



**Minutes of the Active Humber  
Company Board Meeting  
25th September 2020**

**Present Trustees/Directors**

Richard Smith (RS)	Chair/Trustee
Chris Adams (CA)	Trustee
Steve Curtis (SC)	Trustee
Claire Pickthall (CP)	Trustee
Richard Skewis (RSk)	Trustee
Jane Stafford (JS)	Trustee
Stephen Pintus (SP)	Trustee

**Apologies**

Natalie Murphy (NM)	Trustee
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**Supporting Officers**

David Gent (DG)	CEO
Gary Sainty (GS)	Deputy CEO
Kerry Conner (KC)	Finance and Business Manager (MINUTES)
Sean Maloney (SM)	360 Accountants Agenda items 1 - 5 only

**1 Welcome and Apologies**

The Chair welcomed everyone to the meeting.

DG informed the Board that unfortunately, Dr Nicholas Tupper had tendered his resignation. The Chair formerly thanked Dr Tupper for all of his dedicated support to Active Humber and wished him all the best for the future.

**2 Declarations of Interest (D.O.I.)**

No additional D.O.I. were disclosed at the meeting.



### **3 Company board minutes of the meeting held on the 25th June 2020**

The minutes from the meeting held on the 25th June 2020 were agreed as a true and accurate record.

### **4 Matters arising and Action Log**

DG reported and gave feedback on the action log to the Board. All actions outlined have either been completed, have supporting narrative to with an update or are on today's agenda for discussion.

### **5 Finance and Audit Matters Q1 (April - June 2020)**

DG & KC presented to the Board the Finance and Audit Matters paper

#### **5.1 Annual Accounts and Audit Report**

Sean Maloney (SM), 360 Accountants, presented to the Board a copy of the Annual Accounts and Audit report 2019 / 2020.

The annual accounts 2019/2020 presented were a true reflection of the year and aligned finely to the proposed budget, ending the year in a positive position and increasing the overall Company reserves. The annual accounts were on trend with previous years.

The audit report represented a clean report with very few minor recommendations. The accounts were subject to a stress test to ensure the going concern criteria was met. The Accounts showed strong financial management with robust systems in place and overall a very clean audit and testament to the systems in place.

#### **5.2 Appointment of Auditors**

A recommendation was made to the Board to go to tender and select new Auditors for our annual audit 2020/21.

#### **5.3 Annual Governance Statement**

As part of the Tier 3, Code of Sports Governance the annual statement for 2019 - 2020 was presented to the Board for approval and agreed.

#### **5.4 Q1 Management Report**

KC gave an overview of the Finance and Audit Report for Q1.



The FAC held a full meeting on the 8th September in which they reviewed, discussed in detail and agreed the content of the report including the Q1 management accounts and the budget variance. The Chair of the FAC reported at the meeting he was content with the information presented.

Agreement was made at the FAC for any revisions to the budget October to March 2021 would be circulated to the FAC before the November meeting for discussion.

### **5.5 New Funding Opportunities**

The Board were updated on the funding received from a. Children in Need, b. Homeless Funding - London Charitable Marathon Trust, c. Tackling Inequalities Funding

### **5.6 Risk Register**

JS made a suggestion to ensure that within the Risk Register, Fraud and Prevention was included. **ACTION: KC/DG to update and circulate the risk register.**

### **5.7 Fraud**

GS presented the fraud report to the Board and assured the Board of the actions completed and the new processes in place. GS thanked the Board and the FAC for their support on this matter.

### **5.8 Financial Policies**

**ACTION: Revised policies to be brought to the December 2020 meeting for approval.**

### **5.9 Income Generation**

DG reported to the Board that although the income generation is ongoing, the stretched target is looking implausible to be reached at the end of the financial year, this is mainly due to the COVID 19 pandemic. The FAC supported this and assured the Board that although the stretched target may not be reached, the budget would be met.

### **Resolutions:**



The Board noted the contents of the report and agreed the following recommendations:

1. Approved the 2019/2020 Annual report and accounts
2. Approved the annual Governance statement
3. Approved that a new auditor is appointed for this financial year.
4. Approved the Q1 management accounts and budget variance
5. Noted the current funding overview
6. Formally approve the Children in Need funding
7. Noted the new funding applications and grants that are pending
8. Noted the current cash position
9. Noted the risk register, with a recommendation to add in a section around Fraud and Prevention
10. Noted that the financial policies as part of our ongoing governance and audit need to be reviewed by the Board by the end of December 2020. The FAC to present the updated policies to the December 2020 Board meeting
11. Note the actions taken by the officers to respond to the online fraud and the further actions being taken to prevent future fraud
12. Note the actions being taken to generate further income for the organisation

## 6 Board Matters

DG presented to the Board the Board Matters paper.

### Resolution:

The Board noted the contents of the report and agreed the following recommendations:

1. Noted the progress made on the appraisal of the Chair and Board members.
2. Approved the changes to the articles re attendance at the board to;
  - a. *3.7(5) the Trustee must give a reason for their non-attendance prior to the commencement of the meeting. If three meetings are missed in a row even if apologies were given and accepted by the Board, the Board can remove the trustee from the Board if it so wishes. The reason for non-attendance must be for a significant and valid reason in the view of the Board.*

- b. 3.7(6) *In a trustee seeking reelection for a second term of office they must have attended 70% or more of the main Board meetings for them to be able to seek reelection.*

*ACTION: DG to ensure changes are implemented and amended with Companies House and the Charities Commission.*

3. Approved the changes to the length of trustee appointment from two terms of 3 years to **two terms of 4 years** with immediate effect. All Trustees to have their existing appointment extended by 1 year from the date of their original appointment.

*ACTION: DG to ensure changes are implemented and amended with Companies House and the Charities Commission.*

4. The current Chair and Senior Independent Director to continue in their current posts until the September 2021 AGM.

5. The GSC to recruit two new Board members by the December 2020 Board meeting.

*ACTION: Begin the recruitment process*

6. Noted timescales and processes for the external Board evaluation.

7. Noted the work being undertaken to attract people from the BAME community to the Board and the wider work involving priority groups in the decisions of the Board.

*ACTION: Further proposals to be brought to the December 2020 Board meeting.*

8. Agreed to implement the paper on ‘Making the most of technology’.

*ACTION: GS to implement.*

9. Approved the revised approach to be taken on our annual reporting to partners as to the impact of what we do.



## 7 Governance and Standards

DG presented to the Board the Governance and Standards report.

### Resolution:

The Board noted the contents of the report and agreed the following recommendations:

1. Noted the minutes of the GSC September 2020 meeting.
2. Noted the actions undertaken by the CEO and staff team to manage the workload through the current Covid-19 pandemic
3. Approved the recommendations on guidance to staff on the office working arrangements until the 31st March 2020 and to be reviewed at the December 2020 board meeting. **ACTION: DG to circulate the guidance to staff**
4. For the CEO to present to the next Board meeting a proposal on what should be the ongoing office arrangements from the 1st April 2021. **ACTION: DG to bring a proposal to the December meeting and to include a full 360 review of the organisation and ensuring mental health of the staff is a key focus.**
5. Noted the current and future work being undertaken on equality and inclusion matters and to bring a full review of the Active Humber equality and inclusion offer to the next board meeting. **ACTION: DG to bring update to the December board meeting.**

## 8 Sport England

GS presented to the Board the Sport England paper.

### Resolution:

The Board noted the contents of the report and agreed the following recommendations:

1. The Board formerly accepted the award letter for 2020 to 2022 has been received from Sport England.
2. Noted the work being undertaken with Active Withernsea.
3. Accept the TIF funding allocation and associated conditions and update of groups funded.
4. Agreed the approach being taken around the CYP Offer from September 2020



5. Noted the ongoing work on facilities being undertaken by Active Humber and Sport England across the Humber.
6. Noted the updates on the revised Sport England framework.
7. Noted the ongoing involvement of Active Humber in the new Better Health Campaign.
8. Noted the ongoing work being undertaken with the APNT.

## 9 Strategic Matters

DG presented to the Board the Strategic Matters report.

### Resolutions:

The Board noted the contents of the report and agreed the following recommendations:

1. Noted the research from Sport England on the impact of Covid-19 on the physical activity and sport sector and the challenges ahead.
2. Agreed that the focus over the next 12 months of the Active Humber business plan should be channelling the most resource where it's most needed - focus on the people who need the most help to live active lives.
3. Agreed the 'returning to play' document as the best means to positioning Active Humber in the region's Covid-19 recovery plan.
4. Remain with the current vision, mission and business plan as the best means of delivering the Primary Role on behalf of Sport England.
5. Ensure there is considerable progress made in each of the 6 areas as agreed at the April 2020 board meeting.
6. Continue in our commitment to be an 'exemplar' in all that we do, as the best means of displaying our value to the Humber and improving our relative 'league position' in the Active Partnerships Network.
7. The CEO to present to the December 2020 board meeting a proposal on defining what are the 'areas of expertise that we are known for' by Sport England, the Active Partnerships Network and the wider national physical activity and sport sector. **ACTION: CEO to present on areas of expertise to the December 2020 board meeting.**



## **10 Business Plan**

DG presented to the Board the Business Plan paper.

### **Resolution:**

The Board noted the contents of the report and agreed the following recommendations:

1. Noted how officers are developing the business plan to adapt to the ongoing coronavirus pandemic.
2. Noted the review of the outcomes achieved in Quarter Two.
3. Noted the actions and tasks to be undertaken in Quarter Three.
4. Agreed the addition of a new objective about Active Environments.
5. Agreed the proposed revisions to the Communications and Marketing strategy.
6. Noted the possible three areas of development needing further financial resources **ACTION: A full report will be given of how best to address these issues as part of the draft 2021/22 budget to the December Board meeting.**
7. Noted the approach being taken to show the impact of Active Humber.

## **11 CEO Report**

DG presented to the Board the CEO report. The Board congratulated DG and the team on the ongoing work, especially through this challenging time. The Board noted the contents of the report and agreed the following recommendations:

1. To note the contents of the CEO report.
2. Agreed that the CEO will keep them informed of the progress being made in all of the areas of the business and for a further CEO report to be made at the December 2020 Board Meeting.

## **12 Any Other Business**

There was no other business

## **13 Date of future meetings**

11th December 2020





**14 Board Review (without staff in attendance)**

The Board reviewed the meeting

**15 Close of meeting**

The meeting closed at 11.30am

