

Minutes of the Board of Trustees, The Greenhouse Centre, 35 Cosway St. NW1 5NS 8th March 2018 (5-7pm)

PART ONE

1. Attendance and Apologies (JB)

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

2. Declaration of pecuniary interests/conflicts (JB)

No new conflicts of interest.

3. Election of Chair of the Board (JB)

- At the December Board meeting JB had indicated he intended to step down as Chair at this meeting and duly offered his resignation as Chair. MS indicated his willingness to stand as Chair.
- It is MS's intention to remain as Chair for approximately 12 months to ensure the Centre is established. MS feels that it is in the best interests of Greenhouse to recruit a new Chair, although he remains fully committed to Greenhouse.
- JB proposed MS as Chair of the Board and this was seconded by AL.
- The Board expressed their sincere thanks to JB for all his hard work as Chair.

DECISION: MS was elected as Chair of the Board by unanimous agreement.

4. Board of Trustees minutes (12.12.17): Approval, matters arising & action points (JB)

- **Minutes:** Approved.
- **Matters arising:** Amend reference in the Fundraising minutes to 'Lehman Brothers Foundation' rather than 'Lehman Brothers'. Other matters arising dealt with under separate agenda headings below.
- **Action points:** See page five.

5. Sport England & Governance Code requirements: Trustee tenure & succession planning; public disclosure of information. Risk management doc & recruitment process (JB/AL)

- **Trustee tenure & succession planning**
 - Further to recent discussions between Nick Bitel and members of our Board of Trustees, set out below is what Trustees understand has been agreed for fulfilling the Sport England Code of Governance requirements on the term of office for Directors of Greenhouse Sports. Four Greenhouse Trustees have served longer than the requirements of Code number 1.13 allow.

The aim of these proposals is to retain the extensive experience of long-serving Trustees who are keen to continue playing an active part in the charity.

- Proposals
 - Two long serving Trustees (JB & PL) – will step down as Trustees but will continue to be actively involved as expert advisors, attending meetings as invited (but with no voting rights).
 - PL will also pass on her role as Safeguarding lead to NP.
 - MdG will step down as Trustee and will stand for election as an ex-officio member of the Board in the role of ‘Greenhouse Director of Fundraising’ (remit and responsibilities to be set out in writing). Trustees understand from Nick Bitel that this is possible even given the requirements of Code number 1.15 that states at least four years must elapse before a Director can be eligible to stand again.
 - MS was elected as Chair of the Board on 8th March with his expressed intention that he will be in that role for approximately 12 months to ensure continuity while the Greenhouse Centre is established. Once a new Chair is found he will step down as both Chair and Trustee and stand again for election as an ex-officio Board member as ‘Director of the Greenhouse Centre’ It may be by this time we will have set up a Greenhouse trading subsidiary of which MS would become a Director.
 - The Board noted that an ex-officio role lasts for as long as the associated role and there was no maximum term of office.
 - Trustees agreed with the proposed steps outlined above.
- Succession planning
 - Two possible new Trustees have been identified following a rigorous and transparent process where the role was advertised through the website Nurole. Diversity of the Board was an important consideration throughout the process.
 - For the role of Chair, it was agreed that the recruitment process needs to be clearly planned and needs to follow the steps set out in the draft document included in the meeting papers for approval.
 - Key qualities include willingness to commit to approximately one day a week and a passion for Greenhouse’s mission.
- **Public disclosure of information**
 - Sport England requires the Board to publicly disclose certain key information including Board minutes.
 - It was agreed to align ourselves with our schools’ best practice and mirror their procedure for Governors’ meeting minutes which is to split agendas and minutes into Part one and Part two business. Only Part one minutes are published due to the sensitive and confidential nature of Part two minutes. The Board is willing to try this approach and MS will sign-off the draft on this basis.
- **Draft policies - Risk management & recruitment process**
DECISION: these drafts were approved without amendment.

6. CEO Report (JH)

- JH presented the CEO’s report. Main points discussed summarised below.
- **Centre integration:** Integrating the Centre into the wider charity has been a key focus since the last Trustees’ meeting and plans have developed well although the challenges this poses to Greenhouse cannot be underestimated. There remains some joining up to do with the plans which Charlotte Gilsenan is focused on to make sure that we fully integrate as much of the Centre into GS Ops as possible to promote efficient and effective working across the whole charity.

- **Staff engagement:** Trustee raised the need to keep all staff involved with and engaged in the Centre, especially the Basketball Coaches who may feel less ownership.
- **Fundraising:** The SLT is now firmly established and this has enabled Greenhouse to tackle the key risk of fundraising where we are set to hit our revised 2017/18 revenue target. Next quarter will be critical not only because of the integration of the Centre but also because we will find out how much we will receive from some major funders in 2018/19.

7. **The Greenhouse Centre (MS)**

- The Project is about 30 weeks late. An extension of time (EOT) of 13 weeks has already been agreed, with the remainder disputed. Negotiations are ongoing.
- Whilst the onsite team has been good, the administrative side of the project has been poor. Cosmur have not been efficient in tracking costs and have submitted some costs that we do not feel are substantiated. The refurbishment is likely to cost £5.5m in total.
- We have raised approximately £20m. The aim is to have at least £5m in Reserves. There are some potential donors still to revert to MS and many people are giving us money for the first time.
- Our special guest will be at the event at 6.15pm and the evening will go on until approximately 8.30-9pm.

ACTION: Trustees to give any additions to the invite list for the opening event on 26th April to our Events Manager.

8. **Staff survey action plan (JH)**

- Action plan was reviewed. JH explained the main themes raised in the survey (pay, TOIL, empowerment and tackling under-performance effectively). These are being addressed through the action plan.
- Trustees asked how improvement will be measured and what degree of improvement is expected.

ACTIONS:

- JH to feedback Trustee points to the Operational Leadership Team who are leading on the plan.
- GC to ensure Plan comes back to Ops Co in May.

9. **Policies: H&S; Accepting donations (JH)**

DECISIONS: H&S policy and policy on accepting donations approved.

10. **Risk Register (JB/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.

11. **Operations Committee & relevant sub-committees (LG/ PL)**

- Highlights brought to Board's attention are set out below.
- **E-safety:** Aiming to have a final draft e-safety policy for Board approval at the meeting in June after scrutiny by the Operations Committee in May.
- **General Data Protection Regulation:** Operations Committee had a very good presentation on Greenhouse's compliance project from the Head of Impact who is managing the project.

- **Health & Safety:**
 - Site inspections – These are crucial to ensure H&S compliance. There had been an example of a programme starting without a site inspection being completed in advance. The H&S sub-committee has been assured that this will not happen again.
 - Equipment testing – Where Greenhouse owns equipment (such as TT tables) regular testing and ‘housekeeping’ is required to ensure they are safe to use. This is being dealt with, the aim is to have one contractor across the organisation who will carry out all necessary checks.
- **Safeguarding & Child Protection:**
 - Head of Sports and Coaching Programmes for the Centre attended the last SCP sub-committee meeting where Centre safeguarding was discussed in detail.
 - New policies being developed for the Centre include: Adults at risk; Use of Changing rooms; and SCP leaflet for all users.
 - The total number of concerns on the ‘low-level concerns log’ has reduced from approximately 120 to 60 and now 14 only to be followed up and/ or closed. This represented a lot of hard work and was a fantastic achievement.
 - Several young people seem to have misunderstood the questions on mental health in the participant questionnaire which led to the rise in numbers on the log. Many concerns were dealt with effectively by the Coach having a conversation with the participant.
 - A date will be set shortly for a two-day Designated Safeguarding Lead training course for the Centre team and selected Greenhouse staff.

ACTION: If any Trustees would like to attend the two-day DSL training please inform GC.

12. 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 Management Committee. To be discussed at next CGC meeting.

13. Finance Audit & Risk Committee (AL)

Main points outlined under item seven above.

14. AOB

None raised.

Next meeting: 14th June 2018 6-8pm @ The Centre, 35 Cosway Street, NW1 5NS

Action points and decisions from 8th March 2018

Owner	Subject	Action	Update	Closed
All	1. Election of Chair of the Board	DECISION: MS was elected as Chair of the Board by unanimous agreement.		✓
JH	2. Sport England	<ul style="list-style-type: none"> JH to ensure MS sees final draft of Sport England funding bid Risk management & recruitment process docs - DECISION: Drafts approved without amendment. 		
JH	3. Marcomms	<p>LE offered services of Man Group Marcomms team to assist in getting press coverage for PPL (requirement of their funding).</p> <p>ACTION: JH to let Sarah Webster know of offer to assist.</p>		
JH, All	4. Budget	<p>ACTION: Trustees asked for further detail of what is in each category for 'direct costs' and 'support costs'</p> <p>DECISION: Budget approved</p>		
All	5. The Centre Opening	Trustees to give any additions to the invite list for the opening event on 26th April to our Events Manager.		
AL, MdG, LG	6. Fundraising	<ul style="list-style-type: none"> AL to circulate CVs/ background information on David Weaver and Bruce Fraser. MdG and LG to take Davie Meller out to lunch to thank him on behalf of the Board. 		
JH, GC	7. Staff survey action plan	<ul style="list-style-type: none"> JH to feed back Trustee points (how will progress be measured and what degree of improvement expected) to the Operational Leadership Team who are leading on the plan. GC to ensure Plan comes back to Ops Co in May. 		
All	8. Policies	DECISIONS: H&S policy and policy on accepting donations approved.		✓
All	9. SCP training	If any Trustees would like to attend the two-day DSL training course, please inform GC.		