

British Rowing Limited

Board Minutes

Held on 2nd September at 12:00 – 17:00

Google Meets and in person

Present: SO

Diana Hunter	DH	Chair
Mark Davies	MD	Interim CEO
Nick Hubble	NH	Chair of Sport Committee
Seb Walker	SW	
Sarah Davies	SD	
Peter Milhofer	PM	Chair of Risk and Integrity Committee
Clare Briegal	CB	Chair of People and Culture Committee
Tina Kokkinos	TK	Chair of Finance and Audit Committee
Moe Sbihi	MS	
Karena Vleck	KV	

In Attendance

Bruce MacMillan	BM	COO Designate
Rebecca West	RW	Operations Manager – Minute Taker
Lyall Dochard	LD	CFO
Nathaniel		
Reilly O'Donnell	NROD	Director of Pathways

WELCOME AND APOLOGIES

DH welcomed all to the meeting, emphasising the importance of pre meeting communications to ensure productive Board Meetings.

MINUTES OF THE PREVIOUS MEETING

The minutes were approved from the previous meeting following recommended changes

DECLARATIONS OF INTEREST

TK raised her declaration in relation to consultancy work on the governance reform
MD raised his conflict with Hallaby

ACTION TRACKER

The Board discussed the action tracker and agreed that a review of previous actions, not yet covered will be done and added to the tracker.

UPDATE FROM CEO

MD reported on progress to date since becoming Interim CEO including the proposal for the CDO role.

Decision: After some debate and discussion, the Board approved the new Chief Development Officer (CDO) role and agreed this would be added to the baseline budget for FY25/26

Viewing the role as vital for a more technically robust organization and to support digital investment and transformation initiatives.

LTIP

The Board agreed to investigate further a proposal presented by the Executive to develop an LTIP (Long-Term Incentive Plan) to attract and retain high-calibre staff whose pay is seen as uncompetitive. The scheme must be objective (requiring an independent specialist), meaningful, and linked to organizational success that benefits the sport's members. They must also clarify definitions and consider the scheme's impact on all staff as well as other variable pay structures and incentives. Also, in discussing this further reputational considerations, public perception, lessons learnt from other similar organisations and financial affordability considerations

COO UPDATE

- Administration: RW was promoted to Operations Manager and will be supported by two new administrators to bolster finance and membership support.
- Human Resources: The HR function is moving to a consultant model to develop internal staff and provide enhanced support and is seeking a new maintained legally compliant HR and Health and Safety document supplier.
- Project Management: A fully operational PMO is tracking core projects and aims to use RAG status across all units to enforce consistent prioritization and stop projects that are not aligned with strategy.

- Operations: A cheaper, equally safe site for umpire boats in Slough was identified, potentially also generating future profit. NH to investigate further and to approve. This approach had already been endorsed as part of the budget process as the current arrangements were deemed not cost effective.
- Board Communication: A new WhatsApp group was approved for urgent communication to ensure timely responses outside the formal calendar.

UPDATE T&F Governance Group

Establishing the Rowing Committee is part of the agreed outcomes of the governance reform work, to resolve organisational gaps and clarify support for rowing groups, with the goal of reducing unproductive meetings and establishing clear accountability, simplify governance and have better line of sight into the Board. The Task and Finish Group was established to move this proposal forward and determine associated operational details. This update presented back the output and recommendations from that T and F

Key Points:

- Executive concerns: The Executive Team raised concerns about the committee's strategic authority, its engagement with staff/subcommittees, and the lack of administrative resources for subcommittees from reviewing the paper which were discussed, clarified and broadly agreed during the meeting.
- Role: The committee will act as a resource/conduit for implementation groups, not a direct reporting authority. Sub-groups will be informal.
- Implementation and how it works was presented and discussed (including a new draft TOR) The committee will be quickly formed with skills-based members from an open application process. The Terms of Reference still need to be refined with regional chairs but broadly was agreed.

Approval: The Board approved the TORs for the Rowing Committee

SAFEGUARDING

The organization reported good progress in safeguarding and is implementing key structural changes to improve its capacity and reach.

Key Initiatives & Personnel

- Club Support: A new Site Visitor role (pilot starts October, full implementation by November) will focus on direct engagement with 15-20 complex or challenged clubs annually.
- Education: "Project Scope" will introduce a baseline of mandatory online education for club officials/board members, with completion required for club renewal.
- Capacity and Capability: In response to a query from the Board the executive confirmed that the team's capacity and capability is now confirmed to be sufficient in the short - medium term, bolstered by key full-time appointments.

Challenges & Oversight

- Issues: Even through the team's capacity and capability has increased. Significant challenges remain, including a backlog of mismanaged cases, poor data quality, and a negative culture around reporting in the sport. The organisation aims to establish clear reporting standards and address community perception.
- Evaluation: A comprehensive evaluation of safeguarding progress is planned by the end of the financial year.
- The Board discussed that at an appropriate time an external audit will be done to add an extra layer of assurance.

Safeguarding will now be added to every Board Agenda.

DIGITAL INVESTMENT STRATEGY

MD presented an update on suggested digital transformation strategy plans focused on consolidating the company's scattered and legacy IT systems into a central, unified system. This move is essential to mitigate significant risks—including compliance, GDPR, and insurance issues—posed by failing, outdated legacy systems.

A key part of the new strategy is to achieve financial stability and so the digital strategy proposal in relation to this is via a new platform, which focuses on retention. The platform's immediate goal is to retain an additional 1,000 people per year in the sport.

After the discovery phase, the executive suggested the organisation is ready to move forward but requires budget approval. The proposed budget is an indicative £750,000 "envelope" to cover the core technical work over a potential three-year period, managed by the new Chief Digital Officer (CDO), James Sampson.

The Board approved in principle a total project envelope of £750,000 (exclusive of VAT) for a digital transformation programme on the understanding that the investment areas must be prioritised and sequenced by need and benefit for clubs and the organisation.

This approval is subject to four key safeguards:

1. Detailed Roadmap: All expenditure must be part of a detailed roadmap pre - approved by the Board and FAC (Finance and Audit Committee).
2. Spend Inclusion: All future spending, including tenders must be part of this approval process.
3. Procurement Process: All suppliers (new and existing) must go through the multi-source part of the FAC - approved procurement process for new work, and no new contracts or statements of work can be committed without express Board/FAC approval.
4. Prioritized Roadmap Required: No spending will be approved until the CDO and CFO present a prioritised and reasoned roadmap with the explicit assumption that priority will be given to ensuring the Core platforms remain stable and functional.

CFO AND FINANCE AND AUDIT CHAIR UPDATE

TK provided a financial update, highlighting improvements in regular reporting and financial controls. TK noted that the organisation has been reporting to UK Sport under a monthly cycle rather than the standard quarterly one over the last year due to the prior challenges that had been experienced with Finance. The Board all agreed this was disappointing and welcomed the work that had been done to address this and progress made by the executive.

LD reported that the FY2025 external audit was progressing in line with expectation and is expected to be completed by the end of September. It was agreed an ad-hoc board meeting would be scheduled to approve the accounts without delay in October.

FINANCIAL PERFORMANCE YTD

LD introduced the management accounts for the 4 months to July 2025. Performance in the unrestricted area was reported in line with budget expectation, however both UK Sport and Sport England funded operations were tracking behind expenditure levels for the period. This was largely due to the prepayment of performance international venue costs, and the timing of the Pathway brought forward underspend from the prior year.

BASELINE BUDGET

Ratified: The board formally ratified the baseline budget that had previously been approved via email. The CDO role will be added into the baseline budget to avoid forecasting issues. As a reminder given the change in CEO the Board agreed an interim budget approach for the first few months of the year to allow the transition before finalising the budget as per this approval – called the Baseline Budget.

SCHEME OF DELEGATION

Approved: The Board approved the updated scheme of delegation as reviewed and recommended by the Finance and Audit Committee

RESERVE POLICY

The annual reserve policy was reviewed the Finance and Audit Committee and recommended for Board approval.

Approved: The Board approved the updated annual review of the reserve policy

AFFILIATIONS AND RESIGNATIONS

Approved: The Board approved the affiliations, include the late submission and noted the resignation.

The Board discussed and agreed that in future it was happy to delegate affiliation approvals to the executive after the Regions had performed their review. The process to do this will need to be reviewed

Action: BM took the action to change how affiliations are approved

AOB

KARENA'S EXTENSION

KV left the Board room for this discussion

The Board were asked to approve extending Karena's NED tenure for a short period till the end of the calendar year whilst recruitment took place which had started, as she has now reached the end of her second and final term

Approved: The Board approved Karena's Board term being extended until the end of the year, with her continuing to lead safeguarding responsibilities.

KV returned to the Board Room

The Board thanked KV for all her hard work over the years at British Rowing.

KV suggested that future board recruitment should prioritise candidates with safeguarding competence. KV also emphasized that the safeguarding committee should be chaired by a board member to maintain a direct link to the board