

Minutes - November Board 2016

Date of Meeting	22/11/2016
Location	Eversheds
Present	Chair, P Abrahams, J Campbell, C Halsted, C Oliver, A-C Sallaba, B Speight, J Troiano, P Wedge.
In attendance	CEO, K Robinson, D Moseley (item 2), Hilary Philbin

1. Introductions & Apologies

The Chair welcomed everyone to the meeting.

There were apologies received from Tom Cadman (Director) Jack Magill (observer), Marie Liston (observer). GP joined the meeting by telephone.

There were no declarations of interest.

There were no interim decisions.

2. Finance

Part 1. 16-17 Q2 Management Accounts

D Moseley took the Board through the Q2 Management Accounts.

The summary page shows a positive result for Q2. Actual vs budget time adjusted result is deficit of £26,266, which constitutes a positive variance of just under £12,000. In WCP there is a large variance, which is due to an additional grant funding that was paid over to the WCP partly for funding the training centre and a grant for the Rio Olympics.

Corporate Services show a positive variance which is better than budgeted, largely due to a membership income that is better than budgeted. The end of September there were around 400 more members than at the same time last year. A combination of member numbers and fee increases.

There were no legal fees therefore there is a positive variance against the legal fees. There is also a positive variance against the insurance costs.

Events were already behind at the last quarter. Cadet and Junior Nationals shows a small surplus which is lower than forecast mainly due to lower revenues. The BYC's had higher than budgeted costs.

As a whole, across the organisation, we are on course to meet budget.

The Chair confirmed the Q2 accounts had been reviewed by the AGRC.

Part 2 17-18 Budget Discussion – AGRC update

JT gave the Board a verbal update on the discussion at the AGRC.

The AGRC asked for the budget to be prepared in advance of the normal cycle because we were very aware of the loss of sponsorship. Budget as presented, assuming we do not lose further funding, is not as bad as originally thought. We are able to go forward with the normal budgeting process around it and it is quite possible that we could get to a position of breaking even.

The view of the AGRC is that we cannot afford another deficit in the next year to the size we had this year. This would run down the reserves and is not something we should present to members and not a prudent thing to do. We are conscious that the Sport England decision due in December/January could change things radically. In advance of that there is nothing more to do but go through with the normal budget process.

We aim to have the budget presented in February at the latest for Board consideration.

3. Sponsorship Search

Bastion Connect attended the meeting to provide an update and presentation on the Sponsorship Search. The Board were also circulated a paper in advance of the meeting showing a timeline of the related activities to date.

Points to note were:

- Money is going into events sponsorship and events activation
- Individual endorsement is falling slightly
- Sport takes up 80% of sponsorship spending
- Increasingly brands are asking how you reach business awareness
- The value of televised sport is dropping
- There is an increase in advertising
- More sports becoming more commercial
- More competition out there than money that is there

In the first phase we approached 113 companies, 33 declined, 7 were warm, we had meetings with 5 and closed no deals.

Phase 2 which is the current phase, we have approached 73, 14 have declined, 4 are warm and we have 2 meetings.

The recommendation being put to the Board was that a tactical approach to the final phase of sponsorship acquisition was sought. In particular partners for existing activities would be sought, which would provide opportunities for larger partnerships to grow from there.

1. Upcoming competitions/events like the BYC's and the Senior Nationals.

2. Sponsorship of specific HE sector activities (eg Sabre:Lite) to align with recruitment goals of organisations
3. Involvement in the Muslim Girls Fence Project as a Brand story for companies specifically interested in a female Muslim market sector.

Board noted the progress and recommended next steps.

Board approved the change in tactics for the remainder of the project.

4. UK Sport Governance Code

Part 1 Overview Summary and Part 2 Response from NomCom

CEO took the Board through a very high level summary of the new Sport Governance Code and recommended that Directors take the time to read through the full document.

The code sets out how UK Sport expect NGB's to operate, Tier 3 is the standard expected to meet, Tier 1 is for smaller bodies to make separate submissions.

The CEO then addressed each item in the pre-circulated Gap Analysis.

Item 1.2 each Board shall appoint one of its independent non executive Directors separate to the Chair to be the Senior independent Director.

NomCom recommended that Janet Campbell be put forward as the Senior Independent Director and JC has accepted the recommendation.

Board agreed the appointment/recommendation.

Item 1.26 That the majority of NomCom members shall be independent non-executive. NomCom will take forward action to agree with another independent non exec to take a position on the Nominations Committee. **Action ML**

The recommendation is that Terms of reference of both NomCom and AGRC to be reviewed in light of this document. CEO has taken an action from NomCom to present them with an updated terms of reference taking into account previous unconcluded discussions along with the new Code requirements then present the terms of reference back to NomCom. **Action GU**

The composition of the Nominations Committee will be 2 elected Directors, 3 Independent Directors and the CEO as observer.

There was a brief discussion on how the recommendations of the Governance Code would filter down to BF standing committees and possibly then onto clubs. It was agreed that that would follow on for discussion once the Board Committee TORs have been amended. **Action GU**

Item 3.5 BF are expecting to be provided with the questions for the staff survey which will enable a collection of metrics by Sport England and UK Sport about the wider sporting landscape. We will incorporate that within our communications plan. **Action GU**

Item 3.4 Ensuring that the Board has the correct skill set.

JT, Chair and TC to take recommendations and propose to the Board how we change the BF elections process and articles to be compliant with the code.

**Action JT ML
TC**

There was a 15 minute break – 18:30 to 18:45.

5. Board Director Tabled Items

There were no items.

Anne-Catrin Sallaba left the meeting at 18:45

6. Sport England Update and broader impact on BF

CEO briefed the Board on the progress so far, using the pre-circulated paper, with the following points:

Sport England have changed the way in which they fund NGBs, the money set aside for NGBs is called their core market. Funded work has to align with SE objectives.

Sport England sent BF a solicitation letter setting out which specific areas of work BF could seek funding for and the funding range for which to apply.

The resulting BF submission has now been submitted to Sport England for consideration by its December Board meeting.

CEO passed the Income and Investment Analysis document to the Board Directors for their information. This showed where each area of expenditure received income from for 15/16 and the forecast for 17/18 and 20/21 based on the new funding submission.

The most important point to note was that Sport England expect BF to raise additional funds (whether through commercial activities or other grant applications via partners) to cover the gap in delivery funding created by the reduction in overall NGB investment. Sport England expect that NGBs work towards being able to sustain the sport of fencing without relying on public funding.

Board noted the contents of the documents.

7. Events

Document sent around to Directors covers the current position with regards to the Events Operation. This is one of the key topics to be discussed at the away day and with the new events manager to start on 5th December, this is the right time for more detailed debate.

Board noted progress so far.

8. CEO Information Items

Action items updated at the bottom of the agenda in red text.

CH asked about the youth panel.

CEO – we discussed at NomCom taking into account stakeholder engagement, which is part of the Governance Code item 3.4 discussed earlier. Existing communications strategy will be worked up in response to the Governance Code and will look at options for the way the Youth Panel works.

Q2 Scorecard – CEO noted that previous agenda items had covered the main issues. We are on target to deliver against the funding body targets in the current financial year.

Board noted these items from the CEO.

9. Non Exec Actions not already noted in this meeting

CH asked why item 11.5 still under actions.

CEO confirmed that we have an agreement via email to split income 60-40 but at some stage a legal document should be drawn up, ideally once the next funding cycle is underway and each HC and BF know the state of play of public funding. Therefore this item needs to remain on the list, but it is not a priority item.

Action 8 reassigned to PW.

Action GU

10. Next Board Meeting Away Day(s) Agenda

Chair noted that the Board Away Day had been discussed at the Nominations Committee meeting and the recommendations were

1. To agree outline on what the Board want to cover at the away day and
2. To set a date for the away day of 27.1.17.

Board agreed to the date.

Board agreed to cover an update and overview of the strategy, events, commercial strategy linking in some of the development activities with core business, and not to spend time on governance or any areas for which the strategy have already been approved and the operational plans confirmed funded by UK Sport or Sport England (e.g. the elite programme, the talent programme, specific 'Core Market' and 'Inactivity' programmes)

PA asked to raise the question of keeping the BF strategy of increasing membership to 50 thousand members. What can we do to increase membership.

CEO confirmed that under the new Government Sport Strategy we are no longer funded by Sport England to increase participation. Increasing membership is absolutely something we should be doing, but we should be realistic about how we can do this with the BF/membership funds.

PA we need to look at recasting that part of our strategy.

JC we should look at it as reviewing 1/3 of the strategy. It was agreed to add this to the agenda for the away day.

Action ML

Board Directors agreed to send suggestions to the Chair to discuss with the CEO.

Action All

PW offered the use of his house for the away day. JC suggested that the meeting starts at 8-8:30 on Friday 27.1.17 and finishes with a dinner somewhere local.

11. AOB

CEO introduced the pre-circulated organisation structure which would be in place from April 2017 onwards and underpins new Sport England submission.

Commercial Manager will now report directly to the CEO and will no longer sit solely under Development. The Events Manager and the Commercial Manager will form a virtual team to leverage the opportunities to increase revenue and reduce costs across the events portfolio.

Board noted the organisation structure.

CEO informed the Board that the June Board date will be moved to July once a date has been finalised.

Action GU/ML

CH noted that the FIE congress was taking place at the weekend and that CH, HP, GU, PJ, SH and JH going to the congress. We have 7 candidates standing for election/selection to various Commissions and Councils. The Board wished the candidates luck.

BS asked about the reaction to the recent Lansdowne event.

CEO said it helped build relationships with those that attended. It is hard to quantify the benefit of running events like these however as well as potentially helping to find a sponsor we certainly build better working relationships with stakeholders, suppliers and other organisations we work with in partnership. We also received some donations for the BF charity.

Janet Campbell asked for it to be minuted that Gill Palmer tried to join the meeting (at item 3.) but due to technical issues was only able to listen to part of the meeting.

The meeting closed at 19:55