

MINUTES

Minutes approved at 27 November 2019 Board meeting



Meeting **BOARD**
Location British Rowing, 6 Lower Mall, London W6 9DJ
Date / Time Tuesday 17 September 2019, 1 – 5pm

Present: Mark Davies (Chair)
Kate O'Sullivan
Laura Lion
Fiona McAnena
Andy Parkinson (CEO)
Jonathan Vickers
John Hinnigan
Andrew Crawford
Simon Reeves (joined by phone for 7.1 only)

In attendance: H. Mosienko (Company secretary), C. Trenter (Minute secretary)

1	<p>CHAIR'S INTRODUCTION</p> <p>The Chair welcomed everyone to the meeting and advised there was lots to get through on the agenda.</p> <p>The Chair advised Board the results from the World Championships in Linz were a positive outcome where we qualified 10 crews for the Olympics in 2020 and three for the Paralympic Games but we still have work to do before next summer.</p> <p>The Chair also wanted to congratulate Paddy Ibbotson who had been selected by FISA to umpire at the Olympic Games.</p>
2	<p>APOLOGIES FOR ABSENCE and quorum</p> <p>Simon Reeves (joined by phone for 7.1 only), Liz Behnke, Huw Morgan and Jack Beaumont.</p>
3	<p>DECLARATIONS OF INTEREST</p> <p>A. Crawford – Sport Resolutions, Leeds Boathouse Trust and BUCS (Chair of events) and Management Committee Henley Royal Regatta. K. O'Sullivan – Coach Educator S. Reeves – Trafford Rowing Club Ltd F. McAnena – Clearhound Ltd</p>
4	<p>APPROVAL OF MINUTES from the Board Meeting on 08.07.19</p> <p>Minutes were noted and approved as an accurate representation of the Board meeting and will be uploaded to the British Rowing website.</p> <p>A point was raised around an action in 6.1 (CEO Report):</p> <p><i>The position of Multi Lane Umpire panel (MLUP) chair is open as a result of J Hedger resigning. It was agreed that in line with all future positions as they arise, the role should be advertised, with its required skills posted on the BR website. All applications (for this and future roles) should be considered by the relevant committee's current Chair, who would then make a recommendation to the Board at the next meeting or via email.</i></p> <p>A. Parkinson (AP) confirmed that this was the message provided to the current MLUP Chair, and it was agreed that this was the process the Board desired. The question was raised as to whether any more dated wording from the governance</p>

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	<p>handbook might conflict with it, and it was agreed that this should be checked in order that there should be no doubt as to the intention that recruitment across the whole sport should be open to all.</p> <p>Action: Check the wording on the governance handbook to ensure it all aligns.</p>	
5	<p>MATTERS ARISING (not otherwise covered on the Agenda)</p> <p>All actions were covered in the Board agenda. Once completed Board agreed for these items to be removed from the action tracker.</p>	
REPORTS		
6.1	<p>CEO REPORT</p> <p>AP highlighted the CEO report to the Board and advised the GB Rowing Team achieved a positive outcome at the World Championships and Brendan Purcell (BP) will be attending Board in November to give an update. It was noted that some performances were disappointing and that the team are conscious that improvements need to be made to ensure we are as competitive as possible at the Tokyo Games.</p> <p>A. Crawford (AC) advised the Board that the Competition Framework work was ongoing and there was a meeting before the next AGM, after this meeting the findings will go to the Sport Committee on 5 Oct. SAS had analysed the data and are reviewing their findings.</p> <p>The Chair raised a question around rule I – 4b within the Rules of Racing 2019, which forbids any member of a club affiliated to British Rowing from competing in any competition that is not subject to British Rowing’s (or an equivalent’s) rules of racing, unless approved by the Sports Committee.</p> <p>Following discussion prior to the Board meeting with the Chair of the Sports Committee, the Chair said that his understanding was that the rule had initially been put in place for financial reasons; and that it is within the Power of the Board to remove it. Given that it was now potentially an impediment to the organisations finances, because it made disaffiliation from British Rowing more likely by those clubs (such as schools) which might want to organise private matches, the rule now appeared to make little sense. However, it was acknowledged that there may be unintended consequences resulting from its removal. The Board actioned the Executive Team to consider whether any good reason existed why the rule could not be removed, and to return to the November Board with a report – the intention being to remove it unless a reason could be found as to why not.</p> <p>The Chair suggested that other apparent anomalies existed which were barriers to people participating and enjoying the</p>	<p>AP/ BP</p> <p>AP</p>

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	<p>sport, such as why scullers taking part in the Scullers' Head have to be a member of a club (which causes them an additional cost that results in them just saying they can't be bothered). It was stated that as clubs are the foundation of their sport, this rule was appropriate, although not all agreed. It was agreed to ask the organisers of the Scullers Head for their view.</p> <p>AP advised he was looking at the working culture of the staff and this was an area he was focusing on to energise collaborative workforce. AP informed the Board that H. Mosienko (HM) was moving on from British Rowing on 22 November and due to this change he has looked at the structure of the team and is going to be advertising for a Financial Director reporting into him, this will also mean HR and Governance will directly report into the CEO.</p> <p>In relation to the information provided within the CEO report on boat insurance it was agreed that Elite Insurance should also be given an opportunity.</p> <p>Action: Elite Insurance to be given the same opportunity that we are giving to Bikmo.</p> <p>Following the CPGA meeting and Sport England's involvement it was decided the Chair would broker a meeting with all rowing disciplines and report back to Board. This was so we can ensure everyone has the opportunity to work/ affiliate with British Rowing.</p> <p>Board discussed the potential sponsor from the financial investment sector that was mentioned in the CEO report, the suitability of the potential partner, and requested to see the agreement before it was signed by the CEO. AP confirmed that this would be the case and would be dealt with in accordance with the delegated authority provisions set out in the Scheme of Delegation.</p> <p>6.1.1 Management Accounts H. Mosienko (HM) noted the paper and advised it was the unrestricted accounts. There was a revised forecast, which was £100k worse than the budget, in which the key area to highlight was that staff costs is an area of risk. There is a Finance Committee meeting in October and they will have a better idea on costs which will come to Board in November.</p> <p>6.1.2 Strategy Approval Process Board requested to include budget affordability within point 2 of the approval process paper. Action: Include timelines to be signed off by Board, AP to make the adjustments and circulate to Board by email.</p>	<p>Chair</p> <p>PH</p> <p>Chair</p> <p>Finance Comm</p> <p>AP</p>
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	<p>6.1.3 Tokyo 2020 Planning Update AP advised K. Baillie is leading on this paper, he also mentioned Paul Lorenzato had been attending Regional AGMs and engaging with clubs on their future plans. Action: Board requested to see the outcome of the Rio 2016 Olympic and Paralympic Games club support outcomes.</p>	<p>AP/ KB</p>
<p>6.2.</p>	<p>COMMITTEE</p> <p>6.2.1 Finance Committee Minutes Paper noted.</p> <p>6.2.2 Audit & Risk Committee Minutes Paper noted.</p> <p>As requested the Audit & Risk Committee had considered how volunteers may escalate a risk of sufficient magnitude for inclusion on the risk register and how British Rowing could support clubs and competitions in the development of their own risk management policy/process. The Board noted that the Committee recommend that the question of how the standing committees and panels feed into risk management within British Rowing should be addressed after the completion of the governance review. The Board also noted that British Rowing provides risk management courses through the Row How platform.</p> <p>6.2.3 Nominations Committee The Chair updated the Board on the election process, 40 applications had been received, Shortlist of 5 and they were all very good candidates. The Nominations committee used the process which had been presented to the Board in July and it had worked well. The Chair advised the Board that the intention was to recommend a preferred candidate after the first round of interviews, and that it would be circulated to Board by email. There are no plans for a second round of interviews unless one proved necessary.</p> <p>6.2.3.1 Volunteer Open Recruitment Process Paper Noted.</p> <p>6.2.3.2 Appointment of Independent Director Mentioned in above comments.</p> <p>6.2.4 Sport Committee AC advised Board that a survey had gone out to the Sport and an announcement on British Rowing Senior Championships 2020 will be made before the AGM.</p> <p>6.2.5 Chair of Sport Committee Election Process The nomination process closed last week and only one nomination was received and this was for Nick Hubble (NH)</p>	<p>Board</p> <p>Chair</p> <p>AC</p>

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	<p>who will be going forward for election at the AGM on 12 October. The Notice of the AGM will go out week commencing 23 September. The Chair had spoken to NH before nominations closed, and had exchanged emails with him and NH was looking forward to taking up the position once elected.</p>	
6.3	<p>REGIONAL CHAIR FORUM K. O’Sullivan (KOS) advised the Board they had an additional meeting by way of a telephone call which was the first time this had taken place, and that it had been a good meeting. The next meeting was on Saturday 28 September.</p>	
6.4	<p>GOVERNANCE 6.4.1 Governance Review Update In L. Behnke’s (LB) absence, KOS updated the Board on the Governance review currently being undertaken, for which KOS is vice-chair. The report was drafted by LB and KOS had fed into it. The paper presented had 5 options for where the review should go next. No definite decision was required by the Board, although guidance was given with regard to the five options. All agreed that the review was a big job, and it was better to allocate time to get it right than to hurry it and produce something that didn’t cover all necessary areas or consult with relevant people and there was appetite for substantial restructuring.</p> <p>KOS informed the Board that from all the discussions that had taken place there was a lack of understanding of the priorities of British Rowing that people from all parts of the organisation can buy into and adhere to. There is a considerable amount of work needed to build on what the Board and the Executive Team have started on a vision and to seek input from volunteers and members, as well as staff across the organisation. The Chair expressed the view that it is not vision that is lacking, rather, people are citing the organisation’s apparent lack of vision when in reality they are unhappy with British Rowing’s failure (a) to communicate what is happening and (b) to get simple fundamentals right.</p> <p>6.4.2 External Governance Audit Susan Lightman (SL) the new Head of Governance will pick this up going forward after HM departure.</p> <p>It was also highlighted we need to think about all the INED roles over the next 12 months.</p>	<p>SL</p> <p>Nom Comm</p>
6.5	<p>DUTY OF CARE UPDATE REPORT Terms of reference is a work in progress and it was highlighted that the culture at Caversham has improved significantly. Meetings are ongoing and a report will come back to Board in the future.</p>	L. Lion
6.6	<p>INTERNATIONAL MATTERS 6.6.1 Coupe de la Jeunesse Report</p>	

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	<p>No Update.</p> <p>6.6.2 FISA Ordinary Congress AP advised Board the most significant point from the congress was the joint resolution paper which had been presented and a compromise agreement had been agreed by all involved with FISA to establish three working groups focussed on National Media Rights, Innovative Event Formats and a CEO working group.</p> <p>Given that coastal rowing is currently being considered by FISA for inclusion at future Olympic Games the Board therefore felt that BR should find a way of ensuring that coastal rowing remains within its family of activities.</p>	
7	DISCUSSION	
7.1	<p>MEMBERSHIP GROWTH STRATEGY UPDATE F. McAnena was asked to leave the room. Simon Reeves joined by phone.</p> <p>The Chair clarified costs under Clearhound Ltd, half was going to the researcher directly and the remainder to Clearhound Ltd.</p> <p>AP advised the Board he had done an additional paper following questions that had come from the Board, mainly around other companies approached and the reasoning behind choosing Clearhound Ltd, this was circulated to Board and had been made available on the google drive.</p> <p>Board's main concern was regarding that unfair preference was being given to the company of a board member and it was agreed that AP would approach Sport England for their approval as it is their money we are using on the project. AP would then come back to Board with an answer, if Sport England approved Board agreed to appoint Clearhound.</p> <p>The Chair advised the Board that while he understood the concerns around appointing a firm that is run by an out-going Board member, he was much more concerned with timelines and felt Clearhound Ltd could produce the work in a quick and efficient way, which is best for the organisation at present. The work that is needed to allow British Rowing to regulate its finances is urgent, and the runway for doing so is fast running out. He expressed the view that there is not the time to delay a further six weeks, which is what would be required.</p> <p>Action: It was agreed that AP would speak to Sport England and if they were comfortable the Board would appoint Clearhound Ltd.</p>	<p>AP</p> <p>AP</p>

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	<p>Simon Reeves left the conversation. F. McAnena came back into the room.</p>	
8	DECISION	
8.1	<p>VISION KOS advised Board, Helen Rowbotham (HR) needs the credit for the majority of the work.</p> <p>Board agreed the statement of vision and mission in principle, and suggested that the Sport Committee, the Regional Chairs Forum and staff be consulted for their feedback. Detailed comments from board members would be sent to Helen Rowbotham.</p>	AP/ HR
8.2	<p>DIGITAL REVIEW Kenny Baillie (KB) joined the meeting and the paper was noted and debated at some length. KB made the point that the paper was a digital strategy, not a content or membership strategy and that the digital strategy would support both. The chair said he thought the digital strategy paper presented was a very good strategy to grow digital audiences, but the question was whether it was growing digital audiences that should be the current priority, and the timing of launching this strategy needed to be considered.</p> <p>Board agreed digital was important but the question was raised robustly as to whether this was the right focus for the organisation at this point, because (a) it required an outlay of money and (b) it did not address a few basic fundamentals that would help the membership drive that is about to be launched. The Board was keen to see the use of free tools such as vlogging, short-form videos on Twitter from key people in the organisation, micro-blogging around topics and events, and communications targeted at alumni groups, before a bigger-picture digital communications strategy was put in place. The objective of the bigger-picture strategy was to build a database of people who are keen on rowing, in order to create a bigger sales funnel, and give a higher chance of then selling membership and goods. But the Board's view was that promoting posts to a general audience in order to find people within it that are interested in rowing was far too broad a strategy when we have some obvious groupings we can target directly, using the current membership to distribute the message to their peers and former crews. The Board was interested in investing in a digital strategy but no decision on investment could be made until the November Board meeting, in order to have better visibility of the 2020-2021 finances first. In the meantime KB and his team were to work on the items through our existing audience that are no cost and for</p>	KB

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	<p>November Board KB to come back with a plan including costs of what we are going to do to enhance our digital offer.</p> <p>KB left the meeting.</p>	
8.3	<p>GOVERNANCE</p> <p>8.3.1 AGM Agenda and Resolutions</p> <p>Paper was approved.</p> <p>There will be an election at the AGM for Chair of the Sport Committee and Board will need to have final approval. AP will be doing a presentation before the AGM.</p> <p>8.3.2 Approval of Directors' Report & Financial Statements</p> <p>The Chair said he would be happy to defend the deficit number at the AGM on the basis that it included legacy projects and a legacy strategy, but that he would not do so in future years and that he and the CEO had discussed at length that things need to change accordingly. He said that we had to present, and deliver, a balanced budget for the 2020-21 financial year starting in April 2020, for which discussions would begin in November. The CEO and Chair were clear that by November we would need to be confident of the direction of travel with regard to our membership strategy to be able credibly to believe that we could balance the books by virtue of a growing top line, or the structure of the organisation would have to be considered as the only other means of delivering a balanced budget. As things stand, the cost of running the sport runs far above what is coming in, and this position cannot continue after the end of this financial year.</p> <p>Action: HaysMcIntyre typo.</p> <p>Action: Embark upon and deliver the work around membership that can deliver financial stability.</p> <p>Board have approved the paper provided. To be reviewed in November.</p> <p>8.3.3 Approval of Representation Letter to Auditors</p> <p>Paper noted and approved.</p> <p>8.3.4 Review of Stakeholder Strategy</p> <p>Below updates to be made to the strategy document.</p> <p>Regional Council to change to Regional Chair Forum</p> <p>UK Source Group to be included</p> <p>National Watersports Centre - Jack Garner</p> <p>Sport Committee will become Nick Hubble after AGM</p> <p>Kitchin Society - John Wiggins</p>	<p>HM</p> <p>AP/ PH</p> <p>Nov Board</p>

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	<p>An observation from the Board was how few are the same relationship status in both columns (i.e. actual status and desired status rarely matched) and how do we prioritise these stakeholders going forward. It was agreed by the Board for AP to focus on the priority stakeholders and advise the Board of how we are going to track going forward. The Chair expressed the view that the stakeholder strategy should not distract the organisation from its main focus, which is its financial position, and that stakeholder happiness falls out of the bottom of running the organisation effectively and should not be an end in itself. He said that to the extent that the relationships can be handled one-to-one, the CEO was doing an excellent job with regard to our relationships, and that therefore spending more time on them specifically was not going to be an effective way forward. Rather, we should be focusing on getting the business right, in terms of doing things, communicating what we do, and running a balanced book. If we do those three things, everyone would want to be part of it. If we don't, no amount of work on the individual relationships will make the 'actual' and 'desired' columns match.</p> <p>8.3.5 Zero Tolerance Policy The paper was welcomed by the Board with the next steps being for the paper to be referred to the Grievance and Disciplinary Panel with the request that they outline a set of sanctions that may be used in the event of a breach of the Code of Conduct and the Code be updated accordingly. S Lightman is to review how we disseminate information to our CWOs. Board endorsed the recommendation.</p> <p>8.3.6 Election process Deputy Chair Sport Committee Paper was noted and approved by Board, the amendment allows for an election to take place outside of an AGM.</p>	<p>AP</p> <p>SL</p> <p>HM</p>
8.4	<p>AFFILIATION & RESIGNATION Paper noted and approved. Membership team to look at trends and start including this with the paper.</p>	PH
8.5	<p>BOARD MEETING SCHEDULE 2020 Paper noted and approved. Board to look at dates and email MD/ CT.</p>	CT
9	<p>ANY OTHER BUSINESS Board would like to formally thank Andrew Crawford and Fiona McAnena for all of their time on the Board.</p>	
10	<p>DATE OF NEXT MEETING –Tuesday 27 November, Di Ellis Room, 6 Lower Mall, 12.30pm lunch with a 1pm start and will be followed by dinner.</p>	

Board was closed 6.03pm