

**GOVERNANCE & FINANCE SUB COMMITTEE (GFSC)**

**Meeting Minutes – 9<sup>th</sup> June 2015**

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

**Apologies:** None

**In attendance:** Not Applicable

Item	Minute	Action
1	<p><b><u>Opening Remarks and Quorum</u></b></p> <p>The meeting opened at 16.15 hours.</p> <p>SLF welcomed everyone to the meeting and asked whether there were any declarations of interests to be made. SLF advised the meeting that he had finished his interim role at Sport England and was now just doing some ad hoc consultancy work for them. There were no other declarations of interest relevant to the business of the meeting.</p> <p>The meeting was quorate.</p>	
2	<p><b><u>Minutes of the GFSC Meeting on 26<sup>th</sup> November 2014</u></b></p> <p>There were no comments on the previous minutes; and the GFSC approved the minutes of the 26<sup>th</sup> November 2014 accordingly.</p>	
3	<p><b><u>Action Points not otherwise covered on the Agenda</u></b></p> <p>KMA advised the committee that six people had been interviewed for positions as Trustees and he was very impressed by the quality of the candidates.</p> <p>JM supported this view and stated that the interviews were a very enjoyable experience and he was impressed by the amount of preparation that all the candidates had done. It was interesting to note that the feedback received during the interviews was that the candidates were impressed by how much was done in GBWR with so little full time staff.</p> <p>KMA stated that it was the recommendation of the interview panel to invite three of the candidates to join as Trustees and to commence their</p>	

	<p>engagement in early September. KMA is to formally write to the three selected persons and invite them to join. The offer will be subject to Board approval.</p> <p>DP stated that all three will need to have a formal induction with a series of opportunities to meet key personnel and possibly external contacts and also if possible take them to a wheelchair rugby match.</p> <p>SLF advised that the other action points would come up under items on the current agenda.</p>	<p><b>KMA/DP</b></p>
<p><b>4.</b></p>	<p><b><u>Reporting to Stakeholders</u></b></p> <p><b>(i) Annual Report &amp; Financial Statements to 31 March 2015</b></p> <p>AF advised that Mazars had required consolidated group accounts to be produced, including relevant information on WWRC15 Ltd as well as the usual information on GBWR Ltd.</p> <p>AF explained that the Annual Report &amp; Financial Statements were now final and advised the committee of the slight changes made to the previously circulated draft and the background to some of the decisions made about content.</p> <p>AF advised that GBWR have prudently amortised the cost of wheelchairs over three years. AF also advised that he had asked Daniel Hook to undertake a check of the current locations of the wheelchair assets.</p> <p>JM noted that GBWR had a small overall surplus, compared with last year, which is a reasonable position particularly as GBWR is half way through the four year funding cycle.</p> <p>AF drew attention to the deficit on restricted funds which is related to the financial resources received from UK Sport and Sport England and covered by the surplus in unrestricted funds. It was noted that the Trustees could be confident that delivery of the strategic outcomes, based on the funding agreements with UK Sport and Sport England, will reverse this deficit.</p> <p>KMA asked about the breakdown of the £111,980 (on page 21 of the financials). AF advised that most of the monies are a deferred payment from UK Sport, monies in WWRC15 and £12,000 provided in advance by one of the teams involved for their accommodation.</p> <p>JM asked whether the Trustees needed to make a statement that they are happy with the solvency of GBWR. AF replied that this is already covered in page 9 of the document.</p> <p>The GFSC noted that the prior meeting of the Board of WWRC15 Ltd had approved the Annual Report and Financial Statements to 31 March 2015 of the subsidiary company.</p>	

	<p>Subject to the feedback received, the Annual Report &amp; Consolidated Financial Statements of GBWR for the year to 31 March 2015 were approved by the GFSC, under the delegation of authority from the GBWR Board.</p> <p>The meeting noted that the Annual Report &amp; financial Statements would now be sent to Mazars for them to complete their post-balance sheet events review; and the meeting authorised KMA and AF to sign the documents on the appropriate date.</p> <p><b>(ii) Audit Completion Report (Mazars)</b></p> <p>AF presented the audit completion report which had been distributed earlier and advised that committee that there were no significant issues in it, albeit that there was a difference in professional opinion between Mazars and AF regarding the terminology for restricted and un-restricted funds. AF felt that this difference of opinion could be satisfactorily explained to any external body, if a question came up.</p> <p>The audit completion report was accepted by the GFSC and AF was authorised to return the relevant letter of representations to the auditors.</p> <p><b>(iii) Financial Reporting</b></p> <p>AF advised that he had (with the agreement of the CEO DP) engaged an accounting firm, Wilkins Kennedy, to support us with those of GBWR's management accounting matters, which are outside our SLA with the RFU.</p> <p>There was nothing else to discuss regarding Reporting to Stakeholders. At this point KMA left the meeting (17.15 hours).</p>	<p>KMA/AF</p> <p>AF</p>
<p>5.</p>	<p><b><u>Progress Checks on Governance Matters</u></b></p> <p><b>(i) Club Affiliation Processes</b></p> <p>SLF reported that he had met with Kirsty Clarke, who had produced a checklist for the RDOs to use as they assist the current Clubs to complete their Affiliation applications. The RDOs' timetable was expected to fit pretty well with the dates set for the GFSC meetings over the coming months, when the GFSC would receive and (assuming the RDOs and the GFSC were content) successively approve the Clubs' applications.</p> <p>DP advised that this item should now be moved forward under business as usual on future GFSC agendas. DP thanked both SLF and Kirsty for the work that they had done on these Club Affiliation matters.</p> <p><b>(ii) NGB Recognition by the Sports Councils</b></p> <p>SLF advised that Sport Northern Ireland (SNI)'s officers had not objected to</p>	

	<p>GBWR's application; but they are looking for GBWR to formalise matters with a letter of understanding with the Irish Wheelchair Association to confirm that appropriately qualified elite wheelchair rugby athletes in NI have a choice to join Team GB or Team Ireland, for Paralympic Games, if they want to; and a letter of understanding with the wheelchair rugby team in Dublin regarding their participation in GBWR competitions.</p> <p>UK Sport have consequently informed GBWR that its full NGB recognition application had been recommended for approval by the five Sports Councils' Joint Recognition Panel. The final decision rests with the Main Boards of the five Sports Councils; and their decision is expected in mid-July. SLF will advise the committee of the outcome.</p> <p><b>(iii) Equality Standard for Sport - Action Plan</b></p> <p>DP noted that Mary Nicholls would assist with setting out the remaining staff education arrangements; and SLF stated that, taking account of the success of the recent advertisement and recruitment process in attracting women to join the GBWR Board, raising awareness to all members of staff is probably all that GBWR now needs to do in order to complete its submission for the Preliminary Level of the Standard shortly.</p> <p>Liz Davidson, GBWR's advisor, had secured a further 'grace period' and will assist GBWR to take this forward to completion.</p>	<p><b>DP/SLF</b></p> <p><b>SLF</b></p> <p><b>SLF/MN/LD</b></p>
<p><b>6.</b></p>	<p><b><u>Annual General Meeting Preparations</u></b></p> <p>In response to a question from SLF, DP advised the meeting that Charity Commission (CC) checks have been carried out by Farrers with regard to the proposed adoption at the 2015 AGM of the new Articles of Association, and the understanding is that CC is happy with what is going on within GBWR.</p> <p>SLF noted that GBWR's predominantly independent non-executive director (INED) Board has developed organically, but as GBWR grows the Board may have to give thought also to recruiting people who have been involved and have expertise in clubs and the management of the sport. In order to adhere to the governance requirements of UK Sport's and Sport England's current funding agreements, it would be helpful to specify the minimum number of INEDs GBWR planned to retain on the Board in such circumstances. JM stated that GBWR could address this matter going forward as part of the Board Election Regulations, which would be required under the new Articles.</p>	<p><b>DP/SLF/JM</b></p>



	<p>now probably imminent and the possibility of GBWR becoming more active, it will be necessary to check whether registration in Scotland may now be required. In the meantime, current CC and OSCR guidance is that GBWR needs to state in official documents and on its website that it is "a charity registered with the Charity Commission for England and Wales."</p>	<p><b>SLF/DP</b></p>
<p><b>12</b></p>	<p><b><u>Any Other Business</u></b></p> <p>AF wanted to flag that DP is dealing with the upcoming requirement for auto enrolment of relevant staff into a pension scheme, with the target being September 2016. DP is going to talk with the Sport &amp; Recreation Alliance to ask whether they can help with identifying suitable enrolment arrangements.</p> <p>The meeting noted that it will also be very useful to have one of the new Trustees on the Board with HR expertise to provide help and guidance with this activity.</p> <p>AF stated that BT income is treated for accounting purposes as income from trading activity and GBWR needs to deal with such trading income in a way that is appropriate for the charity. AF is to discuss with Mazars whether, for example, such income might be directed via GBWR's WWRC15 Ltd subsidiary company, both in the short and longer term.</p> <p>The meeting closed at 18.15 hours.</p>	<p><b>DP</b></p> <p><b>AF</b></p>