

MINUTES OF BOARD MEETING



Meeting Title OutdoorLads Board Meeting
Location: Premier Inn, Duke Steet, London
Date and Time Sunday 13 August 2023 2023 1:30pm

Attendees

CK	Chris Keivit
EG	Emma Green (Vice-Chair)
FB	Fergus Brunning (attended virtually)
JP	Joey Payne
JH	Jake Higgins
RB	Rob Mitchell (Chair)
RO	Richard Overton
SH	Simon Hawthorn
SA	Steven Allan
LR	Liam Russell (company secretary/ staff)

Apologies

YGR	Yvonne Goldsmith-Rybka (staff)
DB	Dan Byrnes (staff)

23/38 Welcome & Apologies

Rob Mitchell welcomed all to the meeting and thanked all for preparing papers well in advance.

Apologies had been received from Yvonne Goldsmith-Rybka and Dan Byrnes. Fergus Brunning was attending virtually.

The Board held a minute's silence to remember Alex Neely who passed away recently.

23/39 Declarations of Conflict of Interest

There were no declarations of interest for items on the agenda.

23/40 Approval of Previous Meeting Notes, Actions and Matters Arising

Minutes of the previous minutes from the meeting on 2 June 2023 were approved as a true and accurate record of the meeting.

23/41 Office Board Report

The office and board data reports had been made available in advance of the meeting.

Liam notified trustees that he had recruited a new volunteer with suitable experience to undertake data reporting to the board. It was agreed that the data needs to have purpose and be accessible, and trustees were invited to e-mail Liam with suggestions of the data they would want to see. The appointment of this volunteer was approved.

Liam confirmed that the volunteer would be asked to sign the enhanced DNA declaration.

Each subcommittee is also to be asked to think about what data they would like access to support their roles. Support and delivery are the key committees likely to need this data.

The positive quotes and work of the office team were noted.

Paid events were not selling as well or as fast as hoped for the Autumn, and trustees discussed this, wondering if we are seeing the impact of the cost of living crisis on events. It was also noted that people were requesting some simple events but also more expensive and luxury events.

Trustees discussed if there something that can be done through the regional co-ordinators and leaders and encourage people to attend. It was agreed that event leaders should be asked to also promote events through their networks.

In response to a question about the hostel booked in Ennerdale earlier in the year, Liam confirmed that it was cancelled and that money was lost on this event. This is a basic bunkhouse and low-cost – indicating that it isn't the case that all members are looking for simple and basic venues.

The foundation was discussed as a potential way of improving access to paid events. The support / finance committees to discuss how we can promote this. Rich and Simon to discuss with the relevant committees.

**Rich
Simon**

The Delivery committee are also to review sales figures going forwards and discuss issues such as why events do not sell as well.

Delivery

It was noted that visits to potential sites in Wales for BSC are to be scheduled for August. BIG Summer Camp sales have picked up in recent weeks and now are just short of 200, which is the target figure.

23/42 Finance Review and Bank Account Mandates

Jake has met with Yvonne and Liam, following which Yvonne has produced the finance report. This financial year is running at a surplus at present. Work on the presentation of the finance report continues, and monthly meetings with Yvonne will now commence.

Jake and Yvonne are to discuss format of reports – initial thoughts are quarterly reports with detailed commentary on any variances to be shared with Trustees, and a running YTD figure.

A suggestion was made that budget v actuals may be more useful, but there may be unexpected variance to prior year which would present a different picture.

Fergus asked where the VAT is accounted for in this – where does this get reported – Liam / Jake to answer this outside the meeting.

Rich asked if the donation from The North Face has been received. It was confirmed that this is still awaited.

Joey asked for an update on the foundation income YTD be provided outside the meeting. **Yvonne**

Liam was asked to send the budget to the Finance and Assurance sub committee. **Liam**

Emma suggested that the business plan remains in the hands of the board. Jake and Emma to meet to discuss how a business plan be set. **Emma
Jake**

The suggested bank account signatories were agreed and Liam is to arrange for mandates to be distributed. **Liam**

23/43 Feedback from Initial Sub-Committee Meetings

Liam verbally shared the reports from the committee chairs on the work of the committees and was asked to e-mail these to trustees. **Liam**

Trustees discussed the level of engagement of some committee members. Agreed that there isn't a time frame after which people be removed for non-engagement, but that this should be put in the hands of the chairs to ensure engagement.

Emma said that committees need to be focussed on the project plans to ensure that the strategy is delivered as that is the function of the sub committees. Committees need to ensure that they are empowered to deliver and to do the work needed.

Trustees suggested committee chairs need to come together as a group to discuss the work – there is a lot of overlap between committees that maybe only the board know about – this would be useful for that group to understand these and identify where there may be a need to work together.

Emma has produced a document to map project plans to committees which has not yet been shared with chairs.

A proposal was made for a meeting with subcommittee chairs, to present to them the project plans mapping. Simon is to arrange this meeting with **Simon**

chairs and trustee leads to handover the project plans. Simon and Emma to meet to ensure project plan map has been reviewed and agreed.

Emma / Simon to look at recruiting a volunteer project manager to oversee the Gantt charts and planning / monitoring of activity. Will be in about four weeks time for this meeting.

**Simon
Emma**

Finance & Assurance are looking at risk – there may be a higher priority on membership fee review than the committee is currently giving it.

Committees are to be asked to use the minutes template for all minutes going forwards.

Branding – Rich gave an update on the rebrand. He said there are a lot of things that can happen first before considering if this work is still needed – and it's important for committees to have some impact completed first.

Rich and Emma to arrange to meet outside the board meeting to discuss the rebrand.

**Rich
Emma**

Trustees acknowledged the work that subcommittees have done so far and how invigorating it is to have additional people with enthusiasm on board.

23/44 Proposed Limit of Size of Board of Trustees

Paper had been distributed in advance, six trustees supported the proposal, and two had different views. The proposal is to limit the board for the following twelve months to the current size of nine.

Those who were not in favour outlined their views. Simon said that he felt it was not the right time now, and instead we should encourage people to be involved with committees, whilst still allowing people to stand as trustees. He would prefer any reduction to be from 2024 whilst the committees start fully functioning.

The chair outlined his response that the sub committees are now up and running and there are more people involved with the running of OutdoorLads than ever before.

The chair invited Fergus to air his concerns which were about representation on the board of different groups and having specific recruitment to fulfil particular skills gaps. Rob responded that there is a desire to increase diversity and that this could be made clear in the publicity around the AGM and encouraging people from those groups to apply. Six of the current trustees have completed the skills audit and once completed, this should identify where there is a chance to recruit other people.

Emma said that skills audit to be completed to enable identification of skills gaps – this work has been outstanding for six months.

Rich aired some concerns about targeting certain groups and that the skills audit is key. Real opportunity to demonstrate to members that we are member led and from the bottom up rather than top down.

Various views were expressed around this but focussed on the need to target people with particular skills.

Steven said that historically some positions have been kept free to enable the board to co-opt people with skills if a need arises. This means that there remains some flexibility.

The chair asked for a vote to limit the total number of trustees at the AGM to nine. Seven voted for, and two against. The motion was carried.

23/45 Preparation and Arrangements for AGM 2023 (incl Awards)

Dan Byrnes and Joey to meet this week to plan logistics for the AGM. Dan Byrnes and James are checking that the equipment provided is fine.

**Dan B
Joey**

Joey has asked for slide materials to be provided to him in preparation.

All

Liam highlighted that the annual report will need writing and will draft this initially to be shared with trustees. It was agreed that trustee approval will be sought for this by e-mail.

Liam

Liam and Dan to give a list of awards to trustees for approval.

**Liam
Dan**

It was agreed that the AGM will be recorded and made available for viewing at a later date.

Liam outlined arrangements for the day and asked for help from trustees from 1pm.

It was confirmed that we need 100 for quoracy.

23/46 Advisory Panel

Rob outlined his paper on an advisory panel and tapping into the organisational memory from others, such as former chairs. This would be an informal group.

The paper was approved.

Rob, Emma, Jake, Liam are to meet to discuss and move this to implementation.

**Rob
Emma
Jake
Liam**

23/47 Vice Chair and Company Secretary roles

Emma has outlined her papers for Company Secretary and Vice-Chair and descriptions of both roles are available.

Both role descriptions were approved.

Regional Co-Ordinator role description needs to be shared again with the regional co-ordinators. This has been formalised at the January Away weekend. **Liam**

Fergus asked about board compliance issued appearing in the company secretary role, particularly guidance on charity compliance, and asked if this role should go to the finance committee?

Emma clarified that this was not in Liam's job description or company secretary role description. Trustees do still have accountability for this and if it is felt to be a gap we will need to consider how this is fulfilled.

Proposal put forward that the committee to take on advisory role and if need more advice is needed then will have to consider how the gap can be fulfilled.

Action is for Emma and Simon to have a conversation on this with chair of finance and assurance group over this.

23/48 Trustee Reviews

This approach has been piloted with Rob, and Emma to follow up with Jake. **Emma
Jake**

Formalising this with training for trustees from NCVO and Cambridge CVS on governance matters.

Emma is to put together training available for trustees to look at and for them to sign up to. Trustees need to demonstrate how board is effective. Emma as part of vice chair role will conduct trustee reviews. **Emma**

Simon said OutdoorLads can apply for funding for staff training through the apprenticeship levy. One to one reviews are to commence in September. Open invitation to all trustees to talk to Emma at any time. **Emma**

23/49 Safeguarding and DBS checks

Rob referred to his paper on DBS checks. He has undertaken research since the last meeting to understand the drivers on DBS checks and has discussed with many other organisations.

The key point in his findings is if our activity is regulated activity or not. What we do is not regulated activity. We also do not target vulnerable adults.

The safeguarding policy needs to be publicised with members to explain about what safeguarding is and why it is important. It should be clear on what to do if something doesn't feel right.

The chair also highlighted the need to bring leaders with us if we were starting DBS checks.

Recommendations are:

- Not to proceed with DBS checking at the moment, and monitor work of BMC on this.
- Share safeguarding policy widely with members.
- Review in light of inclusion work by Delivery sub-committee

Emma said that before she had thought it was a good idea in line with our excellence value. We do not ask people's status or risk – reputationally.

Leaders are valuable resource and would need a conversation with them to ensure we do not alienate the people we rely on to deliver our events.

Steven says that our circumstances may be different as a gay / bi group and has a higher risk than other groups the BMC works with, especially reputationally.

Rob clarified that he is suggesting that we do not proceed with DBS checks for now, until we can bring others along with us and understand more about the situation.

BMC is one source of advice and highlighted that we should widen our considerations and make informed decisions based on a range of advice. Trustees discussed that this needs to be a risk-based approach and so may apply to all leaders, or to overnight leaders only.

It was clarified that leaders need to understand why they are being asked to do a DBS check and what that means for them in leading events and what is expected of them.

It was agreed that all trustees and staff are to do a DBS check by the time of the next meeting.

Liam

Explore a timeframe for rolling out to leaders – not forcing it on people but bringing them to a point that they want it.

Liam said that it needs a clear explanation as to why leaders need a DBS check and what it implies / means for their role, as to many it implies there is a higher level of responsibility than what is currently expected.

Trustees discussed this and what the extra responsibilities are.

Concerns were voiced procedurally over seeing original documents. Concerns over some leaders who may not feel that we are doing the right thing.

Discussion was held around asking people to volunteer to do DBS checks first before moving to compulsory checks.

This needs a robust and phased plan for rolling it out in a managed fashion. This plan will be produced by Fergus as safeguarding lead with support from Rob and Rich.

**Fergus
Rob
Rich**

23/50 Accident Investigation – Learning and Improvement

Liam gave an update on progress of investigation into a recent climbing incident and will report back once findings have been established.

Liam

It was highlighted that members need a better understanding of what to do in the event of an accident, including the emergency number, which is to be publicised to members.

**Liam
Dan B**

A query was raised as to if the emergency contact should also cover accessing the Ask for Calvin scheme. This is to be considered.

23/51 Insurance issues

Rob updated on the insurance issue and outlined that Fergus had been asked to produce a clear and succinct report on the specific points he considers to be issues.

Fergus to pinpoint the specific points that he believes are wrong with insurance. He gave a synopsis on the issues he believes is wrong with the insurance.

The Chair said that challenge is still to put that down in writing for discussion from trustees.

Fergus was invited to produce a paper prior to the next board meeting.

Fergus

Chair emphasised that the paper should contain full information and to pinpoint what the problem is.

Liam had provided the insurance renewal documents in advance of the meeting. It was agreed that Liam should now proceed with instructing the renewal with the insurance.

Liam

The chair clarified that no trustees, leaders or members should be contacting our insurance company directly, but that all queries must be routed through Liam as the main insurance contact.

It was highlighted that there is an admin exercise to undertake to make sure that participation statements and handbooks etc are all in line and fit for purpose.

23/52 Code of Conduct

This is available on SharePoint. Rich is to put into template. All agreed that the content was approved subject to one amendment to be made with an exception on contact for first aid. **Rich**

23/53 Member Engagement

Rich spoke re his report on member engagement.

Instagram accounts for Scotland, climbing, and cycling accounts going well.

Ask Calvin campaign has been well received and more awareness is still needed. Thanks were given to those involved including Chris for their work on this.

Leaders newsletter has been very well received.

There is a call for content and committees to be asked for content for newsletters.

The sub committee video for social media is underway.

The Meeting closed at 5:04pm.

Actions

<u>Action</u>	<u>Owner</u>	<u>Due By</u>	<u>Date Complete</u>
Promote Foundation	Rich/ Simon		
Review Event Sales	Delivery Committee		
YTD Foundation Income	Yvonne		21.08.2023
Send budget to the Finance and Assurance sub committee	Liam		
Business Plan	Jake/ Emma		
Distribute bank mandates	Liam		
Email subcommittee reports to trustees	Liam		
Arrange meeting with	Simon		

sub committee chairs			
Recruit volunteer project manager	Simon/ Emma		
Meeting to discuss rebrand	Rich/Emma		
Plan logistics and check equipment for AGM	Dan/ Joey		
AGM Slide material to Joey	ALL	ASAP	
Write annual report & get list awards to trustees for approval	Liam/ Dan		
Set up advisory panel	Rob/Jake/ Emma/Liam		
Share regional co-ordinator role	Liam		
Trustee reviews	Emma/ Jake		
DBS checks for trustees and staff	Liam	By next meeting	
Update accident on events procedure	Liam/ Dan		
Instruct insurance renewal	Liam		
Produce insurance issues paper	Fergus	Next board meeting	
Code of conduct template	Rich		