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**SUNDAY 8 MAY 2022 AT 09:30**

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**MINUTES****In Attendance:**

John Coyne CBE (JC)	Chair and Independent Director
Richard Boreham (RB)	Vice Chair and Independent Director ( <i>virtual attendance</i> )
Kerry Chown (KC)	Director nominated by Canoe Wales
Stephen Craig (SC)	Director nominated by CANI
Clare Dallaway (CD)	Director nominated by English Forum
Nick Donald (ND)	Independent Director
Bronagh Kennedy (BK)	Independent Director ( <i>virtual attendance</i> )
Martine Kushner (MK)	Independent Director
Steve Linksted (SL)	Director nominated by SCA
Zoey Rowe (ZR)	Director nominated by English Forum
Greg Spencer (GS)	Director nominated by English Forum
David Joy (DJ)	CEO

**Also In Attendance:**

Dee Paterson (DP)	President
Chris Earle (CE)	Director of Recreational Paddling ( <i>Partial attendance</i> )
Chris Furber (CF)	Performance Director, Flatwater ( <i>Partial attendance</i> )
Susan Hicks (SH)	Finance Director
Gareth May (GM)	Business Development Manager ( <i>Partial attendance</i> )
Ashley Metcalfe (AM)	CEO from 1 June 2022
Mark Ratcliffe (MR)	Performance Director, Slalom ( <i>Partial attendance</i> )
Nancy Squires (NS)	Director of Governance ( <i>Partial attendance</i> )
Keir Worth (KW)	Director of Paddlesport ( <i>Partial attendance</i> )
Charmaine Gawler (CG)	Executive Assistant to the CEO

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**1. Chair's Welcome and Opening Remarks**

The Chair (JC) welcomed all to the meeting including RB & BK who joined remotely. He especially welcomed the four new Board Directors who were appointed to the Board at the AGM in March and Ashley Metcalfe, who will replace DJ as the CEO of British Canoeing from 01 June.

JC also welcomed Nancy Squires who he confirmed would be joining the meeting for the discussion around items 6 and 7, the External Board Review and Board Champions. Chris Earle, would join the meeting to present the Stronger Together Fund, Keir Worth (KW) would join the meeting to present item 13, SUP National Team and item 15, the World Class

Programme Report with both Chris Furber and Mark Ratcliffe. Gareth May would also join the meeting to present a commercial update.

## **2. Apologies**

No apologies received.

## **3. Declarations of Interest**

DP confirmed that she is shortly due to join a county sport partnership and would share the detail in due course. SL declared an interest as his son had again been selected to represent GB in slalom. GS confirmed that as a new Director he had submitted his Declaration of Interest form prior to the meeting.

There were no further declarations received.

## **4. Minutes of FB77 & FB78**

The Minutes of FB77 and FB78 were approved as a true and fair record of the meeting.

## **5. Matters arising not covered by the Agenda**

There were no matters arising.

## **6. External Board Review**

JC presented the findings from the recent external board evaluation and invited the Board to identify those recommendations that it would like to explore further with a view to the Governance & Risk Committee developing a draft action plan for consideration by the Board at its next meeting in June.

JC confirmed that British Canoeing had submitted the findings of this report to UK Sport and that this would negate the need for an external board review from BDO as part of the UK Code for Sports Governance compliance.

The Board reflected on their experience of the overall process and discussed the interview styles used, which appear to have been varied.

JC reminded members of the board that Board Excellence had been commissioned and they were fully independent of British Canoeing. In response to questions, DJ confirmed that the purpose of the review was not to assess the British Canoeing members' views of the Board but for the Board to undertake an independent review of themselves, which is then benchmarked against best practice within the sector and more widely. The report had confirmed that British Canoeing benchmarked well in many areas.

The Board discussed the recommendations;

**Recommendation 1** – the Board discussed the proposal to reduce the size of the Board. The Board recognised the importance of ensuring that both elected and nominated Directors have the right skill set and noted the principle that the Board should have more choice in determining the 6 members nominated by the National Federations to influence its own composition and to ensure greater diversity and the required skill set. In considering how 2 or 3 candidates may be proposed it was noted that the SCA Articles would need to change to allow for an SCA member who is not a member of their own Board to join the British Canoeing Board. The Board recognised home nation knowledge and that of grass roots as being important skills to form part of the British Canoeing Board. The Board also agreed to look at the way in which expertise in Performance matters is incorporated into the Board. The Board were not attracted to a simple reduction in size and agreed not to be driven by size in its composition, but rather focus first on exploring how to ensure the right knowledge, skills and diversity for the board, recognising the scope of the work of British Canoeing is broad.

The Board discussed Recommendation 1F in relation to establishing a new Committee of the Board to undertake strategy and scrutiny of canoeing in England. DJ noted that the role of the Board is to oversee strategy in England and the UK, including the World Class Programme and it is therefore important that both remain part of the core business of the Board and not delegated to a committee of the board.

The Board recognised that this discussion links to the ongoing review of the English Forum and that these needed to be developed in tandem over the next few months.

**Recommendation 2** – The board welcome this recommendation to consider how to avoid too much operational detail at board so that board could focus on key strategic issues.

The Board invited the Governance & Risk Committee to explore how this could be managed by more delegations to committees. The Board welcomed the concept of undertaking periodic deep dives into areas of the strategy.

It was agreed that the CEO should work with the Chair and Governance & Risk to propose a structure for Board meetings which allowed the Board to consider important matters for decision early in the meeting and to deep dive into areas later in the agenda.

**Recommendation 3** – the Board explored how a set of principles could be developed to determine what information should be reported by the Executive to the Board, and agreed that a formal Annual Board planner should be established to ensure matters are brought to the Board in a timely fashion and with the appropriate frequency.

**Recommendation 4** - The Board discussed the recommendation that respective responsibilities of staff and Committees in relation to risk identification and management should be clarified and risk reporting to the Board should be less frequent and more substantive, including the periodic opportunity to step back and assess their completeness. The Board debated whether risk sits in the right place and agreed for the Finance & Audit and Governance & Risk Committees to examine whether the lead for risk management should move to a new Finance, Audit and Risk Committee.

**Recommendation 5** – The Board discussed the recommendation that substantive matters delegated to Committees and key decisions should be reported more fully to the next Board meeting. It was agreed that this method of reporting in writing, if introduced, should be consistent across all Committees of the Board.

**Recommendation 6** – It was noted that although Board Excellence were not specifically asked to comment on the role of the President as part of its review, they did make a series of observations in light of discussions that had taken place throughout the process. The Board agreed to explore the role of the President to redefine it as an Ambassadorial role with more people afforded the opportunity to be involved in the discussion.

JC summarised that some recommendations would be relatively easy to implement, whilst others would require changes to Articles. He thanked colleagues for their comments which would be considered by the Governance & Risk committee at their next meeting.

**The Board considered and discussed the feedback, analysis and recommendations within the report and agreed for the Governance & Risk Committee to work with the CEO and Chair to develop a draft action plan for consideration by the Board at a future meeting.**

## **7. Board Appointments & Board Champions**

JC presented the proposals for membership of the committees of the Board, the appointment of a Non-Executive Director and ex officio Directors to British Canoeing Events Ltd. He also outlined proposals to introduce Board champions as required by the UK Code of Sports Governance and our funding agreements.

JC referred to the paper and invited members to formally approve the recommendations within it.

The Board noted the potential for change in where risk is managed within the Committees of the Board but agreed to populate the proposed changes now based on the current structure.

DJ provided some background on BCE Ltd for the benefit of the new Board Directors. It was noted that a further vacancy on the BCE Board would be advertised very shortly following the departure of Rosie Williams.

### ***Board Champions***

DJ stated that appointing Board Champions in anti-doping and safeguarding and welfare are a funding requirement of the UK Code and the UK Anti-Doping Code. The Board discussed Board Champions noting that Welfare and Safety in this respect does not cover water sport safety activity on the ground. The Board agreed to consider future Board Champions as part of the evaluation review in areas such as Equality, Diversity and Inclusion.

JC reaffirmed that the Board's responsibility does not end at merely appointing a Board Champion, but rather keeping the issue alive via agendas and updates throughout the year. This would be a collective responsibility between all members of the Board, not just the Board Champion, and the Executive team in ensuring mechanisms are in place to assist with

effective communication. SC requested some guidance on keeping up to date with Anti-Doping policy.

**The Board noted the contents of the report and approved the following;**

- **The composition of the committees of the Board for 2022**
- **The nomination of Nick Donald to join the Board of BCE Ltd**
- **The appointment of Martine Kushner as Board Champion for Welfare & Safety and Stephen Craig for Anti-Doping for 2022.**

## **8. The UK Agreement 2022**

JC invited DJ to present the report that presented the final draft of the revised UK Agreement 2022-26 for approval.

DJ confirmed that the review of the UK Agreement had been completed through a robust process with the National Associations. He drew attention to the financial model and how the per capita fee is calculated based on the number of recreational members within each home nation. He highlighted that the unequal growth in recreational membership in England has had an effect of skewing the model and has resulted in the per capita calculation being reduced. In addition, the £580k UK Sport NGB contribution for the Paris cycle for the World Class UK programmes has not been factored into the current funding agreement but will need to be considered for the LA cycle. He therefore recommended that the financial relationship and the per capita fee is reviewed at an early opportunity and well in advance of the next review date.

**The Board approved the UK Agreement and its Appendices and noted the requirement to review the Per Capita at the next opportunity. (Post meeting note: Chair of SCA communicated to Chair of BC that some minor wording needed to be finalised before full agreement could be concluded)**

## **9. CEO Report**

The Chair invited DJ to present those elements of his report that he wished to bring to the board's attention with other matters remaining as in the written report.

### ***Sport integrity, Safeguarding and Sport Resolutions***

DJ provided background to the recommendation from the Governance & Risk committee that British Canoeing do engage in national programmes of support around Sport Integrity (funded by UK Sport) and Safeguarding Case Management (funded by Sport England) involving services provided for them by Sport Resolutions. The Board discussed this proposal given they had previously taken a view that British Canoeing would not use the services of Sports Resolutions again.

The Board approved that we should engage in these two initiatives, subject to due diligence and the right to withdraw if at any point we are dissatisfied with the quality of the services provided by Sport Resolutions.

### ***Nomination for President of ECA***

DJ updated the Board on the process and status for nominating a candidate for President of ECA in the next elections due to be held in March 2023. The Board approved the proposed course of action that we share our current position with other National Federations in September 2022.

### ***Hybrid working***

DJ reported that since the last meeting of the Board, we have now moved into a hybrid working pattern in the Nottingham office, with staff being required to work from the office on at least two days per week. He observed that this is still taking time to settle into a pattern, not least because of the high levels of covid still in the population which is impacting on individuals coming into the office. DJ expressed concern around the challenges in attracting and retaining staff and noted that the executive team have work to do to ensure our staff engagement, communications and collaboration remain optimal.

The HR & Remuneration Committee had noted that people across many organisations feel staff have become disconnected with each other and that this is a strategic challenge that needs careful consideration and board involvement.

It was agreed that the HR & Remuneration Committee will review the effectiveness of the hybrid working policy. DJ stated that the staff survey results would come to Board at the next meeting in June.

### ***NGB SUP Recognition***

DJ reported that the documentation has now been submitted to the Sports Councils to seek NGB recognition for SUP. It is unknown how long this process may take and whether there are any likely blockers to it, but in the meantime DJ confirmed that we will continue to promote SUP membership, guidance and safety messaging.

### ***2022 ICF Freestyle World Championships***

DJ confirmed that there will be opportunities for the Board to attend and support the event that opens on Sunday 26 June at Nottingham Castle.

**The Board received the CEO Report and approved the following;**

- **The proposals for British Canoeing to work with Sport England, UK Sport and Sports Resolutions on the CMP and Sport Equity programmes as detailed in paragraph 1**
- **To delay communication to other European Federations around not making a nomination for the next Presidency of the ECA until September 2022.**

## **10. Finance Report**

SH outlined the headlines from the quarterly accounts to end of March 2022.

- The cumulative deficit to the end of March was (£319,229) - £171k (35%) better than budget against a year-end forecast of £22k
- Membership income continued to perform better than budget with membership numbers reaching 91,302 at 30 April

- The budget for membership retention was set at 35%. In April, retention reached 57% for the entire membership profile. Of those that joined in the past year, retention was at 37% compared to 96% of existing long standing members
- 45K members are due to renew in the next 3 months
- At the half year point, a reforecast will be completed to review the financial activity to date and re-profile the income and overheads.

The Board discussed the membership renewal process and requested that the process is reviewed to ensure that it is timely, reinforces our values, incentivises renewal, the good work that we do and builds an emotional connection with members. SH stated that we are far more efficient in talking to lapsed members to gather insight into why they have not renewed than in previous years.

SH stated that the proportion of new members that declare Stand up Paddleboard (SUP) as their primary water based activity is circa 46%.

The Board discussed incentive schemes for those that renew on time without being chased. It was suggested that we may wish to explore how the membership renewal process could be revised to spread the workload more evenly throughout the year. SH reported that a move to rapid join for the renewals process was currently being explored.

SH reported that of the 91k members, 15k are Go Green members whereby £2 of each membership fee is ring-fenced towards the Clear Access Clear Waters Campaign. The Board agreed that it would be interesting to research how loyal the Go Green membership base is in terms of renewal.

There was a discussion around the rising cost of living and its impact on our membership income. It was noted that British Canoeing had not increased its membership fees since 2017 but as a consequence of inflationary pressures on our inputs (insurance, licenses, staffing, consumables) the margin on membership income is reducing annually.

**The Board noted and approved the Finance Report and agreed for the Finance & Audit Committee to explore creating a set of financial KPIs that are clear, transparent and visible.**

## **11. Risk Management Report**

SH reported that the risk register in April identified no significant risks that were rated higher than 15. One new emerging risk had been identified since the last report to board in January around the transgender competition policy and transgender inclusion which will impact all NGBs. SH reported that British Canoeing have internal mitigations in place to minimise reputational damage in this area.

The Board noted the risks that were trending upwards on the risk register;

- *Cyber-attack* - The inherent risk of a malware attack has been flagged as trending upwards. SH reported that there has been a sharp increase in ransomware and malware attacks particularly from Russia following the invasion of Ukraine. This has

prompted a step up of the staff training and the development of a provision of training resources to be shared with those volunteers with a British Canoeing email address, including Board Directors.

- *Growing membership and safety concerns*
- *Team effectiveness and culture*
- *Staff recruitment and retention*

It was noted that the safeguarding risk rating had been reduced since the last Board meeting.

**The Board received and noted the risk report and agreed to add the rising cost of living crisis to the risk register.**

## **12. Stronger Together Fund**

JC welcomed Chris Earle to the meeting to present the proposal to implement a small grants investment programme, utilising some of the reserves to fund initiatives created by members of the community which are aligned to the delivery of Stronger Together 2022-26.

The Board discussed the proposal and agreed that strategically the fund needs to align to sustainability, our other cross cutting theses and the strategy as a whole. The Board requested that when the fund is launched, it is appropriately announced as an English initiative.

A Board member offered to connect their Community Fund team to CE to help provide practical support and advice around lessons learned and advised against making the process too bureaucratic.

There was a discussion around the scale of projects to be supported by the fund and how to oversee the work to assess the return on investment.

It was noted that further work would be undertaken to establish criteria and reporting mechanisms prior to launch later this year.

The proposal to establish a committee with independent members and staff members to review applications was welcomed.

**The Board considered and approved the proposals to establish the Stronger Together Fund in 2022, the composition of the management group and delegated the Governance & Risk Committee to develop and approve the Terms of Reference for the fund.**

## **14. Commercial Update**

JC welcomed GM to the meeting to provide an update on commercial activity within British Canoeing since the last report to Board in January 2021.



GM highlighted the key points from his report and sought Board approval on furthering discussions with a commercial partner in relation to the 2023 Canoe Slalom World Championships;

- It had been a great 12 months for British Canoeing commercially with 8 new brand partnerships secured and 3 existing partnerships renewed
- The title partnership with Go Paddling was working very well for both parties
- British Canoeing secured its first ever destination partner in a two year deal
- Our partnerships have also resulted in the cross-promotion of British Canoeing membership, with successful activations in place across many brands
- We continue to build relationships with retailers to promote paddlesport safety, alongside membership, insurance and the waterways licence via the Go Paddling website
- Three partnerships had come to an end in the past 12 months
- There had been good progress in securing commercial partnerships for the forthcoming 2022 ICF Freestyle World Championships and the 2023 ICF Canoe Slalom World Championships.

There was a brief discussion around the effectiveness of member benefit engagement with commercial partners which overall was very positive.

The board discussed in considerable depth the proposal to continue negotiations with a potential commercial partner in relation to the title sponsorship of the 2023 ICF Canoe Slalom World Championships. The Board concluded after a very full discussion that they were uncomfortable to pursue the opportunity at this time without further information.

JC thanked GM for joining the meeting, for the comprehensive paper and for all of his good work in securing commercial partnerships for British Canoeing in the past 12 months.

**The Board noted the contents of the commercial update and agreed not to approve the signing of a relationship with a title partner for the 2023 ICF Slalom World Championships.**

### **13. SUP National Team**

JC invited KW to present a proposal to establish a GBR Stand up Paddleboard (SUP) National Team to enter the ICF SUP World Championship team events.

KW outlined the proposal and confirmed that in line with Ocean Racing where a Discipline Committee does not formally exist, a selection policy would be published and a selection panel appointed to formally select a team to represent GBR in the ICF World Championship team events.

KW confirmed that we are in discussion with leading members of the SUP community and subject to Board approval, athletes would be communicated with as soon as possible thereafter.

**The Board approved the establishment of a GBR national team for ICF SUP World Championship team events.**

### **15. World Class Programme Report**

JC invited KW, CF and MR to provide an update on the key developments within the World Class Programme and to share their reflections on the sprint, paracanoe and slalom programmes.

KW introduced CF and MR and confirmed that the move to a new PD structure reflects what we need geographically and culturally across different programmes.

KW highlighted the key points from the report;

- *Staffing* - there had been some degree of staff turnover following Tokyo especially in the areas of sports science and medicine but plans for Paris 2024 were on track and being delivered. The turnover was on good terms and largely driven by promotion opportunities.
- *Culture Health Check Results* - the latest results had been received and are midway through the review process with UKS.
- *Athletes* - Liam Heath and Eilidh Gibson both retired from the WCP after serving the sport extremely well. JC, on behalf of the Board, agreed to send formal recognition letters to both athletes.
- *Talent* - there are issues and challenges to overcome in coach succession planning to be shared with Board in more detail at a future meeting.
- *WCP Governance* - progress has been made with the publication of reviewed and improved selection policies. The appeals policy review is in final stages and the review into the Olympic selection issue in 2021 will appear as an agenda item for decision at the June Board meeting.

### ***Paracanoe and Sprint Programmes***

CF shared his early insights and experience of his first 3 months working as Performance Director for the Flatwater programme highlighting the following;

- The athlete group is passionate and determined
- Staff are hardworking and keen to make a big performance impact
- There is a strong para cohort of athletes who have opportunities to grow
- Foundations are in place for a durable facility at HPP by working with Serco and funding partners to transform the site into a world class training facility
- Strong focus required on coach development with the opportunity to adopt a collaborative approach across the two programmes to make improvements in this area
- Culture Health Check results show that it will take time to change the culture and improve relationships but this is achievable through transparency and good communication.

He also emphasised the top three objectives for the Sprint programme;

- Performance planning with greater scrutiny
- Understanding the athlete to add value to every single person we invest in
- Crucial conversations creating an environment that is world class, clear, honest and transparent to manage expectations.

CF requested patience from the Board in realising the aims of the sprint strategy, recognising that it is a journey that the whole community are embarking on. In return, JC requested that CF be candid in his updates to the Board who can help to resolve any challenges if required.

### ***Slalom Programme***

MR shared his view of the programme since being appointed Performance Director highlighting the following key points;

- Despite the high turnover, there were positive reasons why support staff were moving on post Tokyo to further develop their careers after a rewarding time on the programme
- A new leadership structure in Slalom with a Canoe Slalom Leadership Team (CSLT) has recently been established
- The inclusion of Extreme Canoe Slalom as a new Olympic event has provided the opportunity to strive for 2-3 medals at the Games allowing for additional athlete places that will come into effect in 2023
- There is a large pool of Academy athletes currently being coached full time which puts us in a strong position for the LA cycle
- There is now a strong focus on integrating the new support team around the athletes
- The coaches on the programme have reached a mature level in their development and are doing a brilliant job, relishing the challenge ahead in what is a relatively short Olympic cycle.

MR noted that he was very proud to be in post.

There was a discussion around the coach development pathway across the WCP, Talent, National Teams and Clubs. The Board acknowledged that we are some way from where we need to be in this process but welcomed pace to accelerate a review of what it will take to progress in this area.

DJ stated that UK Sport will be looking really hard at performance results in 2022-23 and that we need to show improvement for the LA cycle. He emphasised that losing programme funding will have an impact across the whole organisation.

CF appealed to the Board that the Sprint Performance Strategy requires engagement across British Canoeing as an NGB as a whole, not just within the Performance Department. Stakeholders must take responsibility for driving their part of the strategy to allow the Performance team to focus on performance.

There was a brief discussion around the inertia and culture in the Sprint programme. It was agreed that it was time to get past this and for the British Canoeing team to help shift the culture by being the change that we want to see, in our own behaviours.

JC thanked KW, MR and CF for the World Class Programme report.

**The Board noted the contents of the WCP report and agreed to receive a review of the England Talent Programme at the next meeting in June.**

## **16. Sustainability Strategy**

SH presented an update on the development of the British Canoeing Sustainability Strategy and invited the Board to comment on four strategic areas in which ambitions and action plans will be created;

- Travel and Transport
- Sustainable use of natural resources
- Create more sustainable business operations
- Adopting effective ethical and sustainable procurement practices.

A Board member emphasised the importance of applying Environmental, Social and Governance (ESG) principles in creating an ambitious, stand out and longer term sustainability strategy. Good governance would include clear and transparent decision making. The Board member offered access to their own office sustainability team to help set baseline data and long term targets to 2030+.

The Board agreed for the strategy to focus primarily on reducing our carbon footprint rather than just offsetting against unavoidable environmental impacts. The Board wished to see an ambitious strategy given the sustainability principles are intrinsic to the British Canoeing brand which underpins everything we do and what our members expect of us.

**The Board noted the progress in the early stages of developing the Sustainability Strategy.**

## **17. Committee Reports**

The committee reports were taken by exception with only the key issues highlighted.

### **17.1. Finance & Audit Committee**

No further updates were received outside of those matters already discussed.

### **17.2 HR & Remuneration Committee**

It was reported that the key areas of focus were around the pressures on the organisation in terms of the cost of living crisis and its impact on succession planning in talent development, feedback from the staff survey and issues around hybrid working.

### **17.3 Governance & Risk Committee**

No further updates were received outside of those matters already discussed.

### **17.4 Scottish Canoe Association**

SL reported that membership figures were relatively static. He thanked colleagues for collaborative work in relation to the UK Agreement.

### **17.5 Canoe Wales**

KC confirmed that Canoe Wales were in the process of appointing new board members and that a staff away day was scheduled for September. KC thanked DJ for speaking at the last session in 2021. It was noted that membership had grown in excess of 4,500.

### **17.6 Canoe Association of Northern Ireland (CANI)**

SC reported that CANI had received their 1 year funding offer from Sport NI. It was noted that an additional member of staff had been recruited in March with funding for another post confirmed. SC reported that membership numbers were holding steady.

**The Board noted and accepted the Committee Reports.**

### **18. Any Other Business**

JC alerted the Board to the 2022 ICF Freestyle World Championships and the opportunity to attend the opening ceremony in Nottingham on the evening of Sunday 26 June, the same day as the next meeting of the Board.

On behalf of the Board, JC thanked DJ for all of his excellent work as Chief Executive in transforming British Canoeing during his six year tenure.

### **19. Closed Session with Non-Executive Directors**