

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

**Board of Directors Meeting**

held by video call at 08.05 on Friday 31<sup>st</sup> of March 2023

**Minutes**

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

**In attendance:** Ian Carey (IC) ABC Ltd Chief Executive Officer Designate  
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 17<sup>th</sup> March 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 17<sup>th</sup> March 2023.

b) 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) Update on BCC Ltd Response to ABC Ltd Letter

IC reported that the Chief Executive of BCC Ltd, had responded on 30<sup>th</sup> March 2023 to the letter, sent by AT on 20<sup>th</sup> March 2023, regarding the transfers of staff, funds, and assets from BCC Ltd to ABC Ltd. IC explained that:

- it had become apparent that BCC Ltd had been acting on advice from their legal advisors, Higgs LLP, which erroneously assumed that, under the current Agency Agreement, BCC Ltd was the

System Partner and the ABC Partnership was the Agent, when Sport England had already provided written correspondence signed by BCC Ltd in December 2022, to confirm that the roles are the other way around;

- the Higgs LLP's legal advice provided to ABC, to date, focused primarily on other transfers from BCC Ltd into the West Midlands Combined Authority, rather than into ABC Ltd;
- the BCC Ltd response did not address a number of outstanding issues, particularly relating to intellectual property, social media, and the ABC Partnership website, on asset transfers into ABC Ltd contained in AT's 20<sup>th</sup> March letter; and
- the BCC Ltd response did, however, accept the notice deferring the transfer date into ABC Ltd from 1<sup>st</sup> April to 1<sup>st</sup> May 2023.

During detailed discussion of these risks and issues by the Directors, the meeting noted that:

- the current state of the transfer negotiations between ABC Ltd and BCC Ltd had been notified by IC to Sport England and escalated to ██████████ as the relevant SE Executive Director;
- if ABC Ltd were unable to agree timely arrangements for the transfers from BCC Ltd, in such a way as to facilitate the legal Agreement to novate the current Sport England System Partner Funding Grant from BCC Ltd to ABC Ltd, then an alternative approach might be for Sport England to terminate the existing Funding Grant with BCC Ltd and issue a new Funding Grant to ABC Ltd; and that
- it would be prudent for ABC Ltd to seek additional legal advice on these transfers-related issues from Anthony Collins Solicitors.

The Directors then agreed for IC to draft an immediate Letter to SM at BCC Ltd, for signature by AT on behalf of ABC Ltd, including:

1. a request for clarification of the relevant trigger dates in April to permit the transfer of staff, funds, and assets from BCC Ltd to ABC Ltd on 1<sup>st</sup> May 2023;
2. re-iteration of ABC Ltd's requests to resolve the outstanding issues relating to the transfer of intellectual property, social media, and the ABC Partnership website;
3. a request not to close the ABC Partnership social media channels ahead of such a resolution;
4. a request for clarification of the processes for any necessary escalation of decision-making to the 4 Local Authority Guarantor Members of BCC Ltd;
5. notification that the current state of the transfer negotiations has been escalated to Executive Director level in Sport England; and
6. notification that the Board would be seeking relevant legal advice for ABC Ltd.

**Action: IC & AT**

b) Update on Review of future charity compliant Articles of Association by Knights Plc

IC informed the meeting that he had been chasing Knights Plc to complete their review since 17<sup>th</sup> February 2023. After discussion the Directors requested IC to press Knights Plc for a rapid response.

**Action: IC**

The Directors also noted that they would consider transferring the instructions to Anthony Collins Solicitors, if no such response was forthcoming and if ABC Ltd would not incur any costs from Knights Plc for their undelivered review.

c) Sport England Tier 3 Assessment

IC reported that Sport England's review of the Tier 3 Governance Factcheck Compliance Tracker for ABC Ltd appeared to be proceeding satisfactorily, and that Sport England was preparing Grant Agreements for new funding streams to be paid directly to ABC Ltd.

**4. Operational Planning Updates**a) Office Accommodation

IC informed the meeting that Anthony Collins Solicitors were reviewing the proposed ABC Ltd premises lease for Neville House, ready for sign-off by the ABC Ltd Directors. **Action: AT, RM & CB**

b) Bank Account

IC confirmed that the ABC Ltd bank account with the Co-operative Bank is now open.

c) Pension Registration

IC reported that the registration process for the planned Aviva Defined Benefit Pension Fund for ABC Ltd staff was in hand and that a Pension Information Letter would be sent out to the staff transferring from BCC Ltd into ABC Ltd in due course. **Action: IC**

d) Transfer of Reserves Balances

IC informed the Directors that he had prepared an invoice for BCC Ltd to transfer £62,407 of unrestricted reserves into ABC Ltd's new bank account, and that a second invoice for a further tranche of approximately £80,000 unrestricted reserves would be prepared shortly. **Action: IC**

**5. Incorporation & Transition Action Plans**a) Updated Action Plans & Board Meetings Actions Tracker

The Directors noted the current version of the ABC Ltd Board Meetings Actions Tracker that had been circulated.

b) Any Other Business

In response to a question from CB, IC confirmed that he was in discussions with Marsh Commercial Insurance Brokers and expected a quote from them in the following week regarding insurance to cover:

- Directors & Officers Liabilities
- Errors & Omissions Liabilities
- Public Liability
- Other liabilities specific to ABC Ltd's planned activities.

In response to a question from AT, IC confirmed that a new contract [EE] to provide mobile phones to ABC Ltd staff was in hand. **Action: IC**

The Directors confirmed their intention that the increased pay levels agreed by the ABC Ltd Board for staff transferring on 1<sup>st</sup> May from BCC Ltd into ABC Ltd would be backdated to the beginning of the 2023/24 financial year on 1<sup>st</sup> April 2023. **Action: IC**

c) Dates of next Board Meetings

The meeting noted that the next meeting of the ABC Partnership Board is scheduled for 26<sup>th</sup> April 2023. AT undertook to arrange the continuation of fortnightly ABC Ltd Online Board Meetings on 14<sup>th</sup> and 28<sup>th</sup> April. **Action: AT**

**Actions Schedule**

Item	What	Who
3a	Draft an immediate Letter to BCC Ltd Chief Executive, for signature by the ABC Ltd Chair in reply to the 20 March 2023 BCC Ltd Letter.	IC & AT
3b	Press Knights Plc for a rapid completion of their review of the proposed charity compliant ABC Ltd Articles of Association.	IC
4a	Sign off Premises Lease for ABC Ltd office accommodation at Neville House.	AT, CB & RM
4c	Send out Information Letter regarding Aviva Defined Contribution Pension Scheme to the staff transferring from BCC Ltd into ABC Ltd.	IC
4d	Prepare invoice for a tranche of approximately £80,000 unrestricted reserves to be transferred from BCC Ltd to ABC Ltd's new bank account.	IC
5b	Arrange new contract [EE] to provide mobile phones to ABC Ltd staff.	IC
5b	Backdate increased pay levels for ABC Ltd staff transferring from BCC Ltd on 1 May to the beginning of the 2023/24 financial year on 1 April 2023.	IC
5b	Chase Marsh for insurance cover details.	IC

**END**