



Board Minutes – August Board 2014

Date of Meeting 14/08/2014
Location Beazley
Present Chair, CEO, P Abrahams, T Cadman, J Campbell, A Orge, G Paul,
J Troiano

In attendance D Moseley (items 1-4 only), K Robinson, P Smith, M Liston, G Williams (items 1-5 only)

1. Introductions & Apologies

1. The Chair welcomed everyone to the meeting, with a special welcome to Gabby Williams, BF Development Director. On behalf of the Board he congratulated Marie Liston on her recent marriage. He also gave special thanks to T Cadman for his recent efforts in support of the CEO and Chair, in a very busy work period.

There were apologies from William Pitt and Clare Halsted.

2. Declarations of Interest/Risk Management/Catch-up

2. There were no new Declarations of Interest.
There were no new Risk Management items.
There were no urgent catch up items.

Actions from last meeting

CEO confirmed that items 1,4,7,8,9 and 10 from the actions from the last meeting were completed. Item 2 and 3 were ongoing.

3. BF Finance Report

DM briefed the Board on the circulated Finance Report and his email with details of the financial report. He asked the Board not to put too much emphasis on the surplus as the accounts was a first quarter accounts and not indicative of where we intend to be at the end of the year. We will continue to aim for a balanced budget. Re events, the BYCs had a good financial and positive result, including the merchandising. It was noted that not having National championships in the current year will not please all members, but there





will explanations at the AGM..

PA asked for last years' figures so a comparison could be made. JT agreed and added that Corporate Services budgeted higher than expected. It would be prudent to set a target of breaking even overall. The CEO explained that the income from development included awards and coaching courses. When BF reports to Sport England we must provide specific details on spending.

JC thanked DM for the summary he sent on the email and said that it helped with the understanding of the financial report.

4. Audit & Governance Update

Introducing this necessarily lengthy item, CEO confirmed she would only report on items of concern in the Governance section of the Audit and did not seek discussion of each point.

Item 1.5 Board Structure; there had been the Committee review in the past two years., discussed and actions agreed by the Board. JT noted that the evidence was the change in our articles.

On equality, DT noted that we are heading for a Board of twelve with at least three women. We are waiting for two new Directors to be elected and should encourage the election of more women to the Board. JT stated that if it is important and appropriate that we encourage diversity on the Board then if we can lobby we should do so. TC noted that in Board discussion before the last elections it was felt inappropriate for Board itself to block nominate at elections. JT asked if Directors had to or was it their choice to nominate members from under represented groups. The Board agreed that it was a choice made by the Board to seek diversity among the Directors, elected and appointed; and for that reason the Directors should, within the powers in the Articles, encourage women candidates.

Item 2.1 - Board and committees have met regularly and minutes have been recorded. CEO asked for AGRC and Nominations Committee minutes and agendas to be logged with Head Office.

Item 2.4 – Board Induction - Chair is handling, the process is being reviewed, for Board approval.





Item 2.5 – Chair is redrafting, for approval, the Board document on delegated authority. He is also dealing with the document titled ‘Matters reserved for the Board’.

Item 2.8 - Board Evaluation – GU was concerned at what appeared to be a delay, since the last recorded Board evaluation in February 2013. Several Directors stated that there had been evaluation interviews and a questionnaire last December; DT referred to discussions with UKS on timing. He will check the process and discuss with GU. DT confirmed that he will redo the skills audit this Autumn once all twelve Directors were in place.

It was agreed that the *item 2.9 Chair evaluation* was a matter reserved for the Board. A process is in place, via Nominations Cttee with the involvement of the AGRC Chair.

Item 2.12 – Succession planning. CEO to clarify with UKS, Chair to draft a new Board document. It was agreed that succession planning for management was the duty of the executive, for the Board it was for Directors and Chair.

Item 2.15 - Complaints – CEO asked the Board what kind of complaint they felt needed to go to them. JC suggested that CEO make a judgement call on which complaints were material or not, and which demanded Board scrutiny; this was agreed.

Item 2.18 – Delivery of SE outcomes. Gabby is to write a piece for the website highlighting the points. It was agreed that wheelchair fencing was a separate activity and organisation, but disabled people can take part in the sport of fencing.

Item 3.3 – Major Contracts – Board approved TC as the person to review contracts if he was willing; he stated he was prepared to fulfill the role, so long as the workload was not excessive.

CEO noted that she will return to the Audit in the October Board meeting, after an AGRC representative had reviewed the final draft document first.

Actions agreed (references are to numbering in CEO’s audit summary)

Action Chair: to action items 2.4,2.5,2.8

Action NC/Board: item 2.9

Action CEO/Chair: item 2.12

Action JT: to appoint someone from AGRC to go through audit docs with CEO.





Grow Update

5. CEO gave a summary presentation of the tribal insight survey. The Grow Group has reviewed the survey and Grow progress in detail.

In Board discussion, AO expressed some doubts about this target market approach, observing that historically BF's main problem had been not in attracting new fencers but in retaining them. GU in response to this and other questions made the following key points;-

- this is the first time BF has documented evidence of the types of people that take up fencing;
- the survey was very helpful in looking at where we should target Grow effort. As a small sport, it would be essential to target effort carefully and the tribal survey gave us the best guidance BF had enjoyed in Grow campaigns so far. This specific target, and targeting as a tactic, also fitted with Sport England's strategy
- the CEO Operational Report summarised where we are with the SE conditions, with one achieved through the appointment of the Development Director and others being work in progress;
- the first week of September we will start to pilot the BF rewards system proxy measure for delivery, focusing on places where there is no fencing;
- the new membership model will be critical to future measurement (and also income). Letters have been sent to the Presidents of the home countries for contribution to a consultation on the core services provided by British Fencing. The next step is to do a membership survey asking members what they want and what they are willing to pay for. PA in this discussion asked for comparison of stats year by year, which the Chair agreed to look into during GU's upcoming leave.

Action Chair: to send PA member information asap.

6. CEO Report

The CEO drew attention to her Operational Report, for which initiative the Chair noted there were congratulations and thanks from all Directors. JT added that through this new report he felt better briefed as a Director than before. GU pulled out the following items for comment;-

- The Sword – we have a new Sword Editor Ed Rogers who will be working on the October Sword;
- World Championships, which she attended – the J Davis result exceeded expectations, Men's Foil team made their target and the Sabre team very narrowly missed theirs.





Whether this would affect UKS support we would not know till December;

- with BF President HP she hosted an afternoon tea at the championships as part of the International Relations strategy and “Women in Sport” campaign;
- there was a new National Sabre Coach in place;
- BF was working on satellite club funding bids together with Newham Swords. Two new satellite clubs are to launch in East London, all part of the new Grow programme;
- Tribal survey to be used in university initiatives in September;
- The London Open Issue brought to light that there are no articulated rules on how to run a competition. PA noted that the outcome of the London Open issue was a very positive one, for which he congratulated the CEO and all concerned.

JT expressed concern about the number of welfare issues outstanding. CEO confirmed that since the report some of the issues were now resolved. It was noted that more resources might be needed.

Chair suggested a reduced version of the CEO report for online, as member briefing on Board and executive action. GP added that the Grow reports should also go online.

Actions

Action CEO: to speak with Liz Behnke and revisit the open welfare cases with the possibility of bringing in temporary resources.

Action TC: to work on improving the disciplinary process.

Action GU; to consider online versions of her Operational Report and Grow reports.

7. Policies for Board approval

Human Resources

JC queried the suggestion that some of the HR policies were proposed as contractual documents. She said that it is better, as a matter of best practice, for the proposed policies to be non-contractual. GU said that the email that accompanied the policies may have mistakenly segregated them into 'contractual' and 'non-contractual' documents; she agreed to review the advice from the outsourced HR advisor and confirm the intention. JC also clarified that she was clear that the documents referred to employees and not members and would review them in accordance with that. JC will study the drafts further and give GU advice.

Actions

Action JC/GU: to review documents for October Board. GU then to make any consequential amends and bring back for Board approval.





Reserves Policy

JT said that the purpose of the policy was to deal with the philosophy, governance and investment approach of BF reserves. The philosophy of having reserves is to ensure we are able to weather a period of financial distress without going bankrupt. The ultimate responsibility for decisions of reserves rests with the Board. AGRC (Audit Governance & Risk Committee) needs to have enough expertise to take decisions on investments and currently it does. The Board discussed the current financial cushion and agreed it remains adequate. It was also agreed that we did not need a separate Operational reserves policy due to the stated liquidity position.

The Board approved the Reserves Policy.

Equality Plan

After GU's introduction, and after brief discussion, it was agreed that the plan was straightforward. The objectives were based on the equality survey produced last year.

The Board approved the Equality Plan.

Risk Log

CEO provided copies of the Risk Log for review at the next AGRC meeting.

The meeting finished at 8pm and DT thanked everyone for coming – and Beazley for the excellent hospitality.

Date of next Board Meeting – 17th September, at Beazley, at 5pm