

Minutes Board of Directors Meeting

Date Tuesday 18 July 2024

Time 10.30 am

Venue Sport and Recreation Alliance, 137-144 High Holborn, London WC1

Present

Chair Janet Beer (JB)

Directors Kenny Baillie (KB)
Jack Baker (JB)
Sally Dicketts (SD).
Katie Fawkner-Corbett (KF)
Dave Strain (DS) From item 3
Lisa Wainwright (LW) Chief Executive
Caroline White (CW)

Guest

Annamarie Phelps CBE (AMP), IWG – item 3 only

Perrin Carey (PC), CoSteer – item 13 only

In attendance

Cameron Yorston (CY), Director of Communications, Partnerships and Member Engagement – item 12 only

Martin Lindsey (ML), Chief Operating Officer (COO)

1.1 OPENING REMARKS

The Chair welcomed everyone to the meeting.

1.2 APOLOGIES FOR ABSENCE

Apologies for absence had been received from Rupinder Bains (RB) and Hamid Vaghefian (HV).

1.3 DECLARATIONS OF INTEREST

There were no declarations of pecuniary or non-pecuniary interest declared at the meeting.

2.1 MINUTES OF THE PREVIOUS MEETING

The minutes of the previous meeting held on 16 April 2024 were agreed and would be signed in due course as an accurate record of the meeting.

2.2 MATTERS ARISING

The Board received and noted the summary paper which outlined the progress taken on the matters arising and actions from the previous meeting, all of which were either completed or ongoing.

The CEO reported on the action from the previous meeting regarding invitations to the recreational APPGs to the 'super' APPG that was due to be held. Although invites had been extended, in the end the event itself was not well attended due to a national train strike and a further event will be held in September.

3 IWG UPDATE

The Chair reported on a productive meeting she and the CEO had held with AMP on 8 July 2024. The items discussed included how future insight work could be better presented with those universities with sport as their main focus eg Loughborough and Bath. The help of students in the work and sports scientists would also be helpful to the insight work. KF had been asked to review the Insight Hub for the Steering Group and confirmed this work was restrained by the functionality of the platform.

The Board welcomed AMP to the meeting. AMP reported that IWG was at the two year/halfway point which meant that it was two years away from the conference and a good time to review the Team and its ambitions whilst being more forward-looking and ensure all the work was tied into the conference and its outcomes. IWG would organise a workshop – with JTA [pro bono] - to look at that narrative with other women in sport organisations.

The sporting councils had restated their commitment to the work of IWG and the conference and IWG had met with the home country sports councils to ensure that they would also maximise the outcomes of both IWG and #ThisGirlCan campaigns.

The recent UK Sport downsizing had meant that their IR work had moved into governance and major events. This had resulted in their Head of Major Events joining the Steering Committee.

The West Midlands Growth Company was working to ensure the IWG was best placed in Birmingham following the recent changes to the political landscape.

The timescales and milestones had been outlined for the conference and LOK would be working to finalise these. The ITT would be issued at the end of the month and the brochure for sponsorship was in draft format and awaiting final workshop information. AMP hoped to have a draft to use with corporate organisations mid-end of August. The sales company sign up should be finalised by mid-December and signed off by the conference steering group by the end of December. AMP thought it likely a report could be made to the Alliance Board by the end of the year and the Chair agreed that this would be a good timeline.

RG thanked AMP for that outline as he wanted to know when the official information would be available for the commercial engagement. AMP confirmed that this should be available for use by December.

The next IWG bid document was nearing completion too. There were two main areas of the World where the IWG had not yet been – Latin America and the Middle East - each would bring different challenges. It would be the IWG Global Executive that would make the decision on the next Secretariat although the UK would prepare the background on applications.

DS noted that there were two sponsorship/commercial partnerships sales periods: Oct-Dec 2024 and Jan-Mar 2025 and the aim was to launch ticket sales in the Spring. The Steering Committee would meet on 17 December and report to the Alliance Board on 21 January 2025. The key period for commercial contact would be key during this first quarter of 2025.

SD asked for clarification on what IWG would like the key outcomes/impact/legacy of the conference to be. AMP stated that this narrative had yet to be fully identified although there were some ideas within the secretariat around improving gender equality within sport and to share good practice. It was key to ensure the right people were present in the room and previous conferences had indicated the value given by delegates to the opportunity to network.

AMP confirmed that the Secretariat was working to Option 2 for the conference costs, and remained grateful that the Alliance was underwriting the event. She was optimistic that there would be not additional costs incurred with this Option but could not guarantee this until she had the commercial information. AMP would not move to Option 1 unless there was guaranteed additional financial support. KB wanted it clarified that there was no expectation for the Alliance to

provide funding for the conference and AMP confirmed that this was the case - there was no expectation for the Alliance to provide any funding for the conference.

The Chair and Board hoped AMP would have a productive and enjoyable time in Paris whilst networking, on behalf of the BOA and IWG. [AMP left the meeting.]

The Board agreed that it had been a productive and positive discussion regarding the conference. LW would follow up regarding when the commercial booklet was available as the Alliance could assist and share contacts for circulation of the information. **ACTION: LW to speak with LOK**

4 CHAIR'S REPORT

The Chair reported on her action to approve Associate membership for a new member – Wheels for All – which would be followed up by the membership team.

Meetings were continuing to be held with Angela Rippon and members of the Movement and Dance Division regarding the Dance for Life project.

The Chair had also attended the meeting of the Remuneration Committee and chaired the Nominations Committee meetings for the recruitment of the 2024 Appointed Director who would replace CW on the Board.

The meeting with Annamarie and LW on 8 July had been previously discussed under the IWG update and the chair had also met with JB on the same date to discuss the Arthur Bell Trophy, to be presented at this year's Annual General Meeting (AGM).

The Chair had also attended the Wimbledon Championships - KF had also attended.

The regular catch-up meetings with the CEO continued and the proposed meeting between the Chairs and the CEOs of Sport England (SE) rescheduled for 5 June had been postponed yet again. It was whilst that meeting was in the process of being rescheduled for September/October that a letter from Tim Hollingsworth, SE CEO, had been received by the Chair on 27 June 2024.

Upon receipt of the letter it was duly acknowledged before being circulated to the Board and a select number of Vice Presidents (VP) for their consideration [Past chairs and SID]. The Chair, CEO and KL had met to discuss the letter with those VPs on 15 July to discuss a way forward.

The discussion today was to ensure full understanding by the Board of the history of the Contract, what it was and why it existed. It was understood why SE might want to challenge the Contract with a new Board in place but it should in no way be seen as an 'easy' way to make financial savings.

LW referred to the paper [previously circulated] which outlined the key points for the Board. The last formal challenge to the Contract was in 2013, when Andrew Moss was Alliance Chair and Emma Boggis CEO.

The Chair reported that following the meeting with the VPs, it had been agreed that

- A timeline of the history and events would be outlined.
- A copy of the counsel obtained from Michael Beloff KC would be made available to the Chair for information.
- The briefing document would be shared with VPs for approval and shared with the Board before the Chair asked for a conversation with Chris Boardman, chair of SE. She would present this briefing document to CB to ensure he was fully aware of SE's contractual obligation.

The Board agreed with this plan and thought it was important to highlight the ways the Alliance was relevant for the membership at this time. The member review was particularly timely to assist with

this process as the Alliance might need to garner their support with future negotiations with SE. The Chair confirmed that the President had been made aware of the position.

The Board discussed the SE letter and background in more detail. Charles Woodhouse was the solicitor at Farrer & Co involved in the drafting of the Contract in 1972. His paper Reflections on an improbable survival and an unusual contract would be circulated to the Board for information together with a copy of the full schedule of assets transferred to the Sports Council. **ACTION: Company Secretary**

5 CEO UPDATE

The Board received the CEO report (previously circulated) which outlined the work undertaken by the organisation since the April Board meeting. LW highlighted the following points:

The Launch of #TakeTheLead cross-sector campaign calling on Party Leaders to Make the UK the most Active Nation in Europe by unlocking the power of the sector was held on 13th June. It was accompanied by letter to Party Leaders signed by over 200 organisations from sector and supported by Dame Darcey Bussell, Ugo Monye and Rebecca Adlington. The campaign continued and was a great support in the advocacy and political engagement.

The Strategic Framework outcomes were provided at Appendix A. A comparison against last year was not available as the questions had changed for this year and a new baseline therefore established. In summary, members were satisfied with the services provided by the Alliance. An area to be improved had been highlighted for the Corporate Partners. ML confirmed that in the future more short, sharp pulse surveys would be sent to members in order to quickly identify those areas needing more urgent attention or providing areas of insight and this detail could be more easily available to share with the Board. Strategic outcomes would be made available on the website.

The timeframe for the new Reconomics Report would be verified and informed to the Board. **ACTION: CEO**

It was noted that the number of membership renewals was low at 77%. DS asked whether this was normal for the time of year. The CEO confirmed that this was in hand and the Team was chasing outstanding payments. Regrettably members' staff and volunteers changed and the Alliance was not always informed of the new information which did account for delays in payments and renewals.

The CEO also referred to the King's speech and the information circulated to the membership. There were nine potential Bills that could be of interest to the sector and the Team would be taking this work forward. The Board thanked LW for her report.

6 GROUP STATUTORY ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2024

ML introduced the Statutory Accounts and confirmed the auditors had attended the Finance and Audit Committee meeting on 9 July and a copy of their audit report had been previously circulated to the Board for information. ML explained that there had been many more requests from the auditors for information compared to previous years which had affected the timeline for the issue of the draft accounts and circulation to the Board. No concerns or issues had emerged during the audit and the outstanding items were the receipt of one final bank confirmation letter and finalisation and approval of the tax computation.

The reported pre-tax deficit for the year was £83,000 compared to a deficit of £245,000 in 2022/23 with the difference largely due to a decrease in the notional pension service and admin charges.

In arriving at this deficit under the FRS102 rules, the actuarial calculation of employer's pension service and admin costs of £118,000 (2022/23 £325,000) as well as the notional pension interest charge of -£33,000 (2022/23 £67,000) and the year-end adjustment against pension contributions of -£15,200 (2022/23 -£80,841) were included.

As reported in the management accounts during the year, the Alliance's operating budget did not include the end-of-year adjustment for pension contributions or the notional pension service and admin charges which were treated as a stand-alone, below-the-line cost. This year the notional pension interest charge was not included in the budget either due to it being a notional surplus.

The reported loss for the year in Ventures was £14,906 (compared to a loss of £174 in 2022/23) giving an overall net liability of £45,065 (compared to £30,159 in 2022/23). Income from commercial partners was £35,192, £5,858 less than last year.

The expenditure for the year of £55,799 was £14,087 higher than 2022/23 with the difference mainly due to the recognition of bad debts.

It was recommended that for next year's Directors' Report to write the information against the organisation's strategic objectives in order to have more impact. This future format was agreed.

The Board noted that the auditors would sign the accounts when the outstanding items had been resolved and with those considerations, it was resolved:

That the statutory accounts for the year ended 31 March 2024 were approved, subject to no significant changes being required by the auditors during completion of their outstanding items, and the Chair and DS, were authorised to sign them on behalf of the Board of Directors.

ACTION: Chair/Dave Strain

The Board authorised the Chair to sign the letter of representation to the auditors. **ACTION: Chair**

7 ALLIANCE RISK REGISTER

The Board was reminded that the Risk Register was maintained by the SMT and was linked to the strategy and operational plan. All strategic risks and any other risk with a residual score of 15 or greater were highlighted to the Board at each meeting and the IWG risks are now included in the Alliance register as requested at the previous meeting; it was noted:

- There were currently no strategic risks on the risk register (or the IWG risk register) rated as 15 or greater after mitigation measures had been applied.
- There was one other risk (financial) on the risk register that was rated as 15 or greater after mitigation measures have been applied:

Commonwealth Games England may no longer require or be able to afford their office space in Holborn Tower due to the withdrawal of hosting of the 2026 Commonwealth Games by Victoria state (residual score of 15).

Commonwealth Games England had served notice for their lease at Holborn Tower which would now end on 24 September 2024. The lease at Holborn Tower was currently scheduled to end on 24 September 2028 and the Alliance Team were currently reviewing the options available.

- There has been one strategic risk that has increased in score since the last full review in April:

Reduction in our Sport England core funding significantly impacts our ability to maintain our current resource and deliver our strategy (increase from 4 to 12).

An update/discussion regarding this was provided under the Chair's Report agenda item.

- There had been no strategic risks that had reduced in score since the last review.

The current highest rated strategic and IWG risks on the risk register are as follows:

- Reduction in our Sport England core funding significantly impacts our ability to maintain our current resource and deliver our strategy (12/25).
- (IWG) Global sport and physical activity sector recovery from pandemic impacted by current economic climate & resulting in gender equality falling down priority list (12/25).
- (IWG) Insufficient revenue secured to stage Global Summit (10/25).

The Board noted the current position regarding the Register. ML clarified that additional IWG risks would be added in due course for the conference and the Alliance's underwriting risks when that information was made available later in the year.

8 BOARD GOVERNANCE 2024

The Board received a paper (previously circulated) which outlined the process followed regarding this year's recruitment process for the Appointed Director positions. HV had been appointed by the Board by the Article on 'decision without a meeting' process after the earlier Elected Director ballot which had left one AD position to fill. The Nominations Committee recommended a candidate for Board approval, which was duly given. The Company Secretary would follow up regarding appointment letter and induction. The term of office would commence at the conclusion of the AGM, the date yet to be confirmed [*subsequently confirmed as 15 October 2024*].

ACTION: Company Secretary

ML drew attention to the remaining part of the paper which outlined several policies that required Board approval:

- Board Recruitment Policy [the normal annual review by the Board]
- (Employee) Code of Conduct
- Equality, Diversity and Inclusion Policy
- Whistleblowing Policy
- Anti-harassment and Bullying Policy

The Board approved all policies and thanked RemCom for their discussion and help for the four additional policies at their meetings.

9 FINANCE AND AUDIT COMMITTEE 9 JULY 2024

The Committee discussed the group statutory accounts and received the report from auditors. The Income Generation Working Group would be progressed with CY soon to reactivate the group. A Risk Register discussion focussed on CGE, the SE letter and the IWG updated key decision dates for the Global Summit taking into consideration corporate partners and ticket sale dates – those dates seemed appropriate to the Committee. Minutes of the meeting would be circulated in due course.

10 REMUNERATION AND STAFFING COMMITTEE 4 JUNE 2024

CW reported on the key issues from the Committee meeting. The May/June meeting concentrated on salary reviews where these were checked and challenged as well as consideration given to salaries for the Senior Management Team. The staff survey results had also been reviewed where all the scores [bar one] had been increased in a positive way on the scores from last year. This was something the Committee reviewed carefully, including the pulse surveys, and CW thought it was an important role for the Board to be aware of and continue to be a part of setting the culture for the organisation. The minutes of the meeting would be circulated in due course.

11 EDI COMMITTEE 26 JUNE 2024

LW reported that the main agenda item was the Diversity and Inclusion Action Plan, both for the Alliance and the sector. The Alliance was sharing good practice where possible through the Inclusivity Hub. SportingQueer was launched at the BOA offices on 6 June and received support from the membership. The booklet was shared at BUCS conference on 16 July by the CEO and

was well received. The meeting was currently in its planning stage and looking at its priorities as a Committee.

12 MEMBERSHIP REVIEW

The Board welcomed CY to the meeting who was invited to provide the interim findings on the membership review.

CY reported that the purpose of the review was to ensure that the Alliance remained well-placed to meet current and future member needs through the delivery of relevant products and services. The Review would operate within the context of the Alliance's existing Articles and contractual funding arrangement with SE. Any recommendations for change would not require formal governance or structural changes.

CY outlined the who, the what and the how and the summary of research assets for the review. The key emerging themes were shared with the Board before he outlined the next steps.

The Chair asked the Board to consider and review the presentation in more detail and to let CY have any comments and questions as soon as possible. There was work to be considered at a strategic level which would drive the operational processes; this was something the Board had touched on several times and the Chair felt the debate would be welcome at the next meeting. She thanked CY and the Team for the work to date and the October Board meeting would include a discussion on the full results of the review together with the strategic discussion. CY left the meeting.

13 EXTERNAL BOARD EVALUATION

The Board welcomed Perrin Carey, CoSteer to the meeting. PC expanded on the report that was prepared as a result of the e-survey circulated to the Board earlier in the year.

The results were produced to show the governance, culture and confidence of the decision-making by the Board. The overall performance of the Board was indicated as 'good' and higher than the normal mean measurements taken by other Boards they had been involved with.

PC referred to the areas that might be interesting to follow up on but there were no areas of concerns highlighted. Moving forward, PC outlined how the Board could review the key influence levers and look to improve them further as they would have the most impact within the organisation.

The Chair thanked PC for his report and confirmed the recommendations would be considered and converted to relevant action plans for the Board to take forward.

14 ANY OTHER BUSINESS

There were no items of other business discussed.

15 DATE OF NEXT MEETING

The date of the next scheduled meeting was confirmed as 10.30 am on Tuesday 15 October 2024 [*subject to confirmation of AGM date*].

The meeting concluded at 1.00 pm.