



GOVERNANCE & FINANCE SUB COMMITTEE (GFSC)

Meeting Minutes – 5 February 2013

Present: Kevin Aitchison (KMA)
 Andrew Flatt (AF)
 Simon Le Fevre (SLF) in the chair
 James Madden (JM)
 David Pond (DP)
 David Gibbs (DG) notes of the meeting

Apologies: Not Applicable

In attendance: Not Applicable

| Item | Minute | Action |
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| 1 | <p><u>Opening Remarks and Quorum</u></p> <p>SLF welcomed everyone to the meeting. The meeting was quorate.</p> <p>SLF asked whether there were any declarations of interests to be made. There were none advised.</p> | |
| 2 | <p><u>Minutes of the GFSC Meeting on 28 August 2012</u></p> <p>It was noted that David Gibbs was in attendance at the meeting on the 28 August 2012. The meeting noted that the GFSC had not met in the intervening months, as relevant business had been covered in the main Board of Trustees' meetings.</p> <p>SLF advised that most relevant action points would come up under items on the current agenda; and the action regarding Whistle-Blowing had been checked with UK Sport.</p> <p>The meeting was advised that a proforma for a Health & Safety Risk Assessment is to be developed.</p> <p>As there were no further comments on the previous minutes, the GFSC approved the Minutes of the 28 August 2012 accordingly.</p> | DP |
| 3 | <p><u>GFSC Priorities for 2013/2014 from the GBWR Governance Action Plan</u></p> <p>The meeting noted that key priority areas going forward will be fully reflected in the Governance Action Plan.</p> | |



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| | <p>AF advised that, from a preliminary review of the agreement regarding RFU support for GBWR finance management and administration, there are some key areas to be addressed.</p> <p>SLF asked whether there were timescales from Sport England and UK Sport as to when GBWR is to expect the draft 2013/17 Funding Agreements. DP advised: not yet. JM suggested that, whilst we are in a much better shape than we were 4 years ago to review and sign off the documents, there are concerns as to whether GBWR will find it easy to comply with all Sport England's requirements, given the new 'payment by results' funding approach.</p> <p>SLF suggested that another potential area of complexity in the agreements may be a requirement for commercial income to be sought. DP reported that large sports with existing commercial agreements (e.g. Swimming) may not sign up to the proposed cross-sports collaborative approach. As things stand, GBWR is able to go out and do our own thing if required.</p> <p>DP highlighted concerns as to how we measure our success in order to underpin the funding process, particularly in the future; and this may be a further the reason for the delay in the agreement to our model by Sport England and UK Sport. SLF commented that the measurement criteria are likely to be a key issue; but the meeting noted that finding suitable measures for dynamic functions / activity is quite complicated. DP pointed out that we need to fully understand what metrics UK Sport require and the strategic Key Performance Indicators (KPIs) that need to be implemented.</p> <p>SLF advised that Equality related items are also a priority, given UK Sport's tightening of deadlines.</p> <p>DP advised the meeting that he was reliably informed by both UK Sport and Sport England that GBWR is regarded as having good governance in place. Notwithstanding this, he had concerns that we have risks to address regarding HR matters, particularly with the increase of people on the payroll and the tightening of employment legislation. DP stated that there is a need to review our Employment Contracts and to contract an external HR Lawyer to ensure the contracts are fit for purpose and we understand what our full HR commitments. The meeting concurred with this approach.</p> <p>DP also advised that it may be prudent to establish a redundancy "pot" within our 2013/17 finances to deal with any events where our funding is reduced or stopped in the period.</p> <p>JM suggested that pensions may be an area where it is worthwhile liaising with other charities on their approach to resolving the issues.</p> | <p>DP/JM</p> <p>DP / GFSC</p> <p>DP</p> <p>DP/AF</p> <p>DP /AF</p> |
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| <p>4</p> | <p><u>Brief update on 2012 / 2013 Finances and 2013 / 2014 Budgets</u></p> <p>AF tabled the Balance Sheet and Income & Expenditure Report to end December 2012; and advised the meeting that there are changes within the RFU structures which may give a prospect for improvement in the support services to GBWR.</p> <p>AF confirmed that the finances were broadly in line with the budget and there were no major concerns at this time. There was currently a surplus of £9,000, but this is partly due to the lack of movement in the Youth Programme. DP advised that we do have some big expenditure regarding the purchase of youth chairs.</p> <p>Regarding the budget for 2013/2014, the meeting noted that AF and DP would meet shortly to build the budget based on the Whole Sport and World Class Plans that have been submitted. AF noted that a 4 year financial plan will also need to need to be developed. AF stated that the budget work will need to be “pressure tested”; and will be presented to the GFSC meeting before being presented to the Board.</p> <p>It was also noted that the AGM will be on Friday 21st June. In order to facilitate the sign off of GBWR’s 2012/13 Annual Report & Financial Statements within the relevant timeframe, AF recommended that the Trustees are asked to delegate this to the GFSC as last year.</p> <p>AF stated that after sign-off of the Annual Report & Financial Statements, the details will be posted on the GBWR website before the AGM.</p> <p>It was suggested that a Board meeting shortly before the AGM would be useful as an opportunity to prepare for AGM business; and that there might be a need for a BOT meeting at short notice in April or May if sign-off of Funding Agreements or other key business required.</p> | <p>DP / AF</p> <p>AF</p> <p>DP/AF</p> <p>KMA</p> |
| <p>5</p> | <p><u>Risk Register & Management Review</u></p> <p>DG had updated the Risk Register in line with the comments of the previous meeting. The register had been previously circulated.</p> <p>DP highlighted his top five current risks and mitigation actions, which needed to be recorded in the Risk Register. These were regarding:</p> <ol style="list-style-type: none"> 1. The panel selection and recommendation of a new head coach to work with GBWR. The future achievement of GBWR hinges on the appointment of a suitable candidate to meet our coaching needs. <p>DP will continue active support of the recruitment process.</p> | <p>DP</p> |



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| | <p>2. The expectations of GBWR’s members may not be fully met due to the lack of appropriate and timely communication. Areas of focus need to be;</p> <ul style="list-style-type: none"> (i) Capacity issues regarding our members. (ii) Club development and future proposals. (iii) The recognition of our volunteers and the value that they add. (iv) Issues around public expectations (particularly for new clubs). <p>Whilst web-site blogging is carried out on a regular basis by the CEO GBWR, there is a need for further work to establish and develop communications tools. Based on the research carried out, DP plans to formulate and implement an effective communication strategy.</p> <p>3. Meeting GBWR’s targets; where it is essential that our targets are identified and Key Performance Indicators (KPIs) developed in order to manage and measure GBWR success against the agreed targets. (There is on-going pressure to achieve additional income from UK Sport and Sport England. Meeting our KPIs will provide more strength to our business case).</p> <p>DP will identify activities to be targeted; agree the measurement criteria and KPIs; implement the KPIs and monitor / report the operational status against the agreed measures.</p> <p>4. In finance, there is pressure on getting additional income to meet our current and future strategy. Therefore GBWR needs to develop and implement new income streams.</p> <p>There is need to establish a formal programme of creative opportunities that offers the potential for further income.</p> <p>5. HR Personnel Policies; as the policies of GBWR need to be reviewed and amended in line with current Employment Law and practice.</p> <p>DP will:</p> <ul style="list-style-type: none"> (i) fully establish what HR commitments GBWR has; (ii) engage an external lawyer with HR expertise to review our HR policies and procedure and to advise on any shortfalls. (iii) review all employment contracts in line with current employment legislation; <p>DG will update the Risk Register accordingly. The meeting was requested to advice DG of any changes required to the register regarding; including risks, ratings and priorities.</p> | <p>DP</p> <p>DP</p> <p>DP</p> <p>DP</p> <p>DG / All members</p> |
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| <p>6</p> | <p><u>Update on Action Plan for Foundation Level of Equality Standard for Sport</u></p> <p>SLF reported that he had arranged for Liz Davidson, GBWR's UK Sport-Designated Support Lead on Equality, to provide a presentation to the Board on 13 February about the Equality Standard for Sport, and the work GBWR needed to do to reach the Foundation Level by 31 March 2013.</p> <p>He would continue working with LD to progress this item.</p> | <p>SLF</p> |
| <p>7</p> | <p><u>Progress on Full Application to the Sports Councils for NGB Recognition</u></p> <p>SLF reported that, since 5 December 2012 (when Richard Clarkson of Sport England had informed the Board there were no problems with GBWR's recognition pre-application; that we could proceed to full application stage; and that he would write confirming this and identifying what further information the Sports Councils' Recognition Panel would need) there had been no further news, although SLF had chased this further on 21 January.</p> <p>The GFSC was concerned to find out what further work GBWR might need to undertake on this item in the 2013/14 Governance Action Plan, and agreed that SLF should write to Phil Smith at Sport England to see if he could assist in expediting matters.</p> | <p>SLF</p> |
| <p>8</p> | <p><u>Discussion on Club Affiliation & Corporate Governance Model</u></p> <p>SLF advised that this is a project which requires sensitive handling in order to get the right balance between the needs of the NGB, the Clubs and the broader Membership. After discussion, the GFSC agreed to work on an approach which would deal with Club Affiliation to GBWR as a separate matter from Individual Membership of GBWR.</p> <p>AF commented that there will need to be clarity over what are rightly the responsibilities of the NGB and what are rightly the responsibilities of the Clubs. DP reminded the meeting of the importance of setting out the benefits of affiliation alongside the appropriate duties that go with it; and of explaining how the NGB can be more of a facilitator in supporting and enabling the clubs.</p> <p>JM noted that we will need to write this appropriate structure, and a relevant set of specific conditions for an affiliated club to GBWR, within the revised Articles.</p> <p>It was agreed that a working group of JM, DP, SLF and KC will take forward this action and the broader work in revising GBWR's Memorandum & Articles to meet the tighter governance requirements of the Sports Councils as our funding partners.</p> | <p>JM/DP/SLF/KC</p> |



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| <p>9</p> | <p><u>Any Other Outstanding items on the GBWR Governance Action Plan</u></p> <p>SLF advised that HMRC now look for charities to be able to demonstrate that trustees are 'fit and proper' to manage the affairs of a charity. It was agreed to recommend to the Board that trustees complete the relevant declaration for GBWR's records.</p> | <p>SLF</p> |
| <p>10</p> | <p><u>Date of Next GFSC Meeting</u></p> <p>It was agreed that the Governance & Finance Sub Committee will meet (in particular to review and sign off GBWR's Annual Report & Financial Statements for 2012/13) on Tuesday 4th June between 16.00 – 18.00 hours; hosted by JM at Nabarro's offices.</p> | <p>SLF / All members</p> |