

MINUTES

**Meeting:** Board

**Location:** Grosvenor Hotel (Rovos Room)  
101 Buckingham Palace Road,  
London SW1W 0SJ

**Date:** 19 March 2018

**Present:**

Geof Ellingham	Individual Full Member (Chair)
Islam Choudhury	Kingston University
Andrew Craddock	Nlighten
Myriam Hamed-Torres	Individual Full Member (Thomson-Reuters) (Vice-Chair)
Mary Henson	Chief Executive (Minutes)
Barbara Roberts	Individual Full Member
Katie Taylor	University of Central Lancashire (Academic)
Jason Wright	Individual Full Member

**In attendance:**

Parag Gogate	Programme Manager
Ed Holt	Fellow (via audio link)
Peggy Gregory	UCLan/ARN (part via video link)
Susie Kay	The Professionalism Group (part)

**Apologies:**

Venetia Carpenter	Company Secretary
Simone Onofri	Individual Full Member
Mark Simmonds	Symmetrics Limited

The meeting opened at 10.35

**1. Minutes**

The minutes of the meeting held on 8 and 9 February were **APPROVED** and the Chair was authorised to sign them as a correct record of the meeting.

A redacted version of the minutes was **APPROVED** for publication on the Consortium website.

**2. Matters Arising**

The amended version of the Gifts and Hospitality Policy was **AGREED**.

**3. Remunerations and Nominations Committee**

MH reported that the Remunerations and Nominations Committee had met to look at work packages as now presented to the board and attached to these minutes. The board was asked to give final approval.

GE stated that the purpose of work packages was a legal duty where packages are awarded to directors to ensure that they are appropriate.

GE suggested that there was more detail included than necessary. Less information should include who is being paid and the rationale, the broad scope, the expectation of size and when it will be reviewed. Pieces of work could be packaged together e.g. all work for the Product Board. Estimates could be given rather than a cap on cost.

There were two further work packages for discussion which covered additional pieces of work e.g. speaking at events. It was impossible to know about these in advance and it was agreed that there should be transparency. Therefore, reporting these events back to the board should be sufficient and work packages would not be necessary. These additional pieces of work could be part of the twelve voluntary days.

The work packages as submitted and attached to these minutes were **APPROVED**.

#### **4. Sub-Board Reports - Terms of Reference and Quarterly Projections**

In each case there is brief overview of the TOR below while the full terms are attached to these minutes.

##### ***Terms of Reference***

##### ***Culture and Leadership***

The Culture and Leadership team lead by Katie Taylor comprised Ed Holt, Parag Gogate, Rod Willis, Barbara Bird, Alan Furlong, Tamsin Fox-Davies and Phillip Alexander. They saw themselves as the 'custodians of the people' element for the Consortium and its products and content. They would be focussing on the human aspects and will deal in Knowledge, Innovation, Content and Products. There were links to other boards. The deliverables were:

1. Public launch of AgileDojo - April 2018.
2. Initiate and kick off approach to Agile Strategy - April 2018.
3. Business case for Business Agility - whitepaper by end of April 2018.
4. Focus on and develop HR element of Culture and Leadership - June 2018.
5. Public release of Pulse and Matrix - June 2018.
6. Public release of Executive Coaching Toolkit - June 2018.
7. Implement the integration of Culture and Leadership through all new/refreshed products in the Business Agility Framework – ongoing.

The group would be working under the remit of the Product Board with which there was a two-way relationship. Diverse teams would be put together as required.

##### ***Product Board***

The Product Board would be chaired by Andrew Craddock with the following members: Barbara Roberts, Katie Taylor, Tamsin Fox Davies, Myriam Hamed-Torres and Peter Measey (external). For the duration of the transformation programme the Programme Manager, Product Manager (when appointed) and Chief Executive would be included. The overall responsibility was to ensure investment in the right products at the right time including accreditation of products and

certification of people. The Product Board has authority to commit spending in line with Consortium policy.

***Charitable Status Working Group***

The Charitable Status Working Group is constituted as a time-limited sub-committee of the Programme Board, that will be wound up by the Programme Board when it has fulfilled its purpose. The members would be the Consortium Chair (Chair), Consortium CEO, Ed Holt, Tamsin Fox-Davies, Parag Gogate, Susie Kay (external, non-voting). It did not have any powers and would simply make recommendations to the board.

***Finance and Operations Board***

The Finance and Operations Board (FOB) is a sub-committee of the Agile Business Consortium Board established to provide direction, oversight, advice and guidance in the following areas of the Consortium's activities:

- Finance
- Legal
- People Management
- Governance
- Organisational Development
- Premises
- Compliance
- Health and Safety

The membership of the FOB comprises the Consortium Chair, CEO, a minimum of two Consortium Board members, the Relationship & Marketing Manager and one external financial expert. Currently these are: Mary Henson (Chair), Geof Ellingham, Mark Simmonds, Jason Wright, Simon Onofri, Tamsin Fox-Davies and Steve Morlidge (external).

The FOB was authorised to:

- Appoint accountants and auditors
- Obtain legal and financial advice as it considers appropriate
- Authorise any action or transaction relating to finance or operations to ensure that the Consortium Board objectives are met, that it maintains a sound fiscal base, has sufficient cashflow and complies with all relevant legislation.

The four Terms of Reference listed above were **APPROVED**. It was noted that the Terms of Reference for the Go To Market Board were awaited.

**Action: Tamsin Fox Davies**

***Financial Projections***

***Charitable Status***

Reflecting on potential charitable status GE said there was no hurry to achieve this. If the decision were made to go ahead it should be noted that tax rules state that if a cash donation is made, it can only reduce tax liability in the year in which it is made. That meant the deadline would be 31 December 2018.

## AGILE BUSINESS CONSORTIUM BOARD MINUTES PUBLISHED MAY 2018

### In-flight initiatives

- None (initial scoping work complete)

### New initiatives proposed

1. Legal scoping note on establishment of charity and possible trading subsidiary
  - a) Legal costs: £3,500
  - b) Consultancy/working group day-rates: £3,000
  - c) Establishment of new legal entities (preparatory work\*)
  - d) Legal costs: £5,000 (of £12,000 total projected)
  - e) Consultancy/working group day-rates: £3,000

\* Sufficient work this quarter only to ensure that any new charity could be established before the end of the current financial year, and thus gain the relevant corporation tax reduction (19% of profits).

### **Agile Culture and Leadership Working Group**

#### In-flight initiatives

- Business case for Business Agility - April 2018 – included in Pamela's time
- Completion and public release of Pulse and Matrix - June 2018 – £4k
- Public release of Executive Coaching Toolkit - June 2018 - consultancy day rate - £3k

#### New initiatives proposed

- Focus on and develop HR element of C&L - June 2018 – £5k (10 days initial positioning/WP)
- § Initiate and kick off approach to Agile Strategy - April 2018 – workshop - £3k
- § User research at CEO/Senior Team level - £10k
- Government/Public Sector engagement - £5k (10 days initial positioning/WP)
- Implement the integration of C&L through all new/refreshed products in the Business Agility Framework – ongoing
- Agile Dojo – content – job share £15K

### **Knowledge Stewardship**

- Explore idea of collaboration with BAI and IC Agile (GE in US)
- Commission user research via Future.Gov £10-£15K
- Online meeting to share existing experiences
- Further workshop post the research £3K
- Advisory support £5K

### **Product Board**

#### In flight

- AgileDS total of 4 timeboxes - the main product coming to completion  
Maybe 100 days = £50K + Publishing and Printing £20K = £70K +/-20%

AC was confident the market for AgileDS would be at least as big as AgilePM. He noted that AgileDS now contained very little, if any, AgilePM.

- Other Products
  - Will be 'small' products
  - Feasibility Investigations (e.g. for larger products)
  - Strategic (approach)
  - Probably 6-8 of these – all in the region of £5-10K
- Grand Estimate = £85 - £165K

In the pipeline:

- Senior Business Roles Guide
- 'Productise' Organisational Agility Assessment
- 'Productise' Agile Coaching for Senior Leaders
- AgilePM and Scrum Feasibility
- Governance and Enablement Feasibility
- Viability of AgilePF
- Product Strategy and Approach

### ***Programme Board***

In flight

- Consultancy from Tolpagurni £20K
- Non-staff costs £10K

Proposed initiatives

- Guidance £10K
- CRM £60K

In this first pass, in flight initiatives totalled £122K and proposed new initiatives £181K. Of the latter, £13K were Musts and £140K were Shoulds. The assumption was that there would be £200K headroom for the quarter and GE counselled everyone to be careful of their work in progress and bandwidth and focus appropriately. In the previous quarter £200K had been carried and given current activity levels he saw no reason to put any brakes on and no reason to prioritise between activities. The board would need to evolve how to manage significant new initiatives as they came up.

Expenditure as attached to these minutes was **APPROVED**.

*Susie Kay and Peggy Gregory joined at this point*

## **5. ARN**

There had been a number of questions raised at the previous board meeting as to how the board would know that the ARN's contribution was valuable. Of the work they had done to date value, sustainability and transformation were the areas which the researchers felt had produced value but it was important for the board to provide feedback and specific direction to the ARN. They were keen to maintain a stable core of researchers but were open and willing to any proposal from other universities and institutions whose values aligned with their own.

GE raised the topic of starting a journal. During his visit to the BAI conference in New York it had been suggested that BAI and the Consortium could collaborate on this and the ARN confirmed they would be interested. GE requested feedback on how a journal could be produced and what the costs might be.

### **Action: Katie Taylor**

The ARN would like to be more involved with the AIPs to add value and support collaboration.

There were different views and definitions of what case studies were and GE suggested the Consortium needed to be more coherent and strategic in generating a useful body of knowledge. The ARN would like more help from the Consortium in engaging with organisations to get case studies.

GE had seen an 'Age of Agility Report' produced by a charity in the USA looking at how Agile and agility could be used in education, getting people ready for work. The charity had suggested it could be published in the UK. It was agreed this could be achieved with help from the ARN to ensure the research was properly supported.

### **Action: Katie Taylor**

The proposal that the Consortium should move from providing project funding on an annual basis to flat funding of £150K over three years was **APPROVED**.

*Peggy Gregory left the meeting*

## **6. Charitable Status**

Susie Kay, a charity expert of The Professionalism Group, had facilitated a workshop attended by GE, MH, Parag Gogate, Ed Holt and Tamsin Fox Davies when the group went through a number of scenarios of how charitable status might work. Subsequently there had been a conversation with Simon Steeden of Bates, Wells Braithwaite, a legal firm specialising in charity set-up recommended by Susie, to look at what legal support might be needed should the proposal go ahead. GE talked through the various options and models and proposed an open conversation in the board.

There were some concerns expressed about losing control. It was noted that a charity can only spend money on its charitable aims. Generation Agile could be considered as a good option to be set up as a charity. It was noted that the only tax that could be recuperated would be in year and not previous years. Concerns were expressed about the timing of the initiative and the disruption it would cause. A more structured and in-depth feasibility study was suggested noting that the Consortium would celebrate its 25<sup>th</sup> anniversary in 2019.

Susie Kay advised that the key questions was 'who benefits?' Good governance meant that strategic intent is nailed and delivered by the business plan. There could be some significant benefits which would serve the Consortium well in terms of creating a future for the discipline and the next generation.

In summing up, GE acknowledged there had been disparate views expressed but some themes had emerged. Mainly the board had indicated that there was no need to rush as there were many other things needing attention this year. It was AGREED that spending £2.5K on the legal scoping note was worthwhile and this could then be reviewed at the June meeting.

In response to a suggestion from Ed Holt, it was AGREED that the strategy for Generation Agile would be articulated under both current and future potential charitable status.

### **Action: Go To Market Board**

GE said he did not tend to push for votes, preferring to have consensus. He was keen to encourage board members to speak up in meetings.

## **7. Editorial /Quality Assurance**

AC defined the modern alternative to the Editorial Board and proposed three steps that were needed to get products to the right level:

1. Get everyone aligned around a vision before the start
2. Inclusive contribution and iterative development
3. Legal reputational check

There were several things to consider around the vision:

- There was a need to produce a product vision that talks about how and what the Consortium does is integrated or complementary
- A knowledge of current product set was needed, especially the core products so that no contradictions arose
- Editorial style and rules needed to be defined – light touch corporate branding

This would require the production of a number of guides and videos to help people.

In terms of being Inclusive:

- An editorial team needed to be in place to support the lead author
- Inclusivity from the start would prevent people becoming wedded to what they have written
- Ensuring the right people are involved and approved by the Product Board and that they are appropriately diverse which would move away from the risk of the same old, etc.
- Collaborative and iterative

The legal and reputational check:

This would happen at the end and was best office based. Kim Whitmore would be the backstop immediately before publication.

AC said he was working with Robert Mitchell, to bring him up to speed and there was the opportunity to help bring Kim up to speed as well. He noted that Kim had the capacity to do more in terms of value.

GE asked about media and events. Blogs were under the remit of the Product Board and this needed defining in detail. In terms of content that was not written by the Consortium and therefore 'opinion' AC thought that if set up in the right way, there would be no tension.

MHT reflected the need to ensure the International Ambassadors are given guidance for reference.

**Action: AC and Tamsin Fox Davies**

## **8. Any Other Business**

### ***Accredited Training Organisations***

BR expressed concern about some of the Accredited Training Organisations who were not using Consortium certified trainers. About half of the ATOs had indicated they would be submitting Agile Project Framework courses for accreditation and for those that had decided not to, it might be

## AGILE BUSINESS CONSORTIUM BOARD MINUTES PUBLISHED MAY 2018

sensible for them to be accredited by APMG in order to continue running AgilePM, AgileBA courses. She may need to obtain statistics from APMG and audits would be reinstated.

### ***Business Agility Conference, New York***

GE and Parag Gogate had visited the Business Agility Conference run by Evan Davies in New York. They had met with three powerful contacts but had noted that the type of people attending the event were similar to those attending the Agile Business Conference in London, i.e. not C-Suite. However, they had got together a group of individuals who had real depth of experience although it was still Agile going outwards. They were aligned to the Consortium in terms of challenges and had done huge amount in few months: five conferences this year, they had created an industry council, there were business agility meet ups, their publishing was very promising and they would be launching a report following a business agility survey. Consortium members have 30% discount on their BAI membership. The conference had been well organised and allowed lots of space for people to talk to each other. There was an option for the Consortium to run the event in the UK using the same model although this would be more of a partnership. The difference between the business agility conference and the Consortium's conference was that the latter would always necessarily include the technical and projects arena whereas business agility was all about HR, marketing etc. There was the option to run the business agility event in spring 2019 as a one-off and see what happens. The Consortium could look at starting a business agility meet-up in London. Jonathan Smart of Barclays was keen and if it were executive-lead it would have some attraction.

### **Action: Tamsin Fox-Davies**

The conversation with ICAgile had been very positive. Their model is the opposite of cheap/high volume and they prefer courses that are more integrated with the workplace. They also prefer case studies to exams. The ICAgile expert level was quite similar to the Consortium's professional (level 3). A conference call with ICAgile in the near future was suggested.

GE had also met with LaVerne of IIL, the only APMG ATO pushing AgilePM in the USA. She would be meeting with himself, AC, MH and Tamsin on Monday

There being no further business the meeting closed at 15.50. The next meeting will be on Friday, 4 May 2018.

Geof Ellingham  
Chair



## AGILE BUSINESS CONSORTIUM BOARD MINUTES PUBLISHED MAY 2018

### Board attendance:

		AGM	Jun	Jul	Sep	Nov	Dec	Feb	Mar
Islam	Choudhury	✓	✓	☒	✓	✓	✓	✓	✓
Andrew	Craddock	✓	✓	✓	✓	✓	✓	✓	✓
Geof	Ellingham	✓	✓	✓	✓	✓	✓	✓	✓
	Hamed-								
Myriam	Torres	✓	✓	☒	✓	✓	✓	☒	✓
Mary	Henson	✓	✓	✓	✓	✓	✓	✓	✓
Simone	Onofri	☒	☒	☒	☒	☒	✓	✓	☒
Barbara	Roberts	✓	✓	✓	✓	☒	✓	☒	✓
Mark	Simmonds	☒	☒	✓	✓	✓	☒	☒	☒
Katie	Taylor	✓	✓	✓	✓	✓	✓	✓	✓
Jason	Wright	☒	☒	☒	✓	✓	✓	✓	✓

### Work Packages

Initial Approver & Status	Director & Owner	Description	Day Rate	Start Date	End Date	No of Days	Work Package Value
Approved Prog Board	Andrew Craddock	Business Change Owner (Trans Prog)	500	01/02/18	31/07/18	36	18000
Approved Prog Board	Andrew Craddock	AgileDS	500	01/02/18	30/06/18	10	5000
Approved MH	Barbara Roberts	AgilePfm Support Materials	500	19/02/18		5	2500
Approved Prog Board	Barbara Roberts	Business Change Owner (Trans Prog)	500	01/02/18	31/07/18	20	10000
Approved Prod Board	Barbara Roberts	Professional Development	500	01/02/18	31/01/19	25	12500
		Prog Board					
Approved Prod Board	Barbara Roberts	Training & Accreditation	500	01/02/18	31/12/18	10	5000
		Prog Board					
Approved Prog Board	Geof Ellingham	Programme Owner	500	01/02/18	31/07/18	36	18000
Approved Prog Board	Katie Taylor	Agile Culture & Leadership Lead	500	01/01/18	30/06/18	18	9000

## AGILE BUSINESS CONSORTIUM BOARD MINUTES PUBLISHED MAY 2018

Approved Prod Board	Andrew Craddock	Governance & Enablement Feasibility	500	01/02/18	30/06/18	10	5000
Board	Andrew Craddock	Operational Activities	500	01/02/18	31/07/18	24	12000
<b>Total</b>							<b>97000</b>

### Terms of Reference:

#### Agile Culture and Leadership

To be 'custodians of the people' element for the Consortium and its products and content. It will focus on the human aspects and will deal in Knowledge, Innovation, Content and Products. See Vision and Mission on tab below.

"\* To acknowledge the unique importance of people (and their mindsets) in all aspects of any transformation to Business Agility – the 'people element' is essential and pervasive

\* To ensure the expertise, enthusiasm and contribution of the working group members is maintained and continues to deliver

\* To ensure the work of the group contributes effectively to the overall Objectives of the Consortium, especially by providing input, guidance and expertise on the 'people' element of Business Agility

\* To ensure that all projects and products produced by the Consortium take full account of the 'people' element and the knowledge, expertise and input that the group can provide

\* To ensure the C&L group work in an integrated way with all the product processes and governance (for example working under the aegis of the Product Board, inputting to the Transformation Programme and emerging initiatives such as Knowledge Stewardship)"

Katie Taylor (Chair)

Ed Holt, Parag Gogate, Rod Willis, Barbara Bird, Alan Furlong, Tamsin Fox-Davies, Phillip Alexander

Wider review team

Partners

Deliverables:

1. Public launch of AgileDojo - April 2018. 2. Initiate and kick off approach to Agile Strategy - April 2018. 3. Business case for Business Agility - whitepaper by end of April 2018. 4. Focus on and develop HR element of C&L - June 2018. 5. Public release of Pulse and Matrix - June 2018. 6. Public release of Executive Coaching Toolkit - June 2018. 7. Implement the integration of C&L through all new/refreshed products in the Business Agility Framework - ongoing.

Individuals work on components through work packages, reviewed internally then through wider group review. Occasional F2F in London; Monthly skype calls; Group members have access to Slack

As per work stream limits. Work packages to go through Product Board

## AGILE BUSINESS CONSORTIUM BOARD MINUTES PUBLISHED MAY 2018

C Suite, Senior management teams, Partners, AIP's and Consortium

Offers a coherent and practical approach to business agility where the people elements differentiate it from other offerings. Partners model allows integration of tried and tested offerings from other specialists. Provides a range of high level tools that signpost ways to progress. Brings together evidence and research from a range of sources that align to Agile philosophy, values and principles. Wider mapping of the landscape of Business Agility simplifies and helps give context for senior teams.

"Part of the holistic approach to Business Agility - Head, Heart and Hands. Agile Culture and Leadership covers the Head and Heart part whilst products such as AgilePM covers the practical Hand-on side.

Ensures the people elements are fully integrated into our framework and used across our own organisation"

Bandwidth within the team [work packages for team]; Lack of understanding of target audience [carry out pilot]; Unclear of best medium to distribute material to target audience [user research]

### PRODUCT BOARD TERMS OF REFERENCE V1.0

#### A. CONSITUTION

- 1 The Product Board is constituted as a Committee by the Consortium Board.
- 2 The Product Board shall have the following membership:
  - a. Andrew Craddock (Chair)
  - b. Barbara Roberts
  - c. Katie Taylor
  - d. Tamsin Fox Davies
  - e. Myriam Hamed-Torres
  - f. Peter Measey (external)
- 3 The quorum necessary for the transaction of the activities of the Product Board shall be at least three members.
- 4 The Product Board shall meet as necessary, and at least once per month either face to face or via virtual means.
- 5 Other Directors, the Chief Executive or other employees/stakeholders of the Consortium may attend Product Board meetings where appropriate. Specifically, two key roles have a standing invitation:
  - a. For the duration of the Transformation Programme (ongoing as at March 2018), the Programme Manager of that programme has a standing invitation.
  - b. The Consortium's Product Manager (to be appointed as at March 2018) has a standing invitation.
  - c. Mary Henson – primarily to retain a view on ongoing operational and financial implications of new and changing products
- 6 The minutes of the Product Board shall be circulated to the Board within 14 days.

**B. RESPONSIBILITIES**

1. To ensure investment in the right products at the right time. Considering:
  - a. Alignment with the Consortium's Vision and Mission
  - b. Form and format of products e.g. written (handbook, midi book, pocket book, white paper, case study, blog etc.), video, tool, training course, game, [major, re-usable] presentation etc.
  - c. Prioritisation of development – based on development capacity (authoring, editorial, production), marketing plans, events etc.
  - d. The Business Case for the product – noting that not all products are expected to provide a financial return on investment
  - e. Where appropriate commissioning products to further the Consortium's mission.
2. To ensure that the right people lead and contribute to the products being created.
3. To ensure appropriate qualifications and certification and accreditation regimes are created to add value to the products and the professionals who will use them.  
Considering:
  - a. Development of product certification and/or professional accreditation regimes with partners such as APMG
  - b. Development of product certification and/or professional accreditation regimes internally, underwritten, where appropriate by partners such as Certa
  - c. Development of initial and ongoing accreditation of 'take to market' partners such as Accredited Implementation Partners and Accredited Training Organisations
4. Ensure technical and editorial consistency across related products such as those related to Agile Business Change. Considering:
  - a. The blend of people-focused aspects of Agility with the essential process/procedural aspects of Agility – by design, clearly valuing individuals and interactions over processes and tools
  - b. Form, format, style and consistency of message
5. To ensure, where appropriate, that revenue streams are enabled by a subset of products – on an ongoing basis sufficient to sustain ongoing investment in product innovation and to support the transformation and operation of the Consortium to fulfil its mission.
6. Resolving any conflicts escalated by the product teams, Consortium Board and other stakeholders
7. Making decisions/provide direction on risks and issues associated with the Consortium's products
8. Where appropriate to constitute and govern sub-committees to fulfil related elements of the responsibilities defined above (responsibilities 1 through 7) agreeing remit and delegated authority
9. To authorise work packages for both time-limited product developments and non-time limited activities such as participation in the sub-committees constituted in line with responsibility 8, or the provision of relevant professional services (eg Professional Development).
  - a. Agreeing and control of resourcing and financial allocation as delegated by the Consortium's Board

## **AGILE BUSINESS CONSORTIUM BOARD MINUTES PUBLISHED MAY 2018**

- b. Ensuring that work packages for Consortium directors are subsequently approved by the Consortium's Remuneration and Nominations Committee

### **C. AUTHORITY**

The Product Board has the authority to commit spending in line with Consortium policy

### **D. REVIEW OF PRODUCT BOARD PERFORMANCE**

The PRODUCT Board will revisit its objectives and responsibilities and re-evaluate the effectiveness of its performance on a quarterly cadence.

## **AGILE BUSINESS CONSORTIUM – CHARITABLE STATUS WORKING GROUP**

### **TERMS OF REFERENCE V1.0 (DRAFT)**

#### **CONSTITUTION**

1. The Charitable Status Working Group is constituted as a time-limited sub-committee of the Programme Board, and shall be wound up by the Programme Board when it has fulfilled its purpose.
2. The Charitable Status Working Group shall have the following membership:
  - a. Consortium Chair (Chair)
  - b. Consortium CEO
  - c. Ed Holt
  - d. Tamsin Fox-Davies
  - e. Parag Gogate
  - f. Susie Kay (external, non-voting)
3. The quorum necessary for the transaction of the activities of the Charitable Status Working Group shall be at least three members.
4. The Charitable Status Working Group shall meet as necessary.
5. The minutes of the Charitable Status Working Group shall be circulated to the Board within 14 days.

#### **RESPONSIBILITIES**

6. To investigate the costs, benefits and risks of changing the legal structure of the Consortium to include at least one entity with charitable status in law.
7. To provide Board with feedback and recommendations on options for future action.
8. To oversee any future action approved by Board in relation to charitable status, including the appointment and instruction of legal and strategic advisors.
9. To report to Programme Board on its activities.

#### **AUTHORITY**

## **AGILE BUSINESS CONSORTIUM BOARD MINUTES PUBLISHED MAY 2018**

The Charitable Status Working Group has the authority to commit spending in line with the Consortium's agreed spending limits.

### **REVIEW OF PERFORMANCE**

The Charitable Status Working Group will revisit its objectives and responsibilities and re-evaluate the effectiveness of its performance at least annually.

### **FINANCE AND OPERATIONS BOARD**

#### **TERMS OF REFERENCE**

##### **1. Purpose**

The Finance and Operations Board (FOB) is a sub-committee of the Agile Business Consortium Board established to provide direction, oversight, advice and guidance in the following areas of the Consortium's activities:

- Finance
- Legal
- People Management
- Governance
- Organisational Development
- Premises
- Compliance
- Health and Safety

##### **2. Membership**

The membership of the FOB comprises the Consortium Chair, CEO, a minimum of two Consortium Board members, the Relationship & Marketing Manager and one external financial expert.

The current members of the FOB are:

Mary Henson (Chair)  
Geof Ellingham  
Mark Simmonds  
Jason Wright  
Simon Onofri  
Tamsin Fox-Davies  
Steve Morlidge (external)

The FOB meets monthly. Meetings may be in person or online as considered appropriate.

A quorum of three members is required at least one of whom must be the Consortium Chair or CEO

The FOB reports to the Consortium Board in writing within seven days of meeting.

##### **3. Responsibilities**

###### **A. Finance:**

- (In 2018) Establish the Beyond Budgeting Framework as the Consortium's modus operandi
- Annual audit and presentation of financial statements to the Consortium Board

- General financial oversight
- Funding applications
- Financial planning
- Financial reporting
- Bookkeeping
- Banking and investments
- Fixed assets
- Prevention of fraud

**B. Operations:**

In all areas to promote an Agile approach wherever feasible:

- Legal - matters relating to company secretarial, company law, intellectual property, contracts, memoranda of understanding
- People Management – resourcing, recruitment process and employment policies, salary structure, salaries and bonuses, training, employee benefits and (in 2018) the introduction of a new people management system that will meet the organisation’s objective to be Agile
- Governance – adherence to existing Consortium board approved policies and guidance, amendments to same and introduction of new policies as appropriate, accountability, transparency, stakeholder rights and representation, disaster recovery risk assessment,
- Pensions – compliance and advice
- Organisational Development –
  - oversight of and input into the Transformation Programme (2018)
  - sustainability of agility within the organisation
- Premises – leases, technology, furnishings, equipment and warehousing.
- Compliance – legislation pertaining to employment, data protection, equality and diversity, insurance
- Health and Safety – compliance to best practice as required by HSE for office environments, risk assessments

**4. Authority**

The FOB can:

Appoint accountants and auditors

Obtain legal and financial advice as it considers appropriate

Authorise any action or transaction relating to finance or operations to ensure that the Consortium Board objectives are met, that it maintains a sound fiscal base, has sufficient cashflow and complies with all relevant legislation.

**5. Review**

These Terms of Reference are reviewed annually.

