**Minutes of the Active Humber**

**Company Board Meeting**

Date: 9th March 2018

Location: Unit 2, Health Annex, Diadem Grove, Hull, HU9 4AL

Time: 10.00 am – 12.00noon

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| **Present Trustee’s/Directors** | | |
| Richard Smith (RS)  Chris Adams (CA)  Nicholas Tupper (NT)  Steven Edmund (SE)  Jane Stafford (JS)  Natalie Murphy (NM)  **Apologies**  Larissa Friese-Greene (LFG)  Stephen Pintus (SP)  Claire Pickthall (CP)  Wendy Campbell (WC)  **Supporting Officers**  David Gent (DG)  Gary Sainty (GS)  Kerry Conner (KC) | Chair/ Trustee  Trustee  Trustee  Trustee  Trustee  Trustee  Trustee  Trustee  Trustee  Observer - Sport England    C.E.O  Deputy C.E.O  Office Manager (Minutes) | |

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| 1. | **Welcome, Introductions and Apologies**  The Chair welcomed everyone to the meeting.  Apologies were received and noted as above. |
| 2. | **Appointment of Trustees**  Following the recent recruitment process, the following four appointments have now been made:   * Jane Stafford * Natalie Murphy * Steven Edmund * Claire Pickthall   All appointments are for an initial 3-year term; 1st March 2018 – 28th February 2021. It was noted that, Jane, Natalie and Steven had completed the Board induction.  RESOLUTION: These appointments were unanimously agreed; these appointments now complete the Board recruitment process.  ACTION: KC to ensure that all appointments are registered at Companies House and the Charities Commission. |
| 3. | **Declarations on Interest (D.O.I)**  No additional D.O.I were disclosed.  RESOLUTION: All forms have now been completed and returned, all interests have now been added to the Register of Interest form and under recommendation 11 of the Moore Stephens report will be published on the Active Humber website.  ACTION: KC to file the Register of Interest form on the Active Humber website. |
| 4. | **Company Board Minutes held on 8th December 2017**  Accuracy:  The minutes from the meeting held on the 8th December 2017 were proposed by CA and seconded by NT as a true and accurate record of the meeting held.  Matters Arising:  All matters arising are covered within today’s agenda. |
| 5. | **Matters Arising**  All matters arising were covered within the agenda, but the Board are asked to formally note the following resolutions:  RESOLUTIONS:   * The Board noted the recent resolution for the amendment of the Articles of Association, the amended articles have been lodged with both Companies House, Charities Commission and are live on the Active Humber website. * The Board received the action log that will be used for each meeting going forward. |
| 6. | **Sport England**  DG updated the meeting on Sport England matters.  Item 2.2; a discussion was held around the performance measures and how this was completed. DG reported that this is something that is still under development by Sport England, therefore guidance is anticipated. Updates on this matter will be brought to the Board once available from Sport England.  RESOLUTIONS:   * The paper was received by the Board for information. * The recommendations and proposed actions to be taken against the Moore Stephens Audit report were formally accepted. (Appendix 1). |
| 7. | **Active Humber Vision, Purpose, Strategy & Business Plan**    DG provided for decision a paper on Active Humber’s; Vision, Purpose, Strategy and Business Plan.   1. Transition Plan   Item 2.1; Progress to achieve the transition plan – October 2017 to March 2018  The Board at its October 2017 meeting agreed a transition action plan of what needed to be achieved to meet the conditions of Sport England and prepare for the introduction of the ‘Primary Role’. The only areas not achieved are;   * Performance management framework * Stakeholder engagement strategy   These areas have not yet been achieved due the awaited performance management guidance from Sport England.  ACTION: An update will be brought to the June Board Meeting on this matter.   1. Mission   The Board considered the revised vision and mission, as well as the roles to be undertaken by Active Humber. A discussion was held around the word ‘organise’. Should this be ‘organise’ or ‘organised’ or is this implicit and drives through all three; influence, support & deliver.    ACTION: DG to reflect and feedback the decision made.   1. Insight and Understanding   GS gave a brief presentation on the recent insight and understanding work completed by Press Red.  All other items within the report were received.  RESOLUTION:  The Board approved the following recommendations;   * Received the October 2017 to March 2018 transition plan progress and an update to be brought to the June meeting. * Approved the changes in approach in the production of the business plan, joint needs assessment and outcomes framework. * Approved the 2018/2021 Active Humber Vision and Purpose statement with the consideration of the wording around ‘organised’ or ‘organise’ * Approved the Active Humber 2018/19 Objectives. * Noted the initial findings of the Press Red insight. * Agreed the need for a joint needs assessment for each of the 4 Local Authority areas. * Noted the Outcome Framework whilst needed is not a priority for Sport England at this time. * Noted the arrangements for the 16th March event. |
| 8. | **Finance Update**  A finance paper was prepared by DG, KC and the GS for decision.   1. Finance and Audit Committee (FAC)   The minutes of the FAC meeting held on 1st February 2018 were circulated for information. The board were asked to receive the minutes.   1. Chair of the FAC   This matter was dealt with under agenda item 10 of the meeting.   1. Management Accounts   KC presented to the Board an overview finance paper alongside the Management Accounts for information. The following papers were included within the Management Accounts for consideration:   * Executive Summary * Cash Summary * Profit and Loss Overview * Profit and Loss Detailed Departments * Balance Sheet * Aged Receivables * Aged Payables * Budget Variance Report   Within the Management accounts, two amends are to be noted, relating to the Moore Stephens report:  Recommendation 13 – Expense expenditure is now posted to the relevant cost codes, travel and subsidence, and not staff costs within the Profit & Loss statement to provide appropriate visibility of costs.  Recommendation 14 - Bank reconciliations have begun to be printed in January and then monthly and reviewed by the CEO/Deputy CEO evidenced by signature and dating. These reconciliations will be retained. We are also exploring with Xero whether a function is available to provide an electronic audit trail of review.  No apprehensions were reported. The Board noted the financial position of the organisation as of the 28th February 2018.  The board were asked to receive the Management Accounts, YTD 28.02.2018.   1. Budget 2018 – 2019   KC presented the proposed budget for period 1st April 2018 – 31st March 2019 to the board for decision. A discussion was held around the methodology used to create the proposed balanced budget which includes the 7% reduction in funding for this period.  The proposed budget has previously been explored in detail by the FAC at the meeting held on the 1st February and has had input from the core team.  The Board were asked to approve the proposed budget 2018 – 2019.   1. Assets Register   Recommendation 15 of the Moore Stephens report was for AH to define a capitalisation threshold, above which assets should be capitalised. In addition, a fixed asset register should be maintained which clearly identifies each asset, its location/asset owner, and its cost.  KC reported that at the recent FAC meeting consideration was given around the assets that Active Humber owns and if any of them should be capitalised.  The decision was made that none should be capitalised at this time. Once the new FAC chair and additional board member is appointed there will be a re-evaluation on this matter and a full asset register will be developed. It is anticipated it will be discussed again at the September 2018 board meeting.  ACTION: Production of an asset register by the FAC.   1. GDPR   Kerry Conner and Richard Hall have previously attended training regarding the imminent changes.  A policy is in place for data protection and we have held discussions with both our IT and mobile phone provider to discuss the implications and what we need to implement. Requisite updates to this policy will be implemented as required.  ACTION: Understand as a core team how we gather data in the future and for what purpose.   1. Risk Register   Recommendation 17 of the Moore Stephens report was to refine the risk register to reflect the top 10 or 12 risks and consider the inclusion of a 'residual' risk rating to be assigned after mitigations have been considered; and, a 'previous' and 'current' rating risk so that the direction of travel can be monitored. This action is now complete.  The Board were asked to receive the amended risk register.  RESOLUTIONS:   * The Board noted the Finance and Audit Committee minutes; * The appointment of a Chair and other trustee to the FAC, deferred under agenda item 10. * The Board approved the management accounts. * The Board approved the 2018/19 budget. * The Board received the action for the FAC on the production of an assets register. * The Board noted the actions being taken to be compliant with GDPR. * The Board approved the revised risk register. |
| 9. | **Governance and Standards**  DG presented for decision a paper on Governance and Standard matters.  Within the paper the following documents were presented for approval:   * Privacy Policy * Data and Retention Policy * Terms of Reference; Nominations Committee * Safeguarding Adults Policy   The Board were asked to receive the Governance Standard Committee minutes from the 1st February 2018.  RESOLUTIONS:   * The Board received the GSC minutes of the 1st February 2018. * The Board approved the Privacy Policy. (Any requisite updates to this policy will be implemented as required in line the GDPR regulations). * The Board approved the Data and Retention Policy. (Any requisite updates to this policy will be implemented as required in line the GDPR regulations). * The Board approved the Terms of Reference for the Board Nominations Committee. * The Board approved the ‘Safeguarding Adults policy’. * The Board received the contents of this report. |
| 10. | **Board Matters**  DG presented a Board Matters paper for decision. Within the paper the following items were sought Board approval:   * The Board were asked to note results of the Board Skills audit. * The Board were asked to approve the Board skills improvement plan. * The Board were asked to note the action to develop a Board evaluation process to be considered for action and implementation from the June 2018 Board meeting onwards. * Make the necessary appointments to the Board sub-committees.   RESOLUTIONS:   * The Board received the results of the Board Skills audit. * The Board approved the Board skills improvement plan. * The Board received the action to develop a Board evaluation process to be considered for action and implementation from the June 2018 Board meeting onwards. * The Board made a unanimous decision to appoint the following:   + Steven Edmund: Chair of the Finance and Audit Sub Group   + Jane Stafford: additional member of the Governance and Standard Sub Group   + Jane Stafford: Board Equality Champion   + Chris Adams: Board Safeguarding Champion   + A recommendation was made for Claire Pickthall to be the additional Board member of the Finance and Audit Sub Group. |
| 11. | **CEO Update**  A presentation was made to the Board. The Board were asked to note the following:   * Adam Wrightham was appointed as the new Sports Development Officer on Monday 5th March 2018. * Meetings with each of the Local Authorities have now been undertaken and all have been very positive. * DG has re-established the relationships with the Bondholder Group. * Office move, after much deliberation a decision has been made to remain at Unit 2 Bilton Grange. * Attempted break in before the Christmas break, thankfully this was only a attempted event. * Health and Safety: no issues to report. * HR Policies; there are currently under review and will be brought to the June Board meeting. * Venue for future Board meeting(s) will hopefully be held at the IT@Specrum Offices at Bridgehead, Hessle.   ACTION: DG/KC: Policies to be brought for approval to the June Board Meeting. |
|  | **Date and Time of next Meeting**  Friday 8th June 2018, 9.30am – 12 noon.  2018 Dates  Friday 21st September 2018 (AGM) 10 am – 1.00pm  Friday 7th December 2018  All meetings will be 9.30am – 12 noon  Venues to be confirmed by KC. |