Active Oxfordshire Board of Trustees

Wednesday 25th July 2018
Horspath Road, Oxford

Meeting Minutes

Key Outcomes

- Appointed 6 additional trustees to the board of Active Oxfordshire
- Appointed Paul Brivio as first Chief Executive of AO
- Agreed and adopted the first constitution of AO
- Agreed to conduct an internal board review process by the end of 2018
- Reviewed a strawman framework/strategy for 2018/21
- Received an update from CPSU regarding safeguarding

1. Welcome & Declaration of Interests

Chairman: Keith Johnston (KJ)

Trustees: Donna Husband (DH), Stuart Henshaw (SH)

In Attendance: Mary Nicholls (MN), Ed Nicholas (EN), Paul Brivio (PB), David Smith (DS), Kirsty Goldie-Brammer (KGB), Helen Dawes (HD), David Smith (DS), Richard Venables (RV)

Apologies:
Ian Brooke (IB), Peter Cansell (PC) Dylan Evans (DE), Margaret Peggie (MP)

KJ welcomed everyone to the second trustee’s meeting of Active Oxfordshire and asked for any potential conflict of interests to be declared; none were declared.

2. Previous minutes from 6th July 2018 – Actions & Matters Arising

2.1 The contract of employment has been signed with Paul Brivio. Paul will start as Chief Executive of Active Oxfordshire with effect from 1 August 2018
2.2 Our offer on the offices in Kidlington has been accepted and contract negotiations are underway
2.3 Microtrading have been appointed to provide ongoing IT support
2.4 Punter Southall have been instructed to set up the AO pension fund
2.5 Job adverts have been circulated for the workforce manager and C&YP officer roles
3.1 AO constitution was circulated to all attendees ahead of the meeting
3.2 KJ to meet with Ian Brooke & Dylan Evans to discuss Local Authority links to the new AO board
3.3 An outline trustee recruitment/retirement plan was circulated to attendees
Action: MN to circulate details of pension scheme to trustees

3. Appointment of Trustees

The following were appointed as trustees of Active Oxfordshire:
- David Smith
- Kirsty Goldie-Brammer
- Helen Dawes
- David Smith
- Richard Venables
- Peter Cansell
- Margaret Peggie

In view of Board Transition proposal to be discussed under item 5, the appointment of Ian Brooke and Dylan Evans was held over pending further discussions regarding the link between AO and Local Authorities.

It was agreed that the membership and terms of reference for both the:
- Strategy Sub-Group (KJ, SH and DH)
- Operational Sub-group (DS, MP, KGB)
should transfer from OxSPA to Active Oxfordshire.

Actions:
3.1 All trustees are required to complete a right and proper person declaration and return it to MN asap
3.2 ToR for the SSG and OSG to be circulated

4. AO Constitution

The AO constitution circulated prior to the meeting was based on one previously developed for EnergiseMe (Hampshire CSP) and endorsed by the SSG.

Action: The board agreed to adopt the constitution and endorsed the appointment of Paul Brivio as the first chief executive of AO
5. **Board Transition Proposal**

- SH presented a proposal regarding the future terms and transition dates for trustees. This is intended to help our planning of board renewal and reduce the risk of multiple simultaneous departures.
- There is a divergence of view regarding the appropriate term for trustees (‘it takes 2-3 years to start adding value’ v ‘6 years feels too long’)
- It was noted that there may be a benefit in a wholesale change of trustees (e.g. a new chairman seeking to refresh the board)
- It was emphasised that the suggested retirement dates are for consideration only. The option still remains for trustees to step down by mutual consent.
- Creating a strong link with the local authorities was regarded as a high priority. This needs to be achieved at both an operational and strategic/board level. Further discussion with the LA’s is required to agree how this might work.
- It was agreed to seek board candidates with knowledge/experience of:
  - Physical disabilities and/or mental health
  - Low socio-economic communities

**Actions:**

5.1 All trustees to consider their preferred length of service and let their wishes be known either to the Chair or Vice-chair or to DH as part of the forthcoming board review process.

5.2 KJ to meet with Ian Brooke and Dylan Evans to discuss how best to structure the relationship with local authorities.

5.3 All board members to look out for potential trustee candidates, especially in the areas identified.

6. **Trustee Board Review**

- DH presented the major findings from the last board review (attached).
- The SSG proposed that we conduct an internal review of our performance as a board this year and use it as a basis for resetting if/how we want to work differently going forward.
- DH volunteered to lead on the board review but needs help from another trustee.
- AO has signed up to a CSPN agreement to utilise an independent external supplier for future board reviews. Details of this are still being worked on and is unlikely to be available until 2019.

**Actions:**

6.1 Contact DH if you are prepared to help with board review this year.

6.2 Ideas on what questions you would like to see covered should go to DH.

6.3 MN/PB to standardise/professionalise trustee profiles on the website.
7. **Operations Report & Risk Register**

The OSG met earlier in the morning to review the financial outlook for AO. There are still question marks around a number of figures therefore no financial forecast was available for the meeting, however:

- The financial position remains solvent despite some major transition costs (staff redundancy, finance/legal support and office IT equipment etc.)
- We have received confirmation of the additional transition support (£20k) and withheld core funding (£50k) from SE
- A 3-year financial forecast will be circulated to the board ahead of its inclusion in our September presentation to SE

The risk register was presented and approved by the board.

**Action:** OSG to circulate a 3-year forecast ahead of the presentation to SE in early September

8. **Active Oxfordshire Strategy**

EN presented an initial draft of a framework/strategy document seeking to articulate the shift in priorities for 2018/21. This needs to be worked into a presentation to SE in early September.

**Actions:**
8.1 Comments/suggestions should be directed to PB/EN
8.2 PB to review other CSP strategies to capture best practice on how this can be illustrated/articulated effectively
8.3 PB/SSG to develop a strategy presentation to SE

9. **Safeguarding**

An update presentation on safeguarding was made by the CPSU (Child Protection in Sport Unit) to ensure the board were familiar with their responsibilities regarding safeguarding and child protection. This followed a broader session with the core team earlier in the day.

**Action:** PB/SSG to review the session and assess what further action is required

10. **AOB**

Dates of future meetings:
• Wednesday 24\textsuperscript{th} October 2018 \hspace{1em} 10.00 – 13.00
• Wednesday 23\textsuperscript{rd} January 2019 \hspace{1em} 10.00 – 13.00
• Wednesday 1\textsuperscript{st} May 2019 \hspace{1em} 10.00 – 13.00
• Wednesday 24\textsuperscript{th} July 2019 \hspace{1em} 10.00 – 13.00