

# TOL BOARD MINUTES

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**Date:** 17<sup>th</sup> April 2018

**Time:** 12:30hrs to 15:00hrs

**Venue:** Sport England offices, 21 Bloomsbury St, London WC1B 3HF

**Board Attendees:**

- Mr Trevor Nicholls - TN
- Mr Kenny Walton - KW
- Mr Matt Archibald - MA (dial-in from 2pm)
- Mr Philip Morris - PM
- Ms Kelly Lickley - KL
- Ms Shirley Stapleton - SS
- Ms Adele Stach-Kevitz (Chair) - ASK

**Meeting Attendees:**

- Ms Jo Drapier (Sport England) - JD

**Board Agenda Items:**

**1. Introductions and Declarations**

- 1.1.** Board attendees were welcomed and a special note was taken to introduce SS to her first TOL Board, replacing Mark Abberley who departed BT in December 2017. SS joined BT in December 2017 and will act henceforward as BT's nominated representative on TOL's board, which TOL Directors approved at the meeting.
- 1.2.** It was formally noted MA from GBT is now registered at Companies House as a Director of TOL, appointed at the last board on 17 January 2018. Mark Abberley's resignation from TOL's board is also formally recorded with Companies House as of 21 December 2017. SS will be registered as a TOL director with Companies House, pending confirmation of SS title in BT's organisation going forward.
- ACTION:** SS to confirm if she will be BT's COO or CEO going forward and this title will be included in the Companies House registration.
- 1.3.** SS submitted a signed Declaration of Good Character ahead of the board meeting.
- 1.4.** TOL will prepare an addendum to the TOL/BT SLA to note SS replacement of Mark Abberely under clause 17.2 and to include the new contract timeline for funding. A funding timeline addendum will equally be shared with BTC for their signature.

**ACTION:** ASK and PM to circulate the SLA addendum to address change in personnel (BT) and funding timeline (BT and BTC).

1.5. No new declarations were offered by those present and there were no personal conflicts reported by those present at the meeting.

1.6. It was raised by TN that BTC's Chair had taken over management responsibility of Clubmark. The board noted that any conflicts would be monitored going forward.

## 2. Minutes of the last meeting and approvals

2.1 A number of actions relating to the previous board meeting were discussed and updated:

- Previous Action 2.2 - Creation of an alternative data repository - KL and ASK to speak and discuss options and costings, for discussion at the next board meeting. This would entail a move away from the incumbent Dropbox repository and the costs for solutions such as Sharepoint and Office 365 would be investigated.
  - Basic Sharepoint cost plan is £3.80 +VAT per user/month (approx. £32/month)  
<https://products.office.com/en-gb/sharepoint/compare-sharepoint-plans>
- Previous Action 6.2 - Indicative costs for TOL's external board evaluation and strategy support will now be developed and will be examined by the Audit and Risk Committee
  - Financial assistance from Sport England for an independent external board assessment is under discussion,

2.2 The Minutes were approved and signed and will be published alongside existing Minutes on constituent organisations' websites.

- **ACTION:** ASK to circulate approved January 2018 Minutes for hosting on constituent organisations' websites.

2.3 Matters arising

- Correspondence - Feedback from Sport England on matters relating to Diversity Action Plan (DAP) external partner and Strategy Refresh / External Board Evaluation support.
  - Diversity - Letter from Sport England has offered a further 6-month support on DAP from Inclusive Boards. Correspondence with Inclusive Boards to take forward their offer to support TOL. Propose that Inclusive Boards review 2018 KPIs to see how best this assistance can align with any specific BT and BTC requirements.
  - Strategy Refresh and External Board Evaluation - TOL will progress a strategy refresh using insights from both an internal board evaluation and a future external board review (a compliance action from the Governance Code). In parallel with external board evaluation, TOL will progress a stakeholder survey to feed into the strategy refresh, questions which will be compiled by the board – following internal board assessment.

- Correspondence - Year end submission to include performance summaries, 2017-18 KPIs, cost reconciliations and an abridged annual report. Annual report to mirror Sport England requirements to streamline year-end reporting.
- BT membership of TOL - ASK spoke with BT's Chair following the last board meeting, to explain Sport England correspondence and encourage that BT remain as part of TOL.

### 3. Sport England: Performance and KPI Dashboard update

#### 3.1 BTC Performance Update

Both BTC and BT were requested to provide responses to the following questions, as part of TOL's year-end report for Sport England:

1. How are you progressing against the targets and measures as set out in our award agreement with you?
2. How are you progressing against any of the supporting indicators that provide you with a more regular indication of progress?
3. Are the assumptions that you made when developing your plan correct? Note: contract assumptions are an appendage to the Minutes
4. Which programmes/interventions have you had most success with and what are the main reasons behind this success?
5. Which programmes/interventions have you had least success with and what are the main reasons for this?
6. Is there anything that you are planning to develop or change in year 2 to build on the success or address the lack of success identified above?
7. What challenges have you faced so far and how are you overcoming these challenges?
8. How have you performed against your financial forecast for 2017/18 and how has your longer-term financial forecast changed over the year? Note: this also applies to TOL

- *Summary from BTC*

KPI reporting – increased participation realised from core programmes and touch gloves. To identify current club members who train for one evening is difficult, as members apply for two-evening membership. BTC ran a pilot in schools, using an interpolated sample size. Selected random 10 schools to be reflective sessions and used data to indicatively show growth of practitioners moving from training one day to two days per week. Next year, BTC propose to look at underperforming clubs and analyse relevant data. BTC participation growth target for the year was 200 and 296 was achieved. BTC's female % target was also achieved for the year, rating 44%. BTC closed year on 45,000 members, including Scotland, a growth from last year.

- **ACTION:** BT and BTC to meet and agree a joint data capture process and share with TOL, then Sport England.
- **ACTION:** Yearly figures to be added to TBC boxes so show visibility in % female growth.

### 3.2 BT Performance Update

BT will submit their 2017-18 performance report and KPIs following the TOL board meeting. The same year-end performance questions apply to BT:

- How are you progressing against the targets and measures as set out in our award agreement with you?
- How are you progressing against any of the supporting indicators that provide you with a more regular indication of progress?
- Are the assumptions that you made when developing your plan correct? Note: contract assumptions are an appendage to the Minutes
- Which programmes/interventions have you had most success with and what are the main reasons behind this success?
- Which programmes/interventions have you had least success with and what are the main reasons for this?
- Is there anything that you are planning to develop or change in year 2 to build on the success or address the lack of success identified above?
- What challenges have you faced so far and how are you overcoming these challenges?
- How have you performed against your financial forecast for 2017/18 and how has your longer-term financial forecast changed over the year? Note: this also applies to TOL

### 3.2 Performance Expenditure

The need to review BT/BTC quarterly spend data at ARC and TOL board meetings was discussed and it was agreed this data would be submitted by BT and BTC as part of their quarterly performance updates.

- **ACTION:** BT and BTC to submit quarterly expenditure updates to ARC and TOL boards.

## 4. Governance Action Plan and GDPR update

**4.1** Governance Code approval was formally confirmed in a letter from Sport England on 19<sup>th</sup> December 2017.

**4.2** INEDs (Clause 1.8) - TOL's board committed to undertake an internal board evaluation to determine any additional skills required in support of TOL's existing Directors to fully embrace the longer term change underpinning the Code for Sports Governance. This board evaluation which forms part of TOL's mandatory self-review processes is now complete.

**4.3** Published information (Clause 2.3) - TOL have published the Minutes of Meetings on the BTC and GB Taekwondo websites, a requirement of the Code for Sports Governance and this was actioned on 28<sup>th</sup> November 2017. TOL requested that BT consider hosting TOL minutes in future on their website.

**4.4** Future strategy review (Clause 3.4) - TOL propose to conduct a strategic review of their role and support function, following the results from their internal board evaluation and this will be completed with consultation from Taekwondo and Governance stakeholders.

**4.5** Diversity (Clause 2.2) - TOL's Diversity Action Plan was approved by Sport England and once formal feedback is received and feedback from Inclusive Boards is incorporated, it will be published on constituent organisations' websites.

*TOL KPIs: To be complete by end December 2018*

- Plan for a diversely balanced Board, with future appointments managed through a comprehensive recruitment process.
- Adopt TOL's Equality and Diversity Policy in all TOL's Board activities.
- Ensure TOL develops succession plans for all Board members.

**4.6** Policies (Clause 5.1) - TOL proposed a review-and-refresh of existing policies, with the intention of policy overhaul, where deemed necessary, following the review.

**4.7 GDPR** - Government Data Protection Regulations go live from 25 May 2018 and this applies to personal data held by organisations. Sport England will be arranging a GDPR implementation support contract with Gateley to assist sport organisations with their GDPR activities in conjunction with the Sport and Recreation Alliance.

**ACTION:** Request to Sport England for them to share GDPR learning for other sports to help accelerate shared learning, also through SRA and safeguarding teams.

**ACTION:** ASK to circulate RFU and athletics GDPR information – see links below:

**Link** - <https://www.englandathletics.org/clubs--community/club-management/gdpr-and-data-protection-advice>

**Link** - <http://www.englishrugby.com/governance/club-support/gdpr/>

*Additional information:*

**Link** - <http://www.brabners.com/practices/commercial/gdpr>

**Link** - <https://www.sportandrecreation.org.uk/> (SRA implementation guidance)

**Note:** Although TOL itself has obligations under GDPR, the nature of GDPR responsibilities for both BTC and BT differ to comply with their governance of large membership databases. Accordingly, this GDPR requirement is beholden upon BTC and BT and does not form part of TOL's GDPR oversight responsibilities. TOL will though provide relevant supportive advice, where able and appropriate.

## **5.0 Audit and Risk Update**

**5.1** TOL's Audit and Risk Committee was held on 13<sup>th</sup> April 2018 and GDPR risk was discussed.

**5.2** ARC to receive performance data from BTC and BT one week ahead of TOL board.

**ACTION:** create a template for reports and costs reconciliations to make process easier.

- 5.3** Risk of Scottish members, approx. 11,000 members. England represents approx. 33,000 members (NB: 1,500 outside England out of a 16,000 total for BT). Footnote: Feedback about Sport Scotland's investment in Taekwondo reveals that SCOT will receive circa £10K per month for a period of 6 months in support of developing a Taekwondo database.

## 6.0 Finance Update

- 6.1** TOL income for the year was reported as planned. Cash in bank amounts to £5,500 reflecting the accrual from 2013-17 allocated for legal charges in revising TOL's Articles in accordance with Governance Code requirements.
- 6.2** Payments for Q3 (up to 31<sup>st</sup> December) were paid to BTC and BT. Q4 payment (up to 31<sup>st</sup> March 2018) is still pending from Sport England.
- 6.3** TOL figures are prepared and ready for audit. These will subsequently be incorporated into the 2017-18 annual report, which BT, BTC and GBT are invited to publish on their websites.

**ACTION:** Indicative costs for TOL's external board evaluation and strategy support to be developed and examined by the Audit and Risk Committee at the next meeting.

## 7.0 TOL Board assessment

- 7.1** KL acted as independent assessor. Overall results were sub-divided into 3 categories - board effectiveness / strategic overview / leadership as part of the overall evaluation.
- 7.2** Board effectiveness was measured at 80%+ scoring the maximum 5 (highly effective) in topics such as policy and governance and was seen to have appropriate financial controls in place. Overall it was assessed as being strong around good leadership in controlling TOL's board activities and responses indicated TOL's chair leads the board to a high level and offers strong strategic direction.
- 7.3** Board was seen to demonstrate a high, consistent level of leadership. Constituent bodies had been well represented through the year and TOL is seen as a highly effective partner between partner organisations.
- 7.4** Areas for improvement: very detailed governance and risk focus, so could be more efficient in meetings and dedicate more time to drive sport initiatives and participation growth forward. Also, current INEDs are overstretched, so the review recognised the need for an additional board INED.
- 7.5** Points to take forward for the external board review:
- Need to consider board composition and not TOL as an administration organisation.
  - Potentially lacking independent sport person on the board - to be included as part of the re-modelling for TOL

## 8.0 TOL Strategy Refresh

**8.1** As part of the Governance Code, TOL will undertake a strategy refresh exercise. Building on KPMG's report in 2011, it will look to determine the most effective model for Taekwondo collaboration through stakeholder engagement.

- It will examine the board's remit, oversight responsibilities and funding model;
- Its tenure will be examined in relation to impact effectiveness;
- New initiatives that best serve Taekwondo participation projects will also be included;
- Improvements in Governance will also form part of this strategy review for TOL;
- Assessments of any inherent risks within the Taekwondo public-funded programmes will be reflected in the strategic assessment.

**8.2** As proposed in TOL's Governance plan, this work follows the internal board assessment and will commence with a stakeholder survey, whilst TOL works with Sport England to acquire funding support, over and above the internal TOL monies allocated from the first investment year.

- **ACTION:** Stakeholder survey questions to be developed ahead of TOL's summer board.
- **ACTION:** ASK to continue dialogue with Sport England about strategy funding.

## 9.0 AOB

**9.1** TOL's Annual submission, incorporating performance reports, KPIs and the 2017-18 cost reconciliation is due 30 April 2018.

**9.2** Forward meeting schedule for 2018: Suggestions being for a summer board (June/July) or to align with TAGB World Championships 21st July and an autumn Board (September /October) which may align with WT event 19<sup>th</sup> October.

**9.3** TOL's AGM will be held in September and conducted as a conference call.

**9.4** Secondment cover for JD's post expected around May time, as JD begins maternity leave in early July.

**9.5** Risk of recruitment flagged for replacing existing NEDs - contracts end in September 2018.

**9.6** The meeting concluded at 15:00hrs

