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

**22 July 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  |
|  | Steve Tully | ST | Elected Director |
|  |  |  |  |
| Apologies | Pippa Britton | PB | Elected Director |
|  | Trish Lovell | TL | President |
|  |  |  |  |
| **In attendance:** | Bob McGonigle | BM | Company Secretary |
|  | Sue Walford | SW | Board Secretary |

Confidential items shown in red.

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

**General**

General **AG1: Chair’s Action, Opening Remarks, Apologies for Absence**

* MD thanked the Board members for attending. Apologies were received from Pippa Britton and Trish Lovell.
* MD advised that it had been extremely busy since the last Board meeting and that issues had been reported by notes in an email to update the Board.

**AG2: Declaration of Interests**

* None

**AG3: Approval of Minutes of 10 June 2017**

* Comments had been sent to MD and followed up
* Board Approved

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

* All Actions were now completed
* MD comments:
* Dubai trip refunded: what is the intention going forward in similar circumstances. PB view is as we are funded, we should fund staff.
* NA clarified that trips in the budget are fully funded by UK Sport, but that there was an opportunity for additional trips not budgeted for, but helpful for athletes to attend – the only way is to ask athletes to contribute towards staff. There were selections in place to cover persons who can’t afford to self-fund. This was discussed further.
* LR observed that it is general knowledge by athletes in Field that staff are paid for this way
* As PB was not present it was agreed that this had been discussed and on the whole, athletes should pay for staff for unfunded trips. MD would speak with PB advising that there was not an obvious solution and an alternative was needed.
* SID role: MD had spoken with LB and CW. Both were willing to take on the role and MD was grateful for this. MD confirmed that CW would take on the role.
* MD noted that engagement with the Regions would not be until the end of the year and felt this was too far in the future. As the Membership Fees commission had not been forthcoming, MD asked for these items to be put onto the November Agenda. A paper should be forwarded asking if the Board felt that the current structure is the best or outline alternatives, adding that there would be 4 months before the AGM if needed to go before members. The papers should be prepared in good time for November and the Board needed to be behind it.
* Directors had been requested to feedback regarding industries we did not want to sponsor AGB as part of the Commercial strategy. None had been received and Directors were asked to email NA by the end of the week.

**Action 01: Directors were requested to feedback by email to NA by the end of the week, industries considered inappropriate to sponsor AGB as part of the Commercial strategy**

**Policy & Governance Matters**

# **AP: Board Skills Matrix Update**

LB gave an overview:

* There were two main weakness areas, one in IT and in Health & Safety but overall a good balance of skills. It showed a good breadth of experience and in the event of an audit, it would be fine.
* There was still a diversity issue
* LB had received some evidence to support Directors’ skills levels but would like more and asked for this to be forwarded to her for collation. If only a small amount of experience existed then let LB know. LB asked to park additional skills for the time being.
* MD reminded Directors that there was a budget available for training for Board members regarding lack of skills and if anyone wanted to make use of it, they should make a case to him.
* It was asked if an average of the scores could be circulated, but LB felt it would not prove much.
* Lack of areas of skills should be considered for future recruitment
* Skills Matrix to be looked at annually in June.

**Action 02: Evidence to support Directors’ skills levels should be forwarded to LB for collation.**

**AS1: Project Progress**

* BM advised that this was on track for the meeting on Tuesday at UKS, who were happy with the progress so far.
* BM would report following the Sport Code Compliance meeting.
* ER asked for the expected timeline and BM advising completion by 2018 AGM.

**Action 03: BM to update the Board** **following the Sport Code Compliance meeting at UKS next week**

**AS2: Board Future structure and BAME compliance**

* LB had prepared a short paper to propose the advertisement for new Directors in readiness for election at the 2018 AGM.
* It was unclear how many new Directors would be required (to fulfil the need to reduce the Board size) but this will set out the timetable. Note to be added: UKS and SE should be informed and added to the timetable
* MD advised that a Board succession timeline had been previously discussed and agreed but following the release of the Sports Governance code the goal posts had moved. This applied to all companies not just sport – terms as a Board Director is recommended at 3 x 3 years (9 years in total), followed by a 4 year break.
* MD asked whether there was appetite to revisit the Board decision of last January, given that any change to the succession timeline would need a change in the Articles and therefore have to be put before the Membership to agree. A solid communication campaign would be needed to alleviate the risk of the Membership turning it down. This was an area of Governance that UKS were monitoring and were withdrawing funding if not in place.
* BW and JR had expected their appointments to be until 2018 and would like clarification if they will be required to step down earlier. To be looked at off-line.
* It was discussed further and agreed that:

1) people are happy with the advert with the wording changed to ‘some’ Directors instead of one or two and the advert. to be run as the AGM timeline

2) the structure of appointment of Directors should be discussed again (current term 2 x 4), with a paper to come back to the next Board meeting to include the logistics of making changes to the existing framework in order to allow current directors to re-stand if they wished (but without being sidetracked or influenced by the names of specific directors who might be in that category). BW noted that this April would, if UKSport Governance requirements were adhered to, result in the loss of the most experienced Directors in the sport. It as agreed that the Board needs to understand the full impact of each scenario (i.e. whether directors will or will not be able to stand for election, what the mechanism would be to change Articles in advance of the election, and what the potential impact might be on funding from UK Sport if they deemed AGB to be in breach of their Code).

**Action 03: Structure of appointment of Directors and succession to be looked at with a paper to come back to the next meeting.**

# BAME Compliance

* LB asked if the Nominations Committee should be looking for an Independent BAME (following vacancy by Chris Mortlock) or wait until recruitment in April.
* It was agreed to commence recruitment now rather than wait.

**Action 04: Recruitment of Independent BAME to commence immediately by Nomscom**

**AS3: Remuneration Process**

* MD advised that currently there was no formal RemCom which decided on the salary of the CEO and looked at pay increases and bonus for staff.
* MD suggested that this is left with the whole Board (without NA) until the reconstitution of the new Board in April 2018

**AS4: Board Key Obligations Matrix**

* This had been completed by BM and noted by the Board with no comments

**AS5: Board Single Policy Document**

* MD noted the Interim paper and invited the Board to make comments by email to BM if they had any. He noted that ER and LB had already offered to help review.

**BS1: Risk**

* The Audit and Risk had met with WS.
* CW suggested that a Reserve Risk Register should be created. Currently the Risk Register was updated every quarter and cleansed every year. Once an item ‘fell off’ the Risk Register, it should be put on a simple word document for reference purposes in the future to check if an issue had been raised before.
* NA would arrange for this to be done
* CW advised that the Hotplate Risk Report needed a bit more clarity on high impact (by adding more colour)
* CW advised that the Investigation needs to be top of the Risk Register

**Action 05: NA to arrange for a Reserve Risk Register to be created for reference purposes in the event of a risk reoccurring**

MD asked for comments on the A&R Minutes:

* 3. A&R commented on the DBS backlog which she and WS were not aware of. There was an update in the Safeguarding Report that confirmed there was not a backlog and the wrong wording had been used.
* 5. A&R asked to see a copy of the insurance cover in respect of the current Investigation – NA to arrange to be sent
* 6. A&R asked for sight of the quarterly draw down reports for transparency and to explain them to the Board
* 10. BS4 Tournament Costs – Finance Report. A&R queried why was there a £20K loss and why was not in the budget. NA advised that this was due to no control over volunteer budget holders previously but had since taken control. Therefore, the expenses were historic and still ‘drifting in’ and final cost unpredictable.
* BW queried the cost of venue higher for indoors in December coved in the previous years’ finance. CW asked if it was an accrual or a £20K loss. NA to check with WS by end of next week
* 11. Fraud. CW asked about this risk. NA advised that the individual had left AGB and finance were still checking receipts but should not be a substantial amount. He added that there would be more tighter control on credit cards going forward and a move to Concur on expenses.
* 12. Dashboard/KPI document. A&R had noted there was no finances on the KPI dashboard

**Action 06: 5. NA to arrange for a copy of the insurance cover to be sent to the A&R Committee**

**Action 07: 6. A&R asked for sight of the quarterly drawn down reports and an explanation on the Finance Report.**

**Action 08: NA to query the higher costs for the Indoors venue (than previously) in December and if this was an accrual or loss**

**BS2: CEO Report**

MD asked for the key points to be raised and question asked:

* NA had received correspondence from the Head of Integrity at UKS who had be trying to obtain partial funding towards the Investigation. He had advised that there would be no funding. He would keep trying to make a case but it was unlikely that funding would be agreed.
* NA had had a meeting with the Police regarding the Fraud allegation and they submitted a written report which exonerates AGB. The Police had been impressed with the information given to them
* The 2 complaints regarding the assault investigation – the CID who interviewed the victim had written to advise that no further actions was being taken. The 2 complaints were being looked at.
* BW asked if the assault complaint should go to a court case, what would our insurance would cover.
* NA advised that he had a meeting with the insurers next week to discuss. The underwriters were different for liability and we had to go through their process to clarify what we are covered for.
* Katherine Grainger the new chair of UK Sport, would be visiting later in the year.
* NA had arranged a meeting with Vanessa Wilson, UK Sport Director of Commercial and Communications, which proved that AGB’s thinking on a commercial strategy was more mature than theirs and they had nothing further to offer.
* International Relations Strategy has the full support of UK Sport and World Archery nominations for committee members had been sent in for Pippa Britton, Hilda Gibson and Jon Shales.
* SE scoping meeting – submission should be concluded in September rather than December. NA asked if they would help the Commercial activity and they would look into this.
* Sport NI had given us a ‘robust’ financial rating and the grant funding had been re-negotiated so that there would be no cash payment but value in kind instead.
* Sport delivery – NA had discussed with Scotland how we can help to achieve their objectives and that Wales would be next.
* Development were using Yammer – ST asked them to reconsider this communication.
* MD commented that AGB twitter had increased to 13K and had been aiming for 11K, and the fact that a target had been beaten but not celebrated demonstrated the need for numbers not to be reported in isolation, but in the context of a target and an outcome.
* Data Research – the new CRM system would allow for full data to be collected on new members.

# Director of Sport Report

* Independent Athletes Appeals Panel – this was being outsourced to Sport Resolution (UK).
* There was a new athlete’s induction process and a review in 12 months.
* Sport England approved the new operational staff structure in Performance. This would be available for the next Board Meeting.
* ST asked about the range registration not being complete by the deadline – what would happen. NA would check and advise.

**Action 09: NA to advised to ST regarding consequences of the range registration deadline not being adhered to.**

# KPIs

* There were comments regarding the lack of clarity on the KPI report and that the report did not show what areas had moved forward.
* It was agreed that NA would consider the report with the SLT and development it further and come back to the next meeting.
* MD reminded Directors that they had been asked to email NA with comments in October 2016 regarding what they would like to see on the KPI dashboard, and asked Directors to do so in the coming weeks so that the KPIs could be finally nailed.
* ER asked if there were any blockers that the Board could help with.

**Action 10: NA to develop the KPI report with the SLT for the next Board meeting**

**Action 11: Directors to send NA a list of what metrics they felt we should be tracking**

# Commercial Strategy

* NA would be giving a slide presentation on the Commercial Strategy, and highlighted areas that this would be looking into.
* LB commented that the Commercial Strategy was only one aspect and if obtaining more archery income through membership was better than looking at membership retention.
* MD comment that there was a need to try different things to see what works but do something quickly. The minimum Reserves would not be compromised.
* It was suggested that we should make better use of our volunteer network in advancing our commercial strategy. The pros and cons of this were discussed and it was agreed that volunteers may be able to make helpful introductions to contacts who could open doors, and that a piece put into the magazine and mention made in the next Webinar.
* NA was seeking Board approval for the Strategy and request for £35K over 15 months from the Reserves to engaged Sport Collective in order for them to establish a commercial structure. Looking forward, NA would like to develop a Commercial Department to go out and pitch.
* **Board Approved**

**Action 12: NA to arrange for a piece to be added into the magazine and mentioned in the next webinar, asking volunteers if they had any contacts that could help on a commercial aspect**

**BS4: Finance Report**

Archery NI

* MD asked if the Board wanted to discuss Archery NI or include in the November discussion on fees and structure.
* CW suggested it be discussed in November but in the meantime, ANI needed to be audited. MD asked if it was too small an organisation to have to do this.
* CW commented that ANI money is going through AGB and needs some attention and be separate to AGB finance.
* LB commented that the Headline Finance Report was not something that could be quickly read through.
* MD recalls a finance template and ask if this had progressed.
* CW has meet with WS regarding a template and it was work in hand
* It was commented that the KPIs did not show an obviously change for what was on track and that it should show KPIs with finance
* MD commented that there had been no clarity to NA on what was wanted and asked that Directors send an email to NA with solutions on what the matrix is and how you would like it tracking (in the existing framework if possible), in order for this to be worked on.
* JR queried why marketing income was down and membership up.
* NA replied that the reduced income in marketing is due to a reduction in the number of magazines and currently, the magazine costs are being reviewed.
* The increase in membership is due to the requirement of retaining the old database longer than anticipated whilst the new CRM system is being installed. The new CRM should help in the long run, to reduce the need to recruit permanent staff in MS. Instead, NA was investigating an apprenticeship system.

**Action 13: Directors to send an email to NA with solutions on what the KPI matrix is and how you would like it tracking (in the existing framework if possible), in order for this to be worked on.**

**Section 3**

**Matters for report/information**

C1 Board Meeting Dates

* Noted

C2 Safeguarding report from FC (Membership Services Manager)

* Noted

# C3. Duty of Care Gap Analysis (Membership Services Manager)

* PB had read the paper and asked for the following comment to be made:
* Athletes were not well support or assisted if they had to leave for health issues and she believed they should have some representation on the Board
* This was discussed further and suggested that an Athletes Welfare/ Duty of Care Guardian is appointed
* It was agreed that PB (Equity Champion) and JR (Safeguarding Champion) should meet to discuss further with a member of the Senior Leadership Team (SLT), FC was recommended and prepare a proposal for the next Board meeting
* There is currently an Athlete Satisfaction Survey in use where athletes can give anonymous feedback. MD requested to see the survey.
* NA advised that Kate Eddy, Head of Performance Support (HOPs) is due to start next week and will ensure the Survey is considered and measures put in place.

**Action 14: PB, JR and FC to meet to discuss and propose appointment of an Athletes Welfare/Duty of Care Champion.**

**Action 15: NA to arrange for the Athlete’s Satisfaction Survey to be sent to MD**

C4: Paper was withdrawn

C5: Safeguarding Adults Policy (Membership Services Manager)

* No comment

The meeting closed at 17.20.

The next meeting was on 23 September in Birmingham to coincide with the National Series Final. Details to follow

**Actions**

|  |  |  |  |
| --- | --- | --- | --- |
| **Item** |  | **Action** | **Completed** |
| **1** | **Directors were requested to feedback by email to NA by the end of the week, industries considered inappropriate to sponsor AGB as part of the Commercial strategy.** | **All** |  |
| **2** | **Evidence to support Directors’ skills levels should be forwarded to LB for collation.**  | **All** |  |
| **3** | **BM to update the Board following the Sport Code Compliance meeting at UKS next week** | **BM** |  |
| **4** | **Recruitment of Independent BAME to commence immediately by Nominations Committee** | **Noms** |  |
| **5** | **NA to arrange for a Reserve Risk Register to be created for reference purposes in the event of a risk reoccurring** | **NA** |  |
| **6** | **NA to arrange for a copy of the insurance cover to be sent to the A&R Committee** | **NA** |  |
| **7** | **A&R asked for sight of the quarterly drawn down reports and an explanation on the Finance Report. NA to arrange.** | **NA** |  |
| **8** | **NA to query the higher costs for the Indoors venue (than previously) in December and if this was an accrual or loss**  | **NA** |  |
| **9** | **NA to advised ST regarding consequences of the range registration deadline not being adhered to.** | **NA** |  |
| **10** | **NA to develop the KPI report with the SLT for the next Board meeting** | **NA** |  |
| **11** | **Directors to send NA a list of what metrics they felt we should be tracking** | **All** |  |
| **12** | **NA to arrange for a piece to be added into the magazine and mentioned in the next webinar, asking volunteers if they had any contacts that could help on a commercial aspect** | **NA** |  |
| **13** | **Directors to send an email to NA with solutions on what the KPI matrix is and how you would like it tracking (in the existing framework if possible), in order for this to be worked on.** | **All** |  |
| **14** | **PB, JR and FC to meet to discuss and propose appointment of an Athletes Welfare/Duty of Care Champion.** | **PB/JR/FC** |  |
| **15** | **NA to arrange for the Athlete’s Satisfaction Survey to be sent to MD** | **NA** |  |

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