
Board of Directors

Minutes

Monday, 29 April 2024



Hybrid meeting: The Studio, 51 Lever St, Manchester M1 1FN

Board Attendees in Person: Duncan Birtwistle; Scott Collier; Peter Hart; Andy Robinson; David Rosen; Pauline Tryner; Drew Vanbeck;

Via Teams: Alison Howe; Laura Kaye Tomlinson; Lauren Pagé

Guests: Peter Brooke; Gemma Sykes, Rowland Jack (Item 2)

Apologies: Darren Bernstein

Minute taker: Peter Hart

1. Meeting Administration

1.1. Welcome and introduction.

The Chair welcomed Gemma Skyes and Rowland Jack to the meeting to present the findings of the independent Board review.

The Chair informed the meeting that a recording of the meeting would be held on the Chief Executive's computer on a personal drive and would be deleted when the minutes were approved. It was agreed for the meeting to be recorded.

1.2. Apologies:

The Chair informed the Board that Darren Bernstein had submitted his apologies due to other commitments.

2. Independent Board Review

2.1. Independent Board Review – Findings

The Chair introduced Gemma Skyes and Rowland Jack from Governance United to the meeting to present the findings of the independent Board review.

Gemma and Jack reminded the Board of the methodology that was followed and thanked the Board and staff for their co-operation and openness in the process.

The Board were informed of the areas where they were performing well and the areas that could be considered for further and future development.

A number of recommendations were presented based on their experience of working with other NGBs and best practice.

The Chair thanked Gemma and Jack and informed them that the Board would consider the recommendations in an Action Plan.

Gemma Skyes and Rowland Jack left the meeting.

2.2. Independent Board Review Action Plan

The Chair referred to a previously circulated draft Action Plan and invited Directors to contribute and update.

Duncan Birtwistle suggested that it would be beneficial if the Board set aside at least one set period of time each year to discuss and agree the strategic direction/plan. If this followed the AGM it would be an opportunity to introduce new Directors.

This was agreed.

3. Meeting Administration (cont.)

3.1. Any other business

Three items were raised:

- JK24
- Trans Policy
- British Championships Relay Results

No further items were raised.

3.2. Declarations of interest

Pauline Tryner declared an interest in respect of the item 6.15 being a member of the host club.

No further additional declarations of interest were made.

4. Minutes of Board meetings 5 February 2024

The minutes of the meeting 5 February 2024 were approved.

5. Actions from previous minutes

5.1. Hosting of Major Events

To be developed and represented at a future meeting.

5.2. British Orienteering Environmental Policy/Strategy

To be presented to the Board at a future date.

5.3. Orienteering recognised as a GCSE sport

Action still outstanding.

5.4. Forest/Urban Ranking List/Scheme

Action outstanding.

6. Finance

6.1. End of year Accounts 2024

The Treasurer referred to the previously circulated end-of-year accounts.

The Treasurer recommended the approval of the accounts.

The Board accepted and approved the 2023 accounts.

6.2. To sign off the audited year end accounts

Following a discussion, it was agreed that the CEO was to circulate the full letter from the Auditors for final review. Subject to any comments being received the Board approved the Chair to sign the annual accounts 2023.

Post Board meeting note, no comments were received and therefore the accounts were approved.

6.3. To approve publishing of the accounts on Companies House

There was a discussion on when the accounts were able to be published on Companies House as the AGM was in October and that latest filing date was the end of September. It was agreed that there was no statutory requirement for the accounts to be approved by the AGM and that the requirement in the Articles was that the AGM “receive” the accounts, not “approve” them. It was therefore agreed that the accounts would be circulated to all members prior to publishing on Companies House and on the British Orienteering website, and subsequently presented to the AGM without a vote.

6.4. To approve the Chair to sign the letter of representation

The Treasurer brought to the attention of the Board a Letter of Representation that was required to be signed by a Director to confirm that the Audit had been carried out correctly and that all relevant information had been passed to the auditors.

The Board confirmed that they were not aware of any fraudulent activity and that no major expenditure had been committed since the audit.

The Treasurer proposed that the Chair signed the letter on behalf of the Board.

This was approved by the Board.

6.5. To confirm that the accounts are to be presented to the membership

Subject to 6.2 above the Board approved that the accounts were to be presented to the membership at the AGM.

6.6. Audit Findings

The Treasurer referred to the previously circulated documents. He informed the Board that the auditors were satisfied with the accounts, processes and procedures that underpin the accounts.

He highlighted that the auditors did find a small discrepancy in the pension payments deducted from some of the more recently appointed staff. This had now been rectified, the payment due from staff had been covered centrally and the pension contribution from British Orienteering had been made.

6.7. Management Accounts for first Quarter

The Treasurer referred to the circulated management accounts.

The income from membership and levy was as forecast and that it was forecast that the surplus from the major events would be higher than in the original budget. The surplus from commercial operations is less than expected for the time of year.

Expenditure on Membership Services was higher than forecast mainly due to the increased cost of insurance to cover the uplift of the combined liability insurance from £10m to £15m. Expenditure on salaries was lower than expected. Further investigation was required but it was likely to be due to a combination of vacancies and adjustments to take into account the March end of year of grant funding.

6.8. Outline Budget for 2025

The Chief Executive referred to the circulated outline budget for 2025. The expenditure was based on an increase in expenditure of 6% and reflected the ending of the Find Your Way project in September 2024.

He informed the meeting that overall there was little flexibility in the income for British Orienteering, but the expenditure continued to be subject to inflationary pressures. He highlighted that although there was an excess of reserves over the requirement in the policy, the forecasts suggest that this will dry up in the next few years as we have forecasted a negative budget in 2024 and 2025.

The Chief Executive referred to membership and levy which represented approximately 50% of our income and was the only area where we had flexibility.

There was a discussion about the strategic approach to raising income and it was agreed that subject to approval at an AGM, that we would continue to look at keeping the membership fee low and increase the levy but overall to increase the income from membership and levies by approximately 6%.

On expenditure, the Chief Executive highlighted that in many areas we have budgeted on similar levels to 2024. Payroll is still being the biggest budget line. He also highlighted that there was a reduction in the Performance Pathway Programme mainly due to the additional support that has been given to the programme over the last five years for WOC 24 and a reduction in support from Sport England.

Overall, we were looking at an expenditure in 2025 being less than 2024 but still showing a £56K deficit budget.

The Board approved the outline budget.

6.9. Sport Northern Ireland

The Chief Executive informed the meeting that Sport NI had recently sent the contract for grant aid for the period 2023-24. The grant aid amounted to £55K.

The Chief Executive informed the board that he was pleased with the level of the award, but he had been hoping for a multiyear award to give British Orienteering and the programme longer term security. The reason for the single year award was due to operational challenges faced by Sport NI and did not reflect on the programme of work in NI.

The Chair and Board passed on their thanks to the staff that prepared the submission and to Sport NI for their continued support.

6.10. Corporation Tax

The Chief Executive informed the meeting that further guidance had been received from the consultant who had been contracted to prepare advice on the potential corporation tax liability of orienteering clubs.

As part of documentation, we are looking at providing clubs with guidance about how to demonstrate to HMRC that they are not operating commercially and thereby reducing their exposure to corporation tax.

British Orienteering will be planning a webinar on this subject followed by further webinars on community amateur sports club status in the near future.

6.11. WOC 24 Financial Support

The Chair referred to previous emails regarding British Orienteering support to WOC 24.

Following a discussion, it was agreed that British Orienteering would provide a grant to the Scottish Six Day Event company on the condition that they confirm in writing that it will be used wholly on the World Championships.

6.12. Levy for Charitable Events

The Chair referred to the recent communication with MDOC in respect of the club requesting levy be waived for an event where the income went to a registered charity.

Following a discussion, it was agreed that whilst this and many causes were very worthy that we should continue to follow the established practice of applying levy without exceptions.

6.13. Levy Review

The Chair informed the meeting that a number of board members had been approached by a member to review the levy, specifically for events for newcomers/level D. The member had set up an informal group to consider a potential proposal to a future general meeting.

Following a consultation with the Chief Executive, it had been agreed that there should be a single point of contact with this group (Peter Brooke) and that the group should be provided with the relevant data and information to make an informed proposal/decision.

Peter Brooke provided a verbal update on the last meeting of the group.

6.14. Levy Waiver for non UK residents

The Chief Executive informed the meeting that he had been approached by NIOA to waive the levy for members of Orienteering Ireland (OI). This was further complicated as NIOA is hosting the Irish Championships in 2025 where there will be a significant proportion of members from OI.

The Chief Executive is in the process of establishing the insurance provision of members of OI and if their membership of OI would cover them for public liability insurance for events in Northern Ireland.

He went on to inform the board that he had been in discussions with insurers regarding this, and it appears that all non-UK residents are not insured for public liability at events in the United Kingdom. Members of British Orienteering who are resident in the UK have worldwide cover for public liability. The Chief Executive explained to the board that this has implications for events such as WOC Tour and other events in the United Kingdom when there are international competitors.

6.15. Major Events Partnership Agreements

The Chief Executive informed the meeting that following further discussions that all British Championships events would be run under a partnership agreement with the levy set at 2.1 times the standard levy.

The events would be underwritten by British Orienteering and for the bigger events insurance would form part of the agreement.

There was a discussion regarding the financial management of the events and it was agreed that these would be covered off in the Partnership Agreement and support Financial Policy for Major Events.

7. Governance

7.1. AGM 2024

The Chief Executive confirmed that the AGM would be held in Birmingham on the 5th October 2024 at the Studio alongside a Members Forum meeting.

He informed the Board of the key dates associated with the AGM.

7.2. Notice of AGM

The Chief Executive referred to the draft notice for the AGM 24.

He informed the Board that he was keen to distribute this quickly and at the same time notified members of the Membership Forum and also a copy of the signed accounts.

The Notice of the AGM was approved.

7.3. Proposals

The Chief Executive asked if there were likely to be any additional proposals from the directors that had not been previously discussed. There were none raised.

He reminded the Board that any proposals had to be agreed by 16 August 2024.

7.4. British Orienteering Succession Plan - Review

The Chief Executive referred to the Succession Plan that had been previously circulated.

He highlighted a number of roles that were due to become vacant, including the role of Vice Chair which was becoming vacant at the next AGM and that we would need to recruit and appoint a new Chair by 31st December 2024 although the new Chair would not assume the position until the end of the proceedings at the AGM 25.

The Chief Executive reminded the Board that the recruitment process for the role of the Chair would have to be an open process.

The succession plan was approved.

The Chair requested nominations from the Board for the role of Vice Chair.

7.5. British Orienteering Risk Register

The Chief Executive referred to the circulated risk register and requested that any comments on the content should be fed back to the Chief Executive.

It was agreed that a meeting of the Audit Committee should be convened to develop a risk policy and review the risk register.

7.6. Trans Policy

David Rosen said that the British Orienteering Trans Policy had been in operation from 1st January and that it was now an opportune time to review it. He felt it had been working well. However, it had, incidentally, prompted the question of where athletes who are non-competitive (for whatever reason) should appear in the published results.

Following a discussion, it was agreed that there was not a requirement to formally review the Policy and that it had been implemented correctly at the recent Championship event, but that the operational requirement for guidance on how to display the results of athletes who are non-competitive (for whatever reason) should be referred to Events & Competitions Committee.

8. World Orienteering Championships 2024

8.1 Update

The Chief Executive gave a verbal update from a recent steering group meeting for the World Championships.

There was a discussion regarding which Directors would attend the World Championships and represent British Orienteering.

8.2 WOC24 Participation/Community Engagement

The Chief Executive informed the meeting that British Orienteering had agreed a plan with SOA and WOC organisers for a community engagement at the event. Detailed plans are at an early stage but were in the process of being developed.

9. Strategic Plan

The Chief Executive gave an overview of the progress in the Strategic Plan.

9.1 Performance Figures

The Chief Executive provide the meeting with an update of the membership and participation figures.

9.2 Development

The Chief Executive updated the board members on key developments from the strategic plan including a request for feedback on the new website from Board members.

The Chief Executive also referenced the success of the Volunteer Awards this year which recognised the contribution by many clubs and individuals to the development of the sport in the community.

10. Matters of Significance

10.1 Forestry England relationships

The Chief Executive informed the Board that there were still some unresolved concerns regarding JK 2025. The Chief Executive had every sympathy with the organisers but he also had to consider the longer term relationship with Forestry England in our response.

The Chief Executive informed the board that he had recently contacted the Regional Director and CEO of Forestry England regarding the event and at the moment there has been no change in their stance in not allowing the event to proceed on their land.

11. Welfare & Safeguarding

11.1. Welfare Matters

Peter Brooke, Lead Safeguarding Officer preferred to a previously circulated paper and updated the Directors on developments on the Adults and Welsh Safeguarding Frameworks.

11. Standing Items

11.2. Steering Groups and Committees

11.2.1. E&CC/Rules/Officials Groups

The Chief Executive informed the meeting that E&CC have met to hear an appeal resulting from the JK24. The Committee upheld the original decision of the Jury on the basis that it does not set a precedent and the rules covering this scenario would be reviewed.

The Chief Executive informed the meeting that the Chair of the Rules Group had resigned and that we were now looking at recruiting a new Chair of this important sub-group.

The Chair referred to a letter from a member regarding the organisation of the JK and the need to obtain feedback. The Chief Executive informed the meeting that mechanisms for doing this were already under development and were being administered via the Officials Group, which also had the position of Chair being vacant, with a pilot being run at the British Sprint Championships with those competitors over the age of 18.

11.2.2. Talent & Performance

Performance Manager

The CEO informed the meeting that following a competitive recruitment process that Pippa Archer had been appointed as Performance Manager and was due to start employment with British Orienteering on 1 May 2024.

Senior & Junior Selections

The Board were informed that selection meetings had recently taken place and the selections formally announced. There was one senior appeal pending.

From initial soundings the new selection policy was felt to be clearer.

Post Board Note; the Appeal Panel asked the Selection Committee to review the selection for this event which had subsequently been done.

Performance Pathway Programme Group

There was a meeting in mid-May planned to formally transition from the Talent and Performance Steering Group to the new Performance Pathway Programme Group. the specific purpose of the meeting would be to look at future membership of the group.

12. International Matters

12.1. IOF Independent Athletes Representation

The Chief Executive brought to the attention of the board that the IOF had formally agreed to allow independent athletes to enter IOF World Ranking Events.

12.2. WMMBO 26 (World Masters Mountain Bike Orienteering)

The Chief Executive informed the Board that following confirmation from SOA that they would not seek any financial assistance for the event and confirmation from the British Mountain Bike Orienteering (BMBO) that they supported the application, British Orienteering had submitted a proposal to IOF host the event on their behalf in 2026.

Note following the meeting; The IOF has received the application and subsequently the IOF Council had awarded the championships to British Orienteering.

13. Closing business

14.1. Any Other Business

Relay Results . David Rosen raised the issue that Relay results cannot be uploaded to the British Orienteering website results page. Peter Brooke said that this was on his list for future development.

No further matters were raised.

15. Future meetings

Key Dates	Venue
Monday, 24 June 2024	Birmingham the Studio - confirmed
Saturday, 7 September 2024	Teams
Saturday, 5 October 2024	AGM and Club and Member Forum (Birmingham the Studio)
Monday, 9 December 2024	London

The Chair formally closed the meeting at 16:04