

Active Black Country

Board Meeting
 Friday 18 November 2022 11am-1pm
 Via MS Teams

Present: Amanda Tomlinson (Chair) (AT), Richard Metcalf (RM), Farah Ahmed (FA), Justyn Price (JP), Sue Wilkinson (SW), (SLF), Kim Babb (KB), Carol Bate (CB), Guy Shears (GS), Sureya Gulzar (SG)

Apologies:

Attendance: Ian Carey (IC – BCC Ltd) Simon Le Fevre (SLF - Wharton Consulting) Darren Kehoe (DK - Kraft HR)

NO.	SUBJECT & NOTES	ACTION	WHO
1 WELCOME & APOLOGIES			
Welcome from Chair, and apologies noted as above.			
2 DECLARATION OF INTERESTS			
	AT declared her continuation of membership of LEP Board and Director of Black Country Consortium.		
3 APPROVAL OF ABC BOARD MINUTES			
	<p>The minutes of the meeting held on 12 October 2022 were submitted and approved with following amendments:</p> <ul style="list-style-type: none"> Typing error - OT as AT To include that AT was waiting outside in lobby while Board Director term of office voting was held before the agenda items. AT joined meeting after voting. 	Amendments	SS
4 ABC Board Development – Independent Board Members Circulation			
	<p><u>Board roles and skills:</u></p> <ul style="list-style-type: none"> A questionnaire has been developed to identify different skills, knowledge and experiences of board members that will be helpful to operate and run new company. It would be useful in board recruitment, board portfolio responsibilities, representation on governance, sub structures and overall responsibilities and duties that will exist for Companies House and the Charities Commission. SLF explained questionnaire would identify areas of training and gaps in knowledge and experience required for moving to a CLG. Questionnaires has been circulated to all board members to complete and return by 21 November to be submitted to SLF. 	Questionnaire to be completed by all board members and submit to SLF	ALL

5	ABC Transition		
	<p>IC summarised the transition cover report by highlighting the following key points:</p> <ul style="list-style-type: none"> • The critical path has been refined to reflect deadlines and milestones more accurately to support the transition and establishment of the new company ensuring it is fully operational and trading by the 1st of April 2023. • Following discussion regarding additional support needed as we move to phase 2 of preparation and phase 3 of transition itself, extensions have been signed off for Wharton Consulting & Kraft HR Ltd to support the transition. In line with BCC Ltd procurement policy, the contract extensions have been authorised by BCC Ltd. • Board appreciated the valuable support provided by SLF and DK. • IC and AT met with CEO of Wolverhampton Council, Tim Johnson (TJ) where AT set out the ABC rationale for the ABC Board's decision and provided the context about our work and the relationship with Sport England. Meeting outcome was very positive and reflected TJ wants to support ABC regardless of the outcome of our options appraisal. • Further meetings will be arranged in future with City of Wolverhampton Council to update them of the progress and seek their views on our governance structure to develop strong working links with each other. • IC updated a meeting was held with West Midland pension fund provider on 17 Nov 2022 where DK has put forward the queries which were not cleared in report. IC summarised we wouldn't meet the criteria as a scheme employer. • The pension fund provider confirmed there will be no cessation debt for Active Black Country given the fact that the guaranteed members in that guarantor role are going to be splitting the liability of BCC Ltd between them and the employees that currently participate can transfer or leave that scheme. • DK explained the key aspects and essential entry requirements to scheme. DK shared his view that the three key elements that are requirements of the guarantor cannot be fulfilled by going independent so admitted body status would not be permissible and would be rejected by the pension provider. • AT proposed working group will be looking at shaping the structure of new pension scheme and reward system for employees in new company in conjunction with support from DK. Propositions will be shared with Board in next meeting. • IC outlined that IC, AT, and DK attended an introductory meeting with BCC Ltd legal advisers (Higgs) in which BCC Ltd outlined they're seeking a contribution to the redundancy cost for one post holder that is not regarded as being within the ABC core team. • IC outlined that exiting a host is a relatively common process in the AP network, so the expectations from SE and precedent through existing practice in place is key. As demonstrated through the agency agreement; the 'host' is the service provider and bears the risk for employment of all employees. 	<p>Action plans to be revised to incorporate Stakeholders communications update.</p> <p>New pension scheme IC propositions to be developed</p>	

	<ul style="list-style-type: none"> • SE are clear through agency agreement that the host is the service provider and therefore bears the risk for employment of all employees, including redundancy. • ABC Board instructed Ian Carey to hold further discussions with BCC Ltd. • ABC are still awaiting a revised letter from Sport England in respect of the outstanding queries related to ABC's System Partner grant agreement. IC has been provided assurance that a variation letter will be issued within the next 10 days. • In line with the requirements within the agency agreement, AT has formally written to Phil Smith (Sport England) outlining the rationale for ABC decision with timescales ABC is working and seeking their support. • SLF briefed board members about the establishment of the new company. AT, RM and CB as members of the governance working group have all agreed to be the founding Directors of the CLG and the initial Company Members. SLF has drawn a preparatory meeting agenda aligning decisions of existing ABC board and new company board. He further added the founding Directors will complete the company registration process and subsequently appoint additional Directors to expand the Board. • FA queried how timelines and action plans are monitored and managed. IC explained the action plan would be updated and reviewed continuously. • DK has drafted a report on the measures to support TUPE. Appendix 5 was circulated to board members. DK summarised the report with few things within terms and conditions which may change. Further discussion will be held in working group meetings. • New office accommodation specification draft (appendix 6) shared with board members. IC sought board approval for the budget of up to £35000 per annum to secure future office premises and delegate decision making for the search & selection process to the governance working group/New Co founding Directors. Board approved the budget. • Board endorsed that the three ABC governance working Group Members become the only members of founding company directors of ABC Limited. 		
6	AOB		
	None		
7	Next Meeting		
	07 December 2022 via MS Teams time TBC		

*****Meeting concluded at 13:02*****