

**Meeting**                      **BOARD**

**Location**                    Virtual on Google Meets

**Date / Time**                Monday 22 May 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)

Jacqui Traynor (JT) – attended for item 6.1

Rebecca West (RW) – Minutes

1.	<p><b>CHAIR’S INTRODUCTION</b></p> <p>MD welcomed all to the meeting, thanking the Board for being flexible to allow for the meeting to be extended to allow for constructive discussions on all topics on the agenda.</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>No new declarations were raised in relation to any of the agenda items.</p>
4.	<p><b>APPROVAL OF MINUTES FROM THE PREVIOUS BOARD MEETING (previously circulated)</b></p>

	<p>The following comments were made regarding the minutes:</p> <p>CEO Update – with regards to the discussion on Membership fees to be amended to better reflect the comment made at the time; “There was a discussion about membership fees. Some board members were uncomfortable with the decision to maintain process at the same level for the coming year without the decision having been debated in advance. AM outlined the rationale behind the decision and it was agreed that in the future the board would be presented option on pricing in advance of a decision being made”</p> <p>Budget - with regards to the discussion on Depreciation on Caversham and Hammersmith: The minutes to be amended to "The depreciation on Caversham and Hammersmith was discussed. It was agreed that the same treatment would be used in the management accounts, but that the depreciation would be higher in total by £100,000. This is because the assets are being depreciated over a shorter period of time."</p> <p>Budget - with regards to the discussion on – to be amended to "the board discussed the number of staff who are paid for from unrestricted funds."</p> <p><u>Decision:</u> Following the amendments of the minutes the Board approved these minutes.</p>
5.	<p><b>ACTION TRACKER</b></p> <p>Action 55: is to be separated into two. The first part having been completed and for the second action to be stated as the Board Evaluation and individual assessment process which is still incomplete.</p> <p>Action 28: TK confirmed that the action was completed</p> <p>Action 44: AM updated the Board that a meeting with the Architects was to be held on the 16<sup>th</sup> May. Further work will be required before a pre planning application is submitted</p> <p>Action 50: is now complete</p>
<p><b>DISCUSSION ITEMS</b></p>	
6.1	<p><b>TRANSGENDER POLICY REVIEW</b></p> <p>Joanna Harper (JH), a visiting fellow for transgender athletic performance at Loughborough University in England and a Ph.D. researcher at the University joined the meeting to present her views and take questions for an hour.</p> <p>JH left the meeting and in line with a commitment made at its May 2022 meeting, the Board reviewed its current trans policy. It then voted by anonymous ballot on three options:</p> <ol style="list-style-type: none"> <li>1. To leave its policy unchanged</li> <li>2. To amend its policy to align with World Rowing’s updated criteria (e.g., to allow trans or non-binary athletes to compete in women’s competition subject to lower testosterone serum levels to 2.5nmol over a 24-month period).</li> </ol>

	<p>3. To adopt a new approach whereby all athletes could compete in the Open category but the women’s category should be limited to athletes who were declared female at birth.</p> <p>The vote concluded:</p> <ul style="list-style-type: none"> <li>● None voted to keep the original policy</li> <li>● Four voted to fall in line with World Rowing</li> <li>● Seven voted for a protected female category</li> </ul> <p>The Board discussed next steps, including the need to engage with Scottish and Welsh Rowing, as well as other stakeholders, before any definitive announcement.</p> <p>The Board also acknowledged the importance of British Rowing being actively involved in any research that occurs in this area in the future.</p> <p><u>Approvals:</u></p> <p>No rule changes before the end of the regatta season, but an announcement in good time for the start of the head season in September.</p> <p>A holding statement will be released in the interim</p> <p>The policy would be reviewed again in 12 months, May 2024.</p> <p>A smaller subgroup could be created to support this work if needed</p> <p><u>Action:</u></p> <p>Release a holding statement.</p> <p>CC/JT/AM to look at the resources needed to carry on working as usual, as well as to support this work.</p> <p>AM to create a subcommittee of the Board to help with the work.</p>
<p>6.2</p>	<p><b>DESIRED GOVERNANCE MODEL UPDATE</b></p> <p><i>Summary of Agenda Item:</i></p> <p>To update the Board on progress made and the next steps to be taken towards creating a future desired governance model for British Rowing.</p> <p><i>Key Discussion Points</i></p> <ul style="list-style-type: none"> <li>● The Executive Team updated the Board on the progress that has been made in developing proposals for a new governance model.</li> <li>● Two preferred options have been identified, and the Executive Team will take these to a special Audit and Risk (ARC) meeting for discussion, input, and review.</li> <li>● After the ARC meeting, the Executive Team will re-engage with the Committee Chairs to seek their further views and input.</li> </ul>

	<ul style="list-style-type: none"> <li>• After the July Board meeting, a wider consultation with key stakeholders will be undertaken to discuss potential changes with the community. Ensuring that a wide consultation is undertaken will be key to future changes being adopted.</li> </ul> <p>The Governance Handbook has now been reorganised on the website and split out into separate, usable files to ensure that what is being published is current and up-to-date.</p> <p><i>Actions:</i></p> <p>After the July Board meeting, a wider consultation with key stakeholders will be undertaken.</p> <p>NH will attend the next ARC meeting.</p> <p>The Board will review the future desired governance model recommendations at the July Board meeting.</p>
6.3	<p><b>FINANCE COMMITTEE CHAIRS REPORT</b></p> <p><u>Summary of Agenda Item:</u></p> <p>To provide a summary of recent activities of the Finance Committee including items recommended for Board approval.</p> <p><u>Key Discussion Points</u></p> <p>An update was provided on the Investment Mandate. The only change that has been made is to add private equity to the potential asset classes that the organization could invest in.</p> <p>PM highlighted that he wanted more transparency around historical monies carried forward from UKSport and Sport England grants. TK explained that this would be outlined in the reserve policy when the document goes to Killick.</p> <p>The Investment Portfolio is down due to the current economic climate. This will be highlighted as part of communications on the year's financial performance prior to and at the AGM later in the year.</p> <p>The Finance Committee recommends no change to the Investment Portfolio, with the understanding that they will look at the Investment Portfolio further to consider the best options in the future.</p> <p><u>Approvals:</u></p> <p>The Board agreed on the Investment Mandate</p> <p>CC will ensure that the Board has clarity between the UKSport and Sport England money.</p>

	<p><u>Action Items:</u></p> <p>Killick to be sent the updated mandate.</p> <p>AM and TK will work on the presentation of the Investment Portfolio results once the figures are confirmed post-audit.</p>
<p>6.3.1</p>	<p><b>END-OF-YEAR FINANCE REVIEW</b></p> <p><u>Summary of Agenda Item:</u></p> <p>To provide a summary of the draft financial position and performance of BR for the FY 2022 – 23</p> <p><u>Key Discussion Points</u></p> <p>The unaudited statutory draft management accounts were presented to the Board. It was noted that the organisation had not generated the expected income in the commercial area, due to the challenging economic landscape. However, membership levels had increased and were now back to pre-pandemic levels.</p> <p>The Board thanked CC for providing transparency around the numbers. They discussed the organisation's financial performance and agreed that the challenging commercial landscape had had a significant impact. However, they were pleased with the increase in membership levels and felt that the organization was on the right track.</p> <p>The Board acknowledged the work that the Finance Committee had done to help with the clean up of the finances for the year-end.</p> <p><u>Actions:</u></p> <p>CC to send the Board what the deferral was at the start of the year, so they can understand the deferral position over time.</p> <p>CC to send the Board a clear understanding of how British Rowing's 15% funding contribution to support the UKSport grant award is accounted for and delivered.</p>
<p>6.4</p>	<p><b>BUDGET 23/24</b></p> <p><u>Summary of Agenda Item:</u></p> <p>To provide an overview of the 2023/24 Budget.</p> <p><u>Key Discussion Points</u></p>

	<p>The Board reviewed the budget for the year and approved the baseline budget, as well as a stretch budget that would be required to support growth. The Finance Committee will scrutinise the budget throughout the year.</p> <p>The Board discussed the need to put in place robust procurement processes, with sound tendering processes and a review of suppliers across the business.</p> <p>The Board discussed the Indoor Championships and the need to develop a different operating model that will decrease the cost risk but still drive positive financial benefits.</p> <p>The Board approved an investment of £300,000 over the next two years to develop a fit-for-purpose digital infrastructure, which would include new HR and Finance Systems. The investment will also support a CRM system, a new website, and additional digital content. The Finance Committee will review and agree upon the investment subject to the demonstration of adequate returns on investment. Clarity on which current systems will be maintained and which will be new was requested.</p> <p><u>Approvals:</u></p> <p>The Board approved the BAU budget and stretch targets</p> <p>The Board approved the investment of £300,000 over the next two years to develop the rollout of the digital strategy.</p> <p>It was approved for the Finance Committee to have the mandate by the Board to scrutinize the business cases before spending is committed.</p> <p><u>Actions:</u></p> <p>AM and CC to develop a detailed digital strategy and business case for the investment.</p>
<p>ITEMS REQUIRING BOARD APPROVAL</p>	
<p>7.1</p>	<p><b>AFFILIATION AND RESIGNATIONS</b></p> <p><u>Decision:</u></p> <p>The Board approved all the affiliations and resignations.</p>
<p>7.2</p>	<p><b>SAFEGUARDING COMMITTEE TOR'S</b></p> <p><u>Summary of Agenda Item:</u></p> <p>The Safeguarding Committee receives a regular update on the work of the Safeguarding and Integrity Team.</p>

	<p><i>Decision:</i></p> <p>The Safeguarding TORs were not approved by the Safeguarding Committee or the Board.</p> <p><i>Action:</i></p> <p>The Executive to produce an overall risk register and the 10 risks that the Executive has highlighted, to give the Board an understanding of where the organisation is.</p>
	<p><b>DIRECTORS REPORT</b></p> <p><i>Summary of Agenda Item:</i></p> <p>Update to Board of crucial activity from the last period of around the organisation.</p> <p><i>Key Discussion Points</i></p> <ul style="list-style-type: none"> <li>● Day Tickets were launched on May 22, adding flexibility to members' ability to race.</li> <li>● There have been a number of changes to the staff within the past 6 weeks due to organic turnover.</li> <li>● Membership numbers continue to rise, with women's participation and junior participation all continuing on a positive trajectory. However, there is a drop off in the 16-18 years old category, which is being further explored.</li> <li>● The International season is now underway, with Juniors having competed in the past few weeks and Europeans at the end of this week. Expectations are being managed following a very good season last year.</li> <li>● CB raised the question of whether the risk is high enough to need to undertake the second stage of cyber essentials certification. CC confirmed that he felt it was but would take the discussion to ARC to fully scope the risks.</li> <li>● AM highlighted to the Board that even though the safeguarding numbers are going up, it should be seen as a positive because it is a strong indicator that people are gaining greater confidence in reporting to us. LB explained to the Board that they are starting to see an increase in level I Safeguarding cases, which are those near-miss cases, which must also be seen as positive.</li> </ul>
<p>8</p>	<p><b>AOB</b></p> <ol style="list-style-type: none"> <li>1) Mohamed Sbihi has been elected the Athlete Director</li> <li>2) The meeting on the 3<sup>rd</sup> of July will be from 09:00 – 14:00 at Caversham, with a Board Dinner on Sunday.</li> </ol>
	<p><b>DATE OF NEXT MEETING:</b></p> <p>Monday 3<sup>rd</sup> July – 09:00 – 14:00 – Caversham</p>

