

GBWR Ltd - GOVERNANCE & FINANCE COMMITTEE (GFC)

Meeting Minutes – 18 July 2018

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

In attendance: Russell Clay (RC) (Hogan Lovells)
 Alistair Fraser – Senior Statutory Auditor (SSA) (Mazars)
 Ben Percy (BP) (Mazars)

Item	Minute	Action
1.0	<u>Introduction & Declaration of Interest</u>	
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.	
2.0	<u>Apologies & Quorum</u>	
2.1	SLF noted that there were no apologies.	
2.2	SLF confirmed that the meeting was quorate.	
3.0	<u>Minutes of the GFC Meeting on 20 February 2018</u>	
3.1	SLF made reference to the action points referred to in the GFC meeting minutes dated 20 February 2018 (the " Previous Minutes ").	
3.2	The Previous Minutes were approved.	
4.0	<u>Actions Arising & Identification of AOB</u>	
4.1	It was noted that the actions carried over from the previous meeting had all either been addressed at GBWR's Board of Trustees' meetings or were on the agenda for this GFC meeting.	
4.2	SLF noted that the 2017 AGM Resolutions required the inclusion of GBWR's company number in order for them to be properly lodged with Companies House and this would be resolved following the meeting.	RC/CEO
5.0	<u>Financial Statements</u>	
5.1	<i>Auditors presentation</i> The SSA made reference to GBWR's 31 March 2018 annual report (the " Annual Report "). He set out the background to the Auditors' completion report associated with the Annual Report and noted GBWR had the following audit risks: 1) <i>Management override of controls</i> – the SSA noted this did not appear to be prevalent in GBWR; 2) <i>Income risk</i> – the SSA flagged that there were no issues in GBWR's accounts for this; 3) <i>Income and expenditure recording</i> – the SSA noted that this was intrinsic to charities. He noted that all allocations for GBWR in	

	<p>2018 were correct and the distinction between restricted and unrestricted funds had been accurately reflected; and</p> <p>4) <i>Going concern</i> – The SSA noted that this was applicable to GBWR but highlighted that he had assessed GBWR's financial position and was confident that it would be able to continue as a going concern.</p>	
5.2	The CEO noted that the Auditors' Report made reference to wheelchair rugby being an Olympic rather than a Paralympic sport and this should be corrected going forwards.	
5.3	<p><i>Section 4 – Summary misstatements</i></p> <p>The SSA explained there were 2 types of misstatement applicable to GBWR:</p> <ol style="list-style-type: none"> 1) <i>Unadjusted differences</i> – the SSA noted these were below Mazars' materiality threshold; and 2) <i>The grossing up of gift-in-kind income from Hogan Lovells and the RFU.</i> 	
5.4	The SSA confirmed that Mazars had remained independent throughout and following the conclusion of the process.	
5.5	AF set out the background to the Representation Letter.	
5.6	<p><i>GBWR Accounts</i></p> <p>SLF made reference to the accounts set out in the Annual Report (the "Accounts"). AF set out the background to the front-end of the Accounts.</p>	
5.7	The Committee reviewed the Annual Report. AF highlighted the new disclosure requirement regarding recording attendance at committee and board meetings.	
5.8	AF made reference to GBWR's reserves policy. He explained that the reserve was primarily focussed on what is sufficient to get Great Britain' wheelchair rugby team to the Paralympics in Tokyo. He explained that GBWR's target for the reserve was above the amount shown in the reserve account and was sufficient for GBWR's purposes at this time. He noted that, to the extent that future fundraising falls short of actual spend, this may be reduced closer to the commencement of the Paralympics in Tokyo.	
5.9	<p><i>Cash Flow Statements</i></p> <p>AF set out the background to GBWR's Cash Flow Statements. Both he and the SSA confirmed that this contained the requisite detail and information for GBWR.</p>	
5.10	<p><i>Income From Charitable Activities</i></p> <p>AF confirmed to the Committee that GBWR satisfied all funding requirements and policy requirements in relation to charitable activities.</p>	
5.11	AF noted that GBWR's Annual Report included additional information on "Restricted Funds" this year, due to the increase in proceeds following the	

	"Save GBWR" campaign.	
5.12	The CEO thanked Mazars and AF for their input into the Annual Report.	
5.13	SLF noted that Trustees are now appointed by the board of trustees or elected by the members for GBWR in accordance with GBWR's amended 2017 Articles of Association (the " New Articles "). He suggested that page 11 of the Annual Report be amended to reflect the New Articles.	AF
5.14	The SSA confirmed that Mazars would need to review any changes to the Annual Report but, subject to the materiality of the changes Mazars, would be able to approve the Annual Report. RC confirmed that he would circulate the New Articles following the GFC meeting.	SSA/RC
5.15	<i>GBWR Trading Limited – Report and unaudited financial statements</i> AF made reference to the unaudited financial statements for GBWR Trading Limited (" GBWR Trading "). He noted these were smaller than GBWR's due to the requirements for small companies and were not required to be audited.	
5.16	AF took the Committee through the details of the GBWR Trading Annual Report. He noted that any profits of GBWR Trading would be gifted up to GBWR Ltd	
5.17	The Committee noted that the approval of GBWR Trading's accounts was to be undertaken by that subsidiary company's board .	
5.18	Under the authority delegated by the BOT, the GFC approved the 31 March 2018 Annual Report & Financial Statements of GBWR Ltd, subject to the previously agreed minor amendments and the final sign-off by the Auditors. AF confirmed he would send Mazars a signed copy of the accounts together with the New Articles following the GFC meeting.	
5.19	The Committee reviewed and approved the management representation letter in respect of GBWR Ltd.	
5.20	Mazars left the meeting.	
5.21	AF noted that he would be meeting with Kevin Aitchinson on 20 July 2018 to obtain Kevin's signature for the GBWR Ltd Annual Report.	AF
5.22	The Committee discussed whether GBWR should re-tender GBWR's external audit provider for next year instead of reusing Mazars. AF believed that Mazars were good value. He noted that Mazars had rotated its managing partner to support it remaining sufficiently independent. The Committee considered this and agreed that, given also Mazars experience in the charity and sports sector, it would be appropriate for GBWR to continue using Mazars. SLF acknowledged this and agreed to refer this to GBWR's board of trustees for consideration.	SLF
5.23	<i>Preparations for the AGM</i> The Committee confirmed that GBWR's AGM announcement had been	

5.24	<p>published and was on GBWR's website. The CEO noted that the venue for the AGM had been confirmed.</p> <p>The CEO explained that GBWR had addressed all preparations associated with the AGM.</p>	
6.0	<p><u>Compliance Action Plan with Code for Sports Governance & Other Regulations</u></p> <p>6.1 SLF highlighted that certain points relating to the Compliance Action Plan with Code for Sports Governance & Other Regulations (the "Compliance Action Plan") had been addressed in relation to the GBWR Ltd Annual Report.</p> <p>6.2 SLF believed the key tasks relating to the Compliance Action Plan would now be to update the GBWR policies and regulations to ensure they made reference to the New Articles where necessary.</p> <p>6.3 SLF believed the key pieces of work would be in relation to the election regulations. He noted these need to be addressed in the event that GBWR are required to find a replacement for Richard Allcroft, if he is successful as a candidate for the Presidency of the IWRF.</p> <p>6.4 SLF highlighted that the Nomination Committee Terms of Reference would also need to be updated for this.</p> <p>6.5 SLF noted the following sections of the Compliance Action Plan:</p> <p>6.6 2.1 – The Diversity Action Plan (discussed at a later stage in the meeting).</p> <p>6.7 4.4 – Director's Code of Ethics. SLF noted this would need to be updated to reflect current policy and regulation that apply to GBWR.</p> <p>6.8 5.3 – SLF noted that the stand-alone GBWR Reserves Policy needed to be updated to reflect the policy in the 2017/18 Annual Report & Financial Statements and then be submitted to the board of trustees for sign-off.</p> <p>6.9 The Committee discussed and it was noted that they would upload both the Annual Accounts and additional AGM information to GBWR's website at the same time.</p> <p>6.10 The Committee confirmed they had no further comments in relation to the Compliance Action Plan.</p> <p>6.11 <i>Diversity Action Plan (the "DAP")</i> The CEO confirmed that the new diversity action plan had not been circulated at this time. He confirmed that he had raised this with Sport England and its diversity advisers, Inclusive Boards, and they confirmed that the DAP would need to focus, particularly at the board of trustees level.</p> <p>6.12 The Committee noted that SC had agreed to work on the DAP and recommended that she use the tools and the slides from the Inclusive</p>	<p>SLF</p> <p>SLF</p> <p>SLF/MD</p> <p>SLF/AF</p> <p>SLF/DH</p>

	Boards July presentation to ensure that something is prepared for the DAP in time before the board of trustees meeting in September.	SC
6.13	<i>Code of Fundraising Practice</i> MM acknowledged that this should be addressed alongside the Charity Commission CC20 Guidance and could be discussed by the GFC either at the next meeting or the one thereafter.	SLF/MM
6.14	<i>NCVO – Charity Code of Ethics</i> It was noted that the Charity Code of Ethics did not create too much duplication with the Nolan Principles of Public Life, already widely used amongst NGBs . The Committee discussed the level of detail and felt this sufficiently addressed the policy from a charity's perspective.	
6.15	The Committee felt the first version of the NCVO's Code was acceptable and GBWR may be minded to incorporate it into its policies. It was noted that the Committee did not consider there to be sufficient reason to respond to the NCVO consultation at this time, but acknowledged that it would consider this once they have seen the outcome.	SLF
6.16	<i>GDPR Compliance</i> The Committee noted that DH was continuing to undertake GDPR studies and exams. The Committee discussed and agreed that it would next review GBWR's position in relation to GDPR compliance following the conclusion of DH's training.	
6.17	The CEO recommended, and the Committee agreed that, DH could present on GDPR and the new membership database to the Committee at the next meeting.	CEO/DH
6.18	<i>Rolling Review of GBWR Policies</i> SLF noted that he would conduct the rolling review of GBWR's policies with DH in the coming weeks and present it to the Committee for approval at the next GFC meeting.	SLF/DH
7.0	<u>Reports</u>	
7.1	<i>Sport England End of Year 1 Report</i> The CEO confirmed that he is still awaiting clarification of the position in respect of underspend on talent in year 1 due to the late confirmation and receipt of funds from Sport England. He noted that Sport England had confirmed the allocation money for this year and that these funds had already been transferred to GBWR.	
7.2	SLF asked whether there was the potential to collaborate further with the Invictus Games going forwards. The CEO explained that GBWR's link to Invictus was indirectly through Help for Heroes. He noted that the SLA for Help for Heroes is on a pay as you go basis for services provided by GBWR and noted that this had declined in recent years.	
7.3	The CEO explained that he would speak to Help for Heroes in the coming weeks to discuss how GBWR can continue to support Help for Heroes.	CEO

<p>7.4</p> <p>7.5</p> <p>7.6</p> <p>7.7</p>	<p><i>2017/2018 Q4 Review</i> SLF made reference to priorities 7 and 8 in the 2017/2018 Q4 Review and noted these focus on financial support and governance.</p> <p><i>Safeguarding Implementation Plan (the "SIP")</i> The CEO believed GBWR were in a strong position in relation to the SIP. He noted that GBWR had reviewed the action plan and that the CPSU had approved it.</p> <p>The CEO noted his concern in relation to the level of cost associated with the SIP and he forecast the risk that safeguarding would exceed the budget.</p> <p><i>Risk Management Process & Register</i> The CEO confirmed that the Risk Management Register of Top 10 Risks had been circulated to GBWR's board of trustees. SLF noted that the Committee needs to consider lower ranked risks. The CEO agreed he would raise this with GBWR's Senior Management team but believed these mainly focussed around events and safeguarding.</p>	<p>CEO</p>
<p>8.0</p> <p>8.1</p> <p>8.2</p> <p>8.3</p> <p>8.4</p>	<p>Club Affiliation</p> <p><i>Review of Requirements & Process</i> The CEO noted that the Club Affiliation Process & Requirements had been raised at the DMG as a key concern, as implementation had proved more complex than originally anticipated owing, among other things, to the range of different types of club structure. He believed that the GFC need to re-consider what needs to be in place to make the GFC confident that GBWR would be prepared to recommend a club for affiliation. The CEO suggested that the GFC should schedule a discussion and training session with the RDOs to review the procedures the GFC wish to implement and discuss them with the RDOs to further develop what they expect each club to have in place.</p> <p>The CEO suggested that once a revised process was in place they could then rely on the RDOs to verify compliance with the affiliation process and ensure consistency. The Committee agreed with this suggestion.</p> <p>The CEO believe Club Mark was a useful independent quality control system but believed GBWR should create its own quality assessment process in this respect.</p> <p>SLF suggested that Committee members could then go with the RDOs to meet with groups of clubs to explain the affiliation process. The CEO felt that it may be useful to make this part of a wider session. The Committee agreed they would look consider this as an option for next year.</p>	<p>CEO/AF/SLF</p> <p>CEO/ALL</p>

<p>9.0</p> <p>9.1</p> <p>9.2</p> <p>9.3</p>	<p><u>Recruitment of Non-Trustee GFC Member</u></p> <p>The Committee discussed the recruitment advertisement for a non-trustee member to the GFC.</p> <p>The CEO suggested amending the wording surrounding GBWR's funding. The Committee confirmed that, subject to the proposed change and the inclusion of GBWR's standard wording in relation to diversity and timelines, the advert could be made public.</p> <p>The Committee agreed that SLF, MM and AF would separately agree on dates they could be available for interviewing potential candidates. The CEO suggested the application deadline date be before the date of GBWR's next board of trustees meeting.</p>	<p>SLF/MM/AF</p>
<p>10.0</p> <p>10.1</p>	<p><u>AOB</u></p> <p><i>Fundraising/Sponsorship</i></p> <p>AF queried whether the CEO had had the opportunity to consider how GBWR could cover the commercial sponsor and charitable foundation relationships going forwards. SLF queried whether a better focus may be for GBWR to seek somebody with experience with corporate relationship management who could support the CEO.</p> <p>The CEO highlighted that SC had recommended a potential candidate that he was considering. He noted that GBWR currently focussed on obtaining funding from its network and felt that the potential candidate would need to be able to succeed with this or by bringing their own network which could be utilised.</p> <p>The CEO noted that UK Sport are currently implementing an initiative seeking to codify ways in which NGBs could combine their sponsorship efforts. He expressed his concern with this as he felt GBWR would be at risk of losing its sponsorship advantage by adopting this process. The meeting noted that GBWR had thus far chosen not to participate in this initiative.</p>	<p>CEO</p>