

Present Attendees		Apologies	Also Distributed To:
Malcolm Armstrong (MA) - virtual	Chair	Pauline Walsh (PW)	Board
Jane Kracke (JK) – in person	Chief Operating Officer		
Carly Jones (CJ) – in person	Chief Executive		
Jonathan Topham (JT) - virtual	Board Member		
Kimiyo Rickett (KR) – in person	Senior Independent Director		

**Meeting Minutes**

No.	Item Topic
1	<b>Apologies: as above</b>
2	<b>Declarations of Interest</b> JK and CJ as staff members.
3	<b>Minutes</b> The minutes of the last meeting were confirmed as accurate.
4	<p><b>Review of Terms of Reference for the Group</b></p> <ul style="list-style-type: none"> <li>The Terms of Reference for each sub-group should be reviewed annually to ensure they remain fit for purpose. This is now due</li> <li>Some suggested amendments were put forward based on recommendations from the External Review and to reflect our current practice.</li> <li>The main amendments are to the Membership                             <ul style="list-style-type: none"> <li>The current Terms of Reference state that membership should include the Chair and Senior Independent Director along with “One or two additional Board Members with appropriate experience”,</li> <li>The proposed new wording states that the Chair AND / OR Senior Independent Director should sit on the group, and act as Chair. Two or Three additional Trustees with appropriate experience should also sit on the group</li> <li>A section has been added regarding Co-opted Members, mirroring the wording in our Board Working Procedures.</li> <li>It was agreed that the ToR should clarify that the CE and COO are non-voting associate members of the group</li> </ul> </li> <li>GAG members agreed the amendments, and will recommend that the Board adopts these</li> </ul> <p><b>Decision 1:</b> The group agreed to the amendments to the Terms of Reference for the group, and this will be taken to Board for approval.</p>
5	<p><b>Chair Recruitment</b></p> <ul style="list-style-type: none"> <li>Together Active secured £9,900 from Sport England to engage the services of recruitment consultants</li> <li>Harris Hill was selected following a quotation process</li> <li>The closing date is 24<sup>th</sup> October, with first and second round interviews set up in November</li> </ul>
6	<p><b>Trustee Attendance and Additional Responsibilities</b></p> <ul style="list-style-type: none"> <li>Toyin Higgs has resigned from the Board</li> <li>The group looked at Board attendance from Trustees over the past two years, and discussed whether there were other options for retaining engagement with any Trustees who were unable to commit to meeting the Board meeting attendance requirement</li> <li>The division of additional responsibilities among trustees (e.g. membership of sub groups) was also discussed and the importance of making these expectations clear during the recruitment process was highlighted</li> </ul>

	<ul style="list-style-type: none"> <li>This will be revisited once the new Chair is in place</li> </ul>
7	<p><b>Charity Objects</b></p> <ul style="list-style-type: none"> <li>It was agreed at the July Board meeting that GAG would look at broadening TA's Objects to allow TA to focus on projects that are not solely physical activity related</li> <li>A long and a short version of potential Objects were discussed, based on Objects from other Active Partnerships that have been approved by the Charity Commission</li> </ul> <p><b>Action 1:</b> It was agreed that the Objects should be short. A discussion should take place with the team to propose potential Objects for GAG to discuss at the next meeting. Support Staffs or VAST should be consulted for advice regarding whether the proposed objects are likely to be approved by the Charity Commission</p>
8	<p><b>Tier 3 Compliance: Amendments to Board Documents</b></p> <ul style="list-style-type: none"> <li>The External Evaluation report made various recommendations for amendments to certain documents. These have now been worked through and the relevant documents cross-referenced with the requirements of the revised Tier 3 of <i>A Code for Sports Governance</i> to ensure they are compliant.</li> </ul> <p><b><u>Conflicts of Interest or Loyalty Policy</u></b></p> <ul style="list-style-type: none"> <li>Amended so directly reflects wording in constitution</li> <li>Merged to become one policy covering staff, Trustees and volunteers, rather than two separate ones</li> <li>Personal Interests definition broadened to include any organisation where the individual has a personal interest</li> <li>Updated to include the requirement to complete a Declaration of Interests form on at least an annual basis</li> <li>Definition of 'token value' in terms of gifts included – up to £10 value</li> </ul> <p><b><u>Declaration of Interest or Loyalty Form</u></b></p> <ul style="list-style-type: none"> <li>Merged to become one form covering staff, Trustees and volunteers, rather than two separate ones</li> <li>Breadth of Interest broadened to include any roles within any organisations which operate <i>withing or across Staffordshire, Stoke-on-Trent or the surrounding counties</i>, not just organisations whose main interests are sport or physical activity</li> </ul> <p><b><u>Board Working Procedures</u></b></p> <ul style="list-style-type: none"> <li>Section 3.4 amended to say 'The Chief Executive and Chief Operating Officer of Together Active will be non-voting associate members of the Board.' (previously 'No Together Active employees shall be appointed to the Board unless this is in an Ex Officio capacity.') to mirror wording in constitution</li> </ul> <p><b>Decision 2:</b> The group agreed to the amendments of the three documents, and this will be taken to Board for approval.</p>
9	<p><b>Board Forward-Planning Objectives</b></p> <ul style="list-style-type: none"> <li>A Forward Planning calendar was presented and agreed, focusing on compliance requirements and key agenda items which need to be discussed at certain meetings (e.g. quarterly, annually)</li> <li>A more detailed look at a Development Plan for the Board would be taken following the strategy review and once the new Chair is in place</li> </ul>
10	<p><b>Board Meeting agenda and format</b> The group agreed the Board agenda format.</p>
11	<p><b>Dates for 2022</b> Tuesday 17<sup>th</sup> January 2023 – <b>change of date</b> Tuesday 18<sup>th</sup> April 2023 Tuesday 11<sup>th</sup> July 2023 Tuesday 10<sup>th</sup> October 2023</p>

Actions	Owner	Date
---------	-------	------

<b>Action 1</b>	It was agreed that the Objects should be short. A discussion should take place with the team to propose potential Objects for GAG to discuss at the next meeting. Support Staffs or VAST should be consulted for advice regarding whether the proposed objects are likely to be approved by the Charity Commission	CJ	17.01.23

<b>Decision</b>
<b>Decision 1:</b> The group agreed to the amendments to the Terms of Reference for the group, and this will be taken to Board for approval.
<b>Decision 2:</b> The group agreed to the amendments of the Conflicts of Interest or Loyalty Policy, Declaration of Interest or Loyalty Form and Board Working Procedures, and these will be taken to Board for approval.

Prepared By	Date	Checked By	File Code
Hazell Thorogood	12.07.22	Malcolm Armstrong	Governance Appointments Group Minutes 12.07.22