



**ACTIVE LANCASHIRE LIMITED (“the Company”)
MINUTES OF A MEETING OF THE BOARD
HELD AT TOGETHER AN ACTIVE FUTURE OFFICES AND VIA VIDEOCONFERENCE AT
2.00PM ON 13th SEPTEMBER 2022**

Present	Mr Brian Cookson	Director/Trustee (Chair)	BC
	Mr Roger Davies	Director/Trustee	RD
	Cllr Peter Buckley	Director/Trustee	PB
	Cllr Michael Green	Director/Trustee	MG
	Mr Ken Masser	Director/Trustee	KM
	Ms Robin Richardson	Director/Trustee	RR
	Ms Lynne Horner	Director/Trustee (<i>attended until minute 12</i>)	LH
	Ms Amanda Parker	Director/Trustee	AP
In attendance:	Mr Adrian Leather	Active Lancashire Chief Executive	AL
	Mr Stuart Oliver	Active Lancashire Director of Finance	SO
	Ms Lizzie Purewal	Company Secretary for Bridgehouse Company Secretaries	EM
Part Attendance:	Ms Claire Lovick	Personal Assistant, Active Lancashire	CL
	Mr Mark Stephenson	Operations Manager - Sport	MS
	Dr Iliana Makri	Research and Insight Manager (<i>attended for minute 13 only</i>)	IM

1. **Closed Board session to discuss the CEO remuneration** **Action**
There followed a confidential session, attended by the members and the Company Secretary only.

The confidential session concluded and AL, SO, CL and MS joined the meeting at 2.15 pm.
2. **Welcome, Quorum & Apologies for Absence**
 - 2.1 The Chair confirmed a quorum was present and opened the meeting. Apologies were received from Sherry Kothari, Zuleika Chikh, David Clarke, Rob Bailey, and Justine Blomeley.
3. **Overview of Children and Young Peoples work**
 - 3.1 MS presented and the paper was taken as read. The key areas were outlined as follows:
 - 3.2
 - Active Madrassahs was an area of work that was growing and had received interest from Sport England. Over the past 12 months work had been underway with Omar Khan (Preston United), who had connections across Preston. Investigations were underway to understand how sporting opportunities could be embedded at the heart of the Madrassah, to support their curriculum and learning as well as their physical and mental health.

- 3.3
 - The City Mosque in Preston understood Active Lancashire's ethos. The Madrassah was also a business model and needed to encourage young people to engage.
- 3.4
 - Active Lancashire had provided the skills, confidence, and equipment resource to the Madrassah.
- 3.5
 - The approach undertaken in Preston was also being employed within targeted areas of Pennine Lancashire, alongside up to eight Madrassahs and community leaders. Work was underway to understand the priorities and needs of each Madrassah to identify where movement, physical activity and sport could be used to positively connect their priorities.
- 3.6
 - The relationship with Sport England was in the initial stages, it was assumed that they might have had a bad experience with other partners as they seemed reluctant to involve Active Lancashire in some instances. Active Lancashire was keen to build on this relationship.
- 3.7
 - The recruitment of Omar Khan had been the driving force in building the connections needed to take this work forward.
- 3.8
 - AP questioned whether Active Madrassahs was aimed at girls and boys equally. MS commented that Samira was also involved to assist with encouraging female engagement. The initial aim was to gain trust and build the relationship with the Madrassah. To start with the focus would be on involving boys and where possible the opportunity would be taken to also engage girls.
- 3.9
 - KM recognised the work that had been undertaken to collaborate with Together, Active Future and Active Lancashire. KM suggested that this was a best practice, delivery model that Active Lancashire should be working towards long term. AL commented that this demonstrated the methodology that Active Lancashire was working towards.
- 3.10 The Board **noted** the Overview of Children and Young People's work report.

4. **Declarations of Conflict of Interest**

- 4.1 There were no new conflicts of interest declared in respect of items discussed at the meeting.

5. **Board member term extension**

- 5.1 Following confirmation by AP that she would like to remain on the Board for a second term, the Board **approved** this extension.

6. **Minutes of the Previous Meeting**

- 6.1 It was proposed that the minutes of the Board meeting held on 17th May 2022 were a complete and accurate record.
- 6.2 It was resolved that the minutes of the Board meeting held on 17th May 2022 be **approved** as an accurate record of the meeting.

7. **Matters Arising**

- 7.1 Item 9.1: RD commented that the Task and Finish Governance Review Group had been adjourned until the BDO review findings were available for review and take forward.

It was **noted** that all actions were complete.

PERFORMANCE

8. CEO Report

8.1 AL presented and the paper was taken as read. The following points were discussed:

- 8.2
 - The UK Shared Prosperity Fund (“UKSPF”) had been the key focus. Whether the UKSPF would continue was yet to be confirmed.
- 8.3
 - PB commented that it was disappointing that Blackburn and Blackpool had rejected our provision. AL commented that Blackburn with Darwen Borough Council had been Active Lancashire’s delivery partner in Blackburn, and it was believed that the teams that had been funded by Active Lancashire would continue with the work. In Blackpool, the work had been delivered by Blackpool Coastal Housing, however, Blackpool Council had since developed a capability to do the role carried out by Active Lancashire. It could be seen as a positive outcome that the work initiated by Active Lancashire was due to continue in both locations.
- 8.4
 - BC questioned whether Board support was required when engaging with Blackburn and Blackpool. AL confirmed that Active Lancashire had positive relationships with Blackburn and Blackpool.
- 8.5
 - KM commented that AL was personally maintaining relationships with many of the district authorities and whilst this was a strength it did present a key person risk. KM questioned whether there was scope for the Board and the management team to provide support, suggesting that having more connections in place would increase Active Lancashire’s chances of success in the future. AL commented that any support, guidance, and connections the Board could provide would be appreciated.
- 8.6
 - Business Health Matters (“BHM”)- the Workplace health offer was progressing, however, due to delays caused by Covid and the Ukraine Crisis, a considerable amount of work was still required to meet the required targets.
- 8.7
 - AP commented that given BHM was not progressing as hoped and questioned at what point a decision would be made on whether it would be better refocus efforts elsewhere. AL commented that BHM was made up of 2 core funding arrangements available to December 2023 and March 2024. AL suggested that by the end of the year, if significant improvements had not been made, then plans would be made to downscale or disinvest in the project. AP questioned whether it was possible to change the project to make it more appealing. AL commented that a range of development opportunities would be presented to the Board in November, with an indication of activities which could be used for diversification and what activities should be curtailed. A range of risk assessed, costed options would be provided for consideration, which would then feed into the 5-year forecast and business plan. AP suggested that it would facilitate the process by engaging the Board in the discussion prior to the November meeting. AL commented that whilst it was not necessarily visible to all, there had been ongoing interactions with Board members on different topics. AL would provide an open invite for a Board feedback session to discuss the high-risk options [ACTION].
- 8.8
 - Company secretary review - Bridgehouse Company Secretaries were currently providing support, and to-date had provided a high-quality service. AL suggested that it would be preferable for the company secretary role to be provided in person and if Bridgehouse could not provide this, a 6-month extension should be negotiated with Bridgehouse, whilst a

[AL]

recruitment exercise was undertaken for a company secretary that could attend in person. There was a consensus that now that the Board was meeting in person, the company should also attend in person.

- 8.9
- Staff structure changes - LH questioned whether the long-term plan to restructure the organisation represented a risk in terms of morale. AL commented that Sarah Walton (Business Director) had been with the organisation for over a decade and her next role outside of the organisation was a natural progression. Carol Ross (Operations Director) would be retiring in March 2023. Members of the Team were actively being engaged in the restructure and saw this an opportunity for development.

- 8.10
- The Board **noted** the CEO report and **supported the recommendation** that a Company secretary be identified that could attend the Board meetings in person.

9. **Integrated Performance Report (IPR) - Q2 2022-23**

- 9.1
- AL presented and the paper was taken as read. The following points were discussed:

- 9.2
- ISCF Health Checks had been given a red risk rating as the number of health checks were currently behind profile. Mitigation measures had been put in place to address this.

- 9.3
- BC commended management that there was only 1 red rating and questioned whether there were any other warning signs the Board needed to be made aware of. AL confirmed there was nothing further to highlight at the current time. Work was underway regarding the poor performance of BHM, and project leads were meeting on a weekly basis to address this.

- 9.4
- Opening School Facilities phase 3 had been delayed due to government changes. Discussions regarding this had been underway in recent months, and Active Lancashire was optimistic that the Active Partnership would win the tender.

- 9.5
- PB questioned whether any organisation partners were still struggling with residual covid issues. KM commented that participation was approaching pre-Covid levels, however the financial risks were now much higher due to the increasing utility costs. AL commented that fuel costs and the availability of volunteers also posed an issue. RD commented that there had been an issue retaining paid professional football coaches, due to the increased cost of living, because many had had to find higher paid jobs. AL commented that volunteering was an important route to moving people back to employment and the loss of that provision would be significant.

- 9.6
- BC commented that volunteers needed to be properly trained and safeguarding measures had to be put in place.

- 9.7
- The Board approved the Integrated Performance Report - Q2 2022-23.

GOVERNANCE

10. **BDO Governance and Finance Review findings and recommendations**

- 10.1
- AL presented and the paper was taken as read. The following points were discussed:

- 10.2
- Sport England commissioned the audit (4-year cycle), and the Board were asked to consider the recommendations and implement practical and reasonable improvements. The BDO team had undertaken a review and several Board Members had engaged with the process so far. The review indicated that the organisation was meeting the standards as set out in the UKSport Governance code.

- 10.3
- Table 8A and 8B reflected a series of recommendations for consideration. There was no obligation to follow the recommendations if there were not considered reasonable and practical. Once agreed AL would work with the

- Chair and Company Secretary to ensure the recommendations were implemented over a 12-month period, and an annual review would be undertaken.
- 10.4 • Several Board Members had had previous experience of similar reviews and suggested that due to the minor nature of the financial systems improvements by BDO; the scoring seemed disproportionate. AP commented that the communication channel would remain open and should concerns arise regarding a renewal or an engagement this should be highlighted.
- 10.5 • The option to adopt an Active Lancashire email address was considered, in respect of maximising communications and security. KM commented that if the Board was going to become more involved in relationship building, communicating via an organisation email address might be more effective. Following discussion, the consensus was that the risk was acceptable, and the current arrangement should be maintained. An MS Teams channel should be set up to share information between the Board **[ACTION]**. LH suggested that additional guidance should be provided for those not using an Active Lancashire email address, to ensure people were following good practice regarding what information was appropriate to share **[ACTION]**. **[AL]**
- 10.6 • AL sought the Board's views on the formation of a working group to produce / revise the TOR of the Board and Committees. AP commented that the Board's was due to review the TOR. RD commented that the Board was already considering whether the Committees were fit for purpose. AL confirmed that the Task and Finish Governance Review Group would be reconvened. **[AL]**
- 10.7 • SO commented that the audit had been graded as very good and was close to outstanding, with low level recommendations.
- 10.8 The Board **approved** the action plan response to the BDO Governance and Finance review.
11. **Committee Minutes**
- 11.1 It was proposed that the minutes of the Audit and Finance Committee meeting held on 18th July 2022 and the Human Resources, Remuneration and Nominations Committee meeting held on 19th July 2022 were a complete and accurate record.
- 11.2 It was resolved that:
- the minutes of the Audit and Finance Committee meeting held on 18th July 2022 be **approved** as an accurate record of the meeting.
 - the minutes of the Human Resources, Remuneration and Nominations Committee meeting held on 19th July 2022 be **approved** as an accurate record of the meeting.
12. **Review of Statutory Report and Accounts**
- 12.1 SO presented the Audit Findings Report and the Annual audited Report and Accounts for the Financial Year 2021-2022. No issues or adjustments had been raised.
- 12.2 The Board **approved** the Report and Accounts for the Financial Year 2021-2022 and **authorised** Brian Cookson to sign the annual report and financial statements on behalf of the Board.

- 12.3 The Board **approved** the Letter of Representation from the Trustees to the Auditors and **authorised** Brian Cookson to sign the Letter of Representation on behalf of the Trustees.
- 12.4 The Board **approved** the Annual Impact Report.
13. **Board Skills Matrix and Equal Opportunities Surveys**
- 13.1 IM provided an overview of the results of the Active Lancashire Board Skills Matrix and Equal Opportunities Surveys. The following points were discussed:
- 13.2 • There was a good spread of skills amongst the Board against 19 skill sets that had been included in the matrix.
- 13.3 • Whilst there was still a good representation, the Board were not as strong on Population Health and Legal. There were no areas of concern.
- 13.4 • RD highlighted that 50% of Board Members had either little or no competency or partial competency in Grassroots Sports, suggesting this should be considered further. BC agreed that this should be considered as part of succession planning, given Active Lancashire's role in competitive sport, grassroots sport and getting people to be active and healthy **[ACTION]**. **[AL]**
- 13.5 • AL commented that the ethnic background should reflect the margins within the communities being served and there should be clarity on whether sufficient diversity was present on the Board.
- 13.6 • AL requested that age profiles also be added going forward **[ACTION]**. AP commented that realistically younger people were less able to attend meeting. BC commented that progress had been seen in the last round of recruitment, with increased female and ethnic minority representation. **[IM]**
- 13.7 The Board **noted** the results of the Board Skills Matrix and Equal Opportunities Surveys.
14. **Conflicts of Interest training**
- 14.1 LP provided a Conflicts of Interest briefing and the following points were noted:
- 14.2 • A conflict of interest referred to any situation in which a Trustee's personal interests or loyalties could, or could be seen to, prevent them from making a decision only in the best interests of Active Lancashire.
- 14.3 • Board Members are asked to always act in the best interest of the charity and its activities. There was an acceptance that conflicts of interest might emerge and that to maintain the integrity of the Board and our partner's confidence in our activities, Board Members were asked to note and adhere to the guidance contained in the Board Induction Pack which outlined situational conflicts (relating to any situation where there was a degree of tension) AND transactional conflicts (where a director, or a 'connected person' had an interest in a proposed or existing transaction or arrangement with the company).
- 14.4 • Both the Charities Act and the Companies Act were very clear that directors had a legal duty to declare an interest in a proposed transaction or arrangement - and individual Trustees who failed to identify and declare any conflicts of interest would fail to comply with their personal legal responsibility to avoid conflicts of interest and act only in the best interests of the charity.

- 14.5 • The Directors Legal Duties and Code of Conduct (also included in the induction pack) stated that Directors must act in the best interests of the charity and its beneficiaries. They must avoid situations where their personal or other interests' conflicted with the interests of the charity and must not profit from their role unless it had been permitted.
- 14.6 • Directors were reminded that the use of information received by the Board enabled them to carry out their primary duty as a Board Member; to support and benefit Active Lancashire and their own organisation or network.
- 14.7 • Any direct or indirect interest must be declared to the other Trustees, which could be done via the Company Secretary. Any declarations should be made as soon as practical, ideally before or at the start of any Board meeting at which the item was being considered.
- 14.8 • Directors had an ongoing duty to update the Company Secretary of any changes to your situational interests as they occurred.
- 14.9 • A conflicts of interest register should be maintained and approved by the Board annually.
- 14.10 • Not declaring a conflict of interest could pose a considerable reputational risk, should it come to light that a conflict had occurred which had not been acknowledged and managed.
- 14.11 • AL requested that any outstanding conflict of interest forms be submitted by Board Members and the Executive Team, to the Company Secretary, so that the register could be updated and submitted for approval at the November Board meeting **[ACTION]**. **[ALL]**
- 14.12 • AL commented that Active Lancashire was involved in several large contractual agreements and it was critical that any interests were recorded in an appropriate, transparent manner.
- 14.13 • CL would recirculate the conflict-of-interest forms **[ACTION]**. **[CL]**

15. Learning from Anti-Racism training

15.1 AL presented and the paper was taken as read. The following points were discussed:

- 15.2 • The organisation was committed to challenging and addressing all forms of inequalities and the interests of black and minority ethnic communities through leadership and our development model.
- 15.3 • A specialist partner had been engaged. Penelope DeSouza had shared her South Asian background experiences of growing up in Africa and then Lancashire as a primary mechanism to get staff to reflect and learn about the experiences of non-white people, which was the majority of the Active Lancashire team.
- 15.4 • Micro-aggression and language were used to consider different perspectives and backgrounds.
- 15.5 • Experiences of working within the team were disclosed. The training was an important step towards becoming an anti-racist organisation, by being able to articulate a deep understanding of the issues and be able to challenge that through our work and individual leadership activities
- 15.6 • The Lancashire Inclusion Network was due to be launched in October.

15.7 The Board **noted** the Learning from Anti-Racism Training report.

16. Board reflection

16.1 The following reflections were noted:

- 16.2 • RR commented that the return to in-person meetings had stimulated more discussion on items and consideration should be given to either allowing more time for the meeting or restricting the number of items on the agenda.
- 16.3 • PB suggested that it would be useful to give the Board an opportunity to provide input into the annual agenda setting process, with an insight of the overall strategy, as opposed to individual projects.
- 16.4 • BC commented that a balance was required to ensure that Board Members were engaged and involved in the governance process as things emerged and that the executive were able to carry on with their management responsibilities.
- 16.5 • There was a consensus that BAU governance updates and approvals should be dealt with at that start of the meeting, with items for discussion included in the second half of the meeting.
- 16.6 • KM suggested that meetings should be limited to 2 hours and KM questioned whether the Board was meeting often enough.
- 16.7 • KM commented that often items were submitted to the Board with a proposed solution, however, there was no expectation that management would have all the answers. Management was encouraged to pose questions to the Board for support before more detailed work was undertaken. AL commented that Business Projects was currently a topic which required further thought.

17. Proposed 2023 Board and Committees meeting dates

- 17.2 Wednesdays were identified as the preferred day for meetings. A schedule of dates would be circulated, and Board Members were asked to come back with any issues or comments [ACTION].

[CL]

18. Any Other Business

- 18.1 There being no further business, the meeting closed at 16.25.

Signed



Date

22nd November 2022

Chair of the Board