



**MINUTES OF THE MEETING OF THE INTERIM BOARD OF DIRECTORS**

**3 March 2017 – 11.00 – 15.00**

Lilleshall

<b>Present:</b>	Neil Armitage	NA	Director
	Bryan Woodcock	BW	Director
	Muriel Kirkwood	MK	Director
	Damien Lennon	DL	Director
	Ian McAuley	IM	Director
<b>In attendance:</b>	Bob McGonigle	BM	Company Secretary
	Sue Walford	SW	Board Secretary

# General

## AA0. Appointment of Chairman

- The Company Secretary was asked to introduce the first item.
- He gave the Board two choices for the election of a Chairman:
  - Have a Chairman for the meeting today or elect an Interim Chairman
- NA offered to Chair the meeting for today adding he would be discussing the role with a possible candidate in the near future. This was agreed.

## AA1. Chair's Action(s), Opening Remarks, Apologies for Absence

- As this was a new Board members took the opportunity to introduce themselves to each other.
- It was noted that BM had been asked to take on the role of Company Secretary
- NA confirmed that this was an Interim Board of NI Archery Ltd t/as Archery NI and was quorate and would be known as Archery NI going forward
- NA advised that a grant had been applied for from Sport NI and awarded to Archery NI, but without a full Board, financial activities would need to be administered through Archery GB
- It was hoped that a full Board would be established quickly which would allow some of the interim board members to withdraw once replaced by Directors from Northern Ireland
- NA added that a trade agreement needed to be arranged between Archery GB and Archery NI. This would be discussed later.
- There were no apologies

## AA2. Declaration of Interests

- The Company Secretary explained that a record of Declaration of Interests was required to be kept with members asked to declare any new interests at the beginning of each meeting. He would circulate the form after the meeting
- DL advised that he was a member of Yew Tree Archers
- IM advised that he was a member of Muckamore Company of Archers

**Action 1: BM would forward a Declaration of Interests form to Directors following the meeting**

## AA3. Approval of Minutes of 28 January 2017\*

- Archery GB Directors agreed to be on the Interim Boards of ANI at the last AGB Board meeting and this had been ratified
- Minutes have been circulated and ANI Board approval was required
- The Minutes from 28 January 2017 were approved by the Interim ANI Board
- MK requested that the Minutes be published on the Archery NI website
- BM advised that any item within the Minutes regarded as confidential were shown in red and would be removed before being published

## **Action 1: BM to arrange for the minutes to be available on the Website**

### **AA4. Actions from Last Board & Matters Arising not otherwise covered by agenda**

- There were no matters arising
- NA asked for consensus to continuing the search for competency based board members and develop a succession process
- NA was currently pursuing a lead relating to a possible Chairman of the Board – he would keep the Board updated
- Suggestions for leads for Directors should be forwarded to NA to pursue and NA asked for local contacts to be suggested for Board members and local publications to advertise in
- IM added that he had a lead for a Financial Director and would look further into this, then come back to NA
- NA reiterated that there was a need for Archery GB (AGB) to run the current finances but it would be good to have a link for independent scrutiny and challenge for the budget. Currently AGB budget format was used to put forward Income and Expenditure. A trading agreement was needed to reflect the value in kind as AGB controlled the ANI finances
- MK pointed out the Articles gives this Board almost complete control and that small company's do not need to be audited
- NA was asked to confirm that the current Interim Board would run until the first AGM in 2017 and that a full Board should eventually consist of a Chairman and 4 Directors.
- IM would take on both roles for Development and Membership for the time being.

**Action 3: NA would continue to look for competency based board members and suggestions for leads or suitable publication should be forwarded to him**

**Action 4: NA to arrange for the development of a Board succession process**

**Action 5: IM to pursue a possible lead for a Financial Director and report back to NA**

**Action 6: The interim Board would run the first Archery NI AGM in 2017**

### **AA5. Communication Channels**

- There was a discussion regarding communicating to members that is independent of the old NIAS Board
- BM added that the Interim Board were tasked with getting the new constitution and development plan up and running for the AGM
- There was discussion regarding email addresses not currently being exchange accounts. BM would action and arrange for effective email addresses for communications
- All communications to come from Archery NI through proper channels (inc. ezines and ANI facebook) until such time as a volunteer could take over
- IM stated that currently two ANI Facebook Pages exist – one public and the other a 'closed' private page. IM said the closed group page should be closed as soon as possible as ANI must be seen as inclusive and transparent. AGB should gain immediate control of both pages and the current Page Admins be removed.

- All internal communications would come from IM
- External communication would come from Will Peel (AGB Marketing Manager)
- Board communications to come from the Company Secretary
- BM to arrange for Communications to be added as a regular item on the Board agenda
- IM asked if ANI could hold a tournament and BM would follow this up offline
- NA suggested that ANI adopts AGB charter and policies – this was agreed

**Action 7: BM to arrange for email address to be exchange accounts for new Directors**

**Action 8: All communications from ANI to come through agreed channels. IM to deal with internal, Will Peel to deal with external communication and Board communication through the Company Secretary. Will Peel / Pete Dickson to gain control of the ANI Facebook pages and close the 'private' page.**

## Governance Matters

### AG1. Governance Development paper\* and discussion/approval of:

1. Logo & Trading Name
  - Approved
2. Composition of Interim Board and Role Descriptors
  - BM had been asked to put together a board that could exist as an Interim Board until its first AGM in 2017 with Role descriptors written as 'best guess' at the time
  - BM asked for comments regarding merging the two roles of Development and Membership Officer. It was decided not to merge but IM keep both roles for the time being.
  - MK asked who will deal with Child Protection. IM and DL were meeting with Freddie Collier as Safeguarding Officer following this meeting, to discuss escalation of safeguarding levels. AGB has overall responsibility so can use their resources.
3. Governance Development Plan
  - A standard set of articles was in place. Needed to concentrate on a constitution and composition of the board.
  - At the next meeting policies should be reviewed and localised. A constitution was usually sent to a club secretary to give them approx. 6 weeks for comments. BM would consult with the lawyer regarding draft and changing to plain English and come back to the Board.
  - Changes were needed to the Principles and BW would communicate with BM on these. Eventually the Principles will replace the Articles

**Action 9: BM to consult with lawyer regarding draft and changing to plain English of the Articles and bring back to the Board**
4. Date of AGM
  - Discussion took place regarding the benefit of having an Interim Board up to the AGM or extend it past the AGM. It was agreed that the Interim Board should run until the AGM and move forward with a full Board after (if possible).

- The date for the AGM was discussed. It was agreed it would be held in the evening with possible dates being 14/15/16 November.
- It was suggested that Sport NI be asked to provide a venue FOC. BM advised that the AGB AGM had evolved using hotels as a venue to bring a level of professionalism. BM would look further into suitable hotels and come back to the Board.
- IM & DL were asked to consider the format, for example the AGB AGM was billed as an AGM and conference.
- It was agreed that a Chairman and Director of Finance should be found as soon as possible.
- AGB would control the finances in the meantime
- A Minute Secretary would be needed
- The Company Secretary would provide administration support. BM advised that the role of the Company Secretary was to keep the Company Register and check that the minutes of the meeting are correct, and assist with the drafting of documents (eg making sure Articles are correct and reviewed). His role was only until the end of the Interim Board and would need someone to take it over.
- MK queried one person one vote. BM advise that this could be done by proxy votes from the Club Secretary and that it should be communicated to all members and by the magazine.
- Better contact details for members would be needed and this would be enhanced by the new CRM system.
- MK queried Data Protection. AGB's DP policy would be adopted
- BM will be arranging for Board Directors to sign relevant papers once he had taken them through the requirements.
- NA asked for gratitude to BM to be recorded in the minutes, for taking on the role of Company Secretary and all the work it entails

**Action 10: BM to investigate date and venue of the first AGM and report back to the board**

**Action 11: IM & DL to consider and agree on the AGM format**

**Action 12: BM to arrange for Board Directors to sign papers relevant to the roles once he had discussed them with Directors**

## **AG2. Appointment of Director Vacancies & Administrative Support**

The Appointment of Director Vacancies had been covered already and the Administrative Support would be discussed following the finance report.

### **Director Development**

#### DD1. Development Plan

- No papers had been expected for this meeting

#### DD2. Disciplinary Policy

- BM advised that normally AGB policies would not be adopted but this decision was left to the Directors.
- MK commented that in the absence of a policy, then the appendix should be adopted
- BM added that there were many differences between AGB and NI eg no CMP.

## DD3. Safeguarding

IM and DL to speak with FC after this meeting

## Director Finance

### DF1. Finance Report

- Wendy Stead, AGB Finance Manager joined the meeting to talk on the high level accounts
- WS advised that she had been unable to obtain copies of the 2015/16 draft Accounts, despite many requests
- WS advised that whilst there had been a 40% increase in membership, there appeared to be no movement in the finance. WS will investigate further and report back to the Board.
- Regarding Expenditure WS explained that there was a small fee for the domain plus administration costs to Trudi Moore. By the end of the year this would be a deficit due to the Administration post.
- NA advised that he was investigating whether the Administration post was a contracted service agreement or an employed role, as he had been given a copy of a 'hybrid' contract of employment by TM
- Other expenses were identified going forward (eg Directors Insurance) and BM asked how an Indoor event was run and the costs involved
- WS will produce a full budget for next year. Currently the commitment of £19K would not be generated by fees
- NA suggested that the Board of ANI should request a level of support from the Board of AGB by underwriting or ANI was heading into insolvency. There should be a cash flow and repayment plan. NA had spoken with the Chair of AGB regarding a bank role in order to help ANI.
- NA also advised the ANI needed a plan to grow membership to increase fees. In the meantime Sport NI wanted AGB to control finances due to lack of history and ANI needed to put in £10K in order to support funding. There was not enough funds to do this and ask Sport NI if this amount could be reduced.
- This was discussed further. WS had asked for any asset values that needed to be transferred and was advised that equipment had been sold with the only asset being a camera. There was no asset register to inspect.
- WS to create a spreadsheet with known cost items and to circulate to IM and DL for them to add costs they know of.
- IM commented on the arrange competition on 2<sup>nd</sup> April and as a positive gesture the new Board wanted to have new medals and trophies.
- MK suggested using social media to appeal for sponsors
- BM summarised the financial situation. £10K was needed towards talent pathway, £4.5K for admin salary which both exceeded income of £9K.
- WS would work on a recovery finance plan for the Board as ANI is currently insolvent and needed a plan, with a life line from AGB by providing a loan.
- BM asked that a bank agreement was signed to enable WS to log into the website to administer finance. WS and NA are currently on the bank mandated.

- A 3<sup>rd</sup> Party Agreement needed to add ANI to internal control process. BM advised Board approval was required. WS would be able to add to AGB accounts for administration purposes until the November ANI AGM or a Finance Director is in place.
- A discussion took place to clarify the payroll position of the Administrator who had been transferred from NIAS to ANI and WS had added onto the HMRC payroll to avoid any come back. It was not clear how many hours a week the Administrator worked or period of notice. NA would investigate the contract he had received as there appeared to be no set salary or hours.
- NA asked for the Board's approval to deal with this issued in the most cost effective way.
- It was agreed that NA should carry out the scope but the final decision regarding action should come back to the Board by Conference Call.

**Action 13: WS to try to obtain draft account from 2015**

**Action 14: WS to look further into the a 40% increase in membership but no movement on the accounts**

**Action 15: NA to do more investigation on the Administrator's contract and bring recommendations back to the Board. A conference call would be arranged to agree by census on a way forward**

**Action 16: WS to look at a full set of accounts for next year**

**Action 17: WS to create a spreadsheet with known cost items and to circulate to IM and DL for them to add costs they know of**

**Action18: WS to work on a recovery finance plan for the Board, with a life line from AGB by providing a loan.**

**Action 19: BM asked that a bank agreement was signed to enable WS to log into the website to administer finance**

## **Director Membership Services**

### **DMS1. Membership Report**

- BM asked what would IM like to see.
- Are the numbers on WS report helpful?
- It was thought that currently ANI has 21 clubs. NA would arrange for a report to be given to IM from Membership Services
- IM would bring a breakdown of members to the next Board meeting. BM would facilitate
- IM will bring back to the Board with BM facilitating and include members, judging and regional clubs (currently sent to TM).

**Action 20: NA would arrange for a report to be given to IM from Membership Services regarding the number of ANI clubs**

**Action 21: BM/IM to bring a breakdown of members to the next Board meeting**

**Action 22: BM/IM to facilitate a coaching landscape and include members, judging and regional clubs and bring back to the next Board meeting**

### **DMS.2 Member Register**

- Register statutory requirements

## Director Performance & Coaching

### DPC1. Performance & Coaching Report

- DL was working on a strategic plan with the AGB Performance Director and to get Sport NI on board. Trying to find out who the coaches are and get coaches into one group. Currently a crossover with coaches and development of coaches
- DL had talked with Ceriann Davies about workshops and include parents to attractive talent in the future
- NA asked to understand the coaching landscape
- DL/IM will bring back to the Board and include members, judging and regional clubs (currently sent to TM).
- MK asked if BM could clarify data protection on contract details for future development

**Action 22: DL/IM to facilitate a coaching landscape and include members, judging and regional clubs and bring back to the next Board meeting**

### DPC2. Sport NI Funding

- NA asked DL where we were against KPIs for funding partner
- NA advised that we have an offer letter from them but Sport NI were still processing the financial auditing, and there was a need now to resolve the insolvency issue.
- NA will keep the board updated as soon as the results of the funding audit were known and where we go forward
- NA asked if any other funding streams from Sport NI had been approached. DL had looked at others but ANI did not meet the criteria
- IM would register with Sport NI website to be updated when new funding streams became available.
- IM has possible future contact. DL, IM and NA to discuss offline

**Action 23: NA to keep the board updated as soon as the results of the funding audit by Sport NI was known and where we go forward**

**Action24: IM to register with Sport NI regarding updates of new funding streams**

**Action25: IM, DL and NA to discuss possible future contacts**

### • Board Meeting Dates

- There was a recommendation that future Board meetings would be by Conference Call once a month
- BM suggest that 7.30 in the evening was usually a good time and that a paper could be published before to discuss over the phone.
- BM arranged for the next meeting to be on Tuesday 4 April at 7.30pm. Further details to follow
- BM would arrange for Pete Dickson to set up exchange emails and will use private emails until then

**Action 26: BM arranged for the next meeting to be by conference call on Tuesday 4 April at 7.30pm. Further details to follow**

## AOB

MK offered to help with the new website. This was accepted

Coaching email (development for coaches). Lack of response because the Administrator has sent it on behalf of DL.

DL has contacts and would ask for names to send to. BM would arrange for email to be re-sent to contacts from the Company Secretary

**Action 27: BM to arrange for an email regarding coaching development to be re-sent to contacts from the Company Secretary**

BM advised that if an officer needs to spend funds, then NA is authorised to pay bills.

BM requested that travel claims be sent to NA to authorise.

The meeting ended at 2.45pm

## Actions

Item		Action	Completed
1	BM would forward a Declaration of Interests form to Directors following the meeting	BM	
2	BM to arrange for the minutes to be available on the Website	BM	
3	NA would continue to look for competency based board members and suggestions for leads or suitable publication should be forwarded to him	NA	
4	NA to arrange for the development of a Board succession process	NA	
5	IM to pursue a possible lead for a Financial Director and report back to NA	IM	
6	The interim Board would run the first Archery NI AGM in 2017	All	
7	BM to arrange for email address to be exchange accounts for new Directors	BM	
8	All communications from ANI to come through agreed channels. IM to deal with internal, Will Peel to deal with external communication and Board communication through BM. Will Peel / Pete Dickson to gain control of the ANI Facebook pages and close the 'private' page.	IM WP PD BM	
9	BM to consult with lawyer regarding draft and changing to plain English of the Articles and bring back to the Board	BM	
10	BM to investigate date and venue of the first AGM and report back to the board	BM	
11	IM & DL to consider and agree on the AGM format	IM/DL	
12	BM to arrange for Board Directors to sign papers relevant to the roles once he had discussed them with Directors	BM	
13	WS to try to obtain draft account from 2015	WS	
14	WS to look further into the a 40% increase in membership but no movement on the accounts	WS	
15	NA to do more investigation on the Administrator's contract and bring recommendations back to the Board. A conference call would be arranged to agree by census on a way forward	NA	
16	WS to look at a full set of accounts for next year	WS	
17	WS to create a spreadsheet with known cost items and to circulate to IM and DL for them to add costs they know of	WS	
18	WS to work on a recovery finance plan for the Board, with a life line from AGB by providing a loan	WS	
19	BM asked that a bank agreement was signed to enable WS to log into the website to administer finance	BM	
20	NA would arrange for a report to be given to IM from Membership Services regarding the number of ANI clubs	NA	
21	BM/IM to bring a breakdown of members to the next Board meeting	BM/IM	
22	DL/IM to facilitate a coaching landscape and include members, judging and regional clubs and bring back to the next Board meeting	BM/IM	

<b>23</b>	<b>NA to keep the board updated as soon as the results of the funding audit by Sport NI was known and where we go forward</b>	<b>NA</b>	
<b>24</b>	<b>IM to register with Sport NI regarding updates of new funding streams</b>	<b>IM</b>	
<b>25</b>	<b>IM, DL and NA to discuss possible future contacts</b>	<b>IM/DL/ NA</b>	
<b>26</b>	<b>BM arranged for the next meeting to be by conference call on Tuesday 4 April at 7.30pm. Further details to follow</b>	<b>BM</b>	
<b>27</b>	<b>BM to arrange for an email regarding coaching development to be re-sent to contacts from the Company Secretary</b>	<b>BM</b>	

NI Archery is a company limited by guarantee no. 10380564 Registered in England.