

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 29th November 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 for GS and SG, and that the meeting was quorate.

AT formally thanked SW for chairing the inaugural meeting of ARC the day before.

The Board accepted the apologies.

2. Declarations of Interests

There were no declarations of interest pertinent to the meeting.

3. Minutes of Board Meetings dated 27th Sept 2023

All minutes were accepted by the board.

4. ABC Ltd Transition Report

- Charity registration progressing, grant making policy and income policy go to board tweaks are ongoing. The relationship with Sport England is the issue raised by the board last time. IC has emailed SE to clarify but hasn't heard anything back. IC to chase Sport England. All Board members have now signed the trustee declaration form needed for the application. A lot of information has now been uploaded onto the portal now, IC stated that all is on track for 13th Dec deadline for the application. Board noted the application is on track for submission.

- Sport England feedback on code for Governance, full assessment of all tier 3 funded organisations has taken place, ours shows amendments needed, including update on website for SID and Safeguarding, an amendment to people plan to state Board will review it on an annual basis, update standard board report template to include impact of decisions on welfare and safety of employees, plus three areas we were already aware of as part of caveat from original assessment when we became independent. We have until end of March 2024 to resubmit these to Sport England. Board noted the amendments needed and the resubmission date.
- Corporation Tax and VAT discussion – VAT return completed and HMRC have come back to ask for evidence for the VAT return, through SRC. SRC are responding to this. The Board noted the VAT and Corporation Tax position.
- Update on Exec structure, as supported by Kraft HR. Second phase has seen Lesley Hill successful with the Director or Partnerships role, and Michael Salmon successful with the Director of Impact role. Phase three is external recruitment for outstanding posts, Active Communities lead has now been offered following successful interview, although the person is on a 2 month notice period. The remaining interviews are for Sport Welfare role and Programme Officer. IC commented that on paper there are stand out candidates, so it is hopeful these go well, although it was noted how hard it has been to find good candidates for Sport Welfare Role. The Board noted the current restructure actions and position.

5. ABC Committee Reporting

N&G committee met on 15th September, minutes were shared with the board. RM confirmed that the Board Development plan is now to be a standing item and that N&G are still 1 member down. RM discussed new Board Appointments of new directors. Adverts closed on 17th Nov and interviews took place 23rd November. N&G then made a recommendation to the Board to appoint 2 new Directors of the company. Jerry Page recommendation – Board agreed. Stephanie Chamberlain recommendation – Board agreed. It was agreed that the board will redo skills matrix now including new members, before looking at any further recruitment.

ARC Committee meeting took place Tuesday 28th November, SW confirmed that standing items to go on agenda are Risk and Safeguarding. With the new chair place Arc will look at remuneration and salary bands structure, and a review of the terms.

SI Committee, JC and IC confirmed that they have had several conversations, but the date they had agreed for the meeting, Sport England then announced they wanted to have the Place based discussion before Christmas, also issue of getting all four Black Country Authorities together on same date, as two couldn't make the original date proposed. IC highlighted the importance of having them all included and bought in fully. Due to this the SI Committee needed to be rescheduled.

Reflections from the Board Away day were also discussed, with IC sharing a couple of slides, created from what was on the flip chart sheets created on the day. Everyone agreed what a positive, beneficial day it was and what great discussions were had with all the board and the executive. **Action- IC to share the slides with Board members by email.** JP asked how we can use those three slides as part of the induction for the new Board members. Everyone agreed that was a good question and needs some thought. AT suggested that the slide capturing behaviours and values could maybe be used on our website or as a tool for effective governance, as they can be seen as a commitment to how Active Black Country is going to be run. FA suggested using the slide as something to through and qualify against for appraisals.

Board Approval – The Board approved the appointment for Jerry Page and Stephanie Chamberlain as new Board members. The Board also approve the Appointment of Jerry Page as Chair for ARC Committee.

6. CEO Report

IC shared his report with the board and discussed the Sport England Place Based Expansion and how this could affect the Black Country Active Communities. He explained the Sport England preference that ABC lead the conversation with local partners and have asked for a meeting (AT has agreed to chair) between all Black country Partners.

IC updated the board on the EDI strategy, which the board decided to do support the DIAP. The DIAP is the part that is a requirement for the Code of Sports Governance. IC, FA and HMT meet with AKD Consultancy and took the opportunity to go through the draft strategy and get feedback. The feedback was that it was a decent strategy but did suggest a change to the measures of change and impact, considering more storytelling and creating a condensed version for external partners. Plan is to take into account any board comments and feedback, so then work with designers to produce a condensed public facing version. Board stated that they felt it was a good piece of work.

The board noted the Place Based Expansion opportunity and EDI strategy and DIAP work.

7. Creating an Active Black Country – Thematic Updates

IC gave a verbal update to highlight the main points for the following areas:

- Healthy placemaking & Active Environments (verbal) – Status of local plans. Assessment runs were done at Black Country level, Wolverhampton have asked if we would pick up the procurement for their Wolverhampton strategy to support their local plan.
- Education (verbal) – Pop up pools guidance/ briefing for the risks with this and all other considerations. Thanked Sue for her help on this. Sue highlighted that the data ABC have on this is the best/ most robust there is on the subject.
- People (verbal)
- Health (verbal)
- Safeguarding (verbal)- although IC noted that this hadn't been received in writing, it was mentioned that ABC passed the annual safeguarding meeting with CPSU and passed with the highest rating. This will be announced formally when it is confirmed in writing.

The Board noted the work continuing in all thematic areas.

8. Finance report

IC shared the finance report with the board. All transactions are now reconciled on the accounting system and all through put of money can be seen and accounted for. We aren't quite at the point with the accountants where the management reporting allows us to compare this against budgets and spend for the year, which is what we are working towards. It will be improved to include further depth and breadth of information around position of creditors and debtors, financial projects, income and expenditure versus budget. This report is the accountants first attempt, we have given feedback and it will be an iterative approach. Meeting with accountants is arranged to go through what we need to be included in the report going forward and ironing out any issues with Xero and tweaking of posting against cost centres. **Action – IC provide a December consolidated set of reports electronically.**

The Board noted the financial information shared. AT stated that she wanted to thank IC and HMT for their work on finance and the improvements that have been made, she acknowledges it is a work in progress still but says it is looking good and is definitely making progress. RM agreed.

9. Governance Forward Plan

IC shared a document to help with forward planning and scheduling to help with internal audit plan. The Board noted the Information shared in the Board Forward Plan document.

10. AOB

None. Noted 24th January is the next meeting and will be online.

END