

**Board Meeting** | 10 September 2025

**SportPark, Loughborough** | 10.00 to 14.00

# Board of Trustees Minutes

## Attendance

### Attendees

Marc Woods (MW) Chair

Adrian Gaveglia (AG)

Paul Neale (PN)

John Harrison (JH)

Tracy Levy (TL)

Lorna Brooks (LB)

Manos Kapterian (MK) – virtual

Magali Bruna (MB) – virtual

Catherine Dineley (CD) – virtual

Matthew Vaughan (MV) – virtual

### CIMSPA attendees

Tara Dillon (TD)

Spencer Moore (SJM)

Annette Wade Clarke (AWC)

Phill Wright (PW)

Kay Simnett (KS)

Izabela Puchalska (IP)

Sally McGarry (SMc)

### Apologies

Joelle Conway (JC)

Alicia Wilson (AW)

Gavin Stewart (GS)

## Summary of the CIMSPA Board Meeting

The CIMSPA Board convened on 10 September 2025, welcoming five newly appointed trustees and approving key governance policies including Fraud and Irregularity and Succession Planning. The meeting focused on embedding the Theory of Change into strategic reporting, with a presentation from PW and a CEO update from TD highlighting the shift toward impact-led performance frameworks. Trustees discussed financial performance, noting a shortfall in membership income and strong education revenue, alongside confirmed extensions for two major SE funded projects. Updates were provided on the DIAP reset, and the evolving WFG project. The Board also received briefings on the upcoming AGM and CIMSPA Conference, with trustees encouraged to engage actively with members and stakeholders.

### 1. Chair's welcome and introduction

MW commenced the Board meeting and welcomed the Trustees and the CIMSPA team, where formal introductions were made to and by the new Trustees

#### **New Trustee Appointments**

The Board formally approved the appointment of the following five new trustees, following a recruitment and induction process: CD, MB, MV, PN and JH

It was noted that one candidate who had completed induction was not progressed to an appointment. The Board warmly welcomed the new trustees and it was confirmed that access to the board portal and relevant documentation would be arranged.

#### **Treasurer Reappointment**

The Board unanimously approved AG for a second term as Treasurer. AG will also continue to serve as Chair of the A&P Committee.

#### **Trustee Resignations and Term Completions**

The Board formally accepted the following resignations:

- JC: who stepped down due to a career change into education, which impacted her availability. The Board minuted its utmost thanks for her contribution and service.

- GS: whose term is due to end mid-November. GS could not attend his final Board meeting, and the Board expressed appreciation for his service, particularly on the WFG project.

### **Chair Recruitment Update**

An update was provided on the Chair recruitment process:

- A total of 78 applications were received.
- A shortlist of four candidates have been confirmed for the interview stage.
- The current Chair, MW, offered to support the transition and potentially chair the next meeting to ensure continuity.

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### **1.1 Apologies and absences**

The Chair noted the following apologies: AW, GS and JC.

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### **1.2 Declarations of interest**

There were no declarations of interest amongst the Board of Trustees. MW reiterated the importance of declaring conflicts of interest.

**NOTED:** The Chair reminded Trustees to exercise independent judgment in the best interests of the Board and avoid undue external influence. Trustees must update their declaration of interest form and register if circumstances change or during the annual review. While all interests should ideally be declared in the form, Trustees were reminded that potential interests may arise during discussions of Agenda items. In such cases, they should declare their interest to the Chair at the earliest opportunity

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### **1.3 Welfare and safety**

The Board duly noted its responsibilities towards ensuring that the welfare and safety of its members and people (including but not limited to employees, participants and volunteers) are factored into the decisions it makes.

**SUMMARY:** Responsibility for the welfare and safety dashboard has transitioned from KS to SJM. The dashboard is a key governance tool used to monitor staff wellbeing and organisational health. It includes metrics such as:

- Staff absences

- Staff feedback
- Completion rates of one-to-ones and personal development plans

The dashboard is updated quarterly, with the next iteration due at the end of September 2025. Trustees were informed that the Q2 dashboard was not yet available for the meeting.

### **Integration with Strategic Reporting**

The Welfare and Safety Dashboard is being integrated into the broader Theory of Change (ToC) and performance reporting framework. This will ensure that staff wellbeing is embedded within strategic outcomes and monitored alongside other organisational KPIs.

### **Recent Organisational Context**

Trustees were reminded of the significant organisational restructure earlier in the year, which resulted in the departure of approximately 20 staff members. This period was acknowledged as a time of stress and transition for the organisation. The Board had oversight of the process and was commended for its support of both affected staff and the executive team.

### **Staff Engagement and Culture**

CIMSPA continues to maintain a strong track record in staff engagement:

- Previously rated as the #1 not-for-profit employer in the UK by Best Companies
- Achieved three-star accreditation for staff engagement
- Most recent quarterly staff survey showed:
  - 86% positive feedback
  - 12% neutral
  - 2% areas for improvement, specifically around:
    - Transparency in career progression
    - Pay and reward structures

These areas are being addressed through ongoing internal projects.

### **Trustee Role**

Trustees were reminded of their responsibility to challenge and support the executive in maintaining a healthy and safe working environment. The Welfare and Safety Dashboard will continue to be a standing item in future board packs.

## 1.4 Meeting minutes from last meeting

The meeting minutes, held on 9 July 2025, having been circulated, were taken as read and approved by the Trustees

## 1.5 Matters arising

The meeting noted that all the actions agreed upon at the previous meeting had either been completed or were being progressed.

## 2. Introduction to Theory of Change

**RECEIVED:** A briefing note on CIMSPA's emerging Theory of Change (ToC) was distributed to the Board prior to the meeting. The paper outlined the key components of the ToC, from inputs and activities through to outcomes and long term impact and highlights the assumptions that underpin our strategic approach. It also set out the rationale for adopting a ToC, including benefits such as strategic clarity, improved evaluation, stakeholder engagement, and adaptability.

**SUMMARY:** PW, Head of Insight and Impact, presented CIMSPA's newly developed ToC framework, now referred to internally as the Performance and Impact Framework (PIF). This framework is designed to improve strategic alignment, performance measurement, and impact evaluation across all departments.

### Strategic Objectives Refined

PW explained that the original six strategic objectives had been reviewed and refined into five clearer, more actionable objectives:

1. Diversity and Representation
2. Recognition of the Workforce
3. Resilience of Jobs and Employers
4. Education and Career Pathways
5. CIMSPA's Organisational Capability

The fifth objective was added to ensure internal departments (e.g. Finance, People & Culture) could clearly align their work with the strategy.

### **Logic Map and Logframe**

The framework consists of:

- A Logic Map: A high-level visual showing the flow from inputs and activities to outputs, outcomes, and impacts.
- A Logframe: A detailed evidence base with 170+ indicators across 58 outputs, 65 outcomes, and 13 impacts, grouped by stakeholder (workforce, employers, education, CIMSPA).

### **Implementation Timeline**

- The framework will be implemented from Q3 (October 2025).
- Baseline data collection is underway.
- A Power BI dashboard is in development to support real-time reporting.

### **Benefits Highlighted**

- Strategic Clarity: Departments now better understand how their work contributes to CIMSPA's mission.
- Real-Time Evaluation: Enables agile decision-making and early identification of underperforming areas.
- Stakeholder Engagement: Provides a clear narrative for funders (e.g. Sport England) and partners.
- Collaboration: Improved cohesion across departments, especially post-restructure.

### **Trustee Feedback and Discussion**

- Trustees welcomed the clarity and ambition of the framework.
- Comment from the Board:
  - Data overload and the need to focus on key indicators.
  - Manual reporting burden until automation is complete.
  - Attribution vs. association in measuring impact.
  - Transition from legacy reporting and cultural attachment to old formats.

### **Actions and Next Steps**

- A Board level dashboard will be developed with no more than 5–10 key indicators.
- Trustees were invited to provide feedback on what they would find most useful to see.

- The framework will be used to underpin future CEO reports and departmental updates.

### 3. Finance overview

Agenda items 3.1 and 3.2 were discussed concurrently in the Board meeting.

#### 3.1 CIMSPA accounts July

**RECEIVED:** The draft CIMSPA statutory accounts 2024–2025 were distributed prior to the meeting.

#### 3.2 Financial narrative

**RECEIVED:** The financial narrative was distributed to the Board prior to the meeting.

**SUMMARY:** KS presented the financial position as of July 2025. The accounts reflect the first formal reforecast of the financial year following the year-end audit. CIMSPA continues to operate a dual financial structure:

- Core income and expenditure: Directly impacts reserves and bottom-line performance.
- Restricted (ring-fenced) funding: Recognised only when spent, ensuring zero impact on the bottom line.

#### Membership Income Performance

Membership income was tracking below budget at the end of July. This shortfall is attributed to:

- Reduced engagement with employer partners
- Employer partners holding back renewals pending the new status launch

Recovery is expected as professional status goes live and employer engagement increases.

#### Education Income

Education income is performing ahead of budget, driven by:

- Stronger-than-expected uptake from Awarding Organisations (AOs) and Further Education (FE) providers
- Success of the Education Team's work in the previous financial year
- However, it was noted that timing of income will alter in the next quarter, which will absorb some of the over-performance YTD.

**Core Costs and Reforecasting**

Core costs are tracking on budget. A reforecast exercise was completed in July, resulting in a minor negative variance of £900, which is considered manageable.

**Funding Updates**

- £494,000 extension received for the Workforce Governance programme
- £1.35 million Local Skills extension paperwork signed and ready for drawdown
- These funds will be managed by the new Director of Finance, IP, who joined on 1 September

**Membership Retention and Engagement**

The Professional Services Team is now actively contacting members at risk of lapsing, improving retention rates and engagement.

**Audit Tender Process**

A new audit tender process is underway:

- Seven firms invited, five submitted tenders
- Shortlisting and interviews scheduled in two weeks
- AG will participate in the selection process
- The process aims to refresh the audit relationship, previously dominated by HaysMac, and explore new value-added options

**Operational Capacity and Staffing**

- The Head of Finance is currently on long-term sick leave
- Finance team has been operating at 60% capacity
- IP is onboarding and will lead on audit tender and financial oversight going forward

**Trustee Questions and Clarifications**

- Trustees queried the percentage impact of the membership shortfall, which equates to approximately 12% of year-to-date projections
- Trustees were reassured that regular reforecasting will continue throughout the year



## 4. Governance

### 4.1 Policies for review

**RECEIVED:** Before the Board meeting, the Trustees received the following policies and documents that needed to be reviewed for approval:

- Fraud and Other Irregularity Policy
- Board and Committee Composition and Succession Policy
- DIAP update paper

**SUMMARY:** The Board was presented with a set of updated governance policies for review and approval. These policies were prepared by Jane Kracke, Governance Manager, who was commended for her clear presentation of tracked changes and revisions. Trustees were reminded of their responsibility to read, understand, and challenge policies, rather than relying solely on staff assurance.

### Policies Reviewed and Approved

The following policies were reviewed and approved without objection:

- **Fraud and Irregularity Policy**
  - This policy had been previously reviewed by the A&P Committee.
  - Feedback from the committee was incorporated into the final version.
  - The policy outlines procedures for identifying, reporting, and investigating fraud or financial irregularities within the organisation.
- **Board and Committee Composition and Succession Policy**
  - This policy sets out the principles for committee membership, trustee succession, and skills matrix alignment.
  - It supports governance continuity and ensures diversity and capability across Board and committee roles.

### Equity, Diversity and Inclusion Action Plan (DIAP)

The Board received an update on the organisation's DIAP, which is a requirement under the Sport England funding agreement. Key points included:

- The current DIAP has not been fully delivered over the past 12 months. Contributing factors included:
  - Infrequent meetings of the Board's EDI subgroup
  - Limited executive oversight
  - Staff changes due to the restructure
  - The DIAP is being reset, with a new version to be presented to the Board in December 2025.
  - A revised EDI Working Group is being formed with updated terms of reference to support delivery.

### **Trustee Discussion and Recommendations**

- Trustees acknowledged the shortfall and agreed on the need for stronger governance and accountability.
- It was proposed that the EDI subgroup operate as a formal Board subcommittee, with scheduled reporting every six months.
- Trustees requested visibility of workforce demographic data to better understand the challenges and track progress.
- The DIAP was noted to be overly ambitious, with 40+ actions in a 12-month period. A multi-year plan may be more realistic.

### **Governance Code Reminder**

Trustees were reminded that compliance with the SE Governance Code is a condition of funding. This includes:

- Understanding and owning governance policies
- Ensuring policies are actively used and not just procedural
- Participating in regular governance reviews and updates
- TL asked whether the safeguarding policies had been externally reviewed. It was confirmed that they had been reviewed by a safeguarding consultant and aligned with current legislation

## 5. Committee updates

### 5.1 Audit and Probit Committee

**RECEIVED:** AG provided a paper for note on the A&P activities.

**SUMMARY:**

- Reviewed the internal audit function.
- Discussed the skills matrix and succession planning for committee members.
- Reviewed the risk register, with a focus on aligning it to the ToC and strategic outcomes.
- Noted the need for improved visibility of financial and reputational risks linked to external partnerships.

### 5.2 Membership Committee

**RECEIVED:** MK provided a paper for note on the MeC activities.

**SUMMARY:**

- Approved several Chartered Member and Chartered Fellow applications.
- Discussed the launch of Professional Status, including early feedback and engagement metrics.
- Noted the importance of aligning membership growth with strategic objectives and workforce recognition.

### 5.3 Nomination Committee

**SUMMARY:** Item discussed in Agenda item 1. Chair's welcome and introduction.

### 5.4 Disciplinary Committee

No meeting was held; therefore, no update was provided.

### 5.5 Appeals Committee

No meeting was held; therefore, no update was provided.

### 5.6 Youth Panel

No meeting was held; therefore, no update was provided.

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## 5.7 PDB

No meeting was held; therefore, no update was provided.

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## 5.8 EDI working group

**SUMMARY:** No meeting was held. The Board reaffirmed its commitment to EDI and noted that updates would be provided once the group reconvenes.

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## 6. CEO update

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### 6.1 CEO update paper Q1

**RECEIVED:** The CEO update paper was distributed prior to the meeting.

**SUMMARY:** TD introduced the CEO Update as a continuation of the ToC presentation, shifting the focus from operational reporting to strategic impact. The update was structured around the new Performance and Impact Framework, with departmental contributions aligned to strategic outcomes.

### Report Format and Trustee Engagement

Trustees received a written CEO report prior to the meeting. TD acknowledged that the report was longer than usual, as it aimed to:

- Introduce the ToC framework
- Explain departmental roles and contributions
- Encourage Trustees to reflect on their oversight responsibilities

Trustees were invited to consider which parts of the report were most relevant to their role and interests. Feedback included:

- A request for earlier circulation of reports to allow deeper engagement
- A need for clearer benchmarking and internal targets alongside data points
- A desire for more concise, dashboard-style reporting in future

### Future Reporting Improvements

TD and SJM outlined plans to evolve the reporting format:

- Departmental updates will be standardised and shortened

- A dashboard will be introduced showing:
  - What was planned
  - What was delivered
  - What went well or wrong
  - What actions are being taken
- Each dashboard item will be linked to:
  - Strategic outcomes
  - Risk register movements
  - Financial implications

The goal is to produce reports that are impact driven, enabling trustees to focus on strategic oversight rather than operational detail.

### **Strategic Accountability**

TD reflected on the need for stronger Board challenge around strategic delivery. While CIMSPA has focused heavily on internal health (e.g. finances, staffing, member numbers), there is now a shift toward:

- Evaluating progress against published strategic goals
- Tracking impact on workforce diversity, education reform, and employer engagement
- Ensuring alignment with SE's investment outcomes

Trustees were reminded that failure to deliver on strategic outcomes could jeopardise future funding.

### **Trustee Feedback and Cultural Shift**

Trustees welcomed the direction of travel and acknowledged the importance of:

- Having a "house in order" before focusing on strategy
- Making reports more accessible and tailored to individual trustee interests
- Avoiding a "tick-box" culture and fostering meaningful engagement

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## **6.1.1 Contractual updates and discussion**

### **Funding and Strategic Partnerships**

SE contractual updates were discussed in 3. Finance Overview.

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## **6.2 Workforce governance**

CIMSPA is in ongoing discussions with Sport England regarding future funding for the Workforce Governance Register.

### **Strategic Risks and Advocacy**

- CIMSPA is advocating for continuity to avoid losing momentum and institutional knowledge.
- Trustees were briefed on the risk of project team disbandment if funding is delayed.
- TD and SJM are engaging with senior SE officials to push for timely decisions.

### **Legal and Structural Considerations**

- The scope of the register may expand to the entire sports coaching workforce and may in the future include fitness professionals.

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## **7. AOB**

MW invited any other business. No additional items were raised.