

Active Black Country

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

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

Apologies: Kim Babb, Guy Shears

Attendance: Ian Carey (IC) ABC Ltd Designate CEO, Simon Le Fevre (Wharton Consulting) (SLF), Darren Kehoe (DK),

NO.	SUBJECT & NOTES	ACTION	WHO
1 WELCOME & APOLOGIES			
Welcome from Chair, and apologies noted as above.			
2 DECLARATION OF INTERESTS			
	None		
3 APPROVAL OF ABC BOARD MINUTES			
	The minutes of the meeting held on the 14 th of February 2023 were submitted and approved by Board as accurate reflection of the meeting.	NIL	
4 Appointment of ABC Ltd Chief Executive			
	Ian Carey appointed as Chief Executive for ABC Ltd. IC appreciated and thanked everyone for their support. He expressed its honour to have the role and look forward to working with all board members and partners to meet the vision, mission of Active Black Country		
4 ABC TRANSITION UPDATE			
	<p>Transition report circulated to members. IC provided the transition updates by highlighting the following key points:</p> <ul style="list-style-type: none"> • Sport England (SE) have completed their initial assessment of ABC Ltd's compliance with the Tier 3 requirements of the 2021 revised Code for Sports Governance. They have provided feedback and requested further information. IC and SLF have developed a response, with supporting evidence, and submitted to SE last week. • SLF prepared draft Board Directors handbook (app 2). SLF has updated the previous handbook to reflect the objects in the articles, terms of reference and included the role descriptions for Directors, Chair, Vice Chair and Senior Independent Director positions. The Handbook also include the Code of Conduct for Board members. The values that are contained result from a previous ABC Board away day and will need to be revisited in time. SLF 		

explained draft handbook in detail to board members.

- IC highlighted and explained to board SE have proposed some amendments within articles related to maximum terms of office with reference to clauses 1.6 and 1.7. to require a maximum term of nine or less continuous years' service, after which at least four continuous years must be spent off the board before being eligible to return to the board, in addition any period spent off the board of less than four continuous years will count as service on the board when calculating the maximum term served.
- IC updated SLF has made minor amends to the articles to reflect these points. Board directors were acknowledged electronically, and the articles will be formally updated at the directors meeting on the 17th of March.
- IC updated Knights LLP are reviewing the draft Articles modelled on the Charity Commission template that were presented at the 14.02.23 independent board meeting. Updates will be provided on 17th March at Directors meeting.
- Following the consultation exercise with the ABC core team, DK subsequently developed a statement of the Terms & Conditions of Employment (appendix 3) to be issued by ABC Ltd to the staff transferring from BCC Ltd.
- DK has prepared several documents to support the transfer of existing staff and recruitment of future ABC Ltd employees. They have been presented to directors for approval.
- DK has drafted a comprehensive Staff Handbook that features a full suite of supporting policies. The handbook was reviewed and discussed by ABC directors who agreed to adopt the policies and then develop the handbook further through the Audit, Risk & Compliance Committee in line with ABC Ltd desired values and company culture.
- AT proposed to arrange board away day for discussion and setting new identity in terms of adding culture and values.
- IC advised a detailed review of corporate pension has been completed by Punter Southall with a recommendation for Avia as the selected pension provider for ABC Ltd.
- IC updated the formal notice period required for the ABC staff currently employed by BCC and the required notice required to be provided to the local government pension scheme was raised with BCC Ltd Chief Executive and Head of Finance who have responded they will process the ABC team as leaving the pension fund and from BCC limited with effect when the ABC team move on to their new terms and conditions, and ABC will then pick up the payroll arrangement through effect on the 1st of April to the West Midlands Pension Fund.

	<ul style="list-style-type: none"> • IC discussed and shared draft budget (appendix 4). He further added budget will need to be updated in line with final BCC Ltd reconciliations. A further finance report from BCC Ltd will be provided for the ABC Ltd Directors meeting on 17th March. Board endorsed 23/24 working budget indicating costs will be covered and updated versions will be provided at the April meeting. • RM raised concerns on covering staff pay with initial funding that covers ABC for 3 months. AT proposed to create a critical path for addressing the sequence critical things will happen. IC updated that The Heads of Terms & Lease for 1st Floor Neville House are being prepared by the landlord's legal advisors and these would be provided to Anthony Collins for review. • IC updated directors have approved Superfast IT, SRC Accountants and Folkes Wharton to provide supply IT, finance, accountancy, and audit support respectively. • ABC Risk policy circulated to members. Comments and feedback to be sought electronically. 	<p>Critical path for unrestricted funds and key matters</p> <p>Review and Comments on Risk policy electronically to IC</p>	<p>IC</p> <p>ALL</p>
7	AOB		
	None		
	Next Meeting		
	26 th of April via MS Teams 11am to 1pm		

*****Meeting concluded at 12: 35 pm*****
