

TOL Board Minutes - DRAFT

Date: 24th September 2015 - 10:30hrs to 13:30hrs

Venue: Haysmacintyre offices, 26 Red Lion Square, London WC1R 4AG

Director Attendees:

- Mr Trevor Nicholls - TN
- Mr Jeremy Beard - JRB
- Mr Adrian Tranter - AT
- Mr Philip Morris - PM
- Ms Kelly Lickley - KL
- Mrs Adele Stach-Kevitz (Chair) - ASK

In attendance (for part):

- Heather Taylor (Sport England) - HT

BOARD AGENDA

1. Introductions and Declarations

1.1 Kenny Walton sent apologies for his absence, prior to the meeting

1.2 No declarations or conflicts were raised

2. Minutes of the last meeting and approvals

2.1 Minutes of the meeting on 4th June were approved - a signed copy has been placed in the TOL Dropbox

Matters arising - previous actions

2.2 Club Matters meetings have taken place since TOL's last board meeting. TN explained that engagement in Club Matters is by club and not through the NGB, so causes difficulty in checking who has benefited from Club Matters support and resources. BTC are happy with their Club Matters engagement and progress, but acknowledged a few transfer issues are causing concern. BTC are also currently awaiting approval for their new protocol.

- **ACTION:** TN will bring a BTC Club Matters update to the next TOL board meeting

2.3 A question was raised if any TOL contracts still remain unsigned, so will be reviewed following the meeting to ensure a complete set is retained.

- **ACTION:** AT to check if his signed contract copy has been sent to JRB

2.4 The subject of TOL's induction pack was discussed and the board took forward an action to review the induction information and upload onto Dropbox.

- **ACTION:** JRB to review induction material and share with Directors, ahead of uploading onto Dropbox
- **ACTION:** KL/ASK to create an induction Dropbox folder in advance

2.5 TOL's Dropbox storage directory does not (now) best reflect the needs of the organisation, so should be reconfigured to map the information/documentation requirements.

- **ACTION:** KL to assist ASK re-design the folder titles and update Dropbox library

3. Performance update - SE programme activities

3.1 BT / BTC Performance Tables:

** Refer to performance spreadsheets circulated by AT and TN at the meeting - saved in Dropbox*

3.2 Performance data for the reporting period was shared with Directors in advance of the meeting and the general points discussed were:

- Membership numbers have increased
- There is still dual BTC/BT reporting under measure #3 which will be adjusted for future reports
- Attrition levels appear high, so BTC will investigate causes/triggers
- A formalised churn (measure) mechanism would benefit both BT and BTC
- Considerable interest has been shown in Club Matters, but there has not been enough traction. BTC are confident they will achieve their targets, but BTC's overall (target) outcome is to have a much better organised school and teaching environment across the sport, so more will participate for the longer term

3.3 BT Activity Schedule

- **ACTION:** AT to release BT activity schedule to TOL to assist funding approvals and payment

3.4 Adjustment to TOL Measure 3 in the report spreadsheet

- **ACTION:** AT and TN to split out the BT and BTC figures for Measure 3 (Kick-Sister) as well as adjusting the baseline and target figures

3.5 Further insight into membership and participation figures

- **ACTION:** BTC to add figures for (a) those trying sport (b) those transferring to membership in the meeting reporting

3.6 BTC churn analysis

- **ACTION:** BTC to investigate attrition and churn levels - either through survey engagement or experience-led assessments to determine reasoning behind the high participation churn - TN

3.7 BT and BTC churn measures

- **ACTION:** BT / BTC to share churn measures following the board meeting - AT, TN

4. Governance

Update: BT

4.1 Following a tender process, using approved legal parties from Sport England's panel framework, Brabners were appointed by BT. AT also informed the TOL board that BT's AGM was delayed to accommodate the approval of their revised Memorandum & Articles, prepared by Brabners.

- **ACTION (BT):** BT's Memorandum & Articles first draft will be approved by BT's board on 30th September

4.2 Recruitment of new BT board Directors is underway and Non-Exec (Financial) candidates have been interviewed. AT informed TOL that an offer letter had been sent to the preferred Non-Exec candidate, who they expected to accept the position.

4.3 TOL queried BT's progress with the investigation into potential fraudulent activities, which TOL was informed had been conducted by Peter Charles (a business contact of BT's board).

- **ACTION:** AT will share BT's investigation report once approved by BT's board

4.4 TOL discussed BT's VAT/HMRC risk assessment (by Critchleys) and AT circulated the report to Moore Stephens, Sport England and TOL.

Update: BTC

4.5 Consultants from Sport England's framework panel were interviewed for BTC's audit/governance role - Campbell Tickell assessed to be the most cost effective and best offering.

4.6 Funding was agreed from Sport England and a thank you note to acknowledge this assistance was sent to Phil Smith from BTC.

4.7 BTC explained they would hold another AGM to approve governance changes, with an expected resolution by Christmas 2015.

Update: TOL

4.8 The SLA template will be tendered and shared with three solicitors on Sport England's legal framework.

- **ACTION:** TOL NEDs to appoint preferred legal party for developing the SLA draft

4.9 TOL will develop a draft SLA with the appointed legal party to then share with BTC and BT solicitors.

- **ACTION:** Once developed, ASK to share SLA draft with BT and BTC

4.10 TOL agreed the creation of a Governance tracker for future TOL board meetings would be beneficial.

5.0 Finance

5.1 The financial statement and letter of representation for the auditors for year ended 31st March 2015 was approved by TOL.

5.2 TOL's Auditors requested that BT and BTC sign a form approving funds received from TOL (Sport England investment programme).

- **ACTION:** AT and TN to provide signatures acknowledging funds received from TOL (provided at meeting)

5.3 PM reviewed TOL's Financial Processes and Control Manual over summer and offered to update the material. Although very minor issues - accurate indexing reflecting the contents pages and the new mileage allowance - TOL acknowledged it was timely to make these small improvements and include further detail about payment procedures.

- **ACTION:** PM to refresh TOL's Financial Processes and Control Manual, circulate to Directors and save final copy to Dropbox

5.4 JRB to circulate the new signatory mandate for directors to see (Completed post meeting).

6.0 Risk Management

6.1 PM included new risks for TOL following the March board meeting and these are captured in the Master Risk Register in Dropbox.

- **ACTION:** PM to archive old risks and carry forward 'master' as live risk register for TOL

6.2 It was agreed that PM and ASK would review the current risk listings for TOL to ensure they reflect the current strategic threats/opportunities.

- **ACTION:** PM and ASK to schedule a risk call in October

7.0 Sport Strategic Plan - forward look

7.1 KL to lead discussion on future sport strategy for TOL, preceding the development of the 2017 investment case submission.

- **ACTION:** Timetable on next board meeting ASK

8.0 AOB

8.1 TN raised the feedback and correspondence from GBT and will ask BTC what information they actually require.

8.2 Risk relating to head injuries - watching brief on risk register.

8.3 BT performance figures are currently underpinned by BT's own investment, not SE funding.

9.0 Date of next meeting

9.1 Date agreed as Thursday 3rd December at HaysMacintyre's office in London - pending confirmation of Sport England presentation date for TOL's performance update.

Signed

A handwritten signature in black ink, appearing to read 'Adele Stach-Kevitz'. The signature is stylized with large loops and a prominent initial 'A'.

Adele Stach-Kevitz - Chairman