

## **ACTIVE BELFAST LIMITED BOARD**

**Monday, 11th March, 2019**

### **MEETING OF ACTIVE BELFAST LIMITED BOARD**

**(Held in the Conor Room, City Hall)**

#### **Attendees**

- Directors:** Councillor Corr  
Mr. J. Higgins  
Mr. C. Kirkwood  
Mrs. K. McCullough  
Mr. K. O'Doherty  
Mr. R. Stewart and  
Mr. G. Walls.
- Officers:** Mr. N. Munnis, Partnership Manager; and  
Mr. G. Graham, Democratic Services Assistant.
- GLL:** Mr. G. Kirk, Regional Director;  
Mr.R.McKenna, Regional Community Sports Manager;  
and  
Ms. J. Pope, Head of Service

#### **Apologies**

Apologies were reported on behalf of Mr. P. Boyle and Mrs. K. McCullough.

#### **Minutes**

The minutes of the meeting of 2<sup>nd</sup> January, 2019 were approved.

#### **Advance Discussion on Agenda Items**

##### **Matters Arising**

The Board agreed to raise with GLL a number of items contained within the agenda as detailed below. The Board members noted the information provided in regard to the Health Wise Level 111 G.P referral programme and the relatively small number of patients who had commenced the programme. A Director expressed his concern in regard to the data provided and requested clarification on the reasons for the low level of take up as identified within the KPI. The Partnership Manager highlighted two factors which he stated could be attributed to the low take up rates including, amongst other things, the long waiting lists within the National Health Service including the large number of non-turn ups following initial referrals.

The Chairperson referred to the information provided in regard to the performance of the various leisure facilities and noted that, in general, the statistics presented were positive. He highlighted the need to ensure that lessons were learned from the closure of previous leisure facilities and of the need to ensure that staff were provided with the

necessary skills, including the adoption of appropriate apprenticeships schemes to provide a first class service. He suggested that GLL provide a 'lessons learned' paper to a future meeting of the Board which could be used as a means to develop a vision in respect of future leisure provision within the city. A Director raised the issue of the variance in regard to the performance of the various leisure centres under the control of GLL and of the measures which might be put in place, by that organisation, to harmonise performance standards. The Partnership Manager advised the Board of the fact that 3 new leisure facilities were coming on stream in the near future and that considerable resources would be directed towards that development which could have potential short term negative consequence in respect of future KPI performance targets.

A Director raised concerns in regarding the relatively low performance statistics in respect of the pre-paid membership at GLL managed leisure facilities in comparison to other schemes throughout the province. The Chairperson, in response to the Director's comments, suggested that some of the variance could be explained by the fact that Belfast has a much higher level of competition in regard to its leisure provision and outlined the greater potential for displacement. In response, a Director acknowledged the explanation given and requested that information be provided by GLL highlighting targets in regard to per-paid membership, including new membership targets for council owned leisure facilities.

The Board considered the figures presented in respect of the Tier 2 Performance Under Represented Target Groups and noted the positive impact that concessionary rates in terms of visitor numbers, during off peak hours, was having on older visitors. The Chairperson, on behalf of the Board, requested information on the development of a marketing strategy by GLL to promote visitor number during the period 11a.m. to 5 p.m., targeting ,in particular, schools and youth /community groups. A Director raised the issue of the impediment that the on-line booking system had for older people and suggested that other booking mechanisms, including the use of focus groups might be considered, The Board raised the issue of targeting non-users of council owned leisure facilities and addressing the gender imbalance of those aged over 60 in promoting the use of those facilities

The Partnership Manager referred to the six monthly update in respect of the Active Belfast Action Plan and stated that there had been no significant change in terms of the actions under the various strategic themes and objectives contained within the 2017-2020 Business Plan.

### **Declarations of Interest**

No declarations of Interest were reported

( Mr. Kirk, Mr. McKenna and Ms. Pope were admitted to the meeting at this point.)

### **GLL Marketing/Promotional Video**

The Board Members were provided with a short promotional video outlining the diverse range of facilities and activities offered by GLL, on behalf of the Council, at its various leisure facilities. The Board was informed of the need to maximise the use of various social platforms in order to engage with younger audiences in the promotion of leisure activities.

The Board Members thanked the GLL representatives for their informed and impressive promotional video, They stated however that they needed assurances that lessons had been learned from the closure of previous leisure centres and requested that a short report on what lessons had been learned from that process and how the new service would enhance future leisure service delivery and inform the Council's vision. The

Regional Director highlighted the importance attached to engaging with both staff and customers in an endeavour to learn lessons in regard to the leisure transformation programme and improve on the already high standards of service delivery

### **Q3 4x4 Quarterly KPI Balanced Scorecard**

Mr Kirk provided the Board with the undernoted report in respect of the Quarter 3 4X4 KPI Balances scorecard.

#### **1.0 Purpose of Report**

- 1.1 To confirm receipt from GLL and present the board with details of the Quarter 3 2018/19 4 X 4 KPI scorecard performance report.**

#### **2.0 Recommendations**

- 2.1 The Board is requested to consider the content of the Quarter 3 2018/19 4 X 4 scorecard report for overall service performance and for each leisure centre .**
- 2.2 The Board is requested to formally record receipt and approval of the report for the purposes of demonstrating contract compliance.**

#### **3.0 Main Report**

- 3.1 The service contract requires that GLL provide the board with written quarterly service performance reports.**
- 3.2 Work on a RAG rating system is ongoing. In order to present meaningful ratings the system will require agreement on baselines/targets. KPI targets for 2019/20 are presented for consideration under a separate report at agenda item 3.**
- 3.3 Some cells in the scorecards have been 'hatched out' where the data is not available, normally due to a new data not being recorded in previous years/quarters, or where the provision of a measure is of limited relevance or value. For example, the YTD weekly swim school lessons to swim school membership ratio.**
- 3.4 In order to understand the source data and the equations used to calculate the reported data, a KPI definitions paper is attached at Appendix 3.**
- 3.5 This report is scheduled to be posted on SharePoint by 20<sup>th</sup> February in advance of formal presentation at the March board meeting.**
- 3.6 GLL senior officers and the Partnership Manager will attend to provide any additional information or clarification requested by members of the Board.**
- 3.7 Members of the board are invited to raise any queries about the KPI data in advance of the next meeting. Please forward any questions to the Partnership Manager by email at [munnisn@belfastcity.gov.uk](mailto:munnisn@belfastcity.gov.uk).**

The Board noted the information which had been provided and noted that, while the performance data was encouraging, there appeared to be inconsistencies between the performance of several leisure centres. The Board requested information from Ms, Pope on how this gap in performance might be addressed.

Ms.Pope stated that, while the figures quoted by GLL were compliant with their contractual obligations, she acknowledged that improvements could be made and sought to align the management structure further with the KPI's as a means to achieve that objective. She stated that each manager was committed to achieving he targets set for each of the centres under their control and of the need to develop further a comprehensive marketing strategy to achieve that objective. The Board recognised the efforts made by GLL to harmonise performance standards and highlighted the need to maintain customer loyalty and develop further, the pre-paid marketing strategy

The Board noted and approved the Quarter 3 KPI 4X4 balanced Scorecard information as presented.

### **GLL KPI targets for 2019-2020**

Ms Pope presented the Board with GLL's KPI targets for 2019/20 for its consideration and approval. She recommended that the Board accepts the inclusion of specific and measurable targets attached to the headline areas of Business, Innovation and Learning, Customer and Operations

The Board was advised that it was recommended that individual targets be included under each KPI which would be beneficial in identifying areas of high performance including those areas which required improvement.

The Board noted and approved the KPI targets for 2019/20 as presented.

### **Tier 2 Performance – Underrepresented Target Groups**

Mr. McKenna provided the Board with an update on the progress made in regard to the participation of underrepresented target groups in centres managed by GLL in Belfast.

He reminded the Board that GLL was a leading social enterprise organisation, with a core pricing policy geared towards ensuring full access to its facilities amongst underrepresented target groups. He referred to the discounts offered by GLL in respect of their concessionary entry charges, including the removal of financial entry barriers to participation. The Board was advised that GLL had employed a Regional Community Sports Manager with the purpose of ensuring participation, at its managed centres, by individuals from all community and ethnic backgrounds. Mr Kirk stated that GLL was committed to targeting those individuals in the 55-65 age bracket as a means to ensure inclusive participation at its managed facilities.

The Board, after consideration, recommended receipt of the information on Underrepresented Target Groups as presented by GLL.

### **Review of GLL Annual Customer Survey Outcomes**

Ms. Pope submitted the undernoted report on behalf of GLL in respect of the 2018 customer satisfaction survey as required under GLL's Contractual obligations:

#### **4.0 Purpose of Report**

- 4.1 To confirm receipt and present the Board with details of the 2018 Customer Satisfaction Survey (CSS) as required under contract Clause 38.3.**

#### **5.0 Recommendations**

- 5.1 That the Board notes receipt of the 2018 CSS as evidence of compliance with Contract Clause 38.3.**
- 5.2 That the Board considers the headline findings from the 2018 CSS and the resulting 2018 centre improvement action plans.**

#### **6.0 Main Report**

- 6.1 GLL conducted a comprehensive customer satisfaction survey from May 2018 until the end of November 2018. The survey sought the views of centre users in relation to levels of satisfaction with the facilities and services provided.**
- 6.2 For the first time the survey was undertaken online only and open to customers for a longer period of time than in 2017.**
- 6.3 The survey was conducted via the GLL homepage [www.better.org.uk](http://www.better.org.uk) as a 'pop up' and scheduled e-mails were sent to opted in users.**
- 6.4 Response data was collated for each individual centre. A total of 1,296 responses were recorded across the service compared to 1,679 in 2017.**
- 6.5 Brook Activity Centre and Loughside Recreation Centre did not register feedback in the 2018 CSS due to low user feedback**
- 6.6 The survey questionnaire was comprehensive and provided data on respondent demographics and their level of satisfaction with a wide range of facility and service measures. A copy of the full questionnaire is attached at Appendix 1. The questionnaire comprised a total of 42 questions. 6 questions relating to respondent demographics and 36 directly related to satisfaction levels with specific service areas.**

Centre	Total Responses 2018	Total Responses 2017	Total Responses 2016
Andersonstown Leisure Centre	0	18	139
Avoniel Leisure Centre	155	236	125
Ballysillan Leisure Centre	79	135	64
Belvoir Activity Centre	13	52	33
Better Gym Belfast	179	0	0
Falls Leisure Centre	84	148	90
Girdwood Community Hub	35	49	51
Grove Wellbeing Centre	146	222	152
Gym Connswater	108	166	68
Indoor Ozone Tennis Centre	31	52	35
Loughside Recreation Centre	0	0	0
Olympia Leisure Centre	355	318	75
Shankill Leisure Centre	50	112	55
Whiterock Leisure Centre	61	152	55
<b>Total</b>	<b>1,296</b> <b>(On-line only)</b>	<b>1,660</b> <b>(901 On-line &amp; 759 in centre)</b>	<b>942</b>

6.7 Response rates were down by 364 between 2017 (1,660) and 2018 (1,296). This is a result of not running the in centre terminal. In 2017 759 customers gave feedback on the terminals in centre which wasn't run in 2018. The on-line feedback response is positive increasing by 395 from 2017 (901). The decision to not include the in centre scores was due to the introduction of constant feedback through Listen 360 in March 2018.

6.8 The introduction of 'live' feedback is conducted through an on-line portal and customers giving on-line feedback. In a three monthly cycle an opted in customer is e-mailed a single question 'How likely are you to recommend a friend? With a score of 1 (negative) – 10 (positive) This produces a Net Promoter Score (NPS) for the Centre and the City. Current scores are highlighted in Appendix 2.

6.9 For the Annual User Survey, for practical purposes board members are presented with the headline service wide findings as follows:

#### DEMOGRAPHICS

Gender	Male (37%)	Female (63%)	
Age category	16-30 (24%)	31-60 (68%)	Over 60 (9%)
Frequency of participation in 30 minutes of moderate exercise	3p/w + (74%)	1-2 p/w (22%)	Less than 1 p/w (4%)
Considered to have a health condition or disability	Yes (15%)	No (79%)	
Employment status	Employed (68%)	Unemployed (4%)	

**CENTRE RELATED:**

**SAMPLE SATISFACTION SCORES**

How would you rate the centre overall? Good/Excellent response		
Combined Service	Top 2 centre scores	Bottom 2 centre scores
All centres average	Belvoir (100%)	Ballysillan (75%)
84% (Same YOY)	Ozone (96%)	Avoniel (75%)

- An excellent performance from both Belvoir, a local community activity centre, and Ozone scoring 100% and 96% respectively
- Ozone's score increased year on year by 11% from 85% to 96% in 2017, however three centres Grove, Olympia and Girdwood dropped in score from 2017
- Whilst both Shankill and Ballysillan have scored lower than other centres it is important to note that Ballysillan is actually 13% higher year on year and Avoniel is 2% higher

How would you rate the level of cleanliness overall? Good/Excellent response		
Combined Service	Top 2 centre scores	Bottom 2 centre scores
All centres average	Girdwood (93%)	Avoniel (73%)
82% (up 1% YOY)	Better Gym Belfast (93%)	Ballysillan (76%)

- Both Girdwood (93%) and Better Gym Belfast (93%) have performed extremely well in terms of cleaning in the 2018 customer survey. It is important to note out of 12 centres 9 improved or scored the same. The biggest improvement was in Ozone (86%) which had a 8% increase compared to 2017 (78%)
- The results at Ballysillan have dropped by 2% and in Olympia by 8% from 90% in 2017 to 82% in 2018. Overall cleanliness across the City has increased by 1%.

How would you rate the centre staff overall? Good/Excellent response		
Combined Service	Top 2 centre scores	Bottom 2 centre scores
All centres average	Better Gym Connswater (97%)	Ballysillan (83%)
89%	Girdwood (97%)	Olympia (83%)

- The top 2 centres for 2018 are Better Gym Connswater and Girdwood. Better Gym Connswater has remained in the top 2 centres. It is positive to see 7 centres score above 90% and the city wide average increase by 1%.
- Ballysillan and Olympia in the bottom 2, it is worth noting Ballysillan has increased 1% year on year.

How likely would you be to recommend the centre? Respondents rated on a scale of 1 – 10 with centre scored + or -. Excellent = +30 or above      Good = +11 to +29 Satisfactory = 0 to +10      Poor = -1 to -20 Very Poor = -21 or below		
Combined Service	Top 2 centre scores	Bottom 2 centre scores

All centres average	Better Connswater 39%	Gym	Ballysillan (-30%)
7%	Belvoir (31%)		Grove (-25%)

- Both Belvoir and Better Gym Connswater have received excellent scores for recommendation of their centres from their customers. Another 5 centres have scored good. (Girdwood (29%), Better Gym Belfast (27%), Ozone (26%), Whiterock (25%) and Falls (13%)
- City wide average has increased 9% in 2017 score was -2%
- Ballysillan (-30%) and Avoniel (-15%) remain low scoring despite Avoniel increasing 23% YOY.

#### BELFAST PARTNERSHIP:

##### Summary Headlines

- In summary, the Belfast partnership scored excellent and finished the highest in the GLL group.

Area	Measure	2015	2016	2017	2018
Overall	How would you rate your overall experience	82%	85%	88%	87%
	How would you rate the centre overall	81%	81%	84%	84%
Staff	Being well presented, efficient & professional	85%	82%	90%	91%
	Answering the phone promptly	81%	80%	87%	87%
Information	Range of activities	80%	77%	83%	86%
	Opening hours	82%	79%	85%	82%

#### Outcome:

Excellent: 80%+

Good: 70% - 79%

Satisfactory: 60% - 69%

Poor: 40% - 59%

Very poor: Under 39%

#### Overall:

- The Belfast centres performance has seen the overall experience of our customers drop 1% year on year but the overall rating remains 84%.
- To continue to improve on this excellent performance there will be an ongoing focus throughout 2019 to the training of staff teams in service improvement.

#### Staff:



- There has been a 1% increase across the centres in Belfast for being well presented, efficient and professional and for improving whilst answering the telephone more promptly remains excellent at 87%
- As an overview and with the exception of two centres all of them moved forwards with noticeable improvements from Ozone and Avoniel.
- Moving into 2019 GLL will continue to operate training courses in customer services and actively challenge staff presentation within the centres and will continue to do so to improve this area of performance  
Information:

- The overall score for range of activities up 3% year on year with new programmes being set up and continue to be introduced across the city. The expectation that the range of activities will continue to improve throughout 2019 with the introduction of new Leisure Centres as part of the Leisure Transformation Programme.

6.10 It is clear from the survey design and the report statistics that the process is comprehensive and robust. In relation to this particular CSS the following observations are presented for discussion:

- a) The movement of solely using on-line feedback has lowered the response rate. Responses were down compared to 2017 by 364 but had an increase in on-line feedback by 395.
- b) The service wide averages indicate that GLL method statements and resourcing strategies are appropriate to drive real improvements in service delivery and customer satisfaction. This is supported by the excellent scores achieved by the top performing centres.
- c) Scores for bottom performing centres indicate an inconsistency in service standards and an opportunity to drive improvements.
- d) The individual centre CSS action plans developed by GLL go beyond contractual obligations and demonstrate a real commitment to listening to our customers and driving continuous improvement.

6.11 The introduction of the Listen 360 'live feedback' and the on-going CSS shows the commitment to our Service Pillar. The 2018 Listen 360 feedback score is showing a 37% Net Promoter Score from 3,249 responses.

6.12 Taking feedback and The CSS is designed to be an integral part in the service continuous improvement plans. Particularly in pursuit of the key contract objective of a '5\* service at 3\* prices' it is important that the data collected through the CSS is both robust and relevant. The results should be accepted as providing evidence of opportunities for improvement in service and customer communications. Resulting from the survey GLL have developed bespoke centre improvement action plans

**focused on the CSS scores specific to each centre. The Partnership Manager is in receipt of all twelve centre action plans.**

Ms. Pope stated that the customer satisfaction survey was supported by a 360 degree review platform which had proved effective in addressing the concerns of customers and their expectations in respect of service delivery.

The Board requested that information be provided in respect of examples of customer dissatisfaction. Ms. Pope accepted that levels of satisfaction in respect of the changing facilities at Belfast Gym, Connswater were lower than desired and that it was anticipated that future investment in the facility would address many of the issues identified in the negative feedback received.

After discussion, the Board confirmed receipt of the 2018 Customer Satisfaction Survey.

### **ABL Business Plan – Six Monthly Action Update**

The Partnership Manager presented the Board with a six monthly action update in respect of the Active Belfast 2017-2020 Business Plan. He highlighted the key activities and completion deadlines contained within the Business plan, including the themes under which the key activities were attached. The Board was reminded of the need to consider the process and timeframe in respect of the development of a new five-year business plan, covering the period 2020-2025. Subject to the approval of the Board, the Partnership Manager proposed to present a report in this regard to its meeting, scheduled to be held in August, 2019. He stated that it would be necessary at that point, to convene a Business Plan Review Group with the aim of having a draft business plan developed for 2020-2025, for consideration by the Council by January, 2020

The Board noted the information provided by the Partnership Manager, including the actions outlined within his report.

### **ABL Annual Board Report Plan Proposal for 2019-2020**

The Partnership Manager submitted the undernoted report in respect of the schedule of reports for the period 2019/20, including the routine agendas items in respect of the Annual Report Board meetings scheduled for that period:

#### **7.0 Purpose of Report**

**7.1 To present the proposed schedule of board meeting reports for 2019/20**

#### **8.0 Recommendation**

**8.1 That the Board considers the schedule of reports set out in below at 3.5 and approves the routine agenda for each meeting or any agreed amendments.**

#### **9.0 Main Report**

- 9.1 Following completion of the review of KPI's and performance reporting the board approved a 3 tier performance reporting schedule on 19<sup>th</sup> April 2018. The resulting annual report schedule has been in place throughout 2018/19.
- 9.2 The Board invested substantial resources in the development of the Tier 1 4X4 KPI Scorecard. The reported information has been well received and refined throughout the year and we are now in a position to introduce targets and a RAG scorecard presentation format. For these reasons, I would not recommend any changes to the 4X4 scorecard measures. One more year will allow the process to settle and for meaningful trend analysis to be developed. The current KPI scorecard is presented for consideration under a separate agenda item.
- 9.3 The 6 Tier 2 performance reports, which are presented six monthly, are more in depth and currently cover:
- a) Marketing and communications
  - b) Group exercise programme innovation and development
  - c) Olympia LC Spa performance
  - d) PHA exercise referral programmes
  - e) 3G pitch utilisation and business performance, and
  - f) Underrepresented target groups

The Board approved these specific reports on 19<sup>th</sup> April 2018. Again, each has been reported as scheduled throughout 2018/19.

It was always the intention that the Tier 2 report topics would be subject to change as the service grows and matures. At this point, I have no alternatives to propose as I feel the existing set remain relevant and valuable at this stage.

I have included the same Tier 2 reports in the annual report schedule below in 3.5. Should the board prefer alternative topics to be reported in 2019/20, these can be easily changed.

Consideration should be given to the total number of Tier 2 reports as any increase would inevitably extend board meeting time.

- 9.4 Tier 3 reports address ad hoc issues and are subject to advance proposal and board approval at each meeting.
- 9.5 The annual board report schedule covers all performance reporting together with contract compliance and governance requirements. The proposed routine agenda items for each board meeting throughout 2019/20 are as follows:

Quarter 1	
April	<ul style="list-style-type: none"> <li>• Policy &amp; procedure alignment report (Equality &amp; Diversity)</li> <li>• Confirm receipt of ABL Director declaration of interest forms</li> </ul>

	<ul style="list-style-type: none"> <li>• Review ABL annual plan action compliance for previous year</li> <li>• Leisure Transformation Programme update</li> </ul>
June	<ul style="list-style-type: none"> <li>• Q4 KPI and contract compliance report</li> <li>• Review of ABL Companies House returns</li> <li>• GLL annual service report for previous year</li> <li>• ABL annual plan quarter action update</li> </ul>

**Quarter 2 (BCC July recess – No ABL board meeting in July)**

August	<ul style="list-style-type: none"> <li>• Q1 KPI and contract compliance report</li> <li>• Policy &amp; procedure alignment report (Health &amp; Safety)</li> <li>• GLL annual service plan for following year</li> </ul>
September	<ul style="list-style-type: none"> <li>• ABL annual plan quarterly action update</li> <li>• GLL 6 monthly positive impact report</li> <li>• Annual Aquatics Strategy action plan review</li> </ul>

**Quarter 3**

October	<ul style="list-style-type: none"> <li>• GLL annual schedule of charges review proposal</li> <li>• GLL annual marketing plan for following year</li> <li>• Policy &amp; procedure alignment report (HR)</li> <li>• Leisure Transformation Programme update</li> </ul>
December	<ul style="list-style-type: none"> <li>• Q2 KPI and contract compliance report</li> <li>• Review of GLL membership architecture</li> <li>• ABL audited accounts report to 31 March of previous</li> <li>• ABL annual plan quarterly action update</li> </ul>

**Quarter 4**

January	<ul style="list-style-type: none"> <li>• Policy &amp; procedure alignment report (Emergency Support &amp; PSNI/BCC Public Safety)</li> <li>• ABL annual plan proposal for following year</li> <li>• Review annual KPI report format and schedule for following year</li> <li>• Review of GLL annual customer survey outcomes</li> </ul>
March	<ul style="list-style-type: none"> <li>• Q3 KPI and contract compliance report</li> <li>• ABL annual plan quarterly action update</li> <li>• GLL 6 monthly positive impact report</li> <li>• GLL KPI targets for following year</li> </ul>

**10.0 Documents attached**

None

The Board members noted the information contained within the aforementioned report, provided by the Partnership Manager, and approved the agenda for each meeting, scheduled to be held during the period 2019/20.

**ABL Director Recruitment, Tenure and Board Meeting Attendance Protocols**

The Partnership Manager submitted the undernoted report in respect of the Active Belfast recruitment, tenure and Board meeting protocols:

**11.0 Purpose of Report**

**11.1 To present the Board with an options paper on the protocols relating director recruitment, tenure and attendance at board meetings.**

**12.0 Recommendations**

**12.1 That the Board considers options for each of the following and reaches a decision in relation to the detailed protocol of each:**

- a) the minimum number of 'active' directors required to trigger a recruitment process to fill vacant seats on the Board;**
- b) options to seek applications from individuals from suitable professional, social or community backgrounds to fill any identified skills/knowledge gaps on the Board;**
- c) the protocol for managing director tenure including standard tenure (single term) for directors and the number of consecutive terms to trigger consideration of resignation/replacement; and**
- d) the protocol for reporting on and managing director attendance at board meetings.**

**13.0 Main Report**

**13.1 In June 2018, the Board elected not to pursue charitable status at that particular time, further stipulating that the decision is to be reviewed in line with the five-year contract review points.**

**13.2 The decision to remain as a registered company 'limited by guarantee' required that the company Articles of Association be amended. The revised Articles were adopted in December, 2018.**

**13.3 Matters relating to director numbers, tenure and board meeting attendance were considered in January 2019 with agreement that an options paper to be presented to a future meeting.**

**13.4 ABL Board governance areas for consideration include:**

- a) The minimum number of registered directors required to trigger a recruitment process to fill vacant seats on the board.**

**The articles of association state that, "the number of directors must not be less than 3 and no more than 15".**

**To date there has been two recruitment campaigns. Both managed through Volunteer Now with the selection panel comprising, on the second occasion, sitting directors of the ABL board and BCC officers. 'Volunteer Now' had one representative on both selection panels as non-voting observers.**

**There are currently fourteen registered directors on the board with a strong possibility of a further reduction to thirteen in the coming weeks.**

In order to maintain the breadth and balance of the board it is important that a minimum number of directors be set as a trigger point to initiate replacement recruitment as required.

Taking account of the practicalities and cost of recruitment it is recommended that twelve directors be considered as the minimum trigger point for recruitment campaigns. This would be with the additional option for the board to open recruitment at any time where the balance of the board is at risk.

- b) Options to seek applications from individuals from suitable professional, social or community backgrounds to fill any identified skills/knowledge gaps on the board.

From time to time, discussion has arisen in relation to the skills and experience base on the board. Within the recruitment conditions proposed in 3.4a above, it may be desirable to encourage applications from individuals from particular backgrounds or with particular skills or experience.

It is recommended that this option remains open for all approved recruitment campaigns and that consideration of the balance of the board is considered on each occasion. When approved by the board, recruitment advertising would state that applications from individuals who meet the particular profile in question will be particularly welcome.

- c) The protocol for managing director tenure including standard tenure (single term) for directors and the number of consecutive terms to trigger consideration of resignation/replacement.

There is currently no stipulated tenure for directors to retain their seats on the board. This is distinctly different from a registered charity where director tenure is embedded within the conditions of charitable status.

Members are requested to consider a base term of office for directors of three years from the date of registration with Companies House and that a maximum of two consecutive three-year terms be set.

The board should retain an option where, in exceptional circumstances, they can extend the overall term by a maximum of one year. This may be advantageous, for example, in order to retain skills for ongoing projects or to stagger leaving dates where a number of directors share the same initial registration date.

The following protocol for managing director tenure is presented for consideration:

- Three months before the end of the first three-year term, directors receive a letter informing them of the deadline and requesting a statement of intent in relation to their desire to serve a second term or their intention to resign at that point. This would facilitate a three-month notice period should a resignation trigger

the need for a recruitment campaign as set out above in 3.4a.

- In the event that a director indicates their desire to serve a second term, they receive a second letter confirming the extension and the date when the second term will expire.
- Extension to a second term in office is subject to approval by a majority vote of the remaining board members.
- This protocol does not in any way supercede the general conditions of director behaviour or the fiduciary responsibilities as set out in the Articles of Association.

d) The protocol for reporting on and managing director attendance at Board meetings.

The Board considered the first director attendance record in December 2018. The record covered attendance at twelve meetings over a seventeen-month period from June, 2017 to October, 2018.

There was general agreement that, for the good of the company, there was a need to monitor and act on non-attendance. The following protocol is presented for consideration:

- Under attendance and apologies, the board meeting agenda should include a record of any director who has missed the last three consecutive meetings without prior notice. The record should be extended to include any director who has missed the last five meetings with or without notice.
- Attendance at a board meeting shall be defined as being present for at least 50% of the overall duration of the meeting.
- In the event that a director is recorded as having missed three consecutive meetings without prior notice, they shall be sent a letter informing them of their attendance record and requesting a statement of intent as to their future participation in board meetings.
- In the event that a director is recorded as having missed five consecutive meetings without prior notice, they shall be sent a letter informing them of their attendance record and requesting a statement of intent as to their future participation in board meetings.
- In the event that director non-attendance is recorded and the proposed letter is sent, the Chair will make personal contact with the director in question to discuss their attendance and any mitigating circumstances.

- In the event that director attendance remains below the minimum levels described above, their appointment as a director may be terminated under clause 20 (Termination of Directors Appointment) of the Articles of Association. Specifically:
    - 20.6 “that person is absent without notice from three consecutive Directors’ meetings and is asked by the majority of other Directors to resign; or
    - 20.8 “that person is removed by resolution of at least three-quarters of other directors
  - Board decisions and any resulting actions taken at each stage of the director attendance protocol will be recorded in board meeting minutes and also through formal written communication with the director in question.
- 13.5 Subject to approval of the above proposals, a suite of standard communications documents will be required. Taking account of legal advice in relation to the appropriate form of words, the Partnership Manger will prepare draft letters for use at each stage of the relevant protocols.**
- 13.6 At various points, this report refers to the company Articles of Association. A copy of the Articles of Association is attached for reference puposes.**

The Board members noted the information provided by the Partnership Manager. A Board member enquired about the possibility of creating a call-off list in respect of Director recruitment, thereby reducing the costs of repeated recruitment exercises once the minimum trigger point for recruitment had been reached. The Board considered the information provided and acknowledged the requirement to undertake a recruitment exercise to maintain the requisite number of Directors on the Board.

### **Date of Next Meeting and Council Elections**

The Board agreed that its next meeting would be held prior to the 2019 Local Government Elections on Monday, 8<sup>th</sup> April 2019 at 4:30 p.m.

Chairperson