

**Active partnerships National Board meeting
(meeting type: regular)**

21 July 2022

Birmingham and online via Teams

Board members (executive)

Adam Walker (Chair), Amanda Pearce Higgins, Ali Shipway, Mike Sandys, Dick Fedorcio

Board members (advisory)

none

In attendance:

Andy Taylor (APNT CEO), Observer: Nicki Couzens (Relationships Partner)

Minute taker: Heidi James (Business & Admin Support Officer)

Apologies:

Board members (executive): Ian Hacon

Advisors/invited: Ed Sandham (Sports England), Adrian Leather, Sue Storey and Eammon O'Rourke

1 Welcome and introductions

Heidi and Andy were welcomed to their first board meeting.

2 Conflicts of interest

None identified.

3 Minutes of the last meeting

Minutes of the meetings of 3 May 22 and 21 June 22 were approved in corrected form. There were no factual inaccuracies (corrections were title as minutes not notes and name corrections only).

Matters arising:

Recorded formal thanks to Nigel for his incredible work over the last year.

Confirmed Adrian Leather, Sue Storey and Eammon O'Rourke staying on as advisors.

Ali suggested it was valuable to have the Relationship Partners to participate in the Board meetings depending on issues on the agenda – benefits: to narrow the gap between board and National Team, diversity of voice and for individual personal development. Andy noted that he has asked Graeme Sinnott to prepare and give operational report.

Review of actions from 3 May meeting:

Actions	By	Action Update
1. Sue and Adam arrange meeting with representative of Active Partners Trust	SS/ AW	<ul style="list-style-type: none"> • C/F • Andy is setting up a meeting
2. National team to return to the Board with further thoughts and improvement actions on Active Partnership transformation issues	NT	<ul style="list-style-type: none"> • C/F • Monthly meeting with Graham Macpherson and Ed Sandham around AP business development support. • Amanda suggested there is a role for NT to facilitate lending people between APs in situations of resource pressure.
3. To gain further information for the HR committee to make the final decision on level of pensions		<ul style="list-style-type: none"> • Took advice and guidance (6% agreed for new starters)
4. Produce a further discussion paper to be sent to the Board before going out to the network for comment on board review. We would look to start recruitment in early June 2022. Plan recruitment of new board members and Chair	NH / AW	<ul style="list-style-type: none"> • Recruitment delayed due to ITT response • On agenda today
5. Work programme The team to make the changes and the Board were asked to give any further comments by 13th May	NT	<ul style="list-style-type: none"> • Work in progress • No comments received. • In board papers
6. Organise 12 months meetings - schedule of meetings proportion on line and some in person.	AW/ NC	<ul style="list-style-type: none"> • C/F • Andy and Adam to work on

Review of actions from 21 June meeting:

Actions	By	Action Update
1. If successful in Opening Schools Funding (OSF) involve Finance Sub to look at proposals	Nigel, Ian, Amanda	<ul style="list-style-type: none"> • Waiting for OSF decision
2. Take Eammon, Sue and Adrian off companies' house	Nicki + Josie added	<ul style="list-style-type: none"> • Completed in terms of removal from Companies House and Charities Commission. • Board and staff presence needs to be updated on website • Also check distribution lists updated. • Ian comes off Sept – action for Josie as part of picking up internal governance with Charities Commission and Companies House
3. Start governance review	Andy, Ali, Adam	Started

Review of resolutions arising from 21 June meeting:

Resolutions	By	Action Update
1. Live Longer Better funding approved by the Finance and Risk Committee		<ul style="list-style-type: none"> • COMPLETED by Finance and risk committee
2. Adam be the board link on the Opening Schools Funding (OSF) groups		<ul style="list-style-type: none"> • Really good process - showed ability of network to work collaboratively with other system partners and ability of network to add in a commercial way

4&5 CEO Update and Operational Update

Report shared via Board Pack ahead of meeting covering CEO update and operational update together.

Andy presented a brief slide set (attached) covering CEO update and operational update. Key points summary included here with a focus on those areas which inspired board comment (show in italic)

4 CEO Update

4.1 Staff update

Team (organogram in slides)

- Helen Pring starts f/t 8 Aug as Relationship Partner. Likely to pick up Children & Young People
- Josie has started one day / week. This will become 25hrs from last week of August
- Heidi 15 hrs from 25 July
- Positioning Annie as fully part of National Team;
- Martin Preston consultancy has now ended

5 Operational update

5.1 Connect, Enable and Support the AP network

Priorities

3 priorities

1 Internal – ways of working supporting two other areas – connect, enable and support (2) the network and (3) wider partnerships

Discussion arising

New team members to be communicated to network and website updated - including bios – skills, interests.

Action (Nicki) to liaise with Staff and trustees to add bios.

Ali suggested reflecting on recruitment process as an example of best in class.

Need to make sure that the board sees emails sent to the network

Internal ways of working

- Heidi has started an audit of policies and processes – Andy suggested policies and procedures be a regular item with the board. Many policies in need of review and update. Idea being that one / two be brought to board each meeting.
- Also referred to review of budgeting and inducting new staff
- Including providing clarity around roles and priorities which also needs to be communicated to the network.
- Network understanding connecting role. Wider extended workforce needs more clarity.

Discussion arising

Mike asked whether there are any risks around policies being out of date. Andy's gave view that the most important ones are ok and updates are needed but largely not critical. Amanda confirmed finance system has been reviewed every year since her involvement. HR systems to be explored.

Adam commented on the degree of positivity in the network "it is a fundamentally different network than it was a year ago" – witnessed in the CEO calls. Andy confirmed that the feedback he received echoed this.

Connect, enable and support the AP network

- Andy confirmed that he had been able to have/setup all the conversations needed across the network – building relationships across the network.
- Doing full review of working groups and National Team role
- Working closely with Sport England to review 1:1 support for specific APs
- Ongoing work with extended workforce team
- High attendance for National Team meeting with AP Chairs

Connect, enable and support the wider partnerships

Connecting with National Sectors Partners (NSPG) and Department for Culture, Media and Sport (DCMS)

5.2 **Ongoing work programme**

Andy has shared ongoing work programme in Board pack for April-Sept.

Next report to Sport England due September; awaiting a reporting template. Andy has organised a meeting between Jose and Sport England so we understand finance reporting needs.

Inductions – inducting staff who are remote is difficult. Heidi has been a guinea-pig. On priority list.

Discussion arising

Action proposed (Andy): check we have had all our money from Sport England

Adam proposed a change of emphasis from Sept need to return from working group mode to board focus. To include reinstatement of corporate governance – Amanda need to have a focus on this in the next few months. Andy – need to get foundations in place for this

Action proposed (Amanda) – need to agree policy updates via email and reserve board time for strategy work.

Adam proposed 4-6 board meetings/ year possibly with a mix in of strategy planning days. Need to move away from monthly quick working group style meetings.

5.3 Opening schools

No news on bid outcome. We understand that this is still progressing but don't have any further details regarding competitors or feedback. If it requires ministerial sign off then we won't here now hear until Sept. Govt published a white paper earlier in July on opening schools but this programme was not referenced.

Positives arising from delay:

- removes the requirement to sign up year 1 schools within summer holiday period.
- helps us with financial reporting.
- gives us time to get prepared – eg Andy getting up to speed, recruitment preparation, allows time for Josie to come in and understand and manage governance and finance process so we can give confidence around ability to manage this scale of programme.

5.4 Multi Sport Facilities

Football received £500m from govt to get facilities all over the country. A new multi sport policy was introduced to say that any facility now has to be 40% multi-sport. Other requirements include sustainability. (Looking at phasing out rubber crumb (micro-plastics). Other solutions being explored. Facilities investment must take account of environmental issues).

Big agenda item for Sport England to get this right

Opportunity to add capacity into National Governing Bodies (NGBs) plus APs. A competitive process for 0.2 – 0.4 officer. Graeme has done a good job to influence the rephrasing of letter on this. Andy believes NT can drive this and CEOs happy to be led on what is best. Andy invited thoughts on what approach would be best.

Board discussion

Ali suggested that people could be identified within APs linking in with NT rather than adding further resources into NT.

Adam suggested it is important to have a strong link through to the NT; learn lesson from extended workforce which doesn't work as well as people look at the extended workforce as the 'haves and have nots'.

Andy would like to look at who has capacity within APs. Need to be aligned with football foundation.

Ali suggested it is a good opportunity to create template approach for ways of working where people are contributing to national objectives – options

- *secondment to NT*
- *owned by the NT but sit within network*
- *focus within AP role*

Adam thanked Andy for comprehensive report and congratulated Andy on actions and thought process brought so quickly to role

6 **Governance update**

- a) Recruitment plan
- b) Policy and procedures

Governance Review document shared via Board Pack ahead of meeting containing 8 recommendations and a recruitment timetable. This was prepared by Nigel, Andy and Adam. Adam invited initial general observations ahead of walking through each recommendation:

Board discussion

Recruitment of Chair - timescale proposed is tight and unachievable. Resolution offered: Adam offered to remain supporting.

Amanda raised the issue that payment of the Chair would set a precedent and could cause issues with AP Chairs

Amanda – Would like another accountant on board when Ian goes – need diverse skills and to support debate at finance committee

Board composition as defined by Articles of Association:

- Adam reflected that co-opted member gives flexibility
- **Recommendation 1 AGREED: to maintain the current board composition as identified in the articles**
- Mike checked to see if soundings had been taken with the APs re board composition. Adam confirmed that the board composition had been talked through and no feedback received to suggest the need for change.

Retaining board members if they are no longer AP Chair/staff

Recommendation 2 – to re designate the current related board member (losing status in 2023) to the co-opted position

Dick reminded the board that at the previous board meeting the decision was made for him to move into an independent role. The case:

- Dick is mid term and happy to remain but wishes to do so as an independent member.
- Would not want to take the co-opted member role – this is a 2 year term only, also reduces ability to co-opt someone in the next period.
- Has a great deal of experience in the sought skill area of public relations.
- Dick offered to resign rather than take up the spot of co-opted member.

Adam confirmed that he very much wants Dick to stay on the board. Question is can we move Dick from related board member to independent member.

Adam reflected on governance within volleyball board – this precludes you being independent if you have been employed by the federation in last 12 months. Plus you cant be related/living with a member of the organisation.

Recommendation 2 (REVISED) – to re-designate the current related board member (losing status in 2023) to independent. Term to be continuation of existing term. Not to be specified for a single person but to establish principle going forward.

Action: Andy will write to Sport England stating this is what we are doing; do you have any concerns. No need to revise Articles.

Degree to which we need to check with Sport England debated. Ali pointed out that we have to meet governance code set by SE. Therefore we need 'permission' from SE.

Andy sought to clarify that if a related member leaves their AP role then it shouldn't be an automatic transfer. Adam proposed that the decision rests with the board.

Ali pointed to the fact that we have to meet Governance Code as that is integral to our funding.

Important that we check and communicate this quickly

Dick clarified that he continues as board member until SE advised otherwise

Balance of CEO vs staff level for related positions

Recommendation 3 (AGREED) – to deliver a balance of 3 AP CEO's and 3 AP local board members

6 board positions are allocated as related; 2 current holders; Amanda and Mike
Recommending 3 of 4 remaining related positions come from the body of staff and 1 is a trustee of a board

le balance sought 3 from body of staff and 3 from trustee of a board

This is not defined within Articles so there is some ability to flex.

We have been asked do CEO positions have to be CEOs? The board agreed:

- have to be able to operate at board level
- not a skills based role but needs to be CEO level so can fully represent AP; value is in awareness which would tend to mean they need to be CEO level.
- Resolution: Adam captured the views of the board in this recommendation: CEO / exceptional candidate nominated by CEO who has board experience.

Same question was discussed re senior person coming from trustee boards. Consensus is preference for Chair but doesn't have to be; needs to be a board member. Andy likes idea of having finance expertise on board from related membership.

Addressing skills gap

Recommendation 4 (AGREED) – to use the appointment of independent and related directors to address any skill/network gaps and to ensure appropriate diversity within the board

Adam proposed that this recommendation include need to address equality and diversity and that we be quite overt in our approach. **Action:** Need to work with Ali to ensure this.

Skills gaps raised in discussion:

- Finance – don't need a chartered accountant but need someone who is strongly financially literate and has had a finance role
- Public relations – Mike covers health; Dick has a great deal of expertise
- Policy working group – Andy would like a board member to sit on this
- NSPG group – need someone who can open doors in parliament

Action: Andy and Adam to come up with board matrix – current with list of missing skills. Inviting board to comment on priorities. Matrix needs to capture grades of expertise. Note Ali has skills matrix models we could use.

Chair

Recommendation 5 (AGREED) – to seek a Chair who possesses the qualities [listed in the review paper]

Adam and Andy have discussed skill set required by Chair. Explored gravitas vs fame priority. Recommendation is to recruit someone who has gravitas. If they are famous that is beneficial but secondary.

Amanda – proposed that Chair should be recruited first so they can pick the team. Adam invited Ali to help flesh out the person profile.

Remuneration vs non-remunerated Chair

Recommendation 6 (AGREED) – to identify appropriate remuneration to facilitate the appointment of an executive chair

Active debate and a great deal of alignment around idea of a paid non-exec chair to reflect commitment of approx. 2 days/month. Possibility of it causing a negative precedent with the Chairs in the APs but on balance felt to be appropriate. Key points:

- Dick reflected that Chair has a great deal of accountability therefore should be remunerated on basis of no of days expected, calculated on basis of day rate. Not issued up front but assessed periodically based on time taken. Role: confidante of CEO, PR.
- Ali advised we can have a non-exec chair who is paid to reflect time
- Adam believes he has contributed around a day a week. This would vary but need someone who can give sufficient time so possibly 2 days/month would work.
- Amanda – 90% of chairs of APs are unpaid so possibly a dangerous precedent. Mitigation suggested by Adam is that the role is different as it's chair of a federated organisation at scale.
- Adam view – non exec. Sport England have invested up to £20k to recruit this person. Seen as a pivotal role therefore recommends some degree of remuneration due to the scale of the role – chairing a network.
- Andy agreed it should be non exec to avoid risk of undermining CEO. Need someone who is comfortable to attend, network, represent. Andy doesn't want to feel guilty about asking them to do things whilst keeping them outside of the operational piece. Suggest payment reflects 2 days /month. Churn of chairs costs money so if it helps give continuity. Interesting to understand if remuneration improves retention.
- Amanda supportive of non exec and payment.

- Diversity point raised by Amanda. Not paying will likely bias towards white, male, retired.

Agreed: will work with Ali to look at how we approach recruitment to reflect skill set. Non exec and remunerated. Will engage a recruiter (funded by Sport England)

Recommendation 7 – subject to acceptance to appoint the SID (senior independent director) from within the remaining board members

Ali volunteered (nomination supported by Amanda) **AGREED.**

Briefly explored role of SID: another route for staff concerns. This fits well for Ali as she has already been doing this for staff.

Dick raised question of whether there is any conflict of interest between HR role and SID role. Adam reflected on a number of precedents in this regard. Agreed that sign off needed through finance governance committee if Ali is offered remuneration in the future.

Recommendation 8 (AGREED) – the AP membership and Sport England are asked to nominate a number of individuals (TBC) to support the board recruitment process

Recruitment timescale

Agreed order:

1. Related
2. Chair
3. Independent

Benefits allows good chair candidates to be appointed as independent. Plus allows Chair freedom to influence team selection.

Action: Ali, Adam, Andy to come back to the board with a revised timetable
Mike observed can overlap related and chair but can't overlap related and independent

Ali advised that there is important work to plan recruitment process and select recruitment partner.

Action: Heidi to pick up admin to support recruitment process

Equality and diversity debate

Adam reflected that biggest challenge will be diversity. How overt should we be and are we prepared to extend the recruitment process to permit this.

Amanda made challenge - need clarity on this.

What does desired state look like as regards age/sexual identity/ethnicity/disability/gender?

Need to show leadership on this.

Identified challenge that only 3 CEOs non white so issue is system wide

Ali advised that this issue will effect choice of recruitment partner.

Action: Ali will look at staff survey to understand if we have diversity data of network

Action: Adam and Andy will look at this and propose something back to board.

7 Finance and risk

Amanda reported what has been agreed. A lot to be done but plan is to reach steady state by year end of calendar year.

- Transactional requirement will continue to be supported via Gemma Armitage, Yorkshire Sport Foundation
- Josie priorities:
 1. Year end accounts
 2. Accounting software and banking including authorities
 3. When increases hours will take on transactional piece from Gemma
 4. Then budgets focusing on how we spend our money – priorities
 5. Sport England governance piece will be kept separate until Josie has reached steady state
 6. Target: steady state by year end.
- Need to align finance meetings so that they are 2 weeks ahead of board
- If we secure schools it will change the scale significantly
- **Action.** Need to write preamble to financial statement for Annual Reports. Need to consider what story we tell.

Andy added:

- Budget is incredibly tight will need to re-forecast before end of 2022 once we have an understanding of costs
- The banking system is currently being reviewed
- Agreed to pay Gemma from YST until end August
- Need to ensure we aren't reliant on a single person sign off

8 Any other business

Amanda – need clarity around meetings – face to face vs virtual and scheduled in.

Action: Adam and Andy to create schedule

Adam reflected that it is hard to chair hybrid face to face and virtual meeting approach.

CEO forum 19 Sept – could this combine with next meeting face to face?

Adam offered his office if anyone is visiting Commonwealth Games

For next meeting:

- Adam reflected that in National Governing Body (NGB) world – AP is never on agenda. Major area of development that needs focus. Missed opportunity. Put on agenda for next meeting? Do we need an away day – do we push out to do this with new team?
- Amanda proposed that we review the risk register

9 Date of next meeting

Board meeting on Tuesday 20 Sept in London

Drinks on evening of Monday 19th (links with CEO forum)
Could use this opportunity to do formal thanks to Nigel Dick has given apologies

Early morning interim recruitment meeting(s) may be required before this.

The meeting concluded at 11:44am with **thanks to all.**

Summary of actions from meeting of 21 July 2022

Actions	By	Action Update
1. Official thanks to Nigel	AW	
2. Introduce new team members to AP and update website. Also liaise with staff and trustees to add bios.	NC	
3. Check whether we have received all agreed funding from Sport England	AT	We have received £200k so far. AT checking the schedule for rest of calendar
4. Agree policy updates via email and reserve board time for strategy work.	AT, HJ	AT, NC and HJ meeting 25 Aug to prioritise and plan policy updates
5. Write to Sport England stating we are re-designating the current related board member (losing status in 2023) to independent; checking for any concerns. URGENT.	AT	Done. SE confirmed they are happy with the proposal
6. Work with Ali to ensure equality and diversity is addressed overtly in board recruitment	AS	
7. Board matrix to understand skills of current board. Invite board to comment on priorities. <i>Matrix needs to capture grades of expertise. Note Ali has skills matrix ideas we could use.</i>	AT, AW, AS	Completed by all existing members (Aug 22).

Actions	By	Action Update
8. Flesh out profile for Chair and advise on recruitment process	AS	Complete.
9. Revised recruitment timetable to be developed and sent to the board	AT, AW, AS	
10. Recruitment process. <ul style="list-style-type: none"> • Planning recruitment process and selection of recruitment partner. • Heidi to pick up admin to support recruitment process 	AS, HJ	Letter to Chairs and CEOs opening recruitment process for integrated members sent 10.08.22. Deadline for submissions 30 Sept. Chair advert released widely (including the Guardian, ACEVO, NCVO, Women on Boards, UKSport, Charity Jobs, Getting on Board, Reach Volunteering, Sport Equals, Sport and Rec Alliance, Sports for Development Coalition plus personal contacts) Deadline 30 Sept.
11. Equality and diversity: <ul style="list-style-type: none"> • Ali will look at staff survey to understand if we have diversity data of network • Adam and Andy will look at this and propose something back to board. 	AS, AW, AT	
12. Need to write preamble to financial statement for Annual Reports. Need to consider what story we tell.	Revised from error in original minutes: AT to liaise with NH and AW to develop narrative	

Summary of resolutions from meeting of 21 July 2022

Resolutions	status	Action Update
1: to maintain the current board composition as identified in the articles	Agreed	
2a: to re-designate the current related board member (losing status in 2023) to independent. Term to be continuation of existing term.	agreed subject to Sport England	

2b: In the meantime Dick carries on as an independent board member	Agreed	
3: to deliver a balance of 3 AP CEO's and 3 AP local board members	Agreed	
4: to use the appointment of independent and related directors to address any skill/network gaps and to ensure appropriate diversity within the board	Agreed	
5: to seek a Chair who possesses the qualities [listed in the review paper]	Agreed	
6: to identify appropriate remuneration to facilitate the appointment of an executive chair	Agreed	
7: Ali appointed as SID (senior independent director). Agreed that sign off needed through finance governance committee if Ali is offered remuneration in the future.	Agreed	
8: The AP membership and Sport England are asked to nominate a number of individuals (TBC) to support the board recruitment process	Agreed	
9. Recruitment order: <ol style="list-style-type: none"> 1. Related 2. Chair 3. Independents 	Agreed	