



BOARD OF TRUSTEES
Tuesday 27th February 2018

RECORD OF MEETING

Present:

Kevin Aitchison ('KA') (in the Chair for items 1 to 9 inclusive)
David Pond ('CEO')
Mary Daunt ('MD')
Margaret Moore ('MM')
Andrew Flatt ('AF')
Simon Le Fevre ('SLF')
Suzy Christopher ('SC')
Michael Spence ('MS') (in the Chair from items 10 to 16 inclusive)
Richard Allcroft ('RA')

In Attendance:

Russell Clay (Hogan Lovells)

1. *Introduction and Declaration of Interests*

- 1.1 KA opened the meeting and confirmed that the meeting was quorate.
- 1.2 [KA declared his interest in a real estate matter he was working on with Hogan Lovells in accordance with article 17(2) of GBWR's articles of association, the interest did not preclude KA from attending the meeting.]

2. *Apologies & Quorum*

- 2.1 KA noted that there were no apologies.

3. *Minutes of Meeting dated 13 December 2017*

- 3.1 The Minutes of the previous meeting of the trustees on 13 December 2017 were considered by the Board. MD noted that there were some points to tidy up and asked that the language in the second sentence of paragraph 10.2 be rephrased.
- 3.2 The Board agreed that, save for a number of minor amendments; the Minutes of the previous meeting were approved.

4. *Actions Arising*

- 4.1 It was noted that the following actions were carried over from the previous meeting:

10.11 – Give feedback on the ticketing service for the Quad Nations. The CEO highlighted this would be covered under paragraph 11 of the agenda

12.1 – RA to brief the board on the IWRF. It was discussed and agreed this would be covered in paragraph 13 of the agenda.

All other actions had been completed or included in the agenda.



5. Minutes of the Board Strategy Day dated 30 January 2018

5.1 The Minutes of the Board Strategy Day dated 30 January 2018 (the "**Strategy Day Minutes**") were taken as read. The CEO provided the following updates set out in the Report:

- (a) GFC Terms of Reference. With reference to 8.4 of the Strategy Day Minutes, the CEO asked whether GFC's Terms of Reference would be able to address its terms of trading. He noted these were not presently included in their terms of reference. It was discussed and agreed that the key point is that the GFC is a committee of GBWR. The CEO noted the need to make sure the parent company conducted itself appropriately.
- (b) Board recruitment/succession planning. With reference to 9.1.3 of the Strategy Day Minutes, the CEO asked if the Board had been able to find anyone suitable from the members. RA and KA explained that they intended to approach a couple of the RDOs as well as review the influx of new members to keep the process competitive. The remainder of the Board agreed that the recruitment process should be competitive.
- (c) Fundraising. The CEO noted he had retained records of previous fundraising arrangements. It was highlighted that the Board considered the extent of due diligence conducted for potential partners and other fundraising activities during the Strategy Day. The Board highlighted their concern that the Strategy Day Minutes did not reflect a formal record of this point from the Strategy Day. The CEO agreed to provide some comments summarising the discussion points from the Strategy Day meeting.

5.2 The Board agreed that, save for the issue raised at 5.1(c) above, the Strategy Day Minutes were approved.

6. Charitable Donations

6.1 The CEO presented a list of charitable donations to the Board since [April]. He explained that the list contained inaccuracies as a result of some sponsorship contributions becoming mixed up with charitable donations. The Board briefly reviewed the list and it was agreed that the CEO would recirculate the list of charitable donations once its contents had been verified.

7. Sponsorship

7.1 The CEO explained the importance of separating the sponsorship payments (restricted vs. unrestricted) and made reference to the latest sponsorship paper that has been received from the head of fund raising. He explained that this is currently not accurate or as up to date as required. He highlighted that larger sponsorship arrangements have not always been followed up with GBWR's sponsors. The CEO is now looking into this and explained that Roger [] is meeting with various sponsors to discuss this further.

7.2 The Board discussed how they should manage relationships with sponsors going forwards, given GBWR's increasing number of sponsors.

The CEO noted that, in the event they were to secure any more sponsors then have several of the board members to touch base with GBWR's sponsors through lunches, drinks etc.



7.3 The CEO explained that he was following this up to ensure that the sponsorship position is up to date, as required for GBWR's year end.

8. **CEO Report**

8.1 The CEO Report for January 2018 to February 2018 (the "**Report**") was taken as read. The CEO provided the following updates referred to in the Report:

(a) National Development Director

The CEO reported that he, together with MD, had interviewed candidates to replace Kirsty Clarke ("**KC**") as National Development Director and they had narrowed the search to 1 candidate. He explained that he had met with this candidate separately and made it clear the role would need to focus on development activity as well as managing the RDOs. The CEO noted that the candidate had demonstrated clear ability in her previous role but highlighted that he had not heard from the candidate since their last meeting. He highlighted that she may have some difficulties with the role if she tried to expand its remit too far though.

(b) Sport England

The CEO voiced concerns in relation to financial stability and explained that it would be necessary to conduct reviews in relation to:

- (i) sources of income;
- (ii) back office style; and
- (iii) issues of sustainability.

The CEO noted that the financial sustainability deadline should be 31 March 2018 but believed that it may be open to extension. It was noted that funding may be an issue here due to the cost of group activities.

9. **Safeguarding**

9.1 The CEO made reference to the safeguarding paper provided at the meeting and explained that the Board should review GBWR's safeguarding policy at least once a year.

9.2 KA explained that a member had been in contact with regards to the terminology used in GBWR's safeguarding policy. This was discussed amongst the Board and it was agreed that it is comfortable with the terminology used in the safeguarding policy at this time but this would be raised during a meeting between the NSPCC and members the Board next month.

9.3 KA left the board meeting following this point and MS took over as Chairman of the meeting.

9.4 MS highlighted that GBWR shall be hosting a "time to listen" day on safeguarding in the near future and that he shall attend as part of a review of the club's position on safeguarding. MS also noted that he will be attending a basic trading sessions on safeguarding on behalf of GBWR.

10. **Budgets & Business Plans**

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Great Britain Wheelchair Rugby



- 10.1 The CEO set out the proposal for the "final budget". He noted that membership fees were likely to increase and that GBWR had been provided £50,000 for the World Championship.
- 10.2 AF suggested that GBWR adopt a prudent approach with respect to sponsorship income from certain sponsors as certain invoices had not been paid. The CEO believed these had now all been paid but confirmed he would check if they had been finalised.
- 10.3 Fundraising. The CEO highlighted the fundraising target that GBWR had met to date and noted that this did not include funding which GBWR had received earlier this year from certain sources. AF noted this would provide an effective buffer and form part of the positive review in addition to the reserves GBWR currently had in place. The CEO explained that GBWR's aim should be to have funds available for the year ahead at all times in order to ensure they are confident in the Budget.
- 10.4 The CEO explained his concern with GBWR maintaining relationships with sponsors in the event that more relationships are acquired going forward. He noted that he had been working with Roger [] to develop these relationships going forwards with the goal of having an estimated £24,000 p.a. which GBWR could rely on each year. He expressed a preference to expand the range of quality materials produced by GBWR going forwards but acknowledged this would require further expenditure.
- 10.5 AL highlighted the need for GBWR to distinguish sponsorship income from donations due to restrictions associated with charitable donation funds. He explained that sponsorship income should go through the traded company rather than the charity, especially where value is to be provided back to the sponsoring party.
- 10.6 Management Accounts. The CEO explained that the Board monitors GBWR's spending by reviewing its monthly accounts and ensuring that adjustments are made appropriately and then assessed to see how they tie into the management accounts.
- 10.7 GB Budget. The CEO noted that the Budget for the GB Team was based on trips to Japan and Australia and would likely include something to the USA ahead of March 2019.
- 10.8 The Board unanimously approved the GB Budget.
11. **Governance & Finance**
- 11.1 January Management Accounts. The CEO explained the management accounts and noted they were forecasting a corporate underspend of about £10,000 and a corporate development spend of around £15,000 (which may be reduced slightly when replacing KC). He believed there may be a significant underspend for the GB budget due to the cautious approach taken with the camps and GBWR now had reserves available with respect to the camps.
- 11.2 It was noted that GBWR would not have as much flexibility with the camps going forwards as many of the athletes are now in full time employment. The CEO was confident that players would be available for a similar number of camps in the following year provided they were given sufficient time to coordinate the camp around work.
- 11.3 AF summarised that GBWR are broadly expected to break even for the full year budget. He elaborated that GBWR should have a surplus of roughly £200,000 available at the end of the



year due to incomes received in excess of the budget. The CEO noted that the current budget does not fully account for potential further expenditure at this time, such as potential additions to sponsorship management, and so GBWR may need to allocate more money towards sponsorship expenditures at a later date.

11.4 Planning for Annual Report and financial statement. AF noted the need for GBWR Trading Limited to accurately reflect information for the monthly accounts where possible. He mentioned that the Quad Nations budget should run through GBWR Trading Limited and the need to ensure that sponsorships and donations are filed correctly between the two entities to ensure that GBWR retains the benefit of the HMRC exemption. It was discussed and agreed that this couldn't be done without GBWR incurring some expense and that it would be necessary to ensure that funds are correctly processed through GBWR Trading Limited.

11.5 2017/2018 Q3 Business Plan Review. The CEO noted that the Q3 Business Plan Review was covered during the away day and it was agreed that the Board are comfortable with the information provide in respect to this.

11.6 Chair GFC Update Report.

(a) Compliance with code for sports governance and charity regulations. SLF explained that Daniel [] had created a new tracker to monitor changes to the code each year enabling the changes to be more effectively reviewed by the Board going forward.

(b) Diversity Plan. The CEO noted that adhering to the diversity plan did not relieve any of the provisions under the equality plan. He explained that he was waiting for greater clarity from Sport England on this at this time. It was discussed and agreed by the Board that GBWR should focus on complying with the diversity plan as Sport England have made it clear that GBWR have an open commitment to adhere to this. SLF noted that the Board should have a diversity standard role going forwards.

(c) Club Affiliations. The CEO explained that he was unhappy with the current Club Affiliations process as a role of the GFC is to review the RDOs' reports and then make recommendations to the main board.

SLF suggested that GBWR produce a short template for affiliate clubs to adopt in order to produce consistent annual reports. It was discussed and agreed that the RDOs should be provided with training for this rather as opposed to a simple guidance note. The CEO noted that the goal should be to provide support to the clubs whilst also providing some level of protection to GBWR. SLF highlighted that this process would be useful as GBWR know what to check and can check with the RDOs to see if the conditions for running the rugby club are satisfied which is beneficial for achieving consistency between clubs.

The CEO noted the 3 recent clubs that have been reviewed as:

- (i) Canterbury Wheelchair Rugby Club ("**Canterbury**");
- (ii) Darlington Mowden Park ("**Darlington**"); and
- (iii) The Dorset Destroyers Wheelchair Rugby Club ("**Dorset**").



Canterbury. The CEO confirmed that Canterbury appear to be capable of becoming affiliated provided they can produce a set of terms of reference for the club. SLF agreed with this notion, provided certain questions can be satisfied in relation to the club. He explained that the club needed to adopt their own policies rather than cross-referring to GBWRs. It was discussed and agreed that Canterbury could be accepted as an affiliated club provided they are able to provide sufficient information with respect to their financials and terms of reference.

Darlington. SLF explained the legal structure for Darlington was unclear as they appear to be using a partnership agreement with the wider rugby club as their terms of reference. The Board agreed that key fundamental questions would need to be addressed with Darlington before they could be accepted as an affiliated club.

Dorset. SLF explained that Dorset appeared to have a clear constitution which allowed it to operate as a Wheelchair Rugby Club. The CEO explained that his main concern with respect to Dorset was that it included multiple disability sports. The Board agreed that key fundamental questions would need to be addressed with Dorset before they could be accepted as an affiliated club.

11.7 MD asked whether any further information had been obtained to ensure the Board were compliant with the [BPA Member Handbook]. The Board discussed this and acknowledged that further consideration would be required going forwards.

11.8 The Board discussed whether Rugby 7s could be brought within GBWR's remit in the future.

12. **Quad Nations Update & Budget**

12.1 The CEO noted that the budget had been finalised and that ticket prices had been reduced as revenue increased. He mentioned that sponsorship had increased to around £70,000 and explained that the goal for the event was to break even, including any contributions made to GBWR as their goal was to sell more tickets to increase turnout. The CEO explained that this had been reflected in the latest copy of the budget.

12.2 The CEO explained that at least 600 children would be attending from local schools. He noted that further ticket offers have been made for schools in Leicester and Loughborough as well as to the NHS, Police and County Council members. He believed this would help achieve saturation in the area. The CEO believed this would help create a legacy for the event for future years.

12.3 The CEO confirmed that they had decided against merchandise for the events due to the cost associated. MS asked whether the sports bottles would be available for the event and if they could be sold to students. The CEO explained that the expenditures for marketing and equipment were on target. He highlighted that the marketing budget was significantly higher for the event in an effort to saturate it. The CEO explained the success that had been had with radio marketing to raise awareness for the event. He noted the value of using a local advertising agency for the event rather than a national agency.

12.4 The CEO confirmed that the Leicester Tigers would be participating in local events to raise awareness ahead of the Quad Nations.

Board Record

Great Britain Wheelchair Rugby



- 12.5 The CEO noted that there was a bit more expense around the venue and classification due to the need for more space for visitors and additional sponsorship. He highlighted this was not an issue due to higher income. The cost for the contractors had also increased due to the additional sponsorship, which had been offset by the associated fees.
- 12.6 The CEO believed that advertising is okay at this time and that training was proceeding appropriately with the different teams training against one another.
- 12.7 The Board discussed which of their members would be attending the Quad Nations and for which dates.

13. International Wheelchair Rugby Federation

- 13.1 RA explained that, following on from the away day, there had been a presidential campaign for the International Wheelchair Rugby Foundation (the "IWRF"). He explained the relevant timings and dates at which nominations would begin and the point at which he would begin his campaign. The Chair asked whether GBWR could do anything to assist RA, such as including a post about his campaign on GBWR's website. It was discussed and agreed by the Board that it would be legitimate and correct in the circumstances for GBWR to include something on its website
- 13.2 RA explained that nominations would close on 11 May 2018 and that he would then release the manifesto on 14 May. He highlighted that IWRF would officially announce the list of nominees on 29 June 2018. Richard explained he would be engaging in other events at this time such as the Quad Nations and the Canada Cup in June, as well as the Qualification Cup in Switzerland in April, where several voting nations would be in attendance.
- 13.3 SLF asked if there were any governance issues or points the board should be aware of. Richard explained that he has been completely transparent with the IWRF about his actions and there had not been any issues to date.

14. HR Matters

- 14.1 The Board considered and discussed a HR issue.

15. AOB

- 15.1 Safeguarding Policy. The Board confirmed they are happy with GBWR's safeguarding policy, subject to any points raised during its meeting with the NSPCC next month.
- 15.2 GB Budget. The Board approved the GB Budget.

16. Summary of Actions

| Item: | Action: | Person Responsible: |
|-------|---|---------------------|
| 6.1 | Update and re-circulate the charitable donations list | CEO |
| 5.6 | Review sponsorship figures for the year end | CEO |
| 11.7 | Consider compliance with [BPA Member Handbook] policies | All |

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| 12.3 | Consider whether GBWR sports water bottles would be available to be sold to students at the Quad Nations. | CEO |
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Board Record

Great Britain Wheelchair Rugby



ANNEX 1

Confirmed Dates of 2018 Meetings

| | | |
|--------|-----|----------------|
| 19 Jun | 4pm | GFC |
| 27 Jun | 3pm | Board Trustees |
| 18 Sep | 4pm | GFC |
| 25 Sep | 3pm | Board Trustees |
| 5 Dec | 4pm | GFC |
| 12 Dec | 3pm | Board Trustees |