

Active Black Country

Board Meeting
Tuesday 14th of February 2023 11am-1:00pm
Via MS Teams

Present: Amanda Tomlinson (Chair) (AT), Richard Metcalf (RM), Farah Ahmed (FA), Justyn Price (JP), Sue Wilkinson (SW), Carol Bate (CB)

Apologies: Kim Babb (KB), Guy Shears (GS), Sureya Gulzar (SG)

Attendance: Ian Carey (IC), Simon Le Fevre (SLF - Wharton Consulting) (SLF), 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			
	The minutes of the meeting held on 17 January 2023 were submitted and approved as true reflection on accuracy with the following amendment: SW did not attend meeting.	SS to amend minutes. Update: Action completed 10/03/23	SS
4 ACTIVE BLACK COUNTRY TRANSITION			
	<ul style="list-style-type: none"> • A comprehensive cover report was submitted by IC to members for information. • SLF provided detailed explanation on the revised ABC limited charity CLG articles of association. • SLF explained the intention is to replace articles completely with a new set of articles compliant with Charity Commission and these are based on the model articles for a CLG that the Charity Commission themselves provide. • SLF confirmed the proposed revised articles have been cross-checked for comparison with the publicly available Articles of Association of Active Partners Trust. • FA declared her conflict of interest with regards to nominated director from ICB and reported she has filled the form too. AT advised to consider this conflict of interest in next year depending on the ICB relationship. • Board agreed to endorse the draft Charity Articles of Association, subject to further amends following Knights LLP review & Sport England Tier 3 assessment. 	To be taken to Directors Board to discuss further.	IC/SLF

	<ul style="list-style-type: none"> • IC updated on the Tier 3 assessment. Sport England have confirmed the process to complete the governance assessment for the new company, ensuring compliance with the Tier 3 requirements of the 2021 revised Code for Sports Governance. • AT outlined the specific roles, membership & Chair positions for board members within the governance structure of ABC Ltd. • Board endorsed the proposed board appointments to lead positions and committees. • IC updated on the progress with the opening of facilities with the Co-Operative Bank. • IC shared and explained the proposed company executive structure with board members, referencing appendix 4. • JP questioned how the structure reflects the strategic commitment to people development and felt this needed to be enhanced. • RM and SW commented on role and aspects of Senior Management Team to be articulated in the structure. IC confirmed he would reflect articulation of SMT on future structure chart. • Draft budget cover report (appendix 5) in addition to the detailed 23/24 budget (appendix 6) were circulated and shared with board for comments. • ABC Ltd Safeguarding Policy draft (appendix 10) circulated to board members for comments. AT advised members to share their comments electronically. • DK summarised HR updates that first consultation exercise started on 25th January 2023, with the second round held on the 1st Feb, and the final round due on the 15th of February. • DK updated that all the staff had waived their right to attend the third consultation meeting. They were content with the measures as presented, and they had no questions surrounding the information that have been provided. • Darren Kehoe has drafted contracts of employment, terms and conditions and staff handbook which will be presented to the ABC Directors on the 17th of February. • DK agreed to produce a statement of terms & conditions to be shared with ABC staff. • DK advised Punter Southall Pension Consulting have been appointed and consulted to identify 3 options for cost effective defined contribution (DC) pension schemes. • Board endorsed the founding ABC Directors to undertake: final approvals against the selection of preferred pension provider. approval of final measures to support offer process to staff. 	<p>IC and SLF finalising the factcheck to be submitted w/c the 13th of Feb 2023.</p> <p>IC to discuss with JP in further detail and then develop role descriptions to be received at future Board meeting.</p> <p>Develop budget further and table at the March meeting.</p> <p>Proposals to be tabled at the upcoming ABC Ltd Director's meeting.</p>	<p>IC</p>
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	approval of contracts for ABC Ltd to procure services & suppliers approval of contracts of employment, terms and conditions and staff handbook approval of 23/24 budget & executive structure.		
	AOB		
	SS to Liaise with Simon to arrange ABC board training for board members.		SS
	Next Meeting		
	14 March 2023 via MS Teams 11am to 1pm		

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