

## GOVERNANCE & FINANCE COMMITTEE (GFC)

### Meeting Minutes – 5 December 2017

**Present:** Simon Le Fevre (SLF) in the chair  
 Andrew Flatt (AF)  
 David Pond (DP)  
 Margaret Moore (MM)

**In attendance:** Tom Spooner (TS) (Hogan Lovells)  
 David Dwyer (DD) (Hogan Lovells)

| Item       | Minute   | Action     |
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| <b>1.0</b> | <b><u>Introduction &amp; Declaration of Interest</u></b>   |            |
| 1.1        | SLF welcomed everyone to the meeting and asked whether there were any declarations of interests specific to the meeting. No interests were declared.   |            |
| <b>2.0</b> | <b><u>Apologies &amp; Quorum</u></b>   |            |
| 2.1        | SLF noted that there were no apologies.  |            |
| 2.2        | SLF confirmed that the meeting was quorate.  |            |
| <b>3.0</b> | <b><u>Minutes of the GFC Meeting on 1 November 2017</u></b>  |            |
| 3.1        | SLF noted that the proposed amendments to the minutes of the previous meeting (the " <b>Previous Minutes</b> ") had been made.   |            |
| 3.2        | SLF also requested that a further amendment be made to correct the date in the Previous Minutes and that a clean copy of the Previous Minutes be circulated to DP and SLF by TS.   | <b>TS</b>  |
| 3.3        | Subject to the proposed amendments being made, the Previous Minutes were approved. SLF would sign the Previous Minutes upon receipt of a clean version.  | <b>SLF</b> |
| <b>4.0</b> | <b><u>Actions Arising &amp; Identification of AOB</u></b>  |            |
| 4.1        | 4.2 – DP noted that a formal template letter has been drafted for signature by Kevin Aitchison as chair. The letter will be sent to the clubs whose affiliation had previously been approved                             |            |
| 4.2        | 5.3 – DP noted that the Form AP01 registering Ms S Christopher as a director had been filed with Companies House.  |            |
| 4.3        | 5.4 – SLF noted that the Reserves Policy document needs to be updated to align with the reserves policy set out in the Annual Report and Accounts.   | <b>DP</b>  |
| 4.4        | 6.2 – The meeting discussed whether the audit report should be put out for tender. AF acknowledged that it would be good corporate governance to put the audit report out for tender but emphasised that it was unlikely |            |

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|            | that GBWR would save any money by doing so. AF also highlighted the administrative burden of the tender process. SLF further noted that Sport England and Sport UK should have announced the additional reporting requirements for the audit report by the board development away day in January. It was agreed that DP would add the issue to the agenda for next week's board meeting.  | DP |
| 4.5        | 7.4 – DP noted that the GBWR Trading Limited board meeting had been organised for Thursday 14 December 2017.  |    |
| 4.6        | 7.5 – DP discussed the need to appoint a chair for the board of GBWR Trading Limited. The meeting discussed the appropriate relationship between GBWR and its subsidiary, GBWR Trading Ltd., and the possibilities of recruiting external candidates for the later. DP noted that the chair could be someone who might subsequently wish to be a candidate to become a director of GBWR. It was agreed that this matter should be included in the agenda for the away day in January. | DP |
| 4.7        | 11.0 – SLF noted that GBWR's Articles of Association had been approved at the AGM. SLF requested that Hogan Lovells circulate a clean version of the Articles.  | TS |
| <b>5.0</b> | <b><u>Compliance Action Plan with Sports Governance Code</u></b>  |    |
| 5.1        | DP noted that GBWR have provided all the requested evidence to Sport England. SLF also confirmed that further enhancements had been made to the diversity statement in order to meet Sport England's requirements.  |    |
| 5.2        | DP expected to receive confirmation of compliance with the additional action points imminently and agreed to chase Phil Smith (PS) of Sport England if confirmation has not been received by Monday 11 December 2017.   | DP |
| <b>6.0</b> | <b><u>October Management Accounts</u></b>   |    |
| 6.1        | DP and AF noted the satisfactory financial position of GBWR. AF explained that the strong financial position was due to the successful fundraisings, the cost reductions following two redundancies made in April/March of this year and the reduced expenditure on the elite squad.  |    |
| 6.2        | AF explained why the balance sheet showed £155,000 of accrued income. AF noted that nearly all of the £155,000 represented money owed to GBWR by Sport England but acknowledged that some Sport England money was received in November. DP to confirm how much of the Sport England money had been received in November.  | DP |
| 6.3        | DP noted that there was no reason for Sport England to withhold money, given GBWR's compliance with Sport England's requirements. DP intended to talk to PS about why GBWR had not received the Sport England money once GBWR had received confirmation that they were in compliance with the Sport England requirements.   | DP |

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| 6.4        | AF congratulated DP on the Lloyd's of London event, which raised around £195,000.   | DP |
| 6.5        | AF noted the VAT refund that was received in November but highlighted that some of the refunded money would be spent on training events for the Quad Nations, the Japan tournament and the Worlds.  |    |
| 6.6        | DP confirmed that he would be presenting a revised budget for the GB team and a full budget for the Quad Nations to GBWR's board (the "board").   |    |
| 6.7        | AF noted that the current workforce was under intense pressure and raised the possibility of using some of GBWR's funds to hire additional employees. DP noted that he would meet his team in January to discuss whether additional employees need to be brought in. In addition, DP revealed that he was exploring the possibility of establishing a number of joint posts together with the Peter Harrison Group. This would help reduce the burden on the current workforce. |    |
| <b>7.0</b> | <b><u>Q2 Business Plan Review</u></b>   | DH |
| 7.1        | SLF noted that agenda items 7.0 – 9.0 are primarily issues that will be discussed by the board .  |    |
| 7.2        | SLF drew the meeting's attention to the governance KPIs in the Q2 Business Plan Review.   |    |
| 7.3        | SLF went through actions the Risk Management and Internal Controls Frameworks Review document that was circulated in advance of the meeting.  |    |
| 7.4        | The meeting reflected on the work Daniel Hook (DH), GBWR's Compliance and Membership Officer, was doing in his new role. In particular, SLF drew attention to DH's on-going work to create a spreadsheet tracking all the governance and compliance monitoring and reporting requirements relevant to GBWR.   |    |
| <b>8.0</b> | <b><u>GB Elite budget Q3/4</u></b>  | DP |
| 8.1        | The meeting noted that the GB Elite budget would be presented to the board. DP confirmed that significant changes had been made to the budget agreed at the start of the year and therefore it was appropriate to bring the revised budget before the board.  |    |
| <b>9.0</b> | <b><u>WR Quad Nations budget</u></b>  | DP |
| 9.1        | DP noted this is a detailed piece of work that will be presented to the board for examination.  |    |

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| <p>10.0<br/>10.1</p>  | <p><b>2018/19 Business Plan &amp; Budget Process</b><br/>DP explained that GBWR were now back on track with the business plan timetable after delay at the beginning of the year following issues around the withdrawal of UK Sport funding.</p>   |  |
| <p>11.0<br/>11.1<br/>11.2<br/>11.3<br/>11.4<br/>11.5<br/>11.6<br/>11.7<br/>11.8</p> | <p><b>Statutory &amp; Regulation Compliance Matters</b><br/><b>Data Protection Regulations</b><br/>SLF noted that DH had been to a presentation on the General Data Protection Regulation (the "GDPR") in Nottingham. DP had suggested to Kevin Aitchison that DH would brief the board about the GDPR at the board strategy day.<br/>MM emphasised that GBWR would need to review the data it holds, the purposes for which the data is held and the way in which it could contact previous donors before the GDPR comes into effect. AF suggested that DH's presentation at the board strategy day include a piece on actions that need to be taken before the GDPR comes into effect on 25 May 2018.<br/><b>Criminal Finance Act</b><br/>SLF explained that the Criminal Finance Act relates to the prevention of tax evasion and associated money laundering. SLF suggested that the Criminal Finance Act may impact the level of diligence that GBWR is required to carry out on the external service providers it uses.<br/>The meeting agreed that further research needs to be done on the Criminal Finance Act before the board meeting next week.<br/><b>Code of Fundraising Practice and CC20</b><br/>MM noted that GBWR are now registered with the Fundraising Regulator and committed to compliance with the Code of Fundraising Practice; and therefore GBWR can use the Fundraising Regulator "tick".<br/>MM also drew the meeting's attention to the Charity Commission's guidance on fundraising (CC20) and the accompanying checklist that trustees should review at least annually to help ensure they are acting in compliance with the CC20.<br/>DP noted that Lucy Knight would be providing a report for the board strategy day on the Code of Fundraising Practice and this would cover the Charity Commission's checklist.<br/>MM suggested that the Board also go through the checklist at a future meeting to ensure the GBWR continue to act in compliance with CC20.</p> | <p>DH<br/><br/><br/><br/>AF/SLF<br/><br/><br/><br/>LK<br/><br/>ALL</p> |
| <p>12.0<br/>12.1<br/>12.2</p>   | <p><b>Risk Management Matrix</b><br/>DP noted refreshing that the Risk Management Matrix needs to be an item for the board development day. DP stated that he would prepare the top ten risks as a starting point for discussion on the board development day.<br/>SLF noted that he would be able to assist with the risk reporting process</p>   | <p>DP</p>  |

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| 12.3                     | <p>based on his experience with Sport England.</p> <p>SLF explained to the meeting that under the risk management policy recently approved by the board, the GFC would oversee the majority of GBWR's risk management and the board would review the high-level risks.</p>  |                                       |
| 13.0<br>13.1             | <p><b><u>Confirm GFC dates 2018</u></b></p> <p>DP confirmed he had circulated the GFC dates for next year and that these will be signed off at the board meeting in December.</p>   |                                       |
| 14.0<br>14.1<br><br>14.2 | <p><b><u>AOB</u></b></p> <p>DP will produce a draft agenda for the board development day that will be discussed with the board next week.</p> <p><b>Manchester Square Partners' Evaluation of the Board</b></p> <p>DP noted that he had spoken to Elaine Sullivan from Manchester Square Partners, who prepared the board evaluation report last year. KMA and DP intend to use last year's evaluation report as the start of the assessment process for this year. This will allow the board to take any necessary preparatory steps at the board meeting next week.</p> | <p><b>DP</b></p> <p><b>KMA/DP</b></p> |