**Annual Governance Statement March 2025**

 **Introduction**

1. Energise Me is a Charitable Incorporated Organisation (CIO), charity number 1165592, registered with the Charity Commission. Energise Me is part of the Active Partnership Network, representing Hampshire and the IOW within the network of 43 organisations across England aiming to promote active lifestyles.
2. Energise Me has a volunteer board of (not less than 3 and not more than 11) trustees who help govern the CIO and ensure that we meet all relevant codes of governance. The primary codes of governance the CIO is bound by are the Charity Commission Code of Governance, and as a Sport England funded organisation, we conform to Tier 3 of the UK Code of Sports Governance.
3. The following documentation is available on the Energise Me website:
	1. The current We Can Be Active strategy running from 2022-27 ‘[We Can Be Active Strategy for Hampshire and Isle of Wight - Energise Me](https://www.energiseme.org/about-us/physical-activity-strategy/we-can-be-active-strategy/)’.
	2. The Diversity and Inclusion Action Plan ‘[Equality and Diversity - Energise Me - Hampshire and the Isle of Wight](https://www.energiseme.org/about-us/equality-and-diversity/)’.
4. Annual accounts for Energise Me can be found on the Charity Commission website ‘[Accounts and annual returns, ENERGISE ME - 1165592, Register of Charities - The Charity Commission](https://register-of-charities.charitycommission.gov.uk/charity-search/-/charity-details/5067310/accounts-and-annual-returns)’.

**Board of Trustees**

1. The main board of up to 11 Trustees meets up to 4 times per annum including holding an AGM in October of each year and determines the strategic direction, provides oversight and accountability, and reviews investment opportunities of the CIO.
	1. Trustees are appointed to the specific roles of Chair, Senior Independent Director, Safeguarding Lead and EDI Lead.
	2. More details of our trustees and their biographies can be found on our website ‘[Energise Me Trustees - Our Trustees - Energise Me](https://www.energiseme.org/about-us/our-trustees/)’.
	3. We do not set specific diversity targets for our board except for gender balance, but we are committed to ensuring the board represent the population we serve.
	4. We aim to have a minimum of 30% of each gender on our Board, and our current board exceeds this.
	5. More details of the diversity of our employees and Trustees can be found on our website ‘[Equality and Diversity - Energise Me - Hampshire and the Isle of Wight](https://www.energiseme.org/about-us/equality-and-diversity/)’.
2. There is a separate Finance and Audit Committee with its own Terms of Reference, covering financial performance, risk evaluation, reserves policy, investment policy and management and governance. A minimum of two trustees are appointed to the Finance and Audit Committee. The Chair is also invited to attend but does not form part of the Committee.
3. The Finance and Audit Committee meets 3 times per annum in February, May, and October, and is chaired by the Senior Independent Director who is a qualified accountant.
4. A new committee was formed in December 2023. The People and Performance Committee was formed to review employee remuneration, employee experience, review the People Plan and ensure high levels of staff welfare. The People and Performance Committee meets twice a year in November and April. A minimum of two trustees are appointed to the People and Performance Committee. The Chair is also invited to attend but does not form part of the Committee.
5. There are no individuals with significant or undue influence within the organisation or the board.

1. Board members are formally asked to declare any conflict/potential conflict of interest upon assuming their board role and opportunities to update this are formally tabled at every board meeting. There are currently no conflicts identified.
2. All board appointments are recruited through openly advertised opportunities. There is a recruitment pack and application form. We welcome applications at any point from potential trustees. We track length of service, with board members being asked to retire or stand for re-election as they complete each term of 3-years of service (maximum 3- terms or 9 years).
3. We stand up a nominations committee as and when there are vacancies on our Board. Our Trustee Recruitment Policy states that ‘every appointed Trustee must be appointed for a term of three years by a resolution passed at a properly convened meeting of the charity trustees’.
4. In 2024/25 there was one new trustee, who was experience as a strategic leader within the NHS. Three trustees resigned in the year. We hope to appoint three new trustees early in 25/26. On appointment, new trustees have a full induction to familiarise themselves with the CIO and its strategy.
5. We have a Trustee Skills Matrix which is reviewed at least annually, to ensure that the board collectively has the relevant skills and experience to effectively govern the CIO.
6. We do not have an annual appraisal of each Trustee. Nor an evaluation of our committees. If ever there was a concern about an individual Trustee (in terms of behaviour, attendance etc) this would be dealt with by the Chair and CEO.
7. An external board evaluation was conducted in 24/25, the results of which will be presented to the board in May 25. The evaluation identified that the board was working well and suggested minor improvements to ways of working.

**Governance & Audit**

1. A schedule of policies is maintained, ensuring each policy is reviewed by the board in the appropriate timeframe. Each policy is assigned to a member of the SMT who is responsible for ensuring the policy complies with relevant legislation.
2. The Finance and Audit Committee review the organisation Risk Register at least bi-annually. Any concerns are reported to and discussed subsequently at the full board.
3. We aim to be compliant to the UK Code of Sports Governance at Tier 3 level. It was confirmed in July 2024 that Energise Me were compliant with the code.
4. In the first instance the annual audit process and audit report are scrutinised by the Finance & Audit Committee on behalf of the full board. The full board are then asked to approve the report and it is signed off at the AGM.
5. There were no issues relating to finances, financial management or financial control raised by the auditors (Azets) for the financial year 2023/24.
6. A competitive audit tender process was run in December 23. Four firms tendered, these were reviewed by the Chair of the Finance and Audit Committee and the Head of Finance and Governance. Azets were reappointed from this process for the 23/24 audit onwards for a period of 3 years.
7. Azets also provide Energise Me with payroll services, through a different department. We have assurances from Azets that there are internal procedures mitigating against conflicts of interest.

**Other**

1. Energise Me registered with HMRC for VAT in March 2024, and submits quarterly VAT returns.