

Who we are and how we are governed?

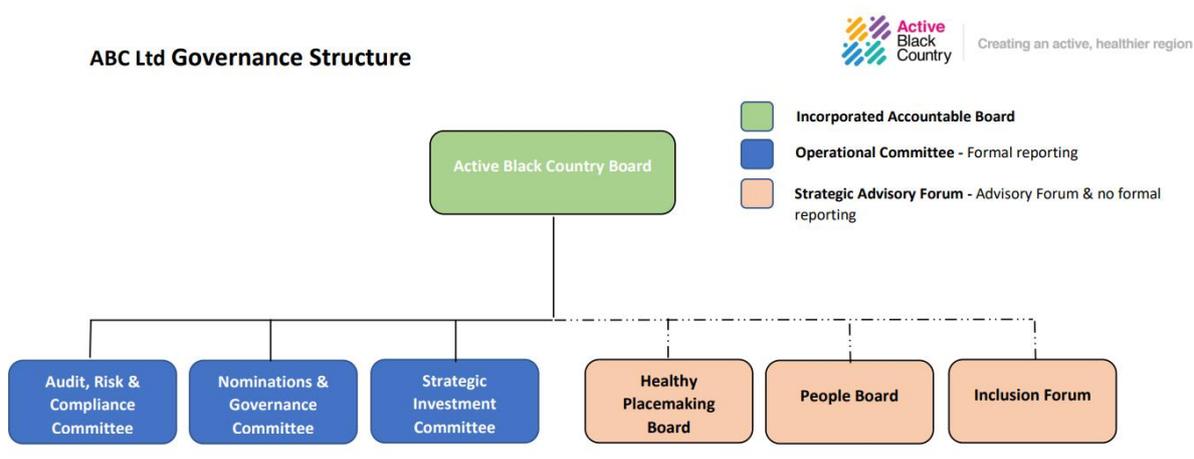
Active Black Country (ABC) Limited is the Government and Sport England recognised Active Partnership (AP) for the Black Country region, providing the strategic leadership for sport and physical activity across the areas of the Metropolitan Boroughs of Dudley, Sandwell, and Walsall, the City of Wolverhampton, and surrounding areas. In providing a clear vision, the ABC Ltd Board of Directors enables delivery of the Black Country ABC Strategic Plan – ‘Creating an Active Black Country’.

Active Black Country Limited was registered with Companies House on 13th December 2022 as a company limited by guarantee under company number: 14537800. The staff, assets, and financial resources of the ABC Partnership have been transferred to ABC Ltd as from 1st May 2023, and the Company plans to apply for registration as a charity with the Charity Commission for England and Wales.

The charitable Objects of the Company are:

- a) the promotion of physical movement, sport, and recreation for the improvement and preservation of good health and well-being, particularly, but not exclusively, of those in need, by reason of youth, age, ill-health, disability, financial or other disadvantage;
- b) the advancement of education of the public in the subject of sport and physical activity and recreation; including through research, provision of training programmes, courses, and development of resources;
- c) the promotion of citizenship by developing the capacity and skills of the members of socially and/or economically disadvantaged communities, through participation and/or volunteering in sport, physical movement, and recreation in such a way they are better able to identify, and help meet their needs and to participate more fully in society;
- d) the promotion of community development through assisting in the provision of facilities and infrastructure for physical movement, sport, physical activity, and recreation for the benefit of the public;
- e) the advancement of amateur sport and the promotion of community participation in recreation, in particular by the co-ordination of sporting and physical activities; and
- f) such other charitable purposes which align with the Objects above; for the benefit of the public in the Metropolitan Boroughs of Dudley, Sandwell and Walsall, the City of Wolverhampton, and the surrounding areas.

The Active Black Country Ltd Board have the power to establish the overall strategy for our organisation and establish committee structures. The diagram below outlines our governance structure.



There are currently 9 Board Members serving on the ABC Partnership Board, of which 3 are the initial Directors of Active Black Country Ltd. Further Partnership Board Members are being progressively appointed as Directors of ABC Ltd.

Up to 12 directors are permitted under draft Company Articles (28.1) & Assurance Framework. All individuals appointed onto the ABC Ltd Board of Directors are simultaneously:

- i) the Directors of the Company under company law and registration with Companies House;
- ii) the Trustees under charitable law and regulation by the Charity Commission for England & Wales.

The Independent Directors are the voting Members of the Company, with reserved powers:

- iii) to approve any amendments to ABC Ltd's Articles of Association; and to

As set out in Article 31.1 of the Articles of Association of Active Black Country Limited (ABC Ltd, or the Company, or the Charity) dated [date], the Board of Directors:

- iv) is to manage the business of the Charity; and
- v) may exercise all the powers of the Charity, unless the Directors are subject to any restrictions imposed by the Companies Acts, the Articles, or any Special Resolution passed by the Members of the Company.

The quorum for the ABC Ltd Board stipulates at least 4 Independent Directors of the Board must be present in order for business to be transacted, as set out in Article 42 of the ABC Ltd Articles of Association.

A Data Protection Officer was appointed in May 2023. There have been no significant data breaches.

Links to supporting documentation:

[Terms of Reference](#)

[Scheme of Delegation](#)

Who is on our Board and what do they discuss?

Name and Biographies for all Board members- [Meet our Board- ActiveBlackCountry](#)

Full Board List Biographies of Board Members

Declaration of Interest Form Active Black Country Board- [Meet our Board- ActiveBlackCountry](#)

Minutes In 2022/23 there have been 11 Board meetings, 26 meetings of the Nominations & Governance Committee.

How we develop our Board?

Nominations

The Nominations & Governance Committee leads on the recruitment and selection process with support of the Chief Executive Officer. The Nominations & Governance committee makes proposals to the ABC Board for approval. The key functions of the ABC Ltd Nominations & Governance Committee are:

- i) to oversee the recruitment and selection processes for the ABC Ltd:
 - (1) Chair;
 - (2) Vice Chair;
 - (3) Senior Independent Director (SID);
 - (4) Other Independent Directors;
 - (5) Independent Non-Director Members of Board Committees; and
 - (6) Chief Executive Officer (CEO).

- ii) to ensure ABC Ltd recruitment, selection, training, and evaluation processes are conducted in line with the Tier 3 Requirements of the UK Code for Sports Governance;

- iii) to oversee the effectiveness evaluation processes for the ABC Ltd Board and Board Committees;

- iv) to ensure the composition of the ABC Board and Board Committees is reflective of the diversity, inclusiveness, and demographic profile of the Black Country;

- v) to oversee the training and continuing professional development processes for the ABC Ltd Board, Board Committees; and Senior Leadership Team; and

The recruitment needs of Board are informed by the skills matrix which is regularly reviewed in line with the needs of the Board & ABC Partnership.

Active Black Country Board values diversity and is committed to promoting equality of opportunity for all. In line with Sport England's A Code for Sports Governance, recruitment and engagement with people with appropriate diversity, independence skills, experience and knowledge take place to ensure effective decisions that further the organisation's goals. Active Black Country demonstrate a strong and public commitment to progressing towards greater diversity on our Board.

The aim of Active Black Country is to promote and achieve a board that reflects the Black Country. Applications from under-represented groups are encouraged and a policy of 'positive action' is pursued in an attempt to achieve this.

The inclusion and diversity action plan, updated September 2020, outlines the current approach to ensure that the partnership seeks to foster all aspects of diversity within its leadership and decision making.

[Nominations & Governance Terms of Reference](#)

[Inclusion and diversity Action Plan](#)

How we review our governance ?

We complete an annual review of the ABC Board member skills, with this most recently completed in January 2023.

Active Black Country Board members have a responsibility to learn about their role and to keep their knowledge and skills up-to-date. The Executive will support them in this by providing them with an induction programme, and training and development on an ongoing basis with an annual appraisal to discuss their performance and future needs.

[Members Handbook](#)

In April 2022, the partnership board commissioned an independent options appraisal to identify our future operating model & legal entity.

To support the appraisal process the Active Black Country Board developed an evaluation criteria to meet governance requirements, maximise opportunities to support delivery of strategic objectives and ensure an equitable offer across all our Black Country partners.

Following the conclusion of the options appraisal in September 2022 the Active Black Country Board unanimously approved the establishment of an independent Company Limited by Guarantee with charitable status for the Black Country Active Partnership.

The Board undertake annual appraisals of its members and of the effectiveness of the skills and experience therein. The Chair meets with board members yearly to complete an appraisal. An example form is attached. The Chairs appraisal is undertaken by the Vice Chair / Senior Independent. The Chairs Appraisal has been completed and was signed off by. The Active Black Country Chair has completed individual board members appraisals.

How we manage risk & conflict?

The partnership has a risk policy & framework that has recently been approved by the ABC Ltd Board. This is reviewed annually by the ABC Audit, Risk & Compliance committee. Risk reporting is completed to the ABC Ltd Board on a quarterly basis.

An annual external audit will be completed by Folkes Wharton.

Active Black Country is committed to ensuring that all Board Members and Officers act in line with the Nolan Principles of public life.

The Board Handbook provides the detail of how Board Members and Officers should consider conflicts of interest and declare any interests in line with the required processes. The conflict-of-interest policy explains the procedures through which Active Black Country will seek to maintain its high ethical standards and protect its reputation against any allegations of conflict of interest.

It is communicated to everyone involved in Active Black Country to ensure their commitment to it and it applies to all staff and Board Members. Board Members and staff take personal responsibility for declaring their interests and avoiding perceptions of bias. To demonstrate this all-Board Members and staff produce and sign a register of interests and publication on the website which is reviewed every twelve and updated regularly.

[Risk Policy](#)

[Audit Risk & Compliance Terms of Reference](#)