

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 27th September 2023

Minutes

Directors present: Amanda Tomlinson (AT) Chair
Richard Medcalf (RM)
Farah Ahmed (FA)
Justyn Price (JP)
Sue Wilkinson (SW)

Apologies Guy Shears (GS)
Sureya Gulzar (SG)

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, and that the meeting was quorate. AT formally documented the resignation of Carol Bates.

2. Declarations of Interests

There were no declarations of interest pertinent to the meeting.

3. Minutes of Board Meetings dated 19th July 2023

a) Review and Approval of Minutes

RM noted one amendment to the minutes that needed to be made. **Action AT and HMT to confirm the amendment following the meeting.** Once the amendment has been made, the board are in agreement to approve the minutes of the board meeting on the 19th July, with all actions being addressed through the agenda.

4. ABC Ltd Transition Report

IC confirmed the charity registration of Active Black Country is underway, with the charity submission being prepared to submit to the Charity Commission by the 13th of December 2023.

IC also confirmed that item 4a (Charity Objects Report) illustrates the existing ABC Charity objects in line with the Charity Commission guidance, which had been prepared previously and approved by the founding Directors of Active Black Country Ltd (ABC Ltd). IC requested the ABC Ltd Board to formally accept them prior to the charity registration submission. The board agreed to formally accept the Charity Objects.

ABC charity classifications are also needed for the registration submission, and were included in item 4a. IC explained that these focus around what a charity is set up to achieve, how it achieves it, who it helps and where it operates. RM stated that although the list was very comprehensive it was hard to assess if everything was correct without seeing the original options, to know what has been omitted. He asked IC if he is confident that the list included everything ABC Ltd will need for the future. IC confirmed that he is comfortable and confident that the list of charity classifications is correct for ABC. The Board confirmed they are happy to adopt the list of classifications.

IC and HMT had a meeting with Simon Le Fevre on 14th Sept 2023. Simon has drafted a Grant Making Policy, and Investment Policy which ABC need for the submission. IC stated that these are just drafts which will need to be personalised for ABC. Once this is done, he will share them with the Board for approval. FA asked how ABC will look to implement section 3 of the investment policy and what processes will be needed. JP seconded this and also asked if giving a metric definition of what 'large' is may help. IC action – to consider what amount 'large' may be in relation to the investment policy. IC explained the main issue is around the Grant Making Policy and Sports England (SE). He explained the issue around final sign off needing to be done by ABC Board for the Charitable application, but that SE also require final sign off on who can receive grants. JP suggested providing a project flow for sign off that allows SE to have approval of who receives the grants, but after SE give approval there is a final sign off by the ABC Board. **Action IC to finalise the Grant Making Policy and the Investment Policy and to send for sign off by the Board.**

IC confirmed that SRC Accountants (SRC) and Folkes Whorton (FW) have advised that ABC Ltd can claim back the outstanding VAT from a service supply contract, in their first VAT return on the 7th of October 2024.

IC reported that Corporation Tax has been discussed with AT, and in line with advice from SRC and FW it has been confirmed that the charity registration will cover ABC retrospectively in regard to corporation tax. IC has also asked for advice regarding grants, but is awaiting the final advice on this, so will report back to the board at a later date.

IC formally welcomed HMT as the ABC Business operations Manager. IC informed the Board of the changes currently taking place at ABC, including the progress being made in the transference of accounts on to Xero and the staff briefing regarding changes to working practices around expenses and mileage claims, annual leave, flexi leave and Toil.

IC confirmed that following legal advice from Anthony Collins, the Transfer Agreement to transfer staff and assets to ABC Ltd was signed on 31st July 2023 and the transfer is now all concluded.

The executive restructure for ABC was confirmed by IC as progressing well with the support of Kraft HR. The business case and timeline were shared with the board. The current focus is on the Director positions, company culture and cultural practises. Recruitment will help with this by increasing diversity within the team but also diversity of thought. IC confirmed that there have been no objections raised to the new structure so far.

SW asked about succession planning for the executive structure and if ABC plan to offer progression up and through the organisation. IC confirmed that this will be the intention. He also stated that it might be an option to consider offering apprenticeships and creating roles through the apprenticeships scheme that previously hadn't been possible. SW then asked about key person insurance and if ABC have it in place. IC confirmed that Director and Officers cover was in place but nothing else. AT agreed that looking into this would be a good idea. **IC action to look into key person insurance and if it would be appropriate for ABC.**

AT then asked about fixed term contracts within ABC. IC confirmed that Director and strategic positions are all permanent ones, but fixed term contracts are used they are used to recruit for specific programmes of work and to help mitigate future financial risk for the year end.

JP requested a column to show notice period lengths be included in the team structure table as this would enable the board to see what risk there is with each role. **IC action to include a notice period column in table.** AT suggested that it would be helpful to have visibility of the redundancy risk too. SW commented that how much holiday employees had and if they are allowed to use it instead of giving notice could also be a risk that needs considering.

5. ABC Committee Reporting

Draft N&G committee meeting minutes from 15th September where shared with the board. RM confirmed that the 2nd N&G committee meeting had taken place. An invitation had been sent out to the rest of the board regarding the vacancy on the N&G committee. No questions were raised. JC and IC confirmed that they had met to discuss the SI committee and that dates for meetings are now booked in.

ARC committee is still to meet however the recruitment advert will help with this as it will cover ARC Chair role too.

AT confirmed that the appraisals had gone well and all feedback was positive regarding where ABC are now.

Away day agenda was shared with the Board, date confirmed as 16th November. The venue is still to be confirmed. **Action HMT/ IC – to confirm a venue and inform Board Members.** IC confirmed that the Executive team will attend the later session. The Board away day will be aiming to help with some of the development points identified, including the team building element.

The recruitment pack was shared with the board, it includes adverts for the integrated care role and the other board vacancies. (2 x Board vacancies, plus the ARC chair role.) IC stated that further changes need to be made, as the collateral developed has been lost since the BCC split. ABC now need to accrue their own collateral. The role profile and the advert are both ready.

AT asked IC to circulate to the N&G committee when the changes where made. JP asked if the images used relate to ABC. **Action IC to look at images used and to circulate pack to the N&G committee when finished.**

6. CEO Report

IC shared his report with the board and discussed the DCMS new national strategy for Sport, and what it means for Active Partnerships. He also updated the board on the Sport England Place Based work and Place Based classifications.

7. Creating an Active Black Country – Thematic Updates

The reports were tabled as read with any questions by exception. JP suggested doing the thematic reports as videos moving forward, rather than written reports. The Board accepted this suggestion.

Action IC/HMT to inform the executive team about the new format required for the next board meeting.

8. Finance report

IC advised board due to ABC currently being in the middle of transferring the financial systems over to Xero the finance report being tabled was not completed by SRC Accountants but by IC. The transfer will hopefully be completed very soon, which will automate much of the financial administration.

The ABC CEO and Business Operations Manager are working through a detailed cash flow projection and detailed outturn figure for year end 23/24, to in turn provide an early detailed 24/25 budget & longer-term financial forecast.

Due to the nature of ABC grant income across the year the actual income doesn't yet provide an accurate reflection of how our funding is profiled across the year and therefore presents as greater variance than actual.

There is currently a deficit showing for the overall budget for 23/24 of £61,396.00. This is due to the initial budget setting exercise not incorporating estimated operating costs that are now more clearly identified.

It is anticipated the 'System Partner' outturn figure for 23/24 will reflect an estimated surplus of circa £72k. The ability to reprofile the surplus will offset the 24/25 deficit as we develop the 24/25 budget more accurately.

The deferred income from BCC Ltd includes the unrestricted funds of circa £107k which is reflected in contingency.

RM suggested that it would be useful to show the full transition costs at the end of the year, so that the Board can see how much the transition to ABC Ltd has cost. **Action IC/HMT to ensure the final transition cost figure is available at the end of the year to share with the Board.**

Action – HMT to attend next catchup meeting between AT and IC to discuss finances.

9. AOB

None

Date of next meeting 29th November 2023

END