



Active Humber Company Board Meeting

Date: 8th December 2017
Location: Unit 2, Health Annex, Diadem Grove, Hull, HU9 4AL
Time: 9.30am – 11.30am
Lead Officer: David Gent
Email: dgent@activehumber.co.uk

Present Trustee's/Directors

Richard Smith (RS)	Chair Trustee/Director
Stephen Pintus (SP)	Trustee/Director – Independent
Larissa Friese-Greene (LFG)	Trustee/Director – Independent
Nicholas Tupper (NT)	Trustee/Director – Independent
Chris Adams (CA)	Trustee/Director – Independent

Apologies

Wendy Campbell (WC)	Sport England
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Supporting Officers

David Gent (DG)	C.E.O Active Humber
Gary Sainty (GS)	Deputy C.E.O Active Humber

Minutes

Kerry Conner (KC)	Active Humber
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Approved 09.03.2018

1.	<p>Welcome, Introductions and Apologies</p> <p>The Chair welcomed everyone to the meeting.</p> <p>Apologies were received from Wendy Campbell, Sport England.</p>
2.	<p>Company Board Minutes held on 13th October</p> <p>Accuracy:</p> <p>The minutes from the meeting held on the 13th October 2017 were proposed as a true and accurate record of the meeting held.</p> <p>Matters Arising:</p> <p>All matters arising are covered within today's Agenda.</p>
3.	<p>Declarations on Interest</p> <p>DG presented to the Board for approval the following items:</p> <ul style="list-style-type: none"> • Conflicts of Interest Policy • Conflicts of Interest Form (AH) • Conflicts of Interest Form – Charities Commission <p>The Conflicts of Interest Policy and subsequent forms were unanimously agreed.</p> <p>Action: All Trustees to complete both of the; Conflicts of Interest Forms and return to Kerry Conner kconner@activehumber.co.uk by Friday 22nd December 2017.</p>
4.	<p>Finance Update</p> <p>Finance Paper</p> <p>KC as the Finance and Office Manager (FAO Manager) presented to the Board an overview finance paper alongside the Management Accounts for information.</p> <p>The following papers were included within the Management Accounts for consideration:</p> <ul style="list-style-type: none"> • Executive Summary • Cash Summary • Profit and Loss Overview • Profit and Loss Detailed Departments • Balance Sheet • Aged Receivables • Aged Payables • Cash Flow Statement • Budget Variance Report • Sport England Funding received to date



No apprehensions were reported. The Board noted the financial position of the organisation as of the 30th November 2017 and noted formal approval for the future Primary Role Funding from Sport England was due on the 13th December 2017.

The following recommendations were formally approved by the Board:

- That the Board accepted both the finance overview and the Management Accounts dated 30th November 2017.
- The Board ratified the decision to leave the previously agreed budget for 2017 – 2018 as remains, with a full revision for the new financial year to be brought to the March meeting.
- The Board agreed for FAO Manager and 360 Accountants to begin the work on the accounting adjustment in the New Year.
- The Board agreed that the FAO Manager explore further banking options.

Athena Aspire

GS presented an update paper for information which was received by the Board.

Investment and Reserves Policy

DG presented a copy of the Reserves and Investment Policy for Approval. This policy will be further developed in accordance with the yearend and budget planning and brought to the March 2018 meeting.

The Board formally approved the Investment and Reserves Policy.

Sport England Funding and Business Plan

DG/GS gave a presentation for this agenda item. A copy of the presentation is attached with these minutes.

The Primary Role submission was submitted on the 13th October 2017. Formal confirmation is anticipated from Sport England on the 13th December 2017 regarding the funding, at this point there are no known concerns relating to this.

Approved 09.03.2018

5.

Governance

A.

Code of Sports Governance

DG updated the board on the progress being made for Active Humber to be fully compliant with the 'A Code for Sports Governance'.

The following 19 recommendations were agreed to comply with the outstanding assessment criteria:

Assessment Criteria 1.19

Recommendation 1

That the Articles of Association be amended to state at the end of 3.3. that 'At least 25% of the board shall be independent non-executive directors.'

Recommendation 2

That the following definition be inserted into article 16.2;

Independent Non-Executive Director

A person is independent if they are free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent.

Examples of a close connection include:

- (a) They are or have within the last four years been actively involved in the organisation's affairs. E.g. as a representative of a specific interest group within the organisation e.g. a working group.
- (b) They are or have within the last four years been an employee of the organisation; or
- (c) They have close family ties with any of organisation's directors or senior employees.

Assessment Criteria 1.20

Recommendation 3

Insert at article 5.2 the term 'Senior Independent Director' between the words Vice Chair and Treasurer.

Recommendation 4

That the following definition be inserted into article 16.2

Senior Independent Director

Means an independent director who is appointed as such by the Board, and whose responsibilities include;

- (a) Providing a sounding board for the chair;
- (b) Serving as an intermediary for the other directors as necessary;
- (c) Acting as an alternative contact for stakeholders to share any concerns if the normal channels of the Chair or the organisation's management fail to resolve the matter or in cases where such contact is inappropriate; and



(d) Leading on the process to appraise the Chair's performance.

Assessment Criteria 2.1, 2.2 & 2.3

Recommendation 5

Approve the following text as Board policy and publish the policy on the Active Humber website.

The Active Humber Board recruits and engages with people with appropriate diversity, independence, skills, experience and knowledge to take effective decisions that further the organisation's goals. The Active Humber Board will identify proportionate and appropriate actions to take to support and /or maintain its diversity targets which are;

- (a) Take all appropriate actions to encourage, a minimum of 30% of each gender on its board; and
- (b) Demonstrate a strong and public commitment to progressing towards achieving gender parity and greater diversity generally on its board including, but not limited to, Black, Asian, minority ethnic (BAME) diversity, and disability.

We do not pursue diversity for the sake of it or to achieve a 'tick-box' result; we do it because diversity brings new thinking and challenge to old ideas. Not only do we want our board and staff to reflect the population they serve we want them to ensure we consider and cater for all aspects of Humber society when we make decisions about where we use our resources. We welcome and encourage applications from all members of society without prejudice to age, sexual orientation, disability, gender, religion or race. We will ensure any board vacancies receive the widest possible coverage to guarantee that opportunities are seen and available to all.

Recommendation 6

The Board approves the updated Active Humber Equality and Diversity policy

Recommendation 7

The Board approves the Board Diversity policy

Recommendation 8

The Board approves the Active Humber Equality action plan 2017 -2019

Assessment Criteria 2.7

Recommendation 9

The Board approves the Active Humber Board and Staff succession plan

Approved 09.03.2018

Assessment Criteria 2.10

Recommendation 10

The following text be added into the board policy – ‘The Active Humber Board – Role, Functions, and Composition’ at a new 4.4.3.

Each Board member is required to sign the Charity Commission – ‘Trustee declaration’ as evidence to the organisation they are of good character and a fit and proper person to be a trustee of the organisation.

Assessment Criteria 2.13

Recommendation 11

The Board approves the Active Humber Remuneration Policy

Assessment Criteria 4.4 & 4.5

Recommendation 12

The following text be inserted into the board policy – ‘The Active Humber Board – Role, Functions and Composition’ before 1.1. in the existing document.

This policy is a mandatory policy for all Trustees to ensure that Trustees at all times, act with integrity, in a forthright and ethical manner and in accordance with the Active Humber conflicts of interest policies and procedures.

Recommendation 13

The following text be inserted in the board policy – ‘The Active Humber Board – Role, Functions and composition.’

6. Review

This policy will be reviewed at least every four years to ensure compliance with current laws.

Recommendation 14

The Board approves the Active Humber Policy and Procedures Register

The Board delegates to its Finance and Audit Committee to ensure that each policy and procedure on the register is reviewed at least every four years to ensure compliance with current legislation and industry best practise and to inform the Board as necessary of any changes that the Board are recommended to make.

Assessment Criteria 5.7 & 5.8

Recommendation 15

The Board approves the Active Humber Risk Management Strategy

Recommendation 16

The Board approves the Active Humber Risk Register

Recommendation 17

The Board approves the Active Humber Internal Control Systems policy and procedures

**Recommendation 18**

The Board delegates to its Finance and Audit Committee the review, monitoring and development of the Risk Register and Internal Control Systems policy and procedures at each of its meetings. The Committee will inform the Board as necessary of any changes that the Board are recommended to make. The Board irrespective of this will at least annually undertake a full review of the Risk Register and the Internal Control Systems policy and procedures.

Recommendation 19

The Board to note the contents of the letter to Active Humber from Sport England and Active Humber officers to progress the actions as required and report back to the Board in due course.

The Board unanimously agreed all of the above recommendations.

B. C.E.O Report

DG presented a C.E.O paper to the Board.

From the paper, the following recommendations were made:

1. The company and charity name be changed from Humber Sports Partnership Ltd to Active Humber.
2. That Gosschalks be appointed as the legal services provider for Active Humber. Chris Adams abstained from this discussion and decision.
3. It is noted by the Board that Chris Adams is an employee of Gosschalks.
4. The Ethical Sponsorship Policy be approved
5. A Governance and Standards Committee (GSC) be established as a sub-committee of the Board as per the terms of reference
6. The Board appoints two trustees to the GSC of which one will act as the Board Equality Champion.
7. Officers are currently establishing a business contingency plan and agreement is sought from the Board that as soon as the plan is completed it is shared with the Board for its approval.
8. The draft adverse weather and travel policy be approved
9. The Board to approve the values as developed by the staff as the values of Active Humber.
10. To note the ongoing work with Partners
11. Agree to the minutes of the Board being published on the website once approved as a correct and true record at the subsequent Board meeting.

Approved 09.03.2018

	<p>The Board unanimously agreed all the above recommendations with the addition to point 2; Chris Adams abstained from the discussion and decision.</p> <p>The Board noted the success and congratulations of the East Riding Pilot.</p> <p>The Board noted with thanks the significant contribution of Tom Coburn for all of his efforts to support Active Humber over the years and wished him all the success in his ventures new.</p> <p>C. General Data Protection Regulations.</p> <p>GS presented a paper to the Board on the upcoming changes to the General Data Protection (GDPR)</p> <p>The Board formally received this paper and requested a further update to be brought to the March 2018 meeting.</p> <p>The Board agreed that this area of work to be overseen by the Finance & Audit Committee.</p> <p>D. Health and Safety Policy and Procedures</p> <p>DG presented to the Board for approval the new Health and Safety Policy to ensure that Active Humber is fully compliant with Health & Safety regulations. DG also asked for the Board to note that this Policy has been compiled in consultation with the new Health and Safety Committee.</p> <p>The following recommendations were unanimously agreed:</p> <ol style="list-style-type: none"> 1. The Board approved the Active Humber Health and Safety Policy, December 2017 2. The Board to note the various actions being taken by the staff team to ensure the Company is fully compliant with the various Health & Safety regulations
6.	<p>Board Matters</p> <p>Board Recruitment</p> <p>RS as Chair reported that the advert for Trustees for the Active Humber Board has concluded, with a closing date of the 6th December 2017. 3 strong applications were received.</p> <p>A recommendation was made and agreed that Richard Smith, Stephen Pintus and David Gent or Gary Sainty would interview all 3 candidates.</p> <p>Board Skills Matrix</p> <p>A full Board Skills Matrix has now been undertaken and the results were circulated at the meeting. From the Skills Matrix, a Board Skills Improvement Plan has been developed.</p>



	<p>The Board formally accepted the following:</p> <ul style="list-style-type: none">• Board Skills Audit• Board Skills Improvement Plan
7.	<p>Strategy Update</p> <p>A presentation was made to the Board. The Board reviewed the progress made to create a Humber wide Strategy.</p> <p>The following recommendations were unanimously agreed: The production of the following documents based on the principles contained within the paper discussed at the meeting:</p> <ul style="list-style-type: none">• <i>The Active Humber Business Plan – April 2018 to March 2021</i> by March 2018• <i>Produce a Humber Physical Activity and Sport Needs Assessment</i> by June 2018• <i>Progress with a Humber Physical Activity and Sport Framework 2018 – 2021</i> by September 2018 <p>Additional to this, it was noted that the re-launch of Active Humber would be arranged for March 2018. Date to be circulated in the New Year.</p>
	<p>Date and Time of next Meeting</p> <p>9th March 2018</p> <p>2018 Dates Friday 9th March 2018 Friday 8th June 2018 Friday 21st September 2018 Friday 7th December 2018</p> <p>All meetings will be 9.30am – 12noon Venue to be confirmed</p>

Approved 09.03.2018