

CEO copy signed by Chair:



Confidential Minutes

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| Meeting Title: Board Meeting | Date: 27.11.17 |
| Attending: Heather Brewster, Carol Briggs, Bee Davidson, Marta Evans, Melanie Fordham (Chair), Carol Gaskarth, Barry Knevitt (Vice Chair), Brian Wilson Kath Ferry (Notes) | |
| Apologies: Paul Davison, Angela Dinsdale | |

| Agenda No. | Notes/Actions | Lead | ✓Completed/Completion Date |
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| | Chair & Board pre-meeting discussion Trustees reviewed the Chief Executive's remuneration and, following a benchmarking exercise, agreed to increase the current scale to a maximum of £55k per annum (to be capped) and reached through 3 incremental steps which are performance related. Action: Melanie to write to Carol to confirm. | Melanie | |
| | Chief Executive & Board | | |
| | Vlog – Cycling and volunteering | | |
| 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 21.8.17 The minutes were reviewed for accuracy and the following amendments noted: Typographical errors P5 – Amend Worklife Balance to Work Life Balance The minutes of the previous meeting were accepted as a true record with the above amendment and were signed by the Chair. Key matters arising a. Drop Box – Barry asked if the drop box was available for trustees. Carol advised that this has been set up and populated. Some work is being done on the PCP website and the ideal would be for trustees to log in to information | | |

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| | <p>complete with the exception of consultation, communication and fundraising plan to be developed. Carol confirmed this was correct. All other actions had been completed by Carol and the pool task group. Carol advised that she had visited the Alan Shearer Centre, with Paul Stafford, Neil Collier, Barry and Carol B. The centre had a very different feel to the PCP pool and was very sensory developed. If any trustees would also like to visit the centre, please advise Carol and she will arrange. Action:</p> <p>It was noted that minutes of the extra meeting of 30th October were approved at the meeting of 9th November and have been circulated to trustees. Minutes of the 9th November meeting will be circulated shortly. Action:</p> <p>The meeting of 9th November considered T21. Carol advised that she had attended a T21 session and explained to parents that, as a result of a unanimous discussion, Trustees had agreed to fund the project until March 2019. The parents were delighted with this commitment from PCP and talked about how the group was a lifeline for both parents and children. Carol explained to the parents that they were challenged with raising £18k in the next financial year to support the project and they were very happy to do this and would pull together an action plan. The £18k does include session fees.</p> <p>The local Northern Echo reporter came to the Centre and wrote a very good article on T21 which was in the newspaper on 25th November. The Echo reported that PCP have invested £65k – this is the £53k agreed by the Board and room hire contribution and is over an 18 month period. One of the T21 parents had organised a charity banquet which raised around £3k. Carol attended, together with a representative from Palram Industries, a global UPVC manufacturer, who have chosen PCP and T21 as their charity of the year. They will organise various events (Tough Mudder, 3 Peaks etc.) and will set up an action plan for fundraising.</p> <p>We are also in discussion with Great Aycliffe Town Council as their Youth Council want to set up a Colour Run in Newton Aycliffe. We will work with the council and N.E. Autism Society to set this up.</p> | <p>Carol</p> <p>Carol</p> | <p>✓</p> <p>✓</p> |
| 3 | <p>Chief Executive's Report</p> <p>Carol explained that one of the issues raised from Trustee review sessions is that Board meetings can dwell too long on the CEO report. Given that Board papers are sent out in advance of meetings, allowing Trustees time to read and prepare comments, 'for information' items within the report will not be discussed in detail. Items will be marked for discussion and approval where this is required. However, an item being marked for information rather than discussion and</p> |  N.E. Article on T21.docx | |

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| <p>approval does not preclude discussion if trustees require this.</p> <p>Any comments on 'for information' items not discussed within the meeting should be sent to Kath who will collate and bring to the meeting.</p> <p>The following items from the report were discussed:</p> <p>1. Governance</p> <p>a. Risk Register – Carol provided a table of the top 4 PCP risks within her CEO report. Risks 1 – 4 have no change to level of risk but some comments have been included. For Risk 4, there is quite a lot of work to be done around financial modelling and at what point the organisation would be unable to secure income. Given that there are significant gaps in some of the information received, the risk likelihood has been increased from 3 to 5, raising this risk to number 4. Melanie asked if reporting is the problem, or does this refer to difficulty in getting tenders. Carol said that reporting is a problem and this means we do not know whether we are securing income through contracts. Core/centre income from contracts is reported with tenants at the moment, however tenants are very stable and the issue is with contracts. Current reporting does not allow us to look properly at this.</p> <p>Barry asked if Trustees are included on the risk register. Carol advised they are, but lower down in risk level. Given Trustee numbers, she did not think we are at a risk situation but asked for trustees' thoughts on this. Carol B felt that it may be a risk, given that we have lost 2 trustees and may lose others due to age and illness. Bee felt that the risk register is a snapshot and there is not necessarily a risk if there is a process in place to manage the situation. Melanie felt that there may be a future risk if we reach a point where we advertise for trustees and do not get a good response. She queried whether there was a mechanism in place to allow trustees to vote on issues if they are not present at meetings due to illnesses/other absence. Carol confirmed that there is a provision for this in the governing documents and if we are clear in the CEO report where decisions are needed, those trustees who cannot attend will be able to indicate how they wish to vote.</p> <p>b. Dashboard – SMT have considered whether Dashboard should continue as they do not feel it is particularly useful in terms of Finance and HR. It provides a snapshot but does need comparison with previous figures to make it more appropriate and useful.</p> <p>A revised Finance Dashboard report was tabled as the sheet sent with Board papers did not show all narrative. Carol</p> | <p>All/ Kath</p> | <p>None received</p> |
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apologised that the revised sheet had also not fully expanded to show all narrative.

Carol's report highlighted areas to note and the following was discussed:-

1.2 Achieve increases in income from direct services Therapies - £3,600 in Q1 and £8,000 in Q2. This is a marked increase however nothing significant has changed and Carol has asked that the figures for Q1 be reviewed.

Pool – Income significantly down by £6,663 and was not expected. There have been some closures of pool but this should not have been this significant.

Income levels may have been over-inflated and too aspirational - this again needs some detailed analysis.

Room Hire – This is down but not too far from last year.

Coffee Shop – Down on budget but actually £4,000 better than last year for the same period in terms of income.

Heather felt that if the majority of reviews are to be done in Q4, the way the Dashboard spreadsheet is set up does not work. Carol agreed.

2. Finance

a. **Cash Flow – Quarter 1 & 2** – Carol said that she now has a document which compares cash flow for Q1 and Q2 for 2016 and 2017. Carol has asked Andria to do a cash flow analysis which Finance & Investment Sub Committee will look at.

Finance & Investment Sub Committee are looking at financial control procedures and having a finance strategy so some of this will feed into how reports happen in the future. At the moment we do not have, and have never had, a stated minimum of what we hold in the Unity Trust (everyday current) account. This is the account that has fluctuations and variation and did dip in August. £100k was transferred from reserves into the Unity Trust account to cover some of these cash flow issues. This is directly linked with the 78 debtor days.

Heather said that if we had a cash flow plan we would have been aware of this in advance and would know exactly what had happened. Carol agreed.

Melanie, Heather and Carol, as members of the Finance and Investment Sub Committee meeting have requested improvements in financial reporting to ensure that the information is accurate and consistent.

c. **Creditors & Debtors** – Finance & Investment Sub Committee will discuss what the targets should be. Barry felt

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| | <p>& Investment Sub Committee will also look at what is included in this as we need to demonstrate what our management overheads are.</p> <p>Heather suggested that the CEO report should have items f: Management Account Summary, and g: Forecast Position as 'for discussion and questions', not 'discussion and approval'. This was agreed. Action: amend for future reports</p> <p>h. Investment Update – It was noted that the investment valuation at 15th November 17 is £262,774, because it was printed directly from the online system. Finance & Investment Sub Committee has asked what the process will be for paying Rathbones fees when the cash held sum is fully invested. Further details to follow.</p> <p>3. Quality</p> <p>b. ISO 14001 – Carol advised that both non-conformances (NC) had now been closed. Marta asked for an explanation of the major NC regarding the lift as the narrative did not make sense. Carol apologised and explained that although the lift was regularly serviced PCP was not aware that there was a requirement for an independent assessment. This has now been done and our transition into the new standard has been confirmed. .</p> <p>e. Disability Confident – Carol explained that when completing the on line assessment application to maintain this standard, we had provided more information than was required and had almost completed the assessment for the next step which is Disability Confident Leader. The extra requirement for this level is that we provide evidence that employees feel we are disability confident. Dan Fletcher and Christine Kay will complete this section of the assessment for PCP</p> <p>There were no further issues to discuss under CEO report.</p> | Carol | ✓ |
| Break | | | |
| 4 | <p>Trustee Responsibilities Presentation</p> <p>PCP has been carrying a trustee vacancy for a number of years and can have up to 12 trustees on the Board. Carol felt that if the organisation is beginning to consider recruiting, it would be useful to have a reminder of the role and responsibilities of trustees and had therefore prepared a presentation (presentation tabled and also attached for information). Carol went through the presentation.</p> <p>Melanie felt that all were eager to move to recruitment as quickly as possible but needed to consider whether this should be recruitment of 2 to replace Michael and Syd or 3 to bring us up to the maximum.</p> |  Trustee Responsibilities & R | |

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| | <ul style="list-style-type: none"> • Carol B felt it would be prudent to recruit the maximum number. Trustees agreed. • Heather felt that where PCP must comply with external bodies i.e. Companies House and Charity Commission, we should have people with skills to aid this compliance. This was agreed, however it was felt that co-opted members, such as those who attend Clinical Governance Board, would be able to fill skills gaps and would not necessarily need to be trustees. • Carol B suggested Board should have a service user with knowledge of disability and access issues who could represent this group of people. Melanie said Trustees bring their own skills and experience and are individually accountable. They are not “representative” in the sense that they carry a mandate from another organisation. • Carol felt that we need to be able to demonstrate the diversity of the community in which we work, rather than representing particular communities – a diverse board representing a diverse community. As an organisation we need to look at the areas in which we work and ensure we work with a cross section of the community where possible. PCP’s board should help the organisation move forward using their expertise and experience. • The following areas were suggested where skills may be needed: Marketing & HR Health & Safety Disability Access Information Governance Service Users Social Care Education Carers Mental Health Environmental awareness <p>It was agreed that</p> <ul style="list-style-type: none"> • Carol would draft a trustee person specification and circulate as soon as possible for all to comment • the person specification would not include having experience of working at board level as this would be too prescriptive <p>No further issues were discussed under this item.</p> | Carol | ✓ |
| 5 | <p>Trustee Review</p> <ol style="list-style-type: none"> Skills Matrix – previously discussed, identified that we benefit from a Trustee Board with a broad range of skills and wide experience. Feedback from Trustee Reviews – previously discussed Trustee Code of Conduct Trustee Role Description <p style="margin-left: 150px;">} Action: trustees to review and feedback comment to Carol by Monday 4.12.17</p> <ol style="list-style-type: none"> Trustee Handbook Contents page – See Key Matters | All | |

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| | <p>Arising item c: Dashboard</p> <p>f. Sub Committee structure</p> <p>No further issues were discussed under this item.</p> | | |
| 6 | <p>Policies Update</p> <p>a. Health and Safety Policy Statement – Carol has already received feedback on the statement and some amendment is required. Action: Amend and circulate. Melanie to sign when approved and to be displayed in all sites used by PCP.</p> <p>No questions were raised under this item.</p> | Carol | |
| 7 | <p>Minutes of PCP Sub Committees</p> <p>a. Health & Safety 28.6.17 and 6.9.17</p> <p>b. Quality 10.5.17 and 9.8.17</p> <p>c. Information Governance 12.7.17</p> <p>d. Clinical Governance 24.5.17</p> <p>e. Business Development 22.3.17 and 16.8.17</p> <p>f. Finance & Investment 16.8.17</p> <p>Barry gave a brief overview of the areas currently being looked at by the Information Governance Sub Committee.</p> <p>Melanie reminded the Board that Sub Group members will be encouraged to give a verbal update on the progress of each sub group at the Board Meeting.</p> <p>There were no questions raised under this item.</p> | | |
| 8 | <p>Any Other Business</p> <p>a. Carol B thanked everyone for the flowers sent from the board and staff which were much appreciated.</p> <p>b. Christmas early closing – PCP has in the past agreed that staff can finish around lunchtime on the last Friday before Christmas closedown. There was some discussion on this as Christmas Eve was not until Sunday this year, and PCP will in any case be closed on Saturday 23rd. As a compromise and a good will gesture to staff, it was agreed to allow a close down at 2 p.m. on Friday 22nd December.</p> <p>c. Hydropool architect – Barry queried whether Carol had been in touch with the original PCC architect and whether she would be involved in the design of the new pool. Carol confirmed that she had been approached but will not be involved.</p> <p>d. Trustee Christmas lunch – It was agreed that Carol would look at a date and venue for w/c 18th December for a trustee Christmas lunch</p> | | |

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| | <p>e. PCP Carol service – This will be held on Friday 15th December starting with the Nursery Carol service in the Mall at 11:00 am, followed by Options Carols and then the Volunteer Celebration.</p> <p>f. Syd Howarth – Carol had spoken with Syd who has now stepped down from his duties at Newton Press. She gave trustees an update on Syd's welfare and said that she would invite him to the trustee lunch.</p> | | |
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Next Board Meeting – 2018-19 Dates

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| Dates: | As per schedule supplied: 26.2.18 (Finance only) 26.3.18 21.5.18 20.8.18 26.11.18 25.2.19 (Finance only) 25.3.19 AGM and pre AGM Board meeting date – 16.7.18 | Time | All Board meetings commence at 10:00 a.m. (Chair & Board) 10.15 – 10.45 (Chief Executive & Board) 10.45 (Full Meeting) |
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