

## Minutes of the 42nd Annual General Meeting

**Date:** Saturday, 16<sup>th</sup> September 2023 @ 15:00

**Venue:** Decathlon, 9 Maritime Street, London SE16 7FU

### Attendees:

Anthony Barrable (RAFO), Nick Barrable (SYO), Paul Beckett (HAVOC), Barbara Beckett (HAVOC), Fred Boardman (WCOC), Peter Brooke (Staff & SELOC), Mike Elliot (MV), Ian Gamlen (HOC), Peter Hart (BOF & CEO), Alison Howe (SAX), Diane Leakey (SLOW), Clare Lines (SO), Robert Lines (SO), Oliver O'Brien (SLOW), Ursula Oxburgh (WAOC), Andy Robinson (Treasurer & LOC), Christine Robinson (LOC), David Rosen (LOK & SROC), Miriam Rosen (SROC), Stephen Round (SELOC), Andrew Thornton (MDOC), James Thomas (HOC), Pauline Tryner (SYO), Drew Vanbeck (Chair & SMOC), Wang Ki Yuen (MDOC),  
(25 members)

### Virtual Attendees:

Ruth Beale (SN), Sue Bicknell (OD), Matthew Clark (KFO), Barry Elkington (OD), Stephen Gilmore (LVO), Zhenlong Li (OUOC), Henry Marston (SYO), John Padget (DEE), John Rye (RNOC), Paul Williams (LOC).  
(10 members)

**Minute Taker:** Peter Hart

### Apologies:

Darren Bernstein (Independent Director), Scott Collier (KERNO), Lauren Pagé (Independent Director), Laura Kaye Tomlinson (Independent Director),

## 1. Welcome and thanks

The Chair, Drew Vanbeck, welcomed everyone to the meeting.

He informed the members that the Board were running a hybrid meeting with 25 members present and 10 joining us virtually.

The Chair introduced the members of the Board who were attending:

Ruth Beale, Peter Hart (Chief Executive), Andy Robinson (Treasurer), David Rosen and Pauline Tryner.

The AGM, Annual Report and Accounts focussed on activities in 2022.

The Chair confirmed that there was a quorum. Under Article 43.6, *"fifty Voting Members present in person or by a proxy shall be a quorum"*. This threshold had been exceeded as 753 Proxy Votes had been submitted via Mi-Voice and with those present it represented over 10% of the membership.

The Chair thanked all the members for engaging in the process.

The Chair informed the meeting that all proposals will go to ballot.

## 2. Request for AOB Items

The Chair asked the meeting to register if there were any items of any other business.

No other business was raised.

### 3. Minutes of the 41st Annual General Meeting held on Saturday, 11<sup>th</sup> June 2022

No matters or comments were arising from the minutes of the above meeting.

The adoption of the minutes was proposed by Pauline Tryner (SYO) and seconded by David Rosen (LOK & SROC).

The minutes of the 41st Annual General Meeting were approved.

### 4. Chair's Report

Drew Vanbeck, the Chair, referred to the Annual Report.

He highlighted the continued recovery from COVID and that in 2023 we should be back to pre-COVID levels of membership and activities.

The Chair thanked the clubs and volunteers on their continued perseverance in delivering competitions and activities in what sometimes were very challenging circumstances.

The Chair thanked the Sports Councils for their continued and generous support of the sport.

He highlighted the outstanding success of the senior athletes at the World Championships in 2022 and specifically the medal winners. He informed the meeting that the athletes would be suitably recognised later in the meeting. The Chair also congratulated Alice Leake on retirement from international orienteering and thanked her for her contribution. He highlighted that these results and that of Ralph Street winning the recent World Cup Sprint event in Czechia puts us on an exciting footing for hosting the World Sprint Championship in 2024.

The Chair informed the meeting that although the role of the AGM is to reflect on activities in 2022, he recognised that the World Sprint Orienteering Championships are being hosted in Scotland in July 2024. The Chair outlined some of the challenges faced by the COVID-delayed World Championships, in particular the financial challenges that the organisers were facing. He outlined the support that British Orienteering were offering to the organisers to ensure that the event was a success.

The Chair concluded with his thanks to everyone involved in the sport and for the support that he had received from the Board. He highlighted and thanked Ruth Beale for her contribution to Board and wider orienteering matters. Ruth was stepping down after two terms on the Board. He looked forward to working with Alison Howe who would be replacing her. The meeting expressed their thanks to Ruth Beale for her contribution.

Rob Lines (SO) asked for clarification of the financial support that British Orienteering was offering Scottish 6 Day Company/Scottish Orienteering.

The Chair informed the meeting that the board had agreed support for the S6D/SOA although this has not been contractually agreed. He outlined the package which was over £100K and would come from British Orienteering's reserves, made up as follows:

- a. A fixed cash award of £30,000,
- b. A conditional cash award of up to £50,000. This award is conditional on the SOA and the 6-Day Company jointly committing funding which in total matches the amount of this award drawn down from British Orienteering, on a £1 for £1 basis.
- c. A cash loan facility of up to £20,000, which will be made available to the Scottish Orienteering Association when the funding agreement is signed. The loan including interest is to be repaid in full by 31<sup>st</sup> July 2033.
- d. Potential staff support in-kind up to the value of £10,000,

No further questions were raised, and the report was accepted.

## 5. Treasurers Report

Andy Robinson, Treasurer referred to the annual accounts, which had been available on the British Orienteering website.

He informed the meeting, that in 2022 we recorded a deficit of £13K which was less than planned. The main costs were increasing the staffing levels to pre COVID levels and the performance pathway programme.

British Orienteering's reserves at the end of 2022 were £611K. These are substantially above the level required by our Reserves Policy as the sum required for this is £358K. The purpose of having a policy of a reserve minimum is to fund our business-as-usual activities for a period of six months and any subsequent redundancy payments and terminations of leases.

The Treasurer highlighted that a forward plan had been presented to the Board regarding operationalising the Strategic Plan which would result in a planned deficit in 2023 and 2024. He informed the meeting that the Board had approved additional expenditure for marketing development and WOC 2024 support which was forecast to bring the reserves down to just below the Reserves Policy requirement at the end of 2024.

He thanked Jannette Blunden for her work in preparing the accounts from the basic book-keeping entries right through to auditing and indicated that he was enjoying working with the new Financial Manager, Kelly Perryman.

John Rye (RNOC)

John Rye asked what steps were being taken to reduce the reserves closer to those required in our Reserves Policy. The Treasurer informed the meeting that the Board had agreed a two-year deficit budget which included additional investment improving our digital marketing and our support to the 2024 World Championships.

Rob Lines (SO) asked how the bank balance had got so large. Andy Robinson said that historically, rather pessimistic forecasts had been used to set the budgets, which generally resulted in a surplus at the end of the year.

No further questions were raised, and the report was accepted.

The Chair thanked the Treasurer for the work that he does on behalf of the sport.

### 5.1 Resolution 1: To ADOPT the statement of accounts.

The Chair asked the meeting to adopt the statement of accounts for the year ending 31 December 2022 which was proposed by Pauline Tryner (SYO) and seconded by David Rosen (LOK & SROC).

There were no questions raised.

The accounts were **approved**.

For the motion – 712, Against – 7, Abstain – 56

## 6. Chief Executive's Report

The Chief Executive referred to the Annual Report

He informed the meeting that 2022 was certainly a different year following two years of restricted activity. For all of us in many ways it was great that we could return to some form of normality and participate without any restrictions. However, we are still feeling the enduring impact of COVID in terms of membership and participation and now also faced with additional financial challenge of inflation whilst managing it against a static income.

He went on to thank the clubs and volunteers for their enthusiasm and perseverance in finding ways of delivering activities and competitions no matter what barriers are put in their way - like many similar sports we are finding it much more difficult in finding venues and dealing with increasing levels of bureaucracy and permissions.

He informed the meeting that in 2022, significant effort had gone into realigning the staffing structures against the strategic plan which has resulted in a few members of staff leaving us for pastures new. He went on to inform the meeting that Jeanette Blunden who has been with us for 18 years, managing our books and helping out with membership administration, has now left us and he thanked her for her commitment and enthusiasm to the sport. He informed the sport that recruitment of new staff was a challenge given that salary bands that we are able to offer are a little uncompetitive, but he was pleased with the team that we have who are very committed to the sport and are making a difference.

The Sports Councils have recently changed their ways of working and the CEO feels that the funding we get supports British Orienteering's own objectives, including the role of the governing body, club development and some of the costs of the performance pathway. In 2022, we were able to agree a five-year funding deal with Sport England which gives us some security going forward for planning purposes and hopefully in 2023-24 we will be signing an agreement with Sport NI for a similar Period.

The CEO thanked the Board, staff and members who had supported him during the last 12 months – the issues and queries we receive are incredibly wide reaching and we could not do this without additional help.

Since the last AGM some members have lost close family members and relatives. He was aware that a number of our established orienteers had passed away since the last AGM all of whom were a sad loss to their loved ones and the sport. He highlighted the loss of Helen Errington for her contribution to the sport in so many different roles and that many of us will have been touched by her involvement.

Andy Thorton (MDOC)

Andy Thorton questioned the value of the Find Your Way project. He said that the number of runs that he thought were attributed to the project were a disappointment. He asked for clarification on the number of runs generated by the project, the benefits to orienteering and the cost per run.

The Chief Executive informed the meeting of the background to the project in that it was intended to enable those from socially deprived areas and those who are less active to become more active through the medium of orienteering. It is accepted by Sport England and the Board that this costs more than a normal orienteering event. He did not have the figures to hand for those who have participated via the project but accepted that they were less than in the project proposal. However, Sport England, the funders, were comfortable with the direction and learnings from the project.

In respect of the benefits/learnings, the CEO felt that there was much to report on. He informed the meeting that those clubs involved had benefited through greater partnership work, better understanding on how to improve their communication of the sport to new and previously unreachable audiences and improved access to new areas.

Alison Howe (SAX)

Alison Howe informed the meeting that the Find Your Way project helped with her club's engagement with the local council. The project enabled better access to their Permanent Orienteering Courses with MapRun being added as an extra way of using them.

Peter Brooke (Staff & SELOC)

Peter Brooke informed the meeting of a recent Find Your Way project run by Aire where there were around 800 participants which used both Maprun and other orienteering activities (such as a maze) but only a few of these were recorded in MapRun.

No further questions were raised, and the report was accepted.

## 7. Resolutions:

The Chair introduced the resolutions to the meeting.

### 7.1 Ordinary Resolution 2: To AUTHORISE the Board to appoint the auditors for the 2023 accounts and to fix their remuneration. which was proposed by the Board of Directors

The Chair outlined that the previous Auditors had resigned due to changes in their internal resourcing and that we were currently out to tender for new auditors. It was hoped that there would be a significant cost savings.

There were no outstanding issues with the previous auditors.

Rob Lines (SO)

Rob Lines asked if there were plans for a formal handover from Haysmacintyre to the new auditors.

The Chair confirmed that Haysmacintyre have already indicated that they would ensure a smooth handover.

There were no further questions

The Resolution was **approved**

For the motion – 723, Against – 6, Abstain – 47

### 7.2 Ordinary Resolution 3: To CREATE part-year membership fees for new members;

The Chair introduced the Resolution.

The Board recognised that the existing fee structure can make it hard to persuade new members to join British Orienteering in the latter part of each year. Following a consultation with members, clubs and Associations the Board have proposed to introduce a tiered pricing structure for new members.

- New members joining British Orienteering between 1st January and 30th April will pay the full annual membership fee for that year
- New members joining between 1st May and 31st August will pay two-thirds of the annual membership fee
- New members joining between 1st September and 31st December will pay one-third of the annual membership fee.

David Rosen (LOK, SROC & Director)

David Rosen asked if the charges would be reflected in the membership fees charged by Associations and Clubs. The Chief Executive informed the meeting that this decision is for the clubs and Association to make, the database is being configured to allow for this if chosen by the respective club and or Association.

There were no further questions.

The Resolution was **approved**

For the motion – 751, Against – 16, Abstain – 9

### 7.3 Ordinary Resolution 4: To CREATE a membership category for families;

The Chair introduced the Resolution.

Following a consultation with clubs and members, and in line with our strategic focus on increasing membership and participation in the 16 to 40 age group, the Board are proposing that we introduce a new membership category of family membership.

Ian Gamblin (HOC)

Ian Gamblin asked what constituted a family. The CEO informed the meeting that a family for the purposes of the membership structure would be up to two adults and any number of children resident at the same address.

There were no further questions

The Resolution was **approved**

For the motion – 758, Against – 11, Abstain – 7

#### **7.4 Ordinary Resolution 5: To CREATE a membership category for young adults between the ages of 21 and 25**

The Chair introduced the Resolution.

The Chair informed the meeting that in line with our strategic focus on increasing membership and participation in the 16 to 40 age group, the Board recognise the importance of retaining those who are transitioning from attending orienteering events with their family to doing so independently, whether employed or in full-time education.

Therefore, the Board proposed the creation of a new membership category for young adults between the ages of 21 and 25.

There were no questions.

The Resolution was **approved**.

For the motion – 737, Against – 27, Abstain – 12

#### **7.5 Ordinary Resolution 6: To CREATE a levy fee category for senior non-member participants.**

The Chair introduced the Resolution.

The Chair introduced this proposal and acknowledged that some members had expressed dissatisfaction with it. The proposal had been put forward partly in recognition of the additional cost incurred by providing liability insurance for non-members, which was currently being subsidised by members.

The proposal was developed over a number of Board meetings following a consultation earlier this year and had been supported by the majority of clubs that responded. The clubs who responded to the consultation requested that we keep the levy model simple.

Andrew Thornton (MDOC) was invited to address the meeting.

Andrew Thornton informed the meeting that he believed the Board's decision to propose this resolution was not to the benefit of the sport. He suggested that the Board had not considered the impact of the proposal and that he felt the consultation process had not been comprehensive enough.

He suggested that this proposal would impose a disproportionately high tax on newcomers and beginners events. He went on to say that this resolution would impact on the number of low-level local events which targeted beginners.

Any proposal should support thriving clubs by making it more rewarding for clubs to put on events and not taxing them on their success. Income from development events should be re-invested into the clubs for development, marketing assets etc.

He felt that making the members pay a fair share of the extra premium of £10K would not discourage pay & play and that the proposal does not help development at a grass root level.

He suggested that it was the wrong solution to the wrong problem, producing the wrong result. He asked the Chair to withdraw the Resolution.

Matthew Clarke (KFO)

Matthew Clarke asked the meeting if the Board had considered SOA-only membership and requested that "*National Association*" be inserted after the words "*British Orienteering*" in the final paragraph of the resolution.

He asked that consideration should be given to the significant position of Scottish Orienteering and the infrastructure provided by purely SOA members.

He suggested that there will be significant voluntary effort required to determine the difference between British Orienteering and SOA-only members.

He requested that the Board to withdraw, delay or amend the proposal before it is introduced.

Andy Robinson (LOC and BOF Treasurer)

Andy Robinson informed the meeting that the Resolution is not a £2.50 tax on newcomers but an increased levy of £0.85 for non-members, which is similar to additional charges on non-members made across many other sports.

James Thomas (HOC)

James Thomas asked if there was any evidence of newcomers becoming members as a result of the introductory competitions that were being highlighted by Andy Thornton?

Pauline Tryner (SYO and Director)

Pauline Tryner informed the meeting that they run newcomer events but that the entry fees for newcomers are such that they incentivise the newcomer to become a member.

John Rye (RNOC)

John Rye asked how much per capita does the additional insurance for non-members roughly cost?

The CEO informed the meeting that the extra insurance premium for non-members (seniors and juniors) was £0.54 per run.

The Chair reiterated that British Orienteering had carried out a consultation with the membership and clubs and had proposed a Resolution to the Annual General Meeting reflecting the results of that consultation. It was now up to the Membership to either support the resolution or not.

In respect of the request from KFO, as part of the consultation British Orienteering had consulted with the clubs and associations, including SOA. British Orienteering's approach was to treat members of all 12 Associations the same.

The Chair informed the meeting that the Board will review the response to this resolution at their next meeting(s).

There were no further questions.

The Resolution was **approved**

For the motion – 532, Against – 217, Abstain – 27

## **7.6 Ordinary Resolution 7: To APPROVE the member, levy and club affiliation fees from 1<sup>st</sup> January 2024**

The Chair introduced the Resolution.

He informed the meeting that everybody is facing challenges in terms of inflation and the discretionary spend. British Orienteering is no different. Since the last increase, the CPI has gone up by over 21% while most of our income streams have been fairly static.

The proposal was for a small increase on club affiliation fees and an increase on the levy for both senior and juniors.



The proposed fee structure, to have effect from 1st January 2024 until amended, is as follows:

| Membership and Levy Fees            |           |           |
|-------------------------------------|-----------|-----------|
|                                     | 2023 Fees | 2024 fees |
| Senior                              | £15.00    | £15.00    |
| Junior                              | £5.00     | £5.00     |
| Young Adult                         | £15.00    | £10.00    |
| Family                              | N/A       | £35.00    |
| Club affiliation                    | £70.00    | £80.00    |
| University Club affiliation         | £20.00    | £25.00    |
| Senior Member Levy                  | £1.50     | £1.65     |
| Senior Non-Member Levy              | £1.50     | £2.50     |
| Junior (Member and non-member) Levy | £0.50     | £0.55     |

Robert Lines (SO)

Robert Lines asked if the increase in affiliation fee for university clubs was consistent considering that the individuals had to pay for the club membership.

The CEO informed the meeting that their experience is that university clubs had their affiliation paid by the University.

Robert Lines informed the meeting that whilst it was so for the larger University clubs it was not the case for small (membership) universities.

The CEO agreed to look into this with Robert Lines outside of the meeting.

There were no further questions.

The Resolution was **approved**.

For the motion – 672, Against – 78, Abstain – 25

#### 7.7 Ordinary Resolution 8: To APPOINT the President of British Orienteering

The Appointment of Steve Cram CBE to be President, was proposed by the Board of Directors.

The **Appointment** of Steve Cram CBE as President was **approved**.

There were no further questions raised.

For the motion – 733, Against – 21, Abstain – 55



#### 7.8 Resolution 6. To elect Honorary Members to British Orienteering

The Chair introduced the Resolution. The board proposed the following athletes to receive Honorary membership reflecting their achievement in winning medals at the World Orienteering Championships 2022.

- Megan Carter-Davies
- Kris Jones
- Ralph Street
- Charlotte Ward
- Alice Leake

The resolution was **approved** by the meeting.

For the motion – 701, Against – 21, Abstain – 20

#### 7.9 Resolution: To Elect Directors

The Chair informed the meeting that two of the serving elected directors had reached the end of their term.

Duncan Birtwistle was seeking re-election and had been formally nominated.

Ruth Beale had completed her second term of office has made the decision not to seek re-election but to focus on supporting the sport in other ways.

Alison Howe of Saxons OC had also been nominated for election.

The Chair informed the meeting that the role of a board member is an important part of governing the sport and certainly over the last few years with the challenges of COVID and going forward with the support of WOC 2024 there are frequently some very difficult and challenging conversations. On behalf of the board and British Orienteering he thanked Ruth for her contribution to the sport.

As there were two vacancies and two nominations, Duncan Birtwistle and Alison Howe were declared elected unopposed.

The Chair also welcomed Alison Howe to the Board and looked forward to working with her for the benefit of the members and sport.

### 8. Any other Business

There was no further business raised.

### 9. Closing of Meeting

No other business was raised by the meeting, so the Chair thanked everyone for attending the AGM and closed the meeting at 16:45.