

## Confidential Minutes

<b>Meeting Title:</b> Board Meeting	<b>Date:</b> 22.5.17
<b>Attending::</b>	Carol Briggs (Vice-chair), Bee Davidson, Paul Davison, Angela Dinsdale, Marta Evans, Melanie Fordham (Chair), Carol Gaskarth, Syd Howarth, Brian Wilson  Kath Ferry (Notes)
<b>Apologies:</b>	Barry Knevitt, Heather Brewster, Michael Dalton, Andria Murphy  Melanie to give feedback provided by Barry and Heather Carol to deliver the Finance element of item 4

Agenda No.	Notes/Actions	Lead	✓Completed / Completion Date
	<b>Chair &amp; Board pre-meeting discussion</b>		
	<b>Chief Executive &amp; Board</b>		
<b>1</b>	<b>Conflict of Interest</b> Having read the Board papers in advance, members were asked to declare any potential conflicts of interest. <b>No conflicts of interest were declared.</b>		
<b>2</b>	<b>Minutes of Board meeting 27.3.17</b> The minutes were reviewed for accuracy and the following amendments noted:  <b>Typographical errors:</b> P.5 Amend forecast positon to forecast <b>position</b> P.5 Amend Andria was thanked for attend to <b>attending</b> . P7. Bullet point 6 – Amend mangers to <b>managers</b> . <b>Factual errors:</b> It was note that the Centre opened in 1998, not 2019.  <b>The minutes of the previous meeting were accepted as a true record with the above amendments.</b>  <b>Matters arising not on the agenda</b> a) Healthwatch Durham - Syd advised that he had noticed no increase in the amount of press coverage from Healthwatch Durham. Carol confirmed that she had requested an increase in coverage following the February Board meeting. She would check with Healthwatch Durham.	<b>Carol</b>	✓

	<p>b) Trustee Intranet – <b>Action c/fwd:</b> Carol to look at the timeframe for setting up a Trustee intranet but look to using a drop box for trustees if the intranet set up will take a long time.</p> <p>c) Risk Register – Carol confirmed that changes have been incorporated into the register following feedback from Barry and his discussions with Carol.</p> <p>d) Governance - Members Event - This event has now been deferred due to slippage in the indicative timetable for charitable companies such as PCP to convert to become a Charitable Incorporated Organisation. Indications are that this will be in 2017 but timelines are needed before we can hold consultations with members. <b>Action:</b> Carol to keep trustees informed of any progress.</p> <p>e) Finance &amp; Investment sub-committee – new dates for this meeting have been issued.</p> <p>f) Vlog – <b>Action:</b> to be added to standard agenda</p> <p>g) Finance: Melanie asked if provision for extra maintenance costs had been included. Carol confirmed that the £7k is the provision as this is an extra to the normal maintenance budget. It is not possible to know whether this will be sufficient to cover any extra maintenance costs.</p> <p>h) Healthwatch Sunderland – Angela asked if information on payment of Healthwatch Chairs had been received. Carol confirmed that this had been queried – in the North East there is a mixture, with Northumberland Healthwatch chair being one of the paid posts. Carol confirmed the Healthwatch Sunderland Chair is Alan Patchett. Alan was previously Director of Age UK Sunderland.</p> <p>i) ECCDS – Melanie queried what is happening with the Hexham group. Carol confirmed that the previous co-ordinator has obtained a full time teaching post and the group is currently meeting as a parents group, with some of the parents attending at PCP. The PCP project is Together 21 and press will go out for this next week.</p> <p>j) Health &amp; Safety – Melanie asked if an external auditor had been identified for H&amp;S. Carol advised that this is being progressed. Paul has met with Peninsula and has decided that they are probably not the right organisation for the work. He is holding further meetings with Groundworks and Durham County Council. We are ideally looking for an action plan which will align our systems to ISO 18001,</p>	<p><b>Carol</b></p> <p><b>Carol</b></p> <p><b>Kath</b></p>	<p>✓</p> <p>✓</p> <p>✓</p>
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	<p>although we do not intend to seek this standard. The issue will be progressed through the H&amp;S Sub Committee.</p> <p>k) Hydropool fundraising appeal and strategy – Carol advised that she would be meeting with Ron Eyley (ex Rotarian) to take this forward. The staff team have also been e mailed to ask if anyone would like to do one extra day per week for marketing etc. involved with the fundraising. Syd asked if an appeal launch date had been set as Michael Dalton had asked Rotary to contribute to the pool fundraising. Carol advised that she was still in the information gathering phase and is still waiting for pool costs from Durham County Council, expected by Friday 26<sup>th</sup> May. Whitewaters Pools have said costs would be between £150,000 and £200,000.</p> <p>Angela said that it was normal not to launch the publicity phase until halfway to target.</p> <p>There is still some confusion on the length of closure to build a new pool. Whitewaters have said 20 weeks, Durham County Council 8 weeks. Carol thought that a date for fundraising to start could not be set until this was known as she felt we would need to work back from a proposed re-opening date.</p> <p>Brian asked if arrangements are, and would be, made during pool closure. Carol advised that formal arrangements have not been made as yet but Waterbabies currently use the N.E. Autism pool in Newton Aycliffe when they are not able to use PCP's. N E Autism pool is not open access but some arrangements may be able to be made.</p>	Carol	✓
3	<p><b>Key matters arising</b></p> <p>a) Central Action Log Melanie noted Barry's feedback that the log was not clear on what has been done for historic actions. Carol advised that she had received this comment from Barry and agreed. Entries need to be reviewed and meaningful updates included. <b>Action:</b> Carol to go through and update.</p> <p>b) Abbreviation List The list has been found to be useful and will continue to be updated.</p>	Carol	
4	<p><b>Board Report</b></p> <p>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.</p> <p>The following items from the report were discussed:</p> <p><b>1. Governance</b></p> <p>a. <b>Risk Register</b> – The register has been re-formatted and amended to take into consideration some of Barry's</p>		

	<p>comments. The compliance gap column shows what we need to do to control or improve compliance and has now been extended to include time frame and responsibilities. The Board can be clear on what will be done to mitigate risks. It is acknowledged that some of the risks are incidental and there are limits on what we can do to try to prevent them.</p> <p>Risk 3 states the Business Continuity Plan would be completed May 2017. This document would not be brought to Board as it is very large and is a management rather than governance document. Barry has reviewed the plan which was a huge piece of work led by Claire Todd. The plan is owned by all departments who all have their own business impact analysis and mini continuity plans. In the event of a catastrophic incident across the organisation each department will know what they need to do. Training is being done at the moment and there will be a testing of the plan. This was also a suggestion by Barry.</p> <p>There were no further question/comments on Risk Register. Board agreed the new format and process would be helpful.</p> <p>b. <b>AGM</b> – There will be a stakeholder breakfast before the AGM and invites will be sent out to trustees for this. The formal business will follow as normal.</p> <p>Carol explained that as we have not yet proceeded down the route of CIO, the 3 x 3 terms of service does not yet apply. Heather has indicated that she would like to remain as a trustee and this will be done at the pre-AGM meeting. A vote of members will need to be taken at the AGM for Brian, Carol Briggs and Marta as they have over 6 years' consecutive service.</p> <p>Feedback from a member is that they would like to know more about trustees and Carol asked that a pen portrait be provided which can go out in advance of the meeting to members.</p> <p><b>Action:</b> Brian, Carol and Marta to provide their pen portraits. To be emailed to Carol.</p> <p>Two officer positions – Treasurer and Vice Chair – are also available because of the retirement process. Carol has asked trustees to advise whether they are interested in either role.</p> <p><b>Action:</b> email to Carol by 1<sup>st</sup> June.</p> <p>Members have also asked to see a copy of the accounts and these will also be sent out, approximately 1 week before the AGM.</p> <p>There were no further questions/comments on the AGM.</p> <p>c. <b>Dashboard</b> – Carol went briefly through the end of year/quarter 4 performance which had been reviewed by SMT and asked for any comments.</p> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>1.2 Marta noted that the average figure was incorrect</li> </ul>	<p><b>Carol email reminder</b></p> <p><b>Brian, Marta, Carol B</b></p> <p><b>All trustees</b></p>	<p>✓</p>
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	<ul style="list-style-type: none"> <li>1.4 Carol felt that this should show as green, not amber</li> <li>1.8 Core costs have been more than anticipated, some of this is cover for sickness but also additional costs re the grievance.</li> </ul> <p><b>Action:</b> Figures and RAG to be checked and amended</p> <p><b>Governance</b></p> <ul style="list-style-type: none"> <li>Business Development meeting not held in December 2016 due to capacity issues.</li> <li>Trustee handbook not updated as there have been no new trustees, however this is due to be refreshed this year.</li> </ul> <p><b>Performance</b></p> <ul style="list-style-type: none"> <li>There have been some issues with recording capacity for room hire and Carol feels that the figures are incorrect.</li> <li>3.3 – focus meetings – The required number was not achieved however we are now doing appreciative enquiry led by Marianne Patterson who is trained in this slightly different way of running focus groups. 2 have been held as a trial and it has been agreed that this is the way forward for next year.</li> <li>3.5 This is partially completed in terms of questionnaires because these have not been consistently delivered.</li> </ul> <p><b>Action:</b> Room hire capacity figures to be checked</p> <p><b>Work Life Balance</b></p> <ul style="list-style-type: none"> <li>4.1 – 1. Some staff job descriptions have not been reviewed at appraisal. Carol has asked Julia Newton to look at the system for reviewing job descriptions.</li> <li>4.1 – 2. Marta felt that as the target for volunteers was annual, the quarterly figure was meaningless and should not be red. Carol agreed that this can be made white but felt that it has been useful for management team to see. There will be changes this year as Nigel Brough has been looking at a different system for volunteers.</li> </ul> <p><b>Marketing &amp; Communications</b></p> <p>5.2 – 2. See Performance 3.3</p> <p>5.3 Achieve high levels of customer satisfaction – This was not reported as not everyone across the organisation has been asking the question in questionnaires and evaluations. We are now making sure this question is asked across the organisation.</p> <p>5.5 – 2. There is a red for production of organisation press releases, however the target was met overall. Syd felt that the organisation relies too much on Facebook for marketing. Facebook relies on friends and therefore marketing is not getting to the whole community. Free press, including Newton News, are issued every week, reaching a wide area of the community, and PCP should be using these. Information is put on Facebook that is not sent to Newton News. Carol agreed that there was too much reliance on Facebook however she did think that everything that goes on to Facebook was also sent to Newton News, other community</p>	Carol	
		Carol	

	<p>newspapers and the Northern Echo on a standard e mail circulation. <b>Action:</b></p> <ul style="list-style-type: none"> <li>• Carol to check e mail circulation includes all and that all Facebook posts are included in the circulation.</li> <li>• Dashboard to show generic and specific press releases.</li> </ul> <p>There were no further questions/comments around Dashboard.</p> <p><b>d. Charitable Incorporated Organisation</b> – See Matters Arising item d. Carol will keep trustees informed as and when we can go through the process to change our governance document.</p> <p>There were no further questions/comments on CIO.</p> <p><b>e. Queen’s Award for Voluntary Service 2017</b> – Carol advised this award is still confidential as it will not be announced until Friday 26<sup>th</sup> May. Melanie and Carol attended the Royal Garden Party on 16<sup>th</sup> May and there should be a press release on this, this week. The awards press release can then be issued next week.</p> <p>Winning the award allows PCP to use the logo and possible suggestions, prepared by Sandra Roberts, for this to be incorporated into PCP’s logo were tabled (options 1 – 6). Carol felt that, while the award logo could be used separately, incorporating into PCP’s will ensure that it is always used. Carol asked for trustees preferred options. The logos will also be circulated to staff for their comments/preferences.</p> <p>The consensus of the group was that number 2 was the preferred option, with amendments to square up the Queen’s Award line. <b>Action:</b></p> <ul style="list-style-type: none"> <li>• Discuss suggested changes with Sandra</li> <li>• E mail to staff team for comments/preferences.</li> </ul> <p>Carol advised that she had requested a number of copies of the London Gazette listing the award. Lord Lieutenant Sue Snowdon would also present the award to PCP but no date has yet been given. She would update trustees when this was available. The group agreed that the award ceremony should be held in the Centre.</p> <p>Award badges had also been procured and each trustee received a badge.</p> <p>There were no further questions/comments on the Queen’s Award.</p> <p><b>f. Business Continuity Plan</b> – Melanie noted Barry’s feedback that he was impressed with the level of work on the BCP. He felt that it was an inclusive process and should be used as evidence for the organisation’s next IIP assessment. There were no further questions/comments on the BCP.</p>	<p><b>Carol</b></p>	
		<p><b>Carol</b></p>	

	<p><b>2. Finance</b> Carol delivered this section of the report in the absence of Andria Murphy, Finance, HR &amp; Quality Manager.</p> <p>a. <b>Cash Flow – Quarter 3</b> - She advised that from next quarter's meeting an update will be available to Board meetings as to how investment is performing. This will go to Finance &amp; Investment sub-committee first and then come to board.</p> <p>b. <b>Designated Funds</b> - This figure does not change as it is taken from the audited accounts from last year.</p> <p>c. <b>Reserves Policy Calculation</b> – Quarter 4 2016-2017 - This figure does not change unless we have changes to our operating costs. Finance &amp; Investment sub-committee have been asked to look at our reserves calculation as one of their first priorities as our current covering months at 25.14 is very high.</p> <p>Melanie noted that Barry had suggested that the organisation needs to look at how we utilise our reserves through the year. There is a large amount of money in the bank and the organisation needs to think about how we can use some of this. Melanie agreed that this is important as we are aware there will be demands on reserves but we need to look at how much and how they can be spent. Carol said that this will be dealt with through the Finance &amp; Investment sub-committee in terms of suggestions. In the longer term, we will need to consider what will be done with any returns from our investment and how it can be re-invested for the good of the community. Bee asked if there might be some consideration to increasing the amount invested at some point. Carol agreed that this may be done but again it would be considered through the Finance &amp; Investment group.</p> <p>d. <b>Quarter 4 Management Account Summary</b> (subject to adjustment at audit) Heather Brewster had suggested that the last meeting that the carried forward figure should be moved into our budget as previously it was not in the budgeted line. The figures presented are the un-audited figures and may be subject to some change, however this should not be significant.</p> <p>The organisation is ending with a £200k additional surplus, the majority of this being projects under-utilising funds or bringing in extra funds through the year.</p> <p>e. <b>2017-18 Budget Report</b> – Carol went through the report provided by Andria Murphy. In addition to the narrative in the report, Carol also advised that:</p>	<p><b>Carol</b></p>	
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- £18k has been provided for legal fees. She felt that we may not need all of this sum and we are also in the process of checking with our insurers as to whether we can claim this against our policy.
- Centre Income – No significant changes are expected in the coming year. We do expect some tenant changes but this will help with Jubilee Medical Group space requirements. Our relationship with the GP surgery has improved. We also hope to change Carol's office into a computer learning centre as there is no local resource for this. Doing so would replace the tenancy lost for ECCDS.
- Centre Expenditure – re VAT partial exemption, PCP is expecting to have a HMRC inspection at some point in the next year as this has not been done for some time.
- Projects – Subject to Commissioners requirement therefore little room for manoeuvre. We are expecting to spend more than received in but this happens each year. When we have the rolling budget in place Board will be able to see how this happens.

#### **i. 2017-18 Final Budget for Approval**

We are expecting the end of year position to reduce to £1.36m and to use £190k of reserves through the year. This is not dissimilar to how we set budgets most years. We would usually expect to spend more than we have at the beginning of the year and monitor this throughout. This year there will be a rolling budget and it will be clear whether we are reducing the £190k figure. Figures have been included in the budget for things that may not happen, i.e. CRM, £117k for projects utilising funds but if these are not used the figure would change.

Removing the amounts for the CRM, legal fees and projects, the budget provided would be balanced.

There were no questions/comments on the budget report and budge.

As this has an effect on the budget, it was agreed that the next item in the report would be discussed prior to Board being asked to approve.

#### **ii. Cost of Living**

A sum of £25,902 has been included in the budget for a PCP staff cost of living rise of 1.5%. Carol explained that the basis for this percentage figure is customer and practice and there is no other rationale. Marta noted that inflation is at 2.5% but the government wage rise cap is 1%. Angela explained that this cap applies to the public sector and is a recommendation only but is not legally enforceable. Some public sector areas are not adhering to it.



After brief discussion the Board approved a cost of living rise of 1.5% for PCP staff.

Carol asked Board whether they were able to approve the 2017-18 final budget as submitted.

Angela did have some reservations as she still felt that the organisation did not accrue properly into accounts, however as Heather Brewster had reviewed processes and was happy with this, she could approve the budget.

Board agree that the budget was not a true reflection but that steps were being taken to move in the right direction and the aspiration is to move to a completely accurate position. Carol agreed that we could look at the way we accrue, especially in projects.

**Board approved** the 2017-2018 budget, with the above caveat.

f. **Investment Update** – as noted under Cash Flow

### 3. Quality

a. **Assessment and surveillance visit update** – Carol advised that there had been some difficulty with the IIP assessor assigned to PCP. The assessor had visited the organisation and met with Carol, Claire Todd and Andria Murphy, however we then found out that he had left IIP within a couple of days and we were appointed a second assessor. We have been assured that the original assessor's notes have been passed on but it is disappointing as the meeting had gone very well and we had provided a lot of information. IIP has issued their survey to the full staff team and had an 80% response rate. 60% was needed to go forward. The assessor will now interview a small number of staff, some individually and some as a group. The staff who will be interviewed have been chosen by IIP.

### 4. HR/Legal Update

b. **HR Update** - A full organisation structure review will commence in June 2017. This will be brought to the August Board meeting and implemented in September. The review will focus mainly on Centre and Core.

c. **Health & Safety** - We are ideally looking to produce an action plan which will align our systems to ISO 18001, although we do not intend to seek this standard.

### 5. Funding & Development Report

a. Carol advised that PCP has, since the production of the papers, been advised we have been successful with the DCC

	<p>Face to Face Counselling Service bid. PCP would be the third of 3 approved providers. <b>Action:</b> advise names of other 2 providers. The contract is a spot purchase arrangement.</p> <p>b. Together 21 (Children with Down's Syndrome) – Carol gave her apologies that a written report was not available.</p> <ul style="list-style-type: none"> <li>• 5 members of staff have been employed on a short term basis and the sessions commenced on 28<sup>th</sup> April.</li> <li>• Bids for funding have been/will be made to: <ul style="list-style-type: none"> <li>- Esmee Fairburn Foundation - £280k (4 years)</li> <li>- Children in Need - £60k (3 years)</li> <li>- Willan Charitable Trust - £5k</li> <li>- Hadrian Trust - £1k</li> <li>- Joseph Strong Trust - £1k</li> <li>- GAMP, Children &amp; Young People Theme - £15k (1 year) – To be submitted after purdah</li> <li>- Children in Need £50k (3 years) - Bid to be completed by 26<sup>th</sup> May. Children in Need are keen for us to apply.</li> </ul> </li> <li>• Cheque for £200 has been received from a local church trust</li> <li>• Karen Grundy is doing some work on the project at the moment, rather than employing a consultant</li> </ul> <p>Board approved up to £15k to end of July to support this project. At the moment, staff contracts are up to end of July and spend should be just under the approved amount. Carol is reluctant to ask for further support until funding is received.</p> <p>Syd asked if there was a budget for annual expenditure on the project. Carol advised that there is a 4 year budget (submitted at the March Board meeting). <b>Action:</b> Carol to e mail figures to Syd.</p> <p>There were no further questions/comments on Funding &amp; Development.</p>	<p><b>Carol</b></p> <p><b>Carol</b></p>	
5	<p><b>Policies for review/approval</b></p> <p>a) Employment Policy</p> <p>Melanie noted Heather's feedback that all policies should have a standardised format, however it was realised that this particular policy is slightly different to others.</p> <p>Carol advised that a policy template had been devised some time ago, however the Employment policy is a culmination of various other PCP policies around employment. It is intended to be a reinforcement of responsibilities and does not fit with the normal template. It has been in place for a number of years and staff are aware that there are other policies in place.</p> <p>The Employment policy has been reviewed and any changes are highlighted yellow, the most important being around retirement age. PCP no longer has a retirement policy as it can be considered discriminatory. Other changes have been</p>		



	<p>Angela advised that Change, Grow, Live has taken over the operation of many of the services provided by Lifeline.</p> <ul style="list-style-type: none"> <li>• Butterwick Hospice – The Chief Executive of Butterwick retired in April on ill health grounds and has now been arrested on suspicion of fraud.</li> </ul> <p>Carol brought the above information to the attention of trustees as she felt it was important that they were aware.</p> <p>e. Paul gave his apologies that he had not been able to attend meetings since Christmas due to ill health but confirmed that he was improved and would like to continue with PCP.</p>		
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### Next Board Meeting - 2017 Dates

<b>Dates:</b> <b>21.8.17</b> <b>27.11.17</b>	<b>Time</b> <b>All Board meetings commence at</b> <b>10:00 a.m. (Chair &amp; Board)</b> <b>10.15 – 10.45 (Chief Executive &amp;</b> <b>Board)</b> <b>10.45 (Full Meeting)</b>
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**AGM Monday 17<sup>th</sup> July 2017**