Minutes approved at the meeting of: 27.11.17

CEO copy signed by Chair: .....

Confidential Minutes

Meeting Title:	Board Meeting	**Date:** 21.8.17	
Attending:	Heather Brewster, Carol Briggs, Bee Davidson, Angela Dinsdale, Marta Evans, Melanie Fordham (Chair), Carol Gaskarth, Barry Knevitt (Vice Chair), Andria Murphy (Finance element of item 3), Brian Wilson Kath Ferry (Notes)		
Apologies:	Syd Howarth, Paul Davison		

Agenda No.	Notes/Actions	Lead	✓Completed/ Completion Date
	Chair & Board pre-meeting discussion Sent separately		
	Chief Executive & Board Trustees noted the increased activity, particularly events at the Pioneering Care Centre and asked for their thanks to be passed on. Carol explained the process to be followed for the review of the organisational structure and answered queries. Trustees would like the State of the Sector Report to be available in Drop Box. Carol confirmed that drop box will be available to trial from next week.	**CG** **CG**	✓ ✓
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 22.5.17** The minutes were reviewed for accuracy and the following amendments noted: **Typographical errors**: P.1 Amend it was note to it was **noted**. P.8 Amend Commissioners requirement to **Commissioners'** requirement P.9 Amend some difficult with the IIP assessor to **some difficulty** P.10 Amend 3approved providers to **3 approved** providers P.12 Amend he was improve to **he was improved**		

	The minutes of the previous meeting were accepted as a true record with the above amendments and were signed by the Chair. **Key matters arising** a. **2017-2018 Budget Report - Centre Income** – Carol advised that any replacement income from the proposed IT learning centre would offset the lost ECCDS tenancy, rather than Room Hire. An application for £8k has been submitted to GAMP for equipment for an IT room but they have been very heavily over-subscribed and we are still waiting for notification of whether we have been successful. Melanie asked if there was an alternative source of funding if the GAMP bid was not successful. Carol advised that applications will be made to other funds as we would not want to put any resource into this ourselves at the moment. b. **Funding & Development Report – Face to Face Counselling** – Carol apologised that she had not yet forwarded the names of the 2 other providers to all trustees. **Note following meeting:** providers are 1. Hartlepool and East Durham MIND 2. Alliance Psychological Services Ltd. 3. PCP		
3	**Chief Executive's Report** Items within the report are marked for information or for discussion and approval. An item being marked for information rather than discussion and approval does not preclude discussion if trustees require this. Barry queried the use of the term Business Board within Purpose of the Report (a) – Carol advised that this was an error and would be removed from future reports. The following items from the report were discussed: **1. Governance** a. **Risk Register** – The 2017/18 register has been reviewed and areas identified where amendment was required and there is work to progress:- • Risk 1 – Organisation structure review – on going. • Risk 2 – External funding to support H&S review – This bid was not successful but the review is on-going and we will look at ISO 18001 self-assessment to progress this. • Risk 3 – Information Governance Sub Group – Established and progressing. Melanie queried the definition of SIP Trunks and was advised that this stands for Session Initiation Protocol. This is a telephone system run on internet connectivity rather than physical ISDN (Integrated	**CG**	✓

	Services Digital Network) lines. Claire Todd is working with PCP's internet provider and will produce a report on SIP. • Risk 4 – Operational Issues - This has been reduced as the employment tribunal is now completed with the best possible outcome for PCP, and the policy review is almost complete. • Risk 16 – Governance & Management – Increased slightly around trustees lacking relevant skills and is a reflection that the Board is down to 10 people. • Risk 17 – Increased due to Finance department capacity difficulties. We have now gone out to advert for a temporary finance clerk to hopefully alleviate some of the difficulties. • Risk 21 – A negligible increase due to the reduced number of trustees. b. **Trustee Reviews** – Reviews are an opportunity for Trustees to say what they think is missing and how they might want to get more involved with the organisation generally. **Action**: Kath to schedule. c. **Register of Interests** – Carol has made some changes to the register and asked trustees to check their entry and either provide these within the meeting or by e mail. A full and final version will come to the next Board meeting. **Action**: d. **Trustee Skills Matrix** – Carol stressed the importance of only indicating areas where skills are really relevant and pertinent. For example, if a Trustee has a particular skill but has not used or updated this for a long time, they should indicate that they have a background in that area, rather than an expertise. The matrix will be used to plot trustees' key skills and potentially where these can be used within the organisation. Trustees will need to feel confident that if asked to do something they have indicated as a skill, they will be able to do so**. Action:** Complete Matrix **Action:** Bring overview matrix to next Board Melanie asked what the cut off time should be relating to trustee skills – it was agreed that this would be up to individuals to make a judgement. e. **Trustee Recruitment** – Carol and Melanie have discussed when it would be appropriate to look at trustee recruitment and felt November would be appropriate, having gained information on trustee skills. This would also allow a courteous gap since Michael Dalton passed away. Melanie asked how the trustee recruitment strategy mentioned in the risk register would be taken forward. **Action**: Carol to draft and bring with the trustee handbook to the November meeting.	**KF** **All** **All** **CG** **CG**	✓

	f. **Scheme of Delegated Responsibility** – This has been discussed in trustee governance review sessions and brought to this meeting for sign off. The main changes agreed within the sessions were around authorisation of finance on single item purchases and projects over £1m. Carol asked if the Trustees were happy to approve the document. Scheme of Delegated Responsibility was **approved** with the following amendments: **Action**: amend document • Policies – Speaking Out now changed to Whistleblowing and Reserves Policy should say Policy and Procedure • 'His' to be changed to 'their' in 'delegate at his sole discretion' – Page 5. g. **Dashboard** – Carol went briefly through Dashboard and asked for any comment/discussion:- **Finance** **1.5** – Barry asked that the target be inserted. **Action**: insert target Melanie asked if annuals are assumed as information is only available for one quarter. Carol confirmed that they were assumed from the budget. On scrutiny of the figures, Carol felt that these were not correct. **Action**: to be checked and amended and Finance page re-sent to Trustees. **Governance** Many of these objectives are annual and centre on Board activity. 2.1 - 2 Finance & Investment meetings have now been held 2.3 – Role descriptors are available for trustee, chair, vice chair and treasurer and will be refreshed along with the trustee strategy 2.4 – This measure is for the trustee handbook to be distributed annually. Melanie asked if this can be done. Carol advised that this is being updated and will be distributed when completed. Carol needs to finally review. **Action**: Barry to pass on his suggestions prior to November Board. **Performance** 3.1 – Capacity is down mainly due to Therapies and closure of Hydropool. The reduction in the Therapies had been raised in the Finance & Investment Sub Committee meeting and Carol B asked if a cause had been found. Carol advised that investigations are not yet complete. 3.2 – Focus Groups – 3 still to do but it is still fairly early. 3.5 – Impact Plans – All now complete. 3.6 and 3.7 – These are new objectives. There are new targets on volunteering and these cover hours of volunteering, rather than numbers of volunteers. Number of commissioner reports have also been included so that trustees can be assured these reports are happening on time and funders' targets are being achieved.	**CG** **CG** **AM** **CG** **BK**	✓

	Work Life Balance. Action: to complete	**CG**	
	Marketing & Communications 5.4 and 5.5 – These are new targets.		
	Actions: Finance & HR and Worklife Balance to be re-done/completed and circulated to trustees.	**CG**	
	h. **Charitable Incorporated Organisation** – Checked periodically but no update as yet. i. **Business Continuity Plan** – Carol explained that the process is nearing completion and that now two potentially high risk areas will be tested. Melanie asked that trustees be given a brief summary of the tests on higher risk areas. **Action**: Carol confirmed that this information would come to the Board and any appropriate sub committees.	**CG**	
	Andria Murphy attended and presented the following items **2. Finance** a. **Cash Flow** – No major changes in the first quarter.		
	b. **Designate Funds** – Carol has worked on the reserves calculation and designated funds reflect some of this work.		
	c. **Reserves Policy** – Carol tabled an updated Reserves Policy to that sent in the meeting pack, together with a Reserves Procedure. Updates have been done following the Finance & Investment meeting on 16th August. The areas highlighted in yellow are where amendments have been made.		
	The reserves level within the Procedure sets the maximum reserves PCP will hold. Finance & Investment Sub-Committee felt this was sufficient cushion to have as a reserves figure. This is the first time PCP has defined a maximum and Carol explained that the Finance & Investment committee have tried to quantify precisely what the designated funds are to enable clarity for forward planning and risk management. The organisation would not want to fall below 6 months as this would then be a precarious position. PCP would not want to hold too much in reserves and the procedure empowers the Business Development and Finance & Investment sub committees to look at how any free reserves can be used effectively to further pursue our charitable aims. The 2 committees would work together on a project plan for use of some of the reserves and bring this back to the Board for approval.		
	Carol stressed that the effective and prudent management of reserves is a key responsibility for the Board of Trustees and		

	cannot be delegated elsewhere. Trustees need to understand the basis of the calculation, the parameters of the policy and procedure and their responsibility in terms of careful use of reserves. Angela asked if the maximum of 14 months would cause issues with some funders. Carol said there was a potential for this and the Finance committee had debated the figure in depth, however NCVO are still giving this as a sector average and it was felt acceptable to use it. Melanie noted and stressed to the Board that the reserves position has changed as a result of the new calculation and we have fewer months than originally calculated. The change from 24 months to 11 is quite dramatic. Carol advised that this is purely because the original calculation looked only at reserves and core operating costs and did not take into account any planned utilisation of funds. The new calculation was a result of the more detailed work that has been undertaken to assess potential liabilities and gives a more realistic figure and a true reflection of the situation for Trustees. Melanie agreed that it was important to have a more realistic figure: Trustees agreed. Carol felt it important to bear in mind, with regard to the 14 months maximum figure, that PCP does not apply for many grants and this figure would not be a disadvantage when applying for local authority funded contracts. Angela confirmed that it is quite the opposite and seen as good management. Carol explained the difference between the April and July calculations and the impact additional Q1 income had had in relation to a slight increase in the reserves figure. She also noted that despite forecasting a circa £191k loss for the year (which is not usual), only once in a number of years has PCP used reserves as we tend to come in on a balanced budget. If we break even, this will increase the amount held in reserve and therefore the number of months held will go up. Quarterly the Board will receive a revised figure which will enable on-going assessment leading to discussion about whether to use some reserves for additional delivery for clients. Angela queried whether PCP could match fund a larger project with reserves. Carol confirmed that the introduction of the procedure aims to open the avenues for these conversations as and when the number of months increased. Angela felt that the calculation is really useful. **Action:** Quarterly position statements to be brought to Board.	**CG**	

	Melanie raised that there seems to be a view that the organisation is 'cash rich' and people were saying that we could fund things without necessarily having all the facts and considering whether they fit with our charitable purpose or any other impact. Carol explained that she did not think the number of months was widely known or discussed, however the actual figures held in reserves are in the public domain. Carol explained that she was aware through the minutes of some sub committees that people have made comment about buying goods or services from reserves rather than seeking external funding and that this is not helpful. The use of reserves, outside of any utilisation budgeted, should only be discussed at Board in a structured manner, based on the facts of our financial position and potential plans.	**CG**	✓
	Action: All Trustees who chair or attend sub committees to assist in spreading the message that reserves have a purpose, are required as part of our financial planning process and that the use of any available reserves would take place at the Board.	**All**	
	In relation to layout, Barry queried the format of policies, for example Environmental (to be discussed under item 5) included principles, but this was not consistent. The Board agreed that it is not possible to have a definitive template and some slight variation was inevitable. It was agreed that Policy Statement/Principles would be added to the standard template for all policies but that this would incorporate narrative already available within the policies. **Action**: Carol to apply this to all policies.	**CG**	✓
	The tabled Reserves Policy and Procedure was **approved** by the Board with slight typographical amendments.		
	e. **Quarter 1 Management Account Summary** – Andria went briefly through the summary report and asked for any questions/comments.		
	Core – Heather asked if the bank interest not received in Q1 should be accrued as it is expected income in Q2. Similarly, the CRM expenditure and Clive Owen audit fees could also be accrued as this expenditure will take place. It was agreed that these and other similar items would be accrued going forward. **Action**: Andria to ensure all known income and expenditure is accrued.	**AM**	
	Centre – Room Hire - Heather asked if not having room hire income from ECCDS and not charging Together 21 for room hire would have a negative impact on the reserves calculation.		

	Carol said it would up to a point. The figure is approximately £6k per annum from ECCDS but we have included £6.5k in other funding applications. For the first 4 – 5 months there will be a difference but it is not a huge amount of money. Coffee Shop – Ambitious income expectations in original income budget. Hydropool – Closed for 2 periods in the first quarter. Therapy Suite – Unexpectedly high deficit and needs to be investigated. **Action:** Andria to review and ensure reasons are understood and mitigated where possible. **Projects** – Income lower than expected due to timing of payments for smaller projects at the beginning of the year. It was agreed that as this income will be received, it should be accrued in the same way as bank interest etc. This should also apply to BBO for the full duration of the contract. It was agreed that in future any expected income or expenditure would be accrued and not be shown as a variance. This will allow a true variance position to be shown. **Action**: accruals to be made as agreed f. **Forecast Position** – Carol B queried the 'Subcontractor fees' line and asked whether this referred to Hydropool. Carol explained that this is for third party agreements where PCP receives income as a lead partner and then distributes it to partners. **Action**: Subcontractor fees (including Third Party Agreements) to be the line name on future reports. g. **Investment Update** – This in-depth report shows how Rathbones are managing the investments on behalf of PCP. Carol stressed that this is a medium term investment and therefore the portfolio position will vary over time, furthermore Rathbones fees have not yet been taken. Carol also explained that as at 31st March £90,000 had been invested whereas by 30th June £169,000 (84.5%) had been invested, therefore less was held in cash. There were no further questions or comments on the Finance section of the report. **3. Quality** Andria asked if Trustees had any questions or comments on the Quality update. Barry felt that the quality awards were becoming very labour intensive and asked if this would have any effect on how we operate. Carol said that we are looking to bring together ISO 9001 and 14001. This is currently a work in progress but should improve the workload. Carol acknowledged that Becky Gustard is working really hard on standards, although she really only has 2 days per week to work on Quality as from	**AM** **AM** **AM**	

	September – December she is also working on Better Health at Work. Carol said that she was delighted that PCP has been shortlisted for the national RSPH awards. The application had been submitted on PCP's behalf by Lindsey Sheridan. **Action:** Thanks to be passed to Becky and Lindsay. Andria was thanked for attending and left the meeting at this point. 4**. HR/Legal Update** c. **Health & Safety** – A self-assessment against ISO 18001 standards will be done to support ongoing improvements to health and safety practice. There were no further questions or comments on the H&S section of the report. **5. Funding & Development** a. **Report** - Carol went briefly through the Funding & Development report. A number of small grants have been applied for, with varying levels of success. Carol noted that we have been unsuccessful with the Esmee Fairburn bid for Together 21 which is very disappointing. Barry asked if we could re-apply, Carol explained that this was not viable as we would need to make the bid of national significance. 86% of bids to Esmee are unsuccessful and she felt that we would have more success gaining funds for Together 21 from businesses. Over £300k has been bid for in total for Together 21, £280k of which was from Esmee, over a period of 4 years. A bid has been made to Children in Need for £33k per year for 3 years. We have gone through the assessment stage for this and should hear within the next month. Various other smaller bids have been made. Angela suggested making bids to the St. James Place Foundation and Clothworkers Foundation, both of whom look favourably on children's projects. **Action:** Carol/Claire to progress. Barry asked for a comparison with last year's income generation. Carol said that income is lower but at this time last year we had won the two BBO contracts, received additional health trainer money of £70k and won Healthwatch Durham. Funding cannot be compared quarter to quarter as it relies on issue of tenders. Barry asked what the feeling was for the funding environment. Carol said there was no overall concern. We have already said that we are looking to sustain this year,	**CG** **CG**	✓ ✓

	rather than grow, however we will bid for Lot 3 of the Stockton Borough Council contract 0-19 Wellbeing Model and Wellbeing and Targeted which will come out in October/November. We have been told Wellbeing and Targeted will have less contract value and be for a shorter term. **Action:** Carol/Claire to progress. b. **Together 21** – The report sets out what has been done in terms of progress to date. Board had approved up to £15k in support of this project and income has been received from subscriptions, grants and donations. At end of Quarter 1 expenditure was £8,878 against income of £3,306, with £5,472 of the Board approved funding utilised. Carol has estimated the project can be sustained to the end of October on the funds available but would like to extend this. Having staff contracted to end of December would provide stability and she therefore asked for Board's approval to use a further £4k of funds to enable the project to be sustained to 31st December if we do not receive any further income. Funding already applied for was discussed under 5a. Angela queried whether attendance numbers demonstrated need for the project. Carol advised that there were currently 30 children and is aware of 3 further babies. There has been little advertising to attract new attendees due to the possible end of the project in August. Carol has requested birth reports and also met with Catalyst in Stockton to get their support. Angela asked if applications are routinely put to County Durham Health Improvement and if we planned to bid to the Big Lottery. Carol confirmed that they are. Melanie asked what the financial plan was for this project in the long term. The Children in Need bid, if successful, would sustain the project for around 3 years but what were the plans for beyond this period? Carol confirmed that funding would be constantly chased and there will be fundraising within the group. She was also looking at Care Fund utilisation and will be discussing this with someone from Durham County Council. Melanie asked whether any of the staff are looking to move on, as their contracts currently only last to end of August. Carol said that one member of staff had left, but that this was due to Together 21 hours fitting in with their other work. Other staff are staying with the project at the moment. Bee asked if numbers attending sessions are being monitored. Carol confirmed numbers have been monitored weekly from the start of the project. There is fluctuation but usually quite good attendance. The 30 members attend over 3 sessions, each for a different age group.	**CG**	✓

	Melanie asked if families are aware of the difficulties of raising funds. Carol said that they are very aware and are kept up to date on fundraising etc. through a closed Facebook group. Board **approved** the provision of a further £4k of funds for Together 21 to sustain the project to 31st December 2017. There were no further questions or comments on the Funding & Development section of the report.		
4	**Hydrotherapy Pool** The 3 key recommendations of the report are • Board to approve in principle the appointment of a Principal Designer (P+HS Architects) – **this was approved**. Carol will meet with the designer mentioned in the report. • Board to agree membership of task group – The task group currently includes Carol and Barry Knevitt, Neil Collier for Facilities input, some finance input and will also include someone for co-ordination support. Carol Briggs confirmed that she would like to be a member of the task group. Heather Brewster did not wish to become a member of the group but would provide and attend on finance issues if needed. **Board approved this membership**. • Full project plan to be developed and presented to the task group and Board. Barry queried the disparity previously mentioned for closure time and asked if there was any update on this. Carol said that there would be more information available once a project plan had been put together. Carol was authorised to proceed and next steps, as outlined in the report, would be:- ▪ Establish Hydrotherapy Pool task group (Barry to Chair) ▪ Additional staff support to progress Hydrotherapy Pool refurbishment (Carol & Paul) ▪ Meet with P+HS regarding Principal Designer responsibilities ▪ Visits to similar hydrotherapy pools to be arranged (Alan Shearer Centre planned for 30th August) • Consultation, communication and fundraising plan to be developed.	**CG** **CG** **CG** **CG** **CG**	✓ ✓ ✓ ✓
5	**Policies Update** All policies/statements were reviewed. Melanie noted that a lot of substance is contained in procedures rather than policies and these are not, generally, brought to Board for their approval as they are operational		

	documents, the exception being Reserves which is a key trustee responsibility. As noted under item 2c, Board **agreed** that Policy Statement/Principles would be added to the standard template for all policies but that this would incorporate narrative already available within the policies. a. Core Values Statements **Approved** b. Information Governance Policy **The policy was approved** with the caveat that policy statement/principles will be included. c. Violence in the Workplace Policy **The policy was approved** d. Personal Search Policy Barry queried whether staff or volunteer property is covered as the policy talks about PCP property. Carol said that the policy concerns PCP's responsibility and right to search an individual and includes CCTV footage or social media etc. This would only be done if the individual was known to have an item. Where CCTV footage is involved, if a member of the public asked to see this, it would need to go through the CCTV procedure. The Board discussed covert surveillance and whether this was appropriate. Some trustees felt that it was appropriate but others agreed with Carol that this did not fit with the organisation's values and principles. Carol felt that if there were suspicions the organisation should, as in the past, be very open that these exist and what steps would be taken. **The policy was approved** but it was agreed the review period to be changed to 1 year to allow for another discussion about covert monitoring: **Action: Kath to update policy cycle.**	**KF**	✓
	e. Work Life Balance Policy **The policy was approved** f. Whistleblowing Policy Brian said that he did not in general approve of whistleblowing policies. Marta also did not approve as historically whistle-blowers almost always lose their jobs, however she acknowledged that the policy was necessary. Carol said that the policy had formerly been known as Speaking Out but had been changed to Whistleblowing as this was the term used by ACAS and some of the policy's wording is taken directly from ACAS. She said that she had tried to write the policy in an employee-friendly manner. The policy is around legislation and protecting people who do whistle-blow; the procedure gives information on how to raise concerns and what will		

	happen. **The policy was approved** with the following amendments: • Personal pronouns should not be used • Related Confidentiality Policy omitted: it should be included g. Reserves Policy (Appendix 6, in CEO report) See CEO report 2c h. Charter of Service Standards **Approved** i. Environmental Policy **The policy was approved** with the following amendments: Remove Dignity at Work and Equality & Diversity policies and procedures from Related Policies section. Included in error. Typographical errors to be corrected in policies where noted. **Actions**: • Amendments as agreed to include Policy Statement/Principles • Put into Trustee drop box when amendments made • Circulate policies to SMT and all staff • Update Policy Review Cycle	**CG** **KF** **CG** **KF**	✓ ✓
6	**Minutes of PCP Sub Committees** a. **Health & Safety** 1.3.17 Carol noted that there will be an associated cost for Fire Warden Training but this will be covered by PCP. b. **Quality** 8.2.17 Carol Briggs apologies noted in notes of meeting of 10.5.17 c. **Quality** 10.5.17 Carol advised that Quality Sub-Committee has been asked to focus on Quality and not Health & Safety issues. d. **Centre Development** 10.5.17 It was noted that very few members attended this meeting. e. **Information Governance** 26.4.17 No issues f. **Amended Clinical Governance Board Terms of Reference** For information, it was noted that another Trustee representative was required. Sub Committee attendance to be reviewed at November Board meeting. **Action:** Kath to place on agenda.	**KF**	✓
7	**Any Other Business** 1. Brian asked that it be noted that he was very impressed with the annual report which was very well written and illustrated the vast amount of good work that the organisation did. All agreed.		

	2. Carol reported that the employment tribunal has now ended with a 'drop hands' agreement where both parties walk away and incur no further legal fees at the end of day one of the tribunal. The Board were already aware that there was therefore no payment made to CT and the agreement was that we would provide a basic factual reference but this should be minuted for the record. Marta felt that the organisation could not have had a better outcome and that it was very positive. Continued litigation would have been an unwelcome distraction from business and Bee acknowledged how well prepared we were. Carol said that she would use Ward Hadaway again: they provided support, clear advice and discounted rates as much as possible. Carol also explained that it was discovered during the process, whilst renewing our insurance cover, that PCP had legal cover which would include cover for employment disputes. We enquired if it was possible to retrospectively claim but unfortunately this was not permitted. All agreed that it is useful to know that we are covered for the future. 3. Melanie asked if any progress had been made in contracting out payroll. Carol confirmed that no progress had been made and Melanie asked if this would form part of the re-structure. Carol advised that it would be a part of an HR review. Melanie thanked everyone for their attendance and contribution. The meeting had covered a huge amount and therefore ran over. **Action:** Kath to order scones for next meeting.	**KF**	✓

Next Board Meeting - 2017 Dates			
Dates:	**27.11.17**	**Time**	**All Board meetings commence at 10:00 a.m.** (Chair & Board) **10.15 – 10.45 (**Chief Executive & Board) **10.45** (Full Meeting)