

2023/24 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 2024, 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 three 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 six Trustees, comprising a Chair, and five 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 2023/24 year.

- Terry Smith reached the end of his term as Trustee and Chair of the Finance and Resources Committee in July 2023.
- David Newton reached the end of his term as Trustee in July 2023
- Jan Bowen-Nielsen resigned as Chair in November 2023
- Caitlin Dalton resigned as a Trustee in November 2023
- Léla Thomas resigned as a Trustee in March 2024

As planned, having followed the Active Gloucestershire Succession Plan, Emma Owen was appointed as Chair of the Board in November 2023. Ahead of his departure, at the end of his term in office in July 2023, Terry Smith handed over as Chair of the Finance and Resources Committee to Dan Constable.

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. In early 2024 the Board approved submission of an updated Diversity and Inclusion Action Plan to Sport England for approval. The new Diversity and Inclusion Action Plan is ambitious and challenging and clearly articulates the role Active Gloucestershire can play in championing equality.

6.0 Board evaluation

In late 2023 the Board undertook an Effectiveness Review, as required by the Code for Sports Governance it was conducted by an experienced external consultant because it was four years since the last external review.

The external review identified numerous strengths and some areas for improvement which are being reviewed and actioned by the Board. Of note, the review highlighted a robust foundation of compliance with the Code for Sports Governance. The learning from the review, combined with the Diversity and Inclusion Action Plan, will support the recruitment of new members to the Active Gloucestershire Board during the Spring and Summer of 2024.

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 2023-2024 year, the FRC met five times. The FRC's principal areas of focus have been:

- Review of financial report, management accounts for 2023-24 and the budget for 2024-25.
- Review and feedback on the reserves policy.
- Updating the financial procedures manual.
- Review and feedback on some HR matters.
- Review of progress towards the IT strategy including the achievement of Cyber Essentials Plus.
- Organisation evaluation and learning (responsibility was transfer to the Board during the summer of 2023).

7.2 Nominations and People Committee

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

- Trustee recruitment
- Board Performance
- Succession Planning.

During 2023-2024, the NRC met four times. The NRC's principal areas of focus have been:

- Trustee recruitment and appointments
- Staff and senior managers salary review
- HR matters
- Review and feedback on the staff satisfaction and wellbeing survey results.
- Items relating to the organisations people plan.

8.0 Board responsibilities and activity

Active Gloucestershire's Board is responsible for:

- Ensuring the organisation operates in accordance with charitable and company law in line with its governing documents and the Code for Sports Governance.
- 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 2023-2024, 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 to manage and mitigate those risks. The risk management policy was reviewed by the Board in February 2024. 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.
- The Board's 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

- A health and safety handbook containing all policies related to health and safety at work, updated and approved in November 2023
- A safeguarding handbook, containing Active Gloucestershire’s child protection and adults at risk policies which was updated and approved by the Board in late 2023
- 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 which is reviewed and updated annually
- 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 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 2024-2025.

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 af 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 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.
Further increases in inflation and the cost of living	Salary review for increase pay from each September to cover some of the increase in costs. Comprehensive salary benchmarking review for all roles in 2024. Provide finance support to staff in terms of pension advice, managing finance training, employee benefit provision. Continually gather feedback from staff and review what's 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

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.

In 2023 Active Gloucestershire appointed a new Chair in-line with the articles of association, succession plan and having notified Sport England. Emma Owen was appointed to the role at the Annual General Meeting where Jan Bowen-Nielson stepped down.

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. Following a compliance review, undertaken by Sport England in during the summer of 2023, two items for improvement were identified and have now been actioned.

13. Environmental, Social and Governance

The Active Gloucestershire Board has noted revised requirements in the 2021 Code for Sports Governance and has, as a result, taken several steps to enhancing and improving the organisation's approach:

- Undertaking an annual assessment of carbon emissions and a subsequent action plan for improvement
- Considering Environmental, Social and Governance implications of all papers and policies reviewed by the Board
- An annual review of our people plan including details of how staff development and welfare is considered.

14.0 Equality Diversity and Inclusion

Tania Hamilton is the Trustee champion for Equality, Diversity and Inclusion although all members of the Active Gloucestershire Board have a shared responsibility. The Board considers the impact of Equality, Diversity and Inclusion when receiving proposals, papers and policies for approval. The Board has ultimate responsibility for the implementation of the organisations Equality, Diversity and Inclusion policy.

15.0 Review of statement

The Board undertakes a statement review annually. This statement was last approved in May 2024.