

ACTIVE BLACK COUNTRY LIMITED BOARD MINUTES

- a company limited by guarantee and without a share capital -

Company Number 14537800

Held on Monday 15th of April 2024 – 13:30-15:30 in person at Neville House, Steelpark Road,
Halesowen, B62 8HD.

Agenda Item	Subject	Notes	Actions	Dates and Who
1	Apologies - AT			
2	Conflicts and Declaration of Interests	None recorded.	None.	
3	Approval of minutes ABC Board – 31.01.24 and 07.03.24	<p>The minutes of the meetings held on 31.01.24 & 07.03.24 were reviewed and the following amends recorded:</p> <p>Minutes 31.01.2024:</p> <ul style="list-style-type: none"> • Meeting held online as oppose to in person. • Pg 2 correct spelling of Folkes Worton, Wharton Consulting and reference to SRC Accountants. <p>Amends to Minutes 07.03.24</p> <ul style="list-style-type: none"> • None. 	Minutes of meetings approved subject to amendments tabled.	HMT/AH 19.04.24
4	ABC Charity Registration/Notice of ABC Member's meeting	<p>IC referenced the Articles of Association, approved at the 07.03.24 meeting, were subject to legal advice.</p> <p>Anthony Collins Solicitors (ACS) subsequently provided amends to the Articles of Association & suggested they be approved as a new set of articles by the ABC Member's.</p> <p>IC advised the ABC Director's on the requirement to call an ABC Member's meeting through the course of the ABC Director's meeting and make a series of recommendations to be considered and adopted by formal resolution during the ABC Member's meeting.</p>	HMT/IC to complete the charity application.	IC/HMT 29.04.24

		<p>ABC Director's unanimously agreed to recommend to the ABC Member's the following:</p> <ul style="list-style-type: none"> a) calling an ABC Member's meeting to be held on the 15th of April 2024 at 15:30. b) the appointment of additional ABC Member's – Jerry Page & Stephanie Chamberlain. c) a revision to the ABC Ltd charitable objects. d) the approval of the new charitable articles of association for ABC Ltd. <p>IC summarised the key amends to the articles following the legal advice received from ACS (Agenda Item 4a).</p> <p>GS asked would any future changes to the objects require permission from the Charity Commission. IC advised any future changes to the objects would need Charity Commission approval.</p>	<p>An ABC Ltd Member's meeting to be held on 15.04.24 at 15:30pm</p>	<p>RM 15.04.24</p>
<p>5</p>	<p>Subcommittee Reporting</p>	<p>1) Nominations & Governance Committee (N&G) 19th Jan 24 and 15th March 24.</p> <p>RM provided an update to the work of the N&G Committee, including Tier 3 and board development. The focus of the discussions had been on the output of the skills audit. RM thanked ABC Director's for completing & queried next steps. IC confirmed further work is being done to align the aggregated skills audit responses with director term end dates. RM confirmed no recruitment would</p>	<p>HMT/AH skills audit alignment with succession plan.</p>	<p>26.04.24</p>

		<p>occur in the short term and there would be further consideration by the N&G Committee before being brought back to the next full board meeting.</p> <p>2) Audit, Risk & Compliance Committee (ARC) 8th March 2024.</p> <p>JPg provided an update to the work of the ARC Committee. The committee had considered the remuneration policy and the 24/25 employee benefits package with a recommendation to the full board under agenda item 6. JPg advised of challenges with the production of the ABC Management Accounts by the external accountancy firm. JPg explained that the ARC Committee had requested the full risk register to be tabled at future ARC meetings.</p> <p>3) Strategic Investment Committee (SI) 18th March 2024.</p> <p>JP provided an update to the work of the SI Committee. The focus has predominantly been to support the local authorities to develop their place-based approaches to tackle physical inactivity. JP advised that ABC had secured external consultancy to support Local Authority Partners get ready for the 'Place Based Expansion'. JP explained that the Director of Partnerships and Impact respectively provided updates to the SI Committee on the work of their directorates - noting there was further work to be done on the development of an impact framework. IC agreed with the later point.</p>	<p>IC/HMT to ensure full risk register tabled at the ARC meeting on 24.05.24</p>	<p>24.05.24</p>
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		<p>IC recorded thanks to all committee members and cited the importance of the work of the SI Committee in supporting the implementation of 'Creating an Active Black Country'.</p> <p>GS queried the current status of the minutes and consideration of moving to more action orientated minutes.</p>		
6	CEO Report	<p>IC provide an update on the recent recruitment of Alexandra Hughes (Business Administrator) and Mark Bisson (Strategic Communications Lead).</p> <p>Work is continuing to embed the team - recognising the current stage of development & operating context. IC reflected his view that the reporting to the board and discussion needs to focus on the implementation of 'Creating an Active Black Country'.</p> <p>IC drew attention to the output of the Learning Needs Analysis (LNA) (agenda item 7a) as an indicator of the current stage of development of the executive.</p> <p>RM asked IC to outline the remaining vacancies. IC explained a candidate is under verbal offer for the Welfare Programme Lead. The purpose of this role is to support the building of capacity across sports clubs and organisations in response to the 'Whyte review' and would not be picking up safeguarding case management.</p>	<p>IC/HMT to action 3% salary increase across all ABC employees for April payroll. IC/HMT to sort the annual leave proposal to be further discussed by ARC committee and tabled at the next full board meeting in May.</p>	

		<p>FA queried the inclusion of an EDI post within the executive structure citing the output of the LNA. IC confirmed the Active Communities Strategic lead has responsibility for EDI.</p> <p>GS raised the question of contingency plans in the event of the Welfare Lead role not being filled, given the risk regarding safeguarding. IC advised if this were to materialise we would seek support from neighbouring Active Partnerships (APs).</p> <p>RM requested IC to present the appendix 6a – 24/25 Employee Benefits.</p> <p>IC introduced the report & referenced the 2024-2027 financial forecast presented to the board at the 31.01.24 meeting, the output of the benchmarking exercise commissioned by the National Active Partnerships team and drew on comparison to other West Midlands APs.</p> <ul style="list-style-type: none">• ABC salary ranges and employer pension contribution (14%) is comparable.• 3% appears to be the average salary increment for 24/25.• The current ABC annual leave entitlement appears to be at the lower end of the scale in comparison. <p>IC confirmed the proposal features a flat 3% salary increase for all employees & an increase in annual leave entitlement from 25 days to 30, for all staff joining the business post transfer.</p>		
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7	<p>Director of Partnerships Report</p> <p>(Lesley Hill joined the meeting)</p>	<p>LH presented a summary to the board:</p> <ul style="list-style-type: none"> • work to embed the executive including the LNA. • system & stakeholder mapping • development of the implementation plan • examples of work across the healthy placemaking & education themes including the establishment of the healthy placemaking forum. <p>Board members noted progress and had a brief discussion regarding the healthy placemaking forum.</p>		
8	<p>Director of Impact Report</p> <p>(Michael Salmon joined the meeting)</p>	<p>MS provided an update on the development of the impact framework.</p> <p>SG questioned the development of the proxy indicators - MS confirmed they are in development.</p> <p>FA questioned how this approach will differ from those previous & add value to our work.</p> <p>MS commented on the importance of embedding this across the team to a greater degree than previously.</p> <p>RM commented on the scalability of the proposed framework and asked the executive to consider this within the further development of the framework.</p>	<p>MS to develop & present final draft</p>	
9	<p>ABC Finance and Risk</p>	<p>IC explained the risk currently posed by the continued poor quality of the Management Accounts, provided by the external accountancy</p>	<p>IC/HMT to seek alternative accountancy support &</p>	<p>24.05.24</p>

		<p>firm, which presents difficulty for ABC Director's to discharge their duties. ABC would be seeking alternative accountancy support who have experience of working with charities.</p> <p>The immediate priority is to ensure the completion of the 23/24 year end accounts through the external audit process. IC confirmed Folkes Worton will be commencing the external audit on the 13th of May 2024.</p> <p>RM asked JPg for his comments, JPg supported IC comments but his concern is that can the accountants produce accounts that accurately shows where we transition from one organisation to another, and where we are at year end.</p> <p>RM noted that the board lacks confidence in the set of reports that currently has been provided given the unclear and inaccurate information and that the executive has a plan in place to address.</p> <p>IC provided an overview of the 24/25 budget.</p>	<p>report to the ARC Committee.</p> <p>Board members to provide comment on the draft budget by close of business 22.04.24. IC/HMT to seek approval through e-report.</p>	22.04.24
10	Any Other Business	<p>Date of next meeting is the 28th of May 2024. Meeting closed at 15:32.</p>	None recorded.	