

## Minutes Greater Manchester Moving Main Board Meeting

<b>Subtitle</b>	Board and AGM
<b>Date</b>	06/10/2023
<b>Time</b>	12:00 - 15:00
<b>Location</b>	The Hideout Youth Zone, Queens Avenue, Gorton, Manchester , M12 5PX
<b>Chair</b>	Mike Perls MBE
<b>Attendees</b>	Roe, Richard, Young MBE, Rob, Blomeley, Justine, Sarah Brown-Fraser, Katy Calvin-Thomas, Will Baker, Sally Carr MBE, Dan Cropper, Lee Davies, Richard Davis-Boreham, Leanne Feeley, Warren Heppolette, Eve Holt, Hayley Lever, Mike Perls MBE, Steven Pleasant MBE and Matt Stocks

### **1 Welcome, introduction, and apologies**

12:00

*Minutes:*

Mike welcomed everybody and reminded the group of our purpose.

Mike also acknowledged that it was Richard R's and Rob Y's last board meetings. Both having been trustees for 9 years each (3 full terms).

Apologies: Rob Mukherjee, Sanjay Bhandari, Beth Sutcliffe.

Dialing in: Dan Cropper.

Arriving at 1pm: Sarah Brown-Fraser.

### **2 Minutes of previous meeting and matters arising**

12:10

*Minutes:*

All agreed the minutes were a true reflection of the previous meeting.

No outstanding actions.

### **3 AGM**

12:20

#### **3.1 Minutes of the 2022 AGM and any matters arising**

*Minutes:*

Minutes from the previous AGM agreed to be a true reflection.

Proposer: Rob Young

Seconder: Richard Roe

#### **3.2 Approval of final audited Company Accounts 2022/23**

*Minutes:*

Mike invited comments on the audited accounts.

Richard R: We're in a good position and the auditors are happy.

Mike and Richard R both signed the approved accounts as Chair and A&R Chair respectively.

### **3.3 Audit Report and recommendations**

*Minutes:*

Richard DB led the discussion on the audit report: More questions this time, which was to be expected due to changing auditors. We had 3 minor recommendations which Eddie prepared answers for:

1. Opening balances: Trivial differences caused by back postings after the 2022 audit. Eddie locking Quickbooks post audit to prevent in the future.
2. Payroll Provider - no SLA: SLA with Trafford now in place.
3. Accrued income: No interest showing on dividend statement from Shawbrook bank (their error). Eddie ensuring this is not missed again.

Overall we have a clean bill of health.

Mike: Well done to all involved. A good way for Richard R to sign out.

### **3.4 Appointment of Auditors**

*Minutes:*

Mike asked for feedback on new auditors (Carpenter Box).

Richard DB: More in depth. Happy to continue the relationship.

Richard R: Always likely to be more in depth when you change auditors, which was the right thing to do. Good feedback from the auditors post audit.

All present agreed that we are happy to continue with Carpenter Box.

### **3.5 Membership**

#### **3.5.1 Re-election of Chair**

*Minutes:*

Prior to the AGM, Warren had been in touch with each trustee. All unanimously agreed for Mike to continue as Chair.

Warren: Change in direction over the last year. Confirmation of a recovery in the Active Lives data. Upped our game both nationally and internationally, reaffirmed by our colleagues at Sport England.

#### **3.5.2 Confirmation of Senior Independent Director**

*Minutes:*

Mike spoke to trustees individually prior to the AGM and confirmed that all were happy for Warren to continue as Senior Independent Director.

Mike: Warren is an essential and trusted advisor. He always gives clear advice, with his steer holding us to account. Happy he is continuing - Thanks for the help.

### **3.5.3 Renewals (end of term)**

*Minutes:*

Richard Roe 3rd and final term ends 6th October 2023.

Rob Young MBE 3rd and final term ends 6th October 2023.

4 renewals due in 2024 (worth being aware of)

Mike Perls MBE.

Warren Heppolette.

Katy Calvin-Thomas.

Sarah Brown-Fraser.

Board Leads:

Sarah Brown-Fraser confirmed she is happy to continue as EEDI Lead.

Dan Cropper confirmed he is happy to continue as Safeguarding Lead.

Awaiting confirmation from Sanjay Bhandari if he is happy to continue as Welfare Lead.

### **3.6 Note changes to Directors**

*Minutes:*

Will Baker moves from Observer to Trustee 6th October 2023.

### **3.7 Confirmation of committee membership**

#### **3.7.1 Nominations and Remuneration**

*Minutes:*

Rob Y stepping down as Chair due to final term ending.

Membership from 6th October 2023:

Steven Pleasant (Chair)

Sarah Brown-Fraser

Leanne Feeley

Rob Mukherjee

#### **3.7.2 Audit and Risk**

*Minutes:*

Richard Roe stepping down as Chair due to final term ending.

Membership from 6th October 2023:

Will Baker (Chair)

Dan Cropper

Sanjay Bhandari

Sally Carr

### **3.8 Organisation reserve levels 2023/24**

*Minutes:*

Richard DB confirmed that we are in the mid-level of our reserves.

### **3.9 Governance statement**

*Minutes:*

Matt talked through the attached Governance Statement and asked the board for approval.

Similar format to previous versions, with two additions:

- Representation levels at board and sub-committee (page 4).
  - Clear list of decisions made by the board during the year (last page).
- Mike thanked Matt for his work on this.

Proposer: Warren

Secunder: Katy

### **3.10 Declaration of Trustee interests**

*Minutes:*

Awaiting Declaration of Interests and Declaration of Good Character from Sanjay and Dan.

All others received.

## **4 Audit and Risk**

12:50

*Minutes:*

Mike commented that it is brilliant how far the Audit and Risk committee has moved on. He asked Richard R for his reflections since 2014:

Richard R: Before 2014 we didn't have the committee. Both committee groups were established in response to the Code for Sports Governance. There has always been a risk register, but it was never brought into board meetings until the Audit and Risk committee was established. We also didn't have a reserves or investment policy, which both help us be in a more stable financial position.

Warren: The way we're organised is really good. Lots to build on, which is a testament to Richard R.

Richard DB talked through the attached Financial Report:

There were no questions from the board.

Richard DB talked through the Reserves Report: Conversations with Carpenter Box on covering more than our liabilities and what that tells investors. Bringing to the next board meeting a conversation on agreeing reserve levels on an annual basis, for example, at the AGM. Working with Will and Eddie on the rationale, with the recommendation being included in a future paper.

Will: Working towards a more specific and robust plan.

Steven: Agree - does this impact the risk register?

Richard DB: No one has asked and we're comfortable. Want to get to a planned action without over stretching. Forecast properly over a period of time.

Katy: Really important. Collectively make decisions to make sure reserves and planned investments are covered.

Hayley: We can mentally pause throughout the year, which we have not allowed ourselves to do in the past. The process allows us to be more adaptable.

Rob Y: Having reserves makes you investable. Don't underestimate the value.

Richard R: Important to find the right balance whilst not being risk averse, for three reasons. 1. Look after staff if we were to close. 2. Managing our budget. 3. Money is there to be spent - not just build up.

Mike asked the trustees if they were happy with the recommendations. Reserves level formula (in January) and a new AGM item around reserve levels.

All agreed.

Sally: Proposer.

Steven: Seconder

Will commented on the Risk Report: Bringing in a different way of thinking about risk. Making sure there is a level of understanding in how we mitigate risks. Also, asking questions if we can ease off any over-controlled risks, allowing us to take on different opportunities. Raise the level of risk awareness, at the forefront of our thinking and built into our culture.

Hayley: The wide ranging conversation is welcomed. Heads usually go to finance when thinking about risk. Other areas that could be dialed up, trans-inclusion for example where there is risk and opportunity.

Steven: Bringing risk to the front of the conversation is a good thing.

Mike: Culture of the organisation is always to look forward.

Richard DB shared with the group that there is a new risk included in the register. The upcoming Sabbatical of a member of the Executive Team (details in the attached report).

Rob Y asked if the GM Moving re-brand should be closed, considering it has been fairly recent?

Hayley: Good question. It is regularly discussed and we have had all positive, no negative feedback. Feels secure, but we will keep it on the agenda at our Exec meetings.

Eve: Feels like the risk is non-existent. The risk was in not acting. Risk on regarding brand not changing wasn't previously included on the register.

Will: If you do nothing on some things, we risk not achieving our charitable objectives.

Mike asked Dan and Sally for comments.

Dan: We need to look at the policies that sit behind this. Can be picked up by the Audit & Risk committee.

Sally: We could bring in the risk around culture under a safeguarding umbrella.

## **5 Nominations and Remuneration**

13:05

*Minutes:*

Mike asked Rob Y to reflect as he departs- what has changed since 2014?

Rob Y: Big changes, incrementally achieved from where we were. For example, the policy on reserves to where we are on it now.

Working differently in 2014, when it was more about funding to deliver projects.

Staff survey results improving over time. Pay and reward took us a while to address, but we got there. Importance was to communicate how we were thinking and acting.

Seen evolution to the board and three different CEO's in nine years.

Mike: Feels courageous. We show bravery in having those conversations.

Rob Y: Been lucky with trustees around the table. New trustees have freshened things up in a positive way, bringing an evolution of contributions.

Mike: It was a great decision to bring Rob Y in as Chair. Outstanding work. Thanks.

Rob Y and Matt talked through the attached People and Process Report.

Rob Y: Trustee recruitment ongoing, with 4 invited to interview.

Matt: Steven, Mike, and Beth will be on the panel. Tried to look at 5 key areas (Sport and physical activity landscape, policy and public affairs, charity finance, data insight, and innovation). Looking forward to a good interview process.

Hayley: Had conversations with prospective candidates. Brand of GM Moving has had a positive effect. A few sense checked on the experience topics, and Hayley reminded them that these are areas of focus/gaps we've identified, and that we're always interested in the whole person and what they bring.

Sarah: The applications are great. Says a lot for our reputation.

Mike asked Steven for his thoughts going forward (as new N&R Chair):

Steven: Thanks to Matt and Rob Y for helping him to ease his way into the job. Great value in spending time with both of them. Testament to the value Rob Y has brought is the richness in leadership in managing sport and physical activity. Rob Y is a hard act to follow.

Hayley: We're attracting interesting and intelligent people into the team. Good feedback on why they are joining and what they are experiencing.

Rob Y: Consider previous feedback in distance between trustees and staff, remember the connectivity. Important for new staff members.

Matt: Up to 36 staff, and could be at 40 by the end of the year. Not been here before. Important to recognise different ways of recruiting such as job shares and secondments.

Eve: Attracting talent has been key to the flywheel 'whizzing'. Could be good to re-visit Good to Great at some point.  
Mike explained how we use Good to Great in the organisation and a useful book for new trustees to read.  
Matt talked through the Governance Dashboard paper (attached). The paper shows that we are on target or have already met all requirements for both the Code for Sports Governance and Charity Governance Code. Matt welcomed questions and comments:

Sally: Culture+ Safeguarding can influence the wider sector through what we are doing.

Hayley: Everything we do should build and reflect on welfare being at the heart. Hayley replied pointing to welfare being a growing role we will play, with NGB's and others as we appoint two Welfare Officer roles.

Rob Y: How do we think about it from a welfare point of view, and not just risk? Enabling support for all the people.

Rob Y: Need to be careful not to lose things through language.

**Action:** Matt and Sally to meet to discuss safeguarding and welfare.

## **6**

13:20

### **Update on GM Moving Governance, MoU refresh and policy development**

*Minutes:*

Hayley talked through the attached slides (Green is done, pink still to come - all on track) and asked trustees to follow up with any feedback.

Eve: Refresh of the MoU on 14th November feels timely. All board members are welcome to contribute.

## **7**

13:35

### **AOB and meeting dates**

*Minutes:*

Lee will arrange to catch up with trustees who still need to setup Multi Factor Authentication on their iBabs accounts.

Reflections of Richard R's and Rob Y's time on the board were shared by Richard DB and Matt. Hayley also read out poems about both.

Matt thanked both for everything they have done for GM Moving.