

**Merseyside Sports Foundation**  
**Trustee Board Annual General Meeting**

**Action Notes**

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|---|---|
| <b>Date &amp; Time</b>                        | <b>24<sup>th</sup> July - 10:00am – 10:30am</b>   |
| <b>Venue</b>                                  | MSP, Unit 1 Dakota Business Park, Skyhawk Avenue, Garston, Liverpool, L19 2QR.  |
| <b>Trustee Board Member (BMs) Attendees</b>   | John Bell ( <b>JB</b> ) (Chair); Pat Shenton ( <b>PS</b> ); Jean Stephens ( <b>JS</b> ) Adam Walker ( <b>AW</b> ).  |
| <b>MSP Team Members</b>                       | Brendan McCrudden ( <b>BMcC</b> ) (Business Improvement Officer); Kerry Stewart ( <b>KS</b> ) (Interim Director); Calum Donnelly ( <b>CD</b> ) (Strategic Lead for Children and Young People); Andrew Wileman ( <b>AW</b> ) (Strategic Lead for Adults). Kenny Chu ( <b>KC</b> ) (Research and Insight Officer), Holly Budgen ( <b>HB</b> ) (Marketing & Events Officer). |
| <b>Guests In attendance</b>                   | Tom Douglas ( <b>TD</b> ) (Incoming Director of MSP).   |
| <b>Apologies</b>                              | Alan Cooper ( <b>AC</b> ) (Trustee).  |
| <b>Distribution (internal &amp; external)</b> | <a href="http://www.theactivedifference.com">www.theactivedifference.com</a> , MSP Team.  |

|   | Headlines from Discussion               | Outcome / Actions  | Who | Deadline |
|---|---|--|-----|----------|
| 1 | <b>Introduction</b>                     |  |     |          |
|   | a. Welcome, apologies and introductions | JB welcomed the Trustees, members of the MSP Team and guests to the Annual General Meeting (AGM) of Merseyside Sports Foundation (the Foundation).<br><br>Apologies noted: AC. | JB  | N/A      |
|   | Headlines from Discussion               | Outcome / Actions  | Who | Deadline |
| 2 | <b>Declarations of Interest</b>         |  |     |          |
|   | Declarations of Interest                | No declarations of interest made by BMs.   | JB  | N/A      |

|   | Headlines from Discussion  | Outcome / Actions   | Who     | Deadline          |
|---|--|---|---------|-------------------|
| 3 | <b>Governance Arrangements</b>   |   |         |                   |
|   | <b>a. Financial Report and Independent Examination – Year Ended March 2019</b> | <p>KS presented the following draft document for review and approval: Report Of The Trustees And Unaudited Financial Statement For The Year Ended 31 March 2019 for Merseyside Sports Foundation.</p> <p>Draft statement incorporating:</p> <ul style="list-style-type: none"> <li>• Report of the Trustees</li> <li>• Independent Examiner’s Report</li> <li>• Statement of Financial Activities</li> <li>• Balance Sheet</li> </ul> <p><b>Outcome:</b> BMs reviewed and approved Financial Statement for the year ended 2019.</p> <p><b>Action:</b> To make arrangements to submit approved Financial Statement for the year ended 2019 to the Charities Commission and publish document on the Foundation’s website.</p> | KS      | 23rd October 2019 |
|   | <b>b. Merseyside Sports Foundation Financial Overview - Reports</b>            | <p>KS presented the following reports detailing the current financial position of the Foundation:</p> <ul style="list-style-type: none"> <li>• MSF Budget Forecast – as at July 2019.</li> <li>• MSF Management Accounts – as at end of Quarter One.</li> </ul> <p><b>Outcome:</b> BMs reviewed the financial overview reports and acknowledged the current financial position of the Foundation.</p> <p><b>Action:</b> Overview reports to be presented on a six monthly basis for review by Trustees to ensure ongoing awareness of the financial position of the Foundation.</p>   | KS / TD | 23rd October 2019 |

**c. Approval of Auditors for 2019-2020**

KS outlined the need to confirm appointment of auditors to prepare financial statement and undertake independent examination of the Foundation's accounts for period 2019-2020.

Based on the requirements, experience required and costs of undertaking the work, recommended that Ip's Associates Limited be re-appointed.

**Outcome:** BMs approved recommendation to re-appoint Ip's Associates Limited for financial year 2019-2020.

**Action:** Instruct Ip's Associates Limited of re-appointment to act on behalf of the Foundation.

**KS**

**23rd October  
2019**

**d. Length of Term – Appointment of Merseyside Sports Foundation Trustees**

KS highlighted that a review of the existing governance arrangements has identified a need to revisit the stated 'Length of Term' which Trustees can serve as Board members.

In-line with the Tier Three Code of Governance for Sport, the Foundation's current governance states that Trustees should be appointed for a fixed term period of three year. It has however been clarified that the Charities Commission does not stipulate any requirement for having a fixed length of term in respect of the appointments of trustees, for charitable organisations.

Recommendation to BMs is to amend the existing governance in order to specifically remove the fixed 'Length of Term' for Trustee appointments to the Board. This amendment will enable the current Trustees to continue in their roles and to provide stability to the Foundation through retaining skills, knowledge and understanding.

**Outcome:** BMs agreed the need to amend the existing governance to remove the existing stated fixed 'Length of Term' for appointments to the Board in order to provide the Foundation with stability. In-line with the Tier Three Code, confirmed that the Foundation will continue to adhere – at all times - to the principles of adopting open recruitment processes for the appointment of Trustees. Recruitment and appointment for Trustees to continue to be based on the skills and knowledge required, for the role.

**Action:** KS to draft an addendum for the existing governance statement to confirm the removal of the fixed 'Length of Term' for Trustee appointment to the Board of the Foundation. The addendum will also ensure clarity in respect of the recruitment processes which are in place for the role of Trustee.

KS

23rd October  
2019

|                                    |  |              |                                     |
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| <p><b>e. Company Secretary</b></p> | <p>JS noted that she currently fulfilled the role of Company Secretary on behalf of the Foundation. Outlined the key duties of the role including ensuring compliance with the requirements of the Charities Commission. Undertaking the role had arisen as a direct result of been the Director of MSP and the partnership arrangements in place between the Foundation and MSP. Having now left her role with MSP, recommendation to the Board that the role of Company Secretary should transfer to TD as the new Director.</p> <p><b>Outcome:</b> BMs agreed in-line with the existing partnership arrangements in place that TD be requested to take over the duties of acting as Company Secretary. Noted that further clarification is required with regard to how the role can be transferred and whether this can be achieved through having an ‘honorary secretary’ to support the Board of Trustees, or whether there is a need to formally appoint a Company Secretary to the Foundation Board.</p> <p><b>Action:</b> TD and KS to explore and clarify the options for transferring the role of Company Secretary and ensure the Foundation and Trustees continue to be supported. To confirm whether or not the duties of the role can be fulfilled by an ‘honorary secretary’ - based on the partnership arrangements in place - or the whether there is a requirement for formally appointing a Company Secretary with TD ‘co-opted’ to join the Board.</p> | <p>KS/TD</p> | <p>23<sup>rd</sup> October 2019</p> |
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|   | Headlines from Discussion | Outcome / Actions   | Who | Deadline |
|---|---------------------------|---|-----|----------|
| 5 | <b>Closure of AGM</b>     |   |     |          |
|   | Closure of AGM            | JB thanked everyone for attending; meeting closed at 10.30am. | JB  |          |