

MINUTES

Minutes approved at 19 May 2021 Board Meeting



Meeting **BOARD**

Location Online (Google Hangouts)

Date / Time Wednesday 24 March 2021 at 1.15pm

Present: Mark Davies (MD) (Chair)
 Kate O’Sullivan (KOS)
 John Hinnigan (JH)
 Nick Hubble (NH)
 Martin Claxton (MC)
 Laura Lion (LL)
 Andy Parkinson (AP) (CEO)
 Simon Reeves (SR)
 Jonathan Vickers (JV)
 Karena Vleck (KV)
 Jack Beaumont (JB)

Apologies: Liz Behnke (LB)

In attendance: Susan Lightman (SL, Deputy Director of Legal & Governance), Tatiana Doncaster (TD, Director of Finance), Genevieve Collett (Minute Secretary), Kenny Baillie (KB, Director of Partnerships & Communications), Helen Rowbotham (HR, Director of Rowing Community & Strategy), Louise Kingsley (LK, Deputy Director of Performance Pathways & Paralympic Programme), Brendan Purcell (BP, Director of Performance)

	UNCONSCIOUS BIAS TRAINING Liz Burkinshaw delivered a workshop on Unconscious Bias Training to the Board.
1	CHAIR’S INTRODUCTION MD welcomed the Board to the meeting. It was noted that that this would be John Hinnigan and Jonathan Vickers final Board meeting as Non-Executive Directors.
2	APOLOGIES FOR ABSENCE and quorum The meeting was quorate. There were apologies for absence from Liz Behnke.
3	DECLARATIONS OF INTEREST There were no new declarations of interest.
4	APPROVAL OF MINUTES from the previous Board Meeting on 20 January 2021 The minutes of the above meeting were noted and approved by the Board.
5	MATTERS ARISING (not otherwise covered on the Agenda) There were no matters arising.

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6	CEO UPDATE	
6.1.1	<p>CEO & DIRECTORS' TEAM UPDATE</p> <p>AP thanked the Board for allowing the Directors' Team to attend this part of the meeting for a second time. He observed that allowing them to attend and input into their areas of responsibility was proving valuable to both parties and that if the Board agreed, he would like it to continue.</p> <p>Decision: The Board agreed to this.</p> <p>As CEO, his focus was on the return of clubs to the water facilities on 29 March. The planning for the forthcoming European championships in Italy in April was fully underway. The uncertainty of the Tokyo Olympics and Paralympics remained a concern.</p> <p>AP stated that having now agreed the future strategy, agreeing KPIs for this coming year which would be presented in the meeting later was of key importance. The intention of the CEO was to work directly to them and report on them to the Board going forward.</p> <p>The Board discussed the CEO's report. It briefly considered the discrepancy that was uncovered in the collection of the membership figures in February. This data collection issue with ClubHub and other integrated systems was now rectified, and it was confirmed to the Board that the numbers were now accurate and verified. (This was further covered later in the meeting under item 6.1.5 ClubHub Adoption Strategy.)</p> <p>A view was raised on whether the possible sponsorship deal with Irwin Mitchell would conflict with the current relationship with Farrar & Co. KB advised that British Rowing's current relationship with Farrar & Co was a straightforward supplier arrangement, and following discussions both sides had effectively and amicably parted ways. Using Irwin Mitchell would effectively save the organisation at least £15K and potentially as much as £40K.</p> <p>As referenced in HR's update, a discussion was held on the necessity of environmental sustainability within the sport and HR was asked what was being done in this area. It was raised by the Board that the towing of boats to events was very much part of competition life and it was agreed that certain areas were difficult to change to a more environmentally friendly model. However, there was a lot more that British Rowing could do to encourage and contribute to a more sustainable environment (such as single use water bottles at events).</p> <p>Decision: The Board noted that there was likely to a lot more scrutiny in these areas going forward and they fully supported any sustainability initiatives planned.</p> <p>British Rowing had recently signed a new sponsorship deal with a supplements company. KP was asked whether taking on a supplements company was a position British Rowing should be seen to advocate. KB</p>	AP

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	<p>explained that supplements were needed by elite athletes due to the massive volumes of training that they undertook. The mitigating factors were that the sponsor's products were aimed at athletes over the age of 18 and that, from a risk management point of view, it was helpful to retain control in this area by recommending a safe supplement product to British Rowing's elite athletes. The alternative 'free for all choice' would not be helpful. Nevertheless, he acknowledged it was a tricky area that requires careful and ongoing management.</p>	
6.1.2	<p>FINANCIAL COMMENTARY</p> <p>TD had presented a paper to the Board evaluating the current financial position of British Rowing based on the actual figures to February 2021 and the projected position to 31 March 2021. A net deficit of £132K vs a budgeted deficit of £20K was shown, excluding two Board agreed payments. TD was asked to take out the emergency fund from the figures as it was misleading to view it within the total in this way. From an investment point of view the financial investment represented a £485K uplift in profit. It was noted that the organisation needed to show capital gains as income and that any income would be taxed. If the investment profits were excluded the organisation would show as running at a loss. Potentially, the organisations accounts could show a break-even position at the end of the year and might even show a small profit.</p> <p>Action: TD to reflect the Board's input into how the accounts will be represented at year end.</p>	TD
6.1.3	<p>MEMBERSHIP UPDATE</p> <p>AP introduced the item providing some background to the membership figures. As of 9 March, there were 11,504 distinct active members holding 12,351 memberships (due to members being able to hold more than one membership type, i.e., coach and race). AP was confident that based on data received so far that the figure would surpass March 2020. At least 40% of the 11,504 figures were from schools. Therefore, promising signs of recovery were being seen that would only increase as lockdown was eased further. MD commented that the forecasted membership figures were reasonably conservative, and that the organisation should be aware of the 'sunk cost fallacy'. The figures presented for February 2021 were for this period and did not reflect historical data.</p>	
6.1.4	<p>PARIS INVESTMENT REPRESENTATION</p> <p>The paper was noted and there were no comments or questions from the Board on it.</p>	

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7.2	<p>2021 KEY PERFORMANCE INDICATORS</p> <p>AP introduced the paper highlighting that the Board had requested a set of high level KPIs for himself and his team to work against. He reiterated that it was important for these to be agreed today to drive activity. A primary KPI ambition was to achieve a 100,000-membership number by 2024/25.</p> <p>JV thanked AP for producing these set of KPIs and asked whether the 100,000 figures assumed the 50% increase in budget. In effect, did the £50K figure deliver an extra 200K in numbers? AP responded that the budget allowed the organisation to get to pre-Covid figures in the short term and that it would take a further 3 years to achieve the 100,000 goal. He noted that the organisation was fit for purpose now, but that investment would be needed. The budget therefore was clearly reliant on a membership revenue assumption.</p> <p>The Board felt that the KPIs were reasonable but needed figures attached, they also enquired how the reporting of the KPIs would take place going forward. AP reiterated that he would report against each deliverable KPI at every board meeting going forward.</p> <p>Action: It was agreed that the definition of KPIs needed to be clearly displayed.</p> <p>Decision: The 2021 Key Performance Indicators paper was accepted and approved by the Board.</p>	AP
7.3	<p>BUDGET 2021/22</p> <p>TD had compiled and presented a budget in line with three membership scenarios, shown as RECOVER, CATCH and FINISH. She had shown the financials relating to each.</p> <p>The RECOVER position showed an estimated position based on 22, 858 members at year end.</p> <p>The CATCH position showed an estimated position based on 33,750 members at year end.</p> <p>The FINISH position showed a projection of 42,975 members at year end.</p> <p>The CATCH position was deemed the most likely scenario based on current trends, the work planned for the year and the likely increases seen in previous Olympic years.</p> <p>SR further flagged that the Olympics was highly likely to stir up a lot of interest and be a major recruiting drive for membership. This coupled with the pent-up demand meant in his view that the figures were overly conservative.</p> <p>TD directed the Board to the fact that sequencing was very important when looking at the different options. The CATCH (middle) option represented the most realistic outcome and she noted that the budget would go under several reviews over the next year. She asked the Board to view the middle option as one to budget on not to settle on.</p>	

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	<p>If a surplus was realised via this middle option, then this money could then be put back into the organisation rather than into the reserves. AP agreed, noting that there were gaps in selling/marketing/digital transformation within the organisation that needed financial input to progress. If this surplus was achieved, then the plan would be to come back to the Board with a considered business case for investment in these areas.</p> <p>AP asked the Board to consider that most of their memberships came from clubs, some of whom were now really struggling. JH put forward the view that if a 100,000 membership was to be achieved by 24/25 then a strategic three-year plan needed to be put in place and not one just for 2021.</p> <p>AP was asked if there was any other support that he or the Executive team needed from the Board to deliver the membership targets. AP confirmed that, following agreement of the strategic plan and KPIs by the Board, the Executive Team had sufficient to move forward and no further assistance was required from the Board at present. He would come back to the Board as necessary.</p> <p>Decision: The Board agreed and approved the CATCH position as the 2021/22 Budget.</p>	
7.4	<p>GOVERNANCE REVIEW</p> <p>NH stated that he was happy with the Governance Review having held two very constructive meetings regarding the terms of reference. JV thanked NH and the team for all their efforts in putting the terms of reference together.</p> <p>It was asked by the Board how the Chairs of the constituent committees get chosen. SL stated that they will be appointed by a transparent process, possibly by an election and their roles will be as co-ordinators. She noted that the subcommittees had not been finalised. SL thanked NH, KOS, LB and AP for making the process such a smooth and successful one. SL confirmed the subcommittees had been put in as placeholders, but the next conversation would be around finalising these subcommittees.</p> <p>Decision: The Board approved:</p> <ul style="list-style-type: none"> i) The terms of reference for the Sports Committee. ii) That the governance review group's suggestion that the template terms of reference for the subcommittees that report to the Sports Committee be circulated and agreed outside the Board meeting. <p>The Chair thanked the group involved for all their hard work.</p>	SL
7.5	<p>APPOINTMENT OF BOARD MEMBERS</p> <p>Decision: It was formally noted and approved that the Board would extend the current Chair's appointment by one year bringing his</p>	

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	<p>current first term up until March 2022. The Board would then decide if a second term were appropriate, and if so, it could be up to four years.</p> <p>The Board considered the paper regarding the appointment of the Athlete Director and the proposal put forward that the appointment of an Athlete Director would be delayed until after the Tokyo Games. The current term expires in July but was originally timed to allow re-appointment following the Games, so it is sensible to wait. MD confirmed he had discussed the position with the current Athlete Director who was in agreement with the recommendation.</p> <p>Decision: The Board agreed to delay the appointment process of the Athlete Director until after the Tokyo Olympic and Paralympic Games.</p> <p>The Board then discussed the notes regarding the two new non-executive candidates that had been proposed by the Nominations Committee and the Chair asked the Board to approve the process before revealing their names. The Board discussed the process that had led to the selection of these directors and all involved deemed the process a completely fair and transparent one.</p> <p>A discussion was held around the significant efforts that had been made in the run-up to, and during, the process of selection to recruit candidates from an ethnic minority background. A number of initiatives had been undertaken prior to advertising for the role, including using the services of the executive search firm Perrett Laver who were involved throughout the process. Two candidates made the short list,</p> <p>The two candidates chosen were Tina Kokkinos, a very senior executive at HSBC and Peter Milhofer, the Chief Treasurer at Reading Rowing Club, and a former executive at Shell in the Netherlands. It was noted that they would have a lot to live up to in replacing John Hinnigan and Jonathan Vickers.</p> <p>Decision: The Board approved the appointment of Tina Kokkinos and Peter Milhofer as British Rowing Directors for a three year term effective as of 1 April 2021.</p> <p>Action: It was agreed that offer letters would be sent out to these two candidates offering them roles as Independent Directors.</p>	SL, MD
7.6	<p>APPOINTMENT OF SENIOR INDEPENDENT DIRECTOR</p> <p>MD stated that this opportunity should go to either LB or KV.</p> <p>Action: MD asked LB and KV to report back to the Board on who wanted the role at the next meeting.</p>	KV/LB
7.7	<p>UK SPORT GRANT FUNDING AGREEMENT</p> <p>MD introduced this item stating that this extensive document/contract was UK Sport's agreement and was their terms for agreeing their investment. These terms were not for debate or challenge on British Rowing's part. MD informed the Board that he and the CEO needed to sign this off by next Monday. BP said he was happy with the Olympic</p>	

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	<p>medal goal of 4-6 medals for the GB rowing team and 2-3 medals for the Paralympics. He felt this was a challenging but achievable target. Potentially there were seven boats that could be in the medal zone. AP confirmed that nothing needed to be changed for British Rowing to comply with the terms. It was confirmed that it would not be necessary to have the National Lottery logo outside the Hammersmith HQ by AP.</p> <p>SL noted that the Board needed to agree that the CEO should formally represent the Board as Accountable Officer with respect to UK Sport.</p> <p>Decision: The Board approved the UK Sport Funding Agreement and for the CEO to act as Accountable Officer to UK Sport</p> <p>Action: MD and AP to sign the funding agreement on behalf of British Rowing.</p>	<p>AP, MD</p>
<p>7.8</p>	<p>GOVERNANCE AUDIT ACTION PLAN</p> <p>The updated plan was noted. It was agreed that some of the outstanding actions should have been completed by now. It was requested that the plan be brought up to date.</p> <p>Action: SL to update the plan and actions by the next meeting.</p> <p>The Staff survey was also noted. LB had sent a note to KOS earlier that morning outlining some worries about the responses received. Her concerns were with the perceived lack of leadership and perceived poor decision making that had been raised in the staff survey responses. Her other concerns focused on the relationships between staff and managers and that staff felt undervalued for their contributions. LB had also raised concerns about members of staff being overwhelmed and unable to raise this with their respective line manager. AP was asked to comment and acknowledged that there was a need for the organisation to improve its line management. Training was needed in this area and there was a need to manage poor performance better. This was an action that AP had taken in this area.</p> <p>Going forward, it was hoped that the KPIs would be linked to individual's performance development areas. AP shared that he had recently met with a group of junior staff where it was clear that learning and development was of great importance to them, just as much as a bonus or holistic wellness. He also reflected that the leadership questions relating to the Board and Directors' Team reinforced the need for the Board and Directors' Team to visibly show that they were a well-led organisation with strong leadership. Performance management was very important KOS acknowledged but it remained a confidential process if it was being done properly. During the pandemic it remained that no redundancies had been made and that communication had never been more forthcoming. This should be celebrated. MC noted that communication was a two-way process and that listening as well as telling was important.</p> <p>The last similar survey had been done in 2016/17 and a slightly different one had gone out in 2018. No survey was done in 2019 or 2020. KOS</p>	<p>SL</p>

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	<p>offered the services of one of her coaches to sit down and unpick the survey results with AP, noting that focus groups within peer groups were a productive way to gain information on staff morale. MD asked when the next survey would be done, and AP confirmed that it would be in a years' time. KOS commented that it might be more helpful to do one every 18 months to 2 years.</p> <p>JB commented on the qualitative aspect of the results. There was commentary in the responses but that it was not specific to their issues. There had been comment that the HR manager had not rung staff personally during the pandemic. AP noted that managers in turn needed to take responsibility for their team. Discussion was held on the appraisal process and making it clear to staff what this meeting stood for.</p> <p>Decision: The Board agreed to revisit the Staff Survey at the next meeting alongside an action plan to be presented by the CEO.</p> <p>A discussion was held on the format of board papers going forward and a focus for these papers to be on why it was coming to the Board. In addition, the clarity of the decision needed by the author of the paper was deemed important.</p> <p>Decision: The proposed amended paper format would be used from the May board meeting.</p> <p>The Board went on to discuss the suggested changes to the format of the Minutes. The intention was not necessarily to increase the level of detail in the minutes but to reflect levels of discussion lines and challenge in the minutes. Decisions and actions needed to be reflected in the minutes and this was key and important. The BDO Audit stated that it was important for the minutes to reflect the decision-making detail.</p> <p>It was agreed that it was not necessary to increase the level of detail in the minutes but that it was important to show the clarity of the challenges involved in reaching decisions.</p> <p>Decision: The minutes will be produced in accordance with the Board's view that more detail should be included and the Board will consider the ongoing effectiveness of the minutes as necessary.</p> <p>The Board then considered and discussed the updated Stakeholder Management Framework.</p> <p>Decision: The updated Stakeholder Management Framework was noted and approved by the Board.</p>	
7.9	<p>APPOINTMENT OF AUDITORS 2021</p> <p>Decision: It was formally agreed, by a majority, that Buzzacott would be recommended as the new audit partner by the Board at the next EGM.</p> <p>The Regional Reps would need to agree the appointment at an EGM. KOS will cover this at a meeting with the Regional Reps next week</p>	

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	which will be attended by TD and SL. The planning for this and the EGM will be taken offline.	KOS, SL, TD
8	DISCUSSION ITEMS	
8.1	RISK REGISTER The risk register was noted by the Board.	
8.2	STRATEGY DAY OUTCOMES The paper was noted by the Board as a summary of the day. MD observed that, in his view, BR were there as facilitators to encourage things to happen rather than having to be initiators, but said that this was perhaps a topic for discussion at the third strategy day. APPOINTMENT TO THE AUDIT AND RISK COMMITTEE It was noted by MD that when Scottish Rowing holds a seat on the British Rowing Board then Welsh Rowing retains a position on the Audit and Risk Committee. Decision: Hugh Carrick (a Welsh rep) was confirmed as a member of the Audit and Risk Committee.	

9	REPORTS & INFORMATION	
9.1	COMMITTEES 9.1.1 Audit & Risk Committee Minutes (from 01.02.2021 meeting) 9.1.2 Finance Committee Minutes (from 23.03.2021 meeting) 9.1.3 Safeguarding Report 2020-2021 9.1.4 Sport Committee 9.1.5 Anti-Doping & Integrity Panel (from 25.02.21 meeting) The above papers were all noted by the Board.	
9.2	HENLEY ROYAL REGATTA CHARITABLE TRUST AP commented that he had not had a formal response from the Trustees. MD commented that he had heard from Sir Steve Redgrave and that they would like to withdraw their funding. However, the HRRCT would like to contribute £250K rising to £500K to buy ergos for inner city school children to encourage them taking up rowing. HRRCT wanted to put the money in because Zoom Ergos enabled them to pipe Olympians and GBRT alumni into the schools to inspire people.	

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	HR commented that this would be of great benefit and complement the Go Row Indoor programme in place already.	
9.3	WORLD ROWING COASTAL CHAMPIONSHIPS AND BEACH SPRINT FINALS It was noted that this was progressing well. KB shared that they had signed their first commercial sponsorship agreement. Decision: It was agreed that the Chair of their Steering Group would attend the next Board meeting.	SL
10	MATTERS TO BE DEALT WITH OUTSIDE MEETING	
10.1	AFFILIATIONS AND RESIGNATION	
10.2	HAYSMACINTYRE'S NGB BENCHMARKING SURVEY REPORT 2021	SL

11	ANY OTHER BUSINESS	
11.1	The meeting ended at 4pm. It was agreed that draft minutes would be circulated before the next meeting.	AP
	DATE OF NEXT MEETING The next meeting would take place on 19 May 2021, at 12:15pm for a 1pm start.	