

Minutes of the Board of Trustees, The Greenhouse Centre, 35 Cosway St. NW1 5NS 14th June 2018 (6-8pm)

PART ONE

1. Attendance and Apologies (JB)

- **Trustees attending:** Mike Sherwood (MS - Chair), Jeff Berman (JB), Michael de Giorgio (MdG), Lynn Gadd (LG), Andrew Lowenthal (AL),
- **Apologies:** Luke Ellis (LE), Penny Linnett (PL), Nick Prempeh (NP)
- **In attendance:** John Herriman (JH), Georgia Cocks (GC), Governance Manager & Company Secretary
- **Observer:** Jill Sherman (JS)

2. Declaration of pecuniary interests/conflicts (JB)

No new conflicts of interest.

3. Board of Trustees minutes (08.03.18): Approval, matters arising & action points (JB)

- **Minutes:** Approved.
- **Matters arising:** Dealt with under separate agenda headings below.
- **Action points:** See page five.

4. Update on Sport England & Governance Code requirements: (GC)

- GC gave a progress report on outstanding Governance Code actions and the Board reviewed the draft documentation: Succession plan; Diversity plan; example of a Governance statement; and remuneration policy.

DECISIONS:

- **Succession plan:** Approved without amendment but Board section not to be finalised until outcome of bid known.
- **Diversity plan:** Approved.
- **Governance statement:**
 - The general format of the Governance Statement was approved (a previous draft was made available as an example) and it was agreed that it could be posted on the Greenhouse Sports website.
 - The Board delegated the drafting and approval of the Governance Statement to GC and MS.
- **Draft policy – Remuneration (extract from: Staff Handbook):** Approved.
- **Register of interests:** It was agreed that this could be posted on the website as it is publicly available information in any event.

ACTIONS:

- GC to produce draft governance statement in September to cover academic year 2017-18.
- GC to consolidate Trustee and SLT responses for the Register of interests to be put up on the website.

5. CEO Report (JH)

- JH presented the CEO's report. Main points discussed summarised below.
- The key challenges remain the integration of the Centre and focusing the fundraising team on new pipeline development.
- **Development:**
 - Generating robust pipeline
 - The team needs to generate a robust pipeline of new business outside of Trustee networks.
 - Capacity taken up by significant stewarding and relationship management.
 - A new Team Coordinator (currently recruiting), will enable Sarah Webster and Shane Dorsett to spend more time meeting new funders.
 - Two or three additional money-raising trustees also needed to mitigate the risk.
 - Trustees commented that the team needed to ensure donor list is kept up to date.
 - Uncertainty relating to large funders (Pru, PPL, Sport England) - We only know so far that Prudential are likely to give us £150k less this year due to demerger uncertainty.
- **The Greenhouse Centre**
 - Participant numbers are building slowly, and we need to continue to build our local profile, but the calibre of sports coaching has been very well received by local schools.
 - Centre management remains more challenging and has exposed some issues with the setting of standards in safety, SCP and operational processes. This remains a key risk and robust action is being taken to mitigate risks and ensure learning occurs.
- **Programmes**
 - 45 committed secondary school programmes alongside seven SEN schools.
 - Focus this year is on driving programme consistency and quality, not growth. No further targets/ constraints on programmes from SE.
 - If we had to identify programmes to lose due to funding pressures, then we would target those in the bottom 10%.
 - If we maintain funding levels, this 10% will be targeted for improvement to ensure they are meeting our own programme criteria.
 - Where we have school programmes that are not able to get to the required quality then we should consider removing them.
- **IT** – Issues recently with delivery of emails to Trustees now being resolved. These were due to excessive tightening of our security systems as we had been receiving 'fishing' emails.

ACTIONS:

- JH to check email security situation with IT team and nature of bogus emails.
- GC to note - Trustees requested IT update at next Board meeting.

6. Investment policy – including setting up an investment committee (AL/ MS)

- Finance Audit and Risk Committee had discussed the investment parameters for the Greenhouse Sports reserves.
- The proposal to the Board from the FRC is for an Investment Committee to be established, made up of Adam Stevens, Nigel Wright, LE & MS.
- Committee to decide what percentage of GS reserves to invest and how.

- Key decision: What amount should be put aside and what needs to be readily available?
- If the readily available funds dip below six months' cover this should trigger a discussion about investments.

DECISIONS:

- Proposal approved to set up an investment committee, made up of Adam Stevens, Nigel Wright, LE & MS.
- Committee formally delegated to decide what percentage of GS reserves to invest and how.

7. The Greenhouse Centre (MS)

- Main issues covered under CEO report.
- Centre Steering Group to be up and running by September.
- Paul Hodgkinson is stepping down from the Centre Governance Group as his particular construction expertise is no longer required now the refurbishment is complete. MS has thanked him for his contribution.

DECISION: Draft Centre Steering Group Terms of Reference were approved.

ACTION: MdG & MS to take PH out to dinner to thank him for his contribution to the Centre Governance Committee.

- Cosmur CEO is becoming more involved in the negotiations over the final payments due under the refurbishment contract, especially since their Quantity Surveyor and the Site Manager have now left.

8. Policies: Adults at Risk; SCP policy (JH/ GC)

- Policies already approved by the SCP sub-committee and the Operations Committee.
- LG gave GC a copy of the main SCP policy marked up with some comments.

DECISION:

Subject to the incorporation of LG's comments, the Adults at Risk and SCP policies were approved.

ACTION: GC to incorporate LG's comments.

9. Risk Register (GC)

It was explained that this document goes through a rigorous review process at the Operations Committee, FRC and H&S sub-committee. Trustees reviewed the Register and questions were invited. None were raised.

10. Operations Committee & relevant sub-committees (LG/ GC)

- Highlights brought to Board's attention are set out below.
- **Operations Committee membership:** MS voted on to the Committee on 2nd May.
- **Blocked fire door investigation:** NW completed a report and appropriate sanctions have been put in place in consultation with LG. This was also discussed in detail at the H&S Committee meeting.
- **SCP leaflet:** Finalised for the Community Open Day 24th May

ACTION: GC to send LG final version.

• **Health & Safety:**

- **H&S June bulletin:** To outline RA process for events and visits to the Centre. Coaches to be reminded to have induction on their first/ next visit to the Centre and get their membership card.

- **Training:** Charlotte Gilson and JMH to do a Centre team training needs analysis. LG emphasised that JMH is not looking for any more work and her aim has always been to make Greenhouse Sports self-sufficient in H&S.
- **Blocked fire door:** see above
- **Policies:** Committee to review how trips policy is working towards end of December 2018.
- **Best practice:** Coach Helder (H&S Co. member) was singled out as demonstrating H&S best practice.
- **Safeguarding & Child Protection:**
 - **Community open day review:** GC drafting a report aimed at capturing key learning points and successes from the recent Community Open Day at the Centre.
 - **Safeguarding young people volunteering at events:** Procedures agreed with Events team (including taxis home in the evening, information out early to parent/carers, roles and responsibilities clearly set out).
 - **E Safety Agreements:** Vast majority of all staff have now signed. Last three Coaches with outstanding agreements have been chased individually.
 - **Disqualification by Association declaration:** Forms signed on All Staff Day (31 May) and sent out with SCP Bulletin on 5 June 2018.

11. Centre Governance Committee (MS)

- Main points covered in item nine above.
- Aim is to have one more meeting of the CGC and then the Committee will change into a Centre Steering Group.

12. Finance Audit & Risk Committee (AL)

Main points outlined under item six above.

13. Fundraising Committee (MdG)

- Funding challenges outlined in paragraph five above.
- Recruitment of a team co-ordinator will be a positive step in freeing up capacity to allow SW and SD to be out meeting potential funders.
- MdG suggested allocating Trustees five/ six accounts for which they are responsible (in conjunction with the Development Team).
- MS of view that we need to fundraise differently to build rapport with funders and attachment to specific schools and programmes (e.g. link each dodgeball team to a school).

14. Marcomms Committee (MdG)

- Meeting in March focussed on the gala launch and the Community Open Day.
- The Marketing and Communications Manager is leaving to return to Canada and this will be an opportunity to change the focus of the role to digital marketing.
- JS offered to help with recruitment and help write/ review the job description. She emphasised the need for experience of communications and of running a campaign.
- Consider inviting Finsbury PR to next marcomms meeting.

13. AOB

- **Election of new Trustee:** JS was thanked for spending time getting to know Greenhouse Sports, meeting Trustees and working on the Marcomms committee. She was asked if she would like to become a Trustee and confirmed she would like to stand.

DECISION & ACTION:

- MdG proposed that JS be voted on to the Board of Trustees
- AL seconded the proposal
- JS was duly elected to the Board
- GC to follow up with JS on the appointment formalities
- **Timings of meetings:** At MS's suggestion it was agreed that 5-7pm would be better if possible.
ACTION: GC to consult NP & LE to see if they can make 5-7pm for Trustee meetings
- Trustees emphasised that although they were challenging and often critical in the pursuit of excellence in all areas at Greenhouse Sports, they were very optimistic about the charity's future and praised the quality of the staff. The fact that this year we are aiming to look after 10,000 young people is to be celebrated.

Summary of action points and decisions on following page.

Next meeting: AGM 10th October 2018 6-8pm @ The Centre, 35 Cosway Street, NW1 5NS

Action points and decisions from 14th June 2018

Owner	Subject	Action	Update	Closed
All, MS, GC	1. Sport England	<p>DECISIONS:</p> <ul style="list-style-type: none"> • Succession plan: Approved without amendment but Board section not to be finalised until outcome of bid known. • Diversity plan: Approved. • Governance statement: <ul style="list-style-type: none"> ○ The general format of the Governance Statement was approved (a previous draft was made available as an example) and it was agreed that it could be posted on the Greenhouse Sports website. ○ The Board delegated the drafting and approval of the Governance Statement to GC and MS. • Draft policy – Remuneration (extract from: Staff Handbook): Approved. • Register of interests: It was agreed that this could be posted on the website as it is publicly available information in any event <p>ACTIONS:</p> <ul style="list-style-type: none"> • GC to produce draft governance statement in September to cover academic year 2017-18. • GC to consolidate Trustee and SLT responses for the Register of interests to be put up on the website. 		
All	2. Investment Committee	<p>DECISIONS:</p> <ul style="list-style-type: none"> • Proposal approved to set up an investment committee, made up of Adam Stevens, Nigel Wright, LE & MS. • Committee formally delegated to decide what percentage of GS reserves to invest and how. 	Meeting held 10 th July @ 3pm	✓
All, GC	3. Election of Trustee	<p>DECISION & ACTION:</p> <ul style="list-style-type: none"> • MdG proposed that JS be voted on to the Board of Trustees • AL seconded the proposal • JS was duly elected to the Board • GC to follow up with JS on the appointment formalities 	Done	✓

All, GC	4. SCP Policies	DECISION: Subject to the incorporation of LG's comments, the Adults at Risk and SCP policies were approved ACTION: GC to incorporate LG's comments	GC also Incorporating latest legislative changes (in force since Sept)	
GC	5. SCP leaflet	Send LG final version.	Done	✓
MdG, MS	6. CGC	DECISION: Draft Centre Steering Group Terms of Reference approved. ACTION: MdG & MS to take PH out to dinner to thank him for his contribution to the Centre Governance Committee.		
JH, GC	7. IT	<ul style="list-style-type: none"> JH to check email security situation with IT team and nature of any attempted frauds. GC to note - Trustees requested IT update at next Board meeting. 	<ul style="list-style-type: none"> All successfully dealt with. IT report on Ops Co agenda 3rd Oct 	✓
JH	8. Bouygues contract	Ask NW/ CG to provide breakdown of cost of contract with Bouygues	Revised contract agreed with Bouygues following Centre Team changes – costs provided	✓
GC	9. Timing of Board meetings	Ask NP & LE if they can make 5-7pm for Trustee meetings	6pm preferred	✓