

ACTIVE BLACK COUNTRY LIMITED
a company limited by guarantee and without a share capital

Preliminary Board Meeting

held by video call at 08.25 on Friday 9th December 2022

MINUTES

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) Appointment of Chair of the Company

Noting the support for his proposal from the Active Black Country Partnership Board at the Board's meeting on 18th November 2022, RM proposed, and CB seconded, a motion to appoint AT as the chair of Active Black Country Limited (ABC Ltd). The meeting was pleased to record that AT accepted the appointment.

b) Quorum & Apologies for Absence

AT noted that all the initial company directors were present and that there were no apologies.

c) Declarations of Interests

AT declared an interest as a director of Black Country Consortium Limited.

The meeting noted that a set of Declarations of Interests would need to be completed by the initial company directors. IC explained that the provision of suitable forms would be included in the work he was undertaking with SLF to populate the Sport England Governance Tracker, which is due for submission early in January 2023. **Action: IC & SLF**

2. Minutes of Incorporation Preparation Meeting dated 25th November 2022

a) Review and Approval of Minutes

The directors unanimously approved the minutes of the Incorporation Preparation Meeting.

b) Any Actions Arising not otherwise on the Agenda

In response to a question from AT, IC reported that he had prepared, with input from SLF, a Fit & Proper Persons Declaration based on the HMRC model for charities. IC agreed to circulate the Declaration to the directors for them to complete and return to him. **Action: IC + AT, CB, & RM**

3. Development of Charity Compliant Articles of Association

a) Board & Key Committees Structures recommended by Active Black Country Partnership

IC presented a proposed governance structure chart for the company, which was reviewed by the meeting.

AT proposed that, when the company moved to operationalisation, the ABC Ltd Board would be expanded from the initial 3 Independent Directors to comprise a total of 11 Independent Directors + 1 Nominated Director (the Head of Service of Black Country Integrated Care Partnership). The meeting endorsed this approach to the Board structure.

After a discussion, the meeting agreed to the following points of clarification regarding committee structures:

- the Audit Committee, the Nominations Committee, and the Investment Committee would all be decision-making committees, with relevant powers delegated by the ABC Ltd Board, and each chaired by an ABC Ltd Board director;
- the Investment Committee membership would include 3 ABC Ltd Board directors and also encompass representatives of other key community partner organisations, including an appropriate head of service-level officer from each of the 4 Local Authorities in the Black Country;
- the Healthy Placemaking Forum, the People Forum, and the Inclusion Forum would all be consultative committees, with relevant remits to provide advice to the Board and to the decision-making committees of ABC Ltd;
- all of the above committees would be within the company structure and under the oversight of the ABC Ltd Board; and
- the School Games Local Organising Committee, the Local Authority Investment Forum, and the Aquatic Legacy Group were all bodies external to the company, but on which ABC Ltd anticipated having relevant representation.

IC agreed to produce a revised version of the proposed governance chart, taking account of these factors. **Action: IC**

AT reminded the meeting of proposals that engagement with the 4 Black Country Local Authorities would also be secured by a series of twice-yearly consultative meetings, between the Chair and the CEO of ABC Ltd on one hand and the council leader and appropriate cabinet-level member of each of the Local Authorities (City of Wolverhampton Council; Dudley Metropolitan Borough Council; Sandwell Metropolitan Borough Council; and Walsall Metropolitan Borough Council) on the other. This approach was endorsed by the meeting. **Action: AT & IC**

b) Preparation of future Articles of Association based on Charity Commission CLG Model

The meeting agreed that IC and SLF would develop draft wording for relevant modifications to the Charity Commission CLG Model Articles of Association in order to meet the particular circumstances of ABC Ltd and the requirements of the Code for Sports Governance. This draft wording would then be provided to Knights Plc for review and incorporation into a full set of revised Articles of Association, that would be adopted by the members of the company to replace the initial Articles when ABC Ltd moves to operationalisation and registration as a charity. **Action: IC & SLF**

4. Operational Planning

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

The meeting considered the TUPE Measures paper prepared by IC with input from Darren Kehoe (KH) of Kraft HR Consulting Ltd, noting that this information had been shared with the current ABC Partnership Board at its meeting on 7th December 2022. The ABC Ltd directors endorsed the planned TUPE Measures, recognising that some elements might be subject to modification as a result of the ensuing consultation process with the affected staff.

IC confirmed that Sarah Middleton (SM), CEO of Black Country Consortium Ltd (BCC Ltd), had agreed to a joint approach to the management of the consultation process by DK and Nicky Horne (NH), Head of HR & Operations at BCC Ltd. This confirmation was welcomed by the meeting. **Action: IC, DK, & NH**

It was noted that the preferred future office accommodation location was a short distance from the current ABC Partnership office, and thus would not require any appreciable relocation for staff transferring into ABC Ltd.

b) Staff Conditions of Employment recommended by Active Black Country Partnership

The meeting noted that the TUPE Measures paper also included the proposed key conditions of employment for staff transferring into ABC Ltd. In response to a question from CB, IC explained that the proposed 5% pay increase for all staff from 1st April 2023 was an offer, since the National Joint Council for Local Government Services (NJC) pay scales would no longer apply in ABC Ltd as an independent CLG.

The ABC Ltd directors endorsed the planned key conditions of employment, recognising that some elements might be subject to modification as a result of the ensuing consultation process with the affected staff. IC explained that the final version of the staff employment terms and conditions would be shared with the ABC Partnership Board and then brought back to the initial ABC Ltd directors for sign-off in due course. **Action: IC & DK**

c) Executive Structure

The meeting conducted some preliminary discussions about how the ABC Ltd executive staff structure would need to have both the flexibility, and the longer-term succession planning, to adjust to the company's future circumstances and business needs.

d) Identification of potential Service Providers for financial, IT, and other administrative support

In view of the uncertainties over the future of, and over the continuing operational support from, BCC Ltd, and noting the January 2023 termination date of the current premises lease, IC outlined considerations to ensure business continuity for the ABC partnership and mitigate any risks to disruption, this would focus on IT & office accommodation. The intention would be to set up the agreement through BCC Ltd and then to novate the agreement to ABC Ltd at the appropriate point. The meeting supported this course of action. IC advised he would seek the view of BCC Ltd CEO on this proposal. **Action: IC**

The meeting noted a comment from SLF that, in the event that such an arrangement could not be set up through BCC Ltd, it might be possible to request Sport England to make a interim grant payment to ABC Ltd, so that the company would have the funding to enter into such an agency agreement itself.

e) Office Accommodation

IC explained that, following an options appraisal, a preferred office accommodation location had been identified at Neville House, Coombs Wood Business Park in Halesowen. The annual premises costs would fall within the agreed long-term budget figure and provide improved facilities. The intention is to sign a 5 year lease, with a 2 year break clause. The meeting supported the proposed approach. **Action: IC**

f) Risk Management Arrangements

The meeting noted that, as indicated on the Transition Action Plan summary progress report, IC was focusing on the mitigation of operational and financial management risks, as these are currently the most urgent to address. The 6 month agency agreement arrangement was designed to mitigate the risks associated with any potential period of home working during the transition of the staff from BCC Ltd to ABC Ltd.

5. Incorporation & Transition Action Plan

a) Updated Action Plan & Timetable

IC presented the Transition Action Plan summary progress report, which had been updated to show key actions completed, as well as the next key steps. The directors took note.

b) Dates of next Board Meetings

The next two ABC Ltd Board meetings were scheduled for Friday 16th December 2022 and Friday 6th January 2023.

SLF undertook to provide draft minutes of the Preliminary Members' Meeting and the Preliminary Board Meeting of ABC Ltd ahead of 16th December. **Action: SLF**

END