

## CIMSPA Board of Trustees Meeting Minutes

Wednesday, 17 May 2023, 09:00, Hollywell Park and Microsoft Teams

### In attendance:

Marc Woods (MW) (Chair/ Acting Chair)  
 Adrian Gaveglia (AG)  
 David Monkhouse (DM)  
 Jon Argent (JA)  
 Jon Drakes (JD)  
 Joelle Conway (JC)

Manos Kapterian (MK)

### Apologies:

Elena Portas (EP)  
 Malcolm McPhail (MM)  
 Rowena Samarasinhe (RS)

### Guests:

Steve Gould (SG) Independent Nominations Committee Member

### In attendance:

Tara Dillon (TD) CEO	Spencer Moore (SM) CSO
Kay Simnett (KS) COO	Mairead Ladbrooke (ML) Minute Taker
Clare Dunn (CD) Head of Local Delivery	Sara Wright (SW) Head of Digital and Strategy

### Mentions

Hasan Mussa (HM) Interim Head of Governance and Compliance	Annette Wade-Clarke (AWC) Director of Marketing and Communications
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## 1. Chair's welcome and introduction

MW welcomed the Trustees and CIMSPA team to the meeting.

### 1.1 Apologies and absences

It was noted that there were the following absences: EP, MM and RS.

### 1.2 Declarations of interest

There were no declarations of interest amongst the Board of Trustees.

### 1.3 Minutes of the meeting held on 15 February 2023

The meeting minutes, held on 15 February 2023, having been circulated, were taken as read and approved by the Trustees.

### 1.4 Matters arising

The meeting noted that all the actions agreed upon at the previous meeting had either been completed or ongoing.

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### 2. Finance

#### 2.1 To review and approve Management Draft Year-End 2022-23 Accounts

**RECEIVED:** The Draft Year-End Management Accounts were circulated to the Trustees prior to the meeting for review.

#### **SECTION SUMMARY:**

KS gave the Board a commentary on the Draft Year-End Management Accounts for 2022-2023.

It was noted that there was the usual amortisation year-end adjustment.

JA voiced that a lack of value with the membership price increase is a lack of value that we don't want. JA also asked what is happening with the membership income this year? KS advised that the April accounts were currently being worked on. The Trustees were also informed that a new Director of Communication has been appointed.

MK would like to see some clearer set targets for memberships.

AG added that both the budget and memberships topics had been spoken about briefly in the Finance Committee meeting.

JC asked what is the timeline to get members onto the system (Wattle). CD informed the Board that the anticipated timeframe to onboard all the members onto the system is by the 1<sup>st</sup> of June.

#### **BDO Report**

KS gave an update on the audit taking place by BDO that had been initialised by SE. The board had been provided with a copy of the reports and the response provided back by CIMSPA which enabled the Board to have a discussion about the opportunities and challenges experienced.

One of the findings from BDO related to late returns from the Board. MW stated the executive team at CIMSPA should not have to chase the Board repeatedly for simple tasks.

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**1. ACTION** – KS – Correlate previous and current audits to analyse any patterns and trends.

### 2.2 Minuted Approval of budget 2023/24

**RECEIVED:** The 2023/24 was approved by email outside of the standard Board meeting. For the purpose of our minutes, the Board agreed that this be minuted.

## 3. CEO Update

**RECEIVED:** A copy of the CEO Strategy Update was circulated to the Trustees before the meeting.

### SUMMARY OF CEO STRATEGY UPDATE:

TD gave an overview of the circulated document and the opportunity for trustees to ask questions.

## 4. Development Section

### 4.1 Governance and Effective Boards

The Board worked through this section, which was led by JA, and allowed the Board to discuss the Board's working styles and effectiveness. Collectively, they then discussed the Boards future requirements. In addition to the recent Board Skills analysis and Trustees personal development plans with MW the Board agreed the future skills required for the strategy.

### 4.2 Top 10 Risks from A&P

DM informed the Board that Agenda item, 4.1 (Governance and Effective Boards), had been discussed in the recent A&P meeting. A&P identified:

- The topic of the policing of the license to practice,
- How we need to centre around members as the core focus,
- The conflicts of senior personnel undertaking decisions as they relate to a member appeal from a disciplinary outcome

Further discussion centred around the risk register and the possibility of assigning the highest risks to relevant committees.

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### **4.3 To deliver on the strategy and with consideration of 4.1 and 4.2 what experience do we need at board?**

The Board discussed at length the areas of expertise that would be ideal for future candidates. This again, is linked to sections 4.1 and 4.2 as a discussion. It was a robust discussion and in line with the Skills Matrix, the Board agreed that we need expertise in digital, political and sport, respectively.

**2. ACTION** – TD – Agreed to develop and share Job Descriptions that reflect the expertise in digital, political and sport.

## **5. Future Planning**

### **5.1 Elected Trustees succession**

### **5.2 Independent Trustees**

Both sections 5.1 and 5.2 had been covered and discussed by the Trustees in Agenda Item 4.

## **6. Board Agreement on Board Recruitment needs for 2023**

As already discussed, see Action Point 2.

## **7. Committee Updates**

### **7.1 Audit & Probity Committee (A&P)**

DM informed the Board that A&P had received presentations from SM about NTA.

DM raised that a skills matrix process has been undertaken for the A&P Committee given he and Paul Cluett would both be stepping down within the coming months. This will inform future recruitment.

### **7.2 Finance Committee (FC)**

AG explained we will present the budget to include forecast against the month. This is to show where we are going as opposed to where we were.

AG informed the Trustees that the FC meeting dates have been adjusted and another meeting added to when the budget is due to enable the committee to support KS at budget time.

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AG informed that the FC Skills matrix had been undertaken.

At the last FC meeting, SM went through NTA presentation with the FC. The FC felt that they couldn't comment on the NTA presentation until we are clear on the structure and where the revenues are and how the numbers work in the future. Going forward, the FC would like to put numbers on a timeline and therefore be able to plan, in particular for the budget.

The remuneration committee TOR was discussed and questioned whether the committee should agree remuneration for just one individual or for the wider SLT.

**AGENDA ITEM:** The Board agreed to discuss this at the next meeting.

### 7.3 Membership Committee (MeC)

MK was delighted to announce to the Trustees that the last MeC meeting was very informative.

MK advised that they had lost a committee member but CIMSPA had gained a colleague. The MeC meeting also discussed the impact of system challenges, chartered membership, and career hub.

Also discussed was the price increase and the risk that went with this.

TD stated that whilst some disquiet had been noted via social media it was in fact emanating from one or two individuals rather than a general complaint.

**3. ACTION** – KS – to be invited to alternate MeC's specifically at budget setting time.

### 7.4 Disciplinary Committee (DC)

JD informed the Trustees of the current position with the DC, overall there has been a reduction in complaints but appear to be picking up again now. Review of the entire complaints procedure is now underway to ensure an appropriate level of triaging is proportionate. HM will make recommendations to the Committee to ensure that the Committee is not encumbered with non-serious complaints.

**4. ACTION** – HM will also be tasked to review the language and tone received by members throughout the complaint process.

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**5. ACTION** – HM to initiate a review of the complaints process.

### 7.4 Appeals Committee (AC)

JC informed that the AC had met three weeks ago and looked at the appeal process from the viewpoint of the members. JC advised that an update on this process will be shared at the next Board meeting.

JC said the AC do not know how many cases go to the DC.

**6. ACTION** – JC, KS, TD to discuss which details/data should be passed to AC.

The Board discussed JDs replacement as DC Chair. It was agreed that JC would undertake the role of DC Chair and that nominated Trustees would chair the AC on a rolling basis.

### 7.5 Youth Panel (YP)

Handover is in progress from MM to EP. There is little to update on as there is recruitment going on for YP Chair and additional members.

### 7.6 Professional Development Board (PDB)

Advised that the PDB last met in May. In the meeting, they looked at PDB TOR and the governance handbook. As a whole, the PDB group felt that it has made good progress since the last meeting. The updates from the PDCs were varied, however, the energy crisis has had a big impact. Within the PDCs there needs to be a review of roles and responsibilities. JA would like to thank Colin and the team for their work.

### 7.8 Equality, Diversity & Inclusion (EDI) Working Group

KS informed the Trustees that Cat Edmunds (CE) has now started as a full-time employee of CIMSPA as Diversity and Inclusion Lead. CE plans to call a subcommittee meeting and then look at the strategy and ongoing development.

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### 7.9 Nominations Committee

Succession was considered a priority area for this Committee which has been picked up in 4.1, 4.2 and 4.3.

### 8. Any Other Business (AOB)

JD asked for clarity on each communication channel and their purpose, in particular, Facebook.

**7. ACTION** – TD agreed to work with newly appointed Comms Director (Annette Wade-Clarke) on the purpose on each communication channel, in particular Facebook.

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*MW thanked everyone for their contribution during the meeting and extended his thanks to the team at CIMSPA.*

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Wednesday, 17 May 2023



## CIMSPA Board of Trustees Meeting Actions

Next Meeting Dates		
Date	Time	Location
<b>Wednesday, 13 September 2023</b>	10:00 – 14:00	Virtual/SportsPark – TBC
<b>AGM – Wednesday, 13 September 2023</b>	14:30 – 16:00	Virtual/SportsPark – TBC
<b>Wednesday, 13 December 2023</b>	10:00 – 14:00	Virtual/SportsPark – TBC