

ACTIVE BLACK COUNTRY PARTNERSHIP
Project Working Group

Incorporation Preparatory Meeting

held by video conference call at 08.05 on Friday 25th November 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. Introductory Remarks

a) Active Black Country Partnership Board decision to establish an independent legal entity

The meeting noted that the Active Black Country Partnership (ABC Partnership) is currently a self-determining, unincorporated body operating within the Black Country Consortium Ltd (BCC Ltd) as the Partnership's Host Agency.

The meeting further noted the decisions of the ABC Partnership Board on 12th October 2022 both to incorporate the ABC Partnership as an independent legal entity and also to delegate authority to the 3 members of the Project Working Group to instigate the registration of a company limited by guarantee (CLG) for that purpose.

b) Intention to register a Company Limited by Guarantee (CLG)

Amanda Tomlinson, Carol Bate, and Richard Medcalf, as the 3 members of the Project Working Group, unanimously agreed to establish and register a company limited by guarantee and without a share capital, provisionally entitled Active Black Country Ltd (ABC Ltd).

The meeting agreed that SLF would act as interim secretary to the CLG Board of Directors during the set-up period for the ABC Ltd CLG.

2. Initial CLG Membership & Board Structures

a) Identification of Members-designate for initial CLG Voting Membership

Amanda Tomlinson, Carol Bate, and Richard Medcalf unanimously agreed to become the initial voting members designate of the ABC Ltd CLG.

b) Identification of Directors-designate for initial CLG Board

Amanda Tomlinson, Carol Bate, and Richard Medcalf unanimously agreed to become the initial directors designate of the ABC Ltd CLG.

c) Identification of Chair-designate for initial CLG Board

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-designate of the ABC Ltd CLG. The meeting was pleased to record that AT accepted the appointment.

d) Arrangements for completion of Fit & Proper Persons Declarations

The directors designate recognised that good governance practice expects that company directors need to be fit and proper persons to carry out their fiduciary responsibilities.

SLF explained that HM Revenue & Customs provides a template Fit & Proper Persons Declaration that is widely used. The meeting requested IC to consider this possibility and any standard Fit & Proper Persons Declaration that may already be in use within BCC Ltd, and to provide the appropriate forms for the 3 directors-designate to complete. **Action: IC**

3. CLG Set-Up & Registration with Companies House

a) Potential management of CLG set-up & registration process by the Directors-designate

The meeting agreed that IC would provide administrative support to the directors designate to assist them with the ABC Ltd CLG set-up and registration with Companies House.

b) Potential management of CLG set-up & registration process by external service provider

The meeting noted that additional professional support would be needed with regard to the completion of the registration process with Companies House.

c) Potential identification of suitable external service provider

IC informed the meeting that he had approached the law firm, Knights Plc, who had indicated their willingness to provide the relevant support. The meeting agreed to authorise IC to instruct Knights Plc to provide such relevant support, noting that the procurement procedures for the law firm's appointment would need to operate through the Host Agency, BCC Ltd, until such time as the CLG was registered and commenced initial operations. **Action: IC**

4. CLG Constitutional Documentation Preparation

a) Formulation of CLG company objects

The meeting acknowledged the need to draw up a set of initial company objects for the ABC Ltd CLG. After reviewing a Briefing Paper provided by Wharton Consulting, the meeting requested IC to provide a draft of suitable company objects in time for the next meeting of the directors designate. **Action: IC**

b) Potential adoption of a set of standard CLG Articles of Association provided by a law firm

IC and SLF reported that, given the need for timely implementation, they had provisionally discussed with Knights Plc an approach whereby the 3 directors designate would adopt a set of standard not-for-profit CLG Articles of Association for the initial set-up period of the ABC Ltd CLG, and would later adopt a set of CLG Articles of Association, modelled on the template provided by the Charity Commission for England and Wales and suitably adapted to meet the requirements of the 2021 Code for Sports Governance and the specific circumstances of ABC Ltd, to replace the initial Articles. Knights Plc had signalled that they were happy to facilitate such an approach.

c) Identification of suitable law firm to support the preparation of CLG Articles

In view of the existing working relationship with Knights Plc, and noting the approach described above, the meeting agreed to authorise IC to instruct Knights Plc to draw-up such a set of standard not-for-profit CLG Articles of Association. **Action: IC**

5. Incorporation Work Plan & Timetable

a) Proposed Incorporation Work Plan & Timetable

The meeting noted, and agreed, the target date for the ABC Ltd CLG to be fully operational by 31st March 2023, acknowledging that the completion of financial and other asset transfers from BCC Ltd might necessarily run on until 30th September 2023.

IC explained that he had drafted an initial overall ABC Partnership Transition Action Plan that includes the Incorporation Work Stream for the ABC Ltd CLG. The directors-designate emphasised the importance of appropriate communications with current Active Black Country Partnership staff in anticipation of the transfer of their employment to the ABC Ltd CLG.

IC undertook to coordinate further with SLF and with Darren Kehoe (DK) of Kraft HR Consultants Ltd and to bring an updated version of the Transition Action Plan to the next meeting. **Action: IC**

b) Identification of suitable consultants to support the Incorporation Work Plan & Timetable

In view of the existing working relationship with the self-employed consultants of Wharton Consulting and with Kraft HR Consulting Ltd, the meeting agreed to appoint these consultants to assist with the incorporation and operationalisation of the ABC Ltd CLG. The meeting agreed to authorise IC to contract the respective consultants to provide such relevant support, noting that the procurement procedures for their appointment would need to operate through the Host Agency, BCC Ltd, until such time as the CLG was registered and commenced initial operations. **Action: IC**

c) Risk management of Incorporation Work Plan & Timetable

The meeting noted that, in the event that a move by the ABC Partnership into the independent CLG did not take place for any reason, the ABC Ltd CLG could be:

- dissolved fairly quickly and at minimal cost; or
- put into “dormant company” status and maintained at minimum cost and effort, pending potential future use by the ABC Partnership.

IC reported that he was developing a more comprehensive Risk Register for the set-up period of the ABC Ltd CLG, that he would provide to future meetings. **Action: IC**

d) Date of planned initial CLG Board Meeting

The meeting agreed to schedule the initial meeting of the Board of Directors of the ABC Ltd CLG for 08.05 on Friday 9th December 2022, dependent on the availability of the initial Articles of Association being available for adoption on that date. **Action: All**

SLF agreed to provide draft minutes of this Incorporation Preparatory Meeting ahead of that date. **Action: SLF**

6. Future Governance Structure

a) Relationship with the 4 Black Country Local Authorities and Board composition

The meeting noted the importance, for the future success of the ABC Ltd CLG, of establishing close and cordial working relationships with the 4 Black Country Local Authorities:

- City of Wolverhampton Council;
- Dudley Metropolitan Borough Council;
- Sandwell Metropolitan Borough Council; and
- Walsall Metropolitan Borough Council

as early as possible in the initial set-up period of the ABC Ltd CLG.

The meeting recalled previous discussions by the Project Working Group regarding possible ways of appropriately involving appointees, from amongst the councillors and/or senior staff officers of the 4 Local Authorities, on the Board and/or relevant Committees of the ABC Ltd CLG. With regard to such appointees, SLF reminded the directors designate of the alternative options for direct nomination by the Local Authorities or for pro-active, openly advertised recruitment by the ABC Ltd CLG Board. The directors designate agreed to review these possibilities further and to outline a potential approach at their next meeting. **Action: AT, CG, & RM**

The meeting noted that 8 of the current independent Board Members of the ABC Partnership had completed a Skills, Knowledge, & Experience Questionnaire drafted by Wharton Consulting. In order to assist the directors designate with recruiting further independent appointees for the future ABC Ltd CLG Board, and with identifying any gaps in the overall skills, knowledge, and experience of the future Board, SLF agreed to provide a paper setting out a Summary of Questionnaire Responses with relevant commentary. **Action: SLF**

END