



**Meeting**                      **BOARD**

**Location**                    Virtual on Google Meets

**Date / Time**                Monday 23 January 2023 - 17:00-19:00

**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)  
Clare Briegal (CB)  
Karena Vleck (KV)

Rebecca West (RW) – Minutes

Jacqui Traynor (JT) – attended for items 6.3/7.1/7.2  
Chris Conway (CC) – attended for items 6.3/7.1/7.2

1.	<b>CHAIR’S INTRODUCTION</b> MD formally welcomed CB to the Board, after being elected at the AGM in November. MD congratulated the Executive on the new Sport England Funding news, successfully securing long term additional funding for the Sport. Ahead of starting the agenda the Chair asked if everyone was sufficiently briefed including training etc on the agenda items or whether any Board Member had any concerns they wanted to raise. No concerns were raised.
2.	<b>APOLOGIES FOR ABSENCE AND QUORUM</b> None and the meeting was announced quorate
3.	<b>DECLARATIONS OF INTEREST</b> No new items raised nor any in relation to the agenda items
4.	<b>APPROVAL OF MINUTES from the previous Board Meeting (previously circulated)</b>  <u>Decisions</u> It was noted the wording around the amendments to the October minutes needed to be

	<p>changed because there were more corrections than the 'four' listed in the November minutes.</p> <p>Following those changes the Board approved both the October and November Board Minutes.</p>
5.	<p><b>MATTERS ARISING / ACTION TRACKER</b> <b>(Not otherwise covered on the Agenda)</b></p> <p>The progress of a previously mentioned insurance review was raised. AM explained work is ongoing to ensure coverage is right for all services needed and that British Rowing has the flexibility to change insurance providers if required at the end of the financial year, explaining the prior renewal was not fully adequate and this risk is being addressed as a priority through the renewal process.</p>
6	<p><b>DISCUSSION ITEMS</b></p>
6.1	<p><b>CEO UPDATE AND BUSINESS KPIs</b> <u>Summary of the Agenda Item</u></p> <p>The agenda item was spilt into two:</p> <ol style="list-style-type: none"> <li>1) CEO update</li> <li>2) To revisit previously agreed business KPIs from 2021 and to propose specific KPIs for 2023 through to the end of the financial year 23/24 in March 2024 – a draft of the current thinking was presented for Board input ahead of formalising the KPI's for the next Financial Year at the March Board Meeting</li> </ol> <p><u>CEO Update</u></p> <p>AM explained to the Board that following the receiving of the Sports England Funding there will be some changes to the Olympic Pathway operational structure. There will be a rationalising of the number of START centres with the idea of examining certain locations to ensure we are operating at best practice ensuring there are two coaches in each location. Overall , it was felt that it had been a very positive outcome regarding the Sports England Funding.</p> <p><u>Business KPIs</u></p> <p>The two fundamental strategic objectives vital to the sport's ongoing performance are growth in Club Membership and Members Satisfaction, which will drive interest and revenue into the sport.</p> <p>In addition, the paper highlighted the direction of travel for some critical operational areas, such as a focus on governance purposes and becoming more financially secure whilst also ensuring the sport is seen as a gold standard in terms of safe sport.</p> <p><u>Key Discussion Points</u></p> <p>A question was asked around the statement to engage a 200,000 plus target audience. It was explained that this was targeted based on prior Sport England survey of activity data with the aim to reconnect people back into the sport and to encourage those already rowing to join as they see the value of British Rowing Membership - driving the engagement as much as possible at whatever level to grow the baseline of interaction with BR.</p> <p>Due to many changes last year, the KPIs were not formalised and needed to be</p>

	<p>updated to reflect how the organisation has developed so therefore these KPI's are future looking for the year ahead. How KPIs are tracked and what type of scorecard is set will be brought to the Board in March as part of the budgeting process. AM explained that he plans to have 'executive' sub-metrics under the top line metrics that come to the Board for review. The intent is to be able to track at any point where we are versus where we expect to be, and a conversation to be had if targets are not being met and possible solutions to getting back on track.</p> <p>AM explained that he wants to see the reporting numbers increasing for safeguarding and safety because this would be an indicator people are gaining more trust in British Rowing that something will happen when they report.</p> <p>Comments included:</p> <ul style="list-style-type: none"> <li>- Safety and safeguarding should be two separate KPIs as how you deal with them differs.</li> <li>- Ensuring we are clear what we mean by a member for the purposes of the KPI's with a suggestion to adopt the word Community could be helpful in this context.</li> <li>- Adding some metrics to reflect the key stakeholder group of Volunteers</li> <li>- There needs to be a better understanding of what grievances and disciplines clubs deal with, especially around adults</li> <li>- Additional areas to be covered to achieve a balanced scorecard including people, finance and risk related metrics</li> </ul> <p><u>Decision</u> The Board agreed on the direction of travel of the KPI's</p> <p><u>Action</u> The KPI's will be enhanced to incorporate feedback from the Board discussions and presented back to the Board Meeting in March for review and approval.</p>
6.2	<p><b>BOARD WAYS OF WORKING</b> <u>Summary of the Agenda Item</u> This paper was brought to the Board to help improve how the Board works to ensure a) that there is clarity in decision-making and b) that the line between executive and non-executive functions is clear.</p> <p>The paper included recommendations for improving processes as well as increasing transparency about what is discussed at meetings to the members as and when needed.</p> <p><u>Key Discussion Points</u> The Chair introduced the paper and provided background before asking for each Board Member to express their views and opinions on the paper and how the board works.</p> <p>A range of views were expressed on the different areas of the paper leading to key decisions being made.</p> <p><u>Decisions</u></p> <p>Engagement Letter: The engagement letter approach as tabled in the paper will</p>

	<p>be adopted such that each Board Member will sign an individual engagement letter detailing what they have signed up for as a Board Member, ways of working, roles, email approval process etc. It was suggested that this approach should be expanded to all Committee members which was also approved. This Letter will sit alongside the Board Code of Conduct which already exists but has not been fully adopted. This approach will be adopted for all existing members and going forward will be included as part of the Induction Process, pre on-boarding stage.</p> <ul style="list-style-type: none"> <li>• Board Agenda Items: These will be raised and managed directly with the Chair and not to the Executive or CEO.</li> <li>• Voting and Public Board Meetings Recommendations: consensus was not reached, and it was agreed this could be revisited / retabled by the Chair if he felt this could contribute to the Board working more effectively. It was felt the current approach of reaching decisions by consensus where possible and leaving a decision on whether to call a vote to the Chair already worked well.</li> <li>• Committee Structure: The Board agreed there is a need to review the current structure for clarity, streamlining and efficiency including understanding each Committee's purpose, scope, attendees, reporting line and frequency of meeting etc.</li> </ul> <p><u>Actions</u></p> <ol style="list-style-type: none"> <li>1) The Board engagement letter is be updated and reshared which can be circulated to Board for final sign off outside of the next meeting.</li> <li>2) A review of the committee structure, purpose, and meeting volume to be undertaken and to be brought back to the Board for review and discussion in March.</li> </ol> <p><u>Approval</u></p> <p>It was noted as a point of clarification that the Board approved the transgender policy brought to them in the May 2022 Board meeting and that the policy review would happen 12 months after that approval i.e. May 2023.</p>
6.3	<p><b>CODE OF SPORTS GOVERNANCE AND GAP ANALYSIS</b> MD welcomed JT and CC to the Board meeting.</p> <p><u>Summary of the Agenda Item</u></p> <p>This paper is to provide three aspects to the Board:</p> <ol style="list-style-type: none"> <li>1) An overview of the new Code for Sports Governance (Code) and the changes from the previous version.</li> <li>2) A current assessment of BR's compliance with the revised Code using a risk based approach.</li> <li>3) Sport England/UK Sport timelines for reporting compliance and an outline of the key areas action plan for the Executive to take forwards.</li> </ol> <p>The paper is for information only, but the Board was asked to take note of its contents and provide any further thoughts and input before the next stage of the plans are</p>

developed.

Key Discussion Points

The team were thanked for their work putting this paper together. It was requested that when they move on to the next stage, it is clear how compliance compares against prior reporting in this area as well as ensuring clarity around relative priorities and dates for delivery.

It was made clear that evidence needs to be shared with UK Sport/SE by the end of April, but British Rowing has until 31/12/2023 to achieve full compliance to the changes to the Code introduced, except for the EDI action plan which is due by 30/9/2023.

The EDI action plan was identified as a gap because what is currently in place had not received full support from the Board when it was last brought to them and still needs focus and refinement.

It was highlighted to the Board that there was a need for a better Stakeholder strategy. AM and KOS are scheduling a meeting to engage regional chairs in the regional development plans as an example of work we plan to put in place to enhance processes in this area.

There was concern from the Board that they did not want to get to April and not be aware of what items would not pass compliance. There was a discussion surrounding accelerating the timeline so that the Board would be aware before April of what may or may not be deliverable, supported by a risk based approach to prioritise addressing the gaps identified and new requirements of the Code.

Although this was a concern of the Board, it was made clear by the Executive that they did not think they would not be compliant with any areas. It was more of a case the target being to have better quality plans rather than not having one at all. The Board stressed that they were fully supportive of the need for compliance at the same time as ensuring that all changes add value, meet the needs of good governance and are “fit for purpose” for BR and the sport (understanding no two governing bodies operate in the same way for example).

Action

- 1) AM and MD to review the Board appraisal process
- 2) JT/CC to present at March Board 2023 status of compliance including a forward action plan for any items outstanding and with the appropriate input from people as well as identifying how this stands compared to prior reporting.

Agreed:

The paper to be reviewed further through the Audit and Risk Committee (ARC) before being brought back to the Board for approval.

6.4	<p><b>WHERE THE MONEY GOES</b></p> <p><u>Summary of the Agenda Item</u></p> <p>The purpose of this paper was to address members' request for increased transparency around how British Rowing utilises member fees and to review and approve the approach of the paper. (Noting the paper was not for onward distribution and was a methodology paper only for Board review).</p> <p><u>Key Discussion Points</u></p> <p>The paper presented to the Board the methodology, explaining that the suggested approach was once Board agreement an updated paper for “public” distribution would be prepared to share with the Regional Representatives.</p> <p>Overall, it was felt that it was a great piece of work.</p> <p>There was a discussion around sharing this piece of work early and getting feedback from Regional Chairs and Reps regarding their thoughts and opinions about the work and to inform the final approach being agreed ahead of publishing this annually, in line with annual accounts timelines.</p> <p>It was suggested to share this paper at either one of AM's CEO Drop-in Sessions or the Regional Chairs meeting.</p> <p><u>Decision:</u></p> <p>The Board is comfortable with the approach and sharing an updated external facing summary with the Regional Chairs for feedback once the relevant Committee Chairs and CEO are comfortable and to help inform the final version.</p> <p><u>Action:</u></p> <ol style="list-style-type: none"><li>1) TK, PM and AM to review and agree final external facing “public” version</li><li>2) External facing version presented to Regional Chairs for feedback (targeting end Feb/beg March).</li></ol>
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7.	<b>ITEMS REQUIRING BOARD APPROVAL</b>
7.1	<p><b>CHESTER LE STREET ARC</b></p> <p><u>Summary of the Agenda Item:</u> Chester-Le-Street Amateur Rowing Club update and recommendations on next steps following suspension from British Rowing on 2nd August 2022 for Board approval.</p> <p><u>Key Discussion Points</u> An update on the current position was presented which included Chester-Le-Street ARC having complied with all requirements relating to all three areas of concern to British Rowing Satisfaction. On this basis it was being recommended to the Board that the suspension could now be lifted subject to the Club's new Constitution being adopted by the membership at a General Meeting and being acceptable to British Rowing.</p> <p>Delegated authority was requested for the Head of Safeguarding &amp; Integrity to confirm that the club has met the above requirements related to its Constitution before the suspension being lifted for efficiency and not to bring the matter back to the Board.</p> <p>There was a discussion on how much monitoring will be put in place going forwards and whether a probation period was necessary.</p> <p>It was explained that it was felt that the suspension had hopefully done the job of ensuring that issues were resolved and no future material issues would arise. There was confidence that any new issues that may now arise at the club could be dealt with in-house or taken to the region rather than British Rowing needing to be further involved and would not be of the significance which has led to the suspension.</p> <p><u>Decision</u> The Board agreed to lift the suspension subject to the Constitution changes being needed and this was to be managed by the Head of Safeguarding. The Board saw no need for a probation period post lifting of the suspension and expressed their strong view that given the time and significance of the issues further breaches would not be tolerated.</p> <p><u>Action</u></p> <ol style="list-style-type: none"> <li>1) JT to audit the club to ensure the Constitution had been implemented and to then notify the club of the Board decision</li> <li>2) JT to look at lessons learnt from this experience to see if there are any enhancements to existing processes such as spot checks etc.</li> </ol>

7.2	<p><b>BOARD TERMS</b></p> <p><u>Summary of Agenda Item</u> Paper to present approach for approval for existing Board member terms who were appointed before the Article changes in Nov 2022 and to approve the following recommendations:</p> <ol style="list-style-type: none"> <li>1) Any Board member appointed and serving an existing term before the 2022 AGM will continue to do so for the length of the term they were first assigned, i.e., if that term was three years, it should remain so; if four, it should continue on that basis</li> <li>2) All terms that commence post the 2022 AGM should so for a term of four years for each term</li> </ol> <p><u>Key Discussion Points</u></p> <p>In November 2022, at the 39th British Rowing AGM, the Articles were changed such that all Board members' tenure increased to 4 years up to a maximum of two terms of office except for where specific roles such as the Home Nations Director and Athlete Director are restricted to one term in the Articles. It was made clear that the position of the Home Nations Director (whose appointment is agreed on a term by term basis) is whoever is appointed by the Home Nations, such that in the event of the Home Nations agreeing that a standing director continue, that person is not as an individual limited to a single term. That is, should Scotland choose for a sitting Welsh appointment to continue (or vice-versa) the sitting director is not forced to stand down by virtue of he or she having already served a term.</p> <p><u>Decisions</u> The Board approved the recommendations in the paper.</p> <p>The Board agreed that the terms of the four independent directors should, where possible, be staggered, such that the Board ideally loses no more than one each year.</p>
8.	<b>ANY OTHER BUSINESS</b>
8.1	None
<b>BACKGROUND PAPERS INCLUDED FOR INFORMATION</b>	
A	<p><b>DIRECTORS' TEAM</b></p> <ul style="list-style-type: none"> <li>● A1. Consolidated Directors Report</li> <li>● A2. Membership Report</li> </ul>
B	<p><b>COMMITTEES</b></p> <ul style="list-style-type: none"> <li>● None in this period</li> </ul>
	<p><b>DATE OF NEXT MEETING:</b> Monday, 27 March - 12.30-16.30 - Hammersmith</p>