

MINUTES

In Attendance:

John Coyne CBE (JC)	Chair and Independent Director
Richard Boreham (RB)	Vice Chair and Independent Director
Greg Smale (GS)	Director nominated by English Council
James Fry (JF)	Independent Director
Mark Bache (MB)	Independent Director
Steve Linksted (SL)	Director nominated by SCA
Stephen Craig (SC)	Director nominated by CANI
Clare Dallaway (CD)	Director nominated by English Council
Dee Paterson (DP)	Director nominated by English Council
David Wakeling (DW)	Director nominated by Canoe Wales
David Joy (DJ)	CEO

Also In Attendance:

Ivan Lawler MBE (IL)	President
Susan Hicks (SH)	Finance Manager
Urvashi Naidoo (UN)	Head of Governance and Compliance
Charmaine Gawler (CG)	Executive Assistant to the CEO
Albert Woods (<i>partial attendance</i>) (AW)	President of European Canoe Association

1. Chair's Welcome and Opening Remarks

The Chair welcomed all to the meeting, including Albert Woods, President of the European Canoe Association (ECA) who had been invited to attend the meeting for Item 2, the International Affairs update.

The Chair also noted that David Joy would deliver the Performance Report in the absence of the Performance Director, Paul Ratcliffe, who was unable to be present.

2. International Affairs and Albert Woods meeting

The Chair stated that British Canoeing had received a request from Albert Woods (AW), the current President of the ECA, to serve as President for the next four year term. In order to consider this nomination and to be able to consider endorsing the nomination, the Board had invited AW to the meeting to outline his plans for the ECA over the next four years, together with details of the priorities within AW's role at the International Canoe Federation (ICF). The deadline for the submission of the nomination was 05 January 2019.

AW tabled a paper that outlined his objectives within the ECA over the next four year period. These included:

- Support continued inclusion of Canoeing in the EOC Multisport Games

- Push to include the European Games as part of Olympic Qualification for Paris 2024, now that Sprint Canoeing would have world rankings as agreed at the ICF Congress in 2018
- Promote marketing and sponsorship within the ECA
- Increase Touring Canoeing activity within Europe
- Support the resolution of Dragon Boat issues at continental and ICF level and explore a combined Dragon Boat world championships
- Let ICF resolve SUP and Rafting issues via the Court of arbitration prior to taking any action within ECA

It was confirmed that the ECA would meet on 12 January 2019 in Zagreb to produce a forward plan that would be presented at the ECA Congress on 30 March 2019 in Belgrade. All nominations and motions for the ECA would be put to members 45 days prior to the ECA Congress on 30 March.

The Board were invited to ask questions. There was a discussion around whether the potential for European Games as an Olympic qualification event was a desirable route shared by other International Federations. It was stated that no overt objections had yet been observed. The IOC had also made it clear that Canoeing would not receive any additional quota places at the Olympic Games.

AW then tabled a paper that outlined his role at the ICF as ECA President, that included sitting on the ICF Executive Committee to represent all the European Federations. He summarised priorities as follows:

- Encourage greater clarity and transparency in the leadership and governance of ICF
- Encourage greater consultation with Federations in relation to rule changes, statute changes and Olympic qualification for 2024 and beyond
- Work to re Focus the ICF Development Programme on raising standard of the sport in other continents

A discussion ensued around the potential candidates for ICF President and the different motions that could be proposed to the ECA to encourage good governance.

The Chair thanked Albert Woods for taking the time to come along to the meeting to provide an update. Albert Woods left the meeting.

There was then discussion around British Canoeing's support for Albert Woods' nomination of President for the ECA. The Chair summarised that the Board of British Canoeing fully embraced good governance. British Canoeing had adopted best practice principles and always strived to conduct affairs in accordance with the highest standards and now must play its part in supporting governance change and modernisation with ECA and ICF.

British Canoeing wished to see the International Federations of which it was a part and on whom it relied on for key decisions with respect to the international development of the sport, operate to the highest standards consistent with good governance. British Canoeing was mindful of the IOC desire to see reform and modernisation. British Canoeing was mindful of the role that any ECA President would have as a member of the Executive Committee of

the International Canoe Federation (ICF). There was an expectation that the drive for better governance internationally would extend to the ECA and the ICF and that British Canoeing should play its part as an agent of change. It was noted that GBR had proposed several changes to ICF Statutes at the last Congress in December 2018 and it had been agreed that ICF would revisit its Statutes prior to Congress in 2021.

At the end of this discussion, the Board voted on the nomination of Albert Woods for to stand for the post of ECA Vice President

British Canoeing approved the nomination of Albert Woods OBE as President of the ECA for one further four year term.

The Chair agreed that a formal letter should be sent to Albert Woods outlining the expectations on him as a nominee of British Canoeing and to share with the Board.

3. Apologies

Bronagh Kennedy Independent Director

4. Declarations of Interest

The Chair declared that the research business that he chaired had won a multi-sport project contract with Sport England that might involve some engagement with canoeing data.

5. Minutes of FB60

Minutes of FB60 were approved as a fair and accurate record of the meeting.

6. Matters arising not covered by the Agenda

The Board noted the inclusion of an Action Log to the Board pack and approved the content.

7. CEO Report

The Chair invited the CEO (DJ) to introduce his report. The full written report was made available to all of the Board so DJ focussed on some key issues.

British Canoeing Events Company

Tribute was paid to Urvasi Naidoo and Susan Hicks for the solid work around establishing a subsidiary company of British Canoeing, British Canoeing Events Ltd. The key principles and requirements were detailed within the table included in the report.

British Canoeing Events was being established to provide a more effective vehicle for managing the governance and finances of the International Events. This would result in significant tax benefits for the events now secured.

It was confirmed that British Canoeing had advertised for two Independent Directors to join the CEO and one other Board member of British Canoeing to be the Directors of British

Canoeing Events Ltd. The CEO would be Chair of the new Company. A skills matrix would be used to identify the British Canoeing Board member, once the new Independent Directors had been appointed, to ensure appropriate financial, legal, governance and international events experience within the new company.

British Canoeing Events will be a wholly owned subsidiary of British Canoeing. British Canoeing will retain the powers to disband the Events Company, in order to future proof the Events Company against operating in a manner that would be detrimental to the interests of British Canoeing.

It was confirmed that British Canoeing staff would deliver the work of British Canoeing Events Ltd under a Service Agreement. This will detail the operational relationship between the two companies.

The Board approved the creation of British Canoeing Events Ltd in line with the detail provided in the report, and noted the new Company would be registered in December and the Directors appointed by the end of January 2019.

ICF Slalom World Championships 2023

DJ confirmed that UK Sport had outlined an offer of the full award of £1.16m (subject to their Board approval) in support of the event, further to our presentation of our bid to host the 2023 World Slalom Championships to the UK Sport Major Events Panel on 05 November. The breakdown of the balance of the income required through athlete contributions, ticketing and commercial income that British Canoeing would need to secure was presented and discussed. DJ outlined that in light of the income generated from previous editions of these Championships and more particularly in light of the income secured for the Wold Cup in 2019 and European Championships in 2020, this fell within an acceptable level of risk.

The next stage of the process was for British Canoeing to present the bid to the ICF in March 2019 for their consideration and decision. It was understood that China was also bidding for this event.

The Chair commended the quality of the bid planning and documentation and work done to secure funding from UK Sport.

The Board approved that British Canoeing should submit a final bid to ICF for the 2023 World Slalom Championships.

Staff Structure Changes

DJ drew attention to Para 2.3 of his report which outlined the planned changes to the British Canoeing staff structure that would involve reducing the number of direct reports to the CEO by making an internal appointment in bringing three teams together in the areas of Digital, Communications and Membership. This would not involve a new post, but additional responsibilities for an existing manager. The interviews for this position would take place in mid-December 2018.

Staff and Membership Satisfaction Surveys

DJ confirmed that the staff and membership satisfaction surveys had been completed and would be presented to the next Board meeting in January. It was suggested that British Canoeing take a monthly temperature check by posing 3 questions to staff and volunteers. CD offered to draft and share what this could look like.

Volunteer Awards

On 17 November 2018, a Panel met to consider the nominations for the Volunteer Awards that would be presented in March 2019. The Chair commended the work of all of the volunteers nominated and expressed how important it was that British Canoeing continued to support and recognise its volunteer work force. It was suggested that in future we should give consideration to recognising those in the media who had promoted British Canoeing so well.

Coaching Awards

DJ highlighted the positive news that five nominees from British Canoeing had been shortlisted for the Awards at the UK Coaching Awards.

The Investigation into Historical Concerns

DJ confirmed that Final Report from Sport Resolutions was further delayed. Final Report would be shared as part of the Maxwellisation process. The date for receipt of the final report still remains uncertain and will depend on the matters raised through the Maxwellisation process.

Commercial Developments

DJ confirmed that Gareth May (GM), British Canoeing's Business Development Manager, would present progress on the Commercial Strategy at the next Board meeting in January 2019. DJ confirmed that GM had made an impressive start in securing commercial partnerships for the 2019 Slalom World Cup. The Chair commended this progress. It was confirmed that two significant new commercial partnerships would be announced early in the New Year.

ICF Congress

DJ confirmed that it had been a positive ICF congress and British Canoeing had made a positive contribution. Tim Lodge, Albert Woods and Greg Smale had worked hard before Congress to ensure the proposed changes to U23 and Junior age groups at World Championships was withdrawn for further consultation. At the Congress, British Canoeing had proposed several modernisation changes to the Statutes which had been approved. It had been confirmed that British Canoeing would work with ICF and contribute a grant of £30K grant secured from UK Sport only for this purpose, to help develop policies, templates and other materials to help developing nations with their planning and delivery.

UK Agreement

DJ confirmed that the UK Agreement had been signed by Canoe Wales and CANI. The Scottish Canoe Association (SCA) were due to review and sign the Agreement on 11 December 2018. A meeting between the Chief Officers to ensure the smooth implementation had been arranged for 11 December.

The Board noted and accepted the CEO's report.

8. Finance Report

Susan Hicks presented the draft management accounts to 31 October 2018. The operating surplus forecast for 2017-2018 financial year was £80,155, £78,855 higher than had been originally budgeted. SH advised that the accounts would not become consolidated until the end of January 2019.

It was noted that at year-end, British Canoeing would consolidate the 24 committee results into the final year-end position. 19 committees had submitted their accounts but 5 were still outstanding, including Canoe Polo that was likely to show a significant loss of £50-60k due to the World Championships in Canada. It was noted that the current position of the 19 committees had shown an accumulative loss of £14.5k. The major drivers behind the loss had been shown by Slalom (-5k), Marathon (-£7k) and Wild Water Racing (-£3k). Consequently, it was noted that the consolidated accounts including the committee accounts expected to result in a break even position for British Canoeing at year-end.

A question was asked in relation to whether the Canoe Polo committee had been saving money to cover the costs of the World Championships. It was confirmed that this was the case and most committees built up surpluses over a few years in the knowledge that a World Championships outside of Europe would be significantly more costly.

It was highlighted that the Slalom and Marathon Committees had an independent income stream that had not been particularly replicated in other Committees. It was confirmed that discussions around financial planning with the other Committees had been planned for the future.

SH elaborated on the detail included within the finance report. It was highlighted that membership income finished the year at £1,506,000, £74k higher than forecast.

The VAT matters had been resolved with a final payment of £57k made to HMRC. The only outstanding issue was whether HMRC decided to impose any penalties. The Board agreed that it was correct not to make a provision in the accounts for any penalty. It was noted that British Canoeing could appeal any penalties.

It was noted that a new cost had appeared within overheads due to the work around the Access Charter, the costs of which had been moved to British Canoeing Core expenditure, rather than being funded by external grant aid.

It was confirmed that British Canoeing insurance covered against business costs associated with the hacking of our data systems but not the cost of breaching GDPR legislation.

The Board noted and approved the Finance report.

9. Budget 2019

SH presented the British Canoeing Budget for 2018-2019 which projected a surplus of £8,890.

It was confirmed that the budget had been developed wholly in line with the Annual Plan 2019. It was highlighted that income had been budgeted to grow by £184k and this was based on:

- Member expansion rather than a price increase in membership fees
- Increased commercial commission via British Canoeing Insurance and e-Shop
- Appointment of Business Development Manager reducing cost of external consultants
- Growth in coaching and leadership awards with Webinar development and the Paddle Awards

It was stated that expenditure had been increased by £214k and had been based upon:

- Communications staffing restructure and marketing maternity cover
- Salary inflation at 2%
- Reduction in Sport England Funding across Year 3 and 4
- Addition of Area Development Officer for East Midlands
- 25k investment for 2019 ICF Slalom World Cup (as a UK Sport requirement)
- Increase in training budget to reflect investment in our people strategy

It was noted that the budget presented a challenge with additional expenditure from the start of the year, but that income comes throughout the year, with the largest % of earned income coming from membership in the second half of the year. There had been some contingency planning undertaken to hold back some expenditure until later in the year once income was known. It was noted that the Finance Committee had discussed these matters in detail and was considering future options including changes to the financial year so that income came into the first half of the year. These matters to be further investigated in 2019.

The Board considered and approved the budget for 2018/2019.

10. Annual Plan 2018

The CEO presented the final progress report of the Annual Plan/Balanced scorecard report for 2018. DJ confirmed that 73.5% of the Annual Plan / Balanced scorecard had been achieved in 2018. DJ stated he was really pleased with the progress made and commended the staff on their focus and endeavour throughout the year.

DJ highlighted in the report the big achievements made in 2018 and also drew attention to the areas that hadn't gone to plan which were reflected in the Annual Plan 2019. He advised in general non case specific terms of concerns around the safeguarding and disciplinary cases and processes and that these matters continued to involve a lot of time for staff. New policies, procedures and training programmes planned for 2019 should bring positive benefits.

The Parliamentary campaign to launch the Access Charter in November had been a success but the time spent had impacted on other targets within this area of work. It was highlighted that the milestone targets for Sprint would be covered in the Performance Report.

The Chair stated that the Board benefited from the granularity of the information detailed in the Annual Plan. The Board wished to recognise in particular the work of the Head of Digital,

Barry Wade. His input has been hugely important to the success in 2018 and to future plans 2019. It was agreed that the Board wished to write a letter of thanks to each member of SMT for their contribution to progress in 2018.

The Board noted the progress made in 2018 and approved the report.

11. Annual Plan 2019

The Chair invited the CEO to introduce the Annual Plan 2019.

DJ confirmed that the Plan had been developed in the context of the Stronger Together strategy. 9 campaigns had been highlighted in this year's Annual Plan. 6 had been showcased at the joint SMT/Board day on 01 December but there were many other important areas of work within the Annual Plan.

Attention was drawn to the early work which was also presented on the Headline Targets for 2020.

It was noted that the delivery of a successful 2020 Freestyle World Cup was included in the 2020 Headlines under Ambition 7. There was a discussion around non-Olympic disciplines and how we can work better to create more participation and growth opportunities at local level for these disciplines. It was noted that it is planned to host a gathering in 2019 to explore how river running, freestyle, wild water may combine to create a more coordinated and better supported series of events.

The CEO confirmed most disciplines had submitted Terms of Reference and 4 year plans but he was concerned that Wild Water had not yet done so and further work was required to support the committee in these areas. Discussions were planned in the New Year.

The Board noted the detail and approved the 2019 Annual Plan.

12. Performance Report

The Chair invited the CEO to introduce the report on behalf of the Performance Director, Paul Ratcliffe.

DJ highlighted the performance of the Slalom athletes at the World Championships in Rio to hit their UK Sport milestone targets for 2018.

The Culture Health Check results had been fed back into each of the disciplines and had been a well-managed process that allowed two way conversations to help embed values and behaviours.

The Sprint programme leadership team had met with UK Sport for its Mission review in November. The next stage would be for UK Sport to visit British Canoeing on 7 January to spend a day with the coaching team and the sprint athletes to assess whether we had the potential to deliver the milestone targets for 2019. A decision would be expected by 11

January. British Canoeing acknowledged a degree of risk but remained positive about achieving the Tokyo 2020 targets.

Building stronger club links for the talent partnership would be the key to greater success in the future.

There was a discussion around the change in philosophy and approach in the sprint programme and the extent to which this was proving successful. DJ suggested these conversations required the presence of The Performance Director.

The Chair confirmed that members of the Board had met members of the Athlete Rep Group (ARG) on 1 December. It was decided that the notes obtained from this meeting would be shared with the Chairman, the CEO and subsequently the Performance Director. The final feedback would then be shared with Emilia McAllister Jepps, ARG Chair. An updated report would be presented at the next Board meeting in January.

It was confirmed that there was one selection appeal following the selection of athletes to the World Class Programme.

There was a discussion around how British Canoeing recognised athletes for their contribution as they left the World Class Programme. It was agreed that this should be considered within the Athlete Wellbeing Group.

It was noted that there had been a resignation from a Sprint International Panel Member in relation to the selection policy being adopted and concerns around how selection is conducted. DJ was asked to discuss this with the PD. It was noted the vacancies for the Independent Members of the International Panels for Slalom and Sprint/Paracanoe have been advertised on the British Canoeing website.

The Board noted the report and in particular the outstanding achievements of the Slalom team at the World Championships.

13. Safeguarding Annual Case Management Report

The Chair invited Urvasi Naidoo to introduce the report.

The Board were referred to the first part of the report that focused on the progress made against the Framework Action Plan from May 2018. It was confirmed that Kimberley Walsh had left British Canoeing and recruitment for the vacant Safeguarding role would commence in the New Year

It was noted that the British Canoeing's safeguarding procedures had been revised to align with best practice. It was noted that the Case Management Group (CMG) had been significantly strengthened through the recruitment of four new members.

It was confirmed that during the period 31 October 2017 - 1 November 2018, 62 cases had been considered which included existing open cases that had been carried over from the previous period. 40 new cases were submitted during the whole year of which 24 were DBS checks that had returned adverse content. There had been 16 new safeguarding

investigations during the year. During the year also a total of 49 cases were closed, the outcomes of which were detailed in the report.

It was highlighted that training, education and more support for the coaching workforce around safeguarding processes would be a key focus area in 2019.

There was a discussion around the publication of high level facts and statistics in relation to safeguarding and disciplinary cases. British Canoeing did not currently publicise the detail of cases, even anonymously. However, it was agreed that this would be discussed at CMG to ensure we remained open and transparent without breaching data protection.

The Board thanked UN for the report, noted the contents and expressed confidence in the process.

14. AGM

The Chair invited the CEO to introduce the report.

DJ confirmed that the next AGM would take place on 9 March 2019. It was confirmed that the AGM papers would be presented to the Board in January including details of the nominations of Vice Presidents, the appointment/reappointment of the President, the nominations of SCA and CANI Directors together with some amendments to Articles. Changes to the Articles are to be proposed to reflect the UK Agreement, Committee Terms of Reference and to further modernise and update the Memorandum and Articles as required.

It was noted that 9 January is the deadline for nominations and motions for the AGM.

The Board noted and approved the proposals for the 2019 AGM.

15. Committee Structure and Terms of Reference

The CEO presented the report outlining the review of the British Canoeing committee structure and the work that had been undertaken to revise the Terms of Reference for each group. The majority of work around the Terms of Reference had been completed and had resulted in consistency and alignment of terms across many key areas.

The Board remarked on the clarity of Appendix 1, which outlined the new committee structure for British Canoeing split between British and English functions. The CEO thanked volunteer colleagues who had worked with care and focus in reviewing their committee Terms of Reference.

The Board approved the revised committee structure for British Canoeing and noted that the revised Terms of Reference for all Committees would be considered and approved by the Governance Committee by March 2019.

16. Committee Reports

The Committee reports were taken by exception with only the key issues highlighted.

16.1. Nominations Committee

The Nominations Committee met on 14 November and the following papers were reviewed:

1. Skills Matrix updated and approved
2. Succession Plan updated and approved
3. Forthcoming Board vacancies considered
4. Training plan noted and in drive
5. Board evaluation noted and in drive
6. Report against Diversity Action Plan 2017/18 noted. Diversity Statement Updated. Diversity Action Plan 2018/19 approved and in drive.
7. Conflicts of interest noted and in the drive for all Directors to view
8. Annual Governance Statement considered for circulation within the Annual Report.

All documents were placed within the shared Board File on the Google Drive. The Board received and approved the above documents.

16.2. Finance Committee

The Finance Committee met on 6 November and the minutes were attached within the Board pack. The Internal Controls review was completed in October and no significant issues had been raised although an action plan had been implemented to address minor improvements.

The revised Reserves Policy for British Canoeing would be considered by the Finance and Audit Committee in June 2019 and presented to Board thereafter

It was noted that the Finance Committee would continue to give consideration to aligning the British Canoeing year-end dates to the Olympic funding quarters.

16.3. HR and Remunerations Committee

The HR and Remunerations Committee met on 28 September and the minutes were attached within the Board pack. The Board praised the work around the Pay and Grading policy.

16.4. Governance and Risk Committee

The Governance and Risk Committee met on 8 November 2018 and the minutes were shared within the Board pack.

The draft Business Continuity Plan had progressed well and appropriately highlighted the risks to British Canoeing in the event of any adverse incidents. The final draft would be approved at the next Governance Committee meeting.

It was emphasised that the AGM would be a key focus of work over the next few months.

The Risk Register had been updated to include new risks around safeguarding, data protection and subject access requests and had been uploaded into the Director's shared drive. It was

emphasised that changes and improvements to risk management would be a priority area for 2019.

The CEO thanked the Committees of the Board for the advice, scrutiny and hard work over the past year.

16.5. Scottish Canoe Association (SCA)

One new and one re-elected Board member were appointed at the SCA AGM November. It was also reported that over the weekend of 10-11 November, the SCA committees and the SCA Board got together to discuss, share and develop the next four year plan.

It was confirmed that Remi Gaspard had resigned as Performance Director at the SCA to take up a new position at Paris 2024. The Chairman, on behalf of the Board, expressed appreciation for Remi's work in Scotland and more widely across British Canoeing in general.

The next SCA Board meeting would take place on 11 December whereby the UK Agreement would be reviewed and signed.

16.6. Canoe Wales

The minutes from the Canoe Wales Board meeting and AGM were included within the Board pack. It was advised that David Wakeling had been re-elected as a Board member at the Canoe Wales AGM in October. Canoe Wales had also signed the UK Agreement in November.

16.7. Canoe Association of Northern Ireland (CANI)

The Board received notification that CANI had approved the UK Agreement on 29 November. CANI were due to shortly undertake the Culture Health Check process through Sport Northern Ireland. It was also reported that the insurance claim for the recent break-in claim had been approved.

16.8. Safety Advisory Panel

The Safety Advisory Panel met in October and the minutes had been uploaded to the Board Director's shared drive. The Board received a Safety Report that outlined incidents and safety matters that had occurred since the last Board meeting in September. The numbers for fatalities and minor incidents had significantly increased and the Board requested clarity around the basis of the data collection and whether the increase was real or as a result of changes in reporting.

17. Any Other Business

The Chair confirmed that British Canoeing required two Board members to join the National Honours and Awards Panel (NHAP). Greg Smale and Dee Paterson volunteered and the Board confirmed the appointments. It was agreed that the NHAP would meet in the first week of January.

It was recognised that the feedback received from the Future Leaders Programme held in mid-November had been really positive. The Board acknowledged the value and importance of engaging new volunteers in these sessions. The next session would take place in February 2019.

The Chair asked the Board to consider the 2019 Board dates that had been circulated over the weekend. The Chair advised that he had a conflict with one of the dates and would confirm after the meeting.

The Board were reminded to complete and return the availability form for the World Cup Slalom event in 2019.

A question was asked around whether British Canoeing had the appropriate copyright protection in place for the E-learning platform. The CEO agreed to investigate. It was suggested that our Communications department do more to engage paddlers that were unconnected to British Canoeing by showcasing them through articles in our publications.

18. Closed Session with Non-Executive Directors