

**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 Tuesday 7<sup>th</sup> March 2023

**MINUTES**

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

**In attendance:** Ian Carey (IC) Director – ABC Partnership (*except Item 4b*)  
Darren Kehoe (DK) Kraft HR Consulting Ltd (*Items 1 to 4e*)  
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> February 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> February 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.

AN requested the inclusion of an Actions Tracker Schedule at the end of meeting minutes in future.

**Action: SLF**

**3. Governance & Compliance Updates**

a) Update on future charity compliant Articles of Association by Knights Plc and Sport England

IC reported that the proposed charity-compliant Articles of Association were still under review by Knights PLC.

IC also reported that Sport England's assessment, on ABC Ltd's initial responses to the SE Governance Factcheck, included a request for some limited amendments to the Articles to make explicit the maximum permitted periods of Directors' service. **Action: IC & SLF**

b) Governance Project Critical Path and Sport England Tier 3 Governance Factcheck Assessment

IC explained that a key area of work on the Critical Path related to providing satisfactory responses to Sport England's initial Tier 3 Governance Factcheck Assessment, in order to facilitate the novation of Sport England funding from BCC Ltd to ABC Ltd. In response to questions from the Directors, IC confirmed that Sport England accepted the inevitability of some risk relating to funding a new body, such as ABC Ltd, and that he expected the requested revision to the ABC Ltd Articles and the provision of the full draft Board Handbook would meet Sport England's expectations. **Action: IC & SLF**

IC reported that Sport England was currently drafting a corrected version of the planned Novation Agreement. In reply to RM, IC confirmed that 1<sup>st</sup> April 2023 remained the planned operational start date for ABC Ltd, and that reliance was placed on the 6 month transition support period in the existing Agency Agreement with BCC Ltd for any continuing ABC requirements beyond that date.

c) ABC Ltd Board Handbook

SLF presented the Board Handbook, as revised to be suitable for use by the Directors of ABC Ltd. In response to comments from the Directors, SLF agreed to add:

- a brief explanation of Company Members' responsibilities;
- a link to the HM Revenue & Customs Fit & Proper Persons Declaration Form; and
- a link to the Charity Commission Trustee Eligibility Declaration Form.

The ABC Ltd Directors approved the Board Handbook, subject to these additions, and requested the updated Handbook to be included in the papers for any comments from the ABC Partnership Board at its meeting on 14<sup>th</sup> March 2023. **Action: IC & SLF**

#### 4. Operational Planning Updates

a) Consultations on TUPE Transfer of Staff from Black Country Consortium Ltd

IC reported that the TUPE Written Statement of Measures Letter had now been sent out to the staff due to transfer from BCC Ltd into ABC Ltd.

DK presented drafts of the proposed ABC Ltd:

- Offer of Employment Letter;
- Employment Contract; and
- Fixed Term Employment contract;

which were all approved by the ABC Ltd Directors.

b) Selection of Pension Provider

IC presented the Pension Provider Review that had been prepared by pension consultants, Punter Southall Aspire (PSA).

The meeting noted PSA's strong recommendation for Aviva to become ABC Ltd defined contribution pension fund provider on the basis of Aviva's brand strength, broad asset base, good credit rating, and clarity of offer. Noting that other provider options were less well known and had shorter track records, the ABC Ltd Directors approved Aviva as the preferred provider. After discussion, it was

agreed that a Summary Letter would be sent to staff outlining PSA's advice and the Aviva offer, and that Punter Southall would be requested to start the registration process with Aviva. **Action: IC & DK**

IC informed the meeting that he was following up with BCC Ltd on making the necessary arrangements for staff transferring into ABC Ltd to leave the Local Government Pension Scheme.

**Action: IC**

c) Staff Contracts, Terms & Conditions, and Staff Handbook

DK presented the revised master version of the ABC Ltd Staff Handbook, noting that the ABC Ltd Directors were still reviewing the contents of what was a necessarily extensive document. The Directors were generally comfortable that the Handbook was a sound basis and fit for purpose for ABC Ltd to meet the company's legal obligations and good practice. In response to comments about a wish progressively to match ABC Ltd's lived experience of its culture and values, including such matters as equality and diversity, DK confirmed that contracts of employment could be flexed when staff are recruited either internally or externally. It was agreed to provide a summary overview of the Staff Handbook contents to the 14 March 2023 ABC Partnership Board meeting. **Action: IC & DK.**

The ABC Ltd Directors approved appendices 3, 4, and 5 of the proposed ABC Ltd Staff Contracts. After discussion, it was agreed that a Letter containing the Written Statement of Employment Terms & conditions would be sent to staff transferring into ABC Ltd, noting that the intended 1 April 2023 implementation date was subject to the completion of various matters, particularly the novation of Sport England funding to ABC Ltd, and that the Staff Handbook would follow after completion of the contents review. **Action: AT, RM, CB, IC & DK.**

d) Appointment of ABC Ltd CEO – Offer Letter and Job Description

IC left the meeting for the duration of this item.

DK presented the proposed Offer Letter and Job Description for the position of Chief Executive Officer (CEO) of ABC Ltd. The ABC Ltd Directors agreed the proposals on the basis that the Chair would line manage the CEO position, no probation period would be required, and the salary was in line with the cost of living and new responsibilities uplift set out in the ABC Ltd 2023/24 budget. Noting the importance of retaining key executive staff skills and experience, especially in the transition into the new company, the ABC Ltd Directors agreed to appoint IC to the position of CEO and authorised AT to sign the Offer Letter. **Action: AT**

e) GDPR & Employee Stakeholder, Partner, Client, & Contractor Privacy Notices & Policies

The GDPR and Privacy Notices & Policies presented by DK were approved by the ABC Ltd Directors. IC explained that relevant systems and processes would be put into place. **Action: IC**

f) Safeguarding Policy

The Safeguarding Policy was approved by the ABC Ltd Directors, subject to a check on cross-referencing to the Whistleblowing Policy. **Action: IC**

g) Financial Procedures

IC presented the draft ABC Ltd Financial Procedures, noting that some gaps still needed to be filled, such as appropriate arrangements with the appointed accounts management and payroll

administration service providers. The ABC Ltd Directors approved the Financial Procedures drawn up thus far, noting that the Procedures would necessarily evolve.

IC reminded the meeting that the Co-Operative Bank would need to be informed of the relevant levels of authorised signatories for bank transactions. The meeting noted that the Audit, Risk, & Compliance Committee could provide an intermediate level of authorisation between relevant ABC Ltd Staff and the Board. **Action: IC**

h) Approval of Service Providers for IT, Finance and Office Accommodation

IC reported that Michael Salmon (MS) had had a very encouraging meeting with Superfast IT, whose offer provided a comprehensive support package with appropriate value for money, noting that certain features such as software licence fees would drop on a successful registration of ABC Ltd as a charity eligible for preferential rates. The ABC Ltd Directors gave “in principle” approval to the appointment of Superfast IT as the service providers for the company, and requested a formal quotation. IC explained that the IT service contract would potentially be set up by BCC Ltd and then form part of the assets transfer to ABC Ltd. **Action: MS & IC**

i) Bank Account Opening Arrangements

IC informed the meeting that the Bank Mandate with the Co-Operative Bank had been duly signed by the ABC Ltd Directors and that the company’s bank account was due to be open within a week. IC would then seek to arrange the transfer of the non-Sport England unrestricted ABC Partnership financial reserves from BCC Ltd to ABC Ltd. **Action: IC**

## 5. Incorporation & Transition Action Plans

a) Updated Action Plans & Critical Path

IC reported that he was continuing to update the Critical Path Schedule as work on the transition progressed.

With regard to relevant mitigation of timing risks, the meeting noted that BCC Ltd have an extension on the use of Dudley Court South office premises until 30 June 2023 and that it would be prudent to arrange a date for an ABC Partnership Board meeting beyond 1 April 2023 as a potential fallback. **Action: IC**

b) Any Other Business

There was no other business.

c) Date of next Board Meeting

It was noted that the next meeting is scheduled for Friday 17<sup>th</sup> March at 08.05.

### Actions Schedule

Item	What	Who
2b	Include an Actions Tracker Schedule at the end of meeting minutes in future.	SLF

3a	Arrange limited amendments to the Articles to make explicit the maximum permitted periods of Directors' service.	IC & SLF
3b	Provision of satisfactory responses to Sport England's initial Tier 3 Governance Factcheck Assessment.	IC & SLF
3c	Include updated Board Handbook in the papers for any comments from the ABC Partnership Board on 14 March 2023.	IC & SLF
4b	Send Summary Letter to staff outlining PSA's advice and the Aviva offer.	IC & DK
4b	Request Punter Southall Aspire to start the pension provision registration process with Aviva.	IC & DK
4b	Follow up with BCC Ltd to make the necessary arrangements for staff transferring into ABC Ltd to leave the Local Government Pension Scheme.	IC
4c	Provide a summary overview of the Staff Handbook contents to the 14 March 2023 ABC Partnership Board meeting.	IC & DK
4c	Send Letter containing the Written Statement of Employment Terms & Conditions to staff transferring into ABC Ltd,	AT & IC
4c	Complete the contents review of the Staff Handbook	AT, RM, CB, IC & DK.
4d	Sign the Offer Letter to appoint IC to the position of ABC Ltd CEO.	AT
4e	Put relevant GDPR & Privacy Notices systems and processes into place.	IC
4f	Check on cross-referencing of the Safeguarding Policy to the Whistleblowing Policy.	IC
4g	Inform the Co-Operative Bank of the relevant levels of authorised signatories for ABC Ltd bank transactions.	IC
4h	Request a formal quotation from Superfast IT for a service contract.	MS & IC
4i	Arrange the transfer of the non-Sport England unrestricted ABC Partnership financial reserves from BCC Ltd to ABC Ltd.	IC
5a	Arrange a date for an ABC Partnership Board meeting beyond 1 April 2023 as a potential fallback.	IC

END