



BOARD OF TRUSTEES

Wednesday 26 June 2019

RECORD OF MEETING

Present:

Kevin Aitchison ('KA')
Michael Spence ('MS')
David Pond ('CEO')
Margaret Moore ('MM')
Mary Daunt ('MD')
Andrew Flatt ('AF')
Simon Le Fevre ('SLF')
Suzy Christopher ('SC')
Jon Nutman ('JN')

Apologies:

Andy Barrow ('AB')

In Attendance:

Russell Clay ('RC') (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. No such declarations were made.

2. **APOLOGIES & QUORUM**

- 2.1 KA noted that apologies had been received from Andy Barrow and that MM was on her way to the meeting (having given notice when the meeting was arranged that she would arrive late due to a diary clash), 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 20 February 2019 (the "**Previous Minutes**") were considered by the Board. The Board agreed that they would flag any points they had regarding the Previous Minutes and then make arrangements with the CEO to approve the Previous Minutes by circular email.

4. **ACTIONS ARISING**

- 4.1 It was noted that all actions highlighted at the last meeting of the Board on 20 February 2019 had been carried out or otherwise would be carried forward to the next board meeting's agenda.

5. **CHARITABLE DONATIONS**

- 5.1 The Board reviewed and noted charitable donations received since the last board meeting. The Board discussed the JustGiving page established for donations to GBWR. SC noted that GBWR would be relaunching its JustGiving page in the near future.

The Board discussed expanding this agenda item going forwards to also consider sponsorship and other income that were credited to GBWR Trading Ltd. It was agreed that going forwards this agenda item would also include a separate list of such contributions into the trading subsidiary.

6. **CEO REPORT JANUARY - MAY**

- 6.1 The CEO presented his quarterly report and invited questions from the Board.
- 6.2 The CEO updated the Board on his experience at the Beyond Sport event that had been sponsored by Sport England and featured approximately 300-400 delegates, including members from government bodies and community interest groups. The Board noted the CEO's understanding that some investment by Sport England being linked to social impact outcomes was a certainty in the next investment round.
- 6.3 The CEO confirmed that Churchill had offered to host a further clay shoot in 2020 as a charity fundraiser for GBWR.
- 6.4 SLF asked how GBWR's Senior Management Team were operating at the moment. The CEO explained that Lauren Templeton began working at GBWR as the new National Development Director on 25 June 2019. He set out how Julie Bunnage would be progressively handing over her responsibilities to Lauren going forwards. He noted that Paul Arnold would primarily return to his position as an RDO covering the South of England, but flagged that he would continue to undertake certain ancillary tasks. The Board agreed that Lauren should be invited to the Board's next meeting in September as an opportunity to meet the other Trustees and brief on her initial impressions.
- 6.5 KA asked how RMA sponsorship tender would be addressed going forwards. CEO said that he would be putting together a tender document to go out early in 2020 and was confident that RMA would wish to bid again. He commented that they have been strong partners and it would be in the interests of GBWR to continue the relationship but equally it was important to competitively tender the contract at this point.
- 6.6 KA asked for an update on RFU position in respect of assuming the safeguarding task for GBWR. The CEO reminded the board that the RFU had recently appointed a new CEO and, until he had reviewed the organisation, it was unlikely that a decision would be made.

7. **EQUALITY & DIVERSITY REPORT**

- 7.1 SC updated the board on the draft Equality and Diversity Report.
- 7.2 SC recommended GBWR introduce a data capture process and actions going forwards to ensure that its policies are adhered to. She believed this was not something GBWR needed to engage a third party for but could instead manage internally. The Board discussed the provisions of the Equality and Diversity Report. It was agreed that:
- (a) Paragraph 5 acted as a catch-all provision to account for situations which GBWR could not reasonably foresee;
 - (b) The Code for Sports Governance, the Standard for Safeguarding & Protection in Sport, and the Equality Standard for Sport should be reviewed to ensure consistency of terminology and practice with them in GBWR's documentation;
 - (c) The language in paragraph 8.2 should refer to both the Diversity Plan and Equality Action Plan;
 - (d) The language in paragraph 9.5 should be expanded to provide for independent external review by Sports Resolutions UK, in the event that internal policies are exhausted; and
 - (e) language used by IWRF should be incorporated as well where possible.
- 7.3 The Board discussed the Equality and Diversity Policy and agreed that this should cross-refer to GBWR's other policies where appropriate (such as the Safeguarding Policy).

8. **GOVERNANCE & FINANCE COMMITTEE REPORTS**

Minutes of the GFC Meeting

- 8.1 The Board discussed the draft minutes of the GFC meeting from 12 June 2019.
- 8.2 SLF acknowledged that he would recirculate the minutes of the GFC meeting to the Board once they had been finalised.

Update on Audit

- 8.3 AF flagged that he had now received the management accounts and that the auditors were finalising the audit process. It was noted that the GBWR made a loss of approximately £110,000 whereas GBWR Trading Limited made a profit of circa £30,000.

Delegation of approval of Annual Report & Financial Statements 2018/19 to GFC

- 8.4 AF asked the Board delegate to the GFC to approve the audited accounts at its meeting on 31 July 2019 in accordance with previous practice. The Board approved this delegation.

MM joined the meeting

Review NGB Policies

8.5 The Board discussed the amended NGB policies. SLF noted that minor amendments had been made to the Privacy Notice and the Website & Cookies Policy. It was noted that the GFC had reviewed these policies and were seeking Board approval.

1) Whistleblowing

8.6 The board discussed the interpretation of "serious concern" and "public interest" and acknowledged that, as Hogan Lovells had reviewed this policy, agreed that "serious concern" and "public interest" should be retained in the policy.

2) Privacy Notice for Employees

8.7 The Board discussed the privacy notice policy. MD queried whether it should address hacking. The Board felt this issue was covered sufficiently through other policies.

3) Website & Cookies Policy

8.8 The Board discussed the website & cookies policy.

8.9 Subject to a number of minor typos being corrected, the Board approved the three NGB Policies.

NGB Recognition Matters

8.10 SLF presented the background to the Ulster Barbarians affiliation application to GBWR.

8.11 The Board discussed GBWR's proposed response to Ulster Barbarians.

Wheelchair Rugby 7s

8.12 The CEO highlighted that Wheelchair Rugby 7s had approached the RFU. The Board discussed the position of WR7s and the potential issues and opportunities it presented. The CEO agreed to meet with Wheelchair Rugby 7s and report back.

Club Affiliation

8.13 SLF reported on the GFC review of the following Clubs' Affiliation Requests, and made the following specific recommendations:

- (a) Yorkshire Lions Wheelchair Rugby Club (operating as part of the SPINE registered charity) to be affiliated, subject to confirmation of meeting certain governance requirements;
- (b) Darlington Mowden Park Bulls Wheelchair Rugby Club (operating as the WR section of Darlington Mowden Park Rugby Football Club Ltd) to be affiliated, subject to confirmation of meeting certain governance requirements;
- (c) Canterbury Hellfire Wheelchair Rugby (operating as the WR Section of Canterbury Rugby Football Club Ltd) not yet to be affiliated, as terms of reference for the WR section are required;
- (d) Westcountry Hawks Wheelchair Rugby Club (registered charity) not yet to be affiliated, as further information on the relationship with Exeter Athletic Rugby Football Club is required.

8.14 The Board approved the recommendations

Health Check – Stoke Mandeville

8.15 SLF confirmed that the GFC considered that the health check is satisfactory for this club. The Board approved Stoke Mandeville's health check.

9. **AGM PREPARATION**

9.1 The CEO took the Board through the AGM timelines and preparation schedule. It was agreed that a Board conference call could be set up for 11 September to finalise any AGM matters if needed.

10. **NOMINATIONS COMMITTEE**

10.1 MD presented to the Board on the process for the recruitment of a Chair Designate and the composition of the Nominations Committee. She referred to the terms of reference for the Nominations Committee which were updated and approved by the Board in August 2018. This was in order to align with the 21.11.17 GBWR Articles of Association and with the Code for Sports Governance.

10.2 It was noted that MD, AF, JN and MM had been asked to sit on the Nominations Committee for the purpose of the recruitment of a Chair Designate, acknowledging that KA cannot be directly involved in the recruitment of his successor. MS as vice-chair had decided not to chair this committee in view of the fact that he would be stepping down from GBWR next year. MD had been asked and had agreed to be the chair of the Nominations Committee.

10.3 A query had been raised as to whether it was desirable for a Senior Independent Director (SID) to chair a nominations committee in case there was ever a dispute over the chair appointment. MD and MM advised that recent research held the view that the SID could chair a nominations committee and it was felt that, if there was such a dispute, then it would be appropriate for there to be an external review of the due process.

10.4 MD advised that both UK Sport and Sport England would be invited to join the interviews in an observational capacity. KA also advised that he would speak to Hugh Crisp of Manchester Square Partners to discuss what involvement in the process they may be able to offer.

10.5 MD advised that KA had emailed the Board on 13 April 2019 to approve the composition of the Nominations Committee and it had been approved.

10.6 MD noted that the Nominations Committee held a conference call on 24th April to discuss process and timings, where it had been agreed to aim to have a Chair Designate in place by January 2020 to provide a 9 month overlap before KA steps down after the Tokyo Paralympics.

10.7 The timeline was that a 'Person Specification' with essential and desirable criteria, together with where the role would be advertised, would be agreed soon. The role would be advertised after the Summer break, with interviews taking place in October/November. It was agreed it would be good to be able to approve the appointment at the December board meeting.

MD asked for all Board members to send her their list of essential and desirable criteria.

10.8 The CEO noted that Sport England is now offering an arrangement through Perret Laver for recruiting of board positions. He flagged that this was introduced partially with the intention of promoting greater diversity and equality in board roles.

11. **TOP 10 RISKS**

11.1 The CEO presented the updated top 10 high level risks.

11.2 AF asked whether risk item 3 should be reduced to “medium” instead of “high” given the performance of Team GB's elite squad in recent months. The CEO suggested that this be reviewed following the WWRC19 tournament.

11.3 SLF believed item 9 needed to be increased to “medium”. He flagged that this was because Sport England were intending to bring through a new compliance scope which may necessitate GBWR increasing this risk whilst it takes action to remain compliant with the Code for Sports Governance. The CEO noted he would be meeting with the governance and classification teams at Sport England next week as part of the annual review and would hope to gain a better understanding of this change in scope at that time.

12. **BOARD ASSESSMENT 2019 & BOARD DEVELOPMENT DAY 13/14 JAN 2020**

12.1 KA flagged that the Board Development & Strategy Day has been moved from 28 January 2020 to the weekend of the 13th and 14th of January 2020. The Board acknowledged and approved this date. KA flagged that he would be able to confirm by tomorrow whether Manchester Square Partners are able to attend and assess the Board at the board development day.

12.2 The Board discussed potential agenda items for the day and GBWR's general strategic position ahead of the next funding cycle

13. **AOB**

13.1 In response to a question from AF, the Board agreed to consider which Trustee was best placed to keep track of IWRF and other international matters.

13.2 The CEO flagged that he will be meeting with the previous Performance Director of Wheelchair Basketball who was now employed as an independent consultant. The aim of the meeting was to assess whether there may be an opportunity to engage him to support the Paris Investment Submission work.

13.3 KA queried whether the Board need to include any new strategic milestones at this time. The Board felt these were sufficiently covered in the existing document ahead of the Board Development & Strategy Day.

13.4

14. **SUMMARY OF ACTIONS**

Item:	Action:	Person Responsible:
3.1	Board to provide any comments on the Previous Minutes	All Trustees
7.2/7.3	Equality and Diversity Report to be amended to reflect the board's comments as set out in paragraph 7.2 / 7.3	SC
8.2	GFC meeting minutes from 12 June 2019 to be finalised and circulated to the Board.	SLF
8.8	Remove typos from the Website & Cookies policy	CEO/DH
8.11	Prepare a response to Ulster Barbarians affiliation application	CEO/SLF
8.12	Meeting with Wheelchair Rugby 7s	CEO
11.1-11.3	Top 10 risks to be adjusted	CEO
12.1	Confirm whether Manchester Partners are able to attend and assess the Board of Trustees at the Board Development & Strategy Day	KA