



BOARD OF TRUSTEES
Tuesday 25 September 2018

RECORD OF MEETING

Present:

Kevin Aitchison ('KA')
David Pond ('CEO')
Mary Daunt ('MD')
Andrew Flatt ('AF')
Simon Le Fevre ('SLF')
Suzy Christopher ('SC')
Michael Spence ('MS')
Richard Allcroft ('RA')

In Attendance:

Lewis Fairfax ('LF') (Hogan Lovells)

1. ***Introduction and Declaration of Interests***

- 1.1 KA opened the meeting and asked whether there were any declarations specific to the meeting. RA, having recently been elected as IWRP President, declared his interest and noted that he would be stepping down from the Board at a date to be agreed. No other interests were declared.

2. ***Apologies & Quorum***

- 2.1 KA noted that apologies had been received from Margaret Moore, but that all other members of the Board were in attendance, and that the meeting was consequently quorate.

3. ***Minutes of BOT Meetings***

- 3.1 The Minutes of the meeting of the trustees on 27 February 2018 were considered by the Board. The Board agreed that, subject to a number of minor amendments being made, the Minutes of that meeting were approved.
- 3.2 The Minutes of a conference call between the trustees on 19 September 2018 were also considered by the Board. The Board similarly agreed that, subject to a number of minor amendments being made, the Minutes of that call were approved.

4. ***Actions Arising***

- 4.1 It was noted that the review of the proportion of charitable donations not including gift aid by AF had been carried over from the previous meeting.

5. ***CHARITABLE DONATIONS SINCE LAST BOARD MEETING***

- 5.1 The CEO explained that he did not have materials on this point with him, but would circulate them to the Board following the meeting.

6. ***CEO REPORT AUGUST - SEPTEMBER***

- 6.1 The CEO gave a verbal update on progress in the period August 2018 to September 2018, noting that certain issues he would usually report on at this juncture would be covered by other papers to be discussed by the Board at the meeting.
- 6.2 The CEO informed the board that the new national development directors and RDOs had settled into their roles very well, and that he was consequently optimistic about the current position of development activities.
- 6.3 He added that the main focus of his work at present was on partner relations, on fundraising, on Quad Nations 2019 and on ongoing governance, and that these issues were largely covered in other papers before the Board.

7. **GOVERNANCE & FINANCE COMMITTEE REPORTS**

7.1 **Management Accounts as at July 2018**

- 7.2 The CEO presented a paper featuring his commentary on the July 2018 Management Accounts.
- 7.3 He informed the Board that the key point to take away was that income was lower than would have been expected at this time. He explained that this was mitigated slightly by the fact that some of the shortfall was due to GBWR having not invoiced third parties for certain amounts, and that some ongoing partnership negotiations where payments were expected were not yet finalised. He suggested that the issue was mainly one of timing.
- 7.4 He noted that total committed sponsorship was £150k but target fundraising was £340k. On current figures, a shortfall of £120k in terms of fundraising income was forecast. He added that funding discussions with Sport England, and the RFU were ongoing, and that Sport England had accepted GBWR's Q1 Report and provided funding on that basis.
- 7.5 AF agreed that the shortfall in the budget was almost entirely due to this gap in fundraising, and explained that this was primarily due to difficulties in finalising private-sector income streams due to changes in personnel.
- 7.6 The CEO explained to the Board that he was keeping a tight rein on expenditure. The accounts showed underspend against budget in all areas except safeguarding. In some areas underspend was more a timing issue, for example against Governance. AGM and board strategy away day costs were yet to be factored in, but overall he said that forecast expenditure was below budget.
- 7.7 The CEO informed the board that he was comfortable with the overall financial position and that he was monitoring financial performance constantly. To this end, he informed the Board that he and AF would review the six-month accounts for GBWR in October as this, as always, provides a better indication of financial performance to date and allows time for any in-year action to have an impact.
- 7.8 **Q1/2 Business Plan Performance Review**
- 7.9 The CEO presented the performance review and noted that he expected all tasks and key performance indicators set out within it to be completed or carried out to a satisfactory degree by the end of the year. He explained to the Board that in relation to each entry in the review, there was a colour-coding system showing its status and his notes in respect of progress made on it.

7.10 The CEO informed the Board that he did not consider that any of the entries in the review raised any material concerns for the Board and that good progress was being made, with the national development directors, RDOs and leads feeding into the review.

7.11 **Safeguarding**

7.12 The CEO reminded the Board he was still using an experienced external consultant for safeguarding support.

7.13 The CEO reminded the Board that he had discussed with the CEO of the RFU the possibility of the RFU taking on the GBWR safeguarding task. The RFU already manage the DBS and disclosure system on behalf of GBWR. Due to an internal reorganisation within the RFU progress had slowed and CEO now had a meeting planned with Head Legal at the RFU as safeguarding fell under the legal departments remit under the new structure.

7.14 The CEO explained to the Board that a second option was the centralised safeguarding support function being worked on by Sport England and the Sport & Recreational Alliance. It was, however, unclear at present what form this function would take and what effect it would have on funding.

7.15 The CEO proposed, whatever system was adopted in future for safeguarding, the Board should undergo safeguarding training at the Board strategy day. This would involve a one-hour brief and Q&A with a safeguarding officer from the CPSU. AF also informed the Board that the NSPCC also provided a 2-3 hour course online on safeguarding which the Board could undergo.

7.16 The CEO agreed to progress the above proposals and the Board agreed to decide at a later date whether the proposal for training at the strategy day would then be appropriate.

7.17 **Top 10 Risks**

7.18 The CEO presented a paper outlining the top 10 risks to GBWR as he saw them.

7.19 The CEO outlined that he had upgraded the status of several risks: not maintaining a performance programme (to medium risk), failure to medal at Tokyo (to high risk), failure to meet annual sponsorship target (to high risk) and overloading of key staff (to high risk).

7.20 MD asked whether there were any mitigations to these top 10 risks not included in the paper. The CEO said there were not. SLF suggested that the policy updates currently being made to comply with the Code for Sports Governance could be added as mitigation. The CEO agreed to include these.

7.21 **Updated Nominations Committee TOR & Elections Regulations**

7.22 SLF informed the board that the updated Nominations Committee terms of reference and Elections Regulations had been approved electronically by 4 September 2018.

7.23 MS expressed concern that the new wording requiring 25% of members of the board to have been "participants" in wheelchair rugby (as opposed to players) was overly wide and risked a situation where there were no disabled members of the Board, as a "participant" could include a volunteer who was not necessarily disabled.

- 7.24 SLF reminded the Board that this had been discussed on a board call and noted that it was not unusual for some NGBs to have a stipulation along these lines. KA suggested that the pool of applicants for Board positions was perhaps too small to justify such an exclusion of candidates. SLF suggested that the importance of having a voice on the board to represent disabled people was important, and that the terms of reference could be adjusted to reflect that all appointments should be focused on ensuring there was this kind of representation on the Board.
- 7.25 The CEO suggested that the skills matrix used by the nominations committee could be updated to take this into account.
- 7.26 The Board discussed these amendments. SLF proposed that the terms could be approved and the Board could consider before its next meeting what the most appropriate way of achieving this goal was. The Board agreed.
- 7.27 **Updated Board Terms of Reference**
- 7.28 Subject to minor amendments, the Board approved the Updated Board Terms of Reference.
- 7.29 **Engagement Strategy**
- 7.30 The Board discussed the draft Engagement Strategy. KA noted on the subject of engagement that, as previously, the CEO had engaged with members on the location of the AGM and the Board had focused on making it easy for members to attend.
- 7.31 KA stressed to the Board the importance of Board members attending GBWR events.
- 7.32 The Board considered publishing key matters or actions of the Board for members to access. The CEO reminded the Board that he wrote regular blog posts through which this information was accessible to members. The Board agreed that this format was easier for members to digest than publishing formal minutes.
- 7.33 SLF also reminded the Board that the draft Standalone Reserves Policy needed to be approved. He agreed to circulate it to the Board for consideration, and highlighted that the GFC's view in this regard was that the current GBWR auditors, Mazars, should be retained as a change of contact partner at Mazars meant the independence requirement was satisfied. He informed the board that the GFC would also be conducting reviews of obligations under funding agreements and risk and controls review and would report back to the December meetings on these points and on the results of interviews for candidates to join the GFC.

8. **CORPORATE FUNDRAISING UPDATE**

- 8.1 The CEO reported to the Board that he was in discussions with Onside Consulting whose MD was Andrew Tucker and TLA, an international sports organisation with the aim of them supporting the sponsorship and commercial aspects of GBWR. He informed the Board that he believed this could present a good opportunity which might open doors to other sources of funding.

9. **GB ELITE PROGRAMME 2019**

- 9.1 The CEO presented a financial paper relating to the GB Elite Programme. He noted that the current figures provided for limited funding to be carried over to next year and the use of the 'restricted reserves' to maintain the programme. He explained to the Board that, especially in

light of the shortfall on the fundraising target, he had met with the Elite coaches to discuss where savings could be obtained within the Programme.

- 9.2 The CEO said he had agreed with the coaches that the budget saved by reducing the number of camps and competitions was not an option he wished to pursue . He was however in discussion about reducing the size of the squad from 12 to 10 and he was looking at establishing a ‘home base’ city in Japan on a partnership basis. The latter could provide significant savings in country in the same way as the partnership worked with Chiba City at the Japan Para Games.
- 9.3 The CEO presented the proposed 2019 GB Competition Programme. He outlined the performance benefits of the programme and sought board approval for the full programme and for entry payments for the WWRC 2019 which would fall outside the current financial year.
- 9.4 The Board agreed to approve the GB Elite Programme for 2019, and to approve the entry into Quad Nations, the European Championships and WWRC 2019.

10. **BOARD STRATEGY DAY & BOARD EVALUATION**

- 10.1 KA noted that MD would again carry out the board evaluation as an independent non-executive director. MD said the review would be based on last year's with the aim of benchmarking results between them.
- 10.2 KA set out the proposed draft agenda for the board strategy day on 15 January 2019, which would include succession planning, fundraising, a session on feedback from a members' representative. He explained that Ed Warner had been invited to give a session on challenges in the future.
- 10.3 The Board noted that the UK Sport consultation outcome would be known by the time of the strategy day and that the agenda may change as a result of the outcome. It agreed to discuss GBWR's financial position further at its December meeting which would equally feed into the board strategy day.

11. **RECRUITMENT OF NEW TRUSTEES**

- 11.1 The Board discussed applications received from two candidates to join the Board. It discussed whether, hypothetically, it would be able to appoint both candidates if it approved of both of them by increasing the number of directors to be appointed. The CEO reminded the board that it has the ability to increase its number to a total of 12. This facility had been designed to allow for doubling up in some positions to aid the smooth transition of board personnel.

12. **POST 2018 AGM REVIEW**

- 12.1 The Board agreed that the AGM had proceeded successfully and was a useful event for the membership.

13. **STRATEGIC & OPERATIONAL PROGRAMME**

- 13.1 The Board agreed to review the programme and individual Board members would inform the Board where they might be able to attend relevant events. The CEO agreed to circulate an updated copy.

14. **AOBS**

- 14.1 The Board discussed its annual dinner and agreed to move the event to 5 December, venue to be confirmed.
- 14.2 KA informed the Board that the organisers of the Sevenoaks Rugby club had been very helpful and suggested that the Board send some flowers to them as a token of thanks.
- 14.3 The CEO informed the Board that he was meeting with Bob O'Shea to discuss awards and recognition, and a draft paper to be discussed setting out a programme for athlete awards and volunteer awards within GBWR.
- 14.4 KA agreed to contact GBWR's patron, Jason Leonard, about attendance at the strategy day, the Quad Nations or the WWRC, or a sponsor event.

15. **Summary of Actions**

Item:	Action:	Person Responsible:
5.1	Circulate information on donations received since last Board meeting.	CEO
7.7	Six-month accounts to be reviewed before next Board Meeting.	CEO, AF
7.20	Policy updates to be included as mitigation to the relevant risk in Top 10 Risks paper.	CEO
7.33	Draft Standalone Reserves Policy to be circulated to Board members.	SLF
7.33	GFC to report back on that Policy, its recent interviews and the appointment of auditors at the December Board meeting.	SLF
11.1	Report back on interviews with candidates for new trustees.	KA, AF, MD
13.1	Updated Strategic & Operational Programme to be circulated.	CEO
14.4	Contact Jason Leonard about future events.	KA