

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

**Board Meeting**

held by video call at 08.30 on Friday 16<sup>th</sup> December 2022

**MINUTES**

**Directors Present:** Amanda Tomlinson (AT) in the chair  
Carol Bate (CB)  
Richard Medcalf (RM)

**In attendance:** Ian Carey (IC) Director – Active Black Country Partnership  
Simon Le Fevre (SLF) Wharton Consulting.

**1. Introduction**

a) Quorum & Apologies for Absence

AT noted that all the initial board directors of the company were present, that there were no apologies, and that the meeting was therefore quorate.

b) Declarations of Interests

AT declared an interest as a director of Black Country Consortium Limited (BCC Ltd).

**2. Minutes of Preliminary Board Meeting dated 9<sup>th</sup> December 2022**

a) Review and Approval of Minutes

The directors unanimously approved the minutes of the Preliminary Board Meeting of Active Black Country Limited (ABC Ltd) held on 9<sup>th</sup> December 2022.

b) Any Actions Arising not otherwise on the Agenda

The meeting noted that there were no actions arising that were not otherwise due to be addressed later on the agenda.

c) Ratification of Decisions of Preliminary Board Meeting

Noting that ABC Ltd had been incorporated by registration at Companies House on 13<sup>th</sup> December 2022, the directors formally ratified the various decisions recorded in the Minutes of the Preliminary Board Meeting of ABC Ltd held on 9<sup>th</sup> December 2022.

### 3. Development of Charity Compliant Articles of Association

#### a) Board & Key Committees Structures

The 3 initial directors confirmed that it was the intention to appoint up to 8 additional directors onto the ABC Ltd Board, to reach a potential total of 11 independent directors. Such independent directors would be recruited either from among the existing board members of the Active Black Country Partnership (ABC Partnership), currently hosted by BCC Ltd, or from individuals with appropriate skills, knowledge, and experience to fill any identified gaps in the ABC Ltd Board's range of expertise. The 3 initial directors further confirmed the intention for all the additional independent directors to be admitted as voting guarantor members of ABC Ltd.

IC pointed out that it would be important to include a record of this intended approach in a clarificatory addition to the minutes of the 18<sup>th</sup> of November 2022 meeting of the ABC Partnership Board. **Action: IC.**

The 3 initial directors also confirmed the intention to appoint 1 nominated director onto the ABC Ltd Board, namely the Head of Service of the Black Country Integrated Care Partnership, but it was felt that additional thought needed to be given as to whether this nominated director would also be admitted as a voting guarantor company member. SLF also reminded the meeting that, alongside the maximum board size of 12 directors, there would need to be a minimum board size. The directors agreed to give these matters appropriate consideration. **Action: AT, CB, & RM.**

#### b) Preparation of future Articles of Association based on Charity Commission CLG Model

The meeting noted that IC and SLF were developing draft wording for relevant modifications to the Charity Commission CLG Model Articles of Association in order to meet the particular circumstances of ABC Ltd and the requirements of the Code for Sports Governance. **Action: IC & SLF.**

Reflecting on an observation by CB, the meeting agreed that it would be important to make sure that Knights PLC fully understood and followed through on ABC Ltd's instructions, at the point that the law firm was requested to review the modified Articles of Association.

### 4. Operational Planning Updates

#### a) TUPE, Staff Conditions of Employment, and Executive Structure

IC reported that Darren Kehoe (DK) of Kraft HR Consulting Ltd had provided the set of TUPE Transfer Measures as agreed by the ABC Ltd Board, for the consultation exercise to be conducted on behalf of ABC Ltd and BCC Ltd jointly, regarding staff of the current hosted ABC Partnership moving across into the ABC Ltd company. BCC Ltd had agreed to the timeline for the provision of the employee liability and other relevant information requested in the letter drawn up by DK, and the consultation exercise is due to start on 16<sup>th</sup> January 2023. RC and the

other directors welcomed the positive working relationship represented by this joint approach.

**Action: IC & DK.**

AT agreed to follow up with DK regarding the provisions for the future Chief Executive Officer (CEO) position in ABC Ltd. **Action: AT & DK**

AT reported that she and IC had had a positive information and update meeting with the ABC Partnership staff, ahead of the start of the TUPE consultation exercise.

The meeting noted that AT and IC planned to determine, in consultation with the ABC Partnership Board, an appropriate date for sending the formal notification to BCC Ltd of the Partnership's plans to terminate the Host Agency arrangement, which would then start the contractual 6 month transition period under the current Agency Agreement between the Partnership and BCC Ltd. **Action: AT & IC**

b) Identification of potential Service Providers for financial, IT, and other administrative support

IC explained that agreement is being explored with BCC Ltd for a novation or joint agreement with the Economic Intelligence Unit to continue with the existing IT agency for a period of up to 18 months to provide support services to the current ABC Partnership staff, and then for ABC to consider the appropriate provision moving forward.

c) Office Accommodation

The meeting noted that Knights PLC had agreed to permit ABC Ltd to use the law firm's office address as the company's temporary address, for such matters as the registration with Companies House.

IC reported that contractual heads of terms had been drafted for the planned office premises for ABC Ltd at Coombs Wood Business Park.

d) Risk Management Arrangements

The meeting noted that IC would provide an update on risk management arrangements to the next ABC Ltd Board meeting. **Action: IC**

## 5. Incorporation & Transition Action Plan

a) Updated Action Plan & Timetable

AT welcomed the updated Transition Action Plan, which now showed completed items in green highlight.

The meeting noted that Sport England (SE) had been informed of the incorporation of ABC Ltd, and that SE staff had promised information by Christmas on the novation and financial reconciliation processes for the SE System Partner Grant Funding Agreement to be transferred to ABC Ltd in due course.

IC explained that the Transition Action Plan was necessarily a living document and subject to regular updating. The meeting noted that the next key focus for action would be for IC and the directors to complete the application to open a bank account for ABC Ltd. **Action: AT, CB, IC, & RM.**

b) Date of next Board Meeting

The directors agreed to hold the next Board meeting by video conference commencing at 08.05 on Friday 6<sup>th</sup> January 2023.

AT requested SLF to include Any Other Business as an item on future Board meeting agendas.

**Action: SLF**

**END**