

ACTIVE BLACK COUNTRY LIMITED
- a company limited by guarantee and without a share capital -
Company Number 14537800

Board of Directors Meeting

held online, via Teams, 11:30am on Wednesday 31st January 2024

Minutes

Directors present: Amanda Tomlinson (AT) Chair
Richard Medcalf (RM)
Farah Ahmed (FA)
Justyn Price (JP)
Guy Shears (GS)
Sureya Gulzar (SG)
Steph Chamberlain (SC)
Jerry Page (JPg)

Apologies Sue Wilkinson (SW)

In attendance Ian Carey (IC) ABC Ltd Chief Executive Officer
Helen Milanes Tidmarsh (HMT) ABC Business Operations Manager as Clerk

1. Apologies for Absence & Quorum

AT noted the apologies for SW, and that the meeting was quorate.
The Board accepted the apologies.

2. Declarations of Interests

JP declared that he has been approached by Active Partnership National Organisation to potentially do some organisational development work for them. The work is only at tender stage currently. It was agreed by the Board that this is not a conflict of interests, but it was felt it should be noted in the minutes.

There were no further declarations of interest pertinent to the meeting.

3. Minutes of Board Meeting dated 29th November 2023

The minutes were accepted by the board.

4. Subcommittee Minutes

- a) Nominations and Governance Committee Minutes from meeting 16th November 2023
 - b) Audit and Risk minutes from meeting 28th November 2023
 - c) SI Committee did not have minutes, JP gave an overview of the meeting verbally.
- All minutes were accepted by the board.

5. CEO Report

IC shared his report with the board and discussed:

- The requirements for the Code of Governance: Sport IC provided ABC Board with an overview of the outstanding items to be submitted to ensure full compliance with the Code for Sports Governance. **The board noted the situation with the Code of Governance and the timing of the accounts.**
- ABC Charity Application: IC updated ABC Board with the Charity Commission having rejected ABC's application to become a registered charity. ABC to address the relevant points raised and resubmit as quickly as possible. **The board agreed to access support via Wharton Consulting (Simon Le Fevre) We need to adopt a diligent approach to respond to the Charity Commission's queries, whilst ensuring we resubmit our application as quickly as possible to mitigate any financial impact of not acquired charitable status.** IC stated that for next steps moving forward Mike Salmon has had conversations with other charities, (SCOPE) to provide him with an outline for a policy and a framework that we can use to relook at ours and hopefully overcome that point, also SLF's view on the other points will be necessary. It was agreed that IC will email the board afterwards his meeting with all feedback. **IC Action- Email the board with SLF feedback and advice for next steps.** JPg stated that there is also a way to appeal to the Commission, you have 42 days to appeal after their final position.
- The board was cited regarding Dudley MBC Business rates issue. IC confirmed that MBC and the debt enforcement agency have been communicated with. We have been fully assured that no further action will take place. **The board noted the situation and acknowledged that this is not fully resolved until MBC confirm ABC's charity exemption has been accepted.**
- ABC Audit: IC reminded the Board of a decision made last year to appoint Folkes Worton (FW) as the Auditor for Active Black Country. FW have submitted their costings for this first audit, which have been shared with the board. SC asked that it be noted for the minutes that she has worked with FW in the past, with her current business. **The Board agreed to appoint Folkes Worton as the independent auditors for the inaugural Active Black Country Audit, for the Accounts ending March 31st 2024.**
- Executive team recruitment and development: IC provided the Board with an update on the executive team recruitment, stating which roles are now full and which are still vacant, as well as the growth and development of the team helped by new recruitment. JP- asked for the job descriptions of the roles. **Action HMT - to send overview of staff structure and appointments to ABC Board Members.** IC shared information with the Board around team development, including business objectives, shared vision, shared approach and also the Learning and development plan. Also, for the March Board meeting the Directors of Partnerships & Impact will report around the progress being made and their learning. SC suggestion that Government Help to Grow scheme could be useful for ABC. IC shared with the board that Mike Salmon- Director of Impact, is currently undertaking a review of our approach to develop the Monitoring, Evaluation & Learning function. The outcome of this review will be shared at the March Board meeting. **The board noted the work on team development and the review on monitoring, evaluation and learning function.**
- Place Based expansion: IC confirmed with the board that Black Country partners have been prioritised in phase 1, and that the meeting with statutory Black Country partners, which AT chaired before Christmas went well. The meeting involved the four Local Authorities and the Director of transport for the Black country. IC explained that there are two options for how this could move forward, either 4 individual grant agreements for the individual LA's or 1 grant agreement through ABC working on their behalf. Both scenarios would involve ABC, either as a support to the individual LA's or as the accountable body for funds. Next steps are individual meetings with the local authorities in next week or so. **The Board noted the update and progress so far.**

- Speedo Partnership Summary: IC updated Board Members on the Parliamentary reception to showcase the Pop up Pool Programme. The evaluation has shown some great learning, guidance is now being developed for the safe implementation and use of pop up pools nationally. Sport England have agreed they will put their name and branding to it and will disseminate it. **The board noted the success of the Speedo partnership.**
- **Speedo and ABC:** The board discussed models to be considered for ABC's growth moving forward, expanding the business and the work in the Black Country to ensure any model adopted with a corporate sponsor such as speedo, would have evidence led approach through data and intelligence, that would be developed against a strategic need in the Black Country. The key action discussed was around ABC needing to play a leading role and considering the question around corporate sponsors and Sport England. Two broad questions were identified:
 - 1) Role of ABC specifically – taking it on a broader national footing
 - 2) Approach and how we use it in the future.

AT stated that these are big strategic questions that the Board don't have time to consider in this meeting, but suggested taking them away to consider, for either a future board meeting or topic for discussion as a Board away day/ development session. JP stated that the work the team has done with this is impressive, that is why we have the opportunity to consider this now. He wishes to note for the minutes that he passes on his thanks to the team for their work on this. AT seconded that the Parliamentary event was amazing. The report shows what was achieved in a very short space of time too. Justyn stated that Swim England are talking about ABC and what we are doing and what the next thing is, which wasn't happening previously.

6. Finance report

IC shared the finance report with the board. He confirmed the improved situation with SRC accountants and the ongoing development around the maturity of the reporting. He presented a revised MA with new secured income streams included. The report shows £755k grant income to still be drawn down, giving a 23/24 total income of £2.3 million. Current figure of £625K outstanding funding is inaccurate due to the profile of that budget includes the academic year funding that takes us past the financial year end of March. This shows there is still some further work to be done with SRC in helping them to understand the business. JPg asked if the board would be able to meet and question someone from SRC who is involved in preparing these accounts. **Action – HMT/ IC to invite Robert to attend either full Board or ARC meeting.**

IC presented item 06c to illustrate the organisations financial forecast based around the System Partner grant funding. It was explained that the System Partner grant is critical for enabling ABC's longer term business planning, as the grant runs until 2027, covering off the core operating costs and salaries. IC also explained the importance of the unrestricted funds, IC stated that these unrestricted funds can then be used to support future business planning and additional capacity, as well as building resilience into the reserves policy.

IC discussed how reprofiling the unrestricted funds would ensure any deficit incurred over the next three financial years is met and ABC has a balanced budget until 2027, in addition build additional capacity into the team and also build in resilience to the reserves.

IC also stated that all assumptions and figures provided are based on the assumption that ABC do not receive another penny of income from anywhere else. This would be worst case scenario and is very unlikely to be the reality of what happens. This hopefully shows that the books are currently balanced within the core structure up until March 2027.

IC requested the Board to consider sign off for a working budget of £65k for a 2 year fixed term post to support administration with ABC.

AT stated that there is the theoretical possibility of the worst case scenario and then there is the more pragmatic and likely outcome. The board need to navigate their way through that in a balanced way, while considering the request for an admin support.

RM stated the need to be able to show an end of year position that incorporated core functions income and expenditure as well as peaks and troughs that we build up and lower as needed. He sees the need to illustrate the potential situation of yearly draw downs from reserves to cover the core costs, while overall other projects could be bringing in a significant profit. IC agrees, that the reporting needs to mature to give that detail in the management accounts. IC responded that 06c financial forecast is meant to show worst case scenario, what would happen if we can't recharge against any of the other programme income that we received, or recharge any of the core costs out, which we absolutely intend to do, plus we get no further income, then this situation would be worst case scenario.

GS stated that he appreciates that there are cost saving measures reduction strategies, that are built in to the organisation to mitigate worst case scenarios becoming a problem. He agrees that a pragmatic projection regarding historic performance and drawing in of funding as well as well as worst case scenario. So fixed term contract, he is support of this if it was the executive feel would help move thing forward and suggest we may be flexible about 2 year fixed and could consider 18 months, but acknowledges that it may well depend on the employment market at the time.

AT – pragmatic and reserve policy, feels a sensible attitude needs to prevail. AT states that she is supportive of the admin post and agrees it is essential for the team. There is an issue for the board for being a charity, nature of which is some guaranteed funding, but there will always be the speculative element, and the chances are that in regard to the budgets everyone will probably be sat around next year having exactly the same conversations.

The Board noted all of the information in relational to the longer-term financial forecast and approved the establishment of the Business Administration post.

7. Budget

Following on from the discussion based around the finance information and reports, IC suggested further work could now be done on the detail of the 24/25 budget. **It was agreed by the board that IC and HMT going away to work on that further for next time taking into account the discussion was the appropriate next step. AT handed over chairing the meeting to RM at this point, due to another commitment.**

8. DIAP

Diversity & Inclusion Action Plan update was shared by IC. The action plan has been organized against those three headers to support the objectives,

- 1) An inclusive Active Black country to ensure our organizational culture is wholly inclusive.
- 2) Developing people leadership and capacity, ensure ABC has an approached people and partnership development that develops and nurtures role models and leadership capability and equality and diversity and inclusion.
- 3) Places people and advocacy, ensuring the services we design, commission and deliver are accessible to all, and resources are focused on those areas with greatest need.

AKD provided detailed commentary and feedback giving specifications and to include commentary on transition.

AT thought this looked like a good plan, she wants to see it come back through board in terms of mapping, progress and how we monitor it. **Board agreed that the amendments needed to be made to the DIAP and consideration around the monitoring. Once done this could be agreed over email or a chairs action.**

9. Dashboard

Agreed to be moved to the next meeting due to lack of time.

10. AOB

RM noted that the next Board meeting date is booked for during the school Easter break. He asked for us to check who is able to make it and if there is a need to reschedule it and let us know he is on holiday. Also the need to schedule the next years board meeting- action for HMT to confirm and share the next years dates.

END