

TOL Board Meeting Minutes

Date: 10th October 2014 - 10:30hrs to 14:00hrs

Venue: Haysmacintyre offices, 26 Red Lion Square, London WC1R 4AG (1st floor)

Director Attendees:

- Mr Jeremy Beard (JRB)
- Mr Adrian Tranter (AT)
- Mr Kenny Walton (KW)
- Mr Philip Morris (PM)
- Ms Kelly Lickley (KL)
- Mrs Adele Stach-Kevitz (ASK) - Chair

Apologies:

- Mr Trevor Nicholls (TN)

Agenda

1. Introduction (10:30hrs - 10:40hrs) - ALL
 - Welcome and apologies for absence
 - Declarations of interest / conflicts arising
2. Minutes of the last meeting and approval (10:40hrs - 10:50hrs) - ALL
 - Actions update
 - Matters arising
3. Performance update (10:50hrs - 11:45hrs) - AT, TN, KW
 - SE programme measures - BT and BTC full year reports
4. Building NGB capability: Governance, Finance and HR support (11:45hrs - 12:15hrs) - ALL
 - TOL submission
5. TOL organisation - roles and responsibilities (12:15hrs - 12:45hrs) - ALL
 - Board - skills matrix
 - NED roles and administration support
6. Finance update (12:45hrs - 13:15hrs) - TN, JB
 - SE funding
 - TOL finances
7. Risk Management (13:15hrs - 13:30hrs) - AS, ALL
8. Items for Decision (13:30hrs - 13:45hrs) - ALL
9. AOB (13:45hrs - 14:00hrs) - ALL
10. Date of Next Meeting - 16th January 2015 at 10:30hrs (London - Haysmacintyre office)

1 - Introduction

- All directors were in attendance and TOL thanked Jeremy for offering his office for the board meeting.
- TOL welcomed Kelly Lickley and Philip Morris to the board and their appointments as TOL directors were formally approved and effective from 1/10/2014.
 - ACTION: JRB to file relevant documents at Companies House and liaise with lawyers to finalise contracts
- Declaration of interest/conflicts: AT submitted an updated form, as his wife no longer is an employee at STUK. JRB advised that he acts as auditor and tax adviser to British Swimming (ASK is independent NED), and SkillsActive (KL is an employee).
 - ACTIONS: JRB to hold forms. TN and KW to forward to JRB. JRB to forward pro forma to KL and PM to complete. ASK to forward hers and AT to JRB

2 - Minutes of last meeting

- It was agreed that all future meeting documents will be uploaded onto Live-Drive (or TOL's preferred virtual data repository) at least 7 days prior to the board meeting. Accordingly, meeting documents will not be emailed, but will instead be available for download ahead of each meeting. The only exception being that minutes of each meeting will be emailed to directors for approval within one week of the board gathering.
 - ACTION - ALL
- Minutes of the meeting held on 3rd July were discussed and approved.
- Trevor is pursuing Live-Drive (or an alternative) registration on behalf of TOL
 - ACTION - Trevor to update TOL w/c 13 October

3 - Performance update: SE Programme

- It was agreed that consolidated BT and BTC first-year figures should be compiled by the end of October, as this information would be required to secure Sport England funding. The board was informed that limited time was available for BT to prepare their progress update until after the 25-26 October Grand Prix.
 - ACTION: AT and TN to prepare year-end figures for BT and BTC, respectively
- A summary of progress achieved against SE annual targets was outlined by AT and KW summarised the position for BTC:-
 - *45 clubs are already registered, so number is likely to increase before year-end*
 - *Explanation of the first SE measure "Increase in all participants as a result of KickSisters, Touchgloves and TKD Generation" was outlined by AT and KW*
 - *Subsequently, the board were updated by AT and TN, in advance of the concall with Sport England on 21 October..*
 - *All in all, the board concurred the Year 1 results were on track and good*
- The board agreed it would be advantageous to schedule a call with Heather to discuss (a) format of TOL's year-end report (b) timings of TOL's submission and presentation to SE's board (c) format of the SE board presentation.
 - ACTION: ASK to schedule call - confirmed for 2pm on 21 October (ASK, AT, TN, KW)
- A follow-up action from the last meeting to share STUK SE data with TOL was noted.
 - ACTION: JRB to obtain and share.
- There is a need to clarify references to baseline figures (10915 and 11685 / 2590 and 2745) and agree their appropriate presentation with SE.

- ACTION: ASK to raise during SE concall; AT and TN to have figures available.
- The board also agreed it is imperative to now plan for year 2 targets and delivery.
 - ACTION: Post 21 October, TN, AT, KW and ASK to speak about year 2 plan/targets.
 - ACTION: AT to share TOL Investment Plan (bid) with board.

4 - Building NGB capability: Governance, Finance and HR support

- The board was informed that this needs to be a single submission from TOL and should be submitted to Sport England as soon as practicable.
 - ACTION: AT and TN to provide their requirements summaries to ASK detailing what work they would like to commission, which supplier they intended to use and anticipated cost.
 - ACTION: ASK to confirm the NGB grant form and process with Sport England.

5 - TOL organisation: roles and responsibilities

- It was agreed that a new skills matrix be completed by all TOL board members
 - ACTION - JRB to circulate skills matrix / induction pack from 7 Feb 2014 to all current Board members.
 - ACTION - ASK to share all board minutes with new board members once Live-Drive registration is complete
- The board agreed the following oversight/ownership responsibilities for the directors:
 - Governance = Kelly
 - Risk = Philip
 - Finance = Jeremy
- It was flagged by JRB that an SLA between BT and TOL should exist, similarly between BTC and TOL
 - ACTION: ALL to progress; JRB to lead (and involve legal support, if required)
- Contact details were collated for TOL's board members:

- The potential for each independent NED to be aligned to BT and BTC to provide support, assistance and share ideas was discussed. AT believed it was too soon and asked for it to be reviewed in a few months.
 - ACTION: ALL to consider at a later date

6 - Finance update

- Statutory accounts for the year ended 31 March 2014 were approved and signed.
 - ACTION: JRB to file at Companies House.
- TOL's forecast is to be updated, including further costs for communications and marketing, administration support, additional legal costs and additional board expenses - Grand Prix event, TOL dinner, one board meeting hosted out of London.
 - ACTION: JRB to update.
- Pro-forma expense claim form to be circulated to TOL directors.
 - ACTION: JRB to action.
 - *Note:* JRB is away from 22 October

7 - Risk Management

- A copy of the draft TOL risk management strategy (hard copy) was circulated at the board meeting for TOL members to again review. The draft risk register has also been shared with PM to assist his new responsibility overseeing risk on behalf of the board.
- Once TOL's Live-Drive registration is complete, all risk files will be uploaded.
 - ACTION: ASK to upload TOL's risk register and risk management strategy.
 - ACTION: ASK to share Moore Stephens May 2013 paper (Assurance)

8 - Items for decision

- Need to recruit part-time administration support - board meetings and occasional document management
 - ACTION: ASK to consider options and make enquiries
- Proposal to discuss TOL's strategic plan as part of 16 January 2015 board meeting, dedicating an hour to review strategy options. It was suggested that TOL could consider both English Golf Partnerships and the British Equestrian Federation models as comparable organisation examples.
 - ACTION: ASK to include within 16 January board agenda
 - ACTION: AT to share original (KPMG) TOL strategy with Chair

9 - AOB

- ASK suggested it would be timely to arrange a TOL Christmas social, partly to welcome new board members, but also recognising that TOL have not arranged any social gatherings.
 - ACTION: ALL (who would like to attend) to confirm availability for festive drinks in London during December, either lunchtime or evening - ASK to co-ordinate

10 - Dates of next meetings

- 16th January 2015 at Haysmacintyre, London - 10:30hrs to 14:00hrs
- TOL board were asked to confirm availability for future 2015 meetings in:
 - (a) March and first two weeks in April 2015
 - (b) June 2015

Chairman approval of Minutes

- Adele Stach-Kevitz

(signature)


