



Minutes of the Executive Board meeting held at Radisson Blu, East Midlands Airport, on 14 January 2017 commencing at 08:45 am.

Present: Ian Howard (Chair) (IH), Jack Buckner (JB), Mike Battersby (MB), Neill Craigie (NC), Clare Cunningham (CC), Nicola Dick (ND), Mary Hardwick (MH), Bill James (BJ), Jon Ridgeon (JR), Andy Salmon (AS), Craig Stewart (CS)

In Attendance: Kay Simnett (KS), Jane Moncrieff (JM) (joined at Item 2), Brendan Purcell (BP) (joined at Item 2), Helen Wyeth (HW) (joined at Item 2), David Sales (DS) (joined at Item 3), Jo Simpson (JS) (Joined at Item 4) Emma Good (EG), (Minutes)

Referenced: Membership Steering Group (MSG), Alasdair Donaldson (AD)

Item	Minute	Owner and due date
1	<p>Informal Board Development Session - Board Induction & Other</p> <p><u>Induction</u> The Board induction pack had been updated bringing it more into line with guidance provided by the ICSA and IoD; this had been circulated to BTF Board Members, TE Management Board & Triathlon England Council at the end of 2016. The BTF and TE Boards, and the TE Council, had been sent the information. KS asked for feedback to be sent to her. KS advised that new Board or Council Members would be invited to HQ to meet with JB, KS & relevant staff ahead of attending their first Board Meeting. This offer would also be beneficial for some existing Board Members. KS will now hand responsibility to HR to maintain the pack.</p> <p>ACTION: Board to send comments on induction pack to KS. Any Board member wishing to arrange a visit to HQ to contact KS.</p> <p><u>Board Composition</u> A query was raised regarding the difference between BTF Board Directors and TE Management Board. KS explained and provided clarification which is also reflected in the induction pack. It was queried whether the CEO role was appropriate to be the Company Secretary; this was not uncommon in Sport. It was clarified that operationally, KS took on the duties of this role. The Company Secretary role would be a consideration for the future to ensure its appropriate location in the evolving organisation.</p> <p><u>Articles of Association</u> The Resolutions passed at the 2016 BTF AGM would be reflected in the amended Articles of Association. TE Resolutions passed at the 2016 TE AGM would be approved by TEMB at their 11 February 2017 Meeting. These would then be ratified by the BTF Board Meeting on 8 April 2017 along with the amended BTF Articles of Association. Once approved the amended Articles of Association</p>	<p>Board April 2017</p>

	<p>would be published on the website. The current Articles of Association would be correct until 8 April 2017.</p> <p><u>Minutes and Papers</u> There was a discussion around turnaround times for Board minutes. It was agreed that the minutes should be circulated for review within three weeks of meetings. It was agreed that the action points should be more robust to include a timeline and status update. JB and IH would speak with AS to incorporate the suggestions he had to develop a better format.</p> <p>ACTION: Minutes to be circulated to Board for review within three weeks with a more robust action plan.</p> <p>The Board papers for the January meeting had been circulated late and it had not allowed enough time for Board Members to read the information. It was agreed that Board packs would be sent 10 days prior to meetings, however, this required SMT and Board Directors to submit reports/papers on time. Some reports concerning live discussions would be more relevant closer to meeting dates. Board reports or papers requiring an action e.g. approval would be highlighted as opposed to those which are more informative in nature. Key papers would be circulated with the Board pack in one email. It was agreed that an up-to-date matters arising document would be circulated with Board packs.</p> <p>ACTIONS: ♦ Board packs to be circulated 10 days prior to Board meetings. ♦ Key papers to be circulated with Board pack. ♦ ‘For information only’ papers to be filed in Dropbox and marked accordingly. ♦ Updated matters arising document to be circulated with Board packs. ♦ CEO report to include executive summary of key information.</p> <p><u>Sub-Committees</u> KS has compiled a list of all informal and formal sub-committees and determining if their Terms of Reference were in place. As part of the new Governance Code, sub-committees’ minutes would be required to be published. BTF would start to professionalise the sub-committees to ensure all were minuted and that BTF staff members attended meetings. KS would share the composition document with the BTF Board at the next meeting and the Board would review missing information and how it would be shared with the Home Nations.</p> <p>ACTION: KS to share sub-committee composition document.</p> <p><u>Board Evaluation</u> David Sales (First Ascent) would be attending this meeting as an independent evaluator to fulfil the requirements of the new Governance Code.</p>	<p>EG/KS/JB/IH 8 April 2017</p> <p>Executive Assistant 8 April 2017</p> <p>JB 8 April 2017</p> <p>KS 8 April 2017</p>
2	<p>Apologies for absence and declarations of interest.</p> <p>There were no apologies or declarations of interest.</p> <p>BP, JM and HW joined the meeting.</p>	
3	<p>Minutes of last meeting and matters arising</p> <p>IH thanked all stakeholders involved in the campaign for his election to the ITU Executive Board and the election of BTF candidates to ITU Committees; all had been successful. UK Sport had been very supportive with the campaign. There would be things for IH to start discussing and helping to implement change at ITU level. It was agreed that IH’s role on the ITU Executive Board should link to, and represent the views and recommendations of, the BTF Board where</p>	

	<p>relevant. The new International Influence Plan would soon be written and launched in conjunction with UK Sport.</p> <p>The matters arising from the October and November meetings were discussed and the following actions arose/were still outstanding:</p> <p>ACTION: NC to provide the Home Nations with suggestions on how GO TRI branding could look.</p> <p>ACTION: KS to circulate feedback from website survey.</p>	<p>NC 8 April 2017</p> <p>KS 8 April 2017</p>
4	<p>CEO update</p> <p>The Clean Sport protocol for managing anti-doping rule violations had been circulated for the Board's information. The Clean Sport Strategy Group would be reviewing the protocol and making recommendations ahead of the April Board meeting and the Board would then review and approach the Home Nations for adoption.</p>	
5	<p>Performance update</p> <p>The funding announcement by UK Sport had been made in December 2016. Triathlon was the only sport that received 100% of the funding it asked for in March 2016. BP thanked KS for helping to put the budget together.</p> <p>UK Sport had recently given band statuses for its sports based on their risk. Paratriathlon had been given the status of 'Band 2 - Multi-medal winning sport' and Olympic Triathlon had been given the status of 'Band 1 - World Leading'. Triathlon was doing something in the system that no other sport in the world was doing. The only other sports labelled as Band 1 were Cycling and Rowing. The statuses would be reviewed at points during the four-year cycle.</p> <p>An Olympic camp had taken place in January where athletes started to define what it meant to be a British Olympic athlete. A similar camp would be held for the Paralympic team later in 2017.</p> <p>BTF was working closely with the Home Nations to ensure race starts for the Commonwealth Games. Ian Pyper had been appointed the Team Leader for Team England (Triathlon).</p> <p>BP gave an overview of athlete changes and a staffing update. He also advised that a new Paratriathlon classification system was being introduced and the team were working on how best to approach this. Paratriathlon's current focus was talent transfer and Alasdair Donaldson was continuing to engage with athletes from other sports as part of the talent transfer programme. The defined IPC Programme had not yet been decided, however, BTF were working on the premise that in 2017 there would be at least the same events as the 2016 season.</p> <p>The Board thanked BP and his team for their amazing achievements in Rio and for securing full UK Sport funding.</p>	

<p>6</p>	<p>Financial update</p> <p>The November reports had been circulated. There was a deficit for December and KS was working with staff to bring this down. The overspend had been a result of unexpected costs for the Performance team for Rio some athlete-led decisions, as well as the impact of Brexit on currency exchanges during the summer of 2016. SMT would be reviewing December's forecasts with their teams in the w/c 16 January. Updated forecasts would be circulated following this work.</p> <p>ACTION: KS to circulate updated forecasts to Board.</p> <p>The budgets for 2017/18 were being worked on; internal reviews would take place w/c 16 January. The budgets would then go through SMT, to CS, and then through to the Board.</p> <p>SMT were tasked with reducing the reported £83k forecasted deficit to bring it back into line with the original budgeted surplus of £1,043.</p> <p>It was noted that the previous three years' deficits had eaten into the reserves. KS confirmed that there had been a restriction on growth of Home Nation affiliation fees which had been maintained for 2016/17 and there would be a commitment to keep this for next year. The operations contributions would be more reflective of the support work provided to HN's. KS would communicate the validated figures to JM and BL following the reforecasts.</p> <p>ACTION: KS to communicate updated validated figures for Home Nations' contributions following reforecasts.</p>	<p>KS w/c 30 January 2017</p> <p>KS w/c 30 January 2017</p>
<p>7</p>	<p>Business update</p> <p><u>Portfolio Report</u> The project portfolio update had been circulated with the Board pack; there were no red flags or issues.</p> <p><u>Risk Register</u> The risks regarding Leeds WTS would be discussed under Item 10.</p> <p>BP left the meeting.</p>	

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New Code for Sports Governance

DS joined the meeting.

MH and KS led a session updating and advising the Board on the impact of the New Code for Sports Governance.

As part of the new Code, a Senior Independent Director would be required to be elected; which, for triathlon, would replace the role of Deputy Chair. IH proposed that as a long-serving non-executive Director holding an independent portfolio and acting as Deputy Chair, MH would (provisionally pending her successful reappointment) be appropriate for this role, and should be put forward for this. BJ seconded and there was a unanimous vote in agreement.

MH and KS presented an overview on the key points of the new Code: non-mandatory principles and mandatory requirements. There were no quantified UK Sport timelines for implementation as yet; KS would negotiate this with UK Sport. BTF were unsure about the auditing and compliance handling at this stage. There were some items of the Code that were inherent and completed, some that required approval and decision, and some that required discussion and debate. UK Sport had worked through the Code separately with Sport Scotland and Sport Wales and the Codes would merge over time. BTF were required to comply with this new Code and the Home Nation Representatives were asked to represent Britain for BTF Board decisions.

KS circulated the implementation action plan and the following items were discussed, debated and agreed:

Structure

- 1.14a Director term limits. A discussion would need to take place with UK Sport to determine international influence positions as the new Code would make it more difficult for succession into these positions.
- 1.14c Chair holding office for an additional year in exceptional circumstances. All accepted.
- 1.15 Maximum term completion and elapsed time before re-standing as a Director. All accepted and the Articles of Association would be amended accordingly.
- 1.20 Electing a Senior Independent Director. All accepted and the Articles of Association would be amended accordingly.
- 1.22a Regular Board and Committee meetings. All accepted.
- 1.22b Proper record of meetings and decisions maintained. All accepted. Board meetings were recorded, however, Committee meetings and decisions would need to be recorded with a target of April 2017.
- 1.23 Board Nomination Committee. The current flexibility around a selection committee comprising the Chair and a selection of available Board Directors worked and would be formalised pending discussions with UK Sport. BTF would recommend that the Home Nation representatives form the selection committee, although Independent Directors had been stipulated in the Code. All accepted.
- 1.24 and 1.25 Establishing further committees and clear Terms of Reference. A discussion with UK Sport was needed around the fluidity of the Nomination Committee. All accepted.

People

- 2.1a Minimum of 30% of each gender on the Board. All accepted. Appropriate action would need to be taken when appointing for Board positions.
- 2.1b Strong and public commitment to achieving gender parity and greater diversity. There was a need to acknowledge, quantify and

	<p>demonstrate commitment with deliverables put into a plan. A public statement could be the first step in a series of changes to implement the Code. BTF did not currently know where to further advertise to attract BAME/Disability/LGBT applicants and it was suggested a specialist from outside the sport could be used to assist. The suggested target for completion was November 2019. BTF already complied but needed to mandate. All accepted.</p> <p>ACTION: JB/KS/NC to produce a proposal for quick actions.</p> <ul style="list-style-type: none"> • 2.2 Appropriate actions to target/maintain diversity targets. An action plan outlining ownership, how it will be implemented and the timeframe would need to be produced to determine how BTF could do more. All accepted. <p>ACTION: A virtual meeting to be scheduled to discuss how to take forward 2.1 and 2.2.</p> <ul style="list-style-type: none"> • 2.3 Publishing information on work to foster diversity within leadership and decision making. The actions and decisions under 2.2 would need to be completed before work could take place on 2.3. All accepted in principle once 2.2 was completed. • 2.7 and 2.8 Succession plans for Board and Senior Management, and Nomination Committee. It was not known if the intent of the Code was to promote positions from within the organisation. A discussion would need to take place to determine what this process would look like. All accepted. <p>ACTION: IH/JB to discuss BTF’s commitment to this point prior to April Board meeting.</p> <ul style="list-style-type: none"> • 2.9 Inform UK Sport/Sport England of any appointment process for Board Directors/CEO and permit them to observe process. BTF already did this but needed to formalise. All accepted. • 2.10 and 2.13 Declaration of good character and remuneration determined in accordance with a formal procedure. All accepted. <p>ACTION: KS to implement no later than April 2017</p> <p><u>Communication</u></p> <ul style="list-style-type: none"> • 3.1 Public disclosure on governance, structure, strategy, activities, financial position. Publish by November 2018. More transparency required to show that BTF have published the information. Whilst currently in several different areas - there is a need to encapsulate the data. All accepted. • 3.2 and 3.3 Publication of remuneration in an understandable manner. This had already been completed. All accepted. • 3.4 Develop a strategy for engaging with stakeholders. Staff surveys were already taking place annually. All agreed to implement for other stakeholders; a definition and clarification of purpose would be sought from UK Sport. • 3.5 Staff and Volunteer survey. All agreed to implement a volunteer survey by November 2018. This would overlap with the Home Nations’ strategies. <p><u>Standards and Conducts</u></p> <ul style="list-style-type: none"> • 4.1 Undertake and maintain an annual evaluation of skills and performance of Directors and committees. All accepted. • 4.2 and 4.3 External Board evaluation and plan to take forward actions from evaluations. All accepted. 	<p>JB/KS/NC 8 April 2017</p> <p>IH/MH/JB/BJ 8 April 2017</p> <p>IH/JB 8 April 2017</p> <p>KS 8 April 2017</p>
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	<ul style="list-style-type: none"> • 4.4 Adopt a mandatory Director’s code. All accepted. BTF already implemented and adopted. • 4.5 Director’s Code, Terms of Reference and other policies to be reviewed at least every four years. The Director’s Code was included in the Board induction pack. Terms of Reference were included in the Articles of Association but would now need to be documented separately. All accepted. • 4.6 Manage conflicts of interest. All accepted, BTF already managed. <p><u>Policies and Processes</u></p> <ul style="list-style-type: none"> • 5.3 and 5.5 Board shall adopt finance policies and procedures. A formal process and review would need to be implemented. All accepted. • 5.6 Board shall actively plan and monitor the financial position and performance of the organisation. This was already adopted and a four-year financial planning group had been set up. All accepted. • 5.8 Board shall conduct an annual review of risk management and internal control systems. MH would need to conduct an annual audit and the ARG Committee would need oversight of the process. All accepted. <p>The actions would be RAG rated and actions which would impact TE and which would impact BTF would be identified. There was concern about the resource required to ensure actions were completed; the CEO’s perspective was to ensure the financial performance and planning of the business was in order. MH would help KS with the planning. Many actions required ratification at the 2017 AGM in November; discussions with UK Sport in the meantime would determine if anything was urgent.</p> <p>ACTION: MH/KS to capture the key actions decided, inform UK Sport of the key timelines for actions to be completed, RAG rate actions, identify BTF/TE responsibilities.</p>	<p>MH/KS 8 April 2017</p>
<p>9</p>	<p>Commercial & Communications</p> <p>JS joined the meeting.</p> <p><u>Communications</u></p> <p>NC provided an update on the 2017/18 marketing and communication plan, the key projects for 2017 and an overview of 2016.</p> <p><u>2016 Overview</u></p> <ul style="list-style-type: none"> • Key events were Leeds and Rio. • BTF delivered on Governance. • New branding and logos - brand implementation was good. • Website relaunch went well. • Top publications of 2016 by size (Tri247 and Yorkshire-based publications) and by reach (The Daily Mail, The Guardian, and BBC) • Broadcasting and the number of media mentions (550). The most coverage was on the BBC with successful Olympic coverage too. • The video clip of the Brownlees in Cozumel was the most watched BBC Sport video clip of all time. • Olympic media coverage compared to other sports (excluding swimming and athletics). • 43% Facebook growth, 18% Twitter growth, 181% Instagram growth. • Social media content reached over 100,000 people multiple times. • Better athlete profiles now included on the website. <p>The vision for the future was to build the brand through projects such as Leeds WTS, Membership, GO TRI and to deliver a great customer experience. GO TRI and Membership would be discussed at the TEMB meeting on 11 February; JB would liaise with the Home Nations on the branding timeline.</p>	

	<p><u>Commercial</u> JS provided an update on commercial activity. Shorter, one-year contracts with brand awareness were becoming the trend and longer-term integrated relationships were only lasting up to three years. UK Sport and Sport England funding was driving NGBs to be more commercial. The BTF's approach was to relieve budget, be less reliant on external agencies, explore non-traditional sectors and to allow mutuality/networking for sponsors.</p>	
10	<p>Major Events</p> <p>JR and HW provided an update on 2017 Leeds WTS.</p> <p>HW, JM and JS left the meeting.</p>	
11	<p>Board Evaluation and Facilitated Next Steps</p> <p>DS presented a verbal update to the Board as part of its four-year review.</p>	
12	<p>AOB</p> <p><u>Age-Group</u> ND and the Age-Group community had been disappointed that the voting for the Age-Group Athlete of the Year Awards had been opened to the wider public rather than just members. It was confirmed that this had been an oversight and that BTF would revert to the usual process for 2017. ACTION: BTF to revert to usual voting process for the 2017 Age-Group Athlete of the Year Awards.</p> <p>ND was disappointed that the BTF Annual Report had not mentioned Age-Group. It was clarified that there had been no conscious decision to omit Age-Group from the report, however, there had been a decision to make a more concise report in 2016. It was agreed that Age-Group would be included in the report again from 2017 onwards. ACTION: Age-Group to be included in the 2017 BTF Annual Report.</p> <p>The Age-Group strategy had been redrafted. The Board were asked to send any comments through to ND. ACTION: Board to send their comments on the Age-Group strategy to ND.</p> <p><u>2017 BTF Competition Rules</u> The Board ratified the 2017 Competition Rules, including the amendment agreed by the Technical Committee and Home Nation Associations on 13 January 2017.</p>	<p>Events/ND September 2017</p> <p>ND/JB October 2017</p> <p>Board 8 April 2017</p>
13	<p>Date and venue of next meeting: 10:00-14:30, 8 April 2017, Loughborough.</p> <p>The April Board meeting would be moved from Scotland to Loughborough. The October Board meeting would be changed from Loughborough to Scotland. JR gave his apologies for the April Board meeting.</p>	