

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

**Board Meeting**

held by video call at 08.05 on Friday 17<sup>th</sup> February 2023

**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  
Darren Kehoe (DK) Kraft HR Consulting Ltd (*Items 1 to 4b*)  
Simon Le Fevre (SLF) Wharton Consulting.

**1. Introduction**

a) Quorum & Apologies for Absence

AT noted that there were no apologies, and that the meeting was quorate.

b) Declarations of Interests

There were no declarations of interest pertinent to the meeting.

**2. Minutes of Board Meeting dated 3rd February 2023**

a) Review and Approval of Minutes

The Directors approved the minutes of the Board Meeting of Active Black Country Limited (ABC Ltd) held on 3<sup>rd</sup> February 2023.

b) Update Information provided to Active Black Country Partnership Board on 14<sup>th</sup> February 2023

The meeting noted that the minutes of the ABC Ltd Board Meetings on 20<sup>th</sup> January and 3<sup>rd</sup> February 2023 had been provided to the ABC Partnership Board Meeting on 14<sup>th</sup> February for information, and that the ABC Partnership Board had expressed its support for the actions taken and planned by the ABC Ltd Board.

c) Any Actions Arising not otherwise on the Agenda

The meeting noted that there were no actions arising that were not covered later on the agenda.

### 3. Governance & Compliance Updates

#### a) Review of future charity-compliant Articles of Association by Knights Plc and Sport England

IC and SLF informed the meeting that Knights Plc had now been instructed to review the proposed revised Articles of Association for ABC Ltd, to check that they are suitably compliant with company and charity law and regulations. After any further necessary revisions required as a result of that check, the proposed Articles would then be sent to Sport England for any comments they might have.

**Action: IC & SLF**

AT raised a point made at the ABC Partnership Board Meeting as to whether there needs to be any specific mention of children and schools, in the Company's Object 2.1.(b) on education of the public, in view of potential future public funding streams for these categories of potential beneficiaries. After discussion the meeting agreed that this question might best be addressed through the Company's planned charitable fundraising strategy and associated policy; but that the Objects could be reviewed for any amendments, if deemed necessary, before the formal adoption of the proposed revised Articles. **Action: IC**

#### b) Transition Critical Path & Sport England Assurance – Governance Tracker Schedule Submission

IC reported that the Transition Critical Path Schedule had been updated and circulated to the ABC Ltd Board.

IC reported that he and SLF had comprehensively reviewed the ABC responses to the 2021 Code for Sports Governance Requirements, in the Governance Assurance Tracker Schedule, for imminent submission to Sport England. IC reminded the meeting that Sport England is aware that these responses are predicated on the transition of the Active Partnership from the Black Country Consortium (BCC) Ltd Host Agency arrangement to ABC Ltd as an independent company limited by guarantee and an intending registered charity. **Action: IC**

#### c) ABC Ltd Board Handbook

SLF explained that the revision of the ABC Partnership Board Handbook, to be suitable for use by the ABC Ltd Board, is work in progress and expected to be available for consideration at the ABC Ltd Board Meeting on 7<sup>th</sup> March. The meeting noted that, as much of the previous Assurance Framework document referred to the Host Agency arrangement and was therefore redundant, a suitable Assurance Framework for ABC Ltd would become a section in the Board Handbook. **Action: SLF**

#### d) Future ABC Ltd Board and Committee Membership Appointments:

AT reported that she had completed her round of discussions with all the Members of the existing ABC Partnership Board who were willing and able to transfer into positions as Directors & Trustees of ABC Ltd. The current ABC Ltd Directors agreed that, acting under the current 13<sup>th</sup> December 2022 Articles of Association, the relevant Directors' Resolution to appoint additional Directors & Company Members is planned for the 17<sup>th</sup> March ABC Ltd Board Meeting, with the effective date of the appointments intended for 1<sup>st</sup> April 2023, when ABC Ltd is due to become fully operational. It was noted that the additional Directors would require appropriate Letters of Appointment and to complete Interests and Fit & Proper Persons Declarations. **Action: AT, IC, & SLF.**

In order to be well prepared ahead of 1<sup>st</sup> April AT further explained that, subject to the appointments processes described above, and following relevant discussions with the individuals concerned, she proposed that the following would take on specific roles on the ABC Ltd Board and Board Committees:

- i. Vice Chair: Richard Medcalf (seconded by: CB)
- ii. Senior Independent Director: Richard Medcalf (seconded by: CB)
- iii. Board Champion for Diversity & Inclusion: Farah Ahmed (seconded by: RM)
- iv. Board Champion for Safeguarding & Welfare: Sue Wilkinson (seconded by: RM)
- v. Board Champion for Fundraising & Investment: Carol Bate (seconded by: RM)
- vi. Audit, Risk & Compliance Committee: Guy Shears (Chair), Sureya Gulzar, & Sue Wilkinson (seconded by: RM)
- vii. Strategic Investment Committee: Justyn Price (Chair), Farah Ahmed, & Sureya Gulzar (seconded by: CB)

These future role appointments were unanimously agreed by the current ABC Ltd Directors.

#### 4. Operational Planning Updates

##### a) Consultations on TUPE transfer of staff from Black Country Consortium Ltd

DK reported that the final round of TUPE Consultations had not been required, as all affected staff had already signalled that they were content with the planned arrangements. He presented a draft Written Statement of the Terms & Conditions of Employment to be offered by ABC Ltd to the staff transferring from BCC Ltd, covering relevant matters including: date of transfer; pension & life assurance provision; change of office premises; sickness & absence policy; and a post-TUPE Consultation on any future staff structure changes. After discussion, the meeting agreed that this Written Statement would include the ABC Ltd company number and be for signature by the Chair.

**Action: DK & AT.**

In response to a question from CB, DK confirmed that he would be available to assist with further work on any consequent updating of staff job descriptions and associated notifications. **Action: DK.**

DK explained that it would also be usual for BCC Ltd to issue a Letter of Farewell, and for ABC Ltd to issue a Letter of Welcome, to the transferring staff closer to the planned operational date of 1<sup>st</sup> April 2023. It was agreed that the ABC Ltd Letter of Welcome would be signed by the Chair. **Action: DK & AT.**

##### b) Proposed Staff Contracts, Terms & Conditions, and Staff Handbook

DK explained that he had drafted an ABC Ltd Staff Handbook that was based on the Kraft HR Consulting Ltd template, carried over previous terms & conditions from BCC Ltd where appropriate, and was otherwise shaped to the future needs of ABC Ltd. It was agreed that the draft Staff

Handbook would be reviewed by IC and the current ABC Ltd Directors, and that any substantive issues would be tabled for discussion at the 7<sup>th</sup> of March ABC Ltd Board Meeting, after which DK would consolidate any necessary amendments into a final version. **Action: AT, CB, RM, IC, & DK.**

DK confirmed that the Employment Terms & Conditions can be altered by the ABC Ltd Board giving appropriate notice in writing to staff, if and when future circumstances require.

In response to a question from RM, DK confirmed that the formal company Policies contained in the Staff Handbook would need to be approved by the ABC Ltd Board. It was agreed that DK and IC would bring any other available draft Policies and any draft Procedures, such as Financial Management, to the 7<sup>th</sup> of March ABC Ltd Board Meeting. **Action: DK & IC.**

SLF reminded the meeting that future updates and/or modifications to any of the Policies or Procedures would be reviewed by the ABC Ltd Audit, Risk & Compliance Committee before presentation to the Board.

c) Identification of potential Service Providers for Finance & independent External Audit

IC informed the meeting that he had met with:

- AGS Accountants & Business Advisers Ltd of Dudley, who were able to offer standard corporate, and hence less flexible and relatively more expensive, financial management support and independent audit services from AGS's two separate departments; and with
- SRC Accountancy Services of Stourbridge, who were able to offer lower cost financial management support, tailored much more closely to ABC Ltd's business needs, and independent audit services from their nearby partner firm, Folkes Worton LLP Chartered Accountants.

IC agreed to provide the ABC Ltd Directors with more details of these two options, including anticipated charges, via a follow-up email. **Action: IC.**

d) Viewing of Office Accommodation Options

IC reported that he had now viewed some 6 potential office premises in the Metropolitan Boroughs of Dudley and Sandwell. The meeting noted that the appropriate strategic positioning of the ABC Ltd office premises within the boundaries of the Black Country, and relative to the neighbouring City of Birmingham, would be a consideration in the final choice of location.

IC explained that he had also received confirmation from Neville Registrars, the landlord of the original preferred Neville House option, that:

- the landlord would be happy to have a Schedule of Conditions drawn up;
- the Service Charge, while uncapped, has not exceeded £5,500 in recent years;
- the Service Charge includes repairs to the common areas of the building; and
- the tenant's responsibilities effectively only cover the internal areas of the leased premises;

thus bringing this option back into play.

IC undertook to provide a full Options Paper before the 7<sup>th</sup> of March ABC Ltd Board Meeting. **Action: IC.**

e) Identification of potential Service Providers for IT

IC presented the paper on IT service provider options that had been prepared by Michael Salmon (MS). IC explained that the Majestic IT option had been discounted, as this would only be available through a contractual relationship with Walsall Metropolitan Borough Council. The current preference is for Superfast IT as being more cost effective, flexible, and focused on ABC Ltd's business needs than Air IT, as well as being of acceptable quality. The meeting looked forward to receiving the final recommendations paper and asked for MS to attend the ABC Ltd Board Meeting on 7<sup>th</sup> March. **Action: IC & MS.**

In response to a question from RM, IC explained that he was due to meet Sarah Middleton (SM) to press for BCC Ltd to agree a transfer of the current ABC Partnership website and internet access to ABC Ltd. Noting that Higgs LLP Solicitors, as legal advisors to BCC Ltd, had advised only on the potential closure of the website and internet access, IC advised that the alternative would be for ABC Ltd to set up a new domain name under a new arrangement with an appropriate ISP. **Action: IC & SM.**

In response to a question from AT, IC confirmed that some ABC Partnership digital data could be transferred to ABC Ltd, but that ABC Ltd may need some legal advice from Knights Plc in order to establish a clear claim to the Insight intellectual property and hence facilitate the transfer of Insight data.

In view of the time critical nature of these IT-related decisions on the Transition Critical Path Schedule, the ABC Ltd Directors agreed to approve relevant decisions via circular email resolutions where necessary. **Action: IC, AT, CB, & RM.**

f) Bank Account Opening Arrangements

IC explained that the application for an ABC Ltd Bank Account with the Co-operative Bank is progressing and that he had had preliminary contact with the Bank. The ABC Ltd Directors agreed to designate AT and RM as the initial signatories for the ABC Ltd Bank Account with the Co-operative Bank. AT requested the financial procedures document be presented at the next Directors meeting on 07.03.23. **Action: IC, AT, & RM.**

g) ABC Ltd 2023/24 Budget Development

IC confirmed that he was speaking with Justyn Price (JP), chair designate of the ABC Ltd ARC Committee, regarding the development of the Company's 2023/24 Budget and would also be having further discussions with AT. **Action: IC, AT, & JP.**

h) Risk Management Arrangements

IC referred to the Transition Critical Path Schedule, that had been previously circulated, and confirmed that identified risks were being managed.

**5. Incorporation & Transition Action Plans**a) Updated Action Plans & Timetable

IC reported that progress against the Transition Action Plans is proceeding broadly in line with the Timetable.

b) Training Session for ABC Ltd Board on Company Director & Charity Trustee roles

IC and SLF confirmed that they are making arrangements, and checking suitable dates, for the Training Session to take place before the end of March. **Action: IC & SLF.**

c) Any Other Business

IC explained that the proposed Safeguarding Policy, GDPR Policy, and other relevant Policies would be presented to the 7<sup>th</sup> March ABC Ltd Board Meeting. **Action: IC.**

d) Date of next Board Meeting

The meeting noted that the next meeting was now scheduled for Tuesday 7<sup>th</sup> March at 08.05.

**END**