

**Meeting**                                **BOARD**

**Location**                                Virtual on Google Meets

**Date / Time**                                Monday 22 March 2023 - 12:00-16:00

**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)

    Chris Conway (CC)

    Rebecca West (RW) – Notes

    Cathy Devine (CD) and Jane Sullivan (JS) – Guests for item 6.1

1.	<p><b>CHAIR’S INTRODUCTION</b></p> <p>MD welcomed everyone to the Board meeting and highlighted to the Board that it had been a positive few weeks for rowing, with some excellent racing. MD then gave an introduction to the Board of the two guest speakers who were presenting their views and research on the Transgender Debate, ahead of further review at the May Board Meeting agenda item to complete the annual review of the BR Policy.</p>
2.	<p><b>APOLOGIES FOR ABSENCE and QUORUM</b></p> <p>None and the meeting was announced as quorate.</p>
3.	<p><b>DECLARATIONS OF INTEREST</b></p> <p>It was noted that SR is now a non-executive director of Welsh Rowing.</p>
	<p><b>APPROVAL OF MINUTES from the previous Board Meeting (previously circulated)</b></p> <p>The following comments were made regarding the minutes:</p> <ul style="list-style-type: none"> <li>- 6.2 Action 1 – to be amended to include additional wording to reflect the feedback provided on the Code of Conduct document. The Code would be updated to reflect the potential concern raised in the feedback and the new version would be shared with Board prior to Board sign off as we look to fully adopt the Code across the existing Board and within induction processes.</li> </ul>

	<p>6.3 Action 2 – a further note should be added to reflect that it was agreed that the paper would go through the Audit and Risk Committee (ARC) for further review before being brought back to the Board for approval.</p> <p><u>Agreed:</u> Following the above changes, the minutes from the January meeting were approved by the Board. The Board did not see any need for recirculation of the minutes prior to approval.</p>
5.	<p><b>MATTERS ARISING / ACTION TRACKER (not otherwise covered on the Agenda)</b> Items 27 and 46 are to be combined and therefore enable them to be done together.</p> <p>Item 45 – MD and AM will be meeting to discuss future business objectives and key results by the end of March for presentation to the Board subsequently.</p> <p>It was agreed the feedback received prior to the meeting by email from MC would be reflected in the next version of the Action Tracker, and that the completed items would be moved into a separate tab.</p>
6	<p><b>DISCUSSION ITEMS</b></p>
6.0	<p><b>CEO UPDATE</b> AM updated the Board on various key elements which had happened in the business between the Board meeting in January and today's meeting.</p> <p>AM explained that a tragic incident on the water had been seen in the previous few weeks. Following this incident and subsequent investigation processes the Board were assured that current processes in place were robust and no substantial issues identified. Further lessons learned had been shared with those concerned. As we always look for opportunities to learn and continuously improve further guidance will also be shared with clubs in general.</p> <p>Inside Indoor has launched and we are currently reviewing engagement levels surrounding the launch. In addition, the community membership offering was launched ahead of the Boat Race Weekend.</p> <p>The staff survey has closed and the data is being analysed, with results to be announced to staff for further discussion. These will be shared with the Board and an action plan set in place in the coming months.</p> <p>World Rowing has engaged nations on the possibility of the reintroduction of Russian and Belarussian athletes into future events this year, especially Olympic and Paralympic qualifying events starting with the World Champions. We have given the athletes and performance team an opportunity to express their views. MD and AM will now go back to World Rowing with a formal response from British Rowing as to its position on potential inclusion of those athletes in the future.</p> <p>AM informed the Board that key learnings had been taken from the Masters' Championships decision-making process and communications in the past few weeks. The decision taken by the Organising Committee was reversed, based on the Board's initial signing off of a two-day event and feedback from the community. We will now look at the learning and processes for escalation of decisions to ensure that we avoid similar situations in the future and reflect this in the governance structural review</p>

	<p>currently in flight.</p> <p>A discussion was had on the CEO's decision to freeze membership fee prices. It was agreed that earlier planning and discussion is required to ensure these decisions are taken in good time ahead of communications being made. The CEO noted that the Scheme of Delegation was not clear on this matter albeit acknowledging membership fees are a key assumption in the construction of the annual budget.</p> <p><u>Decision:</u></p> <p>There was a discussion about membership fees. Some board members expressed discomfort with the decision to maintain prices for the coming year. AM provided his rationale behind the decision stating a lack of consultation and proper modeling via the right channels as being two of the key reasons why increases should not be looked at now. As this is a key financial discussion it should always be included as part of annual financial management and budget processes. It was agreed that a future pricing strategy would be discussed at the latest by or in the November Board Meeting.</p> <p><u>Action:</u></p> <p>The Scheme of delegation to be updated to include the processes for agreeing membership pricing.</p>
6.1	<p><b>PRESENTATION &amp; DISCUSSION ON THE TRANSGENDER POLICY</b></p> <p>Cathy Devine (CD) and Jane Sullivan (JS) joined the meeting to present research and feedback on their views on Transgender, what is happening across the sport sector, their views on British Rowing's Transgender policy and the recent change of approach announced by World Rowing. CD outlined a scientific and legal argument around why transgender women should not be included in the women's category. JS highlighted several case studies that outlined why transgender women should not be included in the women's category. It was agreed that the presentation slides would be circulated to the Board. The Board asked questions to the presenters on some of the evidence presented and some discussion followed. The Board thanked them for their time, and they left the meeting.</p> <p>The Board then had a discussion on their current thinking on the topic and the BR Policy based on their experiences and background given it is c. 10 months since the initial policy was agreed, the annual review of the Policy is due in May and the recent change in approach announced by World Rowing. The Chair asked each member in turn to share their current views on what the policy should look like, and any further information or external support required to help the review and decision making process in May 2023.</p> <p>The Chair explained the purpose of this approach was a "temperature check" for what is a difficult, complex, and sensitive subject with many different areas to consider and understanding the differing stages of maturity each Board Member may be in their thinking, from clear decision made of go forward option to still evaluating and not made a choice either way yet. Some suggestions were made on alternate sources of "expertise" and "advice" for the Board which would be followed up on ahead of May.</p> <p>The Board also discussed the benefit of seeking feedback and views from the Community including clubs, members and athletes and agreed that a "light" touch non admin heavy approach to this would be very helpful.</p> <p>The Chair concluded by saying this was a helpful preliminary discussion with no decisions needed nor made ahead of the annual review of the Policy at the next Board Meeting in</p>

	<p>May and thanked the Board for their contributions.</p> <p><u>Actions:</u></p> <ul style="list-style-type: none"> <li>- Slides from guest visitors will be circulated to the Board</li> <li>- A survey is to take place between now and the Board meeting on the 22 May, to gather the views of our community on this topic.</li> <li>- Further expert / external sources of advice to be arranged to meet the Board ahead of the May 2023 review.</li> </ul>
	<p><b>CODE OF GOVERNANCE COMPLIANCE PROGRESS UPDATE</b></p> <p>The purpose of this agenda item was to provide a progress update to the Board on the compliance status for the Code and the 30<sup>th</sup> April deadline for submission of compliance status to UKS/SE.</p> <p>Following the informational paper presented to the Board on January 23<sup>rd</sup> further discussions having happened at the respective ARC meetings on the 27<sup>th</sup> of February and 16<sup>th</sup> of March.</p> <p><u>Key Discussion Points:</u></p> <p>The Executive are confident British Rowing will be fully compliant with the April deadline and presented three areas for further advice and guidance; -</p> <ul style="list-style-type: none"> <li>- Board Evaluations – an overview of the suggested approach was presented and agreed to include Board and individual appraisals.</li> <li>- People Plan – a plan has been drafted covering employees however the focus on support for volunteers and the wider community is still a work in progress. This plan will then get further input from a variety of stakeholders before clear action plans are set.</li> <li>- Board Member Responsible for Safety – the Board discussed where this responsibility should sit within the governance structure. Clarity was provided on definitions and terminology used in the code and the differences between Welfare/Integrity and Health and Safety (referred to as Safety within British Rowing). Based on this clarity the Board agreed that oversight for Safety would be separate from Welfare and Integrity (which includes Safeguarding).</li> <li>- It was agreed that Safety should have a clearer reporting line through to the Board, and whilst the suggestion was that it could report through ARC the Board agreed that it was premature to make this decision now and this should be part of the governance structure review in flight. In the meantime, it was agreed that this responsibility would sit with the CEO. Now that this has been agreed the Board discussed the importance of the role of Safety and the need to ensure we have the right governance structure around it. They requested this be looked at in detail.</li> <li>- It was discussed and agreed that a further status update detailing the final submission position was required to give full assurance to the Board that the organisation will be compliant by the deadline. It was agreed that this could be circulated by email ahead of submission.</li> </ul> <p><u>Decision:</u></p> <p>AM will be the interim individual responsible for Health and Safety.</p>

	<p><u>Action:</u> AM to review the role definition, processes and reporting lines etc of the Safety Advisor An email confirmation is to be sent to the Board summarising position for April submission Board evaluation and individual assessment processes to start.</p>
	<p><b>BRITISH ROWING GOVERNANCE REFORM</b> The purpose of this agenda item was to provide a progress update and seek Board approval for the changes suggested after the Committee Chairs meeting.</p> <p>At the January Board Meeting following a discussion on ways of working between the Board and the Executive Team, it was agreed there was a need to reform the governance structure, and Committee Chairs met to discuss potential future reforms to its governance structure. A summary of the output was presented for discussion.</p> <p><u>Key Discussion Points:</u></p> <ul style="list-style-type: none"> <li>- It was suggested that too much detail is coming to the Board and this detailed work should go to sub-committees to ensure the right level of scrutiny, debate, and support to the Executive. It's the conclusions/executive summary from those discussions that should be presented to the Board for review and / or decision making.</li> <li>- Finance Committee will have more oversight of budgets for events and commercial discussions.</li> <li>- The proposal is that any major events will have a dedicated Task and Finish Group.</li> <li>- An annual update on risks should be brought to the Board, and the Board should have a clear understanding of when / where / who has these risks will be reviewed.</li> <li>- It was agreed the volunteer's voice needs to be heard at Board meetings and the Board should not lose sight of the community in the revised structure, including direct engagement as and when needed.</li> <li>- In response to how the Regional Chairs forum fits into the revised structure it was agreed to discuss this as part of the next steps with the aim of clarifying any overlaps between Regional Chairs forum and Sport Committee and the Board and any other areas such as Articles changes which may be needed.</li> <li>- It was agreed that any discussions of these changes externally would commence once the final framework was determined, and an external communication plan would then be developed.</li> </ul> <p><u>Decision:</u> The Board agreed with the direction of travel of this paper and its recommendations in full,</p> <p><u>Action:</u> The Executive Team to bring a framework to the May meeting for decision making.</p>
	<p><b>AUDIT AND RISK CHAIRS REPORT AND RISK REGISTER</b></p> <p>PM updated the Board on the Audit and Risk Committee, following the two meetings in February and March and presented the Strategic Risk Register.</p> <p><u>Key Discussion Points:</u></p> <ul style="list-style-type: none"> <li>- There was a debate as to whether culture should be green as a likelihood of a risk.</li> <li>- It was stated that there should be a 3<sup>rd</sup> party risk added for parties such as EIS.</li> <li>- There was a discussion around the risk associated with performance, and that</li> </ul>

	<p>there needs to be an understanding that whether we get good results or bad results in Paris they both come with risks, such as retaining athletes and funding. Specifically, the Chair noted that the better the results in Paris, the harder it will be to retain current athletes for the Los Angeles cycle.</p> <p>It was suggested that the rating for Data/Cyber and governance of green may seem over optimistic and to be reviewed.</p> <p>PM explained that this is an iterative process with all feedback from the Board to be considered as part of next steps by ARC as well as where oversight for these risks will sit, which is dependent on the governance reform (Agenda item 6.3)</p> <p><u>Action:</u></p> <p>The next version of the Risk Register to include a 'path to green' where required for those risks that are not fully green once mitigations i.e., the inherent risk is not green.</p>
7.	<b>ITEMS REQUIRING BOARD APPROVAL</b>
	<p><b>END-OF-YEAR ACCOUNTS</b></p> <p>The purpose of this paper was to provide an interim update to the British Rowing Board on the expected year-end financial position for FY 22/23 based on February Management Accounts.</p> <p><u>Key Discussion Points:</u></p> <ul style="list-style-type: none"> <li>- There were several one-off costs that have impacted this year's figures such as the restructuring and a payroll and pensions issue.</li> <li>- General commercial income is well below forecast driven by no new sponsorship income gained, reduced event income and retail. The external landscape is challenging for many reasons notable among which is the general shift in focus from traditional sport event sponsorship approaches towards fan engagement. BR needs to think on how to adjust its model and approach to these changing needs.</li> <li>- Data integrity review - Finance are currently completing this exercise with a line by line review of all GL accounts to check the numbers before the year end to identify any other anomalies. This exercise when completed should provide assurance of our financial data and associated processes going forward, address the risks identified and remove volatility in forecasting.</li> <li>- The Board was made aware that British Rowing will make a loss on the BREL business accounts driven by the World Coastal Championships and Beach Sprints event staged in October 22, A full lessons learnt has been completed and reviewed by the FC and our go forward processes will be adapted accordingly. It was acknowledged that when budgeting for big events in the future there should be a more realistic approach to budgeting and commercial revenue targets as well as understanding the business case both from a financial and non-financial benefits perspective.</li> <li>- The investment portfolio is forecasting an expected loss given macro market conditions.</li> <li>- Given the data integrity review it is challenging to provide a definitive forecast for year end, although indicative figures and risks were discussed.</li> </ul> <p><u>Agreed:</u></p>

	<p>A further update to be given at the May Board meeting on the EOY position and completion of the Data integrity review.</p>
	<p><b>BUDGET</b></p> <p>The purpose of this paper was to provide an interim update to the British Rowing Board on the 2023/24 Budget and the progress made, understanding the dependency on the EOY forecast and the work being undertaken in that area at present..</p> <p><u>Key Discussion Points:</u></p> <ul style="list-style-type: none"> <li>- The paper outlined that due to limited general income budgets would be tight in the year ahead with very little “headroom” for additional spend within BAU budgets.</li> <li>- The Chair re-clarified what was meant by a balanced BAU budget to ensure alignment amongst the Board: <ul style="list-style-type: none"> <li>o Achieving a Balanced BAU budget means to manage expenditure in line with income generated to grow and run the sport for business as usual operations or in other words “live within our means” to manage the organisation effectively with a sustainable business model</li> <li>o Where additional investment or one-off items are required to improve key areas such as systems or digital platforms then business cases should be prepared and present to the board for discussion and approval on a case by case basis.</li> <li>o The process around investment funding to be defined to ensure it is practical and the right level of investments are decided at Board vs. Exec vs FC.</li> </ul> </li> <li>- Sources of funding for investment were discussed and included growing income, cost efficiencies, self-funding through payback on business cases and use of reserves. This will be a factor in each business case. Going forward we would like to aim to have a multi-year investment and how we fund it strategically and this will be an area of focus for the FC.</li> <li>- The depreciation cost in the profit and loss account is higher (in total by c£100k) than the cost in the reserves. It was agreed that the same treatment would be used in the management accounts as a breakeven result would then start to rebuild our unrestricted reserves.</li> <li>- A further discussion was had on more effective ways of raising the profile of the sport to generate interest and potentially income alongside other potentials areas such as indoor competitions that could generate funds to further invest into the community.</li> <li>- A cost of living increase was discussed including understanding the financial pressures facing our staff whilst recognising British Rowing can’t afford to pay bonuses or wholesale pay increases. A COL of 2.5% was agreed for all staff who had been with the business prior to January 2023. The Board asked the Executive to consider any high risk / talent related adjustments which may be needed to mitigate risk and how this can be managed, It was noted that a full review of BR’s benefits structure and benchmarking is targeted for the next FY. The target being to self-fund these incremental costs.</li> </ul> <p><u>Decisions</u></p> <ul style="list-style-type: none"> <li>- It was agreed that BR will not operate a structural deficit i.e., target achieving a</li> </ul>

	<p>balanced budget for BAU P and L, which represents a sustainable business model.</p> <ul style="list-style-type: none"> <li>- The Board approved a 2.5% (20K cost) allowance for a Cost of Living Increase for the staff who are paid from unrestricted funds, which is consistent with all areas of the organisation.</li> </ul> <p><u>Actions:</u> Finalise the budget for both BAU and investments including business cases for Board approval</p>
8.	<b>ANY OTHER BUSINESS</b>
	<p><b>Love Rowing Trustee</b></p> <p>It was agreed that by appointing a BR NED to the Love Rowing Board would enhance collaboration, input clarity, focus, and support for the charity from the British Rowing Board. Ideally they are targeting someone with digital and marketing expertise.</p> <p><u>Decision</u> It was agreed that MD would be the BR Board Trustee representative on the Love Rowing Board.</p>
	<p><b>LAMBTON</b></p> <p>The Board was asked to ratify the affiliation of Lambton RC following a report provided by the Northern Region. This was discussed and it agreed that more information was needed before this could be approved.</p> <p><u>Action:</u> - British Rowing to seek clarification from the Region</p>
	<p><b>OTHER</b></p> <p>The board felt that LK should be invited to an in-person Board meeting at the first opportunity. The next will take place in July, but is the week of the Lucerne World Cup.</p> <p><b>Action:</b> LK is to be sent an invite to the July Board Meeting in the first instance.</p>
	<p><b>DATE OF NEXT MEETING:</b> Monday, 22 May – 08:00 – 10:00 – Virtual</p>