

Director's present

Lizzie Broadbent (LB) - part
Michelle Bramley (MB)
Atholl Duncan (AD) – Chair
Claire Lister (CL)
Nathan Kosky (NK)
Rosie Ranganathan (RR)
Colin Rattigan (CR)
Deborah Vickers (DV)

In attendance

Neil Ashton (NA) – Chief Operating Officer
Maureen Dinsdale – Head of Finance
Amy Doram (ALD) – Head of People & Culture
Paul Frankland (PF) – Interim Finance Director
Mark Gannon (MG) – Chief Executive Officer
Phil Hornsey (PH) – Director of Development
Hayley Khan (HK) – Director of Development
Mark McCoy (MMc) – The Adjacent (item 4)
Doug Talbot (DT) – The Adjacent (item 4)
Lisa Thompson (LMT) – PA to CEO (minutes)

1 Chair's Welcome and apologies

AD welcomed everyone to the meeting. Apologies were received from Wayne Allison, Jo Stent and Alaina MacGregor.

Minutes of the previous meeting – 5 July '22

Accuracy and actions arising

The minutes of the meeting were approved by the Board with no amends. The action log was noted as part of the papers.

Declaration of Interest

No declarations of interest were made.

Chair Activity Update

An update on the recent activities was given and the key points were noted.

2 2021-22 External Audit & Statutory Accounts

- The external audit had been completed with no audit issues, except for two minor adjustments and slight amends to the narrative.
- Financial statements and Trustee Report – The Board approved the statutory accounts and for the Letters of Representation to be signed by the appropriate Board members.
- The Board approved Maureen Dinsdale to be authorised to sign off tax computations.
- Appointment of auditors – The Board confirmed they were happy with the appointment of the new auditors as recommended by the FAR Committee.
- Annual review – The Board noted the 2021-22 annual review report – positive feedback received.

3 Business Performance

2022-23 Financial Performance

An update on the full-year forecast was given and key points were noted. Clarification was given as to how the forecast had been reached.

2023-24 Financial Performance

Two scenarios for 2023-24 were shared with the Board. An analysis of the risk and potential solutions were outlined. Successful projects were noted and an example of the Business Performance Management Information pack was shared.

Risk Register

Movement relating to the financial forecast, ESG and reputation risks were detailed in the Board paper.

4 Organisational Design

The Adjacent had been commissioned to review the setup of the operating model to better align to the strategy and help address silo working within the organisation. A presentation and overview of the background and approach used by The Adjacent, along with the proposed transition was shared with the Board. The summary findings from the assessments and processes were outlined. A brief precis of the challenges from the voice of UK Coaching was noted, along with a summary of the voice of The Adjacent. The Adjacent made recommendations and gave the Board an opportunity to raise any

questions. The next steps were noted, and a prioritisation meeting was to be held with the Leadership Team to consider the changes that needed to be made before April 2023. Feedback from the Board following The Adjacent's presentation was noted.

5 Committee Chair Updates

An update on the following areas considered by each of the Committees was given:

Nominations Committee

- Internal Board Evaluation results (next steps):
 - Board Diversity – To ensure there is a broad mix of representation on the Board, to include diversity of thought and experience.
 - Time for Board Reflections – Consideration to be given to ensure the Board is kept more engaged with progress.
 - Stakeholder engagement – noted as a priority area and improved communication required
 - Meeting administration/papers – to look at reducing the volume of papers and consider what information the Board needs to see
- Board Recruitment:
 - An update was given on the recruitment of the new non-Executive Directors (NEDs).
 - To consider alternatives to external recruitment agencies for any future Board recruitment.

Finance, Audit & Risk Committee

- The Board confirmed they were happy with the adequacy and effectiveness of the organisations internal controls and approved the Risk and Internal Control Systems Annual Assurance Report.
- Dissolution of PAL/PAR LLP – Update provided on VAT refund. The Board ratified the FAR recommendation and confirmed they were happy with the proposal to appoint Armstrong Watson to assist with the MVL.
- The Board approved for Maureen Dinsdale to be authorised to draw down funds from Cazenove Investments as/when required with approval from the Chair of the Board and FAR.

Governance Committee

- An update was given on the following areas; External Board Evaluation Plan, progress made in terms of meeting the new code requirements, ESG champion and Duty to Care Champion.

HR & Remuneration Committee

- An update was given on policies and the HR Strategy work which will fall out of the work with The Adjacent.
- An EEDI Champion update was also given

6 Any Other Business

Rolling Forward Plan

The forward rolling plan was noted.

7 Date of next meeting

The Board reviewed the proposed dates for the 2023-24 meeting cycle. It was agreed to hold the full Board meetings face to face and update Board meetings virtually. It was hoped the frequency of the proposed meetings would reduce the volume of papers being produced.

8 Taking Stock – Closed Session

A closed session was held with the non-Executive Directors.