

# TOGETHER ACTIVE

**Together Active  
Board Meeting  
19.07.22  
Virtual via Zoom  
Meeting Minutes**

Present Attendees		Apologies	Also Distributed To:
Malcolm Armstrong (MA)	Chair, TA	Sarah Getley Pauline Walsh Tim Clegg Alistair Fisher Toyin Higgs	Core Team
Kimiyo Rickett (KR)	Senior Independent Director		
Carly Jones (CJ)	CEO, TA		
Jane Kracke (JK)	Chief Operating Officer TA		
Hazell Thorogood (HT)	Office Manager TA		
Jonathan Topham (JT)	Board Member		
Derek Peters (DP)	Board Member		
Catherine Stevenson (CS)	Board Member		
Sharon Heath (SH)	Board Member		
Abi Dean (AD)	Board Member		
Simon Davies (Item 1)	Together Active		
Nicola Dean (Item 1)	Ann Craft Trust		
Emma Wright (Item 1)	NSPCC		
Kerry Brown (Item 3)	Crowe UK LLP		

No	Item Topic
1	<p><b>Safeguarding Awareness</b> Nicola Dean from the Ann Craft Trust and Emma Wright from the NSPCC ran a safeguarding session with the Trustees (recording shared with the Board).</p>
2	<p><b>Apologies &amp; Introductions</b> As above</p>
3	<p><b>Audit Report, Trustees' Report and Annual Accounts (SH &amp; Kerry Brown, Crowe LLP)</b> Crowe UK LLP noted their thanks to JK and HT regarding the audit process.</p> <ul style="list-style-type: none"> <li>- Key aspects: revenue recognition: during Crowe's testing of grant income they reviewed two new awards from Sport England which both have a 13 month delivery period starting on 1 March 2022. In the draft financial statements 1/13th of the grants had been recognised: it was agreed they would be accrued into the last year.</li> <li>- There is no suspicion of any fraud and nothing has come to light since the audit closed.</li> <li>- Materiality is set at 2%</li> <li>- Management controls: no concerns</li> <li>- Going concern: this is not a significant risk for Together Active but is still a general area of focus for auditors. Crowe have reviewed financial forecasts and have agreed they are as accurate as can be.</li> <li>- Systems and Controls: the anti-bribery policy is now in place and declaration of Interests forms have been received.</li> </ul> <p>MA noted the large rise in inflation could potentially be a concern in future. TA's largest cost after grant giving is salaries.</p> <ul style="list-style-type: none"> <li>• <b>Decision 1:</b> The Board agreed the Trustees' Report and Annual Accounts, plus Audit Report</li> </ul>

	<ul style="list-style-type: none"> <li>• <b>Decision 2:</b> The Board agreed that Malcolm and Kimiyo can sign the letter of representation</li> </ul>
<b>4</b>	<p><b>Chief Executive Introduction</b> Carly Jones the new Chief Executive of Together Active, introduced herself to the Board.</p>
<b>5</b>	<p><b>Declarations of Interests</b> Carly Jones, Jane Kracke and Hazell Thorogood as employees of Together Active. Malcolm Armstrong for section 7 as Chair.</p>
<b>6</b>	<p><b>Minutes of last Meeting</b> All agreed the minutes of the last meeting as an accurate record.</p>
<b>7</b>	<p><b>Chair Recruitment (JT)</b> <b>JT discussed the options for Chair recruitment. MA left the meeting for this item.</b> Together Active's last round of Chair recruitment was unsuccessful, and the Board discussed options to fill the role going forward.</p> <p>Recruitment for a new Chair would cost between £3000 - £8000 however we can apply for up to £10,000 from Sport England towards this.</p> <p>The Board also discussed an honorarium of around £250 per month (£3000 per annum) may be suitable, to retain the existing Chair and provide continuity in a time of change. Sport England have approved this approach, however Together Active would be the only Active Partnership to provide an honorarium. Paying an honorarium to a Chair is unusual in the charity sector and we would need to apply for permission from the Charity Commission or amend our constitution. Sport England wouldn't provide any additional funds towards this, but we could use our existing funds (provided we don't allow a susceptible drop in service levels). It was felt that we would stand a better chance of getting Charity Commission approval if we exhausted all recruitment possibilities first.</p> <p><b>Decision 3:</b> The Board agreed to further explore putting a Chair honorarium in place, but to forge ahead with recruitment. If unsuccessful then we would apply to the Charity Commission, being able to make a stronger case</p> <p><b>Action 1:</b> JK/CJ to explore what would be involved in applying for an honorarium with the Charity Commission</p> <p><b>Action 2:</b> JK to proceed with obtaining quotes from recruitment companies, followed by applying for the recruitment grant from Sport England.</p>
<b>8</b>	<p><b>External Evaluation</b> The Board reviewed the response to the external Board evaluation.</p> <p>The Board will continue to hold 4 meetings per year but with a focus on the informal drop ins and will hold one away day per year.</p> <p><b>Action 3:</b> The GAG will discuss a potential development plan for the Board.</p> <p>AD confirmed she would become a member of the Finance and Audit Group.</p> <p>The Board confirmed they are satisfied with the external evaluation response.</p>
<b>9</b>	<p><b>Staff and Partner Satisfaction Surveys</b> The Board discussed the results of the staff and partner satisfaction surveys.</p> <p>Staff: key positive points, amongst others were that staff feel there is a genuine commitment to wellbeing and appreciate the flexible working.</p> <p>Development points: the team feel we need to continue to work on making hybrid working more effective, and ensure teamwork is focused on, following Covid and working from home.</p>

	<p>Partner Survey: this survey went to our key partners  Positive: partners are appreciative of our advice and collaboration  Development points: we need to increase our awareness of the Step-up strategy with some partners.</p> <p>The Board discussed the anonymous aspect of the surveys.</p>									
<b>10</b>	<p><b>Reports (discussion by exception)</b></p> <ul style="list-style-type: none"> <li>- Chair's Actions</li> <li>- PALS</li> <li>- Finance &amp; Audit Group</li> <li>- A 6% pay increase will be budgeted for 22-23 (this includes the existing uplift) and we will wait to see the decision from the negotiations from the Unions. Any rise would apply to Tupe'd and non Tupe'd staff. <ul style="list-style-type: none"> <li>o <b>Decision 4:</b> The Board approved the final 2022-23 Budget.</li> <li>o <b>Decision 5:</b> Risk Register - the Board agreed the suggested amendments to the risk scores of the four risks, and agreed that a new risk is added regarding the Bank Account holding more than the amount protected by the FSCS</li> <li>o <b>Action 4:</b> JK/SH to review options around bank accounts in relation to funds protected by the FSCS) to take to the next Finance and Audit Group.</li> </ul> </li> <li>- Governance &amp; Appointments Group <ul style="list-style-type: none"> <li>o Tier three compliance: progress is behind schedule due to reduce capacity within team, but this should be rectified during the next quarter.</li> <li>o <b>Decision 6:</b> The Board agreed to adopt the complaints policy</li> <li>o <b>Decision 7:</b> The Board agreed to seek advice to understand the implications of HMRC's rules around non- Primary Purpose trading</li> <li>o <b>Decision 8:</b> The Board agreed to consider amending Together Active's objects to broaden them, with GAG drafting the proposed amendments.</li> </ul> </li> <li>- Equality, Diversity and Inclusion Group</li> <li>- Chief Executive and Chief Operating Officer Report</li> </ul> <p>One new Finance and Audit Group members and one new Governance and Appointments group member is needed.</p>									
<b>11</b>	<b>Confidential Item</b>									
<b>12</b>	<p><b>Dates of 2023 Meetings</b>  The Board agreed the proposed dates for 2023 subgroup and Board meetings.</p>									
<b>13</b>	<p><b>Dates &amp; times of future meetings</b></p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%;">Informal Drop in Board</td> <td style="width: 33%;">Tuesday 13<sup>th</sup> September 2022</td> <td style="width: 33%;">4.30-5.30</td> </tr> <tr> <td>Informal Drop in</td> <td>Tuesday 18<sup>th</sup> October 2022</td> <td>4.30-5.30</td> </tr> <tr> <td>Informal Drop in</td> <td>Tuesday 29<sup>th</sup> October 2022</td> <td>2-4pm</td> </tr> </table>	Informal Drop in Board	Tuesday 13 <sup>th</sup> September 2022	4.30-5.30	Informal Drop in	Tuesday 18 <sup>th</sup> October 2022	4.30-5.30	Informal Drop in	Tuesday 29 <sup>th</sup> October 2022	2-4pm
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Actions	Owner	Date
Action 1: JK/CJ to explore what would be involved in applying for an honorarium with the Charity Commission	JK/CJ	October 22
Action 2: JK to proceed with obtaining quotes from recruitment companies, followed by applying for the recruitment grant from Sport England.	JK	October 22
Action 3: The GAG will discuss a potential development plan for the Board.	GAG	October 22
Action 4: JK/SH to review options around bank accounts in relation to funds protected by the FSCS) to take to the	JK/SH	October 22

next Finance and Audit Group.		
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Decisions
<b>Decision 1:</b> The Board agreed the Trustees' Report and Annual Accounts, plus Audit Report
<b>Decision 2:</b> The Board agreed that Malcolm and Kimiyo can sign the letter of representation
<b>Decision 3:</b> The Board agreed to further explore putting a Chair honorarium in place, but to forge ahead with recruitment. If unsuccessful then we would apply to the Charity Commission, being able to make a stronger case
<b>Decision 4:</b> The Board approved the final 2022-23 Budget.
<b>Decision 5:</b> Risk Register - the Board agreed the suggested amendments to the risk scores of the four risks, and agreed that a new risk is added regarding the Bank Account holding more than the amount protected by the FSCS.
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Prepared By:	Date	Checked By	File Code
Hazell Thorogood	19.07.22	Malcolm Armstrong	Board Minutes 19.07.22