

CONFIRMED**MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS**

HELD ON TUESDAY, 22 AUGUST 2017

AT 10.00 AM

BOARD ROOM, BJA CENTRE OF EXCELLENCE

UNIVERSITY OF WOLVERHAMPTON, WALSALL CAMPUS, WOLVERHAMPTON, WSI 3BD

PRESENT:	Ronnie Saez, Chair and Chair, JudoScotland	(RS)
	Andrew Haffner	(AH)
	Malgorzata Grzyb	(MG)
	Eddie Awford, Chair, England Area Commission	(EA)
	Peter Blewett	(PB)
IN ATTENDANCE:	Andrew Scoular, Chief Executive	(AS)
	Gary Henderson, Corporate Services Director	(GH)
	Mike Cooper, Financial Controller	(MC)
	Colin McIver, Sport Director	(CMcl)
	Nigel Donohue, Performance Director (part time)	(ND)
	Sharon Hellend (Minute Taker)	(SJH)
	Jeremy Beard (haysmacintyre) (Conference Call)	(JB)
APOLOGIES:	Alan Rickard	(AR)
	Loretta Cusack-Doyle	(LC)
	Ryan Wilkinson	(RW)
	Fred Prosser, Chair, Welsh Judo Association	(FP)
	Bill Taggart, Chair Northern Ireland Judo Federation	(BT)

30/1 WELCOME & DECLARATIONS OF ANY CONFLICTS

The Chair welcomed and thanked everyone for attending the meeting. There were no declarations of interest.

30/2 APOLOGIES

Apologies had been received from:

- Alan Rickard
- Loretta Cusack-Doyle
- Ryan Wilkinson
- Fred Prosser
- Bill Taggart

30/3 ANY MATTERS FOR ANY OTHER BUSINESS

RS informed the Board meeting that FP had asked for the following 2 items to be considered at this meeting:

- (i) *Loretta Cusack-Doyle wishing to continue her term of office which FP and BT are happy to endorse.* RS informed the meeting that as this is an electoral process, it is not possible to progress this item at this time.
- (ii) *Loretta Cusack-Doyle to be put forward for a Recognition Award.* RS informed the meeting that such a request would need to be put to the Rewards & Recognition Working Group for consideration.

30/4 MINUTES FROM PREVIOUS MEETING

30/4.1 MINUTES OF THE MEETING HELD ON 27 JUNE 2017

The Board Members asked that the Minutes of the meeting held on 27 June 2017 be amended as follows:

Page 3 – item 28/7 – Chairman’s Update – Kerrith Brown:

Item (i) – Typing error – the word ‘lighten up’ to be changed to ‘tighten up’
4th paragraph – the word overall be amended to read ‘overhaul’.

Page 4 – Item 29/7 – ‘Equity Plan Update’ to be amended to read ‘Equality Plan Update’.

Page 4 – Item 29/8 – Chairman Appointment – Jonathan Hall was also present at the meeting that took place with Liz Nichol, CEO of UK Sport.

Page 4 – Item 28/9 – Independent Appointments - should read Item 29/9.

Page 4 – Item 28/9 – wording to read ‘This will ensure that the BJA Board has a good cross section of skills and fill the skills gaps that have been identified’.

Page 7 – 29/12 – CRM – should be ‘Marketing Tender’ and not CRM.

Page 8 – 29/13.3 – Membership & Grading Fee Review – 2nd paragraph – should read ‘*It was stressed that consideration needed to be taken.....*’

Page 8 – 289/12.2 – Events – should be 29/12.2

The Board confirmed that once the above changes have been made, they were happy to accept the Minutes as a true and accurate record of the meeting.

Proposed: EA

Seconded: MG

30/7 AUDITED ACCOUNTS SIGN OFF – HAYSMACINTYRE

Jeremy Beard (JB) from Haysmacintyre joined the meeting via conference call and gave the Board Members an overview of the Audit Findings Report, drawing their attention to the following items:

Page 2 – *Limitations* – although Haysmacintyre has carried out an audit of the BJA, he stressed to the Board Members that this was not an audit of the internal operations of the organisation. However, where Haysmacintyre felt that improvements could be made, then these would be advised.

Page 3 – *Audit Risks and Key Judgement Areas identified during planning* – there were no areas of concern for this item.

Page 4 – *Sports Governance Code – how future information is to be provided to SportEngland*. Following conversations between Haysmacintyre, SportEngland and UK Sport, a template has now been drawn up which can be used going forward. Haysmacintyre to forward this template to BJA.

Action: Haysmacintyre

JB informed the Board Members that in future, there would be a requirement to show both names of and any remuneration payments made to all Non-Exec Directors. This is a requirement of the Governance Code and will be shown within the accounts under ‘Directors Remuneration’.

Page 4 – *Recognition of Grant Income* – There was some concern amongst the Board Members with regard to the overstated amount of £43,000. AS informed the meeting that this was AASE money and the expenditure is within Management Costs of the accounts and as such, is not linked to the AASE code. This was accepted by the Auditors.

Page 5 – *Depreciation* – JB advised the Board Members that he felt that it would be good practice for the BJA to carry out a ‘tidying up’ exercise of fixed assets.

Page 5 – 3.2(i) – *Unadjusted Misstatements* – There are no misstatements left unjustified.

Page 7 – JB drew the Board Members attention to the ‘Control Point’ document which highlights the previous years’ recommendations and identifies actions for future. He made particular mention of:

‘*Significant levels of foreign currency which the BJA is currently holding*’. Although the Board acknowledged that the sum is quite significant having already been reduced, they felt that it was justified in order to cater for the amount of events and trips abroad that the Team/BJA employees are required to make.

Delayed Banking of Destination@BritishJudo money – There were no issues.

Purchase Invoices - JB advised the meeting that whilst this had been included on the Control Point document, Haysmacintyre did recognise that it is always difficult to provide invoices and overall there were no real concerns regarding this item.

Page 10 – *Emerging Issues – GDPR* – JB advised the Board Members that as this is a significant item, he recommended that it should feature very high on the agenda of any Membership Organisation who is holding data to ensure that the BJA have everything in place regarding the legislation which comes into force in May 2018.

Page 11 – *Cyber Essentials* – JB advised that Haysmacintyre were happy with the process that the BJA have in place to try to combat the risk of fraud having seen the chains of documentation in place before any payments are made and there were no concerns in this area.

Page 12 – *Benchmarking Survey* – JB informed the Board Members that a survey will be sent out to the BJA in the next couple of weeks and urged the Board Members to consider taking part in this.

Internal Controls – For information, JB informed the Board Members that Haysmacintyre have now set up an NGB Finance Special Interest Group which will offer a low cost solution to NGB’s by allowing them to network and share experiences as well as being kept up to date with technical updates.

Overall, JB had no issues with the BJA following the audit but emphasised to the Board Members that in future greater emphasis will be on how the public funding is spent. As a result of this, there will be greater scrutiny. The Board Members were informed that this would require any gifts given/declined or any form of payment to family members made within an organisation where public money has been used will need to be declared. The Board Members acknowledged this and it was agreed that a register would be set up to start to record this type of information.

Action: AS

The Board Members were happy with the explanations given by JB and the Letters of Representation and Accounts for the BJA and BJA Competitions and Events were presented to the Chair for signature.

It was **RECOMMENDED** and the Board **AGREED** unanimously that the audited consolidated accounts for the British Judo Association be approved.

Proposed: Andrew Haffner

Seconded: Eddie Awford

It was **RECOMMENDED** and the Board **AGREED** unanimously that the audited accounts for the British Judo Association Competitions and Events be approved.

Proposed: Magorzata Gryzb

Seconded: Peter Blewett

The Chair extended thanks to Jeremy Beard and the audit team for their efficiency in the process and the conference call with JB was ended.

A discussion then took place with regard to the significant increase of trade debtors. MC agreed that he would look into this and report back to the Board Members at the October 2017 meeting.

Action: MC

AS informed the Board Members that steps are now underway by MC and GH to put out a tender for the Auditors and the Board would be updated accordingly.

Action: MC/GH

30/5 **ACTIONS ARISING FROM PREVIOUS MEETINGS (not included on the agenda)**

The Action List circulated prior to the meeting was noted and AS gave an overview of the current positions:

19/13.1: Relationship between the BJA and BJJ – AS has now written to Ray Stevens and Ed Semple explaining to them that nothing further will happen with the BJJ unless all 3 of the organisations are included and as yet no further meetings have been arranged.

25/8 – Communications & Marketing – The tender has now been put out and is on the UK Sport website.

25/8 – BJA Facility at Walsall – Walsall Facility – This is still ongoing with no further information available. AS advised the Board Members that he has a meeting with a Modular building company on Wednesday 23 August 2017 to discuss what options are available and will update the Board at the October 2017 meeting.

25/8.1 – UK Sport/Sport England Annual Assurance Process – Document has been updated and returned to Moore Stephens.

28/7 Chairman's Update – Kerrith Brown – Brabners are currently working on a policy and procedures document that the BJA can adopt to ensure that a robust procedure is in place for any future cases that may arise.

28/13 – Declaration of Interest Forms – still awaiting completed form from FP.

Action: FP

28/13 – Board and Council Review Meeting – A date for this has now been set as Saturday 7 October 2017. The Agenda for the meeting is a topic for discussion later in today's meeting.

29/7 – 'Equity Plan' Update – the Board asked that the wording of this be changed to 'Equality'.

Action: AS

29/11 – Safeguarding – Keith Eldridge will attend the October 2017 Board Meeting to provide training and update any concerns that the Board may have on this subject.

29/12.1 – **Financial Forecast to Year End** – This is still being worked on. It was agreed that the Audit and Risk Committee hold a meeting prior to the October 2017 Board meeting. MC to arrange.

Action: MC

30/6 RISK REGISTER

The Risk Register circulated prior to the meeting was noted and AS provided the Board with an overview regarding the items marked 'red' as follows:

Performance – *failure to recruit visually impaired athletes on the visually impaired performance pathway* – 3 new athletes have now been recruited and this programme continue to grow as and when new talent becomes available.

Organisation – *Potential expansion and investment into Walsall* – Further information from the University is expected to be given to the BJA on 9 September 2017. It is hoped that we will then have a better understanding of what the disruption is likely to be.

Space is an issue within the Performance Department and we are currently looking at this.

The Board enquired as to what the BJA's relationship is like with the University and AS advised that the University are very supportive towards the BJA and are keen to have our facility on site. A plot of land within the Walsall Campus has been offered to the BJA on which temporary accommodation can be sited. This is currently being explored, although any such building would be subject to planning permission.

30/8 COUNCIL QUARTERLY REVIEW – 7 OCTOBER 2017 – DRAFT AGENDA

The Board Members were informed that the first quarterly review with Council Members is scheduled to take place on Saturday 7 October 2017 at the BJA Centre of Excellence and the draft agenda which had been circulated prior to the meeting was noted.

AS advised the Board Members that their attendance at this meeting was not required as the Board would be represented by RS/AS and the Exec Team and the outcome of the discussions would be reported back to the Board accordingly.

A brief discussion took place with regard to the 'Strategy' wording on the draft agenda. The Board Members agreed that this wording need to be amended so that greater clarity is given to the 5 areas listed. AS to amend accordingly.

Action: AS

30/9 CHAIRMAN'S REPORT

The Board noted the report that had been circulated by the Chairman prior to the meeting and commented that they found it really useful to have the Chairman's report in writing.

RS requested that with the exception of AS that the Exec Team plus SJH leave the meeting to allow a confidential discussion to take place.

11.00 a.m – 12 noon - CMcl/GH/MC/SJH not present at the meeting

30/9.1 INDEPENDENT NON-EXECUTIVE DIRECTOR APPOINTMENT (INED)

RS updated the Board with regard to the process of recruiting for an Independent Non-Executive Director (INED) and advised that following an advertising campaign 18 applications had been received.

The panel, consisting of RS/MG/RW/AS and Rowena Birch, reviewed each of the applications to closely look at the candidates' skills and compare them to the skills gap that the Board needed to fill. Of the 18 applicants, 4 candidates were then selected for interview and on Tuesday 15 August 2017, the candidates were interviewed by the panel, and although it had been hoped to recruit 2 Independent Non-Executive Directors, only 1 candidate suited the requirements that the panel were looking for.

RS explained that Mrs Claire Lish who has a strong background in both HR and legal issues and had also been involved with Judo for some time was now being recommended by the Interview Panel as the most suitable candidate. RS declared to the Board Members that although Claire Lish is known to him both on facebook and through her son being in competition with RS's son, there was no conflict of interest and the Board were happy with this explanation.

It was therefore **AGREED** that Mrs Claire Lish be appointed to the role of Independent Non-Executive Director with immediate effect.

Proposed: Eddie Awford

Seconded: Peter Blewett

AH abstained

30/10 CHIEF EXECUTIVE'S UPDATE

The Chief Executives Report circulated prior to the meeting was noted and AS gave an overview making mention of:

30/10.1 GOVERNANCE

Assessment Against Current Governance Standards – NOT MET – the current position with regard to the 11 actions not met is as follows:

Principle 1 – Structure

- 1.1 *Slides used at Board Training sessions have been sent to UK Sport and efforts are underway to become more strategic.*
- 1.7 *Council Minutes will be published on the website.*
- 1.21 *The Handbook is currently being revised and should be available within the next couple of months.*
- 1.24 *We have established a review of the Commissions.*
- 1.26 *The Nominations Process is a concern. As our Annual General Meeting is not scheduled to take place until 11 November 2017 a request was put to UK Sport for an extension of time. This has been granted and written approval has been received, however, we only have until the AGM (i.e 11 November) after which our funds could be frozen.
BJA to align NomCo Membership with Code requirements – This is an agenda item for today's meeting but will have to go to the AGM.*

Principle 2 – People

- 2.1 *Publicly adopt a target of 30% of each gender on the Board and a headline commitment to achieving gender parity and greater diversity on the Board generally – we have got a statement and we will make it more profile but we have to look at how we get to this but based on the appointment elections etc we should be able to achieve this. However, going forward, there is concern with regard to this element.*

- 2.2 BJA to provide the current Equality Action Plan for the Standard, and then UKS and SE will consider compliance with this requirement further – A meeting has been arranged with a Diversity company to discuss this in greater detail to ensure that we are compliant in this area by October 2017.
- 2.3 As above.

Principle 3 – Communication

- 3.4 BJA are looking to establish a Stakeholder Strategy so that it can be sent to UK Sport.

Principle 4 – Standards & Conduct

- 4.1 Timetable has now been created for individual Director appraisals.
- 4.4 Programme is now in place to review the BJA Handbook and carry out Board Training.

Draft Resolution – AS drew the Board Members attention to the fact that the Nominations Committee can only recommend appointments. It is then the Board's decision to accept that appointment in principle. If accepted, AS to send to Brabners so that the term can be correctly worded.

AS advised that 3-4 engagement sessions with the membership via roadshows needs to now take place as a matter of some urgency so that documentation which would need to go out on 9 October 2017 (giving the required 28-days' notice) can be drawn up to go out with the resolutions. The Board were in full agreement with this. AS to progress this.

Action: AS

MG was concerned as to when this changed and it was agreed that AS thought it was after our EGM but would find out the exact date and inform the Board accordingly.

Action: AS

Further discussion took place with regard to voting at the AGM and as a 75% majority is required, the Board were in full agreement that a promotional drive should be undertaken by the Board Members to try to get as many Members/Proxies to be in attendance at that AGM as possible.

AS advised that the Calling Notice has already been sent out. AS also advised that he would enlist the help of Brabners and Jonathan Hall to ensure that the correct terminology is used.

England Director Election

Peter Blewett, having applied for this position, left the room to allow discussion to take place.

AS showed the Board Members the voting form that had been prepared by Engage and was due to be sent out in the next few days. The Board Members were advised that 5 people had applied for the position, 4 whose details had been included in the form and the 5th – Colin McCallum - who had failed to meet the criteria and thus his application has now been removed from the process.

AH requested that the list of Club Secretaries be fully up-to-date to enable a fair voting process to be undertaken. AS to ensure that this is done.

Action: AS

Transitional Arrangements

AS gave an overview of the arrangements for the transition explaining to the Board Members the number of new Board Directors could be as follows:

- Could have had 2 Independent Non-Executive Directors – now have 1
- New Scottish Director
- 2-3 Elected Directors
- England Director

New Director Timescales

- England Director – October 2017
- Scottish Director to GB Board should be in place by end of September 2017
- Scottish Judo will also have 2 new Directors
- AS has spoken to the Welsh Association and FP is due to be up for reappointment later this year
- Could have new Welsh Director to BJ Board.

AS highlighted that it is a significant change in Directors in one year and possibly 4 years later so we need a plan to ensure stability.

Staffing - AS advised the Board Members that interviews for the role of Junior Coach were scheduled to take place on Friday 8 September 2017.

Sport England - They have now updated some of our KPI's.

Invitation to George Kerr's 80th Celebration - Awaiting to hear if Marius Vizer is able to attend.

European Veterans Event - We are trying to get a local organisation structure together. The contract, which we have not yet received, but hopefully can be discussed in Budapest at the World Championships between EJU and BJA and will be circulated around the Board at the appropriate time. Upon receipt, the document will be passed to Brabners for their comment prior to signing and a small working group will be formed to review.

Conducts & Complaints - AS advised the Board Members that whilst there still remained quite a few cases listed, this is mainly due to 2 factors:

- Number of complaints being received and the time it takes to investigate them by outside sources.
- There is an increase in the number of Child Safeguarding Officers which the BJA has trained to look out for any issues.

Keith Eldridge to be present at the October 2017 meeting and will update the Board on the issues surrounding Safeguarding.

30/10.2 COMMISSIONS REPORT

The Board noted the Commissions Report and associated Terms of Reference documents that had been circulated prior to the meeting and unanimously agreed that the best person to be Chair of each of the Commissions was a person who was best qualified to that subject area. It was also agreed that a Board Member, wherever possible, should be included within each Commission.

A discussion followed with regard to each of the Commissions and it was agreed that the Commission for Education (Schools/FE/HE) was not now required as it had not been working very well. AS to complete the commission document and add to the Bye-Laws.

30/11 NATIONAL REFEREE COMMISSION

30/11.1 CARE SYSTEM

The Board approved the need for a new CARE system. The Board agreed the purchase of the system on the proviso that it would be approved by the Audit and Risk Commission. The NRC to prepare a detailed costing for the Audit and Risk Commission to consider.

Action: BT

30/11.2 SELECTION OF REFEREES

The Board was supportive of the proposal for the NRC selection of the referees and it was agreed in principle. The NRC was requested to provide a detailed budget and more specific information on the events to be included for the October 2017 Board meeting when a final decision could be made.

Action: BT

30/12 SPORT DIRECTORATE UPDATE

With inclusion of the two following items, the Board approved the Sport Directorate Update previously circulated.

30/12.1 SPORT ENGLAND TARGETS & MEASURES

The targets and measures for the current funding cycle had now been approved with one small change to the Talent measures.

30/12.2 YELLOW BELT CHALLENGE

The funding submission made to Sport England by Fighting Chance to support the Yellow Belt Challenge had not been approved. Discussions were ongoing on how the British Judo could further support the programme and other sources of financial support were being investigated by Fighting Chance.

Action: AS/CMcl

30/13 CORPORATE SERVICES UPDATE

The Corporate Services Report circulated prior to the meeting was noted together with the recommendations and the following actions were agreed:

Board Member HR Details – The Board confirmed that they were happy to have their own HR record on the BJA's HR system. This will ensure that important documentation can be circulated and allows the BJA to provide information to the Equalities Standards submission, Sport England and UK Sport.

Action: GH

Marketing & Communications – Regular regional roadshows should continue as a method for the Board and Senior Executives to meet with members; In addition, there will be a series of roadshows in September and October to consult with members on the governance issues prior to the AGM in November. The Board Members were happy to approve the recommendations and a schedule of dates is to be determined in order to progress this.

Action: ASIGH

GDPR –current Data Protection Act. Report now given for information. The Board queried if we were using any external organisations to ensure that our policy complies with legislation which comes into force in May 2018. GH advised that we had approached Sport England to enquire if they were helping NGBs with this transition, but have yet to receive a response It is also proposed that we speak to other Sporting sectors to see if they are interested in forming a coalition for this area. The training of staff within the BJA on compliance issues is already underway and a GDPR action plan is in progress and appears in the Corporate Services Report.

Business Plan Review – The Board Members noted the BJA Business Plan first quarter monitoring update and there were no concerns or questions raised.

Finance – MC advised the Board Meeting that the position for the period April-June 2017 Profit and Loss Account stood at 408k. This was mainly due to SportEngland and UK Sport having submitted funding upfront.

Discussion took place regarding how best to deal with payments through Destination@BritishJudo and how best to deal with issues when members decide to no longer attend the clubs and it takes a few weeks before the Coaches realise that a member has left. It was suggested that the Audit & Risk Group consider how best to manage this.

Action: Audit & Risk Group

MC advised that HMRC visited the Loughborough offices and although the visit was expected to last up to 2 days, they were only there for half a day and had no concerns with our processes.

MC reported that the projected funds is expected to be in the region of £13,237 including a surplus for Destination Judo expected to be in the region of £75,000.

MC advised the Board Members that he is confident that the Association is ahead of target and is currently conducting an ongoing exercise with all the Managers to review and comment on their management budgets, where they can see all their transactions. This will also ensure that the correct coding is used.

30/15 & 16 HOSTED NATIONAL EVENTS & RANKING / IPPON LEAGUE EVENTS 2018/20 **

AH gave the Board Members an overview of the papers that had been circulated regarding this item prior to the meeting and after discussion, it was agreed that the following action be taken:

- There will be an ongoing review of the uses for and structure of the ranking system and Ippon League, including a more wide-ranging review at the start of the next Olympic cycle.
- English Minors should be run and leave it with Samurai for another year and then review
- Rewrite submission and review by Andrew Scoular, then put to English Area Chairs as a matter of urgency with Andrew Haffner/Rob Hartley/Nigel Donohue as contacts".

Action: AH

**** 30/15 & 16 – Minute Changed as requested at 03.10.17 meeting**

2.30 p.m – Colin McIver and Gary Henderson left the meeting

2.30 p.m – Nigel Donohue arrived for the meeting

30/14 PERFORMANCE

ND gave the Board Members an overview and update of the Performance by means of a presentation (a copy of which is attached).

30/17 ANY OTHER BUSINESS

Refer to item 30/4.

30/18 DATE OF NEXT MEETING

The next Board meeting had been scheduled to take place on Tuesday 17 October 2017.

Future Meetings:

Saturday 11 November 2017 (AGM & Annual Awards Dinner)

Tuesday 12 December 2017

RS thanked everyone for their time at today's meeting and there being no further business, the meeting close at 3.10 p.m