the Board/Senior Managers strategy and discuss the format with NA

Scrutiny

BS1 Risk

- It was highlighted that the insurance premium was going to be put up, following two litigation cases and a data breach.
- NA updated the Board briefly on the two cases and the data breach. WS would address these further with the A&R committee. The data breach had been by a new member of staff. NA confirmed that GDPR training for new starters and staff on-going.

BS2 - CEO Report

- NA gave an update on the Range Registration which is 99% complete. The outstanding registrations related to 9 clubs and a total of 84 members. Support was being given to them to complete.
- NA highlighted that following a visit from Katherine Grainger last year he was inviting the new CEO of Sport England (SE) and CEO of the British Paralympic Association (BPA)

to visit Lilleshall and meet with staff. He would advise the Board once dates were known.

- NA confirmed that we are now supplying more accurate figures on AGB to SE regarding participation and retention
- KPI's – little has changed since the last board meeting because the time fell between the quarterly recording periods. NA will circulate again following the end of the next quarterly period
- NA was part of the Project Performance Steering Group and asked for approval from the Board on the MOU (noted at appendix 4 and 5) in order to move forward

The Board approved the MOU for Project Performance

- NA had received the results of the recent Staff Engagement Survey, advising that generally it was good. He would discuss with staff at the next All Staff Meeting on 5 March.

Action 18: NA to advise the Board once dates had been set for 2 VIP visitors – new CEO of SE (Tim Hollingsworth) and new CEO of BPA (Mike Sharrock)

Action 19: KPIs to be placed on the next board agenda

BS3 DoS Report

- MD asked if there were any comments.
- There was a query raised on why KPIs were not being recorded for coaching. This was due to coaching not being reportable directly, as its effect are tracked by income and member satisfaction plus retention
- It was requested that Managers attend Board Meetings to update the Board on their areas of specialism – NA advised that a diary was being arranged for their visits
- A query was raised why there were fewer Ontarget clubs. NA replied that some clubs had not understood what was required and had not been lobbied to re-subscribe
- A comment was made regarding the lack of judges and a request made for how many judges there are and their locations. NA advised that we are encouraging training for domestic and international judges and would put this on the next SAG meeting agenda

Action 20: NA to add lack of judges and training for domestic and international judges to the next SAG meeting agenda

BS4 Finance & Business Support Report

- MD asked for comments on the Finances. It was agreed that they had mainly been covered earlier with further responses expected from WS when she has returned to work

BS5 Response to Sport Resolution Tracking

- The paperwork for the meeting had requested that the SR Tracking be closed down and replaced by the report commissioned by UKS Walk the Floor (WTF), to avoid duplication of work, but NA introduced this paper saying that he had reconsidered the position following feedback. It was agreed that the SR report addressed specific areas that needed to be addressed before the work relating to it could be blended into WTF report, particularly in light of the fact that WTF related specifically to the Paras.

The Board agreed to keep the SR Tracking open

Section 3: Matters for report / information only

C1-C6 Board Information Papers C3 Safeguarding Report

The next meeting would be held at 08.30-10.30 on Saturday 13 April followed by Registration for the 2019 AGM

Actions

Item		Action	Completed
1	Directors were asked to give any feedback to ER regarding the updated Board KPI Dashboard within 1 week of the meeting. The KPIs to be formally approved at the next board.	All	
2	NA to prepare an outline summary on clarifying the selection process for athletes (including guidelines to costs and number of days required to participate), to be circulated to the Board during the next month.	NA	
3	NA to write a clear statement that AGB will not accepting Doping and add it to the top of OPP-02-02 Anti-Doping Policy	NA	
4	MD to put members of the nominations committee in touch with the suggested candidate	MD	
5	The nominations committee to make a recommendation as they subsequently saw fit in due course, with a view to a replacement Elected Director being co-opted onto the Board until the 2020 AGM.	MD	
6	The Group's membership be amended to include: 1) a member of the Board (on a rotation basis) is present to observe and report back, and 2) a Director of Performance from another NGB. Separately, that the ToRs make clear the role of the athlete's representative, and make other athletes aware of it	NA	
7	NA to circulate the ToR to the Board once the amendments had been completed, in a marked up and clean version.	NA	
8	NA to send a poll to Directors to make a diary of which Director would attend future PAG meetings	NA	
9	NA to contact other NGB's to request the presence of a Director of Performance at the PAG meeting	NA	
10	ToR layout to be discussed between NA/RW. A consistent layout be ready for the June meeting	NA	

11	NA to prepare a paper on athlete's transition out of the squad for the next Board meeting	NA	
12	NA to arrange for 100 copies of the yearbook to be printed for circulation at the AGM and a pdf version to be emailed to clubs and added to the website	NA	
13	NA to include a slide relating to the P&L Accounts to show the members that the loss had been influenced by decreased membership and market value, but show there was now a healthier picture	NA	
14	BM to place information item on next agenda.	BM	
15	NA is to produce a new Commercial Strategy in 4 weeks with guidance and support from MD & MB and keep the Board updated	NA	
16	NA to discuss membership trends with BM	NA	
17	MB to set the date for the Board/Senior Manager's strategy and discuss the format with NA	MB	
18	NA to advise the Board once dates had been set for 2 VIP visitors – new CEO of SE (Tim Hollinsworth) and new CEO of BPA (Mike Sharrock)	NA	
19	KPIs to be placed on the next board agenda	BM	
20	NA to arrange for lack of judges and training for domestic and international judges to be added to the next SAG meeting agenda	NA	