

CIMSPA Board of Trustees Meeting Minutes

Wednesday, 13 December 2023, 10:00 at SportPark, Loughborough.

In person attendance:	
Marc Woods (MW) (Chair)	Joelle Conway (JC)
Adriano Gaveglia (AG)	Dr Jon Argent (JA)
David Monkhouse (DM)	Manos Kapterian (MK)
Elena Portas (EP)	
Apologies	
Rowena Samarasinha (RS)	Malcolm McPhail (MM)
In attendance:	
Tara Dillon (TD) CEO	Kay Simnett (KS) COO
Spencer Moore (SM) CSO - Virtually	Annette Wade-Clarke (AWC) Director of Marketing and Communications
Sally McGarry (SMc) Executive Assistant	

1. Chair's welcome and introduction

MW welcomed the Trustees and CIMSPA team to the Board meeting.

1.1 Apologies and absences

The Chair noted the following apologies: RS and MM.

1.2 Declarations of interest

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

NOTED: The Chair reminded the Trustees that they are required to exercise independent judgement for the best interests of their role on the Board and should not be perceived to be unduly influenced by external factors in their decision-making. Trustees must update the declaration of interest form and register if their circumstances change or at the annual review.

1.3 Welfare and Safety

The Board duly noted its responsibilities towards the welfare and safety of its members and people (including but not limited to employees, participants and volunteers) are factored into the decisions it makes.

AGREED: As required in the Sport Governance Code, the Trustees agreed to appoint JC as the Welfare and Safety lead Director as MM is stepping down from this role.

1. ACTION: KS stated that there will be safeguarding training for the Board in the near future.

1.4 Minutes from the Last Meeting

The meeting minutes, held on 13 September 2023, having been circulated, were taken as read and approved by the Trustees.

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1.5 Matters Arising

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

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2. Finance

SUMMARY: A verbal update was given to the Board on the following matters:

- Current Financial update
- SE Funding
- Membership and Membership Figures
- Budget

2.1 CIMSPA Management Accounts October 2023

RECEIVED: The CIMSPA Managements Accounts for October 2023 were distributed to the Board before the meeting.

SECTION SUMMARY: Discussed by the Board in Agenda Item 2.

2.1.1 CIMSPA Financial Narrative October 2023

RECEIVED: The CIMSPA Financial Narrative for October 2023 was distributed to the Board before the meeting.

SECTION SUMMARY: Discussed by the Board in Agenda Item 2.

2.2 CIMSPA Remuneration Policy

RECEIVED: The CIMSPA Remuneration Policy was distributed to the Board before the meeting for comments/approval in the meeting.

AGREED: No comments or amendments were raised by the Trustees and the Board approved the CIMSPA Remuneration Policy.

3. CEO update

3.1 Financial modelling for the budget

DISCUSSION/PRESENTATION: SJM presented to the Board the reasonings on how the budget was being constructed for 2024/25 and why it was different from previous years.

SUMMARY: As previously presented to the Board in September, SJM showed the Board how the Strategy overlays with the preparation and forecasting of the budget Data has been built up over the last 18 months The NTA will provide a gateway for learning at any stage of the professional recognition journey.

The Trustees had a further discussion and it was clarified:

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- Scenario modelling has been factored into the 3 and 5 year budget forecasting. The budget for the next 12 months has been very Deficit for this year is due to funds not being received from SE.
- B2B data has mostly been used to formulate the budget.
- Market research has been done to compare our professional recognition fees to other professional bodies in the sector.

3.2 Update regarding SE funding

SECTION SUMMARY: TD robustly told the Trustees about the current situation regarding funding from SE.

AGREED: The Trustees strongly emphasised that our reserves are not to be used on any terms due to the Challenges faced by SE.

2. ACTION: MW as the Chair of the Board, will write to Tim Hollingsworth to reiterate the importance of receiving SE funding on time and the repercussions, not only to us but the current projects that were given the go-ahead by SE to start on their say-so.

4. Committee Updates

4.1 Audit & Probity Committee

DM notified the Board that there is no update as the A&P Committee is not due to meet till next week. DM did state:

- Lots of work and preparation for the succession planning with JD has taken place.
- The A&P Committee will have a big gap in leisure sector knowledge when Paul Cluett's tenure ends in February 2024, along with DM. However, recruitment has been successful and a new Committee member will join in February who does have legal and operational knowledge in the sports sector.

The Board wants to express their sincere thanks to Paul Cluett for his incredible tenure on the A&P Committee following his role as Treasurer.

4.2 Finance Committee

AG briefed the Trustees that the FC had not met since the last Board meeting in September. AG also updated that the recruitment for a replacement in the FC has not been very successful and this had spurred a conversation with KS on the following:

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- What is the purpose of the FC?
- Can AG's skills be useful in contributing to another Committee.
- FC and the A&P Committee overlap with content in their meetings.
- Should the FC be subsumed into the A&P Committee?

Comments from the Trustees on the above conversation were evaluated:

- There was recognition that it would cut the time of doing things twice in meetings.
- The A&P ToR would need to be updated.
- It was questioned whether the A&P with finance would become an unwieldy body? It was agreed that there would be a need to have very clear finance section and audit and probity section.
- It was confirmed that a FC was not a part of our Charter nor the Governance Code.

AGREED: The Trustees are in agreement for the Chairs of A&P and FC to have a conversation about the possibility of the assimilation of the FC into A&P.

3. ACTION: Conversation to be had with AG, JD, TD and KS in regard to the possibility of the assimilation of the FC into A&P and what this will mean for the Committees.

4.3 Membership Committee

RECEIVED: MK had submitted an update for the Board pack and stated:

- The inclusion of a Youth Panel member has been a good addition to the MeC meeting and provided a different perspective.
- MK thanked the colleagues who joined the last meeting and the information they gave was insightful.

4.4 Nomination Committee

MW updated the Trustees with that the Elected Trustees job role is now live and conversations have been going on with prospective candidates.

ACCEPTED: MM resignation from the CIMSPA Board has formally been accepted and MM will now stand down with immediate effect. The Board expressed their sincerest thanks to MM.

APPROVED: MK was approved to be appointed as the senior independent director (SID).

The Chair and the Board of Trustees also conveyed their thanks to DM whose tenure will be elapsing in February 2024. Wishes of gratitude to DM were expressed and in particular for his invaluable contributions.

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4. ACTION: DM to have a discussion with Marcomms on his journey with CIMSPA as this will be a valuable marketing piece.

4.5 Disciplinary Committee

RECEIVED: JC submitted a paper for note in the Board pack. JC further updated the Trustees that there could potentially be a case for disciplinary in the future.

4.6 Appeals Committee

No update for the Board as there have been no appeals to date.

4.7 Youth Panel

RECEIVED: EP had submitted an update for the Board pack. EP also stated that she has been having conversations with other organisations, FA for example, on how they engage with their youth.

4.8 PDB

JA updated the Trustees on the following:

- There had been issues with Board recruitment but there will be inductions at the end of December.
- There are regular problems with people not actually turning up to the meeting.
- Partner feedback includes:
 - Cost of energy and the particular impact on operators.
 - Ongoing risk of facility closures.
 - Real risk of letting staff go.
- A recent presentation by PW and SO was well received on DataCity.
- Concern was raised at the meeting on how the sector may look in the future.
- The Leadership team on PDB (JA, SO, Rich Millard, CH and AA) now meet every month for 30 minutes.

4.9 EDI Working Group

In RS absence, KS updated the Board on funding for EDI projects from SE and stated we are in a good place.

Work on the Sport England DIAP (Diversity and Inclusion Action Plan) is going well and we are nearly finished. Once this has gone through SE review, we will be able to operationalise the action plan.

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A Diversity and Inclusion section is being developed within our intranet and will form the basis for our external web pages when the time is right.

5. Governance

5.1 Policies for review

RECEIVED: Before the Board meeting, the Trustees received the following policies and documents that needed to be reviewed for approval:

- Charter and Statutes 2019
- Chair of the Board of Trustees Role and Responsibilities
- Board of Trustees Equality, Diversity and Inclusion Champion Role and Responsibilities
- Senior Independent Trustee Role and Responsibilities
- Declaration of Gifts and Hospitality Policy
- Register of Interests Policy
- Board, Sub-Committee and Senior Executive Team Recruitment Policy

It was stipulated that the proposed changes are to strengthen our compliance with Tier Three – A Code for Sports Governance.

APPROVED: The Board approved the above policies/documents with the outlined changes.

6. Any Other Business (AOB)

No AOB was put forward and the Board meeting was brought to a close.

After the meeting, the Board remained for training which covered “The Role of the Board Interpreting Financial Information”.

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