

# TOL BOARD MINUTES

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**Date:** 3<sup>rd</sup> July 2017 10:30hrs to 13:00hrs

**Venue:** 39 Essex Chambers, 81 Chancery Lane, London WC2A 1DD

**Board Attendees:**

- Mr Trevor Nicholls - TN (dial in)
- Mr Kenny Walton - KW (dial in)
- Mr Philip Morris - PM
- Ms Kelly Lickley - KL (from 11)
- Mr Mark Abberley - MA
- Mrs Adele Stach-Kevitz (Chair) - ASK

**Meeting Attendees:**

- Ms Heather Taylor (Sport England) - HT

**Meeting Apologies**

- Mr Gary Hall - overseas championship commitments

**Board Agenda Items:**

**1. Introductions and Declarations**

**1.1.** Board attendees were welcomed.

**1.2.** No declarations were offered by those present and there were no conflicts reported.

**1.3.** Kelly Lickley formally notified the board that she would not be extending her contract as an Independent Non-Executive Director beyond the completion of her three-year term on 31<sup>st</sup> October 2017. This decision was taken in light of a new charitable role she has undertaken and the international travel associated with the position. The board acknowledged Kelly's valued contributions over the past three years and wished her success with new ventures ahead. Kelly offered to assist the board with the recruitment of a replacement Independent Non-Executive Director.

**2. Minutes of the last meeting and approvals**

**2.1** A number of actions relating to the previous board meeting were discussed and updated:

- All previous Minutes since Oct 2014 were emailed to Sport England (Heather Taylor), along with a copy of an INED contract
- Survey recommendations to be presented to TOL at a future meeting
- TOL to send payment cheques to BT / BTC pending receipt of SE funds once reconciliation costs are completed and submitted

- Governance code actions to be addressed in the next board meeting

2.2 The Minutes were approved and will be signed and uploaded to Dropbox

2.3 Matters arising

- KL confirmed she would be resigning upon completion of her first term on 31<sup>st</sup> October
- Jeremy Beard's resignation as GBT's representative was formally noted with GH now the nominated GB Taekwondo representative until the GB Taekwondo CEO is appointed
- Focus around 2013-17 close out for SE and accounts

**ACTION:** BT to send the letter of representation to TOL to support SE 2013-17 close out on finances

**ACTION:** PM to close out audit with Sephtons

### 3. Sport England: Performance and KPI Dashboard update

3.1 Feedback required a more detailed dashboard than originally requested. Liaised with other NGBs to benchmark updates. Added % splits and added additional measures for KPIs.

3.2 Aimed to keep the clarity and ease of measurement, with a focus on transparency. Looked at keeping some similar measures across BT and BTC.

3.3 Age split reviewed and can be presented, but brings a much greater level of detail and makes it onerous to measure. So TOL identified what is specifically addressed in the award.

**ACTION:** TOL can offer the age split but feel it could become more onerous and is outside what TOL submitted

3.4 Observation that slightly different programmes run across BT and BTC.

**ACTION:** BT to research an internal Disability KPI over the programme as understanding improves and BTC to review the drop off between 8 and 14 year olds under the new syllabus (hence a tight lens on churn being a specific focus)

3.5 Measures not linked to Active Lives, so our performance is linked to KPI tracker. Important to keep the tracker clear, relevant and easy to measure.

3.6 Growth measures reflect what SE approved for funding. Focus of measures to protect the core market. Current measure to train more is what underpins the 40,000 baseline figure.

3.7 Growth in women participating % figure is misleading as it captures a broader investment outside of SE programme funding. NOTE: This has been raised with Sport England.

3.8 The % is capturing all the taekwondo database (BT and BTC) population and the funding is not attached to this funding. The % is misleading as it represents as much the male declining participation as growth in female participation; absolute numbers give a clearer picture of what the actual female participation is. Funding 1375 in female membership growth over 4 years, so they if 42% of female is required, it represents 577 women. TOL will be tracking the achievement of 577 female growth in membership.

**3.9** Future insight on BAME and LGBT splits - part of CRM profiles and will look to gain a view on position across Taekwondo.

**ACTION:** TOL to submit Dashboard v2 with qualifications to the female % saying actual number are more relevant.

**4. Insight Survey: overview of report findings**

**4.1** Survey progress summary:

- Non participants research conducted and reviewers were satisfied with the quality
- Survey conducted covered 108 people focus groups, across 4 groups and 2 focus groups were about to take place to include teenagers and mental health groups
- Online survey received 102 responses, including parents surveys
- General feeling was that all were happy with the data response
- Challenging aspect will be understanding the lapsed participants

**ACTION:** Sport Structures to extend lapsed participant research to gain best results

- Outside lapsed participants group, it was reported the survey work is complete
- Report will be ready from 17<sup>th</sup> July and there will be a pre-finding meeting. A draft report for TOL will be ready by mid-August

**ACTION:** Sport Structures to present survey findings/recommendations

**ACTION:** Sport Structures to send an update on survey to TOL chair

- Learning from survey - different databases exist in the two organisations. BT more direct with their membership data. Understanding of TKD product is not as clear on first impressions: some expect fighting, then attend and do patterns

**5.0 Governance Action Plan**

**5.1** Directors reviewed the progress and outstanding actions, to which individuals and timeframes were assigned and agreed during the meeting.

**5.2** Governance Code activities completed since the last board meeting were also reported for information.

**5.3** Updates are tabled below:

REQUIREMENT	ACTION(S) PROPOSED	TIMELINE / TOL OWNER
<b>1.2 All directors must act in the best interests of the organisation, and in a manner consistent with their legal duties.</b>	Reference in amended Articles in relation to Directors complying with Companies Act 2006  TOL will develop a "Code of Conduct" to capture this requirement	Articles - Q1 2017/18 by June 2017 Note: Revision of TOL's Articles commenced at the beginning of March 2017  Code of Conduct - Q2 2017/18 by September 2017

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		<b>OWNER - TOL CHAIR</b>
<p><b>1.8 The Board shall be of an appropriate size to:</b>  <b>(A) meet the requirements of the organisation;</b>  <b>(B) have the appropriate balance of skills, experience, independence and knowledge;</b>  <b>(C) manage changes to its composition (including that of its committees) without undue disruption; and</b>  <b>(D) promote an open dialogue amongst the directors.</b></p>	Proposed review of board composition as part of the new TOL strategy to ensure compliance with this requirement.	<p>By October 2017 - set out the plan for conducting TOL's strategy review to also incorporate review of board composition</p> <p><b>OWNER - CHAIR (in association with Sport England relating to funding support)</b></p>
<p><b>1.13 Subject to the exceptions set out in Requirement 1.14 below, a director may serve on the Board for a maximum of either:</b>  <b>(A) four terms of two years;</b>  <b>(B) two terms of four years; or</b>  <b>(C) three terms of three years</b></p>	Revised Articles	Q1 2017/18 by June 2017 COMPLETE
<p><b>1.15 When a director has completed their maximum term, at least four years must elapse before they can be eligible to stand as a director for that organisation again.</b></p>	Revised Articles	Q1 2017/18 by June 2017 COMPLETE
<p><b>1.19 At least 25% of the Board shall be independent non-executive directors.</b></p>	Revised Articles which will have a definition of an INED which aligns with the Code.	Q1 2017/18 by June 2017 COMPLETE
<p><b>1.21 Boards shall adopt policies and practices that:</b>  <b>(A) foster openness and debate amongst directors; and</b>  <b>(B) set out clear expectations with respect to the running of Board meetings and director behaviour.</b></p>	TOL will develop a "Code of Conduct" to capture this requirement	<p>Q2 2017/18 by September 2017</p> <p><b>OWNER - Chair</b></p>
<p><b>1.23 The Board shall maintain an audit committee and (either on a permanent or an ad hoc basis) a nomination committee unless the particular circumstances of the organisation are such that it is appropriate for the Board to act as the nomination committee.</b></p>	Under review with legal advisor as part of TOL's Revised Articles, TOL commits to maintaining an audit committee which fulfils the requirements of the organisation.	<p>Q1 2017/18 by June 2017</p> <p><b>OWNER - INEDs</b></p>
<p><b>2.1 Each organisation shall:</b>  <b>(A) adopt a target of, and take all appropriate actions to encourage, a minimum of 30% of each gender on its Board; and</b>  <b>(B) demonstrate a strong and public commitment to progressing towards achieving gender parity and greater diversity generally on its Board, including, but not limited to, Black, Asian, minority ethnic (BAME) diversity and disability.</b></p>	TOL will adopt a target of, and take all appropriate actions to encourage, a minimum of 30% of each gender on its Board; and will demonstrate a strong and public commitment to progressing towards achieving gender parity and greater diversity generally on its Board, including, but not limited to, Black, Asian, minority ethnic	<p>By October 2017</p> <p><b>OWNER - All Board, with direction from INED (KL) to help develop TOL's Diversity policy</b></p>

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	(BAME) diversity and disability. This will include taking appropriate actions and diversity Targets, and ensure that TOL publishes through its annual report (approved by the board) about the work to foster all aspects of diversity within its leadership and decision making.	
<b>2.2 Each organisation shall identify proportionate and appropriate actions to be taken to support and/or maintain (as appropriate) the diversity targets set out in Requirement 2.1.</b>	See action from 2.1	As in 2.1
<b>2.3 The Board shall ensure that the organisation prepares and publishes on its website information (approved by the Board) about its work to foster all aspects of diversity within its leadership and decision making, including an annual update on progress against the actions identified in Requirement 2.2.</b>	See action from 2.1	As in 2.1
<b>2.4 Each organisation shall have a formal, rigorous and transparent procedure for the appointment of new directors to the Board, and all appointments shall be made on merit in line with the skills required of the Board.</b>	Recruitment policy and process to be formalised to ensure compliance with this requirement.	By October 2017  <b>OWNER - All board</b>
<b>2.5 In exceptional circumstances a director may be Co-opted onto the Board if this is necessary to ensure that the Board has the skills and/ or experience necessary to fulfil its role.</b>	<b>Revised Articles to ensure compliance with this requirement.</b>	Q1 2017/18 by June 2017 <b>COMPLETE</b>
<b>2.7 The Board shall have in place succession plans for orderly appointments to the Board and to key positions within senior management.</b>	A succession plan for TOL's board will be discussed and adopted at the summer board meeting	June/July 2017  <b>OWNER - Chair (Board to discuss at July meeting)</b>
<b>2.10 No individual shall be appointed as a director until he or she has provided to the organisation a declaration of good character.</b>	A fit and proper declaration will be produced for all TOL Directors to sign which complies with this requirement.	As with 1.2 (Code of Conduct)
<b>2.11 On appointment, each director shall be given a written statement of their responsibilities.</b>	TOL will share an INED contract with Sport England to demonstrate existing compliance. TOL will work with BT and BTC to address contractual terms beyond stipulations set out in their SLAs	Q1 2017/18 by June 2017 <b>COMPLETE</b>
<b>2.13 Remuneration of directors and employees, if any, shall be determined in accordance with a formal, approved procedure.</b>	Director's remuneration policy to be produced	Q2 2017/18 by September 2017  <b>OWNER - Board, excluding INEDs</b>

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<p><b>3.1 Each organisation shall publicly disclose information on its governance, structure, strategy, activities and financial position to enable stakeholders to have a good understanding of them.</b></p>	<p>TOL shall publicly disclose information on its governance, structure, strategy, activities and financial position through an annual review on its member bodies website. TOL to discuss mechanism by which Board minutes can be made available to those wishing to access them.</p>	<p>Addressed in a brief TOL annual plan, to be produced at the end of the first financial year</p> <p><b>OWNER - All Board, led by Chair</b></p>
<p><b>3.2 Each organisation shall publish: (A) in the case of organisations which employ more than 50 staff, the total remuneration paid to its senior management team; and (B) the remuneration (if any) paid to each of its directors (except for members of the senior management team who are Ex Officio directors).</b></p>	<p>Directors remuneration to be included in the next annual review.</p>	<p>As in 3.1</p>
<p><b>3.4 Each organisation shall develop a strategy for engaging with, and listening to, its stakeholders (including elite athletes where appropriate) which the Board shall contribute to and review at least annually.</b></p>	<p>TOL to develop a strategy for engaging with its member bodies and wider partners (BT, BTC, STUK).</p>	<p>As in 1.8</p>
<p><b>4.1 The Board, led by the chair, shall undertake, and maintain in writing a record of, an annual evaluation of its own skills and performance and of individual directors, and that of its committees (committee evaluation need not be undertaken annually).</b></p>	<p>Evaluations to be conducted and system put in place to conduct evaluations annually</p>	<p>By October 2017 - set out the plan for conducting TOL's board (external) evaluation to also include plans for subsequent evaluations over the funding period</p> <p><b>OWNER - CHAIR (in association with Sport England relating to funding support)</b></p>
<p><b>4.3 The Board shall agree and implement a plan to take forward any actions resulting from the evaluations.</b></p>	<p>Procedures on how feedback from evaluations is circulated and actioned will be produced</p>	<p>As in 4.1</p>
<p><b>4.4 Each organisation shall adopt a mandatory directors' code that, amongst other things, requires all directors to act at all times, with integrity, in a forthright and ethical manner and in accordance with their organisation's conflicts policy.</b></p>	<p>TOL will develop a "Code of Conduct" which ensures compliance with this requirement.</p>	<p>As in 1.2</p>
<p><b>4.5 The directors' code, terms of reference and other policies of the Board and its committees shall be reviewed at least every four years to ensure compliance with current laws.</b></p>	<p>Articles, TORs and policies will be reviewed by TOL's board by October 2017 and every four years thereafter.</p>	<p>By October 2017</p> <p><b>OWNER - All Board</b></p>
<p><b>4.6 The chair shall proactively address and manage conflicts of interests amongst the directors. No director may participate in the discussion of, or vote in respect of, a matter in which they have a</b></p>	<p>TOL to provide latest Board minutes to Sport England as evidence that the Chair is managing conflicts of interest.</p>	<p>Q1 2017/18 by June 2017 COMPLETE</p>

material conflict of interest.		
<p><b>5.1 The Board shall ensure that:</b>  <b>(A) both individually and collectively it understands the key legal and regulatory obligations (including those which are specific to sport national governing bodies) which affect the Board and the organisation; and</b>  <b>(B) the organisation has appropriate policies and procedures in respect of these obligations.</b></p>	<p>Board meetings will cover legal and regulatory obligations. TOL will ensure that both individually and collectively the Board understands its key legal and regulatory obligations. TOL will update the required policies and procedures.</p>	<p>By October 2017 and ongoing</p> <p><b>OWNER - All Board</b></p>
<p><b>5.4 Each organisation must prepare annual accounts which:</b>  <b>(A) comply with legal requirements and recognised accounting standards;</b>  <b>(B) give specific disclosure of income received from public investors and clearly account for the expenditure of such funding; and</b>  <b>(C) are audited.</b></p>	<p>TOL to give specific disclosure of income received from public investors and clearly account for the expenditure of such funding in their next annual accounts.</p>	<p>By October 2017</p> <p><b>OWNER - All Board, with direction from INED (PM) to help develop accounts for review</b></p>
<p><b>5.5 The audited annual accounts must be published on the organisation's website.</b></p>	<p>TOL will publish an annual review on member bodies websites.</p>	<p>As in 3.1</p>

## 6.0 Risk Management

**6.1** Funding risk: reconciliation of 2013-17 expenditure must be submitted to Sport England and although not conditional for 2017-21 funding, all NGBs are formally requested to complete their expenditures and provide cost information. Conversations were held with Ray Harper to explain TOL's adjusted 4-year plan and to confirm that information would be provided for the 2016-17 year in the previously agreed cost framework.

**6.2** TOL's Q2 submission papers were reported as being ready for submission, pending Q1 cost actuals from both BTC and BT. Once provided, TOL's Q2 payment claim would be submitted

**ACTION:** TN and MA to provide BTC/BT Q1 expenditures to ASK for inclusion with TOL's Q2 claim form.

**6.3** Summary of risks and changes were uploaded by PM in TOL's Drop Box

**ACTION:** Directors to review risk 18 on safeguarding

**6.4** BTC Scottish risk – requested a 'letter of intent' and this has been requested from Scotland. BTC will now seek LOI from wider membership

## 7.0 Safeguarding update

**7.1** A brief discussion took place on safeguarding, as no formal reports were submitted for review.

- 7.2 Directors agreed it had been helpful to invite representatives from other NGBs to share Safeguarding learning.

**ACTION:** ASK to invite external speaker to share Safeguarding learning at next board meeting

#### 8.0 AOB and Date of next meeting

- 8.1 Annual General Meeting will be scheduled before next board meeting, ideally in September. Current plan is the next board to be held in October

- 8.2 Recruitment interviews will be scheduled in September or early October, so availability over summer will be requested from Board Directors.

**ACTION:** ASK to seek TOL availabilities and schedule INED interviews

- 8.3 BTC appointed new independent chair (Simon Kirkman from Sport Structures). INEDs will comprise one female representative and one male representative.

- 8.4 Directors Liability Insurance - renewal is pending, so payment will be required post meeting

**ACTION:** TN to send to PM for payment and approval (£498)

- 8.5 KW/TN informed the board that a 50 year anniversary of Taekwondo was celebrated on 2<sup>nd</sup> July 1917

- 8.6 Heather is leaving Sport England and is due to depart on 12<sup>th</sup> July. Sport England re-structure will alter the contacts and a new conduit with TOL will be identified and communicated by Sport England

A handwritten signature in black ink, appearing to read 'Simon Kirkman', with a stylized flourish at the end.