

## BSUK LTD BOARD MEETING MINUTES (#71)

### Sunday, 7 October 2018 13:00 – 16:00

#### ATTENDANCE

	Tue 6 Feb 2018	Sun 25 Mar 2018	Tue 24 Apr 2018	Mon 11 June 2018	Mon 6 Aug 2018	Sun 7 Oct 2018	Sun 25 Nov 2018	Sun 25 Nov 2018
MEETING NUMBER	#66	#67 & GM	#68 & GM	#69	#70	#71	#72	AGM
TIME	18:15-20:15	12:00-16:00	18:30-19:30	18:00-20:00	18:00-20:30	13:00-16:00	12:30-16:00	12:00-12:30
LOCATION	SE1 4YB	SE1 4YB	Call	SE1 4YB	SE1 4YB	SE1 4YB	SE1 4YB	SE1 4YB
Lara Lill, Chair (from 6 Aug) (LL)	N/A	N/A	N/A	N/A	YES	YES		
Cate Atwater, Interim Chair (until 6 Aug) (IND) (CA)	YES	YES	YES	YES	YES	YES		
Jenny Fromer, BSF (JF)	YES	YES	YES	YES	APOLS	APOLS		
Simon Wareing, BSF (SWar)	YES	-	YES	YES	-	-		
Cody Cain, BBF (CC)	YES, by phone	YES, by phone	Joined at the end	YES	YES, by phone	APOLS		
Chris Deacon, BBF (CD)	YES, by phone	YES	-	YES	YES, by phone	APOLS		
Simon Winman, IND (SWin)	YES	APOLS	APOLS	APOLS, technical issues on conf. call	YES, by phone	YES		
Chris Greenhalgh, IND (CG)	APOLS	YES	YES	APOLS	YES, by phone	YES		
Evan Ray, IND (ER)	YES	APOLS	YES	YES	YES	YES		
Julia Phillips, IND (JP)				YES, by phone	YES, by phone	YES		
Jude Tacon, IND (JT)					APOLS	YES		
John Boyd, BSUK (JB)	YES	YES	YES	YES	APOLS	YES		
Tim Stride, BSUK (TS)	YES	YES	YES	YES	YES	YES		
Chris Rawlings, BSUK (CR)	APOLS	APOLS	-	APOLS	APOLS	APOLS		
Joelle Watkins, BSUK (JW)	N/A	N/A	N/A	N/A	YES	APOLS		
Minutes	Tim Stride	Tim Stride	Tim Stride	Tim Stride	Tim Stride	Tim Stride		
Notes			Extra meeting					

## MINUTES OF THE MEETING

### 1 Chair's welcome

LL welcomed the Board, thanking Directors for taking time to meet and speak with her before this meeting. LL explained the reason for changing the agenda format and the intention to streamline discussions. The minutes will be taken to serve as a reminder of discussion, identifying and tracking actions but also a record of next steps planned.

### 2 Apologies for absence and declaration of interest in any matter to be discussed at the meeting

Apologies: CD, JF, CC. Declarations of Interest: None.

### 3 Approval of the minutes of board meeting held on 6 August 2018 and review of actions

Approved with SWI's suggested grammar correction.

Refer to the updated version of BSUK Board Actions & Decisions List (2018-10-07).

On 70.5d(i) and 70.5d(ii) it was agreed that joint discussions with both Federations should be taken up as part of the Board's wider future strategy planning.

[DECISION: Board agreed to continue publishing minutes on website and to minutes being a simplified summary of key actions and decisions and less narrative.](#)

### 4 Chair's Report

LL outlined three key priority areas following her discussions with the Directors, CEO and SMT. These are

1. Governance:
  - leadership from the Board and the CEO / Team.
  - Applying the relevant skills
  - Fiduciary obligation and acting in the best interest of BSUK
2. Strategic Review:
  - Sport England timelines are tight with submission for funding on 29<sup>th</sup> October.
  - Production of a fully composite strategy, including extensive consultation
3. Structure:
  - The relationship between the Federations and BSUK
  - Practicalities versus the challenge of future funding.

### 5 Board governance

#### 5.1 Financial update

FOR INFORMATION: Receive update on current performance against 2018-19 budget

JT reported there were no critical issues. The financial procedure will be reviewed and refreshed but not overdue.

[DECISION: Board agreed that in future the minutes should formally record receiving and approving the Management Accounts presented by the Director of Finance.](#)

The Q1 2018-19 Management Accounts were received by Board and presented by the Director of Finance. To note, Sport England funding for the next two years is due for renewal. Waiting for the solicitation letter which will confirm the amount to be applied for. The Board were satisfied the accounts and reserves were for any potential changes.

BSUK is reviewing the VAT status in accordance with the advice from the Auditors.

Regents Park: BSUK is responsible for handling the bookings, which is showing within the accounts. The VAT situation is being reviewed and this may present an opportunity to add an administration charge for bookings in order to reduce the risk for BSUK (should a league default on hire fees).

The board received and approved the 2017-18 audited accounts.

**ACTION:** The company's financial procedures and policies to be reviewed through the Finance Committee. As there has not been a formal fraud risk assessment in the past, the review should include this. (JT)

**DECISION:** The Board resolved to approve and sign the 2017-18 Audited Accounts.

## 5.2 Risk Register

JB presented the register highlighting two main points, the BBF website transfer and safeguarding.

BBF website transfer to take place on 8/10/18 where both parties will sign the contract.

The safeguarding risk mentioned in Risk 6 should instead be captured under Risk 3 (which already deals with safeguarding); Risk 6 to instead deal more generally with data protection.

Anti-doping was raised and where the liability sat. It was explained the responsibility was with the Federations but BSUK would assist when required. Agreed it was not necessary for the Risk Register.

**ACTION:** The Risk Register to be amended (JB)

**ACTION:** TS to provide a report on what steps have been taken so far to make BSUK GDPR compliant and what else is in store. (TS)

## 5.3 Committee review - Structure and purpose.

This was tabled for discussion to look at reducing the number of committees and focussing on using Director's time and experience more efficiently. There has been a number of cancelled meetings throughout 2018 and the evolving landscape warrants a review. The proposal was discussed, and it was agreed the new format is likely to be changed again as we progress with the funding situation. Therefore, this will be reviewed again at an appropriate time. Overall, three groups were agreed Finance, Commercial, Leadership.

**ACTION:** LL to update the committee review document as agreed in the meeting and ask directors to suggest which committee(s) they should sit on based on their skill set.

## 5.4 Appointment of Senior Independent Director

In line with the UK Corporate Governance Code the role of Senior Independent Director is essential to provide an alternative contact to the Chair or CEO. The role is to be available to the Board and its members if there are reasons of concern or any areas of dispute arise that cannot be solved by the Chair or/and CEO. The role is also seen as a sounding board for the Chair and will act as the appraiser of the Chair.

**DECISION:** The Board resolved to appoint Julia Phillips appointment as Senior Independent Director.

## 6 Leadership and operations

### 6.1 CEO Report - Brief update on activity and priority areas

JB updated on the requirements for Sport England to secure the next two-year funding, this is part of the original four year application. A significant shift to becoming financially sustainable has been expressed. JB and team will complete the application form once they receive it, to include headline numbers and targets.

The Board were happy for this to be signed off by JB and the Chair, with the proviso that if anything outside of the previously determined direction changes it is brought back to Board.

**ACTION: JB to proceed with the Sport England funding submission process, the deadline of which is 29 October. (JB)**

## 6.2 Development Report - Brief update on activity and priority areas

The Board thanks the Development Committee for producing the extensive report on participation numbers.

No further updates to report.

## 6.3 MLB update

MLB has appointed a promoter but not disclosed who this is yet. BSUK continue to meet to discuss opportunities for the forthcoming event. After discussion the Board felt there were two areas to address, the event (lead by MLB) and the legacy (BSUK area of expertise).

JB is visiting the MLB New York office in conjunction with his forthcoming Board meeting at Little League.

**ACTION: JB to contact the Mayor's Office.**

**ACTION: Agenda item for the next Board meeting to update on progress and in what manner BSUK proceeds.**

**ACTION: JB to ask MLB for the original marketing plan for the event**

## 6.4 Draft Annual Review – Receive draft report

The Annual Review draft was presented for review, ahead of publication for the BSUK AGM in November. Board members were asked to provide any feedback to the draft as soon as possible after the meeting.

**ACTION: Directors to review the draft Annual Review and feed any comments back to JB directly. (ALL)**

## 7 Strategy Process

Scope of work outlining what is required to produce the new strategy is required. This will form part of the tender document to recruit a facilitator. The facilitator is expected to write the strategy as well.

**ACTION: A scope and tender document to be prepared for tendering for an external strategy consultation (JB and JP)**

## 8 Any other business

JB reported, as part of his delegated authority, that he has approved a spend on Farnham Park security perimeter fencing to go around the storage compound. This may or may not be able to be covered by P&L budget and may be capitalised

Induction pack and organigram is available on the intranet for the Board to view.

The Board thanked CA for her work as Interim Chair.

## 9 Dates and times of future meetings

2019 will see the Board meeting four times, including the AGM.

Board meetings will take place during the weekday and start time will be determined to suit all Directors where possible.

**ACTION: Draft Forward Plan for 2019 Board and committee dates to be circulated for review (JB)**

## 7 OCTOBER 2018

71 (5.1)	The company's financial procedures and policies be reviewed through the Finance Committee, to include a fraud risk assessment.	JT			
71 (5.2)	The Risk Register to be amended as follows: the safeguarding risk mentioned in Risk 6 should instead be captured under Risk 3 (which already deals with safeguarding); Risk 6 to instead deal more generally with data protection.	JB	Board Mtg – 25 Nov		
71 (5.2)	Provide a report on what steps have been taken so far to make BSUK GDPR compliant and what else is in store.	TS	Board Mtg – 25 Nov		
71 (5.3)	Update the committee review document as agreed in the meeting and ask directors to suggest which committee(s) they should sit on based on their skill set.	LL	Board Mtg – 25 Nov		
71 (6.1)	The Board agreed for JB to proceed with the Sport England funding submission process as outlined by JB in the meeting.	JB	29 Oct		
71 (6.3)	JB to contact the Mayor's Office.	JB			
71 (6.3)	Agenda item for the next Board meeting to update on progress and in what manner BSUK proceeds	JB	Board Mtg – 25 Nov		
71 (6.3)	JB to ask MLB for the original marketing plan for the event	JB			
71 (6.4)	Directors to review the draft Annual Review and feed any comments back to JB directly.	All	ASAP – publishing deadline by 25 Nov		
71 (7)	A scope and tender document to be prepared for tendering for an external strategy consultation.	JB/JP			
71 (9)	Draft Forward Plan for 2019 Board and committee dates to be circulated for review	JB			