

2022/23 Governance statement

1.0 Scope of responsibility

Active Gloucestershire is a charity and a company limited by guarantee, incorporated on 12th August 2010 and registered as a charity on 25th October 2010. Its objects and powers are set out in its Memorandum and Articles of Association. It is the responsibility of the Board and CEO to ensure that Active Gloucestershire has effective governance arrangements, including a regular review of effectiveness, a sound system of internal control, and meets any changes in legal requirements. The responsibilities delegated by the Board to the CEO are clearly defined in the organisations Scheme of Delegation.

2.0 Strategic context

The **we can move** and Active Gloucestershire strategies were formally approved in March 2021, and are reviewed annually, most recently in March 2023, they take a longer term view looking forward to 2030. The strategies build on the work from the previous period, using the learning from the independent evaluation undertaken by ARC West, published in 2021, which reported on:

- Continuing to grow the effectiveness of Gloucestershire’s movement for physical activity – **we can move**.
- Testing approaches to increase the impact of physical activity e.g. use of behaviour change theory
- Sharing learning and skills across **we can move**.
- Continuing the **we can move** evaluation to support learning and improvement.

Embedding strategic oversight of organisational learning and evaluation.

Good progress has been made towards the recommendations in the evaluation over the last two years and the Board, and its committees, maintain strategic oversight of the organisation’s evaluation and learning.

3.0 Charitable objects

Our charitable objects were last reviewed in 2018. They are:

- a) The promotion of community participation in healthy recreation, by providing and assisting in the provision of facilities for and opportunities to participate in sport and other physical activities for the benefit of, in particular, but not exclusively, the inhabitants of Gloucestershire.
- b) To advance the education of the public in sport and physical activity.

4.0 Board membership

Active Gloucestershire has an active and effective Board of eleven Trustees, comprising a Chair, and ten others, all of whom were recruited transparently on a skills-led basis. All Trustees are appointed for an initial term of three years. No Trustee may serve more than nine years, unless in exceptional circumstances and with prior agreement from the Board. A Trustee who retires from the Board after a period of nine years is ineligible for re-appointment for a period of four years, after this time, should they successfully be re-appointed as a Trustee, their years of service will commence again at zero. There were several changes during the 2022 / 23 year.

- Léla Thomas, Sian Trew and Dan Constable were appointed to the Board as Trustees at the Annual General Meeting in October 2022.
- Lauren Cairns resigned from the Board in November 2022.

In the coming year two members of the Board of Trustees will reach the maximum term in office and will retire. Our Chair has announced his intention to stand down at the next Annual General Meeting. It’s the Board’s intention that Emma Owen will take over as Chair, and a plan for succession is being executed.

It’s the Board’s intention that Dan, who has a background in finance, will take over the Chair of the Finance and Resources Committee when the current Chair (Terry Smith) retires.

Jon McGintey is the Boards Senior Independent Director, this role is a requirement for the Code for Sports Governance.

5.0 Board diversity

Throughout the year work took place to deliver the actions identified in Active Gloucestershire's Diversity Action Plan. The Diversity Action Plan has been reviewed following the changes made to the Code for Sports Governance in 2021. To support this the Board assessed the organisation against the Race Equality Code and has implemented the associated action plan. We're currently working with Sport England to approve our updated Diversity and Inclusion Action Plan, prior to it being formally approved by the Board.

In 2023, Active Gloucestershire reviewed its Boards diversity, with nine of the eleven Board members responding to a survey. The results showed that the diversity of the Board broadly reflects that of the county or higher when considering gender, sexual orientation and those from Black, Asian and minority ethnic groups. The survey identified four female Trustees, representing at least 44% of its total Board membership, 22% of the Board are from Black, Asian and minority backgrounds.

6.0 Board evaluation

The Board undertook an internal effectiveness review building on the external evaluation undertaken by Practical Governance in 2019/20. The internal review identified numerous strengths and some areas for improvement, which are being actioned by the Board. In the coming year the Board will undertake an external effectiveness review in line with the requirements in the Code for Sports Governance.

7.0 Board committees

7.1 Finance and Resource Committee

The Board has a Finance and Resource Committee (FRC) which meets at least five times a year. Its responsibilities include:

- Finance
- Audit
- Human Resources
- Information and Communications Technology (ICT).

During the 2022-2023 year, the FRC met five times. The FRC's principal areas of focus have been:

- Review of financial report, management accounts for 2022-23 and the budget for 2023-24.
- Review and feedback on the reserves policy.
- Updating the financial procedures manual.
- Review and feedback on HR matters.
- Review and feedback on the staff satisfaction and wellbeing survey results.
- Review of progress towards the IT strategy including the achievement of Cyber Essentials Plus.
- Organisation evaluation and learning.

7.2 Nominations and Remunerations Committee

The Nominations and Remunerations Committee (NRC) meets four times a year and as required. Its main responsibilities include:

- Trustee recruitment
- Board Performance
- Succession Planning.

During 2022-2023, the NRC met four times. The NRC's principal areas of focus have been:

- Trustee recruitment and appointments
- SMT salary review.

Following a review of the Boards committees which concluded in February 2023 the Board have decided to move responsibility for HR matters to the NRC which will subsequently be renamed the Nominations and People Committee.

8.0 Board responsibilities and activity

Active Gloucestershire's Board is responsible for:

- Ensuring the organisation operates in accordance with charitable and company law and in line with its governing documents.
- Upholding the reputation of the organisation.
- Determining the organisation's strategic direction and alignment.
- Supporting the organisation's CEO and senior management team to deliver Active Gloucestershire's business plan.
- Providing oversight and accountability.
- Ensuring governance is shared rather than centralised within one single agency or individual.
- Scrutinising the performance of the organisation, holding executive staff to account via the examination of key performance indicators and targets outlined in the CEO's report.
- Maintaining the financial health of the organisation, which it does by scrutinising the financial information contained within the FRC report and the external auditors report.
- Reviewing risk continually, which it does via the risk register.
- Approving organisational policies and procedures.

During 2022-2023, the Board met eight times, including the Away Day / AGM. The Board's principal areas of focus during the year have been:

- Trustee recruitment
- Developing the Board's own understanding of social movements, whole system change and backbone organisations
- Review and discussion of **we can move** - values and behaviours, movement building strategy, evaluation, leadership and branding
- Review of business development and business plan
- Financial scrutiny - annual accounts, financial plan, budgets and external audit
- Policy reviews as per the policy cycle.

9.0 Risk management principles

Active Gloucestershire's Board has considered major risks to which the organisation is exposed and has satisfied itself that systems and procedures are in place in order to manage and mitigate those risks. The risk management policy was reviewed by the Board in February 2023. The following key principles outline Active Gloucestershire's approach to risk management:

- The Board is responsible for strategic risk management and oversight and there is an active risk and issue register in operation.
- It is responsible for maintaining a sound system of internal control that supports the implementation of policies, whilst safeguarding the public and other funds and assets for which it is responsible.
- There is an open and receptive approach to solving risk problems.
- Active Gloucestershire makes prudent recognition and disclosure of the financial and non-financial implications of risks.
- Active Gloucestershire senior staff are encouraging and implementing good risk management.

10.0 Internal controls

In addition to the Memorandum and Articles of Association, which outlines the way in which Active Gloucestershire is run and governed, the Board has in place several systems that set the internal control environment. These include:

- A policies manual, which includes policies on anti-bribery, fraud, disciplinary, grievance and whistleblowing

HR Policies

- A health and safety handbook containing all policies related to health and safety at work
- A safeguarding handbook, containing Active Gloucestershire's child protection and adults at risk policies
- A culture handbook, showcasing the way in which we work and our values
- A Trustee handbook which covers Board recruitment, risk management and a code of conduct
- A financial procedures manual
- A scheme of delegation, detailing the responsibilities delegated to the CEO
- Information and data security assessed against the Cyber Essentials Plus standard.

11.0 Changes to risk appetite - handling new delivery risks

The table below highlights some of the potential reputational and operational risks that Active Gloucestershire may face during the delivery of its business plan in 2023-2024.

Risk	Control
Emergency procedures - An emergency situation which results in a service disruption or closure of service. Including pandemics such as Covid-19	A business continuity policy has been developed to outline procedures in the event of an emergency situation. As a result of emergency, regular reviews take place to update actions to reducing any impact
Cost of living increase - Continued increase in the cost of living could cause concern for staff and have a longer-term impact on our organisation and how inflationary pressures affect our ability to deliver on our commitments to funders.	Salary review for increase pay from September to cover some of the increase in costs. Comprehensive salary benchmarking review for all roles this year. Provide finance support to staff in terms of pension advice, managing finance training, employee benefit provision. Continually gather feedback from staff and keep an eye on what is happening across the sector and beyond to ensure we are able to react quickly. Wording revised on mileage rates in financial handbook to ensure it's linked to any change made by the government. Continue to build relationships for future funding beyond current agreements.
we can move programme delivery – programmes not delivered on time and to a high quality	Use Smartsheets project management system, develop plans and systems, provide training and support for staff. Monthly reviews by SMT with project manager. Open communication with stakeholders. Inclusion in Board report. Clear project expectations being set at the start of projects. Develop capacity in the movement and the capacity and capability of partners to deliver sport and physical activity outcomes.
Transition to a backbone organisation – Trustees and staff don't adopt the leadership behaviours of a backbone	Regular check ins with we can move networks, staff and Board, leadership training to help embed, learn and develop the behaviours needed as a backbone organisation
Phone or broadband service – Loss of connectivity during transition between providers	During the transition between suppliers and systems there is a risk of downtime for both office internet connectivity and our telephone system. We are working closely with outgoing and incoming partners to ensure a smooth transition. The new contractor is already very aware of our systems and set up so we can anticipate potential issues.
Insurance – risk of under insurance/invalidating insurance	Annual review of insurance at renewal. Use of cyber insurance from Cyber Essentials Plus accreditations. Regular review of activities carried out are covered under insurance provided

GDPR – Non-compliance with General Data Protection Regulations	Continue to improve our data protection processes and training. Advice continues to be sourced from experts when required. Cyber Essentials Plus accreditation has been gained. Each project completes Data Protection Impact Assessment where data is collected. Keep on top of changes to regulation
Loss of key staff – through leaving AG or long-term sick	Project plans in place for all of their work. Relationships captured on Customer Relationship Database. Officer involvement in workshops. Regular check-in with staff. Regular recognition and rewards. Contingency plans in place where there is single person dependency, such as finance.
Cyber Security	Regular staff training and awareness raising of the risk for cyber-attacks. Achieved Cyber Essentials Plus. Appropriate cyber security tools in place to reduce risk of a successful attack. Regular review meetings with IT support provider to discuss current risks and threats. Keeping on top of current situations such as war in Europe which may increase risk. Ensure policies in place requiring staff to keep their devices updated and passwords strong and secure. Systems in place to automate system updates where possible.

12.0 Governance improvement

Active Gloucestershire takes seriously its commitment to establishing a strong governance framework and as such its Board conducts annual reviews of its governance practices to ensure that it is not only fully compliant with the Code for Sports Governance but that the principles of openness, transparency and accountability are embedded within its culture and govern everything it does. Each year Active Gloucestershire conducts an internal Board effectiveness review and every four years the effectiveness review is undertaken by an external organisation.

Over the past year, Active Gloucestershire has retained compliance with Sport England’s Code for Sports Governance. Adherence to the Code is an ongoing requirement of Active Gloucestershire’s funding award agreements and as such it will continue to be monitored through a combination of Sport England assessment, independent assurance and self-declaration.

The Code was updated in 2021 and the Active Gloucestershire submitted evidence of compliance with the new or updated areas of the Code in March 2023 to Sport England.

The management team are working with Sport England to assure the recently updated draft Diversity and Inclusion Action Plan (DIAP).

13.0 Review of statement

The Board undertakes a statement review annually. This statement was last approved in May 2023.