

# MINUTES

Minutes approved at 25 November 2020 Board Meeting



**Meeting**                    **BOARD**

**Location**                    Online (Google Hangouts)

**Date / Time**                Wednesday 23 September 2020 at 1.30pm

**Present:**                    Mark Davies (MD) (Chair)  
Kate O’Sullivan (KOS)  
Liz Behnke (LB)  
John Hinnigan (JH)  
Nick Hubble (NH)  
Theo Huckle (TH)  
Laura Lion (LL)  
Andy Parkinson (AP) (CEO)  
Simon Reeves (SR)  
Jonathan Vickers (JV)  
Karena Vleck (KV)

**In attendance:**            Susan Lightman (SL) (Head of Legal & Governance), Tatiana Doncaster (TD),  
Director of Finance, Helen Rowbotham, Director of Rowing Community &  
Strategy (8.1 only), Pippa Randolph, Minute Secretary.

1	<p><b>CHAIR’S INTRODUCTION</b></p> <p>On behalf of the Board, MD thanked Jacqui Traynor (JT), British Rowing’s Integrity &amp; Anti-Doping Officer, and Paul Moss, Head of Education at UKAD, for their informative workshop on Clean Sport strategy and updates to Anti-Doping measures. JT would circulate the slides from the presentation. The Board had noted that additional financial resource would be welcomed in order to develop the training. It was agreed that similar training for the Regional Chairs and Representatives would be beneficial in terms of spreading the information through the sport.</p> <p>MD welcomed the Board to the meeting.</p>
2	<p><b>APOLOGIES FOR ABSENCE</b> and quorum</p> <p>The meeting was quorate. Apologies had been received from J. Beaumont.</p>
3	<p><b>DECLARATIONS OF INTEREST</b></p> <p>K. Vleck – Executive Director World Athletics to be added.</p> <p>TD confirmed that all the Directors’ declaration of interest forms had been received and sent to the auditors. KV was congratulated on her new role at World Athletics. There were no further updates.</p>
4	<p><b>APPROVAL OF MINUTES</b> from the Board Meeting on 15 July 2020</p>

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	The minutes of the last meeting were noted and approved by Board.	
5	<p><b>MATTERS ARISING</b> (not otherwise covered on the Agenda)</p> <p>MD asked that 'Shape Rowing's Future' be removed from the action tracker for the time being as this would not go ahead in the near future.</p> <p>All other matters on the action tracker had been completed or were on-going.</p> <p>It was noted that a decision would be required at a later date regarding the start-up costs of the 'Love Rowing' Foundation.</p>	AP  JH
6	<b>COVID-19 UPDATES</b>	
6.1	<p><b>CEO &amp; DIRECTORS' TEAM UPDATE</b></p> <p>The CEO would continue to provide the video updates as feedback had been favourable.</p> <p>The sport was performing relatively well in the national context where some sports were reporting significant losses. In particular indoor sports had reported significant financial losses. However yesterday's announcement by the government relating to the latest COVID-19 measures was not a positive one for rowing and would have an impact on the current road map.</p> <p>While the CEO had detected some weariness amongst individual members of staff, on the whole the core staff were managing well and some were taking the opportunity to produce some excellent work. He was aware of the importance of good communication and connectivity, particularly in these testing times. He also understood that areas such as Communications and Membership were under-resourced. However, at this stage the recruitment freeze continues for roles unfunded by public investment.</p> <p>It was pleasing to note that the rowing community appeared to be largely appreciative of British Rowing updates and the senior volunteers were engaged and aligned to the organisation's strategy. There was good collaboration between staff and volunteers.</p> <p><b>Membership Update:</b> There was an impact on membership figures which were depleted but resilient and the team had begun to see a small upturn in renewals. It was important to continue to engage with members. The ability to generate income from the indoor market was currently a concern but there are signs that income model works but needs to come on line quicker.</p> <p>There were sponsors in place for the coming year and this would generate some income; finances were being scrutinised on a weekly basis. If the current situation continued for the midterm the CEO cautioned that redundancies would have to be considered.</p>	

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	<p>The COVID response group had been restructured and its remit expanded to examine financial recovery. Targets had to be relevant and revised targets would be brought back to the Board in line with the recently agreed Vision.</p> <p>Competition was an essential activity for the sport and the CEO wished to record thanks to NH and all his volunteers for the hard work in staging the recent test event, and for another planned in October.</p>	
6.2	<p><b>Q3 FINANCIAL FORECAST</b></p> <p>TD explained that the management accounts were expected to fall within budget and a difference in timing accounted for discrepancies.</p> <p>With regard to the IT figures it was noted that no further spend was now anticipated and the forecast was to be revised.</p> <p>JV said he felt reassured by TD's explanation of the presented figures. He asked if it was possible for staff to overspend on their budget line. TD explained that there were a number of measures in place to ensure that did not happen.</p> <p>It was noted that the saving on safeguarding could be attributed to reduced staffing and the impact of lockdown.</p> <p>There were serious challenges ahead. Membership had been forecast on a lower basis and the Finance team was preparing two budgets for the year ahead, based on best and worst case scenarios.</p> <p>Sport England funding was in place until March 2022. Rowing had not qualified for emergency funding from UK Sport. It was currently below the reserve level and MD added that funds could become dangerously low if measures were not taken to stem the current membership trend. However the level of sponsorship did give cause for optimism, as did the work towards an increasingly accessible membership.</p>	
6.3	<p><b>BACK TO ROWING POST COVID-19</b></p> <p>LL asked about the Challenge Hub Phase 2. The CEO explained that the scope of this was not fixed, he had asked for the scope to be agreed by the CEO, and that he and NH were discussing how implementation across the organization could be managed.</p> <p>SR asked if the Directors' Team had reviewed Indoor Rowing (IR) targets in order to bolster other areas. The CEO said that targets and income were being monitored. The Commercial Manager was working with the Indoor Rowing team to investigate all revenue opportunities.</p> <p>The CEO said the GB Rowing Team was being approached again to seek their buy-in to IR activities. MD said that J. Beaumont had offered support and it might be productive to approach past members of the squad. TH said that past athletes such as Zak Lee-Green may be worth</p>	AP

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	<p>talking to. KOS said it may be worth exploring partnerships with gyms who were also struggling during COVID-19.</p>	
<b>7</b>	<b>DECISION ITEMS</b>	
7.1	<p><b>BDO GOVERNANCE AUDIT</b></p> <p>JV reported that the Finance and Government Audits had both highlighted areas for improvement and a list of actions had now been drawn up.</p> <p>The management responses and actions were discussed. The findings were acknowledged and the recommendations considered.</p> <p>The Board saw the report as a positive platform on which to build.</p> <p>LB said she had some reservations about the wording of culture and trust. These should be understood in order to effect change. TH agreed that the interpretation of culture should be clearly defined and understood. Cultural change was not a quick process and was often uncomfortable. Rowing should be proud of its traditions but also not be afraid to do things differently.</p> <p>JV asked if there was capacity within the team to meet the quite demanding timescales. The CEO believed there was and that it was imperative to meet them.</p> <p>Having fully considered the recommendations the Board confirmed:</p> <ul style="list-style-type: none"> <li>• their agreement with the Management comments and that this should be reported back to Sport England and UK Sport via BDO</li> <li>• that they would monitor progress against the action plan at Board meetings until completed.</li> </ul> <p>At this point MD asked the CEO to address item 7.7. See below.</p>	<p>AP</p> <p>All / SL</p>
7.2	<p><b>GOVERNANCE REVIEW</b></p> <p>In order to meet the timescales, the preferred date for the next meeting was 13 October at 10.00am. If that date was acceptable all papers would need to be circulated by 2 October.</p> <p>JH asked for a road map on the possible scenarios to accompany the proposals.</p>	<p>AP</p>
7.3	<p><b>ANNUAL REPORT AND ACCOUNTS</b></p> <p>TD reported that the accounts had been presented to the Auditors and the Finance Committee. There was one small amend following review by the committee.</p>	

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	<p>It was noted that an improved system for monitoring and pursuing of outstanding debts had been implemented and this had been reduced by 50%.</p> <p>The Board approved the accounts.</p>	
7.4	<p><b>COMMITTEE TERMS OF REFERENCE</b></p> <p>It was noted that the BDO review had recommended the amalgamation of the Finance and the Audit &amp; Risk Committees. Therefore JH proposed to defer this item until there was resolution about the amalgamation of the Committees.</p> <p>It was noted that the establishment of a remunerations committee should be considered.</p> <p><i>TH left the meeting at 2.35.</i></p>	LB / SL
7.5	<p><b>INVESTMENT POLICY</b></p> <p>Following on from the above JH said that the Investment Committee should also have terms of reference, although he believed it was not necessary that these should come to the Board. He asked that the terms of reference could be approved by the Finance Committee and this was agreed. The Head of Legal &amp; Governance requested to be included in the development of the terms of reference which was agreed.</p> <p>JH briefly outlined the updates to the policy which were noted. In response to a question from JV, JH explained that the arrangement for a five year rolling programme of investment was due for review in 2021. The policy did not prevent an earlier review if that was considered to be necessary.</p> <p>The Board approved the Policy.</p>	SL / Gov Review Panel
7.6	<p><b>SPORTSWEAR CATEGORY SPONSORSHIP</b></p> <p>On behalf of the Board, MD thanked the CEO and his team, in particular, Kenny Baillie, for the success in this area. The news about a potential new sportswear sponsor was most welcome. The CEO said he believed that the team had negotiated the best terms available. In response to JB's suggestion that the sponsor might be prevailed upon to offer a 10% discount on their products to British Rowing members, the CEO advised that he believed this had been part of the discussions and would confirm with the team.</p> <p>The Board gave its formal approval for K. Baillie to proceed with the exclusive contract negotiations.</p>	AP



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9	<b>REPORTS &amp; INFORMATION</b>	
9.1	<b>ELECTION OF OFFICERS</b> The Board was pleased to note that, following an election process, K. O’Sullivan and N. Hubble were to be re-appointed to their roles of Deputy Chair of the Board and Chair of the Sport Committee respectively. The appointments would be formally approved by the Regional Representatives at the AGM on Monday 28 September.	
9.2	<b>AUDIT &amp; RISK COMMITTEE MINUTES</b> The minutes from the meeting held on 20 August 2020 had been circulated with the Board papers and were noted. Although described as ‘draft’ these were now final with no change from the draft. JV said that he had replied separately to KOS’s query about the Risk Register. At the moment this was presented to the Board annually but it was always available for review. MD asked SL to add the Risk Register to every other Board pack for information only.	SL
9.3	<b>FINANCE COMMITTEE</b> 9.3.1: The changes to the Investment Mandate were approved by the Board. 9.3.2: JH explained that the report on Surplus Cash Investment came to the Board for information because of the large sums involved. The probability of risk was low but not zero. MD asked SL to consider the remit of the group when the terms of reference were reviewed.	SL
9.4	<b>SPORT COMMITTEE REPORT</b> The report had been circulated with the agenda papers and NH said that he had nothing to add other than his sincere thanks to Barbara Wilson and Fiona Rennie for their invaluable support and hard work. The Chair wished to add his thanks to both NH and KOS who always contributed a huge amount of work to the running of the organisation, but particularly now for all that they had done during this period of COVID-19.	
9.5	<b>SAFEGUARDING COMMITTEE</b> The Board’s attention was drawn to a report of bullying and the subsequent investigation report by members of the D&G Panel. This had resulted in the instigation of a further investigation. The family was	

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	seeking compensation and there would be the costs of the second investigation to take into account.  LL reported that Tom Ramsell had been recruited as a temporary LSO to assist Leonora Borg with her casework.	
10	<b>MATTERS TO BE DEALT WITH OUTSIDE THE MEETING</b>	
	The following items to be followed up separately: <ul style="list-style-type: none"><li>• 10.1 Affiliations &amp; Resignations</li><li>• 10.2 Dormant Companies</li><li>• 10.3 Finance Committee Minutes (from 07.09.2020)</li><li>• 10.4 WRCCB 2022 Steering Group Terms of Reference</li></ul>	
11	<b>ANY OTHER BUSINESS</b>	
11.1	<b>Panorama:</b> The CEO advised the Board that Panorama would be presenting a programme about athletes' weight and the associated duty of care on 5 October and that British Rowing had provided comments.	
12	<b>DATE OF NEXT MEETING</b> The next meeting would take place on Wednesday 25 November 2020 at 12.00pm.	