

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

**25 March 2017 – 1.30-5.00**

Friends House, London

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| --- | --- | --- | --- |
| **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 |
|  | 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:** | Bob McGonigle | BM | Company Secretary |
|  | Sue Walford | SW | Board Secretary |
|  | Freddie Collier (in part[[1]](#footnote-1)) |  |  |
|  | Wendy Stead (in part[[2]](#footnote-2)) | 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 thanked Board members for attending. Apologies were received from Trish Lovell. Chris Mortlock [CM] was not in attendance and did not send apologies.
* MD advised the Board that communication had been received from Sport England regarding the signatures required for the Tokyo award funding and that approval was needed for the Chairman and CEO to be signatories.

**Approved**

# AG2: Declaration of Interest

* MD advised that if any director felt they had a declaration, then it probably was one and should be declared.
* BW declared details of a ‘camp’ and would supply further details to BM to register.

# AG3: Minutes of 28 January 2017

* These were taken as read and Board asked for approval.

**Approved**

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

* Actions from the last Board meeting – MD advised the Board that he had received no communication from CM regarding progress on the KPIs or regarding the meeting today and therefore consider that the KPIs needed to move in a different direction.
* MD added that CM tenure was up this year and it would be a good opportunity to reduce the size of the board as CM was unable to continue to engage. As the board would be reduced by one Independent Director, it was an opportunity to reduce the board to 12 by an Elected Director volunteering to leave.
* MD asked all Elected Directors to consider this.
* MK had submitted a paper regarding the Code of Conduct – Smoking and why it was not encapsulated in the Rules. MK followed this up with the Chair of Rules and in conclusion agreed to write an article with Freddie Collier (FC) for the Archery UK magazine and an ezine to educate members on the contents.
* NA would arrange that the Code of Conduct – Smoking would be communicated to the Tournament Organisers.

**Action 1: MK to write an article with FC for the magazine and an ezine on the Code of Conduct – Smoking**

**Action 2: NA to communicate the Code of Conduct – Smoking to Tournament Organisers**

# AP1

## AP1h - OPP-16-01 Safeguarding Vulnerable Adults Policy and Procedures

* MD advised that BW had done significant analysis of the Policy and procedures submitted and that the substantial work carried out on the current policy should be noted.
* As there were too many complicated comments to discuss at the meeting, MD would circulate BW comments to the Board and FC allowing others to consider.
* The policy would be brought back to the next Board meeting.

**Action 6: BW comments to be circulated by MD to be considered and answered by the Board and FC and/or incorporated into the policy by the next Board meeting.**

## C4 Participation Procedures for Gender Reassignment

* The was a query raised regarding toilets which was briefly discussed
* The procedure was considered clear and not an archery issue

**Approved**

FC left the meeting.

# AP1 Annual Policy Review

Terms of Reference - Audit & Risk

* This had been reviewed and considered to have minor amendments and points noted by PB and CW.

**Approved with noted points accepted**

* PB considered that there should be a link with the A&R committee meeting within a time scale before the Board meeting.
* CW noted that a Risk Register needs to be here. The A&R will advise the Board of risks.
* Any risks arising from the Board meeting would be entered into the Risk Register by the CEO.

## Code of Conduct - Anti-Bribery

* Under the last section on monitoring make review period to be ‘annual’

**Approved**

## Fraud Prevention and Detection Policy and Procedures

* BW commented that the position of Workers Responsibilities should be before Managers Responsibilities in the policy.
* It was commented that there was no appeal procedure in it (only internal investigation if needed).
* MD asked if the Board felt there should be an appeal process – this was agreed.
* Agreement to the Policy and Procedures was accepted in principle.
* Following the addition of an appeal process, sign off would be a Chairman’s action so as not to bring it back to the board.

**Approved with the inclusion of an appeal process**

**Action 7: MD to sign off once updated with inclusion of appeal process**

Whistleblowing Policy

* ER was concerned with wording ‘an issue with the CEO should then go to Chair’ which should be extended to become CEO/Member of the Board/Chairman. Following the clarification of wording, sign off would be a Chairman’s action so as not to bring it back to the board.

**Approved**

**Action 8: MD to sign off once wording is updated**

## Risk Policy

**Approved**

BM advised the Board that the IT and Data Protection Policies were considered to be fit for purpose.

## AP2 Register of Interests

* MD expressed disappointed in having to chase Board members for responses and asked for comments regarding the Register
* ER added that there appeared to be different views regarding what needed to be added as a possible conflict and it was agreed that if in doubt, add the interest.

**Action 9:** **BM will arrange for the Register to be published on the website. All to review and update as needed.**

## AP3 Emergency Powers of Usage

* DH queried why there was no link to two boxes in the decision matrix.
* BM confirmed it was a standalone action and only triggered after there had been an issue. These boxes would be removed as they formed no part of the decision process.
* ER queried the bullet point ‘imminent’ and if this was appropriate timing for a review after any incident.
* It was discussed further to see if the wording should be changed to within 2 weeks but decided that the timescale would depend on the incident and that the wording should be kept.
* BM added that the paper would be reviewed by the A&R Committee.

**Approved**

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

## BD1 Competition Prize Money

* LR had reviewed this, with other sport competition structure. This proved to be difficult to compare with archery due to under representation.
* The paper was discussed at length with suggestions being made
* MD asked the Board if the proposal worked as said it was a steer for tournament organisers. The key point was that the Board had considered whether prize money should be structurally equal or equal in quantum, since the lack of female competitors meant that adopting the same methodology would ingrain a differential in the actual amount of prize money offered.
* MD said he would put the recommendation of LR’s paper to a vote because there was clearly a difference of opinion as to whether it would be better to equalise the actual amount of money offered. The recommendations of the paper that the equality should be based around the methodolgy by which prize money was calculated was therefore moved to a vote.

JR proposed

NA seconded

**Approved by a majority with one against**

## BD4 John Stubbs Paralympic long service

* BW advised that John Stubbs celebrated 20 years in the pathway and asked whether this should be recognized. He was conscious that no recognition had been given following the Paralympics’ achievements in Rio.
* It was discussed that an event to meet the ‘superheroes’ should be considered
* PB advised that there were members who had served longer and asked whether it should be a policy if someone achieved 5 Olympic Games to celebrate the fact. She suggested that such a policy could be an income generator.
* Suggestions included being a member’s incentive, appreciating volunteer workforce, hold a gala dinner (with discounts offered to members in the cost).

**Action 11:** **NA would discuss with the SLT at what point do we do celebrations and bring back to the next Board meeting**

## BD2 Affordability Document

* The documents followed on from last paper and were taken as read. MD asked if there were any questions.
* CW confirmed that she had met with WS and put projections into a spreadsheet and had spoken about the reserves.
* CW added that a closure reserve amount had not been minuted. She said she needed to understand what our closure reserves are now and bring back to the Board.
* NA advised that the closure reserve is what we need to pay, not a set figure
* CW also commented that the same figures should follow through to other meetings (eg membership) so that everyone is using the same.
* A question was to be taken off line include tighter financial control of tournaments (talks had been held and needed to be finalised for a better system), with Tournament Organisers putting budgets together and being able to manage them.
* An automated system for claims and expenses (which will avoid them coming in late following tournaments etc) was coming on line and a demonstration would be given at the June Board meeting.
* NA supplied an audit trail of assumptions of increase – to show the effect on numbers as a retention strategy, as requested by the Board.
* MD wanted to look at 12 months only and asked if the numbers could be presented in another way. CW and MD both suggested that they had example papers from other Boards. MD said he would take off line and discuss with CW and the SLT how we present numbers and KPIs for next meeting.
* We were currently losing 15K members annually who did not renew for various reasons (including lack of progressive coaching). MD asked if funding research into things that were broadly apparently was really necessary, and suggested that time and resource could be better spent trying different things and seeing what their impact was.
* NA advised that it was necessary in order to satisfy SE, and that in any case (and in consequence) SE would fund it.
* PB asked if this included facilities. NA would discuss the equality programme that we have off line with PB.
* BW queried Operations Management costs
* BM added that the Board in January was requested to approved £100k to take the AGB squad forward but the minutes had stated they would be authorised in this Board meeting. MD requested that that it was added to the minutes and approved.

**Action 12: MD to consider how best to present costings for 12 months only and how to report KPI’s for the June meeting**

**Action 13: NA to discuss the equality programme that we have off line with PB.**

## BS3 Finance Report

* As some of the queries above related to BS3 in BD2, MD asked if there were any further comments for BS3.
* ST expressed concern that the decision to tighten up on senior direct members had cost £20K and asked if the Board should be looking at this.
* NA suggested it could be added to the scope of the commission.
* MD advised that the cost of £20K was the consequence of a hard decision that had needed to be taken, but that it was impossible to undo the decision just because it had had an undesired knock-on effect, because the reason for the decision having been taken could not be solved in any other way. He said that what the Board needed to focus on was solutions to the undesired impact, rather than repeatedly questioning the initial decision, because the initial decision had been a necessary one. He said that the Commission on membership could look at ways to mitigate the new problem but that the Board should not endlessly revisit the original decision unless it had an alternative solution to the original problem.
* ST expressed concern regarding missing opportunities to growing membership through the Big Weekend and Ontarget instead of the retention strategy.
* There was a further discussion regarding the retention strategy vs ways of growing and increasing membership. MD expressed frustration that the Board was once again revisiting an issue in esoteric terms, when a strategic decision had been made to focus on retention and not on acquisition.
* MD advised that if in the future there was a desire to move to an acquisition strategy, then any motion to do so needed to be brought formally to the Board with more concrete ideas about who many new members should be targeted and at what acquisition cost.
* NA was requested to let the Board know how the retention is calculated.
* WS added that SE would be looking for evidence of where members who do not re-join go, in the next funding round.
* PB queried if a change in the membership year would make a difference? e.g. members joining at the beginning of the Spring, looking forward to the Summer.
* NA would like to drive more members to direct debit payment to the NGB and have their own personal anniversary date.
* MD emphasised that there was a limited pool of money and that not every base could be covered owing to our limited resources, so it was important to retain whatever focus had been agreed and to shift focus only when it was based on some hard numbers rather than conjecture.
* BD2 and BS3 – MD asked if there were any more questions for WS and as there was none, the reports were approved.

**Action 13: NA was requested to let the Board know how retention is calculated.**

## Scrutiny

BS1 Risk

* CW requested that an updated Risk Register was available before every board meeting. It should be sent to the Audit & Risk Committee who will highlight risks to the board.
* WS requested an updated Risk Policy from A&R which CW had completed apart from the reserves.
* MD added that columns for likelihood and impact need updating
* It was confirmed that the Risk Policy and processes are compliant with the UKS/SE Sport Governance code
* WS/NA to look at the Risk Policy and consult with A&R Committee if needed

**Action 14: A&R Committee to supply an updated Risk Policy to NA/WS for review**

WS left the meeting.

## BS2 CEO Report

* CEO Report was taken as read and MD asked if there were any questions.
* LB asked for clarity - if competition fees would be paid out of the Chairman’s Hardship Fund. NA confirmed that it did not cover competition fees and was only for children who cannot afford to pay membership fees.
* Other suggestions were given regarding who to apply to regarding paying competition funds including Sport Aid, sport partnerships and Counties.
* Webinar – when is the next one due out. NA is preparing and will forward a calendar of future dates.
* NA advised that he would be organising a ‘CEO UK tour’ to become more accessible to club members including a CEO surgery, at a different club each month and ask for future webinar topics.
* NA updated the Board on the NI Board and was currently talking to an independent who may be interested in becoming Chair.

App Update

* NA confirmed that phase 1 is live and he was waiting for roll-out details.
* Phase 2 to be developed in consultation with archers to ask what they want.
* ER requested one page brief on the app. in case Board members are asked eg phase one is out there and what it entails – and update on phase 2
* Sport 80 – members are saying it does not work properly. BW advised this is usual with a new update for Sport 80
* NA waiting for update on CRM

**Action 15: NA to arrange for an updated calendar to be sent to the Board on Webinar dates.**

**Action 16: NA to arrange for a brief on the app. to be prepared and sent out to the Board**

## BS2a Performance Update

* BW asked if any competitions where under threat and if AGB will need to contribute to any of them.
* NA advised that there was no money available to substitute competitions and that in future all tournaments/events will be required to break-even. There would be a new approach with commercialising some major tournaments and events that we own (not those run by Counties and Regions).
* The Competition Strategy was still on-going.
* ER queried the next phase of UKS funding. NA had sent a letter to Liz Nicholl (CEO, UKS) regarding this and was waiting for an update on the next phase following UKS Board recent meeting. NA will advise the Board once he had been updated.
* There was discussion on crowdfunding as a possible source to augment income in this area. Directors exchange their knowledge and views on this method, but no conclusion was reached.

**Action 17: NA to update the Board on the next phase of funding awards by UKS once this was known.**

## Archery Foundation

* NA updated the Board – advising that WS is a Board trustee.
* NA had requested a draft of their Strategy, and having viewed it, had concluded that more help was needed and they should be encouraged to take on more Board members.
* Agincourt 600 gave £5K to the Archery Foundation on the basis that it was used for disabled archery.
* This increased the AF funds by 50% - so far, an award had not been made from funds
* Oaks were meeting with the AF next week after their AGM to discuss how they could help.

# Section C – Matters for report/information only

There was nothing to report.

**Next Board Meeting – 10 June at Friends House, London – 1.30pm-5pm**

**AGM on 8 April at the Crowne Plaza – as previously informed, Directors were not required to attend.**

NA advised that we were required to carry out a Staff and Volunteer survey

ST advised that he had been approached by a development regarding a venue for archery. He had sent a briefing note to MD. This had been passed back to the SLT to obtain more information.

The meeting closed at 5.00pm

# Actions

|  |  |  |  |
| --- | --- | --- | --- |
| **Item** |  | **Action** | **Completed** |
| **1** | **MK to write an article with FC for the magazine and an ezine on the Code of Conduct – Smoking** | **MK** |  |
| **2** | **NA to communicate the Code of Conduct – Smoking to Tournament Organisers** | **NA** |  |
| **6** | **BW comments to be circulated by MD to be considered and answered by the Board and FC and/or incorporated into the policy by the next Board meeting.** | **MD** |  |
| **7** | **MD to sign off once updated with inclusion of appeal process** | **MD** |  |
| **8** | **MD to sign off once wording is updated** | **MD** |  |
| **9** | **BM will arrange for the Register to be published on the website**  **ALL to review & update as necessary** | **BM**  **ALL** |  |
| **11** | **NA would discuss with the SLT at what point do we do celebrations and bring back to the next Board meeting** | **NA** |  |
| **12** | **MD to consider how best to present costings for 12 months only and how to report KPI’s for the June meeting** | **MD** |  |
| **13** | **NA was requested to let the Board know how the retention member cost is calculated.** | **NA** |  |
| **14** | **A&R Committee to supply an updated Risk Policy to NA/WS for review** | **A&R** |  |
| **15** | **NA to arrange for an updated calendar to be sent to the Board on Webinar dates.** | **NA** |  |
| **16** | **NA to arrange for a brief on the app. to be prepared and sent out to the Board** | **NA** |  |
| **17** | **NA to update the Board on the next phase of funding awards by UKS once this was known.** | **NA** |  |

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 items AP1h - OPP-16-01 Safeguarding Vulnerable Adults Policy and Procedures; C4 Participation Procedures for Gender Reassignment

   [↑](#footnote-ref-1)
2. WS attended for items BS1 and BS3 the Financial Quarterly Report [↑](#footnote-ref-2)