**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 26th of November 2024 – 11:00-13:00 in person at Neville House, Steelpark Road, Halesowen, B62 8HD**

**Present**

Amanda Tomlinson (Chair), Richard Medcalf (Vice-Chair), Sue Wilkinson, Sureya Gulzar, Steph Chamberlain, Farah Ahmed

**In Attendance**

Ian Carey (ABC CEO) Helen Milanes Tidmarsh (ABC BOM), Lesley Hill (ABC DOP), Rana Aytug (ABC SIL), Mark Bisson (SCL), Steve Lomas (ER Grove Ltd)

**01/24 Welcome and Apologies for Absence**

Apologies for Absence: Jerry Page and Justyn Price

**02/24 Declaration of Interests**

None.

**03/24 Minutes of the meeting held on** **23rd of September 2024**

The Board: The Chair referenced the meeting held on the 23rd of September 2024.

**Resolved:** that the minutes of the Board meeting held on 23rd of September 2024 be **APPROVED**.

The Board: Noted the minutes from the AGM which took place on the 29th of September 2024. The chair reflected the minutes were for information and will be approved at the 2025 AGM meeting.

**04/24 Charity Registration**

The Board: Discussed the responsibilities of the trustees given the registration with the Charity Commission, the benefits of joining the National Council for Voluntary Organisations, and the need for updated financial management and governance documentation. A complete review of all policies is to be undertaken to ensure consistency in message & format to reflect the updated status.

**Resolved:** To proceed with the review and updating of policies and governance documentation.

**05/24 Sub Committee Minutes & recommendations**

1. **Nominations & Governance (N&G) Committee minutes 17.09.24 and 25.10.24**

The Board: Discussed the September minutes, which included board recruitment and development plan, board handbook, scheme of delegations and board expenses policy. Reviewed the minutes of the special N&G meeting held on October 25th, which reviewed and recommended the revised objects before the subsequent Members’ resolution was approved electronically.

**Resolved:** To **approve** the revised objects and ratify the decisions made during the October 25th meeting.

1. **Nominations & Governance Committee report**
2. **Board expense policy**

The Board: Discussed the draught version of the Board Expenses policy and noted that the policy was recommended by the committee.

**Resolved:** To **approve** the board expenses policy.

1. **Board recruitment & selection policy**

The Board: Discussed the recruitment and selection policy and noted that the policy was recommended by the N&G Committee at the November meeting - the absence of the minutes from the meeting were acknowledged & will be tabled at the January Board meeting. There was a discussion regarding the policy in the context of the future recruitment needs and a series of proposed actions were noted in the report. Agreed action to refresh the skills audit in January 2025 and use the output to update the succession plan for February 2025.

**Resolved:** To **approve** the Board recruitment and selection policy.

1. **Audit, Risk & Compliance (ARC) Committee minutes 10.09.24**
2. **Recruitment & selection policy & procedures**

The Board: Recruitment selection policy and procedures were discussed, and there were no notable points raised.

**Resolved:** Recruitment and Selection policy was **approved** by the board.

1. **Induction policy & procedures**

The Board: Induction policy and procedures were discussed, and there were no notable points raised.

**Resolved:** Induction policy and procedures were **approved** by the Board.

1. **Probationary Policy**

The Board: Probation policy was discussed, and there were no notable points raised.

**Resolved:** The Probation policy was **approved** by the Board.

1. **Maternity Leave & Pay Policy**

The Board: Discussed the adjustments related to maternity roles and the implications of potentially moving employees into different roles if adjustments cannot be made. Concerns were raised about the clarity of these policies, especially regarding pregnant employees and their rights. It was acknowledged that the policies were originally standard versions with some sections referring to more industrial work environments.

**Resolved:** To review and amend the current policies on maternity adjustments and the process for transitioning employees into different roles, ensuring that no employee faces disadvantage due to their pregnancy and more accurately reflect the Active Black Country work environment.

1. **Paternity Leave Policy**

The Board: The discussion centred around the eligibility and payment structure for paternity leave, highlighting that while everyone is entitled to take the leave, not all are eligible for payment. It was noted that most companies typically pay for two weeks, and there was a suggestion to verify this information. The conversation also touched on the conditions that trigger payment and the need to review the wording.

**Resolved:** The board is in agreement to **approve** the paternity leave policy subject to a check on the wording around payment eligibility.

1. **Shared Parental Leave Policy**

The Board: Shared Parental Leave policy was discussed, and there were no notable points raised.

**Resolved:** Shared Parental Leave policy was **approved** by the Board.

1. **Adoption Leave Policy**

The Board: Adoption Leave policy was discussed, and there were no notable points raised.

**Resolved:** The Adoption Leave policy was **approved** by the Board.

1. **Parental Leave Policy**

The Board: Discussed the introduction of a neutral approach or strategy with an emphasis on flexibility to support employees. The discussion highlighted the importance of flexible working policies in aiding women transitioning back to work after maternity or other life changes and the experiences of single parents and the challenges associated with returning to work.

**Resolved:** The Parental Leave policy was **approved** by the Board.

1. **Lone Worker Policy**

The Board: Discussed employee responsibilities, including the need for clarity on what Board members expect regarding responsibilities and risk assessments for loan workers. AT commented on the need for the policy to reflect employer responsibilities.

**Resolved:** To further review and enhance the existing policy to include specific responsibilities for Active Black Country as the employer.

1. **Sickness & Absence Policy Procedure**

The Board: Discussion centred around reasonable adjustments for individuals with disabilities, emphasising that adjustments can be made for anyone, not just those with declared disabilities. Examples were provided, such as preferences for seating arrangements due to conditions that may not be classified as disabilities.

**Resolved:** It was agreed that reasonable adjustments should be considered for all employees, and procedures should be reviewed to reflect these adjustments.

1. **Disciplinary Policy**

The Board: Discussion on the disciplinary policy, including references to summary dismissal and the rarity of such occurrences. Emphasis on the need for a proper procedure and investigation before any dismissal can take place.

**Resolved**: Acknowledgment that summary dismissal is uncommon, and that the proper process must be followed in disciplinary actions. It was agreed for this to be further reviewed and be taken back through the board at the next meeting.

1. **Grievance Policy**

The Board: Grievance policy was discussed, and there were no notable points raised.

**Resolved:** The Grievance policy was **approved** by the board.

1. **Bullying & Harassment Policy**

The Board: The Bullying and Harassment policy was discussed and it was noted by AT regarding new legislation around sexual harassment that places the onus on individual companies to ensure that colleagues are trained in this area. HMT is to look into sexual harassment training for employees.

Resolved: Bullying and Harassment policy was **approved** by the board.

* **ACTION** – Reflect on day one workers' rights and the new government policy changes regarding worker requirements.

1. **Strategic Investment Committee minutes**

The Board: IC provided an update on the discussions taking place in the SI Committee and the Board received the minutes from the meeting on 20th September.

**Resolved:** The Board Accepted the SI minutes.

**06/24 CEO Report**

The Board: Discussed the outstanding points regarding compliance with the Code of Sports Governance. Sport England have advised of a further requirement regarding ‘public funding notice’ in the annual audited accounts. To ensure compliance the Board must pass a resolution committing to provide a public funding notice, splitting out separate income and expenditure for each individual public funding source, in future annual accounts.

**Resolved:** The Board received the information and a resolution to include the public funding notice required by Sport England was proposed by RM and seconded by SW. The resolution was **passed** by the Board.

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**07/24 Director of Partnerships Report**

The Board: Discussed the report with the key points highlighted below:

* Highlighted the importance of connectivity within the ABC Team to avoid siloed operations and promote teamwork across thematic areas.
* Reviewed the focus on workbook development and budget management, ensuring alignment with the implementation plan and communication strategies.
* Noted the upcoming appraisal process and objective setting in line with the people framework, aiming to stretch the team and define success.
* Addressed the ongoing work on DIAP and safeguards, with regular monthly reviews to ensure full embedding of these elements.
* Discussed initiatives to increase physical activity through local plan developments, with consultations ongoing with local authorities.
* Mentioned the canal strategy's role in attracting investment and the successful bid to the Nature, Towns and Cities Fund.
* Reviewed the water safety program, emphasising the need for secure investment to continue efforts in ensuring children's safety around water.
* Highlighted a recent session with community organisations, focusing on genuine engagement and collaboration in physical activity initiatives.
* Discussed the importance of community organisations working together and the need for continued dialogue and feedback.

**Resolved:** The Board received the information and noted the continued evolving team culture and learning opportunities.

**08/24 Communications Report**

Mark Bisson updated the Board on communications. AT congratulated Mark for the success of the ABC Conference. Mark discussed with the Board the launch of the Water Safety Programme, and how well the Canal Strategy has been received. He is also putting together a post conference pack to be shared. Social media promotion was discussed as Mark informed the Board of the increase in social media stats and profile boosting.

**Resolved:** To continue the data collection and evaluation processes, enhance stakeholder communication, and engage with national organisations to strengthen the strategy.

**09/24 ABC Finance & Risk Report**

1. **ABC Ltd Finance Report**

The Board: Discussed the 2nd Quarter P&L and balance sheets, the perceived overspending due to quarterly budget calculation methods when some projects spend in much smaller set time scales. The board also reviewed the expenditure, noting slight overspending in inclusive communities and the National Lottery projects, which were explained due to timing of spends. They addressed concerns regarding charity commission regulations and the necessity of maintaining sufficient reserves. AT questioned Steve Lomas over the reserve’s calculations. He was unsure and agreed to check the figures.

**Resolved:** To continue monitoring the financial situation closely, ensure accurate forecasting. Steve Lomas will revisit the unrestricted funds and reserves figures calculations with the support of Helen and Ian. IC suggested the finance report be tabled as the substantive item at the January Board meeting.

**b) Risk**

The Board: IC shared with the Board that three areas of risk had been reassessed, one of which was safeguarding. IC stated that further review of safeguarding is being completed following the internal audit report presented to the ARC Committee meeting. SW acknowledged the importance of embedding procedures to ensure a robust approach to safeguarding. The Board discussed the concerns regarding charity commission regulations and the necessity of maintaining sufficient reserves.

**Resolved:** The Board agreed the need to ensure compliance with charity commission regulations and maintain adequate reserves to mitigate financial risks. It was agreed the safeguarding report would be brought back to the board for a further review in the New Year.

**10/24 Any Other Business**

The Forward planner for Board and Committees to be completed enabling all confirmation of meetings for 25/26.

**Resolved:** HMT to complete the forward planner dates in December for the Board and all committees.

**11/24** **Date of Next Meeting**

23rd of January 2025 on Microsoft Teams

Chair…………………………………………. Date……………………….