



GOVERNANCE & FINANCE COMMITTEE (GFC)

Meeting Minutes – 18 September 2018

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

In attendance: Lewis Fairfax (LF) (Hogan Lovells)
 Daniel Hook (DH) (GBWR)

Item	Minute	Action
1.0	<u>Introduction & Declaration of Interests</u>	
1.1	SLF welcomed everyone to the meeting and asked whether there were any declarations of interests specific to the meeting. No such 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 18 July 2018</u>	
3.1	SLF made reference to the action points referred to in the GFC meeting minutes dated 18 July 2018 (the " Previous Minutes ").	
3.2	Subject to a number of amendments, which were agreed and incorporated into the revised version of the minutes of the GFC meeting on 18 July 2018, 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.	
5.0	<u>Compliance Action Plan with Code for Sports Governance & Other Regulations</u>	
	<i>Overview of Current Status</i>	

<p>5.1</p> <p>5.2</p> <p>5.3</p> <p>5.4</p> <p>5.5</p> <p>5.6</p> <p>5.7</p> <p>5.8</p>	<p>SLF noted that, as required, the terms of reference for the Nominations Committee and the procedure for elections of Elected Directors had been agreed by the Board and put on the GBWR website.</p> <p>SLF added that the updated Terms of Reference for the Board itself had been well received by the Board members. He said that the intention was to approve the Terms of Reference at the Board meeting on 25 September, such that they would be in place ahead of any interviews for new Board members.</p> <p>AF informed the meeting that the financial reporting requirements under the Code had been reflected in GBWR's report and accounts to 31 March 2018.</p> <p><i>Diversity Action Plan (the "DAP")</i></p> <p>The CEO provided an update on the DAP. He explained that, while there had been two events organised by 'Inclusive Boards' for National Governing Bodies ("NGBs") which had been attended by GBWR representatives, there was still a requirement for greater assistance on completing the action plan.</p> <p>The CEO informed the meeting that he had raised this point with Sport England Director of Sport Phil Smith yesterday, and explained to him that smaller NGBs would need a greater level of support than just events about the topic, such as individuals assigned to them tasked with assisting them on diversity issues including the DAP.</p> <p>The CEO added that he had requested a meeting with Sport England in the next two weeks to discuss, among other things, clarity on the range of support for smaller NGBs on diversity issues. He said he would speak to the GBWR representative who attended the conferences to determine whether there was enough for GBWR to get started with on the DAP.</p> <p>The CEO explained that he was comfortable with the diversity principles set out by Sport England, but was concerned about the implementation and the administrative burden which could potentially be imposed by them in this regard. He said he would inform Sport England if he considered that their diversity process, once finalised, would be an unreasonable amount of work for GBWR.</p> <p><i>GDPR Compliance (to include update on new Membership Database)</i></p> <p>DH took the meeting through the actions being taken by GBWR in respect of GDPR compliance and their completion status.</p>	<p>CEO</p>
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<p>5.9</p> <p>5.10</p> <p>5.11</p> <p>5.12</p> <p>5.13</p> <p>5.14</p>	<p>DH explained that the new outward-facing Privacy Policy for members had been produced, along with an updated internal data protection policy for GBWR staff on how they should manage data. The resubscription process for the newsletter had also been completed; while some subscribers had been lost as a result, the number of resubscriptions had been roughly equivalent to the usual number of those people who regularly read the newsletter. He added that an audit trail of subscriptions to the newsletter had been incorporated as part of this process to ensure GDPR compliance. The membership database had also been put into compliance, meaning any person under 16 creating an account was required to provide an email address for parental approval. The privacy policy and terms and conditions on the website had also been updated such that, upon a new version of the website being produced, members who have not agreed to that version are prompted to agree before using the website, thus creating another audit trail.</p> <p>SLF asked whether there was any section of the GBWR community for whom internet access was an issue. DH informed the meeting that none of the clubs had raised this as an issue for their members and that the relevant club administrator had the ability to add their respective club members to the online database.</p> <p>DH explained that several tasks were still in progress. Specifically, the privacy policy for classification was currently based on an IWRF template and was being revised to reflect changes, pending the classifiers' input. The employee privacy policy and a privacy policy for coaching qualifications were in draft form and being reviewed and tied in to the full privacy policy in a layered approach to avoid having full privacy policies in each instance. The data collection forms for RDOs were also being reviewed, with an updated privacy statement being produced for the data provided in those circumstances.</p> <p>DH added that he had started work on updating the website and the cookies policy to implement a cookies bar giving users the ability to control what cookies are stored. He hoped that the launch date would be later this month.</p> <p>Following a question from MM, DH explained that the database was set up through an external provider and that GBWR was consequently the data controller for these purposes. SLF highlighted that this raised risk management issues and that being clear on the boundaries between GBWR's responsibility and individual clubs' responsibility for data was consequently very important.</p> <p>The CEO informed the meeting that he had specifically briefed clubs that GBWR as NGB did not have responsibility for individual clubs' collection of data. SLF suggested that a modification to club affiliation could be made in the future to ensure they acknowledged their responsibilities.</p>	<p>DH/SLF</p>
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<p>5.15</p> <p>5.16</p> <p>5.17</p>	<p>DH and the CEO further explained that limited access mechanisms had been put in place to ensure that data was segregated and only accessed for appropriate purposes by the appropriate people. The database also tracked all changes made to it and the identity of each person making the change, to provide an audit trail of any modifications.</p> <p>DH informed the meeting that a number of projects were to be implemented in the future, specifically a one-hour GDPR compliance course to be rolled out across GBWR He suggested it would be important to consider how to mitigate the risk that there is currently no consolidated IT system or store for documents. DH noted that he had met with an external provider earlier in the year who could provide a consolidated system. The meeting agreed that this should be looked into.</p> <p><i>Rolling Review of GBWR Policies</i></p> <p>The meeting noted that several GBWR policies were due for their regularly scheduled review. SLF said that the committee should be carrying out the annual overview review of control systems and risk management against not only the Code for Sports Governance but other regulatory requirements. This review had been scheduled for the run-up to the December meeting of the GFC SLF suggested that he, the CEO and DH give thought to what should be included.</p>	<p>DH</p> <p>SLF/CEO/DH</p>
<p>6.0</p> <p>6.1</p> <p>6.2</p> <p>6.3</p>	<p>July Management Accounts (Paper) <i>Commentary</i></p> <p>The CEO explained that he had written a commentary for the GFC and the Board on the July Management accounts.</p> <p>AF informed the meeting that he and the CEO had met, and that AF had flagged that GBWR was behind budget in the area of sponsorship income. Everything else was reasonably controlled, but sponsorship was the top priority.</p> <p>The CEO explained that he was scheduled to have a meeting with the three GBWR coaches next week to seek further efficiencies in the elite programme. Priority would be given to the training and competition schedule but he intended to discuss the reduction of the squad from 12 to 10.</p>	<p>CEO</p>
<p>6.4</p> <p>6.5</p>	<p>The CEO explained that it looked likely that GBWR would come in under budget in all three cost areas. He noted that GBWR income was below budget but said that this was a timing issue with invoices needed to be brought to account, and that some of the invoice income would flow into GBWR Trading Ltd.</p> <p>The CEO noted that the categories of trustee expenses and governance were fully funded but not fully spent against. He suggested this was partially due to time delay on expenses.</p>	

<p>7.0</p> <p>7.1</p>	<p><u>Reports</u></p> <p>The meeting agreed that the 2018/19 Q1/2 Review, the Safeguarding Update and the Top 10 Risks paper would be discussed at the Board meeting next week.</p>	
<p>8.0</p> <p>8.1</p> <p>8.2</p>	<p>Club Affiliation</p> <p><i>Review of Requirements & Process</i></p> <p>The CEO explained that a working session had been set up with the RDOs on 20 November to review the club affiliation process. SLF and AF suggested a 'refresher' on the requirements for affiliation and the steps being taken to flex the process for the types of club structure most commonly encountered. DH agreed in the meantime to provide the attendees with a copy of the document that RDOs were being asked to complete.</p> <p>In advance of the meeting, AF, SLF, and the CEO agreed to coordinate expectations of what they would receive from RDOs and to look at providing worked examples (e.g. of expected financial information).</p>	<p>DH</p> <p>SLF/AF/CEO</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>SLF circulated a number of applications from candidates applying to join the GFC as a non-trustee member.</p> <p>The meeting considered the applications and agreed the candidates to be shortlisted</p> <p>MM and SLF agreed to handle the process of interviewing the shortlisted candidates, including issuing letters and organising and carrying out the interviews.</p>	<p>MM/SLF</p>
<p>10.0</p> <p>10.1</p>	<p><u>AOB</u></p> <p><i>Strategic & Operational Programme (Paper)</i></p> <p>The meeting agreed that this paper would be discussed at the Board meeting on Tuesday 25 September.</p> <p><i>Confirm GFC meetings 2019</i></p>	

10.2	SLF noted that the dates for the GFC meetings in 2019 had now all been confirmed. <i>AOB</i>	
10.3	AF suggested that the GFC should periodically review any SLAs, funding agreements or partnership agreements which GBWR had or ought to have and the meeting agreed to do so.	CEO/SLF