

Board of Trustees Minutes

Attendance

Attendees

Marc Woods (MW) Chair	Adriano Gaveglia (AG)	Elena Portas (EP)
Alicia Gayle (AGa)	Manos Kapterian (MK)	Paul Neal (PN) Guest
Gavin Stewart (GS)	Joelle Conway (JC)	
Lorna Brooks (LB)	Tracy Levy (TL)	

CIMSPA attendees

Tara Dillon (TD)	Annette Wade Clarke (AWC)
Spencer Moore (SJM)	Sally McGarry (SMc)
Kay Simnett (KS)	Jane Kracke (JK)

Apologies

Donna Fraser (DF)

Mentions

Summary of the CIMSPA Board Meeting

The Board of Trustees convened on February 19, 2025, via MS Teams, with Chair MW leading the session. Key discussions included the approval of previous meeting minutes, updates on risk management processes, and the establishment of CIMSPA's risk appetite. The CEO provided a comprehensive operational update, highlighting financial status, budget scenarios, and the impact of government spending reviews on SE funding. The Board also addressed safeguarding responsibilities, membership and professional recognition strategies, and the current status with UK Coaching. Various committee updates were presented, and the Board approved several governance policies. Actions from the meeting focused on enhancing risk management, supporting staff through restructuring, and improving communication and training for Trustees.

1. Chair's welcome and introduction

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

1.1 Apologies and absences

The Chair noted the following apologies: DF.

1.2 Declarations of interest

There were no declarations of interest amongst the Board of Trustees. MW reiterated the importance of declaring conflicts of interest and commended JC for promptly identifying a potential conflict in the previous meeting.

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

1.3 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.

RECIEVED: Prior to the meeting the Safety & Welfare dashboard for Q3 was distributed to the Trustees. The Safety & Welfare dashboards for Q1 and Q3 were also included for comparative data. MK was erroneously marked as the lead for this item on the agenda, whereas it should be noted that it is KS.

SUMMARY: KS further added:

- No new starters, leavers, or dismissals in the last quarter, resulting in 0% employee turnover.
- 82.5 days of sickness, with half attributed to one team member's scheduled operation and recovery.
- SLT, including the CEO, took the most days of leave in the last quarter.
- A significant increase in training, primarily around sexual harassment law changes, delivered to all team members and contractors.
- The Annual Diversity Survey will be distributed earlier this year to incorporate the results into the annual report. The survey has been expanded with input from the EDI subgroup to include questions on how people feel within CIMSPA and suggestions for improvement.

1.4 Meeting minutes from last meeting

The meeting minutes, held on 11 December 2024, having been circulated, were taken as read and approved by the Trustees.

GS raised a point about discussing the cumulative impact of changes to the terms of reference and how they affect meeting conduct and focus. This was added as an action for the current meeting.

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.

2. Risk process review update

2.1 Setting the CIMSPA Board risk appetite

SUMMARY: TD introduced the session, emphasising the importance of risk management in strategic decision-making. PN, a member of the CIMSPA Audit and Probity Committee (A&P), provided an overview of the risk management process and the Board's responsibilities. The session aimed to enhance the Board's understanding of risk management and set CIMSPA's risk appetite.

Key Points Discussed

Where Risk Features in Governance:

- PN explained that risk appetite is the level of risk an organisation is willing to assume to achieve its strategic objectives.
- The Board is responsible for determining CIMSPA's strategy and establishing the level of risk that can be taken to deliver the strategy.

How Much Risk to Take or Accept:

- Excessive risk-taking threatens the ability to meet objectives, while too much risk aversion can lead to missed opportunities.
- Too much control can be expensive and inefficient, leading to bureaucracy and slow decision-making.
- Risk appetite should achieve a balance, flex as CIMSPA develops, support strategic and operational decision-making, and be reviewed at least annually.
- Risk can be mitigated but not eliminated.

Key Questions for the Board and Senior Management:

PN outlined nine key questions that the Board and senior management should be able to answer:

1. Have all risks been identified?
2. Who is responsible for managing risk?
3. What is an acceptable level of risk?
4. What level of risk is currently being run? Is this above or below the acceptable level?
5. What action is being taken to bring risk within an acceptable level? (Accept, mitigate, transfer, avoid)
6. What are the top risks?
7. How are risks trending?
8. What factors are driving the organisation's risk profile, both current and emerging?
9. Are senior management and the Board aware of the risk profile?

Robust Risk Management Framework:

- PN described the components of a robust risk management framework, including roles and responsibilities, risk appetite, governance, culture and awareness, risk register, policies and procedures, financial resources, risk drivers, external risk events, risk and control self-assessment, key risk indicators, and internal risk events.
- Risk management is most effective when embedded in individuals' responsibilities and ingrained in mindsets.
- Avoid a blame culture when things go wrong; risk should be managed, not feared.

Responsibilities and Embedding a Strong Risk Culture:

- The Board is ultimately accountable for establishing CIMSPA's risk appetite and ensuring an effective risk management framework.
- SLT are responsible for managing risk on a day-to-day basis within the appetite and providing information to the Board.
- All staff should be familiar with and understand CIMSPA's risk appetite and be responsible for identifying and managing risk within their daily roles.

CIMSPA's Impact Likelihood Matrix:

- PN introduced the 16-box risk matrix used to plot risks based on their likelihood and impact.
- Definitions for low, medium, high, and very high likelihood, as well as minor, moderate, material, and severe impact, have been established.

CIMSPA's Risk Management Framework:

- SJM provided an update on the development of the risk framework, including the consolidation of risks into 10 corporate risk areas.
- The framework includes identifying risk drivers and external risk events, establishing risk controls and key risk indicators, and ensuring that controls and mitigations are effective.
- The governance structure involves the SLT, SMT, A&P Committee, and the Board, with each level having specific responsibilities for monitoring and managing risks.

Discussions included:

- TL raised a question about the difference between individual and organisational risk appetite, which PN clarified by emphasising the collective nature of organisational risk appetite.
- LB asked about the differences in risk for not-for-profit versus for-profit organisations, and PN explained that the risk exposure and strategic objectives differ, leading to different risk appetites.
- TL and LB discussed the challenges of being new Board members and making decisions based on previous risk assessments. TD and PN emphasised the importance of induction, understanding the process, and the right to seek more information or abstain from decisions if necessary.
- MW and TD discussed the importance of clear communication and ensuring that all Board members are informed and comfortable with the information provided.
- GS raised questions about capturing the universe of risks and assessing non-financial risks, which SJM addressed by explaining the process of framing and defining risks.
- The Trustees discussed the importance of clear and concise information in Board papers, the need for a consistent taxonomy for describing risks, and the challenges of assessing non-financial risks.

3. CEO Update

3.1 CEO update paper and operational update (including contractual updates)

RECEIVED: The CEO dashboard and separate update papers on the status with SE and UKC were distributed prior to the meeting.

SECTION SUMMARY: TD provided a comprehensive update on the CEO's activities, including the operational dashboard, environmental challenges, and specific updates on finance, SE and UKC. The update aimed to inform the Board of the current status, highlight any areas of concern, and discuss strategic responses to emerging challenges.

Key points discussed:

CEO Operational Dashboard:

- TD presented the operational dashboard, noting that the departmental figures were tracking as expected and there were no significant concerns.
- TD proposed restructuring the dashboard to include risk elements at the top, highlighting any areas that require board attention.
- The Board agreed that this approach would provide clearer insights into potential risks and facilitate more focused discussions.
- TL suggested keeping the current format but adding a risk matrix to each CEO agenda item for clarity. TD agreed and emphasised the importance of highlighting any concerns or risks.

Sport England update:

- The supporting update document outlined key updates and implications for SE and CIMSPA.
- TD discussed the implications of the government's comprehensive spending review and changes within SE.
- TD emphasised the uncertainty surrounding government plans and the impact on SE's budget and strategy.
- TD highlighted the importance of understanding the implications of the government's spending review and staying informed about potential changes.
- TD discussed the potential impact on CIMSPA's funding and the need for proactive planning to mitigate risks.

- TD emphasised the importance of staying informed about the new CEO's vision and strategies and adjusting collaboration and communication with SE accordingly.

Discussion on Risk and Strategy:

- EP added context from other organisations and NGBs, noting that many were proactively cutting budgets in anticipation of funding challenges.
- TD emphasised the importance of a consistent narrative and data-driven insights to support the sector's role in health prevention.
- The Board discussed the need for clear communication and understanding of the sector's contributions to health and prevention.
- MW invited Board members with experience on multiple boards to share best practices for balancing detail and not overloading information. MK, JC, and AG shared their perspectives on the importance of clear communication and strategic focus.

Membership and Professional Recognition:

- TD discussed the need to evolve the membership team to support professional recognition and retention.
- The focus will be on accrediting professional status and providing value-added services to members, aligning with the strategy to enhance the sector's relationship with other allied professions, e.g. health.
- TD highlighted the importance of retaining members and providing a high level of customer service to support their career journeys.
- The Board discussed the potential impact of professional recognition on member retention and the importance of clear communication about the benefits of membership.

4. Finance

4.1 CIMSPA management accounts December

4.2 Finance overview December

4.3 Budget paper 2025–2026

RECEIVED: The Board received the CIMSPA management accounts for December, the finance overview paper and the Budget paper 2025–2026 prior to the meeting.

SECTION SUMMARY: Agenda items 4.1, 4.2 and 4.3 were discussed concurrently within the Board meeting.

KS provided an update on the financial status, including the December dashboard, January figures, and the budget scenarios for the upcoming financial year. The update aimed to inform the Board of the current financial position, highlight any areas of concern, and discuss the proposed budget scenarios.

Key Points Discussed:

December Dashboard and January Figures:

- KS presented the December dashboard, noting that CIMSPA was tracking ahead of the budgeted position due to unbudgeted income streams from consultancy fees and higher-than-expected interest.
- The January figures were not available in time for the Board pack but continued to track ahead of the budgeted position.
- KS highlighted the efforts to control spending and transfer funds from SE pots to cover staff costs.

Forecast and Surplus:

- The forecasted surplus for the current financial year was around £30,000 to £40,000, with efforts to bring forward costs to alleviate stress on the next year's budget.

Budget Scenarios:

KS presented three budget scenarios for the upcoming financial year:

- Scenario A: No extension for workforce governance or local delivery team.
- Scenario B: Extension for workforce governance only.
- Scenario C: Extension for both WFG and local delivery team.

Scenario C was the preferred scenario, with efforts focused on this scenario due to its complexity and impact on headcount.

Financial Strategy and Reserves:

- JC raised a question about investing reserves to mitigate the impact of cost-of-living increases. AG responded that the reserve policy would be reviewed in the context of the risk appetite, and any investment decisions would be made cautiously.
- The Board agreed to revisit this discussion in the context of the upcoming budget review.
- TD emphasised the importance of protecting CIMSPA's investment and planning for future uncertainties.
- The Board discussed potential investment strategies and the importance of aligning financial decisions with CIMSPA's risk appetite.

DWP Proposal:

- TD and SJM provided an update on a proposal requested by the Secretary of State for DWP to develop a sector-wide workforce employability academy.
- The proposal aims to address the economically inactive population by providing training and job opportunities in the sport and physical activity sector.
- TD highlighted the potential impact of the proposal on CIMSPA's strategy and the importance of securing funding to support the initiative.
- The Board discussed the potential benefits and challenges of the proposal, including the need for additional capacity and the risk of short-term funding.

AGREED:

- The Board approved Scenario C as the preferred budget scenario, with the understanding that adjustments may be needed based on future funding decisions.

5. Safeguarding

5.1 Follow up from the safeguarding training from 17/01/2025

JK Joined the Board meeting.

SECTION SUMMARY: JC and JK provided a follow-up on the safeguarding training conducted on January 17, 2025. The discussion aimed to gather feedback from the Board, identify any additional training needs, and ensure that the Board fulfils its safeguarding responsibilities.

Key Points Discussed

Feedback on Safeguarding Training:

- MW, LB, and TL shared their positive experiences, noting that the training was thorough, insightful, and worthwhile.
- GS raised a question about the extent of the Board's safeguarding responsibilities, particularly in relation to members, corporate members, and NGBs.

Extent of Safeguarding Responsibilities:

- KS and JK clarified that CIMSPA's safeguarding responsibilities extend to members and partners, with a focus on handling complaints and information sharing with relevant bodies.
- JK emphasised that safeguarding complaints are infrequent, but the Board would be informed of any major issues through JC.

Psychological Safeguarding and EDI:

- JC inquired about the integration of psychological safeguarding into the EDI framework.

- KS confirmed that the annual diversity survey would include questions on belonging and psychological safeguarding, with results to be shared in the annual report.

Future Training and Support:

- JK and TD discussed the need for ongoing training and support to ensure the Board remains informed and capable of fulfilling its safeguarding responsibilities.
- TD suggested revisiting the safeguarding policy to clarify the Board's role and responsibilities, particularly in light of the increasing number of under-18 members from FE.

Board's Role in Safeguarding:

- TD stressed that the Board's role is to ensure that appropriate safeguarding policies and procedures are in place and to monitor patterns and trends.
- The Board discussed the importance of understanding their responsibilities and ensuring that safeguarding measures are effectively implemented.

AGREED:

- The discussion highlighted the importance of clear policies and procedures, as well as the need for regular updates and training to ensure the Board fulfils its safeguarding responsibilities.

6. Committee updates

6.1 Audit and Probit Committee

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

No questions on the paper were raised by the Trustees.

6.2 Membership Committee

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

No questions on the paper were raised by the Trustees.

6.3 Nomination Committee

SUMMARY: MW provided a verbal update on the Nomination Committee, noting the resignations of Jonathan Drakes and DF, the tenure renewals for JC and EP, and the co-option extension (CIMSPA are required to seek permission from SE to extend co-opted trustee of a one year) of GS. Approval was required for these changes.

APPROVED: The Board of Trustees ratified the above resignations, tenure renewals and the extension of the co-opted Trustee.

6.3.1 Board self-evaluation report

6.3.2 Board skills matrix

Summary: JK presented the Board self-evaluation and skills matrix reports, highlighting the key findings from the recent self-evaluation exercise and the detailed analysis of the skills and expertise of the current Board members. The reports showed that the Board performed well in several areas, particularly in people and culture, and overall knowledge of the sport and physical activity sector. However, there were identified gaps in business and commercial skills, managing contracts, legal and regulatory requirements, and expertise in leisure operations.

Discussion Points:

- The importance of addressing these gaps through recruitment or training.
- The need for a general level of understanding across all Trustees in key areas, with some Trustees having deeper expertise.
- The potential for training sessions and further information sharing to improve understanding in identified areas.
- The alignment of the skills matrix with CIMSPA's strategy and the need for a balanced skill set across the Board and SLT.
- The need for a clear understanding of what a model Board should look like and how close the current Board is to that ideal.
- The role of training and development in addressing gaps and ensuring all Trustees have a baseline level of understanding in key areas.

6.4 Disciplinary Committee

RECEIVED: JC provided a paper for note on the Disciplinary Committee's activities.

No questions on the paper were raised by the Trustees.

6.5 Appeals Committee

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

6.6 Youth Panel

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

6.7 PDB

SUMMARY: SJM provided a paper for note on the PDB activities.

No questions on the paper were raised by the Trustees.

6.8 EDI working group

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

7. Governance

7.1 Policies for review

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

1. Board and Committee Member Code of Conduct
2. Chair of the Sub-Committee Role and Responsibilities
3. Delegated Authority and Financial Control Policy
4. Matters Reserved for the Board
5. Treasurer Role and Responsibilities
6. Treasury Management Policy

SECTION SUMMARY: MW would like to express the Board's gratitude to JK for her ongoing efforts in reviewing the policies and for making the outlines clear and accessible.

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

8. AOB

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

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