

## Governance Review (Including Events Committee and associated Groups)

A number of major issues have arisen in recent years that have caused the Board of British Orienteering to review the way in which the sport is being governed. A summary of these issues is attached in Appendix 1.

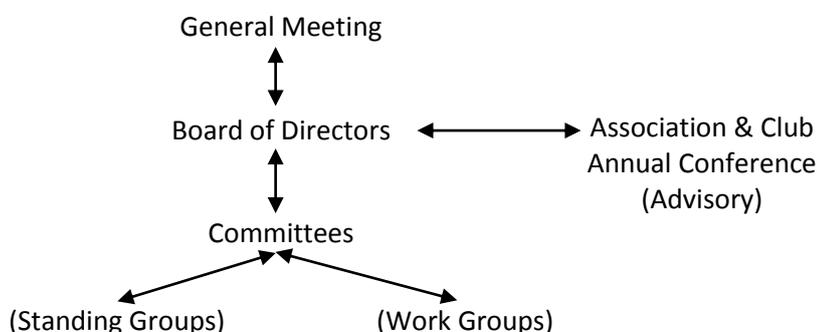
The intention of the Board is to bring clarity to the governance structure particularly with regard to the ownership, delegation, authority, responsibility and accountability surrounding decision making within British Orienteering.

The proposed changes will increase and improve association and club involvement in strategic decision making prior to decisions being made. A change to the current situation, where association and club responses are often received *after* a decision has been taken.

This paper outlines how this will be brought about, with the changes in the governance of the current Events Committee and its Groups commencing as soon as is feasible.

### Proposed governance structure

The Board is proposing a governance structure that will address the issues of decision making and lines of communication that have been highlighted. The components of the proposed structure are:



The function of each component of the governance structure is outlined below. One or more members of staff will be associated with each of the Board and committees to provide information, support and guidance.

- **General Meeting of Members:** to elect the Board of Directors and transact other business that requires member approval as stated in the Articles of Association. General Meetings hold the Board to account.
- **Board of Directors:** The body of elected or appointed people who jointly oversee the activities of British Orienteering. The Board has a responsibility to determine the vision for orienteering in the UK and the strategic plan that will bring the vision about. The Board oversees and monitors the implementation of the strategic plan through the committee structure. The Board also has responsibilities for the business plan of British Orienteering and the monitoring of that plan.
- **Association & Club Conference:** To discuss major strategic decisions and advise the Board of their considered views. This will ensure communications between the Board and the associations and clubs regarding major strategic decisions is robust and takes place *before* major strategic decisions are taken. Additional lines of communication between the associations and the Board will be via the existing formal linkage between a Director and each association. For the Conference to take place effectively, agenda and papers will need to be circulated 6 months prior to the conference being held in order that association and club committees can give the matters due consideration.
- **Committees:** Teams of appointed people who have been delegated authority and/or responsibility by the Board for particular areas of work. The committees will be required to input into the development of the strategic plan and will then monitor the implementation of the plan in the areas of work they are responsible for. Each committee may choose to

discuss with the Board the need to delegate work to a Standing Group or Work Group. However, the committee will maintain responsibility for any decisions and associated work. The Board will require a dialogue with a committee prior to the decision being made to establish any group and will expect (i) the need for the group to be justified and (ii) for there to be clear terms of reference. The issue of the cost of such groups will need to be considered in the final decision taken by the Board regarding the establishment of a group.

- *Standing Group*: a group of people appointed by the Board or committee to oversee a delegated piece of work which is on-going in nature.
- *Work Group*: a group of people appointed by the Board or committee to oversee a delegated piece of work which is time limited in nature.

The Board will appoint the committee chair and members. Chairs and committee members will be appointed for a 3 year period with a maximum 3 terms of appointments (9 years). This is the same appointment basis as is used for Directors and should ensure continuity and rejuvenation is built into the system. As with Board Directors, a chair or committee member can stand down for one term and be reappointed. In the first instance the Board will appoint Committee members for a fixed period of time 1, 2 or 3 years, after which the normal appointment and reappointment process will commence. Approximately one third of the members of a committee will reach the end of a 3 year term each year. Any Standing Groups that are formed will be similarly appointed.

The Board understands that it has a responsibility to ensure chairs have a clear understanding of their role (see Appendix 3) and are equipped to fulfil the role. The Board is responsible for overseeing the induction of directors, chairs and committee members into the governance structure and providing training as and when such training is required.

## **Benefits**

The benefits of these changes will be:

- To ensure the entirety of the governance structure is focused on and engaged with the vision for the sport.
- Increased clarity, giving committee and group members' confidence to operate within their roles and responsibilities and thereby creating a clear framework for decision making with a direct pathway between the Board and each committee.
- The people making the decisions are confident that they have the right to make the decisions; are responsible for those decisions and know how the decisions are being implemented.
- Decision making being more informed and accountable with decisions being able to be communicated more effectively
- Responsibility for communicating both the decision and the rationale for the decision being clear
- Members, clubs and associations are more informed as to where authority, responsibility and accountability lie; people know the person responsible for the decision (usually the chair) and therefore the person to whom responses should be made – the accountability will be far clearer.
- More effective meetings as there will be a reduction in the number of people involved in each committee or group as advised in the Governance audit. This will enable more efficient use of email and alternate meeting technologies. (It should be noted that our strong performance in the area of governance has already shown benefits with our funding partners and these changes will further demonstrate our commitment to good governance.)
- The reduced committee and group size will lead to potential cost savings; although cost reduction is not a driving force it may be a consequential benefit.
- Clear links between staff and the committee associated with their programme

## **How will this be implemented?**

A review of the governance surrounding Events Committee and the events and competition groups has been on-going for some time and the Board has agreed that a new Events & Competitions Committee should be established as soon as possible. The committee will then be given time to consider the support they will require to achieve the new terms of reference. In order to continue the day to day work whilst this process is on-going the current Event Groups will continue operating during 2011, with the support of the Event Managers. The new Events & Competitions Committee support structure will be in operation as of 1 January 2012.

The Board will continue to review the remainder of the committee structure during 2011 and 2012.

The schedule for change is:

<i>May 2011</i>	Board to agree the model and begin consultation with the Events Committee and Groups.
<i>June 2011</i>	Agenda and papers distributed for the first Association & Club Conference to be held in autumn 2011.
<i>July 2011</i>	Board to agree the preferred governance structure. The Board recruits and appoints a person to chair the Events & Competitions Committee adhering to the 'Recruitment & Selection Policy' of British Orienteering.
<i>August 2011</i>	A small group of directors will meet with the appointed chair as part of the induction process to ensure there is understanding of the terms of reference for the committee, the role of the chair and the lines of communication between the Board and committee.
<i>September 2011</i>	Board uses the 'Recruitment & Selection Policy' of British Orienteering to appoint new Events & Competitions Committee members.
<i>Oct/Nov 2011</i>	Association & Club Conference held.
<i>November 2011</i>	First meeting of the new Events & Competitions Committee; induction followed by discussion on the groups that may be required to support the work of the committee, followed by recommendations being made to the Board.
<i>December 2011</i>	Board consider proposed support structure for Events & Competition Committee.
<i>End 2011</i>	Current groups cease operation.
<i>January 2012</i>	Appointment process to fill the membership of any new established groups.
<i>March 2012</i>	Board consider other committee areas and terms of reference.
<i>May 2012</i>	Board meets with Events & Competitions Committee and any support groups.
<i>December 2012</i>	Any other changes to the governance structure as determined by the Board are implemented.

## **What support will be available?**

This is a priority area of work for the Board which will be supported by the staff team in producing terms of reference for Board approval and any administration such as will be required for the open process to recruit and appoint members of the Events & Competitions Committee.

## **How will we recognise whether the change is successful?**

A governance document will be published that clearly communicates the structure and where ownership, authority, responsibility and accountability lie. Members should be signposted directly to the person or team of people that are accountable for decisions.

A Committee Conference will be held once every two years and feedback from committee members and Board Directors gathered to help monitor progress against the following indicators:

1. Is the authority to make decisions clear to Board members and committee members?
2. Are lines of communication between Board and committees working effectively?
3. Are lines of communication between Board/committees and the membership of British Orienteering effective and has communication improved?
4. Is the level of satisfaction of Board Directors and committee members increasing?
5. Is the level of satisfaction of the members of British Orienteering, in the way in which decisions are made, increasing?
6. Are staff members whom lead programmes satisfied with the way in which decisions are made that affect their programmes?

## **What will not change?**

General Meetings including the Annual General Meeting remain the most significant decision making forum in British Orienteering. Members of British Orienteering maintain their direct input to the AGM. The Board will continue to strive to work at a strategic level with the number of occasions when there is a need for it to step into operational matters reducing.

Committees will remain the focus for most of the implementation of strategy and monitoring but with a strengthened role.

The views of clubs and associations continue to be sought and have increased significance prior to major strategic decision being taken with the opportunity to present these views formally built into the governance structure. Communications between Board, committees and associations will be enhanced with a greater degree of clarity in the lines of communication and the person responsible for communication taking place.

Staff will continue to support Board and committees with information and guidance and will, in many cases, lead in delivering the programmes that are agreed within the strategic plan. Staff will also continue to play a significant role in communicating to members the outcomes of Board and committee meetings.

Members will be given the opportunity to input directly to Directors and staff by building on the successful 2010 road shows and through club conferences where appropriate.

## **Are there negative implications?**

Associations will lose their automatic representation within committee and groups but will have a formal role in the structure through input at the Association & Club Conference. This Conference will focus on the major strategic issues. Conference agenda and discussion papers will be issued in good time for association and club committees to meet prior to a conference to discuss and agree their views on agenda items.

Communication between committees and associations will change. Currently association representatives are expected to facilitate communication from some committees and groups to associations and then onwards to clubs, providing a channel for grassroots orienteers to input into the structure. There is considerable evidence that this does not work effectively in practice and is inconsistent. Where communication does take place it tends to be after the decision has been made; namely a communication of the decision rather than a considered view being presented by an association prior to the decision being made.

It will remain important that there is widespread geographical representation across the governance structure in order that the disparate situations that exist in the UK are able to be taken into account when decisions are made.

### **What will be the cost of these changes?**

The overall impact of the proposed changes should be to reduce the cost of the governance structure by a small margin. There will be a cost in making the changes but the cost in operating the structure should be less, provided the Board supported by the committees is able to keep to a viable minimum the number of standing and working groups and the number of people participating in these meetings.

### **Is the Board committed to this change?**

The Board sees this review of the governance structure as being fundamental to British Orienteering and is of high priority. The Board has been frustrated that the review of the Events Committee and its groups has progressed so slowly and is determined that this aspect of the governance structure is resolved as quickly as possible.

Time to bring this about has been scheduled into the work of the Board, the Chair and the Chief Executive.

### **How will you be informed about progress?**

As the work progresses the Board will continue to update those that are involved. This will mean direct communications with committee and group members. Associations and clubs will be informed of progress through news bulletins on the web and the newsletter and input sought directly with associations and clubs through their chairs copied to the general secretaries.

## Appendix 1: Reasons for the Governance Review

The Board agreed to review the structure of Events Committee and its Groups during 2010. The impetus for this came from a variety of sources:

- a) The Committee/Group Conference held in September 2009 highlighted the need for changes to address a variety of issues.
- b) Internal issues being raised by members of Events Committee and the associated Groups.
- c) Board directors' frustration that certain aspects of the governance structure were not operating effectively and on a few matters were not fit for purpose.
- d) An external audit of our governance reporting that the decision making apparatus was cumbersome and needed to be reviewed and simplified. This external audit was significant; it was performed on behalf of UK Sport and Sport England in association with the competency of British Orienteering to receive funding.

Analysis from the above sources highlighted a number of issues including:

- There was limited engagement with the vision of British Orienteering amongst some committees and groups.
- Lack of clarity regarding ownership, authority, responsibility and accountability
- Lack of clarity over the role of the chair of the committee or group and to whom the chair is responsible and accountable.
- The Board, which should be focused on strategic issues, is too often forced into operational areas through the lack of a strong decision making structure.
- The number of committees or groups that believe they have responsibility for decisions that lie across committee or group interfaces, e.g. events committee/groups, coaching committee/development, International Committee/Elite Competitions Group, etc. The major events (JK/BOCs) are examples of this with many groups being involved.
- Events Committee being a forum of chairs of groups that have widely ranging views and loyalties to their group rather than to Events Committee; this resulted in the views of Events Committee members being disparate and passionately held.
- The mix of committee and groups that consist of representatives (for example from associations) whilst other consist of 'experts'; little consistency or rationale is evidenced
- Committees or groups consist of Association representatives whose primary loyalty is to the association rather than the committee or group or to British Orienteering and its members across the UK.
- Some important areas of work do not currently have a home, for example information technology at events, 'out of forest' infrastructure, finance, marketing and administration.
- The staff structure has changed and is often not aligned to the governance structure; for example the advent of the Events Manager role, established in November 2009, has changed the way in which British Orienteering manages competitions and events; the governance should reflect this.

Additionally the change in the funding situation with UK Sport, and the potential change in funding with the other Sports Councils and particularly Sport England, has made it obvious that other income streams must be identified and progressed. In order to do this it is important that the governance structure of British Orienteering recognises the need to operate coherently and in an integrated way to such challenges as attracting sponsorship and promoting products that British Orienteering owns. An example of this is to make competitions and events more attractive to potential sponsors.

## Appendix 2: Draft Terms of Reference

### Board Terms of reference

- a. Set the vision for British Orienteering and the sport of orienteering and its disciplines in the UK.
- b. Establish, review and update a strategic plan that will bring about the vision.
- c. Oversee the implementation of the strategic plan, where appropriate delegating responsibility for implementation to committees, staff or volunteers.
- d. Appoint Chairs and members to committees and groups and provide each with terms of reference.
- e. Set the values and behaviour of British Orienteering by developing and disseminating throughout the sport a clear values statement.
- f. Oversee the production of a five year Strategic Plan and an annual Operational Plan with targets and responsibilities for implementation.
- g. Identify and formulate new policies in consultation with the membership and overseeing the implementation of all policy agreed by the Board or a General Meeting.
- h. Ensure that key performance indicators (KPIs) are set in all areas and that performance is monitored.
- i. Oversee the running of British Orienteering ensure it meets standards of good practice.
- j. Ensure appropriate compliance procedures are in place.
- k. Ensure that all tangible and intangible assets are safeguarded.
- l. Ensure the Risk Register is maintained and that risk is managed.
- m. Establish a 15 year programme, reviewed every 3 years, of major international events that the UK will bid to host (excluding World Ranking Events).

### Committee Terms of Reference (Generic)

- n. Advise the Board on the strategic development of the delegated area of work in order that the Board can establish an integrated strategic plan for the development of orienteering; discussions with other committees will be essential during this process
- o. Present to the Board an implementation plan that will deliver the strategic objectives and negotiate resources/milestones to implement the plan
- p. Oversee implementation, where appropriate delegating responsibility for implementation to groups, staff or volunteers
- q. Monitor and review progress and alert the Board to significant achievements and issues that may arise

### Appendix 3: Role, Duties & Responsibilities of Committee Chairs

The key to a successful committee, even with dedicated committee members and solid objectives, is the chair. The smooth management and creative achievements of a committee are in direct relation to the chair's ability to lead and direct the committee's functions and work closely with the programme staff involved. An effective committee needs a chair who will accept responsibility while encouraging others to offer thoughts and recommendations on the committee's activities.

#### Chair: Overall Responsibility

- Ensure the committee works with programme staff to set and then oversee the implementation of the operational plan to deliver the vision and strategy, as determined by the Board

#### Chair: Specific Duties

- Provide leadership to the committee
- *Plan committee meetings:* The chair consults with the staff liaison and other key members of the committee in planning the committee's agenda within the framework of the committee's responsibilities. The entire program of committee work responsibilities should be thoroughly reviewed so that individual committee assignments can be made effectively.
- Ensure committee receives proper information
- *Conduct all committee meetings:* The chair directs the committee's work; he/she maintains the group's focus, stimulates group thinking, encourages and channels discussions, ensure that all committee members contribute, weighs the value of expressed ideas and suggestions, summarizes constructive suggestions and seeks out decisions by consensus where possible
- *Maintain records and information:* The chair ensures that accurate minutes are kept, actions recorded, necessary reports prepared and a record of committee work maintained. In addition the chair remains constantly informed regarding the progress of individual committee members' assignments.
- *Getting Action:* The chair must motivate members toward active participation and involvement in committee activities. With overall objectives in mind, the chair must channel the interests and talents of individual committee members into productive efforts and ensure the necessary follow-up action.
- Determine composition and structure of the committee is fit for purpose
- *Act as the committee's lead representative or spokesperson:* explaining aims, plans and actions

## Appendix 4: Events & Competitions Committee Work Areas (Draft)

### Events & Competitions

- Receive the vision for the sport and the overarching strategic plan and understand the aspects of the plan the Board is delegating responsibility for to the committee
- Establish, review and update an implementation plan to develop events and competitions across the participation pathway; discussions with other committees will be essential to this process
- Present the implementation plan to develop events and competitions to the Board and negotiate resources/milestones to implement the plan
- Oversee implementation, where appropriate delegating responsibility for implementation to groups, staff or volunteers
- Monitor and review progress and alert the Board to significant achievements and issues that may arise or have arisen
- Advise the Board on the strategic development of orienteering events and competitions and the part they play in the vision and development of the next strategic plan for orienteering

### Work programme

- Determine the competition and event structure that will deliver the strategic objectives of British Orienteering
  - i. Liaise with participants to determine which types/structure of competition will meet their needs
  - ii. Liaise with various committees and programme staff to determine which types/structure of competition will most effectively support their programme(s) objectives
- Establish and monitor the programme of competitions and events that will deliver the strategic objectives of British Orienteering making modifications as required to better achieve these objectives
- Establish and monitor procedures to deliver a programme of events and competitions that meets the needs of participants and any strategic objectives that have been determined
- Monitor the programme of major events and develop the programme to meet strategic objectives
  - i. Oversee the identification of partners to host major events and ensure partnership contracts are established
  - ii. Determine which events will be nominated as World Ranking Events
  - iii. Monitor the appointment of Controllers and where appropriate IOF Event Advisors to major events and World Ranking Events
  - iv. Resolve any significant issues with the programme of major events that may be referred to the committee
  - v. Ensure that all major events are reviewed and the good and poor practice in the staging of such events is identified
- Oversee the production of the Rules of Orienteering and all British Orienteering endorsed competition rules and ensure they are fit for purpose
  - i. Advise the Board, committees and members on IOF rule or technical changes
- Determine and monitor the procedures whereby disputes and protests concerning the Rules of Orienteering and of all British Orienteering endorsed competition rules but not to be directly involved in the resolution of such disputes and protests
- Oversee the provision of support for all matters relating to the staging of events and competitions

- i. Mapping and the use of maps in orienteering
  - ii. Land access and the protection of the environment
  - iii. Events systems such as the use of technology and software systems
  - iv. Volunteer training and the management of volunteers
- Establish and monitor a programme to train and manage Controllers and other event officials
  - Establish and monitor a programme to train and support the volunteers that stage events