**ACTIVE BLACK COUNTRY LIMITED BOARD MEETING MINUTES**

**- a registered charity & company limited by guarantee and without a share capital -**

**Company Number 14537800**

**Registered Charity Number 1210894**

**Held on the 23rd of January 2025 – 11:00am - 13:00 pm on Microsoft Teams**

**Present**

Amanda Tomlinson – AT (Chair), Richard Medcalf – RM (Vice-Chair), Sue Wilkinson – SW, Sureya Gulzar – SG, Farah Ahmed – FG, Jerry Page – JPg, Justyn Price – JP

**In Attendance**

Ian Carey – IC (ABC CEO) Helen Milanes Tidmarsh – HMT (ABC BOM), Tia Woolery – TW (ABC BA), Lesley Hill – LH (ABC DOP), Rana Aytug – RA (ABC SIL), Mark Bisson – MB (SCL)

**01/25 Welcome and Apologies for Absence**

 Apologies for Absence: Steph Chamberlain

**02/25 Declaration of Interests**

 FA declared that she has recently taken on the position of Swim England’s Regional EDI Chair. While she does not anticipate any immediate conflicts with the agenda, she will mention any potential conflicts as they arise.

**03/25 Minutes of the meeting held on** **26th of November 2024**

 The Chair referenced the meeting held on the 26th of November 2024.

 **Resolved:** that the minutes of the Board meeting held on 26th of November 2024 be **APPROVED**.

**04/25 Sub Committee Minutes & recommendations**

1. **Nominations & Governance (N&G) Committee minutes 19.11.24 and 14.01.24**

RM clarified that the November minutes had been discussed and approved. It was noted that the January minutes would be reviewed by RM first, then sent to the N&G Committee for approval before being presented to the full board.

**Resolved:** The November minutes were noted.

1. **Conflicts of interest management and Trustees code of conduct**

 The Board: The N&G reviewed the updated Trustee Code of Conduct. The main change was switching from “directors” to “trustees” in line with Charity Commission approvals.

 **Resolved:** The updated Trustee Code of Conduct was **approved** by the board.

1. **Terms of Reference**

 The Board: The N&G committee reviewed and approved the terms of reference for the year, with no substantive changes from the previous year, other than the annual cyclical review.

 **Resolved:** The terms of reference were **approved** by the board, with no changes.

1. **Audit, Risk & Compliance Committee minutes 12.11.24**

 **Resolved:** The November minutes were noted.

 JPg provided an update on the January meeting and discussed the risk assessment. The revised risks mainly reflect changes in charitable status and safeguarding reports, as well as subsequent actions from that.

* Review of policies from both the November and January meetings will need to be reviewed by the board at the next meeting.
* JPg noted that the Finance Report and budget were not available for prior review, and the ARC committee had not yet had a chance to consider them in detail, therefore they do not need approval at this board meeting.
* The development of the 25/26 budget is ongoing, and the report tabled today provides Trustees with an early overview of the estimated income for 25/26.
* The Safeguarding report was circulated to board members, and IC confirmed it would be picked up under the risk agenda item.

 **Resolved:** No decisions were required regarding the budget or finance report at this stage. The 25/26 budget will be tabled for approval at the March meeting. The Board noted the Chair’s update.

1. **Strategic Investment Committee minutes 22.11.24**

JP provided a summary of the previous November meeting, and the discussions held regarding the SI committee’s focus on evaluating projects and providing feedback to improve ongoing and future initiatives.

* Key discussions included the Sandwell community van, the GOGA project, and grants for improving the Black Country’s wayfinding tool. Each local authority was also given the opportunity to discuss upcoming funds in their areas, and progress on the Sport England place-based investment.
* SG provided a summary of the January meeting, noting similar discussions around the co-creation work with UB22, as well as the Simple Steps project’s growth and sustainability plans. Both projects received approval from the SI committee to move forward with their next steps.
* The progress of the development grant was highlighted, with a continued focus on improving meeting processes and ensuring the quality of project evaluations.

**Resolved:** The SI Committee **approved** of the UB22 and Simple Steps projects to proceed, with local authority colleagues providing support for publicising and co-creation work. **The November minutes were noted.**

* The SI committee was satisfied with the progress of the development grant and the direction in which projects are moving.

**05/25 Finance & Risk Report**

1. **ABC Ltd Finance Report**

The Board: Reviewed the internal ABC report and the quarterly management accounts prepared by ER Groves, noting differences in how income and expenditure were recorded. HMT explained that her figures reflect cash in and cash out, while the accountant's figures account for accruals, prepayments, and reserves, resulting in slight discrepancies. The Board discussed the need to reconcile these figures and ensure clarity moving forward.

* JPg raised a concern about maintaining two sets of figures and suggested reliance on the accountant’s report. IC agreed, stating that the goal is to work towards a single, reliable report in the future. Discussions are ongoing with the accountant to resolve the presentation of the deferred income and unrestricted funds.

**Resolved:** The Board agreed to move towards having just one set of financial reports.

* **ACTION** – IC and HMTto continue working with the accountants (ER Groves) to reconcile figures and simplify reporting.
1. **25/26 Draft budget**

The Board: IC and HMT updated the board about the budget for the forthcoming year.

* The report provided an overview of the estimated income and expenditure, with the understanding that these figures would be revised before the final approval in March.
* A healthy turnover is projected for 2025/26, largely due to the Sport England Place-Based Development Grant. However, the potential impact of receiving such a large grant from a single funder on diversification was raised.
* Two key areas of focus were highlighted:
1. **System Partner Grant:** An increase in funding was noted due to confirmed funding for the years 2025/26 and 2026/27.
2. **Unrestricted Funds:** The projected deficit for 2026/27 could reach approximately £98K, which reflects continued use of these funds for salary contributions. It was noted that this projection is based on another year of salary contributions and is subject to change. There is an expectation that the unrestricted funds will improve as surpluses are identified in the final quarter of the current financial year.

**Resolved:** The figures presented are projections and will be refined and finalised before March for approval.

* The Board acknowledged the increase in the System Partner Grant and the continued use of unrestricted funds.
* It was noted that the unrestricted fund deficit projection for 2026/27 is a working estimate and could decrease as the financial year progresses.

The Board: IC updated the board on the salary benchmarking exercise for Active Partnerships, noting the 5% figure used in the budget report was based on historical data. A new report & proposal for the 25/26 remuneration will be presented in March.

**Resolved**: The Board noted the and agreed to review a full report in the next Board meeting in March.

The Board:RM raised concerns about holding too much money in the bank and the need to align financial practices with charitable purposes by spending funds appropriately. IC agreed and suggested the discussion on bank balances and reserves could be further addressed at the May Board meeting.

* The Board discussed the balance between retaining sufficient reserves to cover liabilities and ensuring unrestricted funds are available for growth.
* RM also raised the issue of managing funds across different accounts to optimise returns. IC confirmed the process of moving excess funds from the current account, but no formal protocol had been set.
* AT emphasised the importance of an investment policy to ensure funds are managed prudently and in line with Charity Commission rules, avoiding risky investments.

**Resolved:** The Board will continue discussions on the appropriate balance of funds, reserves, and spending at the next Board meeting.

* An investment policy will be developed to guide financial decisions, ensuring compliance and safe management of funds.
* The practice of moving excess funds to separate accounts for better returns will be reviewed and formalised.
* **ACTION –** IC to create an investment policy that outlines the process for managing funds, ensuring compliance with Charity Commission rules.
* **ACTION –** IC to develop and present a formal protocol for managing excess funds, including moving money into separate accounts for maximising returns.
1. **Risk Summary**

The Board: IC updated on changes to risks, including Risk 3 (board diversity and skills) and Risk 16 (taxation liabilities), with reassessments made. The risk register was updated, and the risk summary, particularly on diversity and financial skills, was noted as important for trustees due to ongoing recruitment challenges.

IC also provided an update on the development of the impact framework, led by Rana Aytug, and the successful resolution of issues with Sport England regarding missed reporting.

**Resolved**: Risks 3 (diversity and skills of the board) and 16 (taxation liabilities) were reassessed and updated on the risk register, both residing at a medium level.

The Board: IC updated the board on the November safeguarding report, highlighting non-compliance issues. After reviewing the report with SW and JPg, several compliance issues were identified and are being addressed. IC advised a report on actions will be presented at the March meeting, with the Board to review improvements in the next reporting periods. The development of a revised safeguarding dashboard and improved trustee reporting was also discussed.

* RM asked if the organisation conducts internal audits and if external auditors should be considered. IC confirmed internal audits are done, but RM suggested revisiting this as the organisation grows. AT recommended including it in the internal audit plan for review within the next 12 months.

**Resolved:** The safeguarding compliance issues were acknowledged, and the action plan to address these, including improvements to reporting mechanisms and the safeguarding dashboard, will continue. The Board agreed that further assessment of safeguarding risks would take place over the next couple of reporting windows.

* **ACTION –** LH to oversee the ongoing review of safeguarding policies and procedures, ensuring compliance and reporting improvements. LH also to continue the development of the safeguarding dashboard.
* **ACTION –** The internal audit schedule to be reviewed by ARC (JPg and SW), considering the need for external auditors as the organisation expands.
1. **Power BI**

The Board: Discussion around the accessibility of the dashboard, noting a mix of users who can and cannot access it. IC advised of the intention to transition from Power BI to a more web-based ArcGIS storyboard to improve accessibility for users.

**Resolved:** The transition from Power BI to a web-based ArcGIS storyboard was confirmed to address dashboard accessibility issues.

* **ACTION –** The Programme Officer (FC) to lead the development and implementation of the new ArcGIS storyboard for the dashboard.

**06/25 CEO Report**

 The Board: IC introduced new team members: Tia Woolery (BA), Rana Aytug (SLM), Fred Chisholm (IPO), and Bethune Smith (returning to oversee the Goga Faith project). IC praised their early contributions to the team, highlighting the positive impact they've already made.

 **Resolved:** The Board acknowledged the positive contributions of the new team members.

 The Board: IC updated the Board on the LMT’s continuous improvement plan, emphasising the importance of accountability within the team. The draft plan for the next three months has been put in place, focusing on key actions. Skills audit results will guide recruitment for additional trustees, and they are still awaiting confirmation from Sport England regarding the code for sports governance.

 **Resolved:** The Board noted the progress made on the LMT’s continuous improvement plan.

* **ACTION –** IC to continue working with the LMT to implement the continuous improvement plan and ensure accountability. The team will follow up with Sport England regarding the code for sports governance.

 The Board: IC discussed the upcoming school sport review and its impact on the role of schools in physical activity.

 **Resolved:** The Board will track the developments related to the school sport review and the closure of specific funding after March 31st.

 The Board: FA raised concerns about the growing number of homeschooled children lacking physical activity, with a focus on academics over well-being. SW added the need to consider SEND and emotional well-being alongside physical activity, noting that active partnerships are well-positioned to address this. IC agreed, highlighting the challenge and the importance of engaging homeschooled children through virtual schools, noting that the issue has worsened post-COVID and is unlikely to subside soon.

 **Resolved:** The Board recognised the importance of addressing the physical activity and well-being needs of homeschooled and SEND children, with active partnerships playing a critical role in this area.

 The Board: RM asked if the school sport review and the "Game On" review are linked, given their overlap. ICconfirmed they are.

The Board: IC led a discussion on devolution, emphasising the opportunity presented by the increased government focus on it, while acknowledging the risks involved. He mentioned that Sport England is engaging with combined authorities across the country, including in the West Midlands.

**Resolved:** The Board recognised the potential of devolution to create new opportunities for collaboration and impact. However, concerns were raised about the challenges related to the delivery of devolved strategies. The Board agreed that further discussion is needed to ensure effective implementation and alignment across initiatives.

The Board: SG discussed the upcoming combined authority meeting with Ben Howlett from Chamber UK, suggesting IC connect with him as the discussions are relevant to devolution efforts. SG also mentioned her role on the Skills Task Force, focusing on housing and skills, and expressed her hope to contribute to ongoing initiatives

**Resolved:** The Board noted SG involvement with the Skills Task Force and her conversation with Ben Howlett. It was agreed that connecting IC with Ben could provide valuable insights for the devolution discussions.

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**07/25 Director of Partnerships Report**

 The Board: LH updated the Board on the practical application of the strategy, focusing on stakeholder engagement. LH will present a detailed update at the May board meeting, identifying areas requiring support.

* LH highlighted the positive energy from new team members and ongoing work with local authorities to support their strategic plans and facility stock.
* LH emphasised the importance of playing pitch strategies for protecting green spaces.
* Lesley shared updates on the Black Country water safety program, which is nearing completion, and plans to secure further funding for water safety and school swimming.
* LH discussed the play space expansion, noting the need for careful planning, partnership work, and community involvement.

 **Resolved:** The Board supported the continued work with local authorities, stakeholder engagement, and the water safety program. The Board also acknowledged the progress on the play space expansion and the importance of community and partner involvement for its success.

* **ACTION –** LH to present the detailed stakeholder engagement update at the March Board meeting.
* **ACTION –** LH Further work to secure funding for water safety and school swimming programs.

The Board: RM acknowledged the challenges LH faces with external pressures on local authorities and leisure providers, while highlighting the need for innovation in leisure services. RM also expressed interest in hearing more about the library service project at the next meeting.

**Resolved:** The Board appreciates the report and recognises the challenges ahead.

* **ACTION –** LH to update the Board on the library service project at the next meeting.

**08/25 Impact Report**

The Board: RA presented the framework for measuring collective impact, which includes aligning with national measures and using local and regional data sources. The framework focuses on system collaboration, community engagement, increasing activity levels, addressing health inequalities, fostering strong relationships, and innovating physical activity interventions. The presentation emphasised continuous learning, cross-sector collaboration, and the adoption of behaviour science insights.

**Resolved:** The MEL framework is integral to improving physical activity outcomes.

* The framework will be tested with partners, monitored continuously, and adapted based on reflections and shared learning.
* **ACTION –** RA to engage with board members for feedback outside the meeting, including consideration of accountability measures and a reasonable timeline for monitoring the framework's progress.
* **ACTION –** RA will ensure that early testing of the framework is conducted with partners and local authorities, implementing continuous reflection and monitoring throughout. Regular assessments of the MEL framework's effectiveness and impact will also be carried out.

The Board: FA raised a question about how to identify groups of people who may be falling through the net and not actively engaged with the project. FA emphasised the importance of engaging with those who are inactive or uninterested.

**Resolved:** RA acknowledged the importance of identifying key groups for the framework's success, noting that early discussions with community connectors are uncovering engagement barriers and solutions. RA stressed the need for sensitivity, cultural understanding, and effective use of resources to ensure broad community representation and involvement.

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The Board: SG acknowledged RA’s work on the MEL framework, expressing interest in understanding how the framework's ideas will be applied with the involved groups. SG also inquired about the process of communicating the framework to these groups and getting them on board, noting the importance of interdisciplinary collaboration.

* SG also raised a question about accountability within the framework, specifically whether the power dynamics and accountability would be measured as the framework develops.

**Resolved:** RA confirmed that community engagement and collaboration are central to the work, with local organisations' input shaping the framework from the start. RA highlighted that this will be part of a continuous learning loop, ensuring regular check-ins to keep the framework on track and maintain collaboration.

* RA acknowledged the importance of accountability in the framework and confirmed it would be addressed as the framework evolves. RA emphasised the importance of ongoing collaboration and feedback to shape the framework and align it with accountability principles.

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**09/25 Communications Report**

The Board: MB provided an update on the communication strategy, highlighting its integration with the place-based expansion (PBE) efforts. MB mentioned ongoing internal discussions about the PBE and the development of various communication products, particularly for 2025.

* MB also noted that two firms have been shortlisted for the marketing campaign, with contracts to be awarded next week. The creative work is expected to take place throughout February, with the official launch scheduled for the first week of March, coinciding with the launch of a new stakeholder newsletter.
* MB emphasised the extensive community engagement involved in the PBE, including 24 projects related to the GOGA scheme, which will generate numerous impact stories to share in upcoming communications.
* MB mentioned the launch of the podcast, with plans for more episodes, including one on opening school facilities.
* A new website is also in development, with focus group input to refine its design and ensure the gaps are addressed.

 **Resolved:** MB confirmed that these initiatives are part of a broader strategy to align communication with impact monitoring and evaluation. Regular updates will be provided, and the aim is to ensure the communication strategy remains integrated with the broader expansion goals.

* **ACTION –** MB and LH to interview two shortlisted firms for the marketing campaign, with the contract to be awarded next week.

**10/25 Any Other Business**

FA pointed out a potential error on page 28 of the agenda, noting that the section titled “Nomination and the Governance” has an incorrect headline. FA suggested that the correct title should be “Audit and Risk Committee”.

 **Resolved:** It was agreed to note the correction to the minutes.

 RM raised a point regarding HR policies that had been approved, noting that there was an intention to reflect on day one worker rights and new government policy changes. However, it was observed that no specific action was recorded for this reflection in the board meeting minutes.

 **Resolved:** IC confirmed the need to clarify whether this action had been included. If not, the action will be added, and the matter will be noted for follow-up.

* **ACTION –** HMT and TW to review the HR policies section to ensure the reflection on day one worker rights and government policy changes is recorded. If not, the action will be added, and it will be included in the follow-up.

AT suggested bringing MB on earlier in the next board meeting to ensure enough time for his presentation and to avoid rushing through the discussion. AT acknowledged the positive progress with ABC and emphasised giving him his due time.

**Resolved:** IC agreed to bring MB on earlier in the next board meeting to allow adequate time for his presentation.

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**11/25** **Date of Next Meeting**

 27th of March 2025 in person at ABC Headquarters

 Chair…………………………………………. Date……………………….