

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 6th January 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
Simon Le Fevre (SLF) Wharton Consulting.

1. Introduction

a) Quorum & Apologies for Absence

AT noted that all the initial board directors of the company were present, that there were no apologies, and that the meeting was therefore quorate.

b) Declarations of Interests

AT declared an interest as a director of Black Country Consortium Limited (BCC Ltd).

2. Minutes of Board Meeting dated 16th December 2022

a) Review and Approval of Minutes

The directors unanimously approved the minutes of the Board Meeting of Active Black Country Limited (ABC Ltd) held on 16th December 2022.

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. Development of Charity Compliant Constitutional Documentation

a) Key Committees Structures & Terms of Reference

The meeting reviewed the draft Terms of Reference for the Board, the Audit, Risk, & Governance (ARG) Committee and the Strategic Investment (SI) Committee, prepared by SLF and IC. IC stressed the importance of the SI Committee as the mechanism for input from, and relationship management with, the 4 local authorities and other local community organisations in the Black Country.

The directors were broadly content with all three drafts, but agreed to provide any more detailed comments for modifications ahead of sharing the documents with the current ABC Partnership Board at its meeting on 17th January 2023. **Action: AT, CB, & RM.**

The directors also agreed that the ARG Committee title be changed to the Audit, Risk, & Compliance (ARC) Committee in order to clarify its remit vis-à-vis the Nominations & Governance (NG) Committee, and requested IC and SLF to draft updated Terms of Reference for the NG Committee, alongside any modifications to Terms of Reference for the Board, ARC, and SI Committees, by Wednesday 11th January. **Action: IC & SLF.**

The meeting also noted the importance of including relevant role descriptions for the Vice Chair (VC), Senior Independent Director (SID), Board Equality & Diversity and Safeguarding & Welfare Champions, alongside those of the Chair and other Independent Directors, in the update to the Board Governance Handbook in due course. **Action: IC & SLF.**

b) Matters Reserved for the Board + Scheme of Delegations Framework

The meeting reviewed the draft Matters Reserved for the Board + Scheme of Delegations Framework prepared by IC with input from SLF. The directors were generally content with the draft document.

After discussion, the meeting requested IC to include the allocation of responsibility for setting the ABC Ltd pay policy and to clarify where committees and executive staff were undertaking reviews and providing advice to the Board and where they were exercising decision-taking authority delegated by the Board. **Action: IC.**

c) Preparation of future Articles of Association

SLF explained that he was working on a draft based on the Charity Commission Model Articles of Association for a Company Limited by Guarantee, intended to replace the initial ABC Ltd Articles in due course, and would start to incorporate relevant items from the Terms of Reference for the Board and Board Committees as discussed under Item 3a).

After careful consideration, the meeting agreed that the Articles would be drafted to allow for the holder of the Senior Independent Director (SID) position also to hold the position of Vice Chair of ABC Ltd, but that – in the interests of maintaining the appropriate impartiality of the SID position – the Board Terms of Reference would include provision for the appointment of a temporary SID in the event that the Vice Chair was regularly deputising during any prolonged absence of the Chair.

The meeting also confirmed that the 1 Nominated Director position (Head of Service of the Black Country Integrated Care Partnership) on the ABC Ltd Board would not also be a guarantor member of the company, but that all appointed and co-opted Independent Directors would also be guarantor members of the company.

The directors requested SLF to reflect these decisions in the draft Articles. **Action: SLF.**

4. Operational Planning Updates

a) Arrangements for TUPE transfer of staff from Black Country Consortium Ltd

IC reported that Darren Kehoe (DK) of Kraft HR Consulting Ltd (KHR) had provided a very well prepared set of documents for the TUPE consultation process with the existing ABC Partnership staff, which would be led by Black Country Consortium (BCC) Ltd as their current employer. The meeting welcomed this progress.

The initial group consultation meeting would be held on Wednesday 18th January 2023. In accordance with good practice, there would be an opportunity for consultation meetings with individuals on Wednesday 1st February, followed by a final group consultation meeting on Wednesday 15th February. **Action: IC & DK.**

b) ABC Ltd Executive Staff Structure & Conditions of Employment

IC explained that he was working on the operationalisation of the ABC Ltd executive staff structure, that DK was drafting relevant employment contracts for the staff due to transfer into the Company, and that they would provide further information to the next ABC Ltd Board meeting. **Action: IC & DK.**

c) Identification of potential Service Providers for administrative support

IC reported that BCC Ltd had proposed that ABC Ltd might arrange a shared contract, for support services from Majestic IT, with the Black Country Intelligence Unit which was transferring into Walsall Metropolitan Borough Council. The directors shared IC's concerns about such an arrangement, which would either mean ABC Ltd eventually taking on a contractual responsibility with Majestic IT for the Intelligence Unit or ABC Ltd being dependent on Walsall Council as the contractor with the IT service provider.

IC explained that Mike Salmon (MS) was now conducting a wider options appraisal for IT support services from other potential providers, and relevant options would be presented to the next ABC Ltd Board meeting. **Action: MS**

d) Identification of potential independent external Auditors

IC reported that his request for expressions of interest had drawn no responses from the 10 Black Country accountancy & audit firms that he had approached, but that the Birmingham firm of Locke Williams Associates LLP had responded positively and had experience of working with other sports organisations. He agreed to provide a further update to the next ABC Ltd Board meeting. **Action: IC.**

e) Bank Account opening

IC presented an initial survey of potential banking providers that offer particular services for charities:

- CAF Bank (Charities Aid Foundation)
- Co-operative Bank
- Metro Bank

IC pointed out that the ABC Partnership's existing banking relationship with the Co-operative Bank might offer the most straightforward option for ABC Ltd to open its own account. The directors noted the initial survey and asked IC to bring more detailed proposals to the next Board meeting. **Action: IC.**

f) Office Accommodation

IC reported that further examination of the proposed heads of terms prepared by the Fisher German property agents, for the potential office premises for ABC Ltd at Neville House, Halesowen, had revealed that the landlord, Neville Registrars, was proposing a full repairing lease and a service charge in excess of £5,000 per year. The ABC Ltd directors shared IC's concerns at the potential obligations and costs of such an arrangement, and noted the need for an independent survey of the property in such circumstances.

The meeting agreed for IC to explore the possibilities of achieving improvements to the current heads of terms and, if necessary, of alternative office accommodation, while acknowledging that serviced offices options might also have initially hidden costs such as charges for the use of meeting rooms. **Action: IC.**

g) Risk Management Arrangements

IC reported that he was working through the Sport England Tier 3 Governance Compliance Tracker Schedule, with input from SLF. The approach was to provide responses that indicated how matters would be managed within ABC Ltd as an intending registered charity. **Action: IC & SLF.**

The meeting noted that the other main risk management exercise was that set out in minute 4c) above, relating to IT business continuity.

5. Incorporation & Transition Action Plan

a) Updated Action Plan & Timetable

IC undertook to update and circulate the Plan & Timetable. **Action: IC.**

b) Any Other Business

AT requested a training session on charity trustee responsibilities to be arranged for the initial, and other prospective, ABC Ltd directors by the end of February 2023. **Action: IC & SLF.**

c) Date of next Board Meeting

AT asked for the ABC Ltd Board online meetings to be extended to 85 minutes, from 08.05 to 09.30, as from the next meeting scheduled on Friday 20th January 2023. **Action: IC & SLF.**

END