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

**25 November 2017**

**The Library Birmingham**

13.30-17.00

|  |  |  |  |
| --- | --- | --- | --- |
| **Present:** | Catherine Wilson | CW | Independent Director |
|  | Erik Rowbotham | ER | Elected Director |
|  | Julie Ryan | JR | Elected Director  |
|  | Lis Bellamy | LB | Independent 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 |
|  |  |  |  |
| Apologies | Lizzy Rees | LR | Elected Director |
|  | Dave Harrison | DH | Elected Director |
|  | Trish Lovell | TL | President |
|  |  |  |  |
| **In attendance:** | Bob McGonigle | BM | Company Secretary |
|  | Sue Walford | SW | Board Secretary |

Confidential items shown in red.

WS attended for item BS3 Finance Report

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

**General**

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

* MD advised that Bryan Woodcock, Elected Director had resigned from the Board and added thanks for all his work

**AG2: Declaration of Interests**

* None

**AG3: Approval of Minutes of 23 September 2017**

* Comments received by the Chair had been incorporated
* **Board Approved**

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

* NA gave a verbal update on actions from last meeting:
* Action 4: Staff survey – to be sent out after all staff meeting on 15 December
* Action 6: Ombudsman update – consultant coming to see NA to discuss role.
	+ LB asked if this position should be advertised outside. NA preferable that it be kept as a consultancy role to deal with complaints to take the additional workload away from staff. Once he had had a further discussion he would clarify the role and move forward in the appropriate way, advising staff and the Board. The cost was within the CEO remit and would be put through the procurement policy.
	+ The Board agreed that this role would be exempt from requiring 3 price quotations
	+ It was also agreed that NA would discuss the complaints procedure with the consultant to see if any changes were needed.
* Action 3: All but two Directors had completed the request. ST asked for clarification on what sort of evidence was required to support the Board’s self-assessment.

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

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

**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**

**AP1: AGM Arrangements and Laws Review**

* As part of the annual review BM made two recommendations:
* The Laws covering the Regulation of Shooting and Subscriptions are moved at the AGM 2018, as described in the Annual Constitution Review
* a consultation on the Regions and Counties takes place that results in review and/or moving of these Laws at AGM 2019.
* As the Board was now a strategic Board, BM asked for approval to remove these operational areas.
* **Board Approved**
* AGM Draft Minutes 2017 – BM asked for any comments to be sent to him
* It was agreed that the AGM Minutes should be prepared for the first Board Meeting following the AGM going forward

**Action 03: Any comments regarding the 2017 AGM draft Minutes to be sent to BM**

**Action 04: BM to ensure the AGM Minutes are prepared for the first Board Meeting following an AGM**

**AP2: Committee Annual Review**

* Board Committees need to review themselves annually and each Committee should let the Board know once they have been carried out.
* As Audit and Risk Committee had lost a member, if any member of the Board was interested in sitting on the Committee, they should speak to CW

**Action 05: All Committee Reviews to be carried out annually and advise the Board when this has been done**

**Action 06: Any Director interested in filling the vacancy on the Audit & Risk Committee to contact CW**

**Sport Code Compliance**

**AS1 Project Progress**

* The Financial Procedure was not complete
* There would be actions for the Board going forward on the project
* MD thanked BM for his attention to detail and others’ involvement which had resulted in bringing the organisation’s Compliance from a position where its dashboard was predominantly flagged red, to a position where UK Sport were apparently very happy with the sport’s governance.

**AS2 Diversity Action Plan**

* The paper was taken as read. MD asked if there were any questions
* LB asked for a line to be inserted as to work she has seen being done under D3
* BM would circulate with the additional line and if there were no other comments, the paper would be accepted without being brought back to the Board.

**Action 07: BM to update the Diversity Action Plan and circulate to the Board**

**AS3: Policy Review**

* MD had asked LB, ER and LR to take responsibility for some sections. All had agreed.

**AS4: Board Annual Review**

* MD advised that he did not intend to do a performance review of all the Directors, as – despite everyone having signed letters regarding the role – Board positions remained volunteer ones and it was hard to performance review people whose external commitments could take precedence over their volunteer ones
* MD said it was for each Board member to consider their own level of engagement, to recognise that some were much more engaged than others, and to make their own judgment whether they were giving the commitment and input that they were capable of, taking into account their own diaries and the input they were seeing from others.
* If a Director had more to offer in other areas, then they should let MD know
* MD was satisfied with the Meetings but felt some Directors need to be engaging more between meetings, as some were more difficult to get hold of than others. He pointed out that he would naturally default to those who were more responsive and needed less chasing, which created a cycle where fewer people did increasing amounts of the work.
* NA asked where do we sit on Board evaluations regarding Compliance. The Company Secretary confirmed that Compliance was met by the Board questionnaire, which would be circulated as last year.
* PB requested a comparison of Board costs (overall) as part of the evaluation
* The comments would be reported in the Board Annual Review once a year (BM to arrange).
* CW asked about requirements for feedback of the Chair. BM to talk it over with MD.

**Action 08: MD to arrange to send a questionnaire to Board Members as part of the evaluation process**

**Action 09: BM to prepare a standing paper on Board attendance and costs**

**AS5: Director Recruitment Update**

* LB gave a verbal update of two candidates whose skills replicated those already on the Board, plus a further candidate who had applied to be an Independent but could not be classed as one, but would be suitable to apply as an Elected Director
* MD noted the Board had agreed to reduce the Board members to 10 at AGM 2018.

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

**Discussion Items**

## **BD1: Sports Resolutions Report**

* MD advised that this would not be ready now until the January 2018 Board Meeting and would be considered properly then

**Action 10: Sports Resolutions Report to be added to January 2018 Agenda**

**BD2: KPIs 2017-2018**

* NA reported that further work with the operational KPIs was needed which would connect with the strategic KPIs. This was a large complex task and work was in progress
* An Operations data graphic was requested for the next meeting
* Following a discussion regarding the KPIs, it was agreed that:
* NA would individually discuss KPIs with the SLT and include:
* Clarification of the membership, financial and SE years to give the Board a consolidated picture
* Connect the operations side to the end strategy
* Link back to the Strategy Plan statements
* Show stretch targets (what is preventing us achieving and strategy to put in place)
* MD commented that NA had previously not been given a clear steer on what the Board wanted to see. Only PB and LB had sent a list of what they considered the key metrics we should be tracking.
* ER and ST offered their help with the KPIs
* Other Comments:
* Consider how we report things - the main membership are not interested in how many are going to the Olympics, they want to know how it affects them and what are the benefits
* List things we need to get right for members, why do they leave?
* Give greater clarification on top three and bottom three
* LB to share her list of KPI metrics sent to MD, with the Board
* KPIs to be agreed and finalised for the March Board meeting

**Action 11: NA to arrange for data graphic on Operations update for the next meeting**

**Action 12: NA to work with SLT and others on the KPIs and report back to the March Board Meeting**

## **BD3: Fee Structures**

* Currently, the SLT are not able to make decisions on fees without going to the membership. This would change at the next AGM
* There was a discussion regarding fee structure: eg should AGB membership fee collection be taken away from clubs, AGB to collect all County & Region fees and give theirs back to them, should members have the option on how to pay their own fees.
* It was agreed to take back to the SLT to make recommendations using various scenarios and return back to the Board
* A defined list of what a member received for their fee was requested. ST had a list which would be compared with NA’s list to explain the value of our organisation

**Action 13: NA to arrange for the SLT to prepare recommendations for the Board regarding AGB membership fee paying structure**

**Action 14: NA and ST to liaise regarding the value of our organisation in order that a defined list of what our members receive is put together**

**BD4: External Brand Sponsorship and Partnership Guidelines**

* ER had written a draft paper to give the SLT clear guidelines on sponsorship, but make it relatively flexible
* In special circumstances, the Chair, and Independent and 2 Elected Directors can make a decision to engage with a specific organisation
* Following discussion, it was agreed that despite its in-built flexibility, the proposals as drafted remained too prescriptive and limiting, and a more general approach which ensured that AGB’s reputation would not be damaged, rather than highlighting specific organisation genres, was preferred.
* Any organisation of concern would come to the Board as a proposal for approval
* It was agreed that ER would re-word the paper and circulate to the Board and this would sit as an appendix under the Commercial Strategy

**Action 14: ER to re-word the External Brand Sponsorship and Partnership guidelines to ensure that AGB’s reputation would not be damaged, rather than highlighting specific organisation genres, and circulate to the Board**

**Scrutiny**

**BS1: Risk**

* Audit & Risk had viewed the Risk Register and had a list questions to be answered.
* It was agreed to take the Risk Report off line and NA/CW to discuss. Any areas of concern would be brought to the next Board Meeting
* CW asked for clarification on the plan to implement GDPR by the May 2018 deadline
* NA advised that the SLT had a CRM project team working on it to set up a plan
* CW requested an update on GDPR at each Board meeting – to include what has been done and what is outstanding
* WS advised that currently a data mapping exercise on personal data was being looked at
* The solicitors had been contacted for advice
* Clubs needed to be educated, which could risk upsetting the membership. This was being discussed at the SLT meeting next week
* MD requested a plan to come to the next Board meeting on the implementation of GDPR

**Action 15: NA/CW to discuss any areas of concern on the Risk Report and take to the next Board Meeting**

**Action 16: NA to present a plan for the implementation of GDPR by the May 2018 deadline, at the January 2018 Board Meeting**

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

* The report was taken as read and NA gave verbal updates on the highlights
* AGB had been invited to participate in UK Sport’s Annual Investment Review despite the fact that it is not currently an investee NGB, which could potentially open the door to some funding for abled bodied archers
	+ LB questioned if further funding became available should it be spent on resources. NA added that this was an area already known to him and there would be a challenge from membership on spending money relating to staff salary rises
* Culture Health Check (CHC) – PB requested sight of UK Sport’s CHC report. MD explained that the Board had not seen it because UK Sport guidance gave leeway for whom it should be shown to, and that he had felt that its publication ahead of the Sports Resolutions report, and before solutions to any perceived issues could be presented to the Board, would unfairly prejudice any detached assessment of it.
* Range Registration - concern was expressed that 216 clubs (about 25%) had not engaged with range registration from a year ago
	+ NA confirmed that it was being looked at daily and that the deadline had been extended to December 2017.
	+ JR asked at the last Board Meeting if this should be on the risk register
	+ MD recommended that a more comfortable deadline be set to make sure it will be done
	+ LB asked why this significant number of clubs have not done anything, and what are the consequences for those clubs and/or AGB? She also requested that Archery GB learns from the fact that those clubs have not, so far, engaged and how can this influence how we do things in the future.
* A query was raised regarding Sarah Booth’s forthcoming return to work following maternity leave, when she would be picking up communications on the three days that she would be in. It was suggested that communication was such a crucial area for AGB that we needed focus on it for more than just three days. NA was satisfied that he could create a job share if needed and have the topic covered full-time.
	+ JR queries whether the staff meeting and training may bring up a risk of previous instances of sexism or sexual advances in the workplace due to better awareness from the social media #metoo campaign and our own training
	+ NA advised that there was nothing historical and he was putting in place guidance on what is acceptable in the work place at the next Staff Meeting

**Action 17: NA to look at a different deadline date for range registration to give some clubs more time**

**Action 18: NA to discuss guidance on acceptable behaviour in the work place at the Staff Meeting on 15 December**

**BS3: Finance Report**

* The report was for the September 2017 year end and was needed for the AGM documentation
* MD asked if there were any questions
* CW asked when the next payments were due from UKS and SE. WS explained the quarterly draw down system, and that she was requirement to advise what cash was needed for the next quarter. The investment team always checked
* CW asked when would we apply for the next cycle of funding. WS advised this would be summer 2020 for the next investment scoping meeting carried out with NA, DT and WS.
* CW advised that she was comfortable with the report and the reserves in place
* WS advised that changes to the financing package would enable year end figures to be delivered faster going forward and that the outlook would change

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

**C1 Board Meeting Dates 2017 and 2018**

* It had been noted that despite its central location geographically, Birmingham takes longer for all non-executive Board Members to get to than London.
* ER requested a meeting takes place in the north (Newcastle). MD sid he would consider this but that he was wary of cost, which would be likely to increase because more Board members would have to travel larger distances.

**C2 Safeguarding Report** (**Membership Services Manager)**

* Noted

The meeting closed at 17.08

The next meeting was on 13 January 2018, London Venue tbc.

**Actions**

|  |  |  |  |
| --- | --- | --- | --- |
| **Item** |  | **Action** | **Completed** |
| **1** | **NA to arrange for Staff Survey to be sent out on 15 December 2017** | **NA** |  |
| **2** | **NA to discuss and review the Complaints Procedure with the Consultant (Ombudsman)** | **NA** |  |
| **3** | **Any comments regarding the 2017 AGM draft Minutes to be sent to BM** | **All** |  |
| **4** | **BM to ensure the AGM Minutes are prepared for the first Board Meeting following an AGM** | **BM** |  |
| **5** | **All Committee Reviews to be carried out annually and advise the Board when this has been done** | **Committee Chairs** |  |
| **6** | **Any Director interested in filling the vacancy on the Audit & Risk Committee to contact CW** | **All** |  |
| **7** | **BM to update the Diversity Action Plan and circulate to the Board** | **BM** |  |
| **8** | **MD to arrange to send a questionnaire to Board Members as part of the evaluation process** | **MD/BM** |  |
| **9** | **BM to prepare a standing paper on Board attendance and costs** | **BM** |  |
| **10** | **Sports Resolutions Report to be added to January 2018 Agenda** | **BM** |  |
| **11** | **NA to arrange for data graphic on Operations update for the next meeting** | **NA** |  |
| **12** | **NA to work with SLT and others on the KPIs and report back to the March Board Meeting** | **NA** |  |
| **13** | **NA to arrange for the SLT to prepare recommendations for the Board regarding AGB membership fee paying structure** | **NA** |  |
| **14** | **NA and ST to liaise regarding the value of our organisation in order that a defined list of what our members receive is put together** | **NA/ST** |  |
| **15** | **NA/CW to discuss any areas of concern on the Risk Report and take to the next Board Meeting** | **NA/CW** |  |
| **16** | **NA to present a plan for the implementation of GDPR by the May 2018 deadline, at the January 2018 Board Meeting** | **NA** |  |
| **17** | **NA to look at a different deadline date for range registration to give some clubs more time** | **NA** |  |
| **18** | **NA to discuss guidance on acceptable behaviour in the work place at the Staff Meeting on 15 December** | **NA** |  |

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