



BRITISH FENCING BOARD MINUTES

At; Reed Elsevier

August 14 2013

Present; Chair, P Abrahams, J Bracewell, T Cadman, C Halsted, A Orge, G Paul, W Pitt (on phone, for items 1-3), J Troiano.

Apologies; G Usher

In attendance; CEO, J Magill, P Moseley; M Nolan and D Moseley (items 1-3); J Price and P Bickerton of Sport England, D Sales from First Ascent.

Directors of England Fencing attended for item 3 - R Stafford (Chair), j Beardmore, S Cowen, R Dazeley, M Matheson, A Skipp, P Smith, M Thompson.

Introduction

1. Chair thanked Paul Abrahams and Reed Elsevier for their excellent hospitality, noting that a new room had to be provided to accommodate the extra numbers for item 3. PA briefed on important health and safety points in the building.

2. On the recommendation of the Nominations Committee, the Board agreed the appointment of Hilary Philbin to the post of President, after the open competition. The Board considered this an excellent appointment, requiring no further formal process, but asked the Chair to speak to her and resolve any issues about the role before making the Board's announcement.

3. Chair referred to other questions raised in advance by Directors;-

- the CEO and AN planned an announcement re the Head Coach appointment very soon;
- questions about the Nationals could be raised under AOB;
- there would be a report back on the World Championships at the September Board;
- the Board minutes since restructure would be published alongside the Board's finance statement, in a few days;
- there was an error in the Board Work Programme circulated - the FIE Centennial invitations were to be decided today.

Item 1 - New declarations of interest.

4. There were no new declarations. In response to a query from CH, Chair agreed to confirm how the Directors' declarations were stored at Head Office.

Item 2 - Minutes - Matters arising

5. The minutes of the July 10 Board meeting were agreed, with two amends requested by CH to the minutes and one to the AN attachment (amended copies attached at Annex B). There were no Matters Arising.

Item 3 - Address by CEO of Sport England, Jennie Price

6. Jennie Price stated that her conflict of interest meant that she had no involvement in fencing policy and funding decisions. She gave the two Boards a full briefing on the Sport England (SE) strategy and funding, and then answered a range of Director questions. SE has to deliver year on year increases on people playing sport 1 x 30 (once a week, lasting 30 minutes or more); a specific focus on the 14-25 age range; more people with a disability playing sport 1 x 30; improved talent pathways; all adding up to a significant 2012 legacy. She illustrated the SE funding 2009 - 17, showing that 74% of SE's monies are from the Lottery and that against expectations SE had increased money to invest after 2012 and indeed sport

was that rare policy area with increased provision going forward. NGBs were SE's main delivery agent and there was considerable pressure for them to deliver results from the increased investment.

7. SE saw strengths in fencing - gender neutral, age neutral, stretching across social classes, with appeal to those not attracted by traditional/team sports. There were also real challenges - to instill SE confidence, by demonstrating delivery; making the pilots work; providing clear market analysis; and showing that the Board and the community cares about increasing participation. Impressive work had been done on the new Talent Pathway, BF must retain that focus.

8. JP gave two examples of NGB examples to note - lacrosse and netball. Both had made new and effective connections with their markets. She added that personally she perceived new opportunities in sabre, which had attractive qualities for teenagers.

8. In discussion the following questions and points were raised;-

- retention is the key change needed;
- there was a challenge to recruit and train the necessary coaches and leaders;
- financial help with research might help, given the importance of market analysis;
- new measurement was needed - JP suggested looking at a new range of proxy measures;
- SE had moved from traditional sports development, based on supply, to stressing the need to work on demand;
- fencing had appeal to people seeking exercise;
- there remained different approaches in the sport, to Grow, and BF and EF should make careful choices and give leadership;
- getting the right data was critical.

9. In summary, JP suggested that BF/EF must emphasise their strong points and recognize the need to build confidence. There was an important opportunity for the sport. Delivery, based on market analysis, was crucial. Working in small but positive steps seemed the right approach. PK thanked her, on behalf of the meeting, for addressing the Board and giving clear briefing and advice. ACTION; CEO & Grow Work Group.

Item 4 - BF and Board Operating Principles

10. Chair asked David Sales to facilitate the Board's discussion of the recommendations from the working group of BF Directors. He took the Board through the sets of proposals; after full discussion, they were agreed by the Board, with the amends and additions shown in the attached *in italics* - these are for immediate effect. The following Board comments were noted;-

- the Board role on any standing committee is to serve as a committee member and therefore be party to any decisions/recommendations;
- in the pre planned schedule, the CEO quarterly reports will provide updates on progress against Board goals and targets;
- under administration principles, the Board did not wish to bring back recording of meetings; it was important for the Chair and Secretary to coordinate Board agendas & papers; for offline decisions Directors should normally be given seven days to respond. ACTION - Chair, CEO.

Item 5 - AGRC recommendations

11. JT introduced the recommendations, tabling the draft minutes from the meeting on 23 July (attended by JT, MP, JB and GU (on phone), DT, PK and PM.

12. After a short discussion, where some alternative options were briefly explored, the Board confirmed the ***rotation of Directors*** as proposed, and as follows;-

- * October 2014 - two Directors elected in Oct 2012 with lowest number of votes stand down

- * October 2015 - two Directors elected in March 2013 with lowest number of votes stand down
 - * October 2016 - two remaining Directors elected in October 2012 stand down
 - * October 2017 - two remaining Directors elected in March 2013 stand down.
- ACTION - Chair, elected Directors.

13. On JT's report, and after a short discussion, the Board noted the potential conflict of interest for A Orge in his work on the **merchandising** initiative but expressed their satisfaction that it was right to use his expertise and facilities as envisaged - for which AO was formally thanked for declining to accept any financial benefit - and any conflicts would be managed effectively by having an Independent Director chair the Group (now being established).

(NB. AO left the meeting for this discussion).

ACTION - Chair, AO.

14. JT noted changes in the **budget** since that group had its recent conference call (minutes circulated by JT that morning). These were in the EF contribution, the Sword, Regional Hubs, depreciation charge, IT and KB's costs. In discussion PK stressed that, although the latest budget showed an increased deficit, he and staff were still working to the deficit previously agreed. On JT's proposal, it was agreed that any further spend increases, or new spends, required specific Board approval. ACTION CEO, Board.

15. **Risk register** - PM and PK asked for Directors to review the new Risk Management Strategy urgently; the Board agreed to do so and give any comments to PM within three days. ACTION; Directors.

Item 6 - Nominations Committee recommendations

16. The Board noted and agreed the invitees to the FIE Centennial, with four additional names from CH.

ACTION Chair.

Item 7 - AOB

17. PM drew the Board's attention to the resignation letter just received from **Catherine Nicoll**. The Board collectively expressed concern and sadness. It was agreed that the Chair should write to her urgently, expressing our regrets, and asking if she will reconsider.

ACTION Chair.

18. At CH's request, the Board considered the latest advice circulated by the CEO on **payments to volunteers**. After discussion it was agreed that, given the HMRC's firm position, and the BF budget, there could be no payments to volunteers at least in the current year. Officials would continue to receive their expenses. JB will give this message to the Competitions & Calendar Committee. Chair and CEO would arrange other publicity for this decision. GP asked if the mileage allowance would be increased; PK said it was not lower than for some other sports and should remain the same for the time being. ACTION JB, CEO, Chair.

19. Re the **Nationals** generally, the Board noted that JB will complete her review soon and give the Board clear recommendations. ACTION JB.

20. AO asked whether, in the merchandising context, the BF logo could be given free to clubs, coaches, etc. The Board decided that we should establish who held the intellectual property but the preference was for making the logo freely available. ACTION CEO, AO.

21. The CEO reported that James Davis was not elected to the FIE Athletes' Commission.

Annex A to BF Board minutes 14 August

Board Operating Principles at British Fencing

This paper proposes a new suite of British Fencing and Board Operating Principles designed to support the effective governance and management of the governing body. The recommendations contained within this paper reflect the outputs of a one-day workshop (18th July 2013) facilitated by David Sales (First Ascent), which involved members of the BF Board. Attendees were David Teasdale, Peter King, John Troiano, Georgina Usher and Penny Moseley.

The Board and Management Team

The workshop began by considering the appropriate division of responsibilities between a Board and a Management Team. It was agreed that the following represented an appropriate division of responsibilities between the Board and the Executive Management Team (led by the CEO) at British Fencing:

The Board	The Management Team
<ul style="list-style-type: none">• Set annual and long-term strategy• Set strategic targets• Set annual and long-term budget envelopes• Monitor and review progress against the above• Appoint the Chair and Chief Executive• Establish devolved authorities• Hold legal accountability• Define and role model the BF values• Endorse the strategy for managing Sport England and UK Sport• Make timely decisions when required to support the smooth running of BF• Oversee international relations• <i>Ensure good governance</i>	<ul style="list-style-type: none">• Produce and implement a working plan and budget• Manage staff and accounts as part of executing the plan/budget• Report on progress to the Board• Be accountable to Sport England, UK Sport and Sponsors• Manage relationships with key stakeholders• Raise strategic issues to the Board for discussion, consideration and decision making

Board Meeting Basic Logistics

The following basic logistics are proposed for BF Board Meetings:

- 1. Purpose:** To make decisions, to make and review strategy and to agree and monitor BF Plans and programmes.
- 2. Attendance:** Directors, Observers (CEO and 4 HC representatives), Honorary President, Ad-hoc invitees.
- 3. Frequency:** Monthly, with an annual pre-planned schedule for certain topics at certain meetings. *Dates for the next calendar year meetings will be issued during July of the previous year.*
- 4. Duration:** 3.5 hours, 5.30pm to 9.00pm, with a rotation between Tuesdays, Wednesdays and Thursdays.
- 5. Venue:** Rotating between venues in London.

Board Meeting Standard Agendas

The following standard agenda items are proposed for Board Meetings, to ensure that key subjects are not delayed by early administrative items:

- Declaration of conflicts of interest
- Subject 1: D,A,I*: Subject : Presenter: Time allocated
- Subject 2: D,A,I*: Subject : Presenter: Time allocated
- Subject 3: D,A,I*: Subject : Presenter: Time allocated
- Offline decisions made (for the record)
- Matters arising from previous minutes
- AOB (*Agreed that Directors should warn Chair in advance of AOB items, but flexibility is retained to allow any urgent item to be raised*).

The * indicates that every Subject covered will be clearly identified in advance as either for (D) Decision, (A) Advice , (I) Information or a combination of these three. Decision subjects will always be taken first on the agenda.

Board Meeting Administration Principles

The following administration principles are proposed to help Board Meetings run effectively:

1. Timekeeping: Georgina Usher will act as a timekeeper for the agenda, supporting the Chair to ensure each session is completed in the allotted time. If Georgina is presenting a paper, an alternative timekeeper will be nominated for that agenda item.

2. Minute Taking: A Board Secretary will be appointed by the Chair (Kim was an initial suggestion by the CEO, supported by the Chair; Peter has approached her, she is willing to take on the role). Draft minutes (from the Secretary and Chair) will be circulated for comment within 4 days of a Board Meeting (including an Action Point Summary and Decisions Made). Two days will be allowed for comments back to the Secretary, before final minutes will be issued (with the Chair's approval) within 7 days of the meeting.

3. Storage and Communications: To be co-ordinated by the Board Secretary (with Chair's approval as appropriate).

4. Domestic & Logistics: To be co-ordinated by the Board Secretary (with Chair as appropriate).

5. Agenda and Paper/Presentation Preparation: The Chair owns the Agenda management. Requests for agenda items can be submitted to the Chair between 21-14 days before a meeting. The draft agenda will be issued by the Chair 14 days prior to a meeting, including a call for papers for the selected presenters. Papers must be submitted to the Chair no later than 7 days before the meeting and will be circulated (with the final agenda) by the Secretary 7 days before the meeting (*individual papers may also be circulated earlier if they are ready*). All Board members will read the papers in advance of the meeting, so that a presentation does not have to re-iterate the full detail of what is in a paper.

6. If papers are circulated off-line (outside of Board Meetings) for decisions, at least 7 days will be allowed for reading and comments.

Board Meeting Behavioural Principles

The following behavioural principles are proposed for Board Meetings:

1. Every attendee to manage their own input levels, as this is not just the Chair's responsibility. Board Members should seek only to input if they are making a new point or providing an alternative perspective.

2. Where off-line conversations to resolve issues with papers have been conducted, these should be acknowledged by the presenter at the start of a presentation.

3. Board Members will read all papers distributed in advance, so the presenter does not have to re-present all details.

- 4. Board Members will hold cabinet responsibility for all decisions. They will challenge openly in Board Meetings and support publicly the final decisions made by the Board.**
- 5. Board members will keep confidentiality with all Board discussions.**
- 6. The rules of communication will be agreed for each decision made.**

Board Meeting Pre-Planned Schedule

A pre-planned schedule for key topics for 2014, is proposed to include known topics that will arise at certain times of the year. Other topics will be added in advance of each meeting, using the process described in this paper:

Month	Key Topics to be Scheduled	Venue
January	1. Review Operational Plan	TBC
February	1. Budget Sign-off 2. CEO Quarterly Report	TBC
March		TBC
April	1. People Review	TBC
May	1. CEO Quarterly Report	TBC
June	1. Board Development and Strategy Day (weekend)	TBC
July		TBC
August	1. CEO Quarterly Report 2. Agree Strategy and Content for AGM	TBC
September	1. Sign-off of Annual Accounts 2. SE Submission sign-off (applies to 2013)	TBC
October		TBC
November	1. Provisional Budget Agreement 2. CEO Quarterly Report	TBC
December	<i>Annual President report (after the FIE meeting)</i>	TBC

In addition, each Board Sub-committee, Standing Committee and Work Group (see list below) will be asked to report once annually on their objectives, work and progress at a Board Meeting. These will be added to the above schedule in an appropriate sequence.

Board Paper Format

The format of Board Papers should be as follows:

- Executive Summary (where appropriate)
- Main Body (to include options where appropriate and recommendation)
- Costs
- Decision Required.

Board Papers must be submitted to the Chair no less than 7 days before the Board Meeting, for distribution. *All Board documents to be on BF branded paper.*

Presentations should assume all Board Members have read the paper. They should summarise the options and confirm the recommendations being made.

Delegated Authorities

Board delegated authorities are made to the following Board Sub Committees (BSC), Standing Committees (SC) and Work Groups (WG):

Board Sub Committee (BSC)	Standing Committee (SC)	Work Group (WG)
Audit Governance & Risk	Referees	Grow
Nominations	Coaching	Gold
	Competitions & Calendar	
	IYC	
	IRC	
	Safety	

	Athletes	
	Rules	

The current chair, members and outputs required from many of the above are shown in Appendix 1 (as agreed in February 2013). The remainder will be defined in the near future.

Each will be required to present their objectives and progress to the Board once each year. These presentations will be built into the Board Meeting schedule.

