

Meeting **BOARD**

Location In Person (Hammersmith)

Date / Time Monday 28 November 2022 - 12:30 - 16:30

Present: Mark Davies (MD) (Chair)
 Alastair Marks (AM)
 Kate O’Sullivan (KOS)
 Liz Behnke (LB)
 Nick Hubble (NH)
 Simon Reeves (SR)
 Martin Claxton (MC)
 Peter Milhofer (PM)
 Tina Kokkinos (TK)
 Rebecca West (RW) - Notes

Apologies: Karena Vleck (KV)

1.	<p>CHAIR’S INTRODUCTION</p> <p>The Chair welcomed the Board to the meeting which was held in person, at Hammersmith. He opened the meeting by remarking that the AGM had taken place since the last board meeting. The board felt that the AGM was positive and that trust was starting to be re-established as it was made clear that the finances were now under control.</p> <p>MD highlighted to the board the importance of the board taking a step back and allowing the executive to focus on delivery and operations. The board needs to be there as a scrutinising board, letting AM and the rest of the executive team carry out the day-to-day work.</p> <p>KOS raised the point that it is vital to clarify individuals' responsibilities.</p> <p>AM highlighted to the board that CEO Drop in sessions had not been very well attended. However, they will be restarted in the New Year with a more effective marketing campaign.</p> <p>PM raised that British Rowing is starting to produce good content, but there needs to be a thought about how to re-engage members in the future. Therefore having a different approach to communications. This will be looked at by the Executive, including what different and additional channels and methods can increase distribution.</p>	
2.	<p>APOLOGIES FOR ABSENCE and quorum</p>	

	<p>The meeting was recorded as quorate.</p> <ul style="list-style-type: none"> • Apologies were sent from KV • SR and NH attended the meeting virtually. 	
3.	<p>DECLARATIONS OF INTEREST</p> <ul style="list-style-type: none"> • MD declared to the board that he is now a fellow at Oxford working on sports governance. • KOS declared that she has been asked to do more work with World Rowing. 	
4.	<p>APPROVAL OF MINUTES from the previous Board Meeting (previously circulated)</p> <p>The Board noted a number of changes in the October Minutes including:</p> <ul style="list-style-type: none"> • Whyte Review - it should be changed to 'she felt' not 'they felt' • EDI Piece - It should say that the paper was noted and the paper • EOY Accounts - update the wording specifically around provisions • AGM - the actions should say 'the proposed changes to be sent to AM 	
5.	<p>MATTERS ARISING (not otherwise covered on the Agenda)</p> <p>Action: RW to ensure the board has access to the action tracker.</p> <p>AM explained to the Board that insurance is a discussion point, with the main issue being covering clubs and ensuring that the best deal is secured for everyone. Stephen Drury has done a good piece of work highlighting where improvements could be made. Howden has potentially changed the club policy, and further work is required to ensure the best deal for all is secured.</p>	
DISCUSSION ITEMS		
6.	<p>CEO UPDATE</p> <p>AM gave an overview of what has happened since the last board meeting.</p> <ul style="list-style-type: none"> • The World Coastal Championships and Beach Sprints were great and innovative events. The benefits included supporting World Rowing in showcasing an important development area for the sport. In cementing strong working relationships with UK Sport and generating media coverage. Areas underperforming were the commercial projections resulting in event losses that will need to be covered and not enough done to showcase and attract people to coastal rowing at a grassroots level. • The contract with our existing kit provider is coming to an end. Mizuno will now provide the performance kit for anyone in an England or GB vest. However, work must be carried out for kit provisions for volunteers, board, and staff. There is no commercial income coming from the Mizuno deal. <p>The AGM has positive feedback. However, lessons have been learnt in terms of governance around voting as well as ensuring the right technology is in place to enable the meeting to run smoother.</p>	

	<ul style="list-style-type: none"> • In terms of membership, the revenue structure is stable. However, opportunities are being explored to encourage more people into the sport. • Stakeholder relationships are positive, including The BOA supporting us in entering 18 crews into the Beach Games • Continued challenges are focussed on what we can deliver vs what we can afford. <p><i>Questions / Answers:</i> KOS informed the Board that she was questioned about the KPIs of the board and asked what the top 6 KPIs the Board was focusing on were.</p> <p>PM explained that the board approved 5 or 6 KPIs in July last year. They felt these needed to be found and bought back to the Board to enable a conversation to re-evaluate and move forward. PM also highlighted that we should have external and internal targets such as staff satisfaction.</p> <p>Action: AM/RW to put together a list of how long Board members have in terms of the length of time in post.</p> <p>Action: Bring to the Board the KPIs discussed in July and discuss the KPIs</p> <p>Action: AM to write a letter to UK sport providing an update on the past year in light of concerns raised at the back end of 2021.</p>	<p>AM/RW</p> <p>BOARD</p> <p>AM</p>
6.2	<p>ROWING CULTURE DISCUSSION IN CONTEXT OF WHYTE REVIEW</p> <p>Following the discussion from the last Board meeting, LB led on a paper surrounding Rowing Culture. LB expressed that safeguarding at Hammersmith has been a revolution over the last six months; however, work still needs to be done on defining what a good safeguarding policy and culture means.</p> <p>The board had an open discussion surrounding this paper about their views of the Rowing Culture and Safeguarding.</p> <p>JT, Head of Safeguarding and Integrity, joined the board for this discussion.</p> <p>Below is a summary of the discussion:</p> <ul style="list-style-type: none"> • It is critical that we need to get safeguarding right • There is further work to be done to understand the safeguarding issues across the sport amongst board members. • There is currently not enough trend data or analysis of issues being surfaced to the Board; however, the new data installed will hopefully create improved reporting and visibility. <p>Decision: The board agreed that there needed to be a clear communication plan to let the sport know the importance of reporting and how to support and protect those that need protecting.</p> <p>Action: It was agreed to bring back data to the Board so they can revisit and determine if there is an issue within the sport regarding safeguarding.</p>	

6.3	<p>CODE OF SPORTS GOVERNANCE TIMINGS</p> <p>The Sports Code of Governance has been updated and is committed to developing seven key reporting areas by April next year. All the information is for noting.</p> <p>Action: the paper will come back in January with a clear overview of where there are gaps, particularly around succession planning, good governance, welfare and safety, and the policy and finance controls we have in place.</p> <p>There was a discussion about what has been happening regarding the Terms of Reference for the Sports Committee and the work that has been done for the standing committees.</p> <p>Action: It was agreed that each Chair of each Committee with review and update their TOR and bring it back to the Board to discuss/approve.</p> <p>Decision: It was agreed that Sports Committee TOR to go through ARC and disband the Gov Forum, with any subsequent discussions to go through ARC on committee structure.</p> <p>Decision: The board agreed to strike out any committees that were no longer applicable, for example the National Facilitating Panel, Magazine Panel and Youth Panel.</p> <p>MC asked who has board-level responsibility for Health and Safety.</p> <p>AM answered that it was currently the CEO, but when the COO arrived, it would be the COO at an organisation level but ownership at Board level needs to be agreed.</p> <p>Action: An ARC Meeting will be convened to discuss the policy update before the next Board meeting in January.</p>	<p>AM</p> <p>PM/NH</p> <p>PM/AM</p>
ITEMS REQUIRING BOARD APPROVAL		
7	<p>FINANCE COMMITTEE REPORT AND RELATED APPROVALS (including management accounts & supporting papers as below)</p> <p>7.1.1 Terms of Reference</p> <p>Decision: The Board approved the revised Terms of Reference put forward by the Finance Committee.</p> <p>Decision: The Board agreed that Finance Committee could recruit additional members to the committee.</p> <p>Action: PM/TK/MD to discuss to ensure no overlap with ARC.</p> <p>7.1.2 Delegation of Authority</p> <p>Finance Committee completed their annual review of the scheme of delegation and recommended no changes.</p> <p>Action: ARC to complete their Annual Review.</p> <p>7.1.3 Reserves policy</p>	<p>PM/TK/MD</p>

	<p>Finance Committee had no recommendations for change, in their annual review of the reserve policy. However, for the time being, the Finance Committee did not recommend that the value of 6, Lower Mall or the investment portfolio should be included in our evaluation of available reserves.</p> <p>Decision: The Board approved that the investment portfolio should not include the value of 6, Lower Mall or the investment portfolio, when evaluating the reserves.</p> <p>7.1.4 Investment Portfolio update PM and TK discussed the investment policy. It was explained that £2.5 of our investment is working capital and £3.5 is reserves. PM opened the question to the board that they needed to discuss how much risk they were willing to take with capital. SR explained that the risk being taken was at the lowest level.</p> <p>Action: PM to join the Finance Committee for a discussion on the risk of the Investment Portfolio</p>	
7.2	<p>2022/23 BUDGET FORECAST TK explained that the forecast was ongoing and that the Charitable Foundation is currently targeting no loss.</p> <p>The Finance Committee has been discussing how to make the finances more transparent to members.</p> <p>AM presented the Budget Forecast paper explaining that we are looking at a £185K surplus; however that is constantly changing, and AM stated that he does not feel we will balance the books at the end of the year. £265K in cost has come into the organisation that had not been foreseen driven by World Coastals losses and unforeseen payroll issues.</p> <p>AM explained to the Board that anything new would need to be stopped to balance the books.</p> <p>MD expressed that we need to invest if we want the membership to increase.</p> <p>PM suggested that we should spend money on tax advice to ensure that we are operating as effectively as possible.</p> <p>TK expressed that it is important to prioritise between now and March to ensure there are no more surprises.</p> <p>There is a drive to make a more simplified approach to finance; part of the issue in the past is they have been made too complex.</p> <p>TK suggested that an internal audit process could be helpful to give us greater surety in the future.</p> <p>Decision: It was agreed that some investment was needed and acknowledged that the forecast position targeted an overall total loss explained by Coastals and Investment Portfolio.</p>	
7.3	<p>ANNUAL ANTI DOPING REPORT JT, Head of Safeguarding and Integrity, joined the board for this discussion. JT</p>	

	<p>explained that there had been a significant decrease in testing from UK Anti Doping, which JT's team is actively challenging them on. There will be a culture check around Anti-Doping.</p> <p>In the paper, there was a reference to British Rowing Athletes, this means all GB Rowing athletes.</p> <p>There was a question regarding whether Clean Sports Ambassadors need to be in the squad, and JT explained that they did not.</p> <p>Decision: The Board agreed with the paper under two conditions:</p> <ol style="list-style-type: none"> 1) It was reflected on the paper regarding the request for increased testing. 2) It clearly states that British Athlete meant GB Rowing Athlete. 	
7.4	<p>HAMMERSMITH & BOATHOUSE DEVELOPMENT</p> <p>Whilst this paper didn't strictly need to come to the board because the financial requirement fell well within the scheme of delegation of the CEO, the point of bringing it to the board was to have an open discussion about the best optimisation of the Hammersmith offices in the future.</p> <p>MD presented the paper, explaining potential plans that had been explored to date without any expense being incurred.</p> <p>MD highlighted that a spend of £5-10K would get us proper drawings that would allow a pre-application to be made to the Council, which would establish whether the proposed scheme (or a similar one) was likely to be met with a definite 'no'. He argued that there was no point putting the time and effort of making more detailed plans if the council would definitely not approve any sort of development, and that the only way of finding out was through the pre-application process.</p> <p>The board discussed the paper and approved the spend required for a pre-application, to get the planners' preliminary view.</p> <p>Action: MD and AM to discuss with the architects further</p>	
7.5	<p>RESIGNATIONS AND AFFILIATIONS</p> <p>Board formally approved all resignations and affiliations.</p>	
7.6	<p>MENOPAUSE POLICY</p> <p>7.6.1 The Menopause Policy</p> <p>The board had a discussion about what policies should be coming to the board and what should be just signed off by the CEO.</p> <p>Decision: The board decided that people management should be up to the CEO to make those decisions; however, anything that significantly impacts the business should go through the Board.</p> <p>Action: Policies to be taken to ARC to prioritise and the board to ratify it.</p>	
	<p>ANY OTHER BUSINESS</p>	
8.0	<p>AOB</p>	

	<p>NH had two AOBs that were circulated offline via email for the board to discuss</p> <p>8.1 BOARD MEETING AGENDA THEMES 2023</p> <p>Action: RW to put together a calendar for the Board to see all the meetings.</p>	
BACKGROUND PAPERS INCLUDED FOR INFORMATION		
A	<p>DIRECTORS' TEAM</p> <ul style="list-style-type: none"> ● A1. Consolidated Directors Report ● A2. Membership Report 	
B	<p>COMMITTEES</p> <ul style="list-style-type: none"> ● Finance Committee ● Audit and Risk Committee ● Sport Committee ● Safeguarding Committee ● Governance Review Group 	
	DATE OF NEXT MEETING: Monday, 23 January 2023 - 17.00-19.00	