

# MINUTES

Approved at 29 September 2021 Board Meeting



**Meeting**                      **BOARD**

**Location**                      Online (Google Meet)

**Date / Time**                      Tuesday 13 July 2021

**Present:**                      Mark Davies (MD) (Chair)  
Kate O'Sullivan (KOS)  
Liz Behnke (LB)  
Nick Hubble (NH)  
Laura Lion (LL)  
Andy Parkinson (AP) (CEO)  
Simon Reeves (SR)  
Karena Vleck (KV)  
Peter Milhofer (PM)  
Martin Claxton (MC)  
Tina Kokkinos (TK)

**Apologies:**                      Jack Beaumont, Brendan Purcell (BP, Director of Performance)

**In attendance:**                      Susan Lightman (SL, Deputy Director of Legal and Governance), Tatiana Doncaster (TD, Director of Finance), Genevieve Collett (Minute Secretary), Kenny Baillie (KB, Director of Partnerships & Communications), Helen Rowbotham (HR, Director of Rowing Community & Strategy)

	<p><b>BRITISH ROWING CHARITABLE FOUNDATION - LOVE ROWING</b></p> <p>Cath Bishop, Chair of Love Rowing delivered an update to the Board. The Chair thanked her for her contribution.</p>
1	<p><b>CHAIR'S INTRODUCTION</b></p> <p>Mark Davies (MD) welcomed the Board to the meeting and congratulated Deputy Chair, Kate O'Sullivan (KOS) on her recent British Empire Medal.</p>
2	<p><b>APOLOGIES FOR ABSENCE</b> and quorum</p> <p>The meeting was quorate. There were apologies for absence from Jack Beaumont and Brendan Purcell.</p>
3	<p><b>DECLARATIONS OF INTEREST</b></p> <p>There were no new declarations of interest from the Board apart from KOS who confirmed that her role as a university coach was now a paid position.</p>

# MINUTES

Approved at 29 September 2021 Board Meeting



4	<p><b>APPROVAL OF MINUTES</b> from the previous Board Meeting on 19 May 2021. The minutes of the above meeting were noted and approved by the Board.</p>
5	<p><b>MATTERS ARISING</b> (not otherwise covered on the agenda)</p> <p>All other matters on the action tracker had been completed or were on-going apart from:</p> <p><b>Action:</b> Peter Milhofer (PM) and MD to discuss and agree a working system to delegate review of the Risk Register to the relevant sub-committee.</p> <p><b>Action:</b> The action of mapping British Rowing’s strategy to Sport England’s strategy. This was because British Rowing is waiting for Sport England to outline how their funding would be allocated or split out. As soon as this information was available, AP to update the Board accordingly.</p> <p style="text-align: right;">PM/MD</p> <p style="text-align: right;">AP/HR</p>
6	<p><b>DISCUSSION ITEMS</b></p>
6.1.1	<p><b>ACHIEVING OUR STRATEGIC GOALS</b></p> <p>A working group subset consisting of AP, PM, LB, MC, HR and KB had met last Friday to discuss how best the goal of 100,000 members by 2025 could be achieved by British Rowing. The group agreed it had been a useful and helpful discussion to shape which audiences they should focus on to get the best return.</p> <p>AP shared that their discussions had focused on three specific priority groups to target - ‘buckets’. The working group had discussed why these three buckets were chosen a priority, and what the executive team could do to facilitate them taking up membership.</p> <p>The working group had all agreed they needed sequencing in this process and the importance of technology in its success. They also agreed that the Board was there to provide a steer, and it was the executive team’s job to lead the work.</p> <p>The three ‘buckets’ proposed to be targeted were:</p> <ul style="list-style-type: none"> <li>• Club Rowers</li> <li>• School Age Rowers</li> <li>• Indoor Rowers</li> </ul> <p>The Board noted whilst the previous membership drive initiative’s (Project Oarsome) philosophy was good British Rowing did not have the necessary cash to incentivise clubs to grow their memberships in this way.</p> <p>SR raised the point that the club member that British Rowing was focused on signing up did not necessarily compete. As such, real value needed to be demonstrated to them in joining British Rowing. An attractive package would facilitate this, but he also asked whether the</p>

# MINUTES

Approved at 29 September 2021 Board Meeting



outdated club affiliation model could be reviewed to attract this demographic. Many non-competitive club rowers saw very little value in joining British Rowing as they perceived it as just a license to competitively row. If they did join would need to see consistent value in their membership if they were to become longstanding members.

AP agreed and stated that there was a need to further enhance the relationship with British Rowing's affiliated clubs and a clear focus needed to be on a recreational offer.

Laura Lion (LL) commented that she would be happier to see new markets being approached and raised juniors and recreational rowers as being viable groups. She further noted the success of spinning clubs holding classes at lunchtimes and asked if British Rowing was doing enough to encourage those coming off Learn to Row courses to take up membership by running appropriate and convenient leisure activities.

Universities were seen as an omission by some of the Board. AP countered that British Rowing had a good knowledge of the schools' market and it was easier to approach one single school coach and get 80 children signed up than going after individuals at university level where they had no ongoing direct point of contact. Some of the Board felt it would be useful for further discussion meetings to take place before the executive team started their work and were concerned on starting work without further evaluating the suitability of these target groups.

However, MD stated that it was the CEO's role to decide the demographics and manage the process and that there would be no benefit to delaying the momentum to the next Board meeting. While bucketing our audience in a manner which made it clear who any particular initiative was targeted at is useful, it is also the case that initiatives would cross buckets. For example, the way we communicate and interact with our members - for example, via an app or through any other method - would impact more than one audience. It is not a case of having to make a choice between "university leavers or school leavers". To this end, he suggested that the process should begin as soon as possible. It was noted that the role of the Board in this initiative was two-fold.

1. To provide support, assistance and challenge on the three 'buckets'.
2. To review other 'buckets' suitability along the way.

TK raised the point that to introduce change on this scale, enablers needed to be put in place.

She outlined these as follows:

1. Membership structure - charging fees, giving incentives, and offering benefits.
2. The right support for clubs – to enable them to be effective at making changes.

# MINUTES

Approved at 29 September 2021 Board Meeting



	<ul style="list-style-type: none"><li>3. Digital strategy – this would almost certainly involve having an app.</li><li>4. Client involvement – keeping the rowers’ experiences valid and consistent throughout their rowing career.</li><li>5. Partnership and collaboration with attractive and relevant partners.</li></ul> <p>The Board stressed that they were keen to help the executive team by sharing their own skills and experience where relevant. SR, MC and PM could be particularly useful on this front with their involvement in club rowing at grassroots level.</p> <p>KB pointed out that increasingly contact sports were being seen as too dangerous for schools. Rugby was being singled out with its high levels of head injuries which could lead to the onset of dementia in later life. It looked likely that many private schools would shift from rugby and hockey to sports like rowing to mitigate these risks. KB noted that this shift represented real opportunity for rowing which was not a direct contact sport.</p> <p>AP thanked PM, LB and MC for their contribution to the working group and it was agreed that they would continue working in this capacity to further achieve the aims of the strategic goals.</p> <p><b>Decision:</b> The Board agreed that the executive team led by AP should start the process of targeting the three demographic groups and that the working group was available, as were other Board members, to help as required.</p> <p><b>Action:</b> An update to be brought to the next Board meeting.</p>	AP
6.2	<p><b>BOARD CODE OF CONDUCT</b></p> <p>MD led the discussion on this paper which he had tabled. The paper had arisen after some disquiet about some of the recommendations from the BDO Governance Audit in terms of approvals of policy, and in particular the social media guidelines. He asked the Board to consider and reach a decision on whether they should:</p> <ul style="list-style-type: none"><li>a. Simply sign off the Social Media guidelines as currently requested to satisfy a UK Sport requirement and in the knowledge that these and other guidelines would be incorporated into a single document which simplified the process.</li></ul> <p>Or</p> <ul style="list-style-type: none"><li>b. revert to UK Sport and say that the interim Social Media guidelines constituted a tick-box exercise, and that addressing and closing out the point of the BDO Governance Audit would be (and was being) better achieved with a longer-term solution</li></ul>	

# MINUTES

Approved at 29 September 2021 Board Meeting



	<p>which precluded the need for a specific and board-only social media policy.</p> <p>It was asked whether British Rowing was being singled out or whether it was part of a wider initiative being made by UK Sport to all NGBs. MD explained that it came about originally after a governance audit carried out for UK Sport/Sport England by BDO and SL shared that a significant number of NGBs were being approached in this way by UK Sport.</p> <p>Liz Behnke concurred, noting that it was something that would occur with more frequency going forward. The Board all agreed that a simpler, more holistic approach would be helpful and relevant as suggested in option (b).</p> <p>SL suggested that an interim approval would also be useful and pointed out that the social media policy therein was merely a guideline that sat underneath the code of conduct, from a governance point of view.</p> <p>PM commented that the organisation could agree to option (a) to avoid issues with funding and review the guidelines later. It was asked what effect non-compliance would make and AP shared that UK Sport's funding of 8/9 £million p/a was subject to adhering to the BDO's Governance Audit recommendations.</p> <p>MD put forward the view that British Rowing was not saying a categoric no, but that SL should go back to UK Sport and let them know the Board did not reach a decision on this matter but would look to provide revisions to their code of conduct to reflect their request.</p> <p><b>Decision:</b> SL to report back to UK Sport that a decision was not agreed on signing off the social media guidelines, but that British Rowing would address the issues by revisions to its broad code of conduct.</p>	SL
6.3	<b>BOARD-EXEC WAY OF WORKING</b> This item was not covered in the meeting.	
7	<b>ITEMS REQUIRING BOARD APPROVAL</b>	
7.1	<b>AFFILIATIONS AND RESIGNATIONS</b> The paper was noted by the Board.	

# MINUTES

Approved at 29 September 2021 Board Meeting



7.2	<p><b>GOVERNANCE AUDIT ACTION PLAN</b></p> <p>SL introduced her paper.</p> <p>It was suggested that the policy schedule item should be owned by the Audit &amp; Risk committee with items only coming to the Board when specifically relevant or necessary. SL noted this suggestion but pointed out that currently none of the committees had the power to approve policies which is currently reserved for the Board.</p> <p>She said that it is her custom to take policies through the relevant committee (for example the Safeguarding Children and Young People policy had been to the Safeguarding Committee as well as other stakeholders). She suggested she would discuss this offline with PM as Chair of the Audit and Risk Committee would be happy to review this as an action and PM agreed.</p> <p>The staff survey action plan was discussed. TK stated that it would be useful to see a more transparent outline of the pay and benefits actions.</p> <p>It was also agreed that annual board appraisals would take place led by the Senior Independent Director, Liz Behnke.</p> <p>The Board:</p> <ol style="list-style-type: none"> <li>1. Approved the amended Gift and Hospitality policy, Register and form;</li> <li>2. Approved the job description for the CEO and role description for the Chair;</li> <li>3. Noted the position regarding the CEO targets;</li> <li>4. Approved the policy schedule;</li> <li>5. Noted the staff survey action plan;</li> <li>6. Noted the position on the skills matrix;</li> <li>7. Noted the position on the succession plan;</li> <li>8. Noted the position on the induction process;</li> <li>9. Approved the process and questionnaires for the Board members and Chair self evaluation process;</li> <li>10. Agreed that a timetable to undertake Board member and Chair self evaluation would be agreed offline and noted that this needs to take place as soon as possible.</li> <li>11. Confirmed that it had reviewed the May 2019 Effectiveness Review outcomes and these have been completed.</li> </ol> <p><b>Action:</b> An updated Audit Action Plan version of the plan would be brought to the next meeting. The Board noted this current version.</p> <p><b>Action:</b> SL to look at with PM at which Committees should review which policies before bringing them to the Board.</p> <p><b>Action:</b> Providing more detail on the staff survey timeline actions.</p> <p><b>Action:</b> Date of the next staff survey to be decided.</p>	<p>SL</p> <p>SL</p> <p>AP</p> <p>AP</p>
-----	--	---

# MINUTES

Approved at 29 September 2021 Board Meeting



7.3	<p><b>SAFEGUARDING CHILDREN AND YOUNG PEOPLE POLICY</b></p> <p>SL introduced the new policy by explaining that the previous safeguarding policy had been completed in 2018. That version had favoured a more business policy stance.</p> <p>The new, updated policy was based on one originally written by Liz Behnke (LB) and had a greater emphasis and focus on sport.</p> <p>SL confirmed that the policy had been widely consulted on including by a staff group which included coaches, by the Safeguarding Committee and that it had been audited by the CPSU.</p> <p>LB thanked Tom Ramsell and SL for their hard work in getting this policy over the line.</p> <p>MC asked whether there was a separate Vulnerable Adult Policy. SL confirmed that there is and referred the Board to the Welfare page on the British Rowing website for more information in this area.</p> <p><b>Decision:</b> The Safeguarding Children &amp; Young People Policy was approved by the Board.</p>	
7.4	<p><b>WHISTLEBLOWING POLICY</b></p> <p>The paper was noted by the Board and the Whistleblowing Policy was approved by the Board.</p>	
7.5	<p><b>2021 ANNUAL GENERAL MEETING</b></p> <p>SL introduced the paper which set out to agree a combined AGM/ webinar date for the Board, Regional Reps and British Rowing members. KOS requested that the webinar with the Regional Reps and British Rowing members be as slick and interactive as possible.</p> <p><b>Decision:</b> The Board agreed to:</p> <ol style="list-style-type: none"><li>1. Hold the 2021 AGM w/c 11 October to allow limited business and voting. This would be followed by a Board webinar to allow the Regional Reps and other British Rowing members to ask the Board and Executive questions.</li><li>2. Appoint a working group of up to 3 Board members and Rich Stock, Head of Communications to project manage the webinar.</li></ol> <p><b>Decision</b> The paper was accepted and approved by the Board.</p>	SL
7.6	<p><b>BOARD MEETING SCHEDULE 2022</b></p> <p>SL recommended the following dates for 2022 Board meetings: 26 January, 23 March, 25 May, 27 July, 29 September and 30 November.</p>	

# MINUTES

Approved at 29 September 2021 Board Meeting



	<p>It was agreed that the committee chairs would liaise with SL and the relevant executive team member to ensure that committee meeting dates for 2022 were correctly aligned with the Board dates to give the best level of information to the Board.</p> <p><b>Action:</b> The schedule was accepted and approved by the Board. Calendar invitations would be sent to Board members.</p>	SL/TD/AP
<b>8</b>	<b>ANY OTHER BUSINESS</b>	
8.1	<p><b>UPDATED TERMS OF REFERENCE FOR THE FINANCE COMMITTEE</b></p> <p>TK, Chair of the Finance Committee noted that it had not materially changed to any great degree. However, the updated version did strengthen the reviewing of investments and the scope of review to ensure good financial controls and practice.</p> <p>The Board approved the amended Terms of Reference for the Finance Committee.</p>	
<b>9</b>	<b>BACKGROUND PAPERS INCLUDED TO FRAME DISCUSSION</b>	
A.	<p><b>CEO &amp; DIRECTORS' TEAM</b></p> <ul style="list-style-type: none"><li>A1. KPI Status Report</li><li>A2. Financial Commentary</li><li>A3. Risk Register (18.06.21)</li><li>A4. Sport England Funding Update</li><li>A5. Club Emergency Fund Update</li><li>A6. School Age Rowing Strategy Update</li><li>A7. Learning, Education &amp; Development Summary</li><li>A8. Volunteer Strategy Update</li></ul> <p>The above papers were noted by the Board.</p>	
B.	<p><b>COMMITTEES</b></p> <ul style="list-style-type: none"><li>B1. Audit &amp; Risk Committee Minutes (from 24.06.21 meeting)</li><li>B2. Finance Committee Report (from 22.06.21 meeting)</li><li>B3. Sport Committee (from June 2021 meeting)</li></ul>	



## MINUTES

Approved at 29 September 2021 Board Meeting



	<p>B4. International Relations Steering Group (from 28.06.21 meeting) B5. Governance Review Update The above papers were noted by the Board.</p>	
C	<p><b>WORLD ROWING COASTAL CHAMPIONSHIPS AND BEACH SPRINT FINALS</b> The paper was noted. There were no comments or questions from the Board.</p>	
	<p><b>DATE OF NEXT MEETING</b> The next meeting would take place on 29 September 2021, by Google Meet at 12:15pm for a 1pm start.</p>	