

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

**Board of Directors Meeting**

held in person at Neville House, B628HD, 11:00am on Wednesday 19<sup>th</sup> of July 2023

**Minutes**

**Directors present:** Amanda Tomlinson (AT) Chair  
Carol Bate (CB)  
Richard Medcalf (RM)  
Farah Ahmed (FA)  
Justyn Price (JP)  
Sureya Gulzar (SG)

**Apologies** Guy Shears (GS)  
Sue Wilkinson (SW)

**In attendance:** Ian Carey (IC) ABC Ltd Chief Executive Officer

**1. Introduction**

a) Quorum & Apologies for Absence

AT noted the 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 Meetings dated 26<sup>th</sup> April and 17<sup>th</sup> May 2023**

a) Review and Approval of Minutes

The minutes of the board meeting on the 26<sup>th</sup> of April and 17<sup>th</sup> of May 2023 were approved, with all actions being addressed through the agenda.

### 3. ABC Ltd Transition Report

IC confirmed the transfer of Active Black Country staff and non-financial assets on the 1<sup>st</sup> of May.

Simon LeFevre is redrafting the set of charity articles for ABC Ltd and feedback to Nominations & Governance (N&G committee)

IC confirmed the Pension Scheme has been established.

All ABC Ltd board members that were appointed at the April 2023 board meeting have been successfully registered with Companies House.

Occupancy of the new office accommodation at 1<sup>st</sup> Floor, Neville House, Halesowen commenced on the 23<sup>rd</sup> of June 2023.

BCC Ltd have transferred all the existing grant funding balances across to ABC Ltd following receipt of all the signed novation agreements with respective funders.

BCC Ltd have provided ABC with a 'Transfer Agreement' for signing. ABC have requested a legal review completed by Anthony Collins before signing, they aim to have this completed by the 21<sup>st</sup> of June 2023.

Following approval of the proposed structure at the 17<sup>th</sup> of May ABC Ltd Board meeting IC confirmed Kraft HR have been providing advice on the restructuring and will be supporting the implementation of the process. The Board agreed an initial strategy to avoid any redundancy situation arising at this stage. IC outlined the recruitment plan that included board recruitment identified following the completion of the skills matrix by existing ABC Board members.

**Action: IC to provide further update to ABC Board members on the executive restructure at the September meeting.**

IC outlined the initial meeting of the Nominations & Governance Committee was held on the 20<sup>th</sup> of June 2023 and the intention to develop a set of ABC Board objectives to aid the development of the board.

RM commented of the importance of the ABC Board development objectives and the draft plan being tabled today and the Nominations & Governance Committee would develop this further and bring back to the full board.

IC advised of the intention to hold the Audit, Risk & Compliance Committee in July and the Strategic Investment Committee to commence in Autumn 2023. Further advising the schedule of ABC board & committee meetings is currently being finalised.

**Action: IC to establish full schedule of board meetings and supporting committees.**

AT confirmed the ABC board away day will not take place in June and will seek to arrange for Sept/Oct 2023.

**Action: IC to confirm date and agenda for the away day.**

#### **4. ABC Ltd CEO Report**

IC presented a series of slides to update on the existing place-based work and emerging detail of the Sport England Place Based work in addition to the B2022 Commonwealth Games Legacy underspend.

#### **5. Creating an Active Black Country – Thematic Updates**

The reports were tabled as read with any questions by exception at this stage with them being rolled over until the following meeting.

#### **6. Finance report**

IC advised board due to the lack of recruitment to the Business Operations that ABC are still operating the finance and business administration manually. Therefore, the finance report being tabled has not been completed by SRC Accountants but by IC.

IC advised there is a great deal of variance due to the confirmation of final balances by BCC Ltd and variance in the actual running costs of ABC Ltd as the partnership started trading. IC advised he felt there would be further variance throughout the 23/24 financial year but that a more accurate outturn would be available mid-Autumn.

The initial budget that had been tabled at the ABC Independent Board meeting in March 2023 had not included many of the now known costs. IC had provided an updated budget.

It was agreed to support in year financial reporting and future budget setting all further reports provided to the ABC Board in 23/24 would be based on the original budget.

It is anticipated there will be an underspend on the System Partner funding for 23/24 this is due to the delay in the effective date of transfer of staff to ABC Ltd from BCC Ltd and that ABC Ltd were carrying a number of vacancies and it was unlikely ABC would be at full capacity, as per the proposed structure, until late Autumn 2023.

IC highlighted the deferred figure for programme funding is increased owing to efficiencies driven across programme budgets and several liabilities not materialising prior to transfer out of BCC Ltd.

The board noted the update and welcomed the full set of management accounts produced by SRC Accountants to be tabled at future board meeting.

#### **7. AOB**

None

**END**