

# ACTIVE LANCASHIRE LIMITED (“the Company”)

## MINUTES OF A MEETING OF THE BOARD OF DIRECTORS / TRUSTEES

Held at Lancashire Football Association, Leyland, and via MS Teams video conference on the 1<sup>st</sup> February 2023 from 2.00-4.25pm

### **Present:**

Brian Cookson	Director / Trustee (Chair)	BC
David Clarke	Director / Trustee	DC
Ken Masser	Director / Trustee	KM
Lynne Horner	Director / Trustee	LH
CC Michael Green	Director / Trustee	MG
Robin Richardson	Director / Trustee	RR
Zuleikha Chikh	Director / Trustee ( <i>via MS Teams</i> )	ZC

### **In attendance:**

Adrian Leather	Chief Executive, Active Lancashire	AL
Carol Ross	Director of Operations, Active Lancashire	CR
Claire Lovick	Executive Assistant, Active Lancashire ( <i>minute taking</i> )	CL
Darren Wright	Operations Manager - Communities, Active Lancashire ( <i>items 1 - 11 only</i> )	DW
Sarah Walker	Director of Business, Active Lancashire	SW
Stuart Oliver	Director of Finance, Active Lancashire	SO
Sue Seymour	Data Protection Officer, Active Lancashire ( <i>item 9 only</i> )	SS

### **Apologies:**

Amanda Parker	Director / Trustee	AP
CC Peter Buckley	Director / Trustee	PB
CC Rob Bailey	Director / Trustee	RB
Roger Davies	Director / Trustee	RD
Sherry Kothari	Director / Trustee	SK
Justine Blomeley	Strategic Lead - Place, Sport England	JB

### **ACTION**

1. **Board Chair Welcome, Quorum and Outline of Session**
  - 1.1 The Chair welcomed everyone and confirmed a quorum was present.
  - 1.2 SW has recently joined Active Lancashire as Director of Business. The Chair introduced SW to the Board and wished her success in her new role.
  - 1.3 The Chair confirmed RR will be leaving the Active Lancashire Board in March 2023. The last meeting RR is attending as an Active Lancashire Board member will be the Human Resources, Remuneration and Nominations Committee meeting on the 14<sup>th</sup> March 2023, which RR is chairing. The Chair and AL thanked RR for his valuable contribution to Active Lancashire over the last three years.
  - 1.4 AL confirmed a Board member advertisement has been shared on the Active Lancashire website and LinkedIn to find a replacement for RR’s Board role. The recruitment process is currently taking place.
  - 1.5 BC confirmed KM leaves his CEO role at Rossendale Leisure Trust on the 28<sup>th</sup> February 2023, but this is not anticipated to affect his position on the Active Lancashire Board.
2. **Apologies**
  - 2.1 The Chair noted apologies (listed above) and acknowledged there is a high number of apologies today, due to the train strikes.

### 3. Declarations of Interest

- 3.1 KM informed the Board that Rossendale Leisure Trust are a contractor and partner on the Business Health Matters (BHM) project and this was noted.
- 3.2 There were no other conflicts of interest declared in respect of items discussed at this meeting.

### 4. Minutes of the Previous Meeting

- 4.1 It was proposed that the minutes of the Board meeting held on the 22<sup>nd</sup> November 2022 were a complete and accurate record. The Board approved.

*It was resolved that the minutes of the meeting held on the 22<sup>nd</sup> November 2022 be approved as an accurate record of the meeting.*

### 5 Action List

- 5.1 22/11/22 - 5.2: AL confirmed the Board MS Teams Channel has been set up to allow for Board papers to be shared in one place and for Board members to have secure conversations and video calls with each other and the Executive Leadership Team (ELT). Some Board members confirmed they have not received the link for this and DW highlighted there can sometimes be issues with access rights with external email addresses. CL will follow this up with Rachel Abbotts / Mike Campbell and then share a link with all Board members. CL/5.1
- 5.2 22/11/22 - 10.4: Filip Krawczyk has now left Active Lancashire. The MarComms Team are following up this enquiry and there will be an update at the April meeting. KM highlighted that Sport England used images from the Active Images Photo Bank for their recent Uniting the Movement presentation.
- 5.3 22/11/22 - 12.2: AL confirmed we have not received any nominations from Board members for the position of Vice-Chair. The Chair confirmed he will have individual conversations with Board members to take this forward. BC/5.3
- 5.4 13/09/22 - 13.4: We are recruiting for a new Board member with education experience (replacing RR's Board member role). Grass roots sport will be included in the Board Induction Pack and future succession planning. AL/CL/5.4
- 5.5 13/09/22 - 13.6: Age profiles will be added to future Board member Equal Opportunities Surveys.
- 5.6 13/09/22 - 14.11: CL confirmed there is one Board member Declaration of Interest form outstanding. CL will follow this up and once received will complete the Declarations of Interest Register and submit this to Companies House.

### 6. Matters Arising

- 6.1 There were no matters arising outside of those on the action list.

### 7. CEO Report - Questions from Board

- 7.1 AL presented and the paper was taken as read. This report covers the last quarter: November 2022 to January 2023. The following points were discussed.
- 7.2 AL highlighted there have been lots of discussions taking place around funding post ESIF, largely around the UK Shared Prosperity Fund (UKSPF) and Levelling Up Funding (LUF). Business Health Matters (BHM) figures are starting to look more optimistic. Work is taking place on Lancashire 2050 and a follow up workshop is planned which will link primarily with working age Health and Wellbeing. Active Lancashire's Partner Engagement remains strong and positive.
- 7.3 DC enquired how many local authorities are looking to work with Active Lancashire post ESIF. AL confirmed 8 of the 14 local authorities have confirmed they will be continuing their work with us. Some local authorities have utilised our model as a delivery partner. Blackburn with Darwen Borough Council have learnt from our expertise and have adopted our More Positive Together (MPT) and BHM models which they will be delivering themselves going forward, using their own funding. This is a

success story in that the work will be continuing, but it will no longer be delivered by Active Lancashire. LH highlighted that other local authorities could see this working and take a similar approach. KM queried if some partners see themselves as sub-contractors rather than partners.

7.4 AL highlighted there are some issues with access to our Brand. We are in discussions with partners about them potentially buying into our Brand for marketing and access to the database.

7.5 AL confirmed we are in a position where partners are currently delivering the product and if they are not going to be part of the network we may need to take formal action so they cannot use the brand. UCLan have trained their health check staff but have confirmed if they are not going to be part of the BHM network going forward they will not be reaccruited by UCLan School of Medicine, so in effect they would not be licensed. Our specification is unique in the country.

7.6 The Chair asked if we need to strengthen our Intellectual Properties (IP) when working with partners, to ensure our IP rights are protected and understood when we first work together on projects. DC suggested we need something which shows what our product is and that it is exclusively ours, so we can protect it. We are looking at partner providers outside of Lancashire for our BHM model, as two Active Partnerships and GLL are showing interest in becoming involved and it is important our IP is protected before we take this forward. The Chair asked AL to obtain external expert advice on the best way forward. Active Lancashire will work on strengthening its IP by the April Board meeting, and AL requested assistance from a couple of Board members. We are not seeking to destabilise any partnerships, but to strengthen relationships for the future. KM confirmed he is happy to support.

AL/7.6

7.7 KM highlighted Active Lancashire has very strong data governance due to the work they have been undertaking with the NHS and others, and suggested there could be a potential opportunity for Active Lancashire to sell consultancy services around GDPR, Data Protection and Cyber Security to other partners, particularly in the leisure sector. KM/AL will have a discussion on GDPR.

KM/AL/7.7

7.8 AL confirmed Active Lancashire is a leader in terms of its ability to collect and store data to the high standards required by the NHS and in being able to export it to GP Patient Backup. We received capability to collect ICE Creates data which links with EMIS yesterday and that is a NHS assured protocol. Active Lancashire is unique in the country as the only non-NHS organisation able to do this and it will be incorporated into our Business Development Plan for the future. The ISO27001 accreditation work is currently taking place and the Audit will be on the 20<sup>th</sup> February 2023.

## 8. Integrated Performance Report (IPR) - Questions from Board

8.1 CR apologised to Board members for the length of this IPR, which has grown with the enthusiasm of team members keen to highlight to Board members the great work taking place. This report will be reformatted so it is more succinct in future.

8.2 DW highlighted the hard work of the Marketing Team. Active Lancashire has become stronger with Marketing, Branding and PR. The Communities Team have seen a real shift in strengthening the Brand for MPT and MPT Steps. The Operations Team have improved their branding knowledge in the public domain. There have also been many PR articles in newspapers, Lancashire Business View, etc.

8.3 Conversations have taken place with SW and the Operations Team around strengthening the BHM link within the team for a whole sales approach when working with businesses across the Active Lancashire programme.

8.4 Year 1 of the 3 Year CYP programme (Opening School Facilities) needs to be completed by the 31<sup>st</sup> March 2023. There are 35 schools and the challenge is that £350k needs to be allocated by the end of March, as any underspend will go back to DFE.

- 8.5 19 projects have been funded for the Together Fund totalling £83.5k. Including extension funding, there is £142k remaining to be allocated across the voluntary sector network, sports clubs, etc.
- 8.6 Two Active Lancashire video learning resources are being edited ready for issue at the end of February. These will provide further support to community groups across the county in the voluntary network.
- 8.7 MPT and MPT Steps: these two projects are delivering employability support and both projects are on track. It can take 6-9 months for people to secure jobs after being skills trained for MPT Steps. The performance of some partners is being monitored.
- 8.8 Active Cycles are doing well. Bikes have been collected and restored and commercial opportunities are now being explored. Adult bikes are sold for £50 and children's bikes for £25. There is also a bike exchange option for £10. Active Cycles is not in competition with any local bike shops and those conversations have taken place for assurance. DW encouraged Board members to visit the Active Cycles shop in Accrington and confirmed Tuesday is the best day to visit. £5k of income has been generated since October 2022. DW and SW are working on a business plan and DW has had conversations with BC on potential Lancashire opportunities. DC asked how secure the lease at Active Seconds is. DW confirmed we have an open lease, but we do not know what will happen long term with the Accrington Arndale Centre. Risks are being factored into the business plan, and if required bikes could be moved to the Pendle YES Hub. Jane Moodie is also looking at a potential second Hub in West Lancashire which could give extra space to store bikes in the future. It was noted we would have to look at capacity if we extended the Active Cycles scheme further.
- 8.9 CSI are having some difficulty on the United Together project due to staff sickness but this is being looked at to see how we can support that network.
- 8.10 The Director General of DWP visited the Pendle YES Hub last week and was very positive about the Hub and the work taking place there. Other providers are also utilising that space to support young people. DW thanked AL for presenting during this visit and noted the hard work of the team to ensure this visit was a success.
- 8.11 AL presented on BHM. There are currently 25 businesses in the pipeline open to a proposal. Optimum Coatings have 83 employees and we anticipate they will book 41 health checks as a minimum. Colnon Construction have 60 employees and are likely to book a minimum of 30 health checks. PSM Medical have 65 practitioners over two sites with over 250 staff, and may book 50 health checks.
- 8.12 SW provided an update on Air Marketing. They have been working with 1000 leads and are still engaged with us, although we have just given them notice as we are looking for a Lancashire business who will be familiar with businesses in the local area. We have increased Junior Beckett's contracted hours by an extra day a week.
- 8.13 AL confirmed positive steps have been made in developing strategic partnerships with Leyland Trucks and BAE Systems. Both companies have advanced health and wellbeing offers but are keen to become involved with our BHM programme. Leyland Trucks have booked two closed courses for their staff on the WPHC course, and BAE Systems are keen to run a coproduction event.
- 9. Data Protection Training (required for ISO27001)**
- 9.1 SS presented on Data Protection. Since 2018 the Data Protection Act and UK GDPR have governed our use of personal data which is defined as data which can identify a living person (anonymized data does not apply). We are required to do the following:
- Register with the Information Commissioners Office (IPO).
  - Receive consent from every participant, staff member and volunteer to process and store their data, and inform each individual of what we will be doing with their data as explained in our Privacy Notice. SS requested all Board members read our Privacy Notice on the Active Lancashire website.

- Keep a Data Register (legal document) to record all the data processing we do. This records our projects data and movement, how we report on data to our commissioners, how long we keep data for, how we destroy data, any breaches of data and any access requests for data.
- Keep up to date with our cyber security to protect ourselves from cyber-crime. SS confirmed that Active Lancashire has very high security.
- Have an up to date Data Protection Policy (this recently came to Board).
- Active Lancashire is working towards Cyber Essentials and ISO27001 certification. These protect our data and are fast becoming a requirement for contracting with health and government commissioners.
- Active Lancashire have strict regulations for their electronic devices (laptops, mobiles, tablets) and security procedures (passwords or fingerprint recognition) are required to access all devices to ensure Active Lancashire's data is protected. There is also a Bring Your Own Device (BYOD) Policy for staff and volunteers who use their own devices to access Active Lancashire information. This BYOD Policy was shared with Board members at this meeting and SS requested all Board members read and sign this policy and pass their completed forms to CL.
- SS asked Board members to inform Active Lancashire if they ever lose their laptop or have it stolen so the loss can be logged on our register.

CL/9.1

9.2 ZC recently attended Cyber Security Essentials training and the trainer mentioned there is a device you can purchase to attach to the cable of your mobile/laptop before plugging it into a power socket. This helps keep data secure when using public WiFi. SS will look into this with Intersys.

SS/9.2

9.3 Once Board members are comfortable using the new Board Members Teams Channel all Board papers will be circulated on there as Teams is more secure than email.

9.4 AL thanked SS for all her hard work in this area.

## 10. Review Terms of Reference for the Audit and Finance Committee and the Human Resources, Remuneration and Nominations Committee

10.1 AL explained the Terms of References for the two Board Committees are reviewed annually. The only recommendation the Committees would like to put forward for Board members to consider is to reduce the number of Board members required to run a quorate Committee meeting from three to two members, one of which needs to be a Lancashire County Council (LCC) appointed Board member. AL has checked this with LCC solicitors and they have no objection to this proposal.

***Board members confirmed their approval for the amendment and Committee meetings will now require two rather than three Board members in attendance (one to be a LCC appointment Board member) to be quorate.***

AL/CL/10.1

10.2 AL highlighted AP and RD had previously proposed we change the name of the Audit and Finance Committee, but we have not received any further feedback on this. The Chair confirmed that in the absence of a proposed alternative name for the Audit and Finance Committee we will keep with the current name, and this can be revisited when the Terms of Reference are reviewed again in 12 months.

## 11. Review Articles of Association

11.1 AL confirmed the BDO Governance Review which took place last summer was a requirement under the UK Sport Code of Governance. During this review BDO recommended the Board Articles of Association are amended to the same format as the Committee Terms of References. Legally they would have the same standing as it would be the layout changing and not the content. AL has checked with LCC and they have confirmed they are comfortable with this amendment.

***The Board confirmed their approval for the Articles of Association to be reformatted to the same style as the Committee Terms of References.***

AL/CL/11.1



- 11.2 Currently the area of focus for our charitable objects is for Lancashire and the North West, and we are proposing this is extended UK wide in our Articles of Association (in line with our earlier conversation around engaging with GLL and other partners, particularly on BHM). This would define us as a UK charity. AL has spoken with Andy Taylor (CEO of Active Partnerships) to explain our reasons for this proposed change and Andy supports this. Board members raised some slight reservations around this proposed change and MG in particular was concerned. AL explained this is not about replicating what we do in Lancashire elsewhere, just to ensure everything is in place so we can work with partners in different areas when appropriate (for licensing not delivery). LH suggested the wording be amended in the Articles of Association to clarify that Lancashire is our primary area of focus and that we can offer support and services on a secondary basis to the rest of the UK. AL will make this amendment. AL/11.2
- 11.3 The Chair asked if Sport England have a view on this and AL confirmed they don't as we are an independent charity. The Chair asked AL to speak with JB about this to ensure she is comfortable with this amendment from a Sport England perspective. AL/11.3
- 12. Review BDO Improvement Actions**
- 12.1 SO presented. These recommendations are from last summer's BDO audit which was requested by Sport England (a five year requirement for organisations receiving regular funding). These recommended actions were shared with Board in September 2022 and updates are as follows.
- 12.2 Governance recommendations (overall score satisfactory):
- ELT remuneration to be considered by Board on an annual basis. This has been adopted and will be reviewed by the Human Resources, Remuneration and Nominations Committee annually.
  - Reflection time to be added to the end of each Board meeting. This has been adopted and the Chair will also be doing a Board Reflection Session at the April Board meeting for opportunity to reflect on Board engagement.
  - Board members to have annual appraisals. This was considered at Board in September 2022 and Board members chose not to adopt this recommendation. It was recognised that Board members do have reviews with the Chair at the end of each four year Board cycle.
  - Board Skills Matrix to be open rather than anonymous going forward. This has been adopted.
  - Skills assessment to be completed in advance of Board recruitment. This is being adopted with support from David Redmond (Research and Insight lead).
  - A Board Succession Plan to be created which will identify term end dates for each Board member. A Board Recruitment Policy is also being developed. These documents will be on the agenda for the Human Resources, Remuneration and Nominations Committee meeting on the 14<sup>th</sup> March and will be reviewed annually.
  - Board Terms of Reference being developed in line with the Committees. Committee Terms of References will be reviewed annually.
  - Declaration of Interest forms to be completed annually for ELT as well as Board. This is almost complete and will be finalised shortly.
  - Board members to have Active Lancashire email addressed was discussed at Board in September 2022 and Board members did not feel this was appropriate. It was agreed a Board Teams Channel would be set up for sharing Board papers and this has been set up.
  - A detailed Risk Management Policy to be developed which is being considered at the Audit and Finance Committee.
  - Risk Register to be expanded to include extra scoring columns. Board have considered this and agreed to revert to the single score entry with mitigation actions.

- 12.3 Finance recommendations (overall score good):
- Management of company credit cards (card holders to have sight of expenditure) and PO's for annual monthly subscriptions to be put in place and these have been adopted.
  - Update the policy in the Financial Controls Manual and this has been adopted.
13. **Business Development Plan update**
- 13.1 AL and SW presented. AL confirmed the ELT are working on feedback received from Board members at the Business Development Session on the 17<sup>th</sup> January to develop a Business Development Plan which incorporates finances for the coming financial year, together with a 5 year forecast. This plan will be discussed at the Audit and Finance Committee on the 31<sup>st</sup> March, then Board on the 19<sup>th</sup> April.
- 13.2 Turnover for the last financial year was £5.3m and for the current financial year of 22/23 is £6.7m. Anticipated turnover for the financial year 23/24 is £5.1m. The core recurring position is £2m. This financial year Active Lancashire is spending £1.86m on staff. With the anticipated cost of living increase for all local government employees we anticipate salary costs to be approximately £2m plus an increase to the pension scheme costs. Non-operational costs are currently £189k. When we exit ESIF and ISCF provision we will lose £487k. We anticipate 8 local authorities will fund us directly re UKSPF. West Lancashire Borough Council have been delivering MPT and will continue to do so, but may pay us a management fee going forward. We will receive a substantial increase in funding from Rossendale Borough Council for Rossendale Works. It is likely to be autumn by we know the position for the 24/25 UKSPF funding.
- 13.3 AL confirmed that our partnership model, which we are not planning to deviate from, is about maintaining our capacity as a charity to undertake our leadership and development role. We support our partners so they can understand the needs in their communities, engage those partners to come together and enable them to co-design and co-deliver effective solutions. We are seeking to build skills and capability in our delivery work which is part of our empowerment approach. KM highlighted a conflict between this approach and that discussed earlier around the challenge with our IP position to protect our product.
- 13.4 SW will be focusing on the following projects over the coming 12 months: BHM and creating a commercial strategy for each area so we can look to see if they are commercially viable and measure against KPI's, Cycle Recycle, Active Seconds and a potential second hub in a different area, Active Lancashire Awards, Ole Skool Sports Day and School Games.
- 13.5 We currently have 4504 BHM health checks in proposal stage. Projected at 50% conversion this would create £135k revenue. We are working with UCLan on product development and are putting together bronze, silver and gold packages for health checks as feedback received shows businesses would like options which can be flexed to their requirements. AL and SW attended the Lancashire Business View Health and Wellbeing Conference on the 26<sup>th</sup> January and received lots of positive feedback on BHM. Following conversations in previous Board meetings where it was explained there would be a lot of effort going into our BHM offering to see if it is commercially viable, LH asked if we have now reached a stage where that decision can be made. AL confirmed we have a viable model we can take forward with partners and hospitals, then engage with the SME network over time.
14. **Organisational Restructure**
- 14.1 AL thanked RR for his support and guidance as Chair of the Human Resources, Remuneration and Nominations Committee for his guidance on this subject.
- 14.2 CR highlighted there is a lot of work taking place to deliver on projects and a number of staff have left Active Lancashire in recent months. Other staff, mainly those

connected with the ESIF project who have contracts in place until the end of December, are becoming increasingly concerned about the security of their roles.

- 14.3 CR confirmed discussions have taken place with the Human Resources, Remuneration and Nominations Committee and it has been clarified that contract staff who have two years plus service with Active Lancashire have the same rights as those that are permanent. Active Lancashire is therefore proposing that contract staff who will have worked two years of service by October 2023 (approximately 14 staff members) be made permanent, and are asking Board members if they are happy to approve this.

***Board members confirmed they approve the recommendation for all contract staff employed for more than two years to be given permanent contracts so they have the same status as permanent staff.*** AL/CR/14.3

- 14.4 CR retires at the end of June 2023 and we are currently advertising for two Interim Operations Directors to take on CR's role, along with some operational duties. Interviews for these positions will take place on the 28<sup>th</sup> February and RD and AP will be involved in these interviews.

14.5 *Retracted.*

14.6 *Retracted.*

14.7 *Retracted.*

## **15. Board Membership**

- 15.1 Board members agreed that Committee membership will be discussed at a future meeting once RR's replacement is in post. AL highlighted we will then be looking for a new Chair for the Human Resources, Remuneration and Nominations Committee.

## **16. Any Other Business**

- 16.1 LH confirmed she has her Safeguarding meeting with Jayne Wilson next week.
- 16.2 The Chair requested that all Board members attend future Board meetings in person rather than via MS Teams. There are four meetings a year and the formality of the Board meeting in person is important for Board members to adhere to.

## **17. Next meeting**

- 17.1 The next meeting will take place on the 19<sup>th</sup> April 2023 at Lancashire Football Association, Leyland. Lunch will be served from 1.00-2.00pm and the Board meeting will take place from 2.00-4.00pm.

Signed by

Chair of the Board:



Date:

19<sup>th</sup> April 2023