

Board of Trustees Minutes

Attendance

Attendees

Marc Woods (MW) Chair

Alicia Gayle (AGa)

Gavin Stewart (GS)

Adriano Gaveglia (AG)

Joelle Conway (JC)

Tracy Levy (TL)

Lorna Brooks (LB)

CIMSPA attendees

Tara Dillon (TD)

Spencer Moore (SJM)

Annette Wade Clarke (AWC)

Ritchie Brett (RB)

Michael Hilton (MH)

Sally McGarry (SMc)

Jane Kracke (JK)

Apologies

Manos Kapterian (MK)

Kay Simnett (KS)

Summary of the CIMSPA Board Meeting

The July 2025 CIMSPA Board of Trustees meeting focused on financial oversight, governance enhancements, and strategic updates. The Board approved the 2024/25 statutory accounts, reviewed the Audit Findings Report, and confirmed the organisation's going concern status. Trustees endorsed updated safeguarding and reserves policies, approved the Risk Appetite Statements, and were introduced to the new Admincontrol board portal. The CEO provided updates on the successful extension of the Local Skills Grant and post-restructure progress. Cybersecurity measures were reviewed, with Trustee training agreed. Committee updates included trustee recruitment progress and succession planning, with recognition given to outgoing members.

1. Chair's welcome and introduction

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

Apologies and absences

The Chair noted the following apologies: MK and KS.

Declarations of interest

There were no declarations of interest amongst the Board of Trustees. MW reiterated the importance of declaring conflicts of interest.

NOTED: The Chair reminded Trustees to exercise independent judgment in the best interests of the Board and avoid undue external influence. Trustees must update their declaration of interest form and register if circumstances change or during the annual review. While all interests should ideally be declared in the form, Trustees were reminded that potential interests may arise during discussions of Agenda items. In such cases, they should declare their interest to the Chair at the earliest opportunity

Welfare and safety

The Board duly noted its responsibilities towards ensuring that 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.

RECEIVED: Prior to the meeting the Safety & Welfare dashboard for Q1 was distributed to the Trustees.

SUMMARY:

- **Restructure Impact:**

TD reiterated to the Trustees that although the employee turnover is showing as 15.03% for Q1, if the restructure figures were taken from this it would stand at approximately 1.4%.

No further questions were asked by the Board.

Meeting minutes from last meeting

The meeting minutes, held on 8 May 2025, having been circulated, were taken as read and approved by the Trustees. Two amendments were received by the Trustees and will be added to the May minutes:

Matters arising

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

2. Finance

2.1 Draft statutory accounts – 2024/2025

RECEIVED: The draft CIMSPA statutory accounts 2024–2025 were distributed prior to the meeting.

SUMMARY: TD opened the finance section by inviting questions on the draft statutory accounts. She noted that much of the content was standard, but highlighted key areas including the treatment of grant funding and reserves.

Discussion:

- TL raised a query about the reserves figure, referencing a statement in the accounts that suggested it was improbable that more than the reported reserves would be needed.

- TD clarified that CIMSPA holds £553,000 in reserves, which is within the target range, and an additional £113,000 in designated funds (intangible assets), bringing the total free cash to approximately £666,000.
- TL sought reassurance that in a scenario requiring higher reserves, there would be access to additional funds.
 - TD confirmed that such a scenario would imply a fundamentally different organisation with higher turnover and liabilities, and that current reserves were appropriate for CIMSPA's scale.
- AGa asked whether the reserves policy and its assumptions had been reviewed by the A&P Committee.
 - TD and AG confirmed that the policy had been reviewed and was included in the Board pack.

The Board was satisfied with the explanation and approved the statutory accounts.

2.2 Audit Findings report (AFR) 2025

RECEIVED: The AFR 2025 was distributed to the Board prior to the meeting.

SUMMARY: TD presented the AFR, noting that the auditors had not identified any material issues. She explained that while auditors cannot declare an organisation a going concern, they had found no reason to challenge that status.

- A minor discrepancy of £6,000 was identified in the staff nominal code, related to redundancy provisions. This was resolved to the auditors' satisfaction.

2.3 Letter of Representation

RECEIVED: The Letter of Representation (LoR) was distributed to the Board prior to the meeting.

APPROVED: The Trustees considered the LoR and made no changes or recommendations, and was approved, and the Chair was asked to sign it.

2.4 Going concern

RECEIVED: The letter of Going concern was circulated to the Board prior to the meeting.

SUMMARY: TD presented the going concern assessment and confirmed that the Local Skills Grant extension (£1.35 million) had been approved after the audit was completed. This strengthened the organisation's financial position.

APPROVED: The Board confirmed that it was satisfied with the going concern assessment and approved it.

2.5 Finance dashboard

RECEIVED: The management accounts for May 2025 were distributed prior to the meeting.

SUMMARY: TD provided an update on the financial position for:

- Membership income was slightly below budget, attributed to the impact of the recent restructure.
- The membership team was focused on recovery in Q2, with new staff now in place.
- TD explained the accounting treatment of membership income (released in twelfths), which means that missing early-year targets has a compounding effect on revenue recognition.
- TD noted that June figures were looking more positive and that the new customer engagement and accreditation teams were now fully operational.

The Board noted the update and, again, formally adopted Budget Scenario C, which reflected the confirmed funding streams.

3. Cybersecurity update

SUMMARY: RB and MH joined the meeting (for agenda item 3 only) and delivered a comprehensive update on CIMSPA's cybersecurity posture, which also gave information following an advisory note in the AFR regarding penetration testing.

4. Governance

4.1 Policies for review

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

- Reserves Policy
- Safeguarding Adults Policy
- Safeguarding Adults Procedures
- Safeguarding Children and Young People Policy
- Safeguarding Children and Young People Procedures

SUMMARY:

- TL asked whether the safeguarding policies had been externally reviewed. JK confirmed that they had been reviewed by a safeguarding consultant and aligned with current legislation and best practice.
- JC raised a question about the frequency of policy reviews. JK responded that safeguarding policies are reviewed annually, or sooner if there are legislative changes.
- MW noted the importance of ensuring trustees are familiar with safeguarding responsibilities and suggested a refresher session be scheduled for Q4.

The Board unanimously approved all five policies.

4.2 Admincontrol – Board portal

SUMMARY: JK and SMC introduced the new Admincontrol portal, designed to streamline board communications and document management.

Key Features:

- Secure access to board papers and minutes without the need for emailing documents.
- Ability to annotate documents and track approvals.
- Centralised repository for governance documents and committee updates.

Feedback:

- AG praised the platform's usability and asked whether it would support version control for policy documents. JK confirmed that versioning is built into the system.
- TL asked about accessibility features for trustees with visual impairments. JK noted that the platform complies with Web Content Accessibility Guidelines (WCAG) standards and offers adjustable text sizes and screen reader compatibility.
- JC suggested a short onboarding video or live demo for trustees unfamiliar with the system.

5. Risk appetite statements

5.1 Appetite statements

SUMMARY: SJM sought Board approval for the updated Risk Appetite Statements. These statements are a key component of CIMSPA's risk management framework, outlining the level of risk the organisation is willing to accept across various strategic and operational areas.

Overview

The statements were structured around key domains:

- Financial sustainability
- Reputational risk
- Innovation and digital transformation
- Compliance and regulatory obligations
- Workforce and organisational development

Each domain was assigned a risk appetite level (e.g., low, moderate, high), with supporting rationale.

Discussion

- SJM confirmed that the A&P Committee had reviewed the statements in detail and found no reason to recommend changes.
- He noted that no comments had been received from Board members during the consultation period.
- TL asked for clarification on the organisation's appetite for reputational risk, particularly in the context of public advocacy and partnerships. SJM explained that CIMSPA maintains a low appetite for reputational risk but balances this with a commitment to values-led leadership and transparent communications.
- JC asked whether the statements would be reviewed annually. SJM confirmed that they form part of the annual governance cycle and will be reviewed each year, or sooner if significant changes occur in the external environment.
- AG suggested including real-world examples in future iterations to illustrate how the risk appetite levels are applied in practice. SJM agreed and committed to incorporating case studies in the next review.

Decision

- The Board formally approved the Risk Appetite Statements as presented.
- It was agreed that the statements would be shared internally and used to guide decision-making across the organisation.

6. CEO update

6.1 CEO interim update paper, including contractual updates and WFG

RECEIVED: The CEO update paper was distributed prior to the meeting.

SUMMARY: TD provided an interim update on organisational performance, strategic developments, and operational priorities. She noted that the Q1 reports had not yet been generated due to timing, and this update was based on available data and recent developments.

Funding and Strategic Partnerships

- TD confirmed that the Local Skills Grant extension had been approved, securing an additional £1.35 million in funding.

Organisational Restructure

- The restructure process is now complete, with new staff in place across key functions including customer engagement, accreditation, and membership services.
- TD noted that while the restructure had temporarily impacted membership income, early signs of recovery were visible in June figures.
- The new team is focused on improving member retention and engagement, with a revised customer success model being implemented.

Workforce Governance and Regulatory Structure

- TD referenced the Workforce Governance (WFG) meeting held on 30 June 2025, where proposals for ongoing management of this project were discussed.
- She confirmed that documents from this meeting would be uploaded to Admincontrol for board review.
- The next steps include refining the proposal and scheduling a follow-up session with trustees.

Board Feedback

- MW thanked TD for the clarity of the update and emphasised the importance of maintaining momentum in stakeholder engagement.
- TL asked whether the restructure had affected service delivery timelines. TD confirmed that there had been short-term delays, but these were now resolved.

- JC requested that future CEO updates include a summary of strategic risks and mitigation plans. TD agreed and noted that this would be incorporated into the Q2 report.

7. Committee updates

7.1 Audit and Probit Committee

RECEIVED: AG provided a paper for note on the A&P activities.

SUMMARY:

- AG reported that the committee had reviewed the Audit Findings Report and the draft statutory accounts in detail prior to the board meeting.
- The Committee had also reviewed the Risk Appetite Statements and found no issues requiring amendment.
- A skills matrix exercise had been completed to assess the committee's current expertise and identify any gaps. This will inform future recruitment and training.
- AG noted that the committee is working closely with the finance team to improve the clarity of financial reporting for trustees, particularly around cash flow and reserves.

7.2 Membership Committee

RECEIVED: MK provided a paper for note on the MeC activities.

SUMMARY:

- No formal update was provided due to MK's absence.
- It was noted that the committee had not met since the last board meeting.
- TD confirmed that membership data and reporting improvements are underway, with updates expected in the next six months.

7.3 Nomination Committee

SUMMARY:

- MW provided a verbal update on the Trustee Recruitment Campaign.
- Interviews were being conducted throughout July, with a strong pool of candidates identified.
- The Board will be asked to approve appointments via Admincontrol once the interview process is complete.
- It was noted that GS's term as a co-opted Board member will conclude in November 2025. However, as he will be unable to attend the September Board meeting, this meeting marked

his final attendance. The Chair, Trustees, and CIMSPA team expressed their sincere appreciation for his valuable contributions to the Board and the WFG project.

- It was also noted that the September Board meeting may be MW's final meeting as Chair.

APPROVED AND NOTED: It was noted in the meeting that The Board of Trustees had previously ratified via email the following:

- MK and JK have been appointed to the Nominations Committee.
- AGa has been appointed as Chair of the Appeals Committee.

Disciplinary Committee

No meeting was held; therefore, no update was provided.

Appeals Committee

No meeting was held; therefore, no update was provided.

Youth Panel

No meeting was held; therefore, no update was provided.

PDB

RECEIVED: A paper for note was provided for the PDB activities.

SUMMARY: The Board acknowledged the continued work of the PDB and the interim chair, Steve Osborne, whose appointment had been extended until structural changes are implemented.

EDI working group

SUMMARY: No meeting was held. The Board reaffirmed its commitment to EDI and noted that updates would be provided once the group reconvenes.

8. AOB

MW invited any other business. No additional items were raised.

Papers for note included in the pack

The following papers were included in the Board pack for information only. No formal discussion was held during the meeting, but Trustees were encouraged to review the documents and raise any questions offline or at the next meeting.

10.1 DWP update paper

This paper provided an update on CIMSPA's engagement with the Department for Work and Pensions (DWP).

It outlined recent collaborative efforts to align workforce development initiatives with national employment priorities.

The board noted the importance of maintaining strong links with DWP as part of CIMSPA's broader influence on workforce policy.

10.2 Committee roles and functions

- A summary document outlining the remits, responsibilities, and reporting lines of each board committee.
- This paper had previously been reviewed by the Audit & Probity Committee and was included in the board pack for reference.
- Trustees were encouraged to familiarise themselves with the document, particularly in light of upcoming trustee appointments and committee assignments.

10.3 Board annual plan

- The updated Board Annual Plan was shared, incorporating trustee feedback received following the May meeting.
- It included key governance milestones, meeting dates, and oversight responsibilities for the remainder of the year.
- MW acknowledged that the comments have been taken on board and the final version included in the pack for information is now being used

10.4 Admincontrol: User guide

- A user guide for the new Admincontrol board portal, included to support trustees in navigating the platform.
- While a live demonstration was provided during the meeting, the guide serves as a reference for ongoing use.

- Trustees were reminded to complete onboarding and provide feedback on the system's usability.

10.5 Minutes from the WFG meeting held on 30/06/2025

- Minutes from the Workforce Governance (WFG) meeting held on 30 June 2025 were included for background.
- The meeting focused on the proposed regulatory structure and future governance of the workforce sector.
- These minutes will inform further board discussions in September as the proposal is refined.

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