



**BOARD OF TRUSTEES**  
**Wednesday 20<sup>th</sup> September 2017**

**RECORD OF MEETING**

***Present:***

Mike Spence (MS) (in the Chair)  
Suzy Christopher ('SC')  
Mary Daunt ('MD')  
Michael Spence ('MS')  
David Pond ('CEO')  
Simon Le Fevre ('SLF')  
Richard Allcroft (RA)

***In Attendance:***

Ross King (Hogan Lovells)  
Charlie Howell (Hogan Lovells)

1. **Introduction and Declaration of Interests**
  - 1.1 MS confirmed that the meeting was quorate.
  - 1.2 SC declared that she was a trustee of The Lord's Taverners (see 6.1(a)). In accordance with article 17(2) of GBWR's articles of association, the interest did not preclude SC from attending the meeting.
2. **Apologies**
  - 2.1 Kevin Aitchison ('KA'), Margaret Moore ('MM') and Andrew Flatt ('AF') sent apologies for their absence.
3. **Minutes of Meeting dated 14 June 2017**
  - 3.1 The Minutes of the previous meeting of the trustees on 14 June 2017 were considered by the Board. The Board agreed that certain information in the Minutes should not be made public but, instead, included in a confidential annex. 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:  
  
*6.2(g) – Complete board member appraisals by December '16* – the CEO noted that KA was going to meet individual board members and conduct appraisals. SLF noted that the purpose of the appraisals was to access individual board member's contributions and things that can be done better.
  - 4.2 All other actions had been completed or included in the agenda.



5. **Charitable Donations**

The CEO presented a list of charitable donations to the Board since June. The Board reviewed and discussed the list.

6. **CEO Report**

6.1 The CEO report for June to September (the "**Report**") was taken as read. The CEO provided the following updates on items set out in the Report:

- (a) Manifesto for Unfunded Sports. The CEO gave a positive report of his meeting with the Chair of UK Sport and noted that he was preparing to submit GBWR's vision of base-level UK Sport funding. The CEO noted that he was to prepare a one-page paper outlining which costs the funding would cover (i.e. travel, costs etc.). The CEO stated that he understood that the Chair of UK Sport would present the funding request, along with those of other unfunded NGBs, to the UK Sport board. Lord's Taverners funding. The CEO was delighted to report on the recent agreement by Lord's Taverners to fund the GBWR Youth Programme and replace BT as its headline partner for youth.
- (b) Wooden Spoon. The CEO reported on his recent meeting with the acting CEO of Wooden Spoon in connection with the Chair Campaign. The Board considered a number of issues included in the Confidential Annex.
- (c) Invictus Games. The CEO expressed his regret that he would be unable to attend the Games in Canada despite provision in the budget for this. SC and SLF suggested ways in which GBWR might capitalise on the occasion, for instance, through TV interviews with GBWR players or by posting supportive content on the website. The Board noted that GBWR would be well placed to do so, given that it coaches the Invictus team and that its captain is a GBWR player.

7. **Finance & Governance**

7.1 July management accounts. The CEO was confident that GBWR would be in a good financial position entering the New Year, noting that a VAT rebate was expected and that income was already in excess of budget despite significant outstanding amounts. The CEO explained his approach of cautious financial monitoring from October to provide the earliest possible warning that projects might have to be discontinued. The Board expressed its approval of this approach as prudent. The CEO reported that, as at the end of July, there remained £45,000 from the budget in the July 2017 accounts. He added that the company held a reserve of £294,000 and cash in the bank of £393,000 at the end of July 2017. The company expenditure is currently £60,000 under budget.

The CEO further noted that GBWR still expected to receive some significant income from BT and Roma sponsorship.

7.2 Audit. The CEO reported that the audit was continuing according to schedule and that fieldwork had been completed, but noted that there were still some outstanding issues to be resolved. The Board delegated consideration of the draft audit to the Governance and Finance Committee ('GFC'), which would meet for that purpose ahead of the AGM on 18<sup>th</sup> October.

7.3 Athlete grants. The CEO clarified the purpose of athlete support, largely to cover expenses to enable athletes in financial difficulties to train and participate in the sport. The Board



confirmed the approach outlined in an email circulated on 3<sup>rd</sup> July 2017, namely to delegate authority over athlete grants to the CEO and AF. The CEO provided additional detail on matters included in the Confidential Annex.

- 7.4 Risk management policy. The Chair invited comments on the proposed risk management policy ('RMP'), noting that it had also been discussed in yesterday's GFC meeting. SLF explained that, in light of future requirements in the Code for Sports Governance (the 'Code') for discussions of risk in the Annual Report, and in line with common practice of major recipients of public funding, the policy attempted to document existing risk management processes and to provide the CEO and his team a regularly updated framework for judgements on risk. The Chair invited questions on the policy and thanked SLF. The Board approved the policy.
- 7.5 Remuneration Committee TOR. SLF reported on the GFC's consideration of the CEO's draft, noting that it was an excellent start, but that it could be simplified for and tailored to GBWR's purposes. SLF noted that the policy was required, not under the Code, but under the articles of association (the 'Articles'), and that this requirement was worth preserving despite the upcoming opportunity to amend them. The Board agreed. In response to a question from MS, SLF clarified the remit and reach of the remuneration committee. The Board echoed the GFC's opinion of the draft and awaited further revisions by the CEO.
- 7.6 Code for Sports Governance action plan. The CEO reported that the action plan had been submitted to and agreed by Sport England, and that the majority of its action points had been completed ahead of time. As to the outstanding actions, Sport England had since accepted that only plans to complete these actions would need to be in place ahead of the original deadlines, since its guidance on these issues had been expected by the end of August but was still forthcoming except in respect of the Equality Action Plan.
- 7.7 The CEO and SLF were particularly interested in Sport England's guidance on the legal responsibilities of directors, their understanding of those responsibilities, and the need for a Board Code of Conduct. The CEO proposed to liaise with Sport England and involve the GFC to close down outstanding action points as far as possible. The Board evaluated its current position and awaited further guidance from Sport England.
- 7.8 Proposed amendments to articles. SLF presented an explanatory note on the Articles. It noted that the Articles' current election and appointment processes for directors were based on a ten-year-old model, and that revisions were required in order to comply with new requirements of the Code coming into effect on 1<sup>st</sup> April 2018. The Board considered the potential amendments in detail and expressed a desire for greater clarity on several points in advance of changing the Articles. The Board also discussed the consequences of leaving the Articles unmodified and concluded that revisions were indeed necessary.

The Chair invited opinions on the particular question of whether the Articles should require an independent chair. The CEO and SLF discussed the merits of independent chairs, noting that recruiting independently allowed access to a larger pool of candidates and a wider range of skill combinations, and that an independent chair would be better placed to deal with competing internal interests such as might arise now that variant disciplines of the sport were emerging. The CEO suggested involving KA in this discussion at the earliest opportunity.

The Board noted the advantages of flexibility and opted for this to be reflected in Articles. The Board approved a plan for the CEO and SLF to work with lawyers to finalise the proposed amendments in time for notice of the AGM.



7.9 Equality action plan. The CEO reported that there was little to update the Board on. Sport England had provided their formal guidance and a template equality statement. The CEO noted that GBWR had until the end of October to respond, but that, ultimately, it would have to update its statement and publish it visibly on its website. In the meantime, further guidance was awaited from Sport England on the overlap of the equality and diversity standards.

8. **GB Elite Programme 2018**

8.1 Competition programme. The CEO reported that the competition budget for the upcoming year provided for two overseas tournaments and the World Championships, but that more competitions would be possible if further income was secured. The CEO stressed the importance of matches with the top international teams, and identified a competition in Japan and the Canada Cup as the two target competitions before the World Championships. The CEO was yet to discuss and agree the final competition programme with the elite team.

The CEO requested Board approval for hosting an international competition in the UK in March. Some preliminary work had already been done, namely to gauge interest by reaching out to other national teams (to which the response had been very positive) and to engage Martin Salt to research potential venues. For cost reasons, the programme would provide for training and friendly matches at Lilleshall before moving to the main venue, which the CEO proposed could be Leicester. SLF also suggested Birmingham and the Board discussed the relative merits of these locations taking into account cost, transport links and GBWR's existing relationships.

The CEO was confident that sponsorship could be obtained for the competition and that, in any case, the financial burden was low given the high cost of attending alternative competitions abroad. The Board approved the proposal for a competition in March.

8.2 Strength and conditioning. The CEO reported that a joint position for strength and conditioning training and research had been created in collaboration with Loughborough University. A second joint position for video analysis had been proposed. The cost of these positions would be shared between GBWR and Loughborough University and the athletes would receive free testing and travel in exchange for their participation in the research.

8.3 Coaching. The CEO noted his desire to pay the head coach in future if sufficient funds or sponsorship became available.

8.4 Outlook for the elite team. The CEO noted tough and strengthening competition from international teams and the importance of maintaining GBWR's dominant position. The CEO noted the risks posed by missing international matches due to lack of funds.

9. **Corporate and Fundraising Update**

9.1 Corporate. SLF noted that the wholly-owned subsidiary of GBWR, WWRC15 Limited, had changed its name to GBWR Trading Limited and that the change had been notified to Companies House on 29<sup>th</sup> March 2017.

9.2 Fundraising. The CEO and SC discussed the general increase in donations following any kind of publicity, referring back to earlier discussion (see 0) and the opportunities presented by the Invictus Games (see 6.1(c)).

9.3 Sponsorship. The CEO reported on various sponsorship events that were being planned, particularly a high-quality corporate event at Lloyds of London. This would combine a

## Board Record

### Great Britain Wheelchair Rugby



wheelchair rugby performance and experience with an education programme, opportunities for future partnerships, and a 'call to action' from their CEO. The CEO also reported on the on-going development of a new fundraising model at home matches given by Gloucester and Sevenoaks rugby clubs. Currently this took the form of fundraising lunches.

#### 10. International

10.1 UK Sport support. The CEO was pleased to report that UK Sport had decided to support the international programme, attributing this to GBWR's good internal profile. The programme would include the CEO taking annual trips to Japan ahead of Tokyo 2020.

#### 11. AOB

11.1 RA provided an update on his presidential campaign for the International Wheelchair Rugby Federation and noted that, if successful, he would step down from the Board. The Board offered RA their support.

11.2 The CEO reported on an on-going personnel issue at the GBWR Head Office, the detail of which is included in the Confidential Annex.

11.3 Affiliation update. On behalf of the GFC, SLF recommended that affiliation letters should be sent to six clubs. The Board approved the recommendation.

#### 12. Summary of Actions

Item:	Action:	Person Responsible:
3.1	Further amendments to meeting of 14 June	CEO, Hogan Lovells
7.5	Remuneration Committee TOR	CEO
7.2	Consideration of draft audit ahead of AGM	GFC
7.6	Code for Sports Governance action plan	CEO, GFC
7.8	Finalisation of proposed article amendments	CEO, SLF, Hogan Lovells
11.3	Send out affiliation letters to six clubs	GFC

#### Dates of Next Meetings

1 Nov GFC

8 Nov AGM – 5pm at Twickenham (post-meeting change of date to 21 Nov)

#### Proposed Meetings 2018

29/30 Jan Annual Board Strategy Day

22 Feb GFC

27 Feb BOT

21 Jun GFC

27 Jun BOT

## Board Record

### Great Britain Wheelchair Rugby



25 Jul	AGM
20 Sep	GFC
26 Sep	BOT
6 Dec	GFC
12 Dec	BOT