Minutes approved at the meeting of: 26.11.1	3
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CEO copy signed by	Chair:			
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Confidential Minutes - draft

Meeting Title: Board Meeting Date: 20th August 2018

Attending: Heather Brewster, Carol Briggs, David Cockburn, Bee Davidson,

Carol Gaskarth, Barry Knevitt (Chair), Lynn Mohan, Brian Wilson

Lindsay Sheridan (agenda item 4.3), Kath Ferry (Notes)

Apologies: Marta Evans, Joanne Davies

			(Oamarlata)
Agenda No.	Notes/Actions	Lead	✓Completed/ Completion Date
	Chair & Board pre-meeting discussion Items discussed included: 1. Financial Assurance Report had been received by the Chair and Treasurer and the content discussed with the Board. 2. Chief Exec objectives – complete and pay award	Barry	√ V
	approved, back dated to 1 st April 2018. Chief Executive & Board 1. Governance reporting and sub-committee structure 2. Effectiveness of Business Development and Fundraising briefly discussed.	Carol	N/A
1	Conflict of Interest Having read the Board papers in advance, members were asked to declare any potential conflicts of interest. No conflicts of interest were declared.		
2	Minutes of Board meeting 18.6.18 The minutes of the meeting were reviewed for accuracy and matters arising. a. Key Matters Arising Carol advised that a matters arising note had been included with the meeting papers. Rather than providing a verbal update for actions/matters arising, the minutes of the previous meeting had also been annotated as follows: • Matters arising note • Report – Item and appendix number as appropriate • Added to action log		
	 ✓ - signifying action completed Matters arising not marked as above are as follows:- Business Continuity Plan – Claire Todd is currently looking at desk based testing which is planned to start by 	Claire	

	 31st August. Carol and Claire are to agree areas of higher risk and these will be prioritised. Information from the testing will be brought back to Board. Hydropool – Carol advised that the budget for the pool was split into 2 sections: the period where the pool would continue to run, then a new budget following the pool close down. This will now not happen and Jane Buckton is reprofiling the budget which will come through in Q2. Work has been done with Waterbabies to rationalise their use of the pool as the way they operated was a major contributor to pool close downs. There are now no ongoing issues with pool and no close downs. Pool fundraising has now launched and Alicia is working on bids. A Facebook donation page has been set up and £120 has been received. We have also had a donation of £500. The minutes were agreed and signed as a true record of the meeting. 	Claire Jane	√
	 b. Action Log matters (where applicable) Business Continuity Plan – see matters arising Consultation for Hydropool – to remain on log Trustee intranet – not yet progressed Report on Hydropool – to remain on log 	Kath Kath Kath	✓ ✓ ✓
	The Board agreed that this was a more succinct way of reviewing notes and actions whilst ensuring that nothing was missed.		
3	Reports from Sub Committees Carol explained that minutes of the sub committees will be put into the Trustee drop box but paper copies will not be brought to the meeting. Carol will produce a report template and would like a nominated trustee to feed back to Board, rather than the subcommittee chair. Action: template to be	Carol	√
	produced. Minutes would also be added to the Trustee drop box. Action: Drop box link to be sent to Lynn.	Kath	✓
	Carol B asked if it was possible for her to still have paper copies of the minutes as she had difficulty reading these from a screen. She felt that Marta would also prefer a hard copy. Carol explained that Board papers would still be produced in the style of a booklet. If Carol (and other) wanted paper copies of subcommittee minutes Carol said that this would not be a problem, but it was agreed that Carol B would look at the summaries first, and then make a decision on how to receive the information.	Carol Briggs	
	a. Business Development Sub Committee (Carol Gaskarth) Carol provided a verbal update. The majority of issues discussed at Business Development are included in the		

	Business Development & Funding report. Available funding opportunities were discussed and the move to seeking more to charitable funding. Carol outlined the current bids in progress. No further questions were received.		
	b. Finance & Investment Sub Committee (Heather) Finance reports are now improved with clearer narrative. The sub-committee reviewed the finance report in advance of Board. Future work will include a review of PCP's investments. The suggestion may be to increase the investment portfolio to cover the amount required to meet the minimum reserves level. A meeting with Rathbones, PCP's investment management company has been arranged and further exploratory work will be undertaken by the sub-committee prior to discussion at Board. Trustees agreed with this approach.		
	c. IG & ICT Sub Committee (Carol) Potential disbanding of this sub-committee is discussed and agreed at 4.1. There has been a lot of work done previously to ensure that we were ready for GDPR. All staff have now had training and the next step is providing this for volunteers. A retention schedule is being prepared and this will be tested when complete. The next issue to be covered will be archiving.		
	d. Quality & Compliance Sub Committee (Carol) We are working towards the Time to Change Pledge which will be signed on World Mental Health Day on 10 th October if our submission is accepted. Further update at next Board meeting.	Carol	✓
4	Chief Executive's Report Carol explained that she had re-structured the overall report to Board. The initial starting point looked at the Charity Commission Governance Code and each of the headings in the new format is one of the 7 pillars of governance. The Board Reporting Cycle 2018-19 (Appendix 1) covers everything that Board needs to discuss and when it will be scheduled. The cycle contains areas we have always covered and areas from the good governance code. As subcommittees develop their cycles this will expand and it will be very clear when items are required to be discussed at relevant sub-committees and then the Board.		
	The report provides a reminder of PCP's mission and purpose and long term outcomes. The purpose is the organisation's original one, the new purpose will not be formalised until we become a CIO. Carol also explained that the Board report is a culmination of reports from Senior Management team and aims to provide an overview of key developments, opportunities or challenges and is purposefully structured		

around governance issues, rather than operational management.

Trustees have had the opportunity to read the report in advance, Carol advised that she would not go into all sections in detail, but would take comments and questions. Trustees agreed that this was a better approach.

1.0 Organisational Purpose

1.1 Charitable Purpose – New projects

PCP is undertaking more work around cancer with the Cancer Awareness Service and Joining the Dots (JTD). It should be noted that although JTD was not approved until June, Commissioners have back-dated the contract to 1st April.

1.2 **Measuring Impact**

1.2.1 Projects

All areas and services of PCP have impact plans and all are on track, with the exception of BBO contracts. Both are ESF funded and we rely on the lead partners to refer clients in to the projects. Numbers are very low and there is little that we can do to improve this.

Lynn asked where referrals came from. Carol explained that they must come from the host organisations which are Groundwork North East in County Durham and the Northern Inclusion Consortium for Tees Valley, Carol outlined that both lead partners have tried various methods to engage eligible clients. It was confirmed that there are no penalties or issues with the contract for PCP and no impact on reputation or funding.

Bee asked what staff on the project do if there are few clients. Carol explained that they are providing more in depth support for the individuals and less group interventions. Staff are still motivated and the paperwork/evidence requirements are time consuming. The project runs to July 2019 but all indications from the Big Lottery and ESF are that there may be an opportunity to extend for one year.

1.2.2 Services

A question was raised in relation to the number of trained walk leaders. Barry provided a brief update from his perspective as a Cycle Marshall and Carol advised that Cycling and Walking are on Gail Anderson's action plan to review from an operational perspective.

1.3 External Environment

1.3.1 Income sources

The funding report (appendix 2) will continue to be available every quarter. The report is mainly for tendered opportunities and a separate report will be issued, from quarter 2, for donations received – **Action Carol.**

Carol

✓

1.3.2 Partnerships/Joint Working/Competition

Carol outlined the most pertinent items from the report and informed the Board that PCP has received notification to terminate the Primary Care Counselling Service from 31.3.19. All providers of Counselling and IAPT services across 5 CCG areas have been issued notice. PCP has 2 employees and 17 3rd Party Providers working in Counselling. Potential partnership opportunities are being explored.

Carol/ Nigel

DCC Engagement Team – discussions have recommenced following initial discussions early in 2017 on the team moving to PCP at this time in 2017. If this does go ahead it will be January or April 2019 before agreement is reached.

Carol

County Durham Brokerage Service— Carol B asked what this service entails. Carol explained that it is to support people from hospital to residential care. The local authority are very keen for PCP to tender for this but we are unsure whether it fits closely with what PCP does and SMT are currently discussing whether to go ahead. Lynn asked how it would be delivered. Carol said that the specification is fairly clear on how it will be delivered. There will essentially be a home care co-ordinator who will be the central contact between hospital and residential/nursing homes.

Carol

Western Area – Lynn asked how PCP got involved with progressing regeneration proposals. Carol explained that PCP had submitted a proposal in February but did not start delivering as we did not wish to progress until the outcome of the consultation had been reached. The outcome is now known and we will meet with livin to discuss whether we progress this.

1.3.3 Stakeholders & Community

Carol asked Trustees to consider the section in the report that discusses external evaluation. PCP is seeking funding from Public Health England or the National Institute of Health Research Design Service for a whole-scale organisational research evaluation.

Organisational Purpose Recommendations

a. Dashboard was previously used for monitoring but did not provide what was needed. To provide the same process for all areas of the organisation it is recommended that impact plans and quarterly reports be used for all. These will be developed for Funding & Development; Quality, HR & Health & Safety; Finance; Publicity & Events. Barry asked whether KPI's are included in the impact plans and Carol confirmed that the Impact plans are a KPI focused report.

Board agreed to the recommendation to develop impact

plans and quarterly reports as noted above. b. **Board agreed** to the suggestion of a whole-scale research programme. There were no further questions on section 1.0 2.0 Leadership 2.1 Strategic and Business Planning 2.2.1 Chief Executive Update & Appraisal Barry advised that the Board had discussed the report in its pre-meeting in relation to the financial situation. Board fully accepts the report and has agreed that the Chief Executive increment was approved, back dated to 1st April, as per the Carol/ Board's previous instruction. **Action** Carol/Barry **Barry** 2.2.2 **PCP Organisational Values** An outline of the process to develop organisational values was provided and Carol suggested that these should be reviewed and refined by the Board. The Board was unanimous that this was a positive approach. 2.2.3 **Board Survey Results** (Appendix 3) There was some delay in all surveys being completed due to technical difficulties and therefore the survey was completed over a longer time than envisaged and was not a snapshot. It should be noted that the 'unsure' or 'disagree' answers were not necessarily from one individual. The overall conclusion was that any suggestions for improvement had, or were in the process of being addressed. **Leadership Recommendations** a. Trustees to write a 'best day at PCP' story. Deadline Wednesday 5th September 2018. Agreed b. Board survey to be refined in line with emerging values in readiness for the 2018-19 issue in Q4. Agreed There were no further questions on section 2.0 3.0 Integrity 3.1 **Register of Interests and Potential Conflicts** (Register of Interests Appendix 4) Additions/changes to the register were notified:-• Lynn Mohan – Member of Neville Residents Association Barry Knevitt – Walking & Cycling Marshall Bee Davidson – Member of Bishop Auckland & Shildon **AAP** Kath **Action**: Amend register Any further additions/amendments to be notified to Kath. **Trustees Action**: Trustees 3.2 Safequarding No issues to report. We are looking at the Prevent agenda and Claire Todd is preparing a policy and procedure around

this. This is required from a tendering perspective. Action Claire.	Claire	√
3.3 Core Values See 2.2.2. Initial feedback to be discussed at Board meeting November 2018.	Carol	✓
3.4 Legislation Update There are no H&S or HR legislation updates requiring Board consideration.		
Integrity Recommendations a. In order to ensure the Register of Interests is up to date, it is the responsibility of Trustees to inform Kath Ferry of any interests to declare or if their circumstances change. Agreed	Trustees	
b. The Register of Interests will be reviewed at least twice a year by the Board. Agreed There were no further questions on section 3.0	Carol	✓
 4.0 Decision Making, Risk and Control 4.1 Sub Committee Structure, Terms of Reference and Feedback (Appendix 5 a and 5b) The proposed new structure was discussed at the premeeting of Board and Chief Executive. Carol asked the Board to agree the new structure. This was agreed. Trustee representation agreed as follows:- Business Development – Brian, Barry, Bee, Heather Finance & Investment – Heather, Barry, Bee Compliance – Lynn, Carol B, David, Marta Trustees were asked to inform Kath if they were interested in joining one of the task groups. Action: 		
Terms of Reference – Sub Committee Chairs will be asked to review the Terms of Reference during Q2 and Q3. Feedback – There had been discussion at the pre-meeting on ELT attendance at Board meetings and there had been a		
suggestion to have a rota for one to attend each meeting and Carol to look at each meeting agenda to ensure that attendance would be meaningful. Action : Carol to look at this with ELT.	Carol	
Carol explained that during Q3 and Q4 joint meetings with SMT and the Board will be held around business planning which provides an opportunity to continue to work together whilst the structure and attendance is considered.		
4.2 Key Policy Review The report lists key policies that Board needs to review from a governance perspective. There are also other policies which will come on an ad hoc basis. Carol asked for comments and		

suggested changes on the policies due for consideration at today's meeting:-

4.2.1 Clinical Governance Policy (Appendix 6)

- Lynn said that the Scope and Aim did not state that they
 were in line with NICE guidance, although this is
 mentioned elsewhere. She queried whether this should be
 included in the Scope and Aim. 'Where relevant in line
 with current guidance' would be added.
- Barry asked that 'therapists, physiotherapists, cleaners' be removed from the first sentence of Scope as these were third party providers, not staff.
- Barry was aware that all policies cannot fit the template but felt that the sections referencing other policies and legislation should be included.
- Speaking Out Policy (page 4) should be referred to as Whistleblowing Policy. Paragraph to be moved to follow the Breach of Policy section. 'Clear duty' to be changed to 'Legal responsibility'
- Information and knowledge management to read 'have the knowledge and skills to be competent'.
- Processes for Quality Improvement remove 'including our policy and planning'.
- References to Clinical Governance Board to be changed to Quality & Compliance as agreed under Sub Committees.

The Clinical Governance Policy was **approved**, subject to the changes agreed above.

4.2.2 **Complaints Policy** (Compliments, Comments & Complaints) (Appendix 7 The policy was **approved**.

4.2.3 **Confidentiality Policy** (Appendix 8) The policy was **approved**.

4.2.4 **Quality Policy** (Appendix 9)

Amend Monitoring and Review - the policy is reviewed annually, not every 3 years.

The Quality Policy has focused on areas where we are externally accredited. Barry suggested that the second paragraph in Aim be extended to show that quality is applied to all aspects of PCP's business and customer service and not exclusively to attain external accreditation.

4.2.5 **Managing Wellbeing (Stress) Policy** (Appendix 10) The policy was **approved**.

Action: Amendments to be made as agreed, together with typographical changes suggested. All the above policies to be issued to the staff team and copied to the Trustee drop box.

Kath

✓

Lindsay Sheridan joined the meeting for item 4.3 (12.20) 4.3 Finance & Forecasting

Lindsay attended the meeting for Joanne Davies, PCP Finance Manager, who was on annual leave.

Finance reports are taken to SMT on a monthly basis and then to Finance & Investment Sub Committee. These reports contain more detail than that provided to Board as some of the operational detail is removed. This does not change the bottom line figures. The report should be read in conjunction with the spreadsheet. The spreadsheet is now broken down into PCP areas and shows the first quarter and forecast position across the year:-

- Chief Executive
- Business Excellence
- Customer Experience
- Project Development

Lindsay went through the report and invited questions /comments.

2.0 Q1 Financial Position (1 April to 30 June 2018)

i. Chief Executive

It was noted that the overspend of £1,894 was a coding error rather than an actual overspend.

Heather said that she had explained to Joanne Davies and Lindsay that future identified coding errors should be corrected before they were shown in the report. It should be noted that by its very nature, the Q1 forecast cannot be accurate and that accuracy will increase as we go through the year.

ii. **Business Excellence** (Claire Todd)

The forecast surplus for the year of £40,347 is a significant sum. It has been recognised that the budget for salaries was over-stated for the year and this will be corrected. The new forecast will be a positive projected position of £28k.

iii. **Customer Experience** (Lynsey Todd)

Carol explained that depreciation of £25,830 was omitted from the budget in error and this will not occur next year. It is not suggested that we do anything to change this at the moment as we are expecting more income which should cover this. The other charge within the deficit is for late submission of VAT. This has not happened previously and will not occur again.

Lynn asked if the late submission was due to any particular problems. Lindsay explained that it was due at the start of the financial year and the oversight was because of changes in the staffing structure and new members of staff being in place. Carol explained that VAT rounding happens each year

as it cannot be done in the actual financial year and must wait for an end of year calculation.

Heather explained that because depreciation had been missed from the original budget calculation, Customer Experience would start with a deficit and she did not want Lynsey to be demotivated in any way in terms of being able to manage this deficit. Carol advised that both she and Lynsey were confident that services should bring in more than budgeted but that they were keeping a close eye on this. Carol also confirmed that Lynsey is not demotivated by the budget situation.

Regarding depreciation, it is correct that this sits in Centre however Carol felt that the rate of depreciation needs reviewing. Joanne Davies has been asked to pull together guidance around depreciation and will also run a workshop on this for SMT. Her review will look at whether the building should be depreciated at a different level and will interrogate the original figures.

iv. **Project Development**

There are no issues within Project Development budgets to report.

- 3.0 Overall Summary as at end of Quarter 1 Please refer to report. No issues or queries raised.
- 4.0 Reserves Position at 30 June 2018
 Operating costs have recently been recalculated on actual Core and operating costs. Some restricted funds are now being utilised. No questions raised by the Board.
- 5.0 Bank and Cash Balances

Signatories for the bank account and investment account are in the process of being changed:-

- Melanie Fordham removed (previous Chair)
- Brian Wilson removed (previous Treasurer)
- Barry Knevitt added (new Chair)
- Heather Brewster added (new Treasurer)
- Carol Gaskarth remains
- Lindsay Sheridan remains
- Claire Todd remains

The above were all **approved**.

Item 6.0 not in report

7.0 Creditors and Debtors

Creditor and debtor days are now calculated using actuals, not averages as this reflects proper accounting practice. Comparisons cannot be made with previous years because of the new way of calculating.

Joanne

8.0 Liquidity

No issues to report.

9.0 Audit 2017/18

There were no significant issues in the accounts. We are still waiting for clarity from Clive Owen to an outstanding query around free reserves figure of £1,318,663 used in the audit report.

Lynn asked if the Fixed Assets Register would be reviewed (section 3 of Audit Findings Report). It was confirmed that Joanne is reviewing this.

Lindsay was thanked for attending and left the meeting at 12.50.

4.4 Investment Performance

No issues for discussion.

4.5 Risk Register

To be presented at November Board meeting.

4.6 Health & Safety

Board agreed that the Health & Safety opportunity be advertised. Carol asked for Trustee nominations to support the tendering process to appoint a Health & Safety consultant. Bee and Lynn agreed to support the process. Claire Todd will lead on this and ensure the tender is advertised appropriately.

Decision Making Risk and Control Recommendations

- a. Board approved the new Sub Committee Structure and trustee membership was allocated (see 4.1)
- b. Board agreed that all Sub Committee terms of reference should be reviewed (see 4.1)
- c. Policies were reviewed and approved (with agreed changes see 4.2)
- d. Board agreed Health & Safety opportunity would be advertised and trustees were nominated to support the process (see 4.6)

There were no further questions on section 4.0.

5.0 Board Effectiveness

5.1 Charity Automatic Disqualification Rules – legislation change (Appendix 13 and 14)

All trustees and those in senior manager positions (Chief Executives, finance directors and those in equivalent roles) are now required to complete an Automatic Disqualification Declaration form. A PCP declaration form has been produced from a template supplied by the Charity Commission. Barry suggested some changes to the

Claire

declaration section of the form, these were accepted to amend and the form to be distributed ELT.		Carol/ Kath	✓
Barry asked if PCP would have any say if the Commission agreed a waiver. Carol advised someone is deemed by the Commission to be would be allowed to become a Trustee, howe still be able to go through our recruitment procappoint as appropriate, or not as the case many	we would not. If e eligible they wer we would cesses and		
5.2 Board Training/CPD Knowledge No issues to discuss. Carol asked for Trustee consider their own CPD and let Kath know if tanything that is of interest.		rustees	
5.3 Trustee Succession Planning and Rec Carol felt that the Board is quite strong in term acumen and skills and we perhaps needs to for recruiting people with an understanding of social health agenda or are from a learning backgroung agreed that the gaps were in relation to project knowledge and that the recruitment process seen	ns of business ocus more on cial care or the und. Board ct and service		
Heather said that she was aware that under 1 appointed as Trustees but asked if attending would be allowed. She thought that one of th Council may be interested in coming along to observe and this would give us a younger per perspective. It was agreed that Carol would gethought.	as an observer e Aycliffe Youth meetings to son's	Carol	Action Log
5.4 Chair Review Carol provided some context explaining that 3 evaluation could be an effective way to under Chairperson review; this was previously being Melanie. From a best practice perspective it this should be implemented, but it was acknown Barry is a new Chair so this will take place at Action: Carol to implement.	take a considered by vas agreed that vledged that	Carol	Action Log
As the new Chair, Barry asked for feedback for his performance. No specific or immediate feed received but trustees were encouraged to cortor Carol to provide if they would like to.	edback was Tr	ustees	
5.5 Member policies and engagement Nothing to discuss.			
Board Effectiveness Recommendations Board agreed to implement Automatic Disc declarations for senior staff and Trustees.	qualification		

- Trustees would consider learning and skills development requirements for the coming year.
- Board approved recruitment of Trustees based on the skills gaps identified.

There were no further questions on section 5.0

6.0 Diversity

Refer to report. Nothing to discuss and no questions on section 6.0.

7.0 Openness and Accountability

7.1 **Volunteers**

Nothing to discuss.

7.2 Consultation and User Feedback

Carol asked for Trustees preferences on the staff team ideas for PCP's 20th Anniversary fundraising activities and events:-Barry – sponsored cycle
Lynn – It's a Knockout

The plan is to have a series of activities – Carol would like to do 20 to link with the 20 years and there would be a variety for all age groups and abilities.

Trustees to advise Kath if they had any other ideas for activities or events. Lynn suggested an afternoon tea.

7.3 **Comments and Complaints** (Appendix 15)

Carol advised that there had been a recording error in previous Dashboard entries which said 75% of comments were positive. It has been found that where there were multiple comment cards received for one area, these were added to the database as 8, but recorded by the database as 1.

Barry asked if there was any learning from the negative comments received. Carol said there was not and nothing from a governance perspective, the comments were very operational and referred to areas such as coffee shop or centre cleanliness.

7.4 **Annual Report**

Nothing to discuss.

7.5 **Annual General Meeting**

Agreed would be held July 2019, midweek. **Action**: Kath to set date and advise.

Note following meeting: AGM and pre-AGM Board meeting arranged for Wednesday 17th July 2019

Openness and Accountability Recommendations

Agreed ideas for 20th Anniversary celebrations will be

Trustees

Kath

	 finalised by mid-September to enable planning for delivery. Board agreed to consider expanding the number of PCP Patrons or influential supporters following the completion of the recruitment process. Agreed AGM would be mid-week July 2019. There were no further questions on section 7.0 		
5	Feedback on Board Report Feedback on the report format to be sent to Carol. Action: Bee felt that the report worked really well but it does not need Carol to go through it in as much detail. It is Trustees responsibility to read the report prior to the meeting and raise any issues they have. Carol thanked Bee for her feedback and agreed. Barry asked if Carol would prefer to receive issues in advance of the meeting. Carol was happy to have issues either before or during the meeting, whichever worked best for trustees. If queries cannot be answered during the meeting they would be followed up afterwards.	Trustees	
6	Business Planning Schedule It was agreed to defer this item to the November Board meeting.		
7	Any Other Business a. NatWest Consolidated Cash Service Finance & Investment Sub Committee had agreed to progress weekly cash collections from PCP using Loomis UK. Following explanation of the rationale for this, Board approved that this should be progressed.	Carol	✓

Future Meeting Dates			
Dates:	26.11.18 25.2.19 (Finance/Budget only) 25.3.19	All standard Board meetings commence at 9.30 a.m .	