

CIMSPA Board of Trustees Meeting Minutes

Wednesday, 26 July 2023, 10:00, Microsoft Teams

Virtual attendance	Apologies
Marc Woods (MW) (Chair)	Joelle Conway (JC)
Adrian Gaveglia (AG)	Dr Jon Argent (JA)
David Monkhouse (DM)	Malcolm McPhail (MM)
Elena Portas (EP)	
Jonathan Drakes (JD)	
Manos Kapterian (MK)	
Rowena Samarasinhe (RS)	

Also in attendance	Mentions
Tara Dillon (TD) CEO	Michael Hilton (MH) IT Systems Manager
Spence Moore (SM) CSO	Christian Anderson (CJA) Web Manager
Hasan Mussa (HM) Head of Governance and Compliance	
Kay Simnett (KS) COO	
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: JC, JA and MM. The Chair also informed the Committee that AG would have to leave the meeting at approximately 11 am.

1.2 Declarations of interest

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

1.3 Minutes from the Last Meeting

The meeting minutes, held on 17 May 2023, having been circulated, were taken as read and approved by the Trustees.

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1.4 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

KS reminded the Board, that as part of their fiduciary duties, there are a number of documents within this Agenda Item, that need to be approved and then can be filed at the Charities Commission.

2.1 CIMSPA Management Accounts May 2023

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

SECTION SUMMARY: The floor was given to the Trustees to discuss/question the Accounts before responding.

DM gave an update to the Board from the A&P Committee, which included the following points in relation to the Management Accounts and in particular the shortfall against membership income:

- A&P would like to stress test the current membership profile.
- Request to raise the risk rating for membership and membership renewal payments.
- A&P to look at risk mitigation opportunities

MK concurred with DM's points and added from the MeC :

- Stressed it is important to understand the external environment and conditions and how they are affecting membership numbers.

AG evaluated that the FC discussed:

- The need for the FC and MeC to be aligned with the forecasting of membership figures.

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TD spoke briefly about the discussion/questions raised and asked SM to provide further details on the membership figures and the upload to Wattle. SM communicated the following to the Board:

- The team are working on the new reporting functionality within Wattle.
- Final workshop with Wattle is being held on the week commencing 31/07/2023.
- Work being done on market segmentation and the value proposition for members. The Strategy will be communicated at the CIMSPA AGM in September.
- Members are currently engaged with our value proposition.

EP asked if there were any operational organisational barriers and, in the future, if an operational review was planned.

AWC was introduced to the Board as the new Director of Marketing and Communications. AWC gave a brief overview of her background and the opportunities that she can see going forward.

2.1.1 CIMSPA Financial Narrative July 2023

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

SECTION SUMMARY: Discussed by the Board in Agenda Item 2.1.

2.2 Going Concern

RECEIVED: The Letter of Going Concern was circulated before the Board meeting.

SECTION SUMMARY: KS informed the Trustees the Letter of Going Concern had been discussed at both the FC and A&P Committee respectively. The Trustees considered the Letter of Going Concern and made no changes or recommendations.

The Letter of Going Concern was approved by the Board and asked the Chair to sign it.

2.3 Statutory Accounts 2022/2023

RECEIVED: The CIMSPA 2022/2023 Statutory Accounts were circulated to the Trustees prior to the meeting.

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SECTION SUMMARY: KS summarised the Statutory Accounts to the Board.

MK inquired about the Investment fund, the performance of it and the timeline for sourcing a new investment vehicle.

KS informed the Board that sourcing a new investment fund vehicle will start a year before this investment fund ends. It will also be discussed at A&P and FC meetings ahead of time. AG also evaluated that an independent third party may be used as an unbiased assessor of the markets.

The Chair agreed, with the Trustees, the performance of the investment fund does not need to be an Agenda item for the Board meeting and they are happy for the FC to monitor it and assess the appetite for risk.

The Board approved the CIMSPA 2022/2023 Statutory Accounts and asked the Chair to sign it.

1. ACTION: The Trustees are to put forward any investment portfolios that may be viable for the next fund.

2.3.1 Audit Findings Report (AFR) 2022/2023

RECEIVED: The AFR 2022/2023 was distributed to the Board prior to the meeting.

SECTION SUMMARY: KS summarised that the AFR was robustly discussed at the A&P Committee with the auditors (haysmacintyre) present. KS also highlighted that there were no recommendations from the AFR from a finance perspective, however, there were two new findings due to a detailed IT questionnaire; IT Penetration Testing and Network Scanning.

KS informed the Trustees that in March we had been certified in Cyber Essentials.

KS reported that the Auditors were happy that our processes are robust.

TD wanted it recorded in the minutes to thank Kay and the Finance Team for their hard work, especially around Year End. This was echoed by the Board and they gave their utmost thanks too.

2.3.2 Letter of representation

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RECEIVED: The Letter of Representation was circulated before the Board meeting. The Trustees considered the Letter of Representation and made no changes or recommendations.

The Letter of Representation was approved by the Board and asked the Chair to sign it.

2.4 Operational update

The Operational update was discussed throughout Agenda item 2.

3. CEO Update

TD gave an update to the Board:

- Thanked SM and his team, in particular CJA, for their work around the Strategy. The Strategy will be published at the AGM in September for the first time.
- Rollover received from the Retrain to Retain scheme.
- Six-month extension of the Digital Marketing Hub.
- Paperwork received from SE for WFG and Local Delivery.
- All CEOs of NGBs have been written to, in relation of the Workforce Registration Scheme (WFG), and there has been a healthy attendance rate for two dates that are in the diary.
- Secured funding for a KTP from Cardiff Metropolitan University(CMU).
- The government's decision in preventative health.

The Trustees asked if they could have the strategy before the delivery to the Board at the next meeting and therefore are able to ask questions in advance.

2. ACTION: SM to forward a copy of the Strategy before the next Board Meeting.

4. Governance

4.1 Board OKRs

HM updated the Board that MW, TD and himself are convening a meeting to set the OKRs for the quarter to abridge the expanded list. The new OKRs will be relayed, in advance, to the Board at the next meeting in September for discussion.

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3. ACTION: MW, TD and HM to have a meeting in regards to streamlining OKRs.

4. ACTION: OKRS to be sent out in advance of the next Board meeting and to be added as an Agenda item.

4.2 Tenure and Elapse

HM notified the Trustees that the recruitment process for DM's replacement will begin in November/December in advance of DM's elapse in February 2024.

The Board then discussed and scrutinised the next steps of recruitment of the Trustees.

KS has written the job descriptions. TD is to review and then need to go to NC for review.

Within this Agenda item, HM updated the Board on the review of the complaints process. HM highlighted that all upheld complaints, no matter how small, were ending up at the DC. DC and AC will be reviewing the processes and policies and HM will have a further update at the next Board meeting.

DM wanted to congratulate, on behalf of A&P, HM and his team on the positive work that had been done on internal audits. This was seconded by TD.

5. ACTION: TD to discuss recruitment for Trustees with DM, MM and JA.

5. Any Other Business (AOB)

MW asked the Board to consider the process of reporting on all the Committees activities at the Board and how it can be simplified to streamline the Board Meetings

MW asked, as a polite request, for the Trustees to respond as quickly as possible to the Team. Have the mantra of "if you touch it, do it."

6. ACTION: Trustees to contact MW with any recommendations on content/agenda for the Board meetings.

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

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Next Meeting Dates

Meeting	Date	Time	Location
Board Meeting	Wednesday 13 September 2023	10:00 to 14:00	SportPark, Loughborough
CIMSPA Annual General Meeting	Wednesday 13 September 2023	14:30 to 16:00	SportPark, Loughborough