

## MINUTES OF THE ACTIVE PARTERS TRUST (APT) AGM and BOARD MEETING

Company limited by guarantee 10876876 Registered Charity 1180787

<b>Date:</b>	16/03/2023	<b>Venue:</b>	Holiday Inn, NG10 5NJ
<b>In the chair:</b>	Derek Higton	<b>Minute recorder:</b>	Margaret Blount

Working together, we will address inequality and empower everyone to be active in a way that works for them		Action
<p><b>Present</b></p> <p>Louise Bainbridge (LB) Board member            Danny Bouckley (DB) Board member            Sarah Fowler (SF) Board member            Derek Higton (DH) Board member            Jane Laughton (JL) Board member</p>	<p><b>In attendance</b></p> <p>Ilana Freestone (IF) CEO            Kerryn Chamberlin (KRC) Strategic Director            Stuart Batchelor (SB) Strategic Director            Michelle Skinner (MS) Strategic Director            Jade Gresham (JG) Strategic Lead            Margaret Blount (MBI) Head of Ops</p>	
2	<p><b>Apologies</b></p> <p>Graham Feek, Carol Hart</p>	
3	<p><b>Declarations of interest</b></p> <p>No new declarations of interest received relevant to the agenda items. Any declarations of interest declared and recorded at previous meetings or on the trustee's annual declaration form are still live until withdrawn therefore no need to declare again.</p>	
4	<p><b>Minutes of the last board meeting held on 08/12/2022</b></p> <p>The minutes of the AGM and board meeting held on 8 December 2022 were approved.</p>	
5	<p><b>Matters Arising</b></p> <p>The APT risk register is still to be revised and will be on the agenda of the next board meeting.</p> <p>Safeguarding training for the board is still to be arranged. It was delayed until after new board member recruitment. The focus and format of training required was discussed. It was agreed that the focus should be on what are the safeguarding responsibilities of board members.</p>	<p>MBI</p> <p>MBI</p>
6	<p><b>CEO update and APT performance report</b></p> <p>IF pulled out some of the highlights and questions raised in her report.</p> <p>A potential new board member, Chris Hassell, has been identified. Chris currently sits on the Active Notts panel. He meets specific needs identified for the board of finance and governance. He has lived experience of disability sport (wheelchair basketball). IF and MBI had an exploratory conversation which identified that whilst Chris was very interested, he was unable to attend meetings on Thursday evenings.</p> <p>Board members present were asked and agreed they were happy to change the day of meetings. MBI was asked to check availability of CH and GF.</p>	<p>MBI</p> <p>MBI</p>

	<p>It was agreed that DH should speak to CH and if Chris meets the requirements of the board, can formally offer him a place on the board and a place as second board member on the Audit Committee to replace Richard Irons. Richard Irons resigned for the board earlier this year due to work commitments.</p> <p>In terms of recruiting new trustees to fill other vacancies IF will follow up her discussion with JL around some possible joint working to support the recruitment of Black and Asian trustees on to both boards.</p> <p>IF made a presentation on both APT's and Sport England's current thinking on performance reporting. She outlined the on-going conversations we are having internally and with Sport England about how to identify and capture impact. We need to capture system impact and the impact APT is having in this.</p> <p>Sport England are still developing, with Active Partnerships, a framework to understand system partner impact - focusing on ways to assess outcomes for <b>better connected systems, better community impact, better organisations</b>. IF has been involved in these discussions but it is still not fully clear how this will develop and how we will capture our capabilities under the headings listed by Sport England. We are confident that we are working in the right way and capturing the information that will be required by the final framework.</p> <p>As a team we are capturing our work and the changes we are seeing in the system every 6 months. Our 6 monthly capture is independently reviewed by Press Red and then played back to us, identifying what are the key themes coming out and what can we learn from this.</p> <p>APT will capture and share any metrics we have about changes in the system, but more key will be the stories and the narratives we capture, share and use to maximise learning.</p> <p>JG talked through one of the story slides pulled out of our 6 monthly capture, by Press Red. In summary, the work she has been part of in Erewash, is about creating conditions for change to happen and be sustained, by developing the confidence and knowledge of the current frontline public and voluntary sector workforce to ask the questions through a physical activity lens.</p> <p>Key points raised in the discussion included:</p> <ul style="list-style-type: none"> <li>• Whilst the story slides are a good summary of the changes that have occurred, hearing JG talk through the work was much more informative and engaging. How can we effectively share our messages with the people who need to hear them? These story slides are a summary of progress. More detailed case studies, in various formats, will be developed and shared to illustrate the change and the learning.</li> <li>• How confident are we that we can assess and describe our capabilities as a team in this work? DB has some examples of doing this and is happy to share them.</li> <li>• Could we rate our capabilities for each of themes identified, e.g. collaboration? It was suggested that the responses we receive from the stakeholder survey, which is about to be sent out, will contribute to this.</li> <li>• How have the themes that feature in the analysis of APT's team capture been decided upon? It was explained these were the key areas that Press Red, in their analysis, pulled out as common themes from what they read. However, they recognise it is an initial 'classification' and it is not set in stone. As the work progresses, some may be dropped, new themes may be added.</li> </ul>	<p>DH</p> <p>IF/JL</p> <p>DB</p>
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	<ul style="list-style-type: none"> <li>The team are working across many complex work areas. We should not be shy of identifying the changes we are seeing in our work areas, even if we are not solely responsible for this change e.g. around social prescribing.</li> <li>Is APT still correct not to include talent development in our work as it does feature in the SE framework? IF is confident that this is still the right approach for Active Partnerships. The references to talent are applicable to the national governing bodies that Sport England also funds as system partners.</li> </ul> <p>The board will be kept up to date as this process develops. Full reports will be on the board agenda every 6 months.</p>	
7	<p><b>Update on insight and evaluation partnerships</b>  A 5-year SLA for £150k (£30k p.a.) has been agreed with Press Red to continue to support us as our insight partner. This relationship has worked very well. IF sought approval from board chair and audit committee chair to award this contract on the basis of preferred a single action tender as defined in APT's Financial Regulations. The SLA is signed by IF as the total amount is below her maximum limit.</p> <p>Following an invitation to quote process, shortlisting and interviews, we are proposing to appoint Leeds Beckett University as our evaluation partner for 5 years. A SLA has been produced for £205k over 5 years. We are currently working with them to co-design the evaluation, to establish the system and evaluation boundaries and to ensure alignment with Making our Move and Sport England's emerging framework. This SLA will also include 3-year evaluation of Walk Derbyshire (funded by the Walk Derbyshire funding).</p> <p>A more detailed update on this evaluation partnership will be included on the next board meeting agenda.</p> <p>The total of this SLA award exceeds IF's maximum so requires sign off by the board.</p> <p>The board approved the signing of the SLA.</p>	MBI/CH
8	<p><b>Tier 3 requirements for Code of Sports Governance</b>  MB explained the requirements of Sport England by 31 April 2023. As APT failed to receive the detailed information from Sport England outlining these requirements, we do have some leeway with this deadline, if required.</p> <p>Statement of Continued Compliance - the board needs to sign off whether APT is fully or partially compliant. Our compliance with the listed requirements has been assessed by MBI. Following completion of the document revisions by our governance consultant, we are confident that by 31 April we will be fully compliant.</p> <p>The board agreed that DH can make the final decision on this and sign the Statement of Continued Compliance on behalf of the board.</p> <p>Factcheck Questionnaire – for this, APT is required to outline and provide evidence of compliance with seven new requirements in the code. These seven do not include the new requirements around diversity and inclusion as extended times lines and external support have been put in place for this work.</p> <p>Our aim is to submit as complete documentation as we can by 31 April, although some new documentation e.g. People Plan will be submitted on the basis that it is still to be approved by board. We are comfortable being honest and will work on any</p>	MBI/DH

	<p>improvements/gaps identified by Sport England in their assessment to ensure that we are fully compliant by December 2023.</p> <p>It was noted that the new code had an obligation around CSR and that APT's current focus for this requirement was solely on environmental sustainability. This looks like a gap. SF agreed to share a CSR checklist to be considered.</p> <p>Board members noted the gaps in the information we have published on our website and will supply missing/updated information.</p> <p>Board members were happy to approve any straightforward revisions to existing policies or new policies electronically to meet the 31 April deadline. MBI to send these through.</p> <p>The board agreed to combine the role of Welfare and Safety Lead with Safeguarding Lead and DH agreed to take on this extra responsibility.</p>	<p>SF</p> <p>All</p> <p>MBI</p>
9	<p><b>APT's Sustainability Plan</b></p> <p>JG presented the APT's draft 'Commitment to Environmental Sustainability' which has been produced following external research, reviews of the work of other Active Partnerships and internal whole team and working group discussions. Once agreed, this commitment will be published on the APT Making our Move website and will provide the framework for an APT environmental sustainability action plan detailing our internal and external actions.</p> <p>Key points raised in the discussion:</p> <ul style="list-style-type: none"> <li>• The statement needs to acknowledge the importance of nature connectiveness - the positive contribution activity outdoors can make to the populations' activity levels. If this take place locally, it may have a minimal environmental impact.</li> <li>• The plan to measure our current carbon footprint and set a target to reduce this needs to be included in the statement.</li> </ul> <p>With these changes, the board approved the commitment statement and its publication on the APT website.</p> <p>Going forward other issues to be considered:</p> <ul style="list-style-type: none"> <li>• The action plan needs to review our procurement processes and what we need to consider in terms of the environment when we make these decisions.</li> <li>• APT will also need to consider how it makes future funding decisions and the importance of environmental sustainability in funded programmes.</li> </ul> <p>The draft action plan will be brought back to the board for discussion and approval. DB can arrange for JG to meet colleagues in Pepsico who work in this agenda.</p>	<p>JG</p> <p>DB</p>
10	<p><b>Audit Committee update</b></p> <p>LB reported back on the discussions and decisions made at the Audit Committee meeting held on 20 February 2023.</p> <p>The committee had reviewed the current bank account balances, the management accounts for 22/23 to date and the projected 22/23 Net Income/Expenditure figure.</p>	

Cash in APT bank accounts as of 15/02/23

Natwest current account	£1,666,477
Nationwide 95 Day Saver account	£908,907
PayPal	£692
Total	£2,576,076

The end of year balance for 2022/223 is now projected as shown below.

	October projection for 31/03/23	February projection for 31/03/23
Net Income/(Expenditure)	£1,931,309	£2,144,255
Restricted	£806,679	£986,887
Committed/designated	£983,091	£1,003,402
Unrestricted	£141,539	£153,966

The main item of discussion at the Audit Committee meeting related to the affordability of any annual salary award for the team from April 2023. The proposed budget for 2023/24 was based on a consolidated salary award of 1% from April 2023 to all members of the team who performed in 2022/23. The Audit Committee felt strongly that a consolidated salary award of 1% was not adequate and that more work was required to look at ways in which this % could be increased.

Members of the board agreed with the conclusion of the Audit Committee. The following options were put forward for consideration:

- Can a longer-term award be considered to eliminate the annual uncertainty the team may experience?
- Can revisions be made to the reserves policy to allow APT to spend more this year (i.e. spend unrestricted reserves) on the basis that this funding will be paid back into unrestricted reserves in future years?

The SMT need to consider various options and bring back alternatives to audit committee for review and to board for approval.

The proposed budget for 2023/24 was noted but not approved whilst the employment costs for the team for 2022/23 are not yet finalised.

SMT

11 **People and Resources Committee update**

DB and IF updated on the last meeting of the People and Resources Committee (22 February 2023) where the main items of discussion were the proposed questions for the stakeholder survey and the content for the APT People Plan.

The board were happy with the proposed questions for the survey and suggested that stakeholders should be encouraged to put their name to their responses but that it should remain optional. The survey will go out to specific contacts that the team have worked with over the past 12 months and will be sent out with a summary document of key work areas over the last 12 months as a reminder to stakeholders.

The key components/headings to be included in the APT People Plan were reviewed agreed.

12	<p><b>Nominations Committee</b>  DB and JL offered to sit on the Nominations Committee to plan the recruitment of new board members (3 new vacancies). MBI to set a date for a meeting.</p>	MBI
13	<p><b>County Panels</b>  This item was not covered due to time restrictions.</p>	
14	<p><b>Policies and documents</b>  MBI outlined the terms of APT's current maternity pay, as outlined in APT's Family Friendly policy. APT has an enhanced maternity pay scheme which is generous for the employee and is limiting APT's ability to fund additional maternity leave cover. A revised maternity pay scheme, still enhanced compared to statutory maternity pay, but reduced, compared to current policy was proposed. The board felt unable to make a decision on this at this meeting and asked for it to be brought back to the next board meeting, along with some different cost saving scenarios.</p> <p>The following policies were approved electronically in advance of the meeting:</p> <ul style="list-style-type: none"> <li>• Anti-Financial Crime and Anti-Corruption Policy</li> <li>• Business Continuity Policy</li> <li>• Conflicts of Interest and Conflicts of Loyalties Policy</li> <li>• APT Policy timetable</li> </ul> <p>The Finance, Audit and Risk Committee Terms of Reference were approved with one revision - to increase the size of the quorum from 2 to 3. This changes clause 4.1.2 to</p> <ul style="list-style-type: none"> <li>• 3 Members of the Committee (including at least 1 independent Non-Executive Director) are required as a quorum for a meeting of the APT FA&amp;R committee.</li> </ul>	<p>MBI</p> <p>MBI</p>
	<p><b>AOB</b>  As well as changing the dates of the meetings from Thursdays, it was proposed that the meetings be timetabled for 2hrs 45mins to allow a short break of 30 minutes during the meeting for sandwiches and informal discussion.</p>	
	<p><b>Dates of future meetings</b>  To be revised and new dates to be circulated</p>	MBI