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| **Minutes:** BTC Ltd Board Meeting |
| **Meeting Date:** Wednesday 4th December 2019 |
| **Location:** Hilton Hotel Warwick |
| **Time:** 15:00 |
| **Attendees:** Independent Non-Executive Chair (Casting Vote): S Kirkland  Independent Non-Executive Director (Voting): T Humphries  Non-Executive Directors (Voting): L Heyes, R Sergiew, D Oliver  Executive Directors (Non-Voting): K Beddows, T Nicholls, K Walton |
| **Apologies:** M Prewett, M Brunger  **Guests:**  None |

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| **Meeting Notes and Agreed Actions** | **Lead Officer/Action** | **Timeframe** | **Attachments** | |
| **WELCOME AND INTRODUCTIONS** | | | | |
| Apologies – M Prewett, M Brunger (delayed)  BDO Representative had been invited to attend as part of the SE External Audit process. |  |  |  | |
| Declarations of Interest | | | | |
| No updates to Declarations of Interest. All other Directors’ Governance documents in the register are now completed and the register updated. This includes a full internal skills matrix on relevant directors. | CEO |  | Under separate cover as document, with attachments, is too large to embed within Minutes | |
| Minutes of Last Meeting | | | | |
| Minutes of the BTC Ltd Board Meeting held on 10th July 2019 were approved as a true and accurate record of the meeting:  Proposed: Chair  Seconded: R Sergiew  For: Unanimous | CEO |  |  | |
| **ACTIONS ARISING** | | | | |
| **Non-executive directorship vacancy**  The Board discussed the need for a second INED at this time. The CEO advised Board members that the current directors within TOL and BT may share some of the resources required to reduce costs. The recently completed skills matrix has identified a need for Marketing and IT within BTC. However, for the immediate future we will not advertise for a second INED until the next funding year. | Chair/CEO |  |  | |
| **Coaching accreditation**  CEO set the scene that in order to deliver the nearly completed learning programme, the workforce will need to be prepared. Initially this will be done by training tutor/assessors. As detailed in previous minutes, this has been undertaken and 6 tutor/assessors are completing their qualification. The BTC INED will assist in tutoring and monitoring to achieve a positive outcome. The launch date is February/March 2020, the first course being offered to designated delegates. | Chair/CEO/ INED |  |  | |
| **Instructor Training Day**  The Coaching Director thanked all organisations that supported the BTC Training Day held on Saturday 5th October 2019 at the Radmore Centre, Loughborough College. Topics included:   * Mencap course well-received * First Aid oversubscribed * Basic Safeguarding * 69 attendees   The Coaching Director asked all Board Members present to consult with their members as to suggested content for the next BTC Instructor Training Day. | CD |  |  | |
| **Insurance Claim**  The Finance Director confirmed that an insurance claim for damage to a facility has been settled and will possibly have an effect on our no-claims bonus. Both the Finance Director and the CEO are in communication with our current providers with regard to the 2020-21 premiums. He also confirmed that, in line with our current Self Assurance, tenders will be invited from other suppliers. | FD/CEO |  |  |
| **Association Safeguarding Officers**  Financial Director advised the Board that we await a date for the NSPCC update course. CPSU/NSPCC have advised BTC adopt a Safeguarding Team as opposed to single officer model. 12th January training day for all Association Safeguarding Officers will deliver new and updated Safeguarding policies, now in a separate booklet.  BTC await feedback in January about the Safeguarding Code in Martial Arts. | FD |  |  | |
| **Self ASSESSMENT – New code of governance** | | | | |
| **Update on BDO External Audit:**  The CEO, the TOL Chair and TOL officers met with SE, who have appointed BDO as independent external auditors.  BDO officer met with the CEO, the INED and the Finance Director regarding Governance and Finance. Reflection so far is that BTC Ltd works on a basis of trust. The Chair reflected that SE and auditors do look at foundation organisations and finances, eg BTC, albeit the auditable body is BTC Ltd.  BDO representative had been invited today but no response to invitation received. Initial meetings identified that the BDO would be making a report by the end of December 2019.  The Chair emphasised that although Management accounts are scrutinised, bank statements, cash flow forecast, etc, this should be minuted.  **Service contracts:**  The CEO referred to a recent email sent out detailing our current commitments/contracts. These are a telephone line and broadband based in our London office, storage which is currently part of an overall space, recharged quarterly, photocopiers and IT. The photocopiers and IT are directly contracted to BTC, whilst telephone and storage are recharged by Trenic. Storage as of January will be a direct contract between BTC and Roots. Telephone will remain as a recharge from Trenic as it is part of a group of numbers. Broadband will be a direct link to BTC and payable by BTC to service provider. It was further agreed that all contracts will be addressed at AGMs, with tenders being invited prior to the meetings.  The above was proposed: Financial Director  Seconded by: L Heyes, Director  Agreed: Unanimous | CEO/FD/INED |  |  | |
| Risk Management | | | | |
| TOL INED to be requested to undertake external review of BTC Risk Management policy and register. Board members to formally respond to CEO by email to confirm their review and acceptance of the detail on the register.   * SCOT – stays on the register (S.1b) * Loss of SCOT bodies funding to BTC (S.2a) * If BTC MO left, fall out? (S.1a) * Safeguarding Code in Martial Arts (S.8) | Chair/TOL Reps |  |  | |
| Policies and Procedures | | | | |
| The Financial Director circulated a new Equity Policy, along with new Safeguarding Policies. These were reviewed and proposed for implementation and inclusion.  Proposed: Financial Director  Seconded: Chair  For: Unanimous  The Chair suggested that the Equity Policy be shared with Women In Sport, Activity Alliance and Sporting Equals for their information. | FD |  | BTC Safeguarding policies and procedures were circulated separately, being too many to embed in Minutes | |
| **STRATEGY UPDATE** | | | | |
| CEO Report | | | | |
| The CEO reported on our submission figures to Sport England. Whilst the increased participation from our core members was well in advance of target, our Female target of 41% was below the expected measure by Sport England (now 39%), resulting in a discussion around increasing Female participation. There were a number of suggestions from Board members and it was agreed to bring this back to the next meeting.  The CEO further confirmed that we have received two payments, Apr-June and Jul-Sep, and we have applied for Q3. | CEO |  |  | |
| Clubmark | | | | |
| The CEO informed the Board that Clubmark is no longer an option for clubs to apply for. The CEO further proposed to the Board that it may be worth looking at a TKD accreditation. This proposal the Board agreed to consider once we have implemented the L2 Coaching award and secured the Safeguarding Code for Martial Arts. | Chair/CEO/DO |  |  | |
| Safeguarding | | | | |
| The Safeguarding Code in Martial Arts has become a sensitive subject as the BTC have appealed to Sport England and Educare that their current appraisal of applications relies more on honesty than produced evidence. The CEO and the FD are working closely with our partners, SE and Educare, to ensure all of our clubs receive the Code as a matter of course by virtue of being in the BTC and having submitted actual verified evidence prior to opening a BTC club. SE and Educare are working closely with the BTC Ltd in order to achieve our needs and wants and expect the mutual agreement that, if you are a BTC school, upon submitting your information to the Safeguarding Code and obtaining approval from and by the BTC to our partners, you will be issued the Code. In addition, all NGB clubs will be displayed on the proposed Safeguarding Code in Martial Arts map as both having the Code and NGB status, possibly showing in a different colour.  The CEO and FD continue negotiations with SE and Educare for a January launch.  In preparation for the launch and any club which may apply for the Code, clubs should update their websites to display their Club Welfare Officer. This will be randomly checked by Educare for compliance.  The Finance Director agreed the need to bring instructors outside of England up to date with BTC national Safeguarding policies and procedures. | FD/CEO  BTC Clubs  FD |  |  | |
| UK Anti-Doping | | | | |
| Nothing to report. | CEO |  |  | |
| **Financial Report** | | | | |
| The Finance Director requested from the Board members present that they had all received the financial statements, bank statements and any other financial matters prior to the meeting for their review. The FD proposed that this be minuted:  Proposed: Finance Director  Seconded: D Oliver  For: Unanimous  The Finance Director confirmed that the BTC Ltd is in a safe position to meet all their financial commitments for the accounting year.  It is expected that the BDO will give a steer on ideas and different reporting procedures when they submit their final report. | FD/CEO |  |  | |
| **TOL Update** | | | | |
| The Coaching Director informed the Board members of some TOL business. Mr Chris Murali is a new appointment to the TOL Board, taking on Finance in place of Philip Morris who is stepping down having completed his tenure.  Adele is also stepping down as Chair following her tenure of two terms. Joanne Reardon, a current INED, will be interim Chair. Gemma Biescas has been appointed by BT as their representative to TOL.  BT has a new CEO, Phil Leaf, who is a Taekwondo practitioner.  The BTC Ltd Board will convey to TOL that they are supportive of their work and their representation of Taekwondo to Sport England until such time as this should officially change by our partners. | TOL Reps |  |  | |
| **AOB** | | | | |
| The CEO raised the concern that our Special Resolutions as agreed in 2016 had not been submitted Companies House. The CEO requested that the Special Resolutions be again submitted:  Proposed: CEO  Seconded: Finance Director  For: Unanimous  The CEO informed the Board members that Sport NI had been in touch with the BTC to obtain some information about the operational procedures of TANI, including our stance on UKTC. It is expected that Sport NI will require further information on our understanding of TANI and we await their requests.  The BTC will need to appoint a representative to discuss with Sport NI past, current and future activities of TANI in order for them to ensure credibility within the appointed Taekwondo organisations representing Sport NI.  It was also proposed and agreed that BTC approach TANI and ask them to recognise BTC and BT, not individual groups in that individual groups should be in membership of a governing body. BTC rep to attend TANI meetings and represent best interest of BTC members, like BTC send reps to TOL.  The Finance Director proposed everyone books own rooms and claim expenses back from BTC to save on £800+ lost last year on cancelled rooms (14 day cancellation agreement in annual contract):  Proposed: Finance Director  Seconded: Coaching Director  For: Unanimous |  |  |  | |
| **DATE OF NEXT MEETING** | | | | |
| 2020 dates: 4th March  8th July  2nd December  Wednesdays, 3pm start, Warwick Hilton. |  |  |  | |