

**Active Black Country**

Board Meeting  
Wednesday 07 December 2022 9am-11am  
Via MS Teams

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

**Apologies:**

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

NO.	SUBJECT & NOTES	ACTION	WHO
<b>1</b>	<b>WELCOME &amp; APOLOGIES</b>		
	Welcome from Chair, and apologies noted as above.		
<b>2</b>	<b>DECLARATION OF INTERESTS</b>		
	AT declared her continuation of membership of the LEP Board and as a Director of Black Country Consortium Limited.		
<b>3</b>	<b>APPROVAL OF ABC BOARD MINUTES</b>		
	The minutes of the meeting held on 18 November 2022 were submitted and approved.	None	
<b>4</b>	<b>CREATING AN ACTIVE BLACK COUNTRY UPDATE</b>		
	<p>IC briefly summarised members on Commonwealth Active Communities which is circa £2,000,000 investment funded by Sport England and National Lottery reaching communities fund and working across several priority ward areas in the Black Country. He further added we are seeking to work towards the outcomes developed by all stakeholders, reflecting emphasis on collaboration and uniting all Black Country partners together in the shared ambition. IC shared CAC learning plan timeline and highlighted CAC partner learning event in February and March.</p> <p>IC updated Mike Salmon is working on a specific CAC dashboard reflecting compliance and assurance aspects which will be shared with board at the March 2023 meeting.</p> <p>IC presented Insight, Health, and Wellbeing paper to board for information. IC briefed members ABC are working closely with Public Health and Health &amp; Wellbeing Together in Wolverhampton (the Health and Wellbeing Board) as they make physical inactivity a priority across the city. In close partnership with the City Council’s Public Health team, ABC are chairing the inactivity steering group that pulls together stakeholders from across the system. AT appreciated the good relationship and positive progress with the City of Wolverhampton.</p>	IC to circulate the slides to all members	IC

	<p>IC provided an update on progress across the education theme highlighting opening school facilities award successfully received funding.</p> <p>ABC will receive funding for the next 3 financial years to support schools to open their facilities outside of the school day. Tim Aldred (TA) and colleagues are working with Speedo to fund a series of temporary pools in the Black Country that would be located at school sites.</p> <p>Communities - Together fund and B2022 small grants funds both are now well underway with some projects already completed. Officers will submit application for additional amount of Together Fund from the remaining £5M allocation to all Active Partnerships and National Partners.</p> <p>Healthy place making - IC updated members on Black Country Plan. The work being undertaken across the theme was very strategic and was enabling the partnership to be well positioned and evidence strategic need but also how we can then activate the places &amp; spaces referenced.</p>		
<b>5</b>	<b>PERFORMANCE MANAGEMENT</b>		
	<p>IC provided brief updates on performance.</p> <p>Safeguarding compliance work has expanded via wayfinding platform which is used an opportunity to build capacity around safeguarding.</p> <p>The finance report is reflecting an overspend of £15,000. IC explained the basis for these figures is wrong, as in the detail of the report, there is a reference to a post, that has never been in existence in the ABC structure. It is anticipated there will be a slight overspend at year end on salaries because of the NJC 21/22 and then the increase in 22/23. A further update to be provided at the February 2023 meeting.</p>		
<b>6</b>	<b>ABC TRANSITION UPDATE</b>		
	<p>IC provided the transition updates by highlighting the following key points:</p> <ul style="list-style-type: none"> <li>• At the November ABC Board meeting, the Board endorsed 3 Board Members; Amanda Tomlinson, Richard Medcalf, Carol Bate, to become the founding Members and Directors of Active Black Country Ltd</li> <li>• The intent to establish and register a company limited by guarantee and without a share capital, provisionally</li> </ul>		

	<p>entitled Active Black Country Ltd (ABC Ltd).</p> <ul style="list-style-type: none"> <li>• Draft charitable objects for ABC Ltd (appendix 3) were circulated to members and discussed.</li> <li>• SW raised concerns if children education should be specified in objectives. SLF explained objectives to be kept high level without too many details allowing flexibility in set of powers.</li> <li>• <b>Board endorsed the draft objects as outlined in appendix 3.</b></li> <li>• SLF elucidated ABC board skill experience summary based on info submitted by independent members. Summary report appendix 4 shared with members for comments and discussion</li> <li>• SLF further briefed the skills survey reflected strong background regarding chairing, board &amp; committee membership, and company directorships. There are 4 current ABC Independent Board Members who have experience as charity trustees.</li> <li>• AT proposed ABC Ltd Director's to work along SLF to investigate details of succession planning and bringing new skills versus board development. This will be incorporated into the new governance structure and led by one of the committees of the Board.</li> <li>• Board structure and size was discussed. IC proposed that the ABC Board comprises of up to 11 independent members with 1 representative member from the Integrated Care System. The health representative is proposed based on the strategic importance of integration with health, the prevention agenda and alignment with 'Uniting the Movement' and 'Creating an Active Black Country'.</li> </ul> <p>[REDACTED]</p> <ul style="list-style-type: none"> <li>• IC advised the ABC Board that Sport England have provided a letter of variation to BCC Ltd and ABC in respect of the outstanding queries on the system partner grant funding agreement. IC &amp; Sarah Middleton (SM) have signed the letter. The Sport England investment team are writing to outline the required information to terminate the existing funding awards with BCC Ltd and novate to ABC Ltd.</li> <li>• IC is working on IT requirements as a priority for business continuity.</li> <li>• A preferred option on the premises is identified and waiting on the managing agent for further information.</li> <li>• IC updated following conversations with SM and Nicky Horne (NH) it has been agreed that BCC Ltd will not be</li> </ul>	<p>New skills, Board development and succession planning</p>	
--	--	--	--

	<p>seeking a contribution to or actioning an invoice or transfer request to ABC regarding employee termination costs.</p> <ul style="list-style-type: none"> <li>• DK summarised the report to board members he has drafted on measures seeking approval for consultation phase for ABC staff.</li> <li>• The Board noted that the TUPE Regulations 2006 will apply to transfer the contracts of employment and the continuity of employment of only the ABC employees currently employed by Black Country Consortium Ltd.</li> <li>• The Board acknowledged the legal advice that stated Best Value does not apply to ABC and the consultancy advice supports that continuation of LGPS scheme is untenable.</li> <li>• Appendix 7 has been circulated to board members. DK explained in term of location the current policy states that you move anywhere within a 20-mile radius of current location. With regards to pay BCC Ltd adheres to the National Joint Council (NJC) for Local Government Services and JNC National Agreement on Pay which is reviewed annually. Two options have been suggested by DK as outlined in report.</li> <li>• SW queried if we have included/operate TOIL system. DK explained it doesn't come under annual leave, it comes under over payments authorisation. DK to look into the provisions within the Employee Handbook if it's not stated in the contract of employment.</li> <li>• DK advised to have measures consultation with ABC staff and any challenges can come back to Board for alternatives. AT proposed timeline for 4 to 6 weeks starting from mid-January.</li> <li>• IC left the meeting as ABC Board Members discussed the proposed approach to appoint the CEO for Active Black Country Limited following receipt of a report from Kraft HR.</li> <li>• <b>structure.</b> Actual appointment will be endorsed by Board of CLG.</li> <li>• IC rejoined the meeting.</li> <li>• <b>Board agreed to endorse the establishment of a 'Defined Contribution' pension scheme for ABC Ltd.</b></li> <li>• <b>Board members discussed and agreed to appoint IC as Chief Executive and transfer as CE in new</b></li> </ul>	<p>TOIL provisions in employee handbook</p>	<p>DK</p>
7	AOB		
	None		
	<b>Next Meeting</b>		
	17 January via MS Teams 11am to 1pm		

\*\*\*\*\*Meeting concluded at 11:07\*.

\*\*\*\*\*

DRAFT