



BRITISH FENCING

Minutes of the Board meeting held at EIS Sheffield, on Tuesday 4th October 2011 at 18.00
Approved by the Board 29th October 2011

Present		
David Teasdale	Director and Chair	DT/Chair
Ismay Cowen	Director	IC
David King	Director	DK
Murray Morrison	Director	MM
Libby Payne	Director	LP
Penny Spink MBE	Director (by phone)	PS
Mike Thornton	Director (by phone)	MT

Also in attendance (non-voting)		
Ray Stafford	England Fencing Representative	RS
Graeme Hart	Scotland Fencing Representative	GH
Piers Martin	Chief Executive	PM/CEO
Alex Newton	Performance Manager (part)	AN
Catherine Nicoll	Honorary Insurance Adviser	CN

Apologies for absence		
Andrew Brannon	Director	AB
Keith Smith	Director	KS
Chris Hyde	Scotland Fencing Representative	CH
Jack Magill	Northern Ireland Representative	JM
Bob Turner	Wales Fencing Representative	BT
Jon Willis	Athlete Commission Representative	JW

Ref	Minute	Action
81.	<u>Chair's Welcome</u>	
81.1	The Chair welcomed everyone present to Sport England and PS and MT, who had joined by conference call. He noted apologies as above, explaining that he hoped KS would join the conference call later in the meeting.	
82.	<u>Conflicts of Interest</u>	
82.1	The Chair noted the following Conflicts:	
82.2	IC: Her husband is a Director of England Fencing (EF).	
82.3	No other conflicts were recorded.	
83.	<u>Minutes of the meeting held on the 17th July 2011</u>	
83.1	The Board approved the minutes of the last meeting.	
84.	<u>PM Status as Director</u>	
84.1	The Chair drew the Board's attention to the fact that PM was and had been a BF Director – this emerged when the Auditors included PM as a Director in the End of Year Accounts. It was checked with Companies House. In response to questions, the Chair said that CEOs having Director status was normal practice with NGBs; but LP and DK expressed concern that this was not what the Board had previously understood or practised.	
84.2	DK said that this position needed to be formalised and proposed therefore that PM be	

	appointed an Additional Director, with full voting rights.	
	This was agreed by the Board.	
85.	<u>3G Strategy Update: GOLD</u>	
85.1	AN reported to the Board on progress. She told the Board that, after five hard months, she had not enjoyed the broad and Board support she had expected and hoped for, considering the Board's unanimous approval of her action plan.	
85.2	She updated the Board on the Plan, taking questions on each area.	
85.3	The Board approved each section of AN's report and thanked her for her work.	
85.4	The Chair reiterated the fact that the Board fully supported her and her decisions, made in order to achieve the Board's GOLD strategic objective. The Directors echoed this support.	
	<i>[AN then left the meeting]</i>	
86.	<u>End of Year Accounts</u>	
86.1	The Board received a proposal from AB, as Chair of Finance and Audit Committee.	
86.2	The Board agreed the proposal to approve the End of Year Accounts.	
86.3	The Board agreed the principles of delegated authority proposed by the Finance and Audit Committee and asked them to action.	
86.4	The Board agreed that no athlete would be able to join a Youth squad or team with either GBR or the National Academy unless they had paid costs in full. Any extenuating circumstances would need to be approved in writing by BF.	
87.	<u>AGM</u>	
87.1	The Chair explained that he had spent some time with the CEO and BF staff trying to find an iconic venue for the AGM, one members would like to visit, as this was the last before the Olympic Games in London. However, on cost grounds, several options could not be justified. But he was happy to propose using the Council Chamber at The British Olympic Association – which the Board quickly agreed. The AGM would start at 11am, on the 29 th October 2011.	
87.2	He added that the venue had been sorted some time before but he had noted KS' request that the choice of venue be brought before the Board for approval.	
	<i>[CN entered the meeting]</i>	
88.	<u>Safety</u>	
88.1	The Chair introduced CN (Insurance Adviser) and explained that she had been invited by MT to explain the insurance position regarding the recent equipment suspensions.	
88.2	CN thanked the Board for inviting her.	
88.3	In a short briefing to the Board, she stressed that the insurance issue was paramount, as the costs associated with defending a claim far outweighed the liabilities associated with acting and suspending pending further information.	
88.4	CN explained that it was the duty of the Board to take "Reasonable Precautions" and whilst it was not black and white, doing nothing was not an option.	
88.5	BF, knowing that kit was defective as had become "privity to information" then automatically had a "duty of care" to the membership.	
88.6	CN advised that BF could not police activity outside its control, consequently it cannot order clubs and fencers to not use the equipment, however it can suspend within its sphere of control and advise members to take reasonable precautions. This includes risk assessments.	
88.7	DT noted that Peter Cadman had advised the Safety Committee for BF to remain out of the issue and asked CN for comment.	
88.8	CN gave her view that the Board could not keep out of such safety issues and to do so could put the organisation at risk. Because BF had been privity to information, it had to give insurers confidence that they had: <ul style="list-style-type: none"> a) prevented use within its sphere of control b) communicated that it may not be safe to use and may not do what it says on the tin (i.e. has passed safety standards). 	

	To do nothing could be construed as a dereliction of duty; BF should be seen to be acting and doing something.	
88.9	MT explained to the Board that he had a draft proposal which he was discussing with the equipment suppliers and that he would bring to the Board. The Board agreed and asked MT to circulate as soon as possible.	
88.10	The Board requested that CN and MT advise PM in order to produce a clear and definitive notice on the subject and to send this to all clubs. There was also a need to get legal advice.	
88.11	The Board asked about the role of the Safety Committee; DT explained that this would be part of the proposed review of BF committees (see below).	
88.12	The Board thanked CN for her attendance and advice.	
	<i>[CN then left the meeting]</i>	
89.	<u>Ratification of E-mail Decisions Since the Last Board Meeting</u>	
89.1	The Board ratified the decision to amend the Bye-laws in order to provide clarity on electronic voting and associated processes. The Board delegated authority to Teddy Bourne to finalise the wording.	
90.	<u>AGM Notice and Articles Amendments</u>	
90.1	The Chair explained that several amendments to the Articles were required to be presented to the AGM. He explained that the majority of these were administrative amendments to “tidy up” the Articles following changes at the last AGM and Board decisions during the last year. Additionally, Teddy Bourne had requested clarity on several electoral points.	
90.2	He added that he was due to speak to KS on the proposed amendments and that these would then be circulated to the Board for approval by e-mail.	
90.3	The Board approved the AGM Notice, subject to the addition of the Articles’ amendments when approved.	
91.	<u>Chair report</u>	
91.1	<u>BF/EF Merger</u>	
91.2	The Chair explained that the proposed merger document was being re-circulated for comment as the working group felt this remained the best option - and no response had been received following consultation with the HCs. Scottish Fencing had commented at the last Board meeting ; JM had e-mailed him yesterday.	
91.3	RS added that he was very happy to speak with the HCs to talk through the proposals.	
91.4	GH raised the fact that, on behalf of Scottish Fencing, he would be unhappy if there were EF Directors on the proposed UK Fencing Board without equal representation.	
91.5	The Board agreed that this could be an issue and DT and RS agreed to work on possible amendments to the model.	
91.6	The Board noted that the reason HCs were invited to the Board meetings was so that information could be passed back to their Boards and membership for consultation and that it was important this process was followed.	
91.7	RS explained that as over 80% of BF members were EF, many arguments actually disappeared post merger. He added that he would attend HC Board meetings to discuss.	
91.8	It was proposed that a meeting at the 5 Nations could be set up. RS agreed to broker this with the other HC representatives.	
91.9	<u>Committee Review</u>	
91.10	The Chair informed the Board that it seemed timely and important, as part of governance considerations, to review the committee structure. He had received many comments that the structure was little known and unclear. Not all Committees had Board approved Terms of Reference and a known list of members.	
91.11	The Board appointed a working group of DT, PM, MT and LP to review all committees and to report back to the Board, by the AGM.	
91.12	<u>Honorary Legal Adviser Role</u>	
91.13	The Chair explained to the Board that in his time, and for a mix of reasons, BF had used a	

	range of lawyers. He wanted the lack of reliance upon just one lawyer to be known by Directors and accepted.	
91.14	The Board noted that, prior to DT's appointment, the Directors had already agreed by e-mail not to have just one Honorary Legal Adviser and to instruct lawyers as and when required. However, this had not been formally minuted at the following Board meeting.	
91.15	The Board therefore formally ratified this decision and directed the Chair and CEO to instruct lawyers and take legal advice as required to protect the interests of the organisation.	
91.16	<u>Legacy 2012</u>	
91.17	The Chair presented a proposal to the Board to focus on key legacy projects for the build up to the London Olympics. The Board approved the proposal, with amendments.	
91.18	PM agreed to forward the document to all Directors with the amendments.	PM
91.19	<u>Ticketing Group</u>	
91.20	The Chair explained that the Ticketing Group (DT, DK, KS, PM) continued to meet and that they would report to the Board shortly.	
92.	<u>Equality</u>	
92.1	The Board noted the Report from the Equality Group Chair and thanked him for his work and that of the group.	
92.2	The Board approved the amendments to the Equality Policy.	
92.3	The Board approved the Policy on Equal Prize Money.	
92.4	The Board agreed to support the Government's Transgender Policy.	
93.	<u>International Youth Committee.</u>	
93.1	The Board approved the Terms of Reference for the new International Youth Committee.	
93.2	The Board agreed that the members of the old International Committee would transfer to this committee until the annual review in 2012 and approved the members of the Committee as: <ul style="list-style-type: none"> - Chair: Clare Halsted - Vice-Chair: Graham Paul - Foil Co-ordinator: Paul Abrahams - Foil Assistant Co-ordinator: Mark Nelson-Griffiths - Sabre Co-ordinator: Chris Buxton - Sabre Assistant Co-ordinator: Daniel Redshaw acting co-ordinator - Epee Co-ordinator: Neale Thomas - Epee Assistant Co-ordinator: John Haynes - International Federation representative: Peter Jacobs (appointed by the International Relations Committee) - Coach Committee representative: to be confirmed (appointed by the Academy Manager until Coaching Committee formed) 	
93.3	The Board noted that this may be changed following the Committee Review.	
94.	<u>Disciplinary and Grievance Codes</u>	
94.1	Following a request by Teddy Bourne, Disciplinary Chair, for clarity, the Board made specific delegations to The Chefs d'Equipe and Chefs de Mission in line with the Codes of Conduct and Penalties for Youth Trips.	
95.	<u>Communications Strategy</u>	
95.1	The Board approved the draft Communications Strategy.	
96.	<u>Bribery Act</u>	
96.1	It was agreed to postpone this until the next Board meeting.	
97.	<u>Any other Business</u>	
97.1	There was no other business raised.	

98.	<u>Date of the next meeting</u>	
98.1	The date of the next Board meeting is the 29 th October at 14.00 at the BOA.	
99.	<u>Close</u>	
99.1	There being no further business, the Chair closed the meeting at 20.00.	