

**In attendance**

Marc Woods (MW) Chair	Lorna Brooks (LB)	Joelle Conway (JC)
Donna Fraser (DF)	Adriano Gaveglia (AG)	Tracy Levy (TL)
Gavin Stewart (GS)		

**Apologies**

Dr Jon Argent (JA)	Jon Drakes (JD)	Manos Kapterian (MK)
Elena Portas (EP)		

**In attendance**

Tara Dillon (TD) CEO	Spencer Moore (SJM) CSO	Kay Simnett (KS) COO
Ritchie Brett (RB) Director of Digital Transformation	Sally McGarry (SMc) Executive Assistant	

**Guest**

Naganethra Reddy (NR)

**Mentions**

Hasan Mussa (HM)	Jane Kracke (JK)
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**Summary of the CIMSPA Board meeting**

The CIMSPA Board Meeting on 18 September 2024 focused on the financials, WFG, safeguarding, and the overall strategy. The meeting also covered topics such as budget updates, membership income, cybersecurity, the risk register, and changes in board positions. Trustees expressed the need for a better understanding of the financial picture before making decisions. The importance of cybersecurity and measures taken to protect CIMSPA's systems were also highlighted. Changes in board positions were discussed, including the appointment of a new chair for the A&P Committee but with the continuation of JD's involvement at Board level.

**1. Chair's welcome and introduction**

MW welcomed the Trustees and CIMSPA team to the Board meeting. NR was also welcomed to the meeting as an external observer to listen and to gain insight into Board discussions to assist with her NED learnings.

**1.1 Apologies and absences**

The Chair noted the following apologies: JA, JD, MK & EP.

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## 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.

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## 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.

**RECEIVED:** Prior to the meeting the Safety & Welfare dashboard was distributed to the Trustees. The previous Safety & Welfare dashboard was disseminated due to the quarterly reporting period (Q2 July–September) not being concluded since the last Board meeting in July.

- KS affirmed that the dashboard will continue to evolve from the comments made by the Trustees at the Board meeting in July.
- The first annual CIMSPA Wellbeing survey was completed by 87% of staff with an overall wellbeing score of 71%. There was a score of 9% in the areas of concern highlighted as work pressure, energy, resilience and resources; actions being taken to address these issues including sessions with Bupa and Mind.
- Monthly pulse surveys are still conducted to monitor staff well-being, with consistent feedback over the last few months.

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## 1.4 Minutes from the last meeting

The meeting minutes, held on 27 July 2024, 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.

## 2. Finance

### 2.1 CIMSPA Management Accounts August

**RECEIVED:** The CIMSPA Management Accounts for August, were distributed to the Trustees prior to the meeting.

**SECTION SUMMARY:** As the Management Accounts have been presented in a different format, from a narrative to a visual, KS gave an overview on explaining the dashboard and this is included in Appendix 1. The following was discussed:

- A financial surplus of £17,000 was reported for the year to date. The whole budgeted surplus for the year is £7,294.
- Education expenditure is under budget due to delays with the Training Academy.
- The Trustees discussed staffing levels and whether they were funded or core roles, with 88 staff members currently against a budgeted 85. The staffing levels are envisaged to remain fairly static for the next financial year.
- System partner funding remains static at £2.067 million. However, project funding remains under review.
- There was a discussion on the impact of government changes on funding and the need for a more detailed cash flow forecast to provide assurance.
- The management accounts have changed from a heavy financial narrative to a visual format with graphs to aid understanding for all. The waterfall diagram in the accounts shows the difference between budgeted vs actual and the top three variances were discussed.

Questions were asked by the Trustees on the Management Accounts:

- Why is the Membership income running 13% ahead of budget?
  - KS responded that the budget has been cautious when created for this financial year as there had been discrepancies in data in previous years from the CRM system. TD added that within the data given to the Trustees that you can see the impact of the LDT in January 2024 working with EPs and getting new memberships.
- Had there been any adverse effects from raising the membership fees?
  - KS confirmed that there had only been one or two negative comments on the slight price increase for the baseline membership and that there were no plans soon to raise

it further. SJM further commented that with the refinement of the membership categories, there will be staged increases.

### 3. Digital transformation

#### 3.1 Operational resilience

**RECEIVED:** The Board were given the Cybersecurity presentation prior to the Board meeting.

**SECTION SUMMARY:** The Board observed and asked the following from the Cybersecurity presentation:

- Why did you move your MSP?
  - RB clarified that the decision was not due to poor service from the previous supplier. Instead, it was a result of a tender exercise as the existing contract was nearing its end. The new provider was selected for being more cost-efficient and offering additional benefits.
- What would the system recovery timeframe be in case of a major attack?
  - RB explained that the recovery time would depend on the nature and extent of the attack on the system. For instance, if the issue pertains to the external membership platform and involves Dynamics, the membership part could be restored within a day. However, the exact timeframe would vary based on the specific circumstances of the attack.
- How vulnerable are we to issues relating to third party access to our systems?
  - RB stated that the organisation with the greatest access to our systems is Stone (our IT Managed service provider) and that their access to our systems is mapped.
- Concerns about the potential impact on CIMSPA if other entities we relied upon, who used Microsoft infrastructure, were attacked?
  - RB noted that whilst CIMSPA had been fine so far, the heavy reliance on Microsoft could pose risks.
- Highlighted the importance of having a clear communication strategy for external stakeholders in the event of system failures as many large organisations struggle with this aspect.

- It was recommended that insurance policies be reviewed to ensure they cover internal controls, particularly in scenarios such as scams involving identity cloning and financial theft. This review should be integrated with the disaster recovery plan.

In addition to the presentation, RB highlighted that the cybersecurity training program has been reviewed. The next round of training for all staff is scheduled to commence in October.

## 4. Committee updates

### 4.1 Audit & Probity Committee

**SUMMARY:** AG gave the following update to the Board:

- JD has stepped down as the Chair of the A&P Committee and AG has taken over the role (see Nominations Committee update).
- Recent meetings have primarily focused on risk.
- HM and the Governance team have made substantial progress in aligning the strategy with identified risks. As CIMSPA transitions from a startup to a medium-sized enterprise, a risk management consultant has been engaged to support this process.
- A substantial number of risks have been identified and the current process involves prioritising these risks.
- Emphasis on the need for better communication regarding risk priorities.
- The key risks identified with the strategy to be formed as the KPIs dashboard and the risk consultant's role includes improving the KPI pack.
- There was a robust discussion at the last meeting on the change of government. TD joined the meeting and explained the implications of possible changes and outlined the current strategy, which is aligned with local-level initiatives to fit the Labour Strategy.
- Expressed gratitude to JD for his role as Chair, while acknowledging the strength of the current Committee composition.

### 4.2 Membership Committee

**SUMMARY:** It was noted that the MeC had met but no issues for note had been submitted.

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### 4.3 Nomination Committee

**RECEIVED:** A paper regarding the structure of the Audit and Probity Committee was previously circulated to the Trustees. The paper detailed JD's decision to step down as Chair of the Committee, with AG assuming the role. JD will remain a CIMSPA Trustee. Additionally, it noted that JA, despite not renewing his tenure as a Trustee of the CIMSPA Board, will become a member of the A&P Committee. These changes were approved by both the Nominations Committee and the A&P Committee.

**AGREED:** The Trustees approved the changes to the A&P Committee as outlined in the paper for note and AG will be the chair.

**ACCEPTED:** The Board of Trustees have formally accepted JA's resignation who will be stepping down as a CIMSPA Trustee. The Board expressed their gratitude to JA for his work.

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### 4.4 Disciplinary Committee

**SUMMARY:** JC stated that there had not been any disciplinary hearings since the last Board meeting.

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### 4.5 Appeals Committee

As above, there have been no disciplinary hearings.

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### 4.6 Youth Panel

**SUMMARY:** It was noted the next meeting for the YP will be in October.

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### 4.7 PDB

**SUMMARY:** SJM announced that with JA stepping down, vice chairs have been temporarily appointed to assume the Chair's responsibilities for six months. This measure ensures continuity and stability. The PDB function will be pivotal in our workforce governance (WFG) efforts. This interim arrangement allows us to complete ongoing projects and evaluate their overall impact on the PDB. SJM will report on the PDB for the next Board meetings.

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## 4.8 EDI working group

**SUMMARY:** KS advised of the following:

- LB and DF have agreed to be in the EDI Working Group.
- Still waiting for feedback from SE on the DIAP, however we have received positive feedback from the consultant that we worked with on the DIAP.
- The EDIbots (CIMSPA internal subgroup) held an in-person meeting to focus on bringing the DIAP to life and integrating it into the overall strategy (internal and external stakeholders).
- SJM added that the R2R project will be focused through a different lens and will be around EDI and the recruitment of a more diverse workforce for the sector.

## 5. Governance

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### 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:

- Remuneration Committee Terms of Reference
- Welfare and Safety Lead Role and Responsibilities

**SECTION SUMMARY:** KS thanked those who had sent comments/suggestions to JK on the policies for review and these have been incorporated where applicable.

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.

## 6. CEO update

### 6.1 CEO update paper and operational update

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

**SUMMARY:** TD further added to the information provided to the Trustees:

- The TA is gaining traction but not at the rate originally anticipated and this will remain a priority for the team.
- There has been a demand for lifeguard and swimming teachers courses but they are not on the TA at the moment.
- In hindsight for the TA, we were offering a B2B offer and for the consumer, we needed to provide a B2C offer.

The Board were then asked if they had any questions on the CEO update paper:

- The TA does not show many courses providing CPD, compared to the Training Directory.
  - TD agreed that the CPD will show in the TA in the future, but the website is still in its infancy.
- There is a lot of data provided in the CEO update, will this be used for targets and budget setting for EPs, for example?
  - TD confirmed that this will indeed happen. Additionally, TD mentioned that the SLT receives monthly reports from the associate directors, which track progress against their KPIs.
  - The D365 Functional Consultant is currently defining the reporting functions and boundaries to enable better extraction and therefore there will be improvements in data accuracy and reporting from the CRM system.
  - The process has already started for setting the 2025-2026 budget.

**PAPER FOR NOTE FOR DECEMBER MEETING:** New membership categories and how they link with the strategy to be an agenda item at the next Board meeting.

**NOTED:** An elected Trustee will be announced at the CIMSPA AGM. The new Trustee will join the Board from the December meeting.



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## 6.2 Workforce governance update

**RECEIVED:** An update paper on the WFG project was distributed to the Board prior to the meeting.

**SUMMARY:** The paper included information on the background, current position and outputs to date of the WFG project. SJM added that there is a small working group on this project which comprises of MW, GS, TD and SJM.

The following was asked by the Board:

- A visual timeline of the project's key milestones would be beneficial to include in the next paper.
- Separate membership organisations have communicated, for example, that you will not get insurance if you are not on the WFG register.
  - SJM firmly informed the Trustees that no decisions have been made yet, which is why a pilot for the WFG scheme is being conducted. The pilot will help work through the processes and assess the potential impacts.
  - SJM also stipulated that the WFG is working with insurance brokers and they have written a draft pledge to work on the project. Again, nothing has been finalised.

**NOTED:** The Board will support CIMSPA SLT with discussions they will be having with EMD UK and SE.

## 7. Any other business

GS expressed their discomfort at the previous Board meeting where the financials, such as the going concern, needed to be approved by the Board. Along with LB and TL the new Trustees, highlighted the challenge of approving decisions made before their tenure, stressing the importance of being well-informed and having clear discussions throughout the year to stay on top of financial concerns.

AG suggested the inclusion of regular cash flow updates in the Board pack to provide assurance and facilitate better questioning and understanding for all.

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

