



Sport Across Staffordshire & Stoke on Trent

Board Meeting

AGENDA

Tuesday 15th October 2019 at 1400hrs (light lunch at 1.15pm)

Walton Room, Civic Suite, 1st Floor, Stafford Borough Council, ST16 3AQ

1. Apologies
2. Declarations of Interest
3. 'Start to Success' overview(TBC) *Angela Dale + TBC Keele University*
4. Minutes of last meeting 16.07.19 *Enc. 1*
5. Reports – discussion by exception
 - Chair's Actions *Enc. 2*
 - Chair's Advisory Group *No report as hasn't met*
 - PALS (Formerly SLCOF) *Enc. 2*
 - Governance & Appointments Group *No report as hasn't met*
 - Finance & Audit Group *Enc. 3*
 - Strategy Advisory Group *No report as hasn't met*
 - Director and Chief Operating Officer Report *Enc. 4*
 - Independence Working Group *Covered under items below*
6. Staff Showcase – Children and Young People *Camilla Denham-White*
7. Name Change *Naomi Bird and Georgia Phillips*
8. Constitution and Trustees *Enc. 5* *Jane Kracke*
9. Pensions *Enc. 6* *Stuart Arnold, Punter Southall Aspire
Jude Taylor / Jane Kracke*
10. Dates & times of future meetings
 - Tuesday 21st January 2020, 2pm, Stafford BC
 - Tuesday 21st April 2020, 2pm, Stafford BC
 - Tuesday 14th July 2020, 2pm, Stafford BC
 - Tuesday 20th October 2020, 2pm, Stafford BC

**Sport Across Staffordshire & Stoke-on-Trent
Board Meeting**

16th July 2019, 2.00pm

Walton Room, Stafford Borough Council



Meeting Minutes

Present Attendees		Apologies	Also Distributed To:
Malcolm Armstrong (MA)	Chair	Tim Clegg	SASSOT Core Team
John Bolan (JB)	Consultant	Toyin Higgs	
Lee Booth (LB)	SASSOT Team Observer	Ian Kelsall	
Angela Dale (AD)	Keele University	Rebecca Roberts	
Cllr. Mark Deaville (MD)	Staffordshire County Council	Jonathan Topham	
Alistair Fisher (AF)	Stoke-on-Trent City Council		
Elaine Gale (EG)	Consultant		
Martin Harlow (MH)	Consultant		
Jane Kracke (JK) Notes	Chief Operating Officer, SASSOT		
Lee Mason (LM)	Active Partnership		
Graham Macpherson (GM)	Sport England		
Prof. Derek Peters (DP) Notes	Independent		
Kimiyo Rickett (KR)	Senior Independent Director		
Jude Taylor (JT)	Director, SASSOT		
Prof. Pauline Walsh (PW)	Independent		

No.	Item Topic
1.	Apologies – as above
2.	Declarations of Interest - None
3.	Minutes of Last Meeting – 9 th April 2019 <ul style="list-style-type: none"> Accepted as a true record Update on Actions deferred to next meeting
4.	Reports <ul style="list-style-type: none"> Discussion by exception Strategy Advisory Group update (Verbal – JT): SASSOT attended June HWBB to present papers that proposed to recognise SASSOT as the the lead agency for physical activity workstrand and to use its existing governance arrangements (SAG) to provide oversight to the work moving forward. These proposals were accepted with Tim Clegg agreeing to provide representation on behalf of SASSOT at future HWBB meetings.
5.	Hosting v Independence <ul style="list-style-type: none"> The consultants presented their report and answered questions LB gave an overview of staff views, concerns and considerations JT and JK provided the perspective of the Director and Chief Operating Officer LB, JK and JT left the meeting The following decisions were made: <ul style="list-style-type: none"> That SASSOT should become an independent organisation, likely to be a CIO (charitable incorporated organisation) That staff will be TUPEd to the new organisation, with a target date of 01.04.20 That three Board members will work with JT to progress this work (MA, KR, PW) That EG and JB will provide a quote for consultancy support with the transfer – Action Point 1 JT and JK returned to the meeting and were informed of the above decisions (these were also communicated to the Team immediately after the meeting)

9.	Date of next meeting(s) <ul style="list-style-type: none"> • Tuesday 15th October 2019, 2pm, Stafford BC • Tuesday 21st January 2020, 2pm, Stafford BC • Tuesday 21st April 2020, 2pm, Stafford BC • Tuesday 14th July 2020, 2pm, Stafford BC • Tuesday 20th October 2020, 2pm, Stafford BC
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Actions	Owner	Date
1. Provide quotation for consultancy support during transfer to independence	JB / EG	31.08.19

Prepared By:	Date	Checked By	File Code
Jane Kracke	19.07.19	Malcolm Armstrong	Board Minutes 16.07.19

Report to the Board – Enclosure 02

Report Title	Chair's Actions since last meeting and PALS Report
Date	16/07/2019

Open Agenda item	X	
Private and Confidential Agenda item		By virtue of containing confidential information relating to:

Contact Officer	Name:	Malcolm Armstrong
	Tel:	01785 619349

For Information	X
For Decision	

Chair's actions since last meeting:

- Coaching staff.
- 1:1s with Director, COO and new office Manager.
- Two Meetings of IWG.
- Attended Team meeting.
- Attended Team Away Day.
- Telephone calls, emails etc.
- Text for newsletter.
- Meeting of FAG.
- Chaired Meeting of PALS.

PALS (Physical Activity Leadership in Staffordshire, formerly SLCOF):

- SASSOT to host an outsourcing and contract management workshop in spring 2020
- PALS members to consult with planning colleagues across the sub-region to establish if there is an appetite for training and support regarding application of Active Planning guidelines
- The group heard updates from Naomi Bird regarding Open Data project
- Rob Foster gave a verbal case study regarding the Kidsgrove leisure centre project.

Report to the Board – Enclosure 03

Report Title	SASSOT Finance and Audit Group Report
Date	15 th October 2019

Open Agenda item	X	
Private and Confidential Agenda item		By virtue of containing confidential information relating to:

Contact Officer	Name:	Kimiyo Rickett / Jane Kracke
	Tel:	01785 619187 (JK)

For Information	
For Decision	x

1. **Purpose of Report**

To update the Board on the following items:

- 2019-20 Accounts: Expenditure against Budget
- 5-Year Financial Forecast amendments
- Risk Register

2. **Report**

2.1 **2019-20 Accounts: Expenditure Against Budget**

- The attached figures (Appendix 1) show a detailed breakdown of the financial performance to 30.09.19 against the budget for 2019-20 for Quarter Two
- The budget summary is as follows:

Budget to 30 th Sept 2019		Actual to 30 th Sept 2019	Variance
Expenditure	£364,505	£323,065	- £41,440
Income	£771,537	£780,079	£-8,542

- Overall, actual expenditure is significantly less than expected, with the key exceptions explained below. Income is slightly higher than expected

Exception reports for each individual budget heading are shown below.

- **Partnership Services**

Expenditure

There is £20,954 underspend on Employee Costs mainly due to the Administrative Office Manager post being vacant for two months.

We are £4,744 underspend on Marketing as we have negotiated a substantial reduction in costs for the Activity Finder Database for the first year. This saving will be reallocated to the rebrand.

We are £2,750 under budget for Grants and Equipment (Place-Based Approach Delivery) as progress towards delivery has been slower than expected and work so far has required staff capacity rather than funding.

Income

This is £8000 higher than expected as we budgeted to lose three funding partners for 2019-20 and one of these has confirmed funding for this year.

- **Workforce**

Expenditure

There is a budget for the year of £31,760 for Professional Fees, with none spent so far. The majority of this (c£30k) is for the Primary Premium work which began 01.09.19 hence the lack of expenditure.

- **Active Staffordshire Moorlands**

Staffordshire Moorlands provided us with £20,000 funding to expand the place-based approach work in their area and to provide marketing support. However, due to a change in personnel and priorities, they requested this funding to be returned, hence this budget code is now closed.

2.2 5-Year Financial Forecast Amendments

- The 5-Year Financial Forecast (Appendix 2) has been updated to include the following changes:
 - It now covers five years rather than four
 - £40,000 has been budgeted for services from 01.04.20 currently included in our Hosting Fee
 - A 16.8% pension contribution for existing staff and 8% for new staff –

this is the maximum SASSOT will pay

- Additionally, a £6500 pension set up fee and £1200 per year for pension management have been included
- Staff changes including:
 - An additional one day per week for one year for the Digital Marketing Officer, and a Marketing Manager or similar to be recruited on 3 days per week from 01.04.20 (following the non-recruitment of the Physical Activity Engagement Manager and the revision of the Insight and Marketing Manager role)
 - The Workforce Manager and Communities and Insight Officer have handed in their notice and their roles will be re-recruited from 01.04.20
- £17,000 has been included for VAT, based on the figure provided by our host's finance department
- A 7% funding cut from Sport England for 2021-22 onwards has been included, as this was the % cut we received when our current funding award was made

2.3 Risk Register

- The Q2 update to the Risk Register can be found in Appendix 3
- Risk 2.5: High staff turnover or loss of key staff – likelihood amended to 5 from 2 given recent resignations
- Risk 2.7: Disengaged staff if impact of independence on individuals is perceived as unfair – new risk added
- Priorities for Q2 2019-20 include:
 - Continue to focus on SASSOT's relationship with HWBB and the role of the Strategy Advisory Group, ensuring SAG meets and that the HWBB, Board and Team are aware of the links between the two groups.
 - Ensure outstanding Partner Funding SLAs for 2019-20 are signed
 - Address capacity issues on a temporary basis to 31.03.20 and prepare to recruit to new posts to start 01.04.20
 - Continue to communicate openly with staff regarding independence
 - Agree pensions offer and reserves policy so accurate financial projections can be put in place

2.4 Review of FAG

- The annual review of FAG's effectiveness (a Tier 3 requirement) is due in Spring 2020. It was decided to bring this forward to January 2020 to ensure FAG is set up and operating effectively to meet the needs of the new organisation

2.5 Reserves Policy

- The Group acknowledges the need for a Reserves Policy, and initial discussions around the principles of this have taken place
- A Reserves Policy will be drafted for discussion at the January FAG meeting (07.01.20), which will then be taken to the Board meeting on 21.01.20

Sport Across Staffordshire and Stoke-on-Trent
1st April 2019 - 31st March 2020 Budget

Summary

Work Area	Budget 2019-20
Income	
Reserves Carried Forward	-467,770
Income	-637,890
Transfers Between Budgets	0
Total Income	-1,105,660
Expenditure	
Employee Costs	419,340
Hosting	27,000
Other Costs:	
Telephone	1,980
Travel / Subsistence	8,200
Training	9,000
Office Costs	6,600
Marketing	28,000
Consultancy	21,500
Delivery / Other	211,680
Total Expenditure	733,300
Balance	-372,360
of which Liabilities	-179,090
of which restricted funds	-56,950
of which unrestricted funds	-136,320

Please note - the above budget summary is taken from the 4-Year Forecast as of 02.04.19

1. Partnership Services

Description	Work Area	Budget 2019-20	Budget 01/04/19 - 30/09/19	Actual 01/04/19 - 30/09/19	Variance
Expenditure		£	£	£	£
Employee costs	Core Team	299,090	149,545	128,591	-20,954
Hosting		27,000	27,000	27,000	0
Telephones	Incl. wifi	1,530	765	706	-59
Travel & Subsistence		7,000	3,500	1,633	-1,867
Training and Conferences		7,000	3,000	496	-2,504
Office Equipment	Office Costs	300	150	453	303
Clothing & uniforms	Office Costs	500	250	332	82
Printing, stationery and postage	Office Costs	1,370	685	635	-50
Computer Services	Office Costs	4,150	2,075	1,428	-647
Marketing		28,000	9,000	4,256	-4,744
Consultancy	Auditor, Independence contract	21,500	20,000	18,207	-1,793
Subs to Outside Organisations	Delivery	2,500	2,500	2,400	-100
Hospitality	Delivery - Including PBA	3,000	1,500	672	-828
Rents	Delivery - Including PBA	1,000	500	530	30
Grants and Equipment	Delivery - PBA	5,500	2,750	-	-2,750
Reserves Fund	Restricted Carry-Forward	0	0	-	0
	Allocated Carry-Forward (Liabilities)	179,090	0	-	0
	Unrestricted Carry-Forward	136,320	0	-	0
		724,850	223,220	187,339	-35,881
Income					
Grants	Sport England	283,980	151,990	151,989	-1
Partnership Funding	Local Partners	70,000	70,000	78,000	8,000
Joint Financing Contribution	Balance c/fwd	359,420	359,420	359,417	-3
Other Income		0	0	85	85
Internal Transfers	Underspend from other Budgets etc.	11,450	2,110	2,114	4
	Total	724,850	583,520	591,605	8,085

2. Research and Insight

Description	Work Area	Budget 2019-20	Budget 01/04/19 - 30/09/19	Actual 01/04/19 - 30/09/19	Variance
Expenditure		£	£	£	£
Professional Fees	Delivery	5,500	0	0	0
	Total	5,500	0	0	0
Income					
Joint Financing Contributions	Balance c/fwd	5,500	5,500	5,500	0
	Total	5,500	5,500	5,500	0

Sport Across Staffordshire and Stoke-on-Trent
1st April 2019 - 31st March 2020 Budget

3. Volunteering (formerly NGB Activation and Volunteer Coordinator)

Description	Work Area	Budget 2019-20	Budget 01/04/19 - 30/09/19	Actual 01/04/19 - 30/09/19	Variance
Printing, stationery and postage	Office Costs	50	25	0	-25
Grants	Delivery	3,500	1,750	1,224	-526
Professional Fees	Delivery	960	480	- 282	-762
Reserves Fund	Restricted Carry-Forward (project runs to 31.08.20)	2,260	0	-	0
	Unrestricted Carry-Forward	0	0	-	0
	Total	6,770	2,255	942	-1,313
Income					
Grants	Sport England	8,000	0	0	0
Joint Financing Contributions	Balance c/fwd	15,110	15,110	15,114	4
Joint Financing Contributions	Income from Courses	400	0	0	0
Internal Transfers	Contributions to / from other Budgets	-16,740	0	0	0
	Total	6,770	15,110	15,114	4

4. Club Development

Description	Work Area	Budget 2019-20	Budget 01/04/19 - 30/09/19	Actual 01/04/19 - 30/09/19	Variance
Grants	Delivery - Club Accreditation Grants	1,500	0	0	0
	Total	1,500	0	0	0
Income					
Joint Financing Contributions	Balance c/fwd	1,500	1500	1,500	0
	Total	1,500	1,500	1,500	0

5. Sportivate

Description	Work Area	Budget 2019-20	Budget 01/04/19 - 30/09/19	Actual 01/04/19 - 30/09/19	Variance
Grants	Delivery - Children in Care Project	14,590	9,250	9,243	-7
	Total	14,590	9,250	9,243	-7
Income					
Joint Financing Contributions	Balance c/fwd	14590	14,590	14,587	-3
	Total	14,590	14,590	14,587	-3

6. Workforce (Formerly Coaching)

Description	Work Area	Budget 2019-20	Budget 01/04/19 - 30/09/19	Actual 01/04/19 - 30/09/19	Variance
Employee Costs		47,870	23,935	23,302	-633
Telephones		150	75	66	-9
Travel & Subsistence		500	250	275	25
Training and Conferences		500	250	99	-151
Printing, stationery and postage	OfficeCosts / Delivery	450	225	-	-225
Rents	Delivery	1500	750	-	-750
Hospitality	Delivery	500	250	-	-250
Professional Fees	Delivery	31760	1,000	-	-1,000
Reserves Fund	Restricted Carry-Forward (project runs to 31.08.20)	10,790	0	-	0
	Total	94,020	26,735	23,742	-2,993
Income					
Grants	Sport England	88,530	18,750	18,750	0
Joint Financing Contributions	Balance c/fwd	1,720	1,720	1,722	2
Internal Transfers	Transfer to Partnership Services	3,770	0	0	0
	Total	94,020	20,470	20,472	2

Sport Across Staffordshire and Stoke-on-Trent
1st April 2019 - 31st March 2020 Budget

7. Youth Sport

Description	Work Area	Budget 2019-20	Budget 01/04/19 - 30/09/19	Actual 01/04/19 - 30/09/19	Variance
Employee Costs		28,220	14,110	13,841	-269
Telephones		150	75	129	54
Travel & Subsistence		200	100	-	-100
Training and Conferences		500	250	-	-250
Printing, stationery and postage	Office Costs / Delivery	300	150	124	-26
Grants	Delivery	77,220	16,000	15,918	-82
Rents	Delivery	200	100	-	-100
Hospitality	Delivery	350	175	20	-155
Professional Fees	Delivery	14,950	11,250	11,250	0
Reserves Fund	Restricted Funding (unallocated project funding)	5,120	0	-	0
	Total	127,210	42,210	41,282	-928
Income					
Grants	Sport England Satellite Clubs	127,080	63,541	63,541	0
Joint Financing Contributions	Balance c/fwd	36,430	36,430	36,433	3
Internal Transfers	Transfer to Partnership Services	-36,300	-27,044	- 27,044	0
	Total	127,210	72,927	72,930	3

8. School Games

Description	Work Area	Budget 2019-20	Budget 01/04/19 - 30/09/19	Actual 01/04/19 - 30/09/19	Variance
Employee Costs		44,160	22,080	21,611	-469
Telephones		150	75	69	-6
Travel & Subsistence		500	250	224	-26
Training and Conferences		500	250	349	99
Printing, stationery and postage	Office Costs / Delivery	1,190	595	337	-258
Rents	Delivery	6,470	3,500	3,962	462
Hospitality	Delivery	3,000	2,500	2364	-136
Professional Fees	Delivery	6,250	4,500	4,269	-231
Equipment	Delivery	7,540	6,000	5991	-9
Promotions	Delivery (includes Clothing / Uniforms)	2,170	1,085	1,341	256
Reserves Fund	Restricted Carry-Forward (project runs to 31.08.20)	38,780	-	-	0
	Total	110,710	40,835	40,517	-318
Income					
Grants	Sport England	59,900	-	-	-
Joint Financing	Balance c/fwd	33,490	33,490	33,491	1
Other Income		-	-	450	450
Internal Transfers	Transferred from Volunteering	17,320	4,430	4,430	-
	Total	110,710	37,920	38,371	451

9.Active Staffordshire Moorlands

Description	Work Area	Budget 2019-20	Budget 01/04/19 - 30/09/19	Actual 01/04/19 - 30/09/19	Variance
Expenditure		£	£	£	£
Rents		500	500	-	500
Equipment		1,000	1,000	-	1,000
Grants		8,500	8,500	20,000	11,500
Professional Fees		9,600	9,600	-	9,600
Marketing		400	400	-	400
	Total	20,000	20,000	20,000	0
Income					
Joint Financing Contributions	Balance c/fwd	0	-	-	-
Internal Transfers	Transfer from Partnership Services	20,000	20,000	20,000	-
	Total	20,000	20,000	20,000	0

Notes:

Expenditure

A minus sign indicates an underspend on budget

Income

A minus sign indicates an increase on budget

Sport Across Staffordshire and Stoke-on-Trent

01.10.19

Five-Year Financial Projection

16.8% Pension Contribution (existing staff), 8% (new staff)

Summary

	<u>Note</u>	2019-20	2020-21	2021-22	2022-23	2023-24
<u>Income</u>						
Reserves Carried Forward	1	- 467,770	- 398,790	- 364,440	- 309,870	- 251,510
Income	2	- 637,890	- 604,410	- 585,930	- 585,930	- 536,370
Transfers Between Budgets		-	-	-	-	-
<u>Total Income</u>		- 1,105,660	- 1,003,200	- 950,370	- 895,800	- 787,880
<u>Expenditure</u>						
Employee Costs	3	380,230	396,820	403,760	407,770	411,790
Hosting		27,000	40,000	40,000	40,000	40,000
Other Costs:						
Telephone		2,000	2,000	2,000	2,000	2,000
Travel / Subsistence		8,200	8,100	8,100	8,100	8,100
Training	4	8,500	8,500	8,500	8,500	8,500
Office Costs	5	6,600	5,760	5,760	5,760	5,760
Marketing	6	19,000	21,000	15,200	15,200	15,200
Consultancy	7	28,000	2,700	2,700	2,700	2,700
VAT	12	-	17,000	17,000	17,000	17,000
Delivery / Other	8	227,340	136,880	137,480	137,260	143,500
<u>Total Expenditure</u>		706,870	638,760	640,500	644,290	654,550
<u>Balance</u>		- 398,790	- 364,440	- 309,870	- 251,510	- 133,330
of which Liabilities	9	- 135,030	- 148,100	- 180,450	- 204,240	- 224,660
of which restricted funds	10	- 55,930	- 59,780	- 60,150	- 59,050	-
of which unrestricted funds	11	- 207,830	- 156,560	- 69,270	11,780	91,330

Assumptions:

That we only need c£14000 delivery budget for everything except ringfenced programmes

That we could lose up to three funding partners for 2019-20 onwards

That we continue to receive DfE, School Games, Active Lives and Satellite Clubs to 31.03.24 on same basis as currently

Notes:

1. Reserves Carried Forward	Includes Liabilities and funding ringfenced for specific projects or programmes	
2. Income Includes £20,000 from SE in 2019-20 for Independence consultancy	Assumes we'll continue to receive the following funding annually:	
	Primary Role	263978 to 20-21, 7% cut onwards to £245500
	Local Partners	65000 2020-21 onwards
	School Games	Academic Year
	Satellite Clubs	Financial Year (119001 2020-21 onwards)
	Primary Premium	Academic Year
	DfE Volunteering	Academic Year
	Active Lives	Academic Year
	Workforce	Financial Year
3. Employee Costs	Includes Salaries, NI, Superannuation, Car Allowances plus £500 miscellaneous i.e. Childcare Vouchers, CRB checks, recruitment, flu vaccinations etc.	
4. Training	Based on £500 per person plus £1000 whole-team, £1000 Board and £1000 conferences (in Partnership Services).	
5. Office Costs	Includes Office equipment; clothing and uniforms; copy charges; envelopes; postages; computer hardware and software etc. Printing costs are either included here (Partnership Services) or under Delivery costs (other budgets).	
6. Marketing	£8k general budget. Also includes £1k in 2019-20, £8k in 2020-21 (8x£600 plus budget for additional functionality), £7200 onwards for Activity Database, and £10k (2019-20) and £5K (2020-21) for marketing of Database (and rebrand of SASSOT in 19-20)	
7. Consultancy	Partnership Services only - £1500 per year for Auditor (tbc); £20,000 in 2019-20 for Consultancy etc. ref Independence; £6500 in 2019-20 for pension set up costs; £1200 pa from 2020-21 for pension management fee	
8. Delivery / Other	All other costs, linked to deliver of projects, programmes or work areas. £5000 PBA delivery 2019-20 onwards	
9. Liabilities	Redundancy liabilities for all staff as of 31st March.	
10. Restricted funds	Funding which can only be spend on a specific project or programme, such as Satellite Clubs or Primary Premium	
11. Unrestricted funds	Funding where SASSOT has flexibility to decide how best to use it to deliver identified outcomes. Includes Sport England Primary	
12. VAT	Estimate provided by Finance based on 2018-19 figures	

Amendments to previous budget:

Sport Across Staffordshire and Stoke-on-Trent
Risk Register
September 2019



Risk Area	Risk Identified	Likelihood of Occurring (Y)	Severity of Impact (X)	Overall Risk xy+Y	Existing Control Procedures (Note 1)	Proposed Improvements	Action By	Residual Risk (Note 2)	Timetable for Action	Follow-up Review	Update Q2 2019-20
1. Governance	1.1 Organisation lacks direction, strategy and forward planning	3		5	18	2018-21 Strategy in place with clear line-of-site to SE and Government Strategies along with clear Vision and Mission Strategy, Vision and Mission compiled with partner input Progress against Annual Delivery Plan reviewed by Board quarterly	SAG SAG/Dir	12	Jan 19 Jan 19	Annually Annually	2019-20 Delivery Plan in place following consultation with team and SAG. SASSOT's Offer summarised in a key document for partners No SAG meetings in 2019-20
	1.2 Organisation lacks support / influence at the highest levels	3	3	12	Range of partners / stakeholders as Board members Existing links to strategic groups such as Health and Wellbeing Board / STP	Engage with Leaders, Chief Executives and Members Clear outcomes for SASSOT's involvement in these strategic groups agreed	Chair / Dir	8	Immediate Dec 18	Quarterly Quarterly	Director met with SBC CEO Paper delivered at HWBB and proposal for clearer link to SAG accepted
	1.3 Board lacks relevant skills or commitment	1	3	4	Board recruitment based on analysis of skills matrix, addressing gaps Expected commitment outlined in Job Descriptions and through interview process	Annual review of Board Effectiveness (and self-assessment of individuals) and Action Plan to address findings Revise skills matrix to be more aligned to current needs	GAG GAG	4	April 19 Jan 19	Annually Annually	Board Effectiveness Review discussed at April Board meeting and key actions agreed Skills Matrix being completed, for discussion at October Board meeting - still awaiting several responses
	1.4 Board dominated by one or two individuals, or by connected individuals	1	3	4	Declaration of interest policy in place. Personal Responsibilities set out in Constitution Decisions made by consensus or majority vote, with quorate requirement Board appointment recommendations made by Governance and Appointments Group for Board approval Senior Independent Director role includes acting as intermediary between Board and Chair, or as an alternative point of contact for concerns with Chair / Senior Management	Ensure all Board members complete the declaration form on joining board (and check existing members have completed). Ensure this is a standing agenda item at the start of each meeting Ensure personal responsibilities (Constitution) are emphasised in Induction Ensure Board and Team are aware of SID role this	AOM Chair SID	4	Immediate Immediate Immediate	Ongoing Ongoing Ongoing	Documentation revised and completed by all Board members Jan 19. No further actions at present
	1.5 Ineffective organisational structure	3	4	15	Board and Team Structures recently reviewed and documented. Job / Role Descriptions in place Internal Controls summary in place	Continue to clarify roles of team members regarding PBA through 1-2-1s, PDRs etc. Annual 'health check' of Board and Team Structures to ensure remain fit for purpose Review Board Delegated Decision form and ensure it is used consistently	Dir GAG/Dir AOM	10	Mar 19 April 19 Dec 18	Ongoing Annually Ongoing	New structure introduced 01.04.19 following Youth Sport Manager leaving. New internal appointment of Data Insight and Engagement Manager, with temporary Marcomms solution in place

	1.6 High Board turnover	2	3	8	<p>Succession plan in place</p> <p>Board at capacity so unlikely to drop below minimum numbers</p>	<p>Ensure Succession Plan is embedded -annual review by Governance and Appointments Group</p> <p>Include opportunity for Board members to raise concerns as part of annual self-assessment process</p> <p>Maintain register of Board terms. Chair to liaise with individuals towards end of term to confirm if they intend to continue</p>	<p>GAG</p> <p>GAG/ Chair</p> <p>AOM/ Chair</p>	<p>8</p> <p>July 19</p> <p>April 19</p> <p>Immediate</p>	<p>Annually</p> <p>Annually</p> <p>Ongoing</p>	<p>Board Effectiveness Review discussed at April Board meeting and key actions agreed</p>
	1.7 Reporting to Board (accuracy, timeliness and relevance)	2	3	8	<p>Board reports submitted 7 days prior to meetings</p> <p>'Staff Showcase' slots on Board Meeting and Annual Delivery Plan update / Dashboard</p> <p>Governance / Finance Sub Groups meet two weeks prior to Board to discuss / approve relevant information</p>	<p>Embed culture of Board members being fully prepared for meetings</p> <p>Keep 'for approval / information' discussion to a minimum in Board meetings and focus on key items for Board input</p>	<p>Chair</p> <p>Chair/ COO</p>	<p>4</p> <p>Immediate</p> <p>Immediate</p>	<p>Ongoing</p> <p>Quarterly</p>	<p>Board Agenda re-ordered to put key items at beginning to allow time for discussion - effectively at April meeting</p> <p>Meeting dates for 2020 to allow two weeks between FAG / GAG and Board</p>
	1.8 Current governance arrangements no longer best option for organisation or Host	5	5	30	<p>Hosting agreement in place to 30.09.20, with annual review</p>	<p>Governance and Appointments Group to lead on investigation of pros / cons of various alternative arrangements and on presenting options to Board (link to 3.4)</p>	<p>GAG</p>	<p>24</p> <p>Oct 19</p>	<p>Ongoing</p>	<p>Progress to independence underway, overseen by Independence Working Group with agreed project timeline</p>
2. Operational	2.1 Non-delivery of agreed outcomes	4	5	24	<p>Clear KPIs for Sport England programmes</p> <p>Clear actions / performance measures in place in Annual Delivery Plan, linking directly to Strategy. Quarterly reporting process to Board</p> <p>Agreements in place with funding partners, with six-monthly meetings</p>	<p>Ensure any risk of non-delivery is identified through quarterly reporting process. Utilise expertise of Board and Team for solutions</p> <p>Produce and monitor log of support agreed for each funding partner</p> <p>Work with the team to ensure everyone is confident regarding the process for the Place-Based Approach and their role within it.</p>	<p>Dir / COO / Board</p> <p>Dir / PM</p> <p>Dir</p>	<p>18</p> <p>Immediate</p> <p>Oct 18</p> <p>Dec 18</p>	<p>Quarterly</p> <p>Quarterly</p> <p>Ongoing</p>	<p>Ongoing</p> <p>Log updated with a more detailed template for 2019-20 inc. timescales and lead officer</p> <p>Capacity within team is becoming heavily reduced due to two resignations and a vacant post, with no recruitment possible until after transfer to independence. Currently looking at alternative options to increase capacity</p>
	2.2 Poor evidence of impact	4	4	20	<p>Clear measures of impact for programmes</p> <p>Impact Reports produced for funding partners; Annual Report produced, focusing on impact</p>	<p>Evaluation Framework for PBA work to be developed and embedded</p> <p>Consult funding partners ref preferred format for impact reporting</p>	<p>IMM</p> <p>IMM</p>	<p>10</p> <p>Feb 19</p> <p>Oct 18</p>	<p>Ongoing</p> <p>Annually</p>	<p>Evaluation Framework being tested by team and identified partners</p> <p>Annual Report produced and circulated</p>
	2.3 Lack of partner satisfaction	3	4	15	<p>Annual Partner Satisfaction Survey carried out and analysed</p> <p>Four Stakeholder Events to be delivered annually</p>	<p>Consult with partners through PMIF process</p> <p>Ensure key areas for improvement from Partner Satisfaction Survey and PMIF process are included in Improvement Plan with appropriate actions.</p>	<p>Dir</p> <p>Dir</p>	<p>10</p> <p>Immediate</p> <p>Nov 19</p>	<p>Every Two Years</p> <p>Annually (Survey)</p>	<p>Stakeholder Satisfaction Survey analysed at Team Meeting 15.01.19 and key agreed actions included in Improvement Plan or Annual Delivery Plan</p> <p>Behaviour Change stakeholder event delivered May 19, Open Data and Measuring Impact events held Sep 19</p>
	2.4 Insufficient capacity and resources	4	4	20	<p>Team fully involved in developing Annual Delivery Plans and their own budgets</p> <p>Regular 1-2-1s and twice-yearly PDR meetings held with individuals, where capacity / key work areas is discussed</p>	<p>Ensure team are consulted on every Partner Funding Agreement before signing</p> <p>Identify opportunities to work with local partners to secure funding from external sources for PBA areas and wider</p>	<p>Dir / PM</p> <p>Dir / PBA Leads</p>	<p>15</p> <p>Jan 19</p> <p>Immediate</p>	<p>Annually</p> <p>Ongoing</p>	<p>Funding agreement log updated with a more detailed template for 2019-20 inc. timescales and lead officer. Looking at prioritisation system</p> <p>£20,000 previously provided by Staffordshire Moorlands DC to support work in their area has been returned on their request</p> <p>See 2.5</p>

	2.5 High staff turnover or loss of key staff	5	5	30	<p>Succession plan in place</p> <p>Annual Staff Satisfaction Surveys carried out and analysed, plus additional Temperature Check work during 2018</p> <p>All staff involved in PMIF self-assessment</p>	<p>Ensure Succession Plan is embedded -annual review by Governance and Appointments Group</p> <p>Ensure key areas for improvement from Staff Satisfaction Survey and PMIF process are included in Improvement Plan with appropriate actions.</p> <p>Cross reference to actions in 1.5 and 2.4</p>	<p>GAG</p> <p>Dir / COO</p>	<p>12</p> <p>July 19</p> <p>Nov 18</p>	<p>Annually</p> <p>Annually (Survey)</p>	<p>Staff Satisfaction Survey discussed at team meeting, and taken to July board. Improvement in NPS.</p> <p>Capacity within team is becoming heavily reduced due to two resignations and a vacant post, with no recruitment possible until after transfer to independence. Currently looking at alternative options to increase capacity</p>
	2.6 Inadequate identification or understanding of target audiences	2	3	8	<p>PBA process: desktop analysis and community engagement stages</p> <p>Regular analysis of sub-regional statistics</p>	<p>Continue to ensure PBA community consultation is comprehensive. Ensure action plans are based on this.</p>	<p>IMM/ PBA Lead</p>	<p>8</p> <p>Immediate</p>	<p>Ongoing</p>	<p>Ongoing</p>
	2.7 Disengaged staff if impact of independence on individuals is perceived as unfair	5	4	25	<p>Staff kept informed of progress towards independence</p> <p>People's Committee Rep sits on IWG, concerns log, staff groups x2</p>	<p>Pensions meeting to take place in November, and meeting with SBC / Union</p>	<p>Dir / COO</p>	<p>15</p> <p>Immediate</p>	<p>Ongoing</p>	
3. Financial	3.1 Poor budgetary control and financial reporting	1	5	6	<p>Detailed annual budget and Four Year Financial Forecast in place and reviewed by Finance and Audit Group</p> <p>Internal Controls in place and Host financial procedures</p>	<p>Annual detailed check of four-year figures (and staffing figures) to be carried out to avoid risk of error</p>	<p>FAG</p>	<p>6</p> <p>Feb 19</p>	<p>Annually</p>	<p>5-year financial forecast produced, and modelling based on pension options compiled</p>
	3.2 Insufficient reserves policy	1	4	5	<p>Reserves sufficient to cover redundancy liabilities</p>	<p>Formalise reserves policy, including developing a plan to build up reserves to enable SASSOT to respond to opportunities, or to meet initial costs of potential independence</p>	<p>FAG</p>	<p>5</p> <p>Jan 19</p>	<p>Annually</p>	<p>Amendment to staffing structure from 01.04.19 has allowed for additional reserves to be built up to 31.03.22.</p> <p>Reserves policy for post-independence needs to be agreed by Board</p>
	3.3 Dependency on income sources	4	5	24	<p>Four Year Financial Forecast allows for loss of up to three funding partners</p>	<p>Look at potential for income generation or additional partner funding to reduce % of total funding coming from Sport England</p>	<p>FAG/COO</p>	<p>24</p> <p>Dec 19</p>	<p>Ongoing</p>	<p>South Staffordshire Council not funding SASSOT in 2019-20</p>
	3.4 Rising costs	5	5	30	<p>Four Year Financial Forecast reflects rising costs, as do reserves for Liabilities</p>	<p>Governance and Appointments Group to lead on investigation of pros / cons of various alternative arrangements and on presenting options to Board (link to 1.8)</p>	<p>GAG</p>	<p>30</p> <p>Oct 19</p>	<p>Ongoing</p>	<p>Progress to independence underway, overseen by Independence Working Group with agreed project timeline. Decision regarding pension contributions to be made at October Board</p>
4. Environmental or External	4.1 Relationship with funders	3	5	18	<p>Local Funders: Agreements in place with funding partners, with six-monthly meetings</p> <p>Impact Reports produced for funding partners; Annual Report produced, focusing on impact</p> <p>Four Stakeholder Events to be delivered annually</p> <p>Sport England: Programme requirements met</p>	<p>Produce and monitor log of support agreed for each funding partner</p> <p>Consult funding partners ref preferred format for impact reporting</p> <p>Full engagement with PMIF process and improvement planning</p>	<p>Dir / PM</p> <p>IMM</p> <p>Dir</p>	<p>18</p> <p>Oct 18</p> <p>Oct 18</p> <p>Immediate</p>	<p>Quarterly</p> <p>Annually</p> <p>Ongoing</p>	<p>See 2.1. Interim meetings held with majority of LA funding partners</p> <p>See 2.2</p> <p>See 2.3</p>
	4.2 Physical Activity and sport not a priority for funders, partners or stakeholders	3	4	15	<p>Presentation to Leaders and Chief Executives demonstrating cross-cutting benefits of sport and physical activity</p> <p>Continue to influence strategic leaders through relationship with Staffordshire Public Health</p>	<p>Follow up on presentation to Leaders and Chief Executives by arranging individual meetings where requested</p> <p>Strengthen relationship with Stoke Public Health</p> <p>Identify further opportunities to raise profile of sport and physical activity at a strategic level</p>	<p>Chair/Dir</p> <p>PM</p> <p>Dir/ Board</p>	<p>10</p> <p>Oct 18</p> <p>Mar 19</p> <p>Immediate</p>	<p>Quarterly</p> <p>Quarterly</p> <p>Ongoing</p>	<p>See 1.2</p> <p>Stoke Public Health currently going through major changes</p> <p>Stakeholder Event for decision makers planned for 28.11.19</p>

5. Compliance	5.1 Non-compliance with legislation, regulations and standards	1	5	6	Governance and Appointments Group oversees Tier Three Chief Operating Officer receives invites to and updates from Corporate Forum and disseminates information to team as appropriate Host providing support ref GDPR, disseminated to Team. Paperwork / website updated	Standards' to be part of Round Table discussion with Sport England (PMIF process) Gain Foundation Level of the Equality Standard for Sport by 31.03.19 Complete Diversity in Governance and Leadership Action Plan is signed off and continue to make use of support provided by Inclusive Boards	COO/ GAG TBC COO/ GAG	6	Feb 19 tbc Mar 19 Dec 18	Annually Annually Annually	Good' Quest / PMIF rating achieved Sport England not currently requiring APs to achieve this Action Plan signed off by Inclusive Boards March 19
	5.2 Not meeting reporting requirements	2	4	10	Processes for ensuring effective reporting for Sport England processes are well-established PMIF process underway, with Strategy Advisory Group overseeing the process and project plan developed	Include responsibility for ensuring PMIF Improvement Plan is actioned into Strategy Advisory Group Terms of Reference, with reporting line to Board	SAG	5	Oct 18	Ongoing	Improvement Plan discussed at team meetings on a quarterly basis

Note 1: Unless stated otherwise, all Existing Control Procedures will continue
Note 2: Residual risk is an appraisal of the risk that will remain and cannot be fully eliminated following actions taken to mitigate risk

- Abbreviations**
- AOM Administrative Office Manager
 - COO Chief Operating Officer
 - Dir Director
 - FAG Finance and Audit Group
 - GAG Governance and Appointments Group
 - IMM Insight and Marketing Manager
 - PBA Lead Place-Based Approach Lead for a geographic area
 - PM Partnerships Manager
 - SAG Strategy Advisory Group
 - SID Senior Independent Director

Report to the Board – Enclosure 04

Report Title	Director and Chief Operating Officer Report
Date	15 th October 2019

Open Agenda item	X	
Private and Confidential Agenda item		By virtue of containing confidential information relating to:

Contact Officer	Name:	Jude Taylor / Jane Kracke
	Tel:	01785 619299 / 01785 619187

For Information	X
For Decision	

1. **Purpose of Report**

To update the Board on the following:

- Staffing
- The work of the team (via the Annual Delivery Plan Dashboard)

2. **Recommendation(s)**

- None

3. **Executive Summary**

Key headlines from the last quarter include:

- Annual Delivery Plan and summary templated produced and populated, with the majority of work areas / actions Green
- Project Plan for the journey to independence produced and approved by the IWG

4. Report

4.1 Staffing

- Hazell Thorogood, our new Office Manager started with us in August. Hazell joins us from Staffordshire University.
- Naomi Bird moves from her previous role as Marcoms and Insight Manager, to Data, Insight and Engagement Manager, Naomi will lead the engagement of our leisure trusts and shape our Open Data offer.
- Lee Booth, Workforce Manager has accepted a role with Stafford Borough Council and will be leaving us mid-December.
- David Richards, Communities and Insight Officer has also been offered a full time role with Sporting Communities and will leave us at the end of November.
- The decision has been made to postpone recruiting to the above roles until after the transition, we are currently looking at short term solutions to ensure we are delivering against our objectives.

4.2 Team Away Day

- The team recently attended an away day at Cannock Chase, the day was focused around planning for the next six month and discussing the values and behaviour the team will need during and transition and into the new organisation

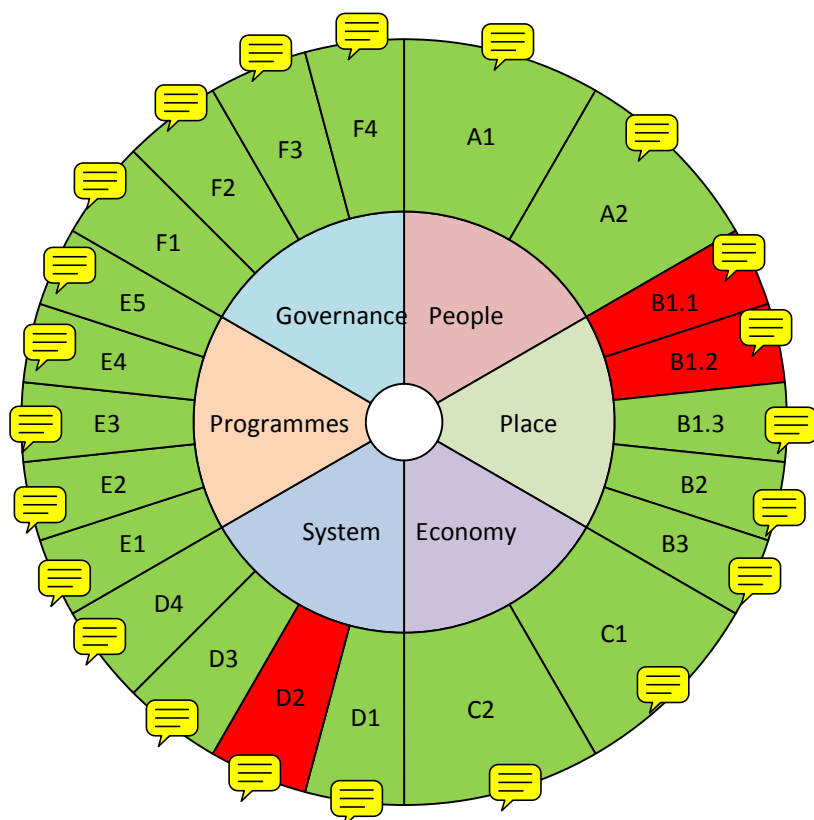
4.3 Annual Delivery Plan

- The Annual Delivery Plan Dashboard for Q2 is attached as Appendix One, which summarises progress, highlights and challenges for the quarter.
- The full Annual Delivery Plan, including updates on our Place-Based Approach and on individual SLAs with funding partners, can be viewed in the secure Board Members section of our website (<https://sportacrossstaffordshire.co.uk/about-us/board-member-secure-area/>)

4.4 Independence Project Plan

- A project plan for the journey towards independence has been produced and agreed by the IWG. It can be viewed in the secure Board Members section of our website (<https://sportacrossstaffordshire.co.uk/about-us/board-member-secure-area/>)

**Sport Across Staffordshire and Stoke-on-Trent
Annual Delivery Plan 2019-20
Quarter Two Dashboard**



Ratings for each Priority*

Green	Progress better than or as expected at this point in time
Red	Progress behind where expected at this point in time, and additional support / resource needed
Grey	No progress expected at this point in time

Highlights – a cross-section of areas of progress or success

- **Funding:** We have been awarded our full allocation of School Sport funding from Sport England for the 2019-20 academic year. This includes Primary Premium (£51,025), School Games (£45,000), Active Lives (£14,900) and DfE Volunteering (£8,000)
- **Inward Investment:** StreetGames are investing £7,500 into three 'trusted deliverers' to run mentoring projects link to the local Youth Offending Team work, following SASSOT's recommendations and liaison with these partners.
- **Local Authority Support:** Following a SASSOT-initiated review, SLCOF has successfully transitioned into PALS (Physical Activity Leadership in Staffordshire) with a clear membership and purpose. An initial work programme has been agreed
- **Local Authority Support:** Agreement has been reached with Cannock Chase Council for SASSOT to lead on an impact assessment for the council, with the potential for this to lead to some strategy development work. This will be a high profile piece of work and is likely to inform long term decision making in relation to council investment in this area.
- **Satellite Clubs:** 19 new clubs have been established and 18 existing clubs sustained (many without need of additional funding). 75% of our sessions are sited in or targeting participants in wards in the top 40% IMD. So far this year these clubs have engaged 525 young people, with 48% of these female, 8% disabled and 14% BME
- **Young Volunteers:** 78 young volunteers (against a target of 30) were recruited, trained and deployed using the DfE Volunteering funding during the 2018-19 academic year. A brand new leadership academy with Stoke College has been created for 2019-20

Challenges – areas not progressing as planned

- **PBA – Staffordshire Moorlands / Cannock Chase:** Progress has not been as expected in both of these areas, as outlined in previous reports
- **Links to STP:** Currently unable to clarify our relationship with the STP as the prevention programme is in a state of flux due to changes in leadership

*For details of each Priority or its individual Actions please see the full Annual Delivery Plan Quarterly Review

Achieving Our Vision – Starting the Open Data Conversation

Using open data to help get people more active is right at the top of our agenda and is a fundamental strand to improving our 'Information, Advice & Guidance' offer to stakeholders and partners. With national investment into 'Open Active' the use of open data presents a fantastic opportunity to make our local physical activity offer relevant, searchable and bookable. Our journey began by taking time to research the market to better understand the products that were available and more importantly those that were being implemented across the network. This demonstrated limited testing to date but also led to us developing a close working relationship with one of the leading technology providers 'Played Ltd'. As a result of this relationship we have engaged in a 12 month pilot project with Played that provides us with a tried and tested activity finder platform. This relationship will also enable us to have access to expertise that can support local providers through the technicalities of opening their data.



To kick start the conversation we held an 'Open Data' workshop facilitated by Sport England, Played and Imin. The workshop introduced over 35 stakeholders to the work that is being done nationally to support larger activity providers to open their data, in particular focusing on large leisure management system providers such as Gladstone, Legend, etc. The workshop also supported stakeholders to understand the practicalities of opening their data and how they could go about supporting smaller activity providers who may not have a website or booking system.



Above: Attendees pre-event understanding of open data

Finally time was also spent exploring some of the ‘myths’ associated with open data, reassuring stakeholders that opening data only refers to ‘opportunity’ data that has an appropriate license attached to Open Active. As part of the session all attendee completed action plans of which SASSOT kept copies to allow us to follow up progress over the coming months.

This project is clearly vast and success will depend on our ability to reach as many activity providers as possible to equip them with the knowledge and tools to open their information. The development of the activity finder’s functionality to ensure that it provides the best possible customer experience will evolve throughout the life of the project along with securing financial sustainability of the platform.

Event Feedback

- Attendee’s average pre-event understanding of open data was **40%**. The post-event level of understanding increasing to **80%**
- On average attendees rated the usefulness of the workshop as **9** out of **10**
- **75%** were interested in SASSOT helping them to facilitate local conversation

“Really enjoyed, need more”

“Very useful”

“Discussion time was good to widen knowledge”

Strategic Outcomes

Priorities

People	A: Residents, from all socio-economic backgrounds, enjoy the physical and mental health benefits of an active lifestyle	A1: Mobilising health, education, volunteer and leisure workforces A2: Developing community capacity
Place	B: Our communities are places where being physically active is the easy choice	B1: Focusing on our most inactive communities: B1.1: Cannock Chase B1.2: Staffordshire Moorlands B1.3: Newcastle-under-Lyme B2: Shaping the Physical Activity offer B3: Focusing Sport England-funded programmes in areas of greatest need
Economy	C: Our Sporting economy is thriving, providing employment to an active workforce	C1: Supporting sporting events which stimulate our visitor economy C2: Ensuring Birmingham 2022 Commonwealth Games has a positive legacy
System	D: Strong strategic leadership ensures that physical activity and sport become a core feature in local policy, creating places which are inherently active	D1: Providing strategic leadership and advocacy D2: Lobbying for physical activity to become an integral policy feature D3: Attracting investment into physical activity and sport D4: Demonstrating the impact of our work using robust methodology
Programmes	E: Our programme delivery has maximum impact within our area	E1: Satellite Clubs E2: School Games E3: Primary Premium E4: Active Lives (Children & Young People) E5: Raising the profile of our programme impact
Governance	F: Our work is underpinned by impeccable standards of corporate governance and operations	F1: Ensuring SASSOT is financially secure F2: Understanding and responding to our partners' and customers' needs F3: Meeting industry-recognised standards F4: Nurturing and developing staff



Report to the Board – Enclosure 05

Report Title	Constitution and Trustees
Date	15.10.19

Open Agenda item	X	
Private and Confidential Agenda item		By virtue of containing confidential information relating to:

Contact Officer	Name:	Jane Kracke
	Tel:	01785 619187

For Information	
For Decision	x

1 Purpose of Report

- To gain approval for the new constitution and charitable objects and for the proposed First Trustees
- To identify one or two additional First Trustees
- To make the Board aware of the responsibilities of the Trustees for the new organisation

2 Recommendation(s)

- That the Board approves the new constitution and charitable objects
- That the Board approves the three First Trustees that are proposed and asks for one or two additional Board members to put themselves forward as First Trustees
- That Board members consider whether they are prepared to become Trustees for the new organisation

3 Executive Summary

- In order for SASSOT to establish a Charitable Incorporated Organisation (CIO), the new organisation needs to be registered with the Charity Commission. This requires the submission of a constitution which meets Charity Commission requirements, and which names three initial trustees. A draft constitution has been approved by the SASSOT Independence Working Group and has previously been sent to Board members for comment.

4 Report

4.1 Constitution

A copy of the Constitution can be found in Appendix 1. As outlined above, this needs to be approved by the Charity Commission in order for us to become a registered CIO, and to this end they strongly recommend that we use their template for Foundation CIOs.

The new constitution is based on this template and has been cross-referenced with those of the Northamptonshire and Oxfordshire Active Partnerships, who have both recently successfully registered with the Charity Commission.

This has been approved by the Independence Working Group (IWG), and was also circulated to Board members for comment. A few minor amendments have since been made based on those comments.

4.2 Charitable Objects

As part of the constitution we are required to list our 'charitable objects', which also need approval of the Charity Commission. These should state our purpose and should make clear:

- What outcomes our charity is set up to achieve
- How we will achieve those outcomes
- Who will benefit from these outcomes
- Where the benefits extend to

Other Active Partnerships that have recently become independent have found that it took longer than expected to get to a point where the Charity Commission was happy with their documentation. Therefore, our Objects are based on the wording used by the Oxfordshire and Northamptonshire Active Partnerships (which are nearly identical) as these already have approval. They have been amended to be more appropriate to SASSOT but are still written in the approved format. The Objects form Section 3 of the constitution.

Again, these have been approved by the IWG following comments by the team and Board.

4.3 First Trustees

The constitution template requires us to name our First Trustees. These are proposed to be the three Board members who sit on the IWG, namely Malcolm Armstrong, Kimiyo Rickett and Pauline Walsh, along with one or two

additional current Board members

4.4 Additional Trustees

In order for the new CIO to continue to operate an effective Board as SASSOT currently does, the First Trustees will be looking to appoint additional Trustees. As per SASSOT's current constitution, the new organisation's constitution will allow for up to 12 Trustees (with a minimum of three). The First Trustees will invite the remaining current Board members to become Trustees, but feel it is important that Board members understand the responsibilities attached to this role.

Similar to SASSOT's current Declaration of Good Character, which all Board members are required to sign, Trustees will be required to sign the Charity Commission's [Trustee Eligibility Declaration](#). As the new organisation will work with children and vulnerable adults, they will also be required to complete a DBS check.

The diagram below (produced by the Charity Commission) summarises the 6 main duties of Trustees, with further details to be found [here](#).

A more detailed explanation of the responsibilities of Trustees is in the Charity Commission booklet '[The Essential Trustee: What you need to do, what you need to know](#)'. Copies of both documents will be circulated at the Board meeting.

Liability

The IWG appreciates that potential Trustees may be concerned about personal liability within the new organisation. The following from the National Council for Voluntary Organisations explains the limits of any liability:

"A charitable company limited by guarantee, Charitable Incorporated Organisation, Royal Charter body or a community benefit society (Industrial and Provident Society, IPS) are all incorporated legal forms. This means that the charity has a "legal personality". The charity can enter into legal relationships, such as relationships with staff, suppliers and the general public, in its own name. In most situations, if the charity is incorporated, it is the charity itself, rather than the members or the trustees, which is responsible for the charity's debts or for any other liabilities which might arise from its legal relationships. This will generally be the case even if the charity has no funds to meet the liabilities: the charity will become insolvent but the trustees are usually protected from personal liability.

There are some exceptions. First, where an incorporated charity is insolvent, the courts can, in principle, impose liability on the trustees in some circumstances... It would be very rare indeed for a trustee to be made liable in this way. Second, in some specific situations trustees can be held responsible for some liabilities alongside the charity.... they are also rare and generally involve an element of fault on the part of the trustee concerned."

Further details can be found here: <https://blogs.ncvo.org.uk/wp->

<content/uploads/guest/trustee-liability-guide.pdf>

The IWG hopes that all current Board members will choose to continue to support SASSOT's journey as Trustees of the new CIO. They ask that all Board members will read through the relevant documents, consider whether they are prepared to become a Trustee of the new organisation, then confirm their decision to Hazell Thorogood (hthorogood@staffordbc.gov.uk) by 30.11.19.

The Essential Trustee

6 main duties



CONSTITUTION OF A CHARITABLE INCORPORATED ORGANISATION WHOSE ONLY VOTING MEMBERS ARE ITS CHARITY TRUSTEES

Foundation Model Constitution

Date of constitution: **XXXXXXXX** [date registered by Charity Commission]

1 NAME

The name of the Charitable Incorporated Organisation ("the CIO") is **XXXXXXXXXX**

2 NATIONAL LOCATION OF PRINCIPAL OFFICE

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

3 OBJECT(S)

The object of the CIO is for the public benefit to promote participation in physical activities and sports that are capable of improving health and wellbeing, predominantly for the benefit of the inhabitants of Staffordshire and Stoke-on-Trent in particular by:

- 3.1 advocating the benefits of physical activity and sport to individuals, organisations and policy makers
- 3.2 collaborating with local communities, appropriate agencies and the national network of Active Partnerships to increase levels of participation in physical activity and sport;
- 3.3 promoting and providing services, programmes and facilities for physical activity and sport in the interests of the health and wellbeing for the public at large and those who by reason of their youth, age, limiting illness or disability, financial hardship or social and economic circumstances, have increased need of such services, programmes and facilities;
- 3.4 promoting and providing education and training which advocates the benefits of physical activity and sport and their contribution to wider health and wellbeing;
- 3.5 providing impact evaluation, performance measurement, research, insight and related intelligence for the public benefit in the context of physical activity, sport and their contribution to wider health and well-being.

Nothing in this constitution shall authorise an application of the property of the CIO for the purposes which are not charitable.

4 POWERS

The CIO has power to do anything which is calculated to further its object(s) or is conducive or incidental to doing so. In particular, the CIO has power to:

- 4.1 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011, if it wishes to mortgage land;
- 4.2 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.3 sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 4.4 employ and remunerate such staff as are necessary for carrying out the work of the

CIO. The CIO may employ or remunerate a charity trustee only to the extent that it is permitted to do so by Clause 6 (Benefits and payments to charity trustees and connected persons) and provided it complies with the conditions of that Clause;

- 4.5 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

5 APPLICATION OF INCOME AND PROPERTY

- 5.1 The income and property of the CIO must be applied solely towards the promotion of the objects.

5.1.1 a charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO;

5.1.2 a charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- 5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.

- 5.3 Nothing in this Clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

6 BENEFITS AND PAYMENTS TO CHARITY TRUSTEES AND CONNECTED PERSONS

6.1 General provisions

No charity trustee or connected person may:

6.1.1 buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;

6.1.2 sell goods, services, or any interest in land to the CIO;

6.1.3 be employed by, or receive any remuneration from, the CIO;

6.1.4 receive any other financial benefit from the CIO;

unless the payment or benefit is permitted by Sub-Clause 6.2 of this Clause or authorised by the court or the Charity Commission ("the Commission"). In this Clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

6.2 Scope and powers permitting trustees' or connected persons' benefits

6.2.1 a charity trustee or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that it is available generally to the beneficiaries of the CIO;

6.2.2 a charity trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, sections 185 to 188 of the Charities Act 2011;

6.2.3 subject to Sub-Clause 6.3 of this Clause a charity trustee or connected person may provide the CIO with goods that are not supplied in connection with

services provided to the CIO by the charity trustee or connected person;

6.2.4 a charity trustee or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate);

6.2.5 a charity trustee or connected person may receive rent for premises let by the trustee or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The charity trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion;

6.2.6 a charity trustee or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

6.3 **Payment for supply of goods only – controls**

The CIO and its charity trustees may only rely upon the authority provided by Sub-Clause 6.2.3 of this Clause if each of the following conditions is satisfied:

6.3.1 the amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the charity trustee or connected person supplying the goods ("the supplier");

6.3.2 the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;

6.3.3 the other charity trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a charity trustee or connected person. In reaching that decision the charity trustees must balance the advantage of contracting with a charity trustee or connected person against the disadvantages of doing so;

6.3.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO;

6.3.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of charity trustees is present at the meeting;

6.3.6 the reason for their decision is recorded by the charity trustees in the minute book;

6.3.7 a majority of the charity trustees then in office are not in receipt of remuneration or payments authorised by Clause 6.

6.4 In Sub-Clauses 6.2 and 6.3 of this Clause:

6.4.1 "the CIO" includes any company in which the CIO:

6.4.1.1 holds more than 50% of the shares; or

6.4.1.2 controls more than 50% of the voting rights attached to the shares; or

6.4.1.3 has the right to appoint one or more directors to the board of the company;

6.4.2 "connected person" includes any person within the definition set out in Clause 30 (Interpretation).

7 CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY

A charity trustee must:

- 7.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- 7.2 absent himself or herself from any discussions of the charity trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

Any charity trustee absenting himself or herself from any discussions in accordance with this Clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

8 LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE CIO IF IT IS WOUND UP

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

9 CHARITY TRUSTEES

9.1 Functions and duties of charity trustees

The charity trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each charity trustee:

9.1.1 to exercise his or her powers and to perform his or her functions in his or her capacity as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and

9.1.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:

9.1.2.1 any special knowledge or experience that he or she has or holds himself or herself out as having; and

9.1.2.2 if he or she acts as a charity trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

9.2 Eligibility for trusteeship

9.2.1 Every charity trustee must be a natural person.

9.2.2 No individual may be appointed as a charity trustee of the CIO:

9.2.2.1 if he or she is under the age of 16 years; or

9.2.2.2 if he or she would automatically cease to hold office under the provisions of Clause 12.1.5.

9.2.3 No one is entitled to act as a charity trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the charity trustees decide, his or her acceptance of the office of charity trustee.

9.2.4 At least one of the trustees of the CIO must be 18 years of age or over. If

there is no trustee aged at least 18 years, the remaining trustees may only act to call a meeting of the charity trustees, or appoint a new charity trustee.

9.3 Number of charity trustees

9.3.1 There must be at least three charity trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the charity trustees, or appoint a new charity trustee.

9.3.2 The maximum number of trustee is 12. The charity trustees may not appoint any trustee if as a result the maximum number of charity trustees would exceed the maximum.

9.4 First charity trustees

The first charity trustees are as follows, and are appointed for the following terms:

Malcolm Armstrong	4 years
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Kimiyo Rickett	3 years
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Pauline Walsh	2 years
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Additional First Trustee 1	2 years
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Additional First Trustee 2	2 years
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10 APPOINTMENT OF CHARITY TRUSTEES

10.1 Appointed Charity Trustees

10.1.1 Apart from the first charity trustees, every trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting of the charity trustees.

10.1.2 In selecting individuals for appointment as charity trustees, the charity trustees must have regard to the skills, knowledge and experience needed for the effective administration of the CIO.

10.2 Nominated Trustees

10.2.1 The Local Authorities serving the area of Staffordshire and Stoke-on-Trent ("the appointing bodies") may be invited to appoint a total of up to four charity trustees to represent them (for example Councillor, Public Health Senior Officer, Chief Executive and Strategic Lead for Leisure representatives or equivalents)

10.2.1.1 Any appointment must be made at a meeting held according to the ordinary practice of the appointing body.

10.2.1.2 Each appointment must be for a term of three years.

10.2.1.3 The appointment will be effective from the later of:

10.2.1.3.1 the date of the vacancy; and

10.2.1.3.2 the date on which the charity trustees or their secretary or clerk are informed of the appointment.

10.2.1.4 The person appointed need not be a member of the appointing body.

10.2.1.5 A trustee appointed by the appointing body has the same duty

under clause 9.1 as the other charity trustees to act in the way he or she decides in good faith would be most likely to further the purposes of the CIO

11 INFORMATION FOR NEW CHARITY TRUSTEES

The charity trustees will make available to each new charity trustee, on or before his or her first appointment:

- 11.1 a copy of the current version of this constitution; and
- 11.2 a copy of the CIO's latest Trustees' annual report and statement of accounts.

12 RETIREMENT AND REMOVAL OF CHARITY TRUSTEES

- 12.1 A charity trustee ceases to hold office if he or she:
 - 12.1.1 retires by notifying the CIO in writing (but only if enough charity trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - 12.1.2 is absent without the permission of the charity trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;
 - 12.1.3 dies;
 - 12.1.4 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 12.1.5 is disqualified from acting as a charity trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 12.2 Any person retiring as a charity trustee is eligible for reappointment.
- 12.3 A charity trustee who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least four years.

13 TAKING OF DECISIONS BY CHARITY TRUSTEES

Any decision may be taken either:

- 13.1 at a meeting of the charity trustees; or
- 13.2 by resolution in writing or electronic form agreed by all of the charity trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more charity trustees has signified their agreement. Such a resolution shall be effective provided that
 - 13.2.1 a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the charity trustees; and
 - 13.2.2 the majority of all of the charity trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the charity trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 14 days of the circulation date

14 DELEGATION BY CHARITY TRUSTEES

- 14.1 The charity trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they shall determine the terms and conditions on which the delegation is made. The charity trustees may at any time alter those terms and conditions, or revoke the delegation.
- 14.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the charity trustees, but is subject to the following requirements:
 - 14.2.1 a committee may consist of two or more persons, but at least one member of each committee must be a charity trustee;
 - 14.2.2 the acts and proceedings of any committee must be brought to the attention of the charity trustees as a whole as soon as is reasonably practicable; and
 - 14.2.3 the charity trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

15 MEETINGS OF CHARITY TRUSTEES

15.1 Calling meetings

- 15.1.1 Any charity trustee may call a meeting of the charity trustees.
- 15.1.2 Subject to that, the charity trustees shall decide how their meetings are to be called, and what notice is required.

15.2 Chairing of meetings

The charity trustees may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the meeting, the charity trustees present may appoint one of their number to chair that meeting.

15.3 Procedure at meetings

- 15.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is three charity trustees, or the number nearest to one half of the total number of charity trustees, whichever is greater, or such larger number as the charity trustees may decide from time to time. A charity trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- 15.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 15.3.3 In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

15.4 Participation in meetings by electronic means

- 15.4.1 A meeting may be held by suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.
- 15.4.2 Any charity trustee participating at a meeting by suitable electronic means agreed by the charity trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at

the meeting.

15.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

16 MEMBERSHIP OF THE CIO

- 16.1 The members of the CIO shall be its charity trustees for the time being. The only persons eligible to be members of the CIO are its charity trustees. Membership of the CIO cannot be transferred to anyone else.
- 16.2 Any member and charity trustee who ceases to be a charity trustee automatically ceases to be a member of the CIO.
- 16.3 A minimum of 25% of the members will be independent non-executive trustees. These shall be appointed through a publicly advertised, open recruitment process, meaning they are independent of any close connection to the CIO and, from the perspective of an objective outsider, they would be viewed as independent. Examples of a 'close connection' include:
 - 16.3.1 They are or have within the last four years been actively involved in the CIO's affairs
 - 16.3.2 They are or have within the last four years been an employee of the CIO
 - 16.3.3 They have close family ties with any of the CIO's trustees or senior employees

17 INFORMAL OR ASSOCIATE (NON-VOTING) MEMBERSHIP

- 17.1 The charity trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- 17.2. The Director and Chief Operating Officer of the CIO, or equivalent roles, will be non-voting associate members of the Board.
- 17.3. Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

18 DECISIONS WHICH MUST BE MADE BY THE MEMBERS OF THE CIO

- 18.1 Any decision to:
 - 18.1.1 amend the constitution of the CIO;
 - 18.1.2 amalgamate the CIO with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or
 - 18.1.3 wind up or dissolve the CIO (including transferring its business to any other charity);must be made by a resolution of the members of the CIO (rather than a resolution of the charity trustees).
- 18.2 Decisions of the members may be made either:
 - 18.2.1 by resolution at a general meeting; or
 - 18.2.2 by resolution in writing, in accordance with Sub-Clause 18.4 of this Clause.

- 18.3 Any decision specified in Sub-Clause 18.1 of this Clause must be made in accordance with the provisions of Clause 28 (Amendment of constitution), Clause 29 (Voluntary winding up or dissolution), or the provisions of the Charities Act 2011, the General Regulations or the Dissolution Regulations as applicable. Those provisions require the resolution to be agreed by a 75% majority of those members voting at a general meeting, or agreed by all members in writing.
- 18.4 Except where a resolution in writing must be agreed by all the members, such a resolution may be agreed by a simple majority of all the members who are entitled to vote on it. Such a resolution shall be effective provided that:
- 18.4.1 a copy of the proposed resolution has been sent to all the members eligible to vote; and
- 18.4.2 the required majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

The resolution in writing may comprise several copies to which one or more members has signified their agreement. Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated.

19 GENERAL MEETINGS OF MEMBERS

19.1 Calling of general meetings of members

The charity trustees may designate any of their meetings as a general meeting of the members of the CIO. The purpose of such a meeting is to discharge any business which must by law be discharged by a resolution of the members of the CIO as specified in Clause 17 (Decisions which must be made by the members of the CIO).

19.2 Notice of general meetings of members

- 19.2.1 The minimum period of notice required to hold a general meeting of the members of the CIO is 14 days.
- 19.2.2 Except where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations, a general meeting may be called by shorter notice if it is so agreed by a majority of the members of the CIO.
- 19.2.3 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.

19.3 Procedure at general meetings of members

The provisions in Clauses 15.2 to 15.4 governing the chairing of meetings, procedure at meetings and participation in meetings by electronic means apply to any general meeting of the members, with all references to trustees to be taken as references to members.

20 SAVING PROVISIONS

- 20.1 Subject to Sub-Clause 20.2 of this Clause, all decisions of the charity trustees, or of a committee of charity trustees, shall be valid notwithstanding the participation in any vote of a charity trustee:

- 20.1.1 who was disqualified from holding office;
- 20.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
- 20.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if, without the vote of that charity trustee and that charity trustee being counted in the quorum, the decision has been made by a majority of the charity trustees at a quorate meeting.

- 20.2 Sub-Clause 20.1 of this Clause does not permit a charity trustee to keep any benefit that may be conferred upon him or her by a resolution of the charity trustees or of a committee of charity trustees if, but for Sub-Clause 20.1, the resolution would have been void, or if the charity trustee has not complied with Clause 7 (Conflicts of interest).

21 EXECUTION OF DOCUMENTS

- 21.1 The CIO shall execute documents either by signature or by affixing its seal (if it has one).
- 21.2 A document is validly executed by signature if it is signed by at least two of the charity trustees.
- 21.3 If the CIO has a seal:
 - 21.3.1 it must comply with the provisions of the General Regulations; and
 - 21.3.2 the seal must only be used by the authority of the charity trustees or of a committee of charity trustees duly authorised by the charity trustees. The charity trustees may determine who shall sign any document to which the seal is affixed and unless otherwise so determined it shall be signed by two charity trustees.

22 USE OF ELECTRONIC COMMUNICATIONS

22.1 General

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- 22.1.1. the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- 22.1.2. any requirements to provide information to the Commission in a particular form or manner.

22.2 To the CIO

Any member of charity trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

22.3 By the CIO

- 22.3.1 any member of charity trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such

communications in that form.

22.3.2 the charity trustees may, subject to compliance with any legal requirements, by means of publication on its website:

22.3.2.1 provide the members with the notice referred to in Clause 19.2 (Notice of general meetings);

22.3.2.2 give charity trustees notice of their meetings in accordance with Clause 15.1 (Calling meetings) and

22.3.2.3 submit any proposal to the members or charity trustees for decision by written resolution in accordance with the CIO's powers under Clause 18 (Members' decisions) or 18.4 (Decisions taken by resolution in writing).

22.3.3 the charity trustees must:

22.3.3.1 take reasonable steps to ensure that members and charity trustees are promptly notified of the publication of any such notice or proposal; and

22.3.3.2 send any such notice or proposal in hard copy form to any member or charity trustee who has not consented to receive communications in electronic form.

23 KEEPING OF REGISTERS

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, a (combined) register of its members and charity trustees.

24 MINUTES

The charity trustees must keep minutes of all:

24.1 appointments of officers made by the charity trustees;

24.2 proceedings at general meetings of the CIO;

24.3 meetings of the charity trustees and committees of charity trustees including:

24.3.1 the names of the trustees present at the meeting;

24.3.2 the decisions made at the meetings; and

24.3.3 where appropriate the reasons for the decisions;

24.4 decisions made by the charity trustees otherwise than in meetings.

25 ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE

25.1 The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.

25.2 The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

26 RULES

The charity trustees may from time to time make such reasonable and proper rules or byelaws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

27 DISPUTES

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

28 AMENDMENT OF CONSTITUTION

As provided by sections 224-227 of the Charities Act 2011:

- 28.1 This constitution can only be amended:
 - 28.1.1 by resolution agreed in writing by all members of the CIO; or
 - 28.1.2 by a resolution passed by a 75% majority of those voting at a general meeting of the members of the CIO called in accordance with Clause 19 (General meetings of members).
- 28.2 Any alteration of Clause 3 (Objects), Clause 29 (Voluntary winding up or dissolution), this Clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by charity trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- 28.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 28.4 A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended must be sent to the Commission by the end of the period of 15 days beginning with the date of passing of the resolution, and the amendment does not take effect until it has been recorded in the Register of Charities.

29 VOLUNTARY WINDING UP OR DISSOLUTION

- 29.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - 29.1.1 at a general meeting of the members of the CIO called in accordance with Clause 19 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - 29.1.1.1 by a resolution passed by a 75% majority of those voting, or
 - 29.1.1.2 by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - 29.1.1.3 by a resolution agreed in writing by all members of the CIO.
- 29.2 Subject to the payment of all the CIO's debts:
 - 29.2.1 Any resolution for the winding up of the CIO, or for the dissolution of the CIO

without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.

29.2.2 If the resolution does not contain such a provision, the charity trustees must decide how any remaining assets of the CIO shall be applied.

29.2.3 In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.

29.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

29.3.1 the charity trustees must send with their application to the Commission:

29.3.1.1 a copy of the resolution passed by the members of the CIO;

29.3.1.2 a declaration by the charity trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

29.3.1.3 a statement by the charity trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

29.3.2 the charity trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any charity trustee of the CIO who was not privy to the application.

29.4. If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

30 INTERPRETATION

In this constitution:

“charity trustee”	means a charity trustee of the CIO;
“Communications Provisions”	means the Communications Provisions in Part 10, Chapter 4 of the General Regulations;
“connected person”	means: <ul style="list-style-type: none">(a) an individual with close family ties including, but not limited to, a child, parent, grandchild, grandparent, brother or sister of the charity trustee;(b) the spouse or civil partner of the charity trustee or of any person falling within Sub-Clause (a) above;(c) a person carrying on business in partnership with the charity trustee or with any person falling within Sub-Clause (a) or (b) above;(d) an institution which is controlled:<ul style="list-style-type: none">(i) by the charity trustee or any connected person falling within Sub-Clause (a), (b), or (c) above; or

- (ii) by two or more persons falling within Sub-Clause (d)(i), when taken together;
- (e) a body corporate in which:
 - (i) the charity trustee or any connected person falling within Sub-Clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within Sub-Clause (e)(i) who, when taken together, have a substantial interest;

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution together with the UK Code of Governance's definition of independence.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012;

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

Report to the Board – Enclosure 06

Report Title	Pensions Report
Date	15 th October 2019

Open Agenda item	X	
Private and Confidential Agenda item		By virtue of containing confidential information relating to:

Contact Officer	Name:	Jude Taylor / Jane Kracke
	Tel:	01785 619299 / 01785 619187

For Information	
For Decision	X

1. **Purpose of Report**

To provide the Board with information on the following:

- The process undertaken to arrive at a preferred pension provider
- The modelling of various pension options

2. **Recommendation(s)**

- That the Board agrees the following:
 - The pension provider for the new organisation
 - The employer and employee contributions for existing staff
 - The employer and employee contributions for new staff

- **Executive Summary**

- The Independence Working Group (IWG) has met twice to consider pension suppliers and employer / employee contribution rates, recommendations agreed by the group to be taken to the October Board meeting

PLEASE NOTE THAT THIS REPORT WILL BE ACCOMPANIED BY A PRESENTATION FROM JUDE TAYLOR AND JANE KRACKE, AND FROM THE PREFERRED PENSION SUPPLIER

- **Report**

- **Pension Provider**

- Jude looked at three potential pension schemes, which were discussed by the IWG:
 - NEST – this charges employees more than other schemes
 - Sector Scheme – recommended by Active Partnerships, and recently reviewed by the AP national team.
 - An Off-the-Shelf version – SASSOT would be responsible for deciding how investments are made
- The IWG considered the following:
 - Type of provision: Trust/Contract/Master
 - Performance of the providers/fund
 - Cost both to the employer and employee (via annual fee and the charges levied at employer contribution)
 - Tax relief method
 - Level of risk
 - Type of contribution structure (flat rate, matching etc.)
- The group felt that the scheme recommended by Active Partnerships was the best scheme based on the above. This scheme is provided by Aviva and brokered by Punter Southall Aspire

- **Pension Modelling**

- The following page illustrates the modelling which has been produced to show the effect on SASSOT's 'bottom line' of different employee pension contribution rates for existing staff. We have modelled an employee pension contribution rate of 8% for any new staff
 - The 16.8% contribution figures are taken from the 5-year financial report, presented as part of the FAG Update
 - Across all the other contribution rates which are modelled, all other elements of the budget remain the same other than the pension contribution rate
 - The following models assume the composition of the staff team remains unchanged for the next four years. Our HR records show we have experienced a staff turnover of 9 staff in the previous four year period (excluding redundancies). Therefore, the figures below are likely to become lower over time through natural turnover when new staff are put on a lower contribution rate.

- We have the option of offering a tiered contribution structure for both existing and new employees, whereby if individuals want to contribute less than the employee contribution needed to access the maximum employer contribution, then they can choose a lower tier where both forms of contribution are reduced.
 - The IWG recommends that the new organisation adopts this approach, as it allows for those staff members that put more importance on their pension to access the maximum employer contribution, whereas staff that may put more importance on making smaller contributions and therefore taking home more pay each month can choose this option.
 - A modelled version of this will be presented discussed during the meeting

Pension Modelling - All other elements of the budget remain the same											
			2019-20	2020-21	2021-22	2022-23	2023-24				
16.8% contribution (existing staff), 8% (new staff)											
Balance											
Liabilities			- 135,030	- 148,100	- 180,610	- 204,480	- 224,990				
Restricted Funds			- 55,930	- 59,780	- 60,150	- 59,050	-				
Unrestricted Funds			- 207,830	- 156,560	- 69,270	11,780	91,330				
15% contribution (existing staff), 8% (new staff)											
Unrestricted Funds			- 207,830	- 161,330	- 78,910	- 2,760	71,830	19,500	saving v 16.8%		
13% contribution (existing staff), 8% (new staff)											
Unrestricted Funds			- 207,830	- 165,920	- 88,170	- 16,730	53,120	38,210	saving v 16.8%		
10% contribution (existing staff), 8% (new staff)											
Unrestricted Funds			- 207,830	- 172,800	- 102,050	- 39,760	20,840	70,490	saving v 16.8%		
Remaining with SBC											
Unrestricted Funds			- 207,830	- 135,860	- 20,780	102,330	225,900	- 154,070	loss v 16.8%		
No VAT, Hosting £27k, enhanced redundancy for new staff											
Note:											
This assumes that the same amount of SE funding is spent on capacity v delivery across all models											