

MINUTES

Minutes approved at 20 January 2021 Board Meeting



Meeting **BOARD**

Location Online (Google Hangouts)
Date / Time Wednesday 25 November 2020 at 1.15pm

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)
 Jack Beaumont (JB)

In attendance: Susan Lightman (SL), (Head of Legal & Governance), Tatiana Doncaster (TD)
 Director of Finance, Helen Rowbotham, Director of Rowing Community &
 Strategy (9.1 only), Genevieve Collett, Minute Secretary.

	<p>GOVERNANCE TRAINING</p> <p>Tom Bruce from Farrer & Co delivered this to the Board.</p>
1	<p>CHAIR'S INTRODUCTION</p> <p>The Chair welcomed the Board to the meeting.</p>
2	<p>APOLOGIES FOR ABSENCE and quorum</p> <p>The meeting was quorate. No apologies for absence (JB joined the meeting slightly later due to training commitments).</p>
3	<p>DECLARATIONS OF INTEREST</p> <p>There was a declaration of interest from JB made by the Chair on his behalf for Item 7.6 on the agenda. There were no further updates.</p>
4	<p>APPROVAL OF MINUTES from the previous Board Meetings on:</p> <ul style="list-style-type: none">• 23 September, Board• 29 September, Board (Governance Review)• Annual General Meeting 2020 <p>The minutes of the above meetings were noted and approved by the Board.</p>

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5	<p>MATTERS ARISING (not otherwise covered on the Agenda)</p> <p>All other matters on the action tracker had been completed or were on-going.</p> <p>JV noted from the action tracker that the strategic priorities from the CEO due for completion by July 2020 were still ongoing and asked what a reasonable completion date would be. The CEO commented that these were in some part delayed by COVID-19 but that they would be in the most part covered off in Paper 8.1 - Strategic Targets 2021.</p> <p>SR asked how the Commercial Manager and the Indoor Rowing team were actioning and progressing their aims of monetizing membership minuted at the last Board Meeting. The CEO noted that these aims were being progressed through three areas namely in keeping with the strategy agreed by the Board last year:</p> <ul style="list-style-type: none">• Content creation and distribution using British Rowing Plus as a paywall where appropriate• Commercial partnerships with asensei and ROWBOTS partnership• British Rowing Indoor Rowing (Virtual) <p>Returns on these initiatives were showing modest signs of securing revenue.</p>	
6	CEO UPDATE	
6.1	<p>CEO & DIRECTORS' TEAM UPDATE</p> <p>The CEO was optimistic that the Director of Performance, Brendan Purcell would be returning to his role in early December. He noted that Louise Kingsley (LK) had done an excellent job in interpreting and implementing Brendan's strategy in his absence. (LL later strongly echoed this opinion sharing that the athletes were very positive about LK's contributions at Caversham).</p> <p>The CEO pointed out that the Government's CSR was being announced that day and this would inform whether there would be a one or a four-year settlement from UK Sport. At this stage there was very little certainty around which it might be.</p> <p>The CEO noted that it was pleasing that the development of the performance strategy for Paris 2024 was constructively being addressed and there was an encouraging recognition by senior staff that there was a need to further upskill in how the programme operated with our athletes. The Performance Directorate was focused on the announcement on the 16 December from UK Sport on their investment for Paris. The CEO planned to report this figure to the Board as soon as it was announced and then decide how best to publicly announce it. He reiterated that Sports England's funding was secure up until March 2022.</p>	

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6.2

FINANCIAL COMMENTARY

Finances continued to hold up reasonably well in the current year and a focus on improving membership figures continued, with a peak appearing when rowers were allowed back to compete on the water. However, this peak had now dropped off again due to the latest lockdown.

The draft budget for 2021/22 was being actively worked on with a focus on how to manage expenditure and how best to project what the income would be. The CEO commented that as an organisation, fatigue continued. He was aware that there was still some lack of agility, albeit that this has improved over the past few years. Addressing our agility was a work in progress and was continually reviewed at a Directors' Team level.

LL enquired whether the drop in membership figures would be matched in a drop in liability and accident insurance premiums. TD explained that a drop should be seen next year (as policies are renewed on a yearly basis reductions would not be immediately reflected) and that she would continue to address this with Howdens.

JV commented on the £187K deficit showing in the management accounts year to date, noting that 160K alone appeared in October. He asked whether, with this in mind, it was realistic to look at a deficit of only £150K. TD explained that it was realistic and this figure was due to the timing of a payment in October and in addition the agreed financial support given to some clubs. As such, at present the real loss was £29K. She further explained that they remained hopeful of breaking even but it remained very close. TD remarked that they had used £40K of the bad debt allowance to write off historic debt and had a new bad debt policy in place. The team had good success in getting back historic bad debt and was hopeful of further income from this.

KOS asked what useful financial lessons were learnt from the last year. TD noted that the pandemic had directed the business towards a monitoring of keeping costs as low as possible; encouraging working with people and changing the culture to one with more disciplined spending processes. TD hoped that these new ways of working would continue to benefit the cash flow. KOS commented on how well the financial training had been received and that feedback was favourable from the Regional Chairs and Regional Representatives.

SR asked if DCMS were approached for financial support in the last round of funding for spectator sports and the CEO confirmed that British Rowing had put in an application but had been unsuccessful, commenting that it appeared that the funding was more focused on helping professional and ticketed spectator sports rather than domestic sports. SR was disappointed by DCMS's response, citing netball getting support despite it not being a mass spectator sport. The CEO noted that the professional sports had lobbied hard to good effect and that netball had a national league which was both ticketed and televised.

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6.3	<p>BACK TO ROWING POST COVID-19</p> <p>KV enquired how the teams were actively working towards improving membership asking for more dynamic examples of what actual actions and measures were being taken to grow the membership figures. The CEO acknowledged her concern and noted that British Rowing was very much focused on driving membership revenue and especially so in the last six months. The CEO conceded that British Rowing was good at long-term objectives and work needed to be done to make it better at achieving dynamic short-term objectives in an agile manner. Nevertheless, British Rowing Plus was encouraging in its engagement for example. The CEO said he would share her view with his Directors.</p> <p>KV requested that an actual action plan report be completed, and the CEO agreed to do this detailing on what direct action was being done by the Directors to improve membership over the next two weeks and bring it back to the Board.</p> <p>TH further expressed that there needed to be a clearer indication from the CEO on what actions were being done to push membership and it was the Board's role to continue to push on getting this information.</p> <p>SR noted the variance in various regions membership levels and asked why certain ones seemed to be dropping and others rising. The CEO explained higher figures were mirrored by a higher number of domestic competitions and thus racing opportunity in these areas. Equally, the private schools sector returning was reflected in a rise in membership figures.</p> <p>KOS asked when the Coach education courses were planned to continue, and the CEO confirmed that there was a plan to host these as online workshops. The CEO said he would put his findings in his action plan report.</p> <p>The CEO acknowledged that Challenge Hub had proved to be disappointing, but that it was nevertheless an adaptable platform and there was a need to capitalise on opportunities when presented. The Chair expressed that he had asked for the engagement figures on Challenge Hub but had not received them to date.</p> <p>KV further pointed out that there needed to be a focus on revitalising membership and incentivisation. The CEO agreed and NH noted that this had been kick started yesterday.</p> <p>The Chair commented that the strategy for engaging members was being looked at too late. KOS felt that volunteers and competition organisers were fatigued. The Chair commented that this was not completely relevant to the discussion as the organisation knew that the end of lockdown was imminent in early December and should be better prepared.</p>	AP
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7	DECISION ITEMS	
7.1	<p>GOVERNANCE AUDIT ACTION PLAN</p> <p>The CEO asked for Board approval of the proposed Governance Action Plan, noting that there was anticipation that there would be a board session on this in March but that it might be useful to bring forward considering current events. JV felt the action plan was well spaced and set out, but felt they were behind on the action timetable and therefore on the possibility to meet the deadlines. He expressed similar doubts with the finance action plan. The CEO felt that they could meet the January targets and gave his assurance that they would be met.</p> <p>TD confirmed that if the procurement policy (which was on the agenda) was approved all recommendations from the finance audit plan would be completed.</p> <p>The Chair asked the Board to think of realistic number targets individually so that he could ask targets of the CEO that were fair and reasonable. KOS asked for clarity over who was responsible for drafting the targets, to which the answer was unresolved. The Chair reiterated that board members should have a figure in mind when he asked this of them.</p> <p>SL said she would send the annex paper to 7.1 once agreed to both UK Sport and Sport England. There were no objections to SL doing this.</p> <p>SL asked whether the board session should be brought forward from March 2021 as she felt it might be helpful to bring forward. There was a split decision and JH decided to take it offline and get back to SL by the end of the day.</p> <p>LB asked if giving the action plan to Sports England and UK Sport was normal practice, and the CEO said it would be beneficial to be as transparent as possible and that it was in line with expectation.</p>	<p>Board</p> <p>JH / SL</p>
7.2	<p>GOVERNANCE REVIEW</p> <p>The CEO introduced this review and said that the aim of the paper was to put forward a proposal which interpreted the opinions expressed by the Board at its last meeting and to put a single option on the table. This had proved challenging since there was a wide range of views and opinions from the Board.</p> <p>The CEO said that he had discussed the paper in advance with NH and they were agreed on the following areas but that there was a wide range of views and opinions from the Executive Team.</p> <ol style="list-style-type: none"> 1. All terms of reference for all Standing Committees needed to be revised and tabled at a Board meeting in January 2. Term limits for the Chairs of the Standing Committees to be introduced properly 	

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3. The need for a conflict of interest protocol to avoid inappropriate multiple roles
4. CEO would co-chair the Sport Committee
5. Review any changes in one year's time

The CEO felt that any line management of the Chair of each Committee should be as light touch as possible but would give accountability. This role was the one reservation that Directors had.

LB expressed deep disappointment with the paper, as she was concerned that it did not address any restructure and was a missed opportunity to reshape governance positively. LB felt the work that she, KOS and NH had done was wasted. LB was asked to summarise why by TH. LB pointed out that the 'cabal' issue was not being addressed properly and that the changes to the current structure proposed by the paper didn't go far enough.

SR disagreed with LB and was supportive of the CEO's Governance Review and opined a radical change was not needed.

KV remained unconvinced as to how the Sport Committee would operate differently with the terms of reference being changed. The CEO clarified that the fundamental change was a reporting line from his Director rather than the Sport Committee which would act from an advisory point of view. KV asked how this would make the Committees different.

The CEO responded that it would bring a single line of accountability from the CEO to the Board, and that it would be better to do this process in a managed way so that there would be less push back from volunteers.

KOS commented that the real advantage of a Sport Committee should be to take the strategic aims of sport and operationalise them. She raised a concern that this proposed new method would dilute this and equally put an unfair burden on volunteers.

KOS also felt that the changes proposed regarding the Sport Committee should go to an EGM to resolve this.

TH was not clear about why the changes proposed in the paper would necessitate a change in the articles of association as they were so limited anyway.

SL commented that changing the articles was something they wished to avoid and that it was not necessary for the proposed way forward.

A brief discussion was held on the pros and cons for merging the Finance and Audit and Risk committee. KOS worried that by merging the two they could attract the wrong sort of people (older, retired, less diverse) and not necessarily the people they wanted.

The Chair noted that there was a big split in opinion of the Board and noted that doing nothing was not an option. He pointed out the time and stressed that he would like to close down the discussion as there was

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<p>nothing to be gained allowing any additional time for discussion. He proposed that they agree to the paper's proposals and review in May 2022 whether to continue with the changes.</p> <p>NH felt that the paper needed to go to the members to vote on it and raised concerns about a bigger workload for the Executive Team and the loss of knowledge and expertise that may come about.</p> <p>JH agreed that an EGM would be useful but that it could also be dangerous as a decision could go against the Board's wishes. He agreed with the Chair that a decision needed to be made that the committees were signed up to.</p> <p>SL reiterated that, as a matter of law, the Board must make the decision and that the Members of British Rowing (ie. Regional Reps) was not required or entitled to vote on the proposal. .</p> <p>LL felt that the proposal would emasculate the Sport Committee and was concerned about the workload on the Executive. SR felt that referral to an EGM would be political and there was a strong need to carry the volunteers if the proposal were to be successful.</p> <p>SR felt that the proposed changes would bring a greater structure and efficiency around the Sport Committee and that there should be a review in 12 months and at that point there could be a consultation of the membership. SR was therefore happy with changes proposed by the CEO and NH and saw it as a means of improving efficiency. He proposed reviewing it in 12 months not 18 months' time and said that the governance review paper would be a palatable solution.</p> <p>KV further confirmed SL's points that, as a matter of law it was not a membership decision and that it was most definitely a Board decision. The Board could not refer the decision to an EGM.</p> <p>TH also supported the paper's proposals noting that the membership must need to understand the external and internal pressure that the organisation was under. He also noted that they might not get a response from an EGM for reasons of inertia.</p> <p>The Chair asked for a vote as follows:</p> <ol style="list-style-type: none">1. To accept the tabled Governance Review recommendations in their entirety, with the exception of the merging of the Finance and Audit & Risk Committees <p>The six recommendations on the Governance Review were put to a vote. The votes were equally split, with the CEO abstaining. And</p> <p>The Chair confirmed that he had a casting vote which he would cast in favour of the recommendations. The Governance Review recommendations were agreed with a review in December 2021.</p> <ol style="list-style-type: none">2. To agree whether or not to go to an EGA. The vote was a majority against.	<p>AP/SL</p>
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	<p>3. To merge the Finance and Audit & Risk Committees The vote was a majority against.</p>	
7.3	<p>ANNUAL GOVERNANCE STATEMENT</p> <p>This was agreed by the Board. It was agreed to add in the word 'everyone' at the end of Paragraph 4. "a sport that welcomes and has an offer for everyone".</p>	SL
7.4	<p>DIVERSITY & INCLUSION FRAMEWORK</p> <p>KO'S and LB expressed their thanks to Helen Rowbotham, Director of Innovation, for the excellent piece of work she had done.</p> <p>The paper was accepted and approved by the Board.</p>	
7.5	<p>RECRUITMENT OF INDEPENDENT DIRECTORS</p> <p>SL noted that the role descriptions needed to be amended and the Board gave their approval to the Nominations Committee making the proposed changes. The paper was accepted with JH noting that it was agreed at the Nominations Committee that a broad role description was needed to give the Committee more flexibility in who was recruited.</p>	
7.6	<p>GB ROWING TEAM SELECTION POLICY 2021</p> <p>JB whilst noting that he had a conflict of interest commented that it was a clear and comprehensive selection policy from his point of view. Amongst the athletes there was a strong feeling that the rower reps' views had been listened to and there was value in their being a group panel selecting the team rather than just one individual.</p> <p>The Chair raised a point about the wording of the "fastest crew" wording to which the CEO responded that while this had been discussed with the Performance Leadership Team he did not envisage it being a problem.</p> <p>The Board accepted and approved the Policy.</p>	
7.7	<p>POLICIES</p> <p>7.7.1 Bad Debt Policy</p> <p>7.7.2 Procurement Policy</p> <p>7.7.3 Business Continuity Policy Statement</p> <p>All three policies were accepted and approved by the Board.</p>	

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7.8	<p>MULTI-LANE UMPIRING PANEL MEMBERSHIP</p> <p>The Board was asked to reconsider and amend its decision regarding the appointment to the Multi-Lane Umpiring Panel (MLUP). It was unanimously agreed to reject this.</p>	
7.9	<p>AFFILIATIONS & RESIGNATIONS</p> <p>These were noted and approved by the Board.</p>	
7.10	<p>CHESTER LE STREET INVESTIGATION</p> <p>The Board agreed that they were happy to agree an extension in the Terms of Reference extension for the panel to investigate. SL would relay the Board's approval of the extension to the panel.</p>	SL
7.11	<p>CLEAN SPORT</p> <p>The paper was accepted and approved by the Board.</p>	
8	DISCUSSION ITEMS	
8.1	<p>STRATEGIC TARGETS 2021</p> <p>The CEO explained that there was an agreed need to establish organisational targets in light of the recently approved Vision and Strategic Framework. Such targets would then be used across the organisation in staff objectives (including the CEOs), as a reporting structure for the Board, and enable the organisation to work to agreed outcomes.</p> <p>The four main goals were summarised by the following framework:</p> <ul style="list-style-type: none"> • Strong Clubs • Brilliant Competitions • Great Community • Performance Success <p>The intention of sharing the areas of consideration with the Board at this meeting was to get some feedback in inform further work so as to table recommended targets at the January 2021 Board meeting.</p> <p>The Board broadly agreed with the approach and suggested that fewer targets may be easier to manage in terms of reporting and provide a stronger focus for the organisation.</p> <p>It was agreed that HR would share the paper with the Board and members could further comment.</p>	HR

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9	REPORTS & INFORMATION	
9.1	SPORT COMMITTEE REPORT NH noted that the Committee continued to meet every month, with two meetings since the last Board Meeting (one meeting had been deferred). They were due to next report to the Board at the January meeting.	
9.2	UPDATE ON APPOINTMENTS OF SENIOR VOLUNTEERS The appointments of senior volunteers were noted.	
9.3	WRCCBST 2022 UPDATE This was noted as on schedule and on budget. JH asked that it be recorded that he had asked for a risk-weighted budget to be presented at the next Finance meeting. There was currently a deficit of a 148K risk.	TD
10	MATTERS TO BE DEALT WITH OUTSIDE MEETING	
10.1	AUDIT & RISK COMMITTEE MINUTES	
10.2	FINANCE COMMITTEE MINUTES	
11	AOB	
	The Chair asked KOS to pick up on the Ian McNuff letter which she agreed to. He also thanked TH for his commitment to the Board as a member as this was his last meeting. The meeting ended at 4pm.	KOS
	DATE OF NEXT MEETING The next meeting would take place on 20 January 2021, 2020 at 12:30pm for a 1pm start.	