

**MINUTES OF THE BOARD OF GOVERNORS
HELD ON THURSDAY 7 NOVEMBER 2013
AT 4.00 p.m. – 5.30 p.m.
OLYMPIA HOUSE**

PRESENT:

Mike Briggs	(MB)	Independent Chair
Joe Warner	(JW)	Managing Director
Aaron Harney	(AH)	Employee Governor
Christine Forman	(CF)	Community Governor
Katherine Grady	(KG)	Employee Governor
Christine Wallis	(CW)	Carer Governor
Sarah Middleton	(SM)	Employee Governor
Bev Compton	(BC)	Local Authority Governor
Christine Jackson	(CJ)	Leadership Governor
Vicky Lee	(VL)	Employee Governor
Helen Kenyon	(HK)	CCG Governor

APOLOGIES: Maria Page (MP) Employee Governor

IN ATTENDANCE:

Sharon Pearson	(SP)	Board Secretary
Lindsay Francis	(LF)	Admin Support
Nicki Mekkaoui	(NM)	Business Manager

Action

1 Apologies

Apologies received from Maria Page.

The Chair welcomed Lindsay Francis in her role as Minute Secretary to the meeting.

2 Minutes of the Previous Meeting

The Minutes of the previous meeting held on 9 October 2013 were agreed and signed as a true and accurate record.

3 Matters Arising

Olympia House

JW informed the Board that discussions were on-going with the Solicitors around the terms of the lease and that an independent evaluation was now awaited.

Datix

SP informed the Board that she had received a presentation from Datix which, although very impressive, appeared an expensive system. A holding email had been sent to Datix as consideration was being given to the system.

Membership

NM confirmed that one more member had been received bringing the total to 100 members.

It was brought to the Board's attention that there remained a vacancy for a Service user. Suggestions welcomed to SP on how the vacancy could be filled.

All/SP

Action Sheet

7:1 (2 May meeting) There is a meeting on 28 November to further progress the Agile policy which will be brought back to the Board in due course.

4:0 (9 Oct meeting) CJ has entered into a discussion with CCG with regard to further work and will report back to the Board at some time in the future.

4.0 (9 Oct meeting) Performance wheel presented to staff and will come back to the Board soon.

10.0 (9 Oct meeting) Doughty Centre/Olympia House discussion on-going.

4 Performance

There being nothing new to add on Performance, the Chair gave thanks to Marc Wilson for his performance wheel presentation to staff at the Communications event on 6 November. The presentation was found to be very useful. Some Governors do not have access to the Intranet.

The Chair asked KG to speak with Marc Wilson about emailing out the latest version.

KG/MW

The Board agreed that a Workshop in the future would be very useful.

5 Finance

NM tabled the attached report by Ian Squires which provided the Board with an update of the financial position of focus as at 31 October 2013.



October board
report.pdf

NM reported that the small finance team had been very busy since the budget's inception in September and details were being worked out with the assistance of Ian Squires. This had been an exceptionally steep learning curve and the team have coped well. It had not been possible to complete all tasks the team had set itself but it was hoped this would be corrected in November with meetings being held with budget holders, budgets agreed and initial reports sent out.

NM reported on the two months (September and October 2013) profit and loss account statement where a profit of £84,914 had been achieved.

JW thought that the use of the word 'profit' could be seen as misleading and asked that in future 'profit' should be referred to as 'surplus'. The Board agreed and NM to action.

NM

It was noted that the surplus was achieved in its entirety by the high number of staff vacancies.

NM reported that at the end of October 2013 the first payroll had been run through focus and that, thankfully, everyone had been paid.

Bev Compton joined the meeting.

HK informed the Board that the year to date budget for Adult Social Care (ASC), of which focus is an element, is £24.6m with the year to date variance of minus £238.8k. The forecast outturn position is £24.044m which has been reported to the Council as a projected £556k underspend.

HK reported that ASC is made up of three elements:

- CCG controlled contracts (Includes Care Plus & Navigo)
- Shared purchasing budgets (eg domiciliary care, residential home placements etc)
- focus operating budget

HK said that future assurance made to the Board could be achieved by an exception and highlight report.

HK said that from a reporting point of view there was a need to separate bits of the budgets eg. residential care sitting in the shared budget and to keep reporting at a fairly high level with assurances that we were monitoring.

SM asked whether end of year factors in winter pressures. HK responded that what was spent in previous years would be looked at, how the expenditure had been phased previously and that we would look to do so in the same way. However, this would depend on how bad a winter we had.

HK advised that she would like to bring a more detailed report to the Board.

HK

The Chair suggested that updated reports be brought to the Board quarterly but that if there were any unexpected shifts or changes a report be brought to the Board as an exception. The Board agreed.

6 Human Resources

NM tabled the attached report which broke down sickness and absence over last six months.



Sickness & Absence
report.pdf

The collating of sickness figures since April has been broken down into Ordinary sickness hours (anything up to 4 weeks), Long Term sickness hours (anything over 4 weeks) and Other absence hours. NM reported that a lot of work was taking place around managing attendance.

NM informed the Board that hours were being lost due to carrying a number of

vacancies (approximately 13 vacancies). A recruitment campaign had been undertaken in August, vacancies were gradually being filled but recruiting at a higher level was proving problematic.

The attached report gives a breakdown of how the teams are set up and gives an idea of hours lost each month within the teams. An analysis of the levels in each team was needed and any problem areas/issues should be brought to the attention of the Board.

The Chair asked that the level of vacancies be kept under review as it was far too high and suggested having an automatic link from the Council to the focus website and updating our website to say something along the lines of "if you are interested in coming to work for us". Perhaps there was a need to look at incentives. The word could also be spread through job fairs/exhibitions and with the planned visits from other Councils.

NM left meeting

7 Risk

SP reported that there had been no movement on the Risk Register. The identified risk of a lack of a Serious Incident Reporting system was being addressed.

SP

8 Healthy Lives, Healthy Futures

JW reported that he had been involved in a lot of meetings and workshops around Healthy Lives, Healthy Futures which would have a far reaching effect in terms of ASC. This being a review of all services in North East Lincolnshire and North Lincolnshire where the issues were around quality and financial challenges.

The initial focus was on secondary health services, in particular the options to centralise some services in North East Lincolnshire or North Lincolnshire and for some specialist services to be delivered in centres outside of the areas on an outreach or in reach basis. There was also an increasing focus on primary and community based services.

HK reported that she had attended the Healthy Lives, Healthy Futures Programme Board with Commissioners reporting on their vision for the future and what needed to be delivered locally and with Providers looking into how to reconfigure and do things differently. Over the next couple of months the two pieces of work would be brought together. In the New Year there would be another round of engagement with the community with a view to going out to formal consultation if required in the Summer, completion to be by September, and for changes to be implemented beginning of 2015.

BC asked about plans for broader level involvement. HK reported that there was a proposal to hold a closed Scrutiny in December followed by an open invite Scrutiny.

BC left the meeting.

The Chair asked JW and HK to keep the Board updated bi-monthly on progress.

JW/HK

CF identified a need to educate the public. Now that focus was established, one idea, for example, might be to have an article in The Chronicle reassuring people that we are all in it together.

The Chair confirmed that one of our core values was to work with the community and get the profile of focus out into the community, for example in meetings with carers groups and community groups. JW said he would be happy to go out and do this.

JW

The Chair asked that we start building this into the Communications strategy.

9 AOB

Bank Accounts

SP confirmed that a bank account for focus had been opened with the Co-Operative bank. Authorised signatories are any two from Joe Warner, Sharon Pearson, Christine Jackson, Nicki Mekkaoui and Ros Davey.

Following the meeting and as a requirement of money laundering regulations the following resolutions were agreed:

It was resolved that:

- The Co-operative Bank plc ("the bank") shall continue as our bankers in accordance with our original application
- The bank shall be authorised to accept instructions (including written instructions sent by facsimile and electronic instructions through the use of digital signatures and/or identification numbers or passwords) from us in connection with the account(s) and the service, provided that the instructions are given and/or signed in accordance with the signing authority listed in the account signatories Section 4b. Instructions shall mean: cheques, bills of exchange, promissory notes or other orders for payment drawn, made or accepted on our behalf (even if the payments cause the account(s) to be overdrawn) and requests or instructions in writing concerning the account(s), our affairs or property (including the opening of the new account(s), the arranging of facilities and creation of security)
- The bank shall be authorised to honour all cheques and all other documents made or accepted on our behalf even if such payment causes any accounts to be overdrawn or increase any existing overdraft, provided that such documents are signed in accordance with the specimen signatures shown in the account signatories Section 4b
- The bank shall act on all specimen signatures in accordance with instruction, notice, request or other document in writing concerning our account (including the opening of new accounts), affairs or property, as shown in the account signatories Section 4b
- The bank shall be sent a copy of any future resolution which affect the terms of these resolutions
- The bank shall be sent a copy of any changes in our Memorandum and Articles of Association/Regulations or Bye Laws
- The bank shall be notified in writing of any change of directors or members

- The bank shall be notified in writing of any change of official authorised to sign on our behalf
- The bank shall otherwise continue to operate our account(s) in accordance with the business account mandate
- The bank shall be notified in writing of any overall change of control in the business
- All signatories to the account are aged 18 or over.

Authority for additional signatories to draw on account

NB. Each additional signatory must complete Section 3b

I/We authorise and request that until you receive written notice from me/us to the contrary to treat and consider additional signatories listed in Section 3b as fully empowered by me/us and on my/our behalf:

- To draw, sign and endorse cheques and other orders for payment on my/our account(s) with you
- To draw, sign, accept and endorse bills of exchange and promissory notices on my/our account(s) with you
- To receive cheques, statements and other vouchers relating to my/our account(s) with you
- To withdraw all or any of my/our securities, documents, or other property or anything else held by you by way of security or for safe custody collection or any other purpose whatsoever on my/our account(s)
- To arrange terms with you for the negotiation or discount of any documents
- To negotiate with you and take advances whether by way of loan, overdraft discount or otherwise with or without security
- To charge, pledge and deposit with you any of my/our property upon such terms as you may require to secure the payment or discharge to you on demand of all monies and liabilities which shall for the time being (and whether on or at time after such demand) be due owing or incurred to you by me/us whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety including interest discount commission and other banking charges
- Generally to act on my/our behalf in all transactions and matters of business with you and to comply fully with any account Terms and Conditions and security requirements you may operate in connection with my/our account(s) with you now or in the future
- To act on the above instructions and in particular to pay and honour all such cheques, orders, bills, notes or requests as above mentioned notwithstanding that any such payment may cause my/our said account(s) to be overdrawn or may increase any existing overdraft."

An account with Allied Irish will be opened to cover Corporate Appointee clients. Authorised signatories are currently Sarah Hawker and Julie Doyle.

Again, following the meeting and as a requirement of money laundering regulations the following resolutions were agreed:

The Managing Director reported to the Board that:-

- (i) It was proposed that AIB Group (UK) p.l.c. trading as Allied Irish Bank (GB) ("the Bank"), be requested to provide a cash management facility to the Company whereby the Company could conduct and control certain of its accounts and banking requirements with the Bank and the Bank's subsidiaries and associated companies through the Bank's iBusiness Banking service on the internet or by any other such means as may be authorised by the Bank (the 'Services').
- (ii) The Bank has agreed to provide the Services to the Company on such terms as have been agreed between the Bank and the Company and which are set out in the Agreement, as defined in the iBusiness Banking Terms & Conditions, a copy of which was presented to the meeting, conditional upon the proper completion and submission to the Bank of the Application Documents for and on behalf of the Company.

After careful consideration the Directors formed the view that the Services would be for the benefit of and conducive directly and indirectly to the business of the Company and accordingly IT WAS RESOLVED:

- (i) That it is to the commercial advantage and in the best interests of the Company to avail of the Services;
- (ii) That all the Terms & Conditions of the Agreement governing the Services are acceptable and are hereby approved;
- (ii -a) that the following individuals are authorised to sign the iBusiness Banking Application Form , any document amending the Agreement or any ancillary document and to do all or any of the acts or things on behalf of the company as they in their discretion think fit in connection with the services;

The following people are authorised to make decisions on behalf of the Company in relation to iBusiness banking

Sarah Hawker
Julie Doyle

(ii -b) The following number of the above individuals are need to co-sign this iBusiness Banking application form:

Any 2 signatories

- (iii) That the company signatories above may only change by notice

to the Bank in writing signed by a Director and counter signed by a second Director or Secretary of the Company, or, in the case where the Company has one Director and no Secretary, by notice in writing to the Bank signed by the Director in the presence of a witness.

- (iv) That these resolutions be communicated to the Bank and shall constitute the Company's Mandate to the Bank to remain in force until revoked or amended in writing to the Bank signed by a Director and counter signed by a second Director or Secretary of the Company, or, in the case where the Company has one Director and no Secretary, by notice in writing to the Bank signed by the Director in the presence of a witness.

The Chair suggested that perhaps now that most of the setting-up processes were complete – or well on the way - future Board meetings need not be on a monthly basis. It was agreed that this be revisited in January 2014.

Apologies were received from Christine Forman and Helen Kenyon for the Board meeting on 28 November 2013.

There being no other business the meeting closed at 5.30pm.

Date of the next meeting Thursday, 28 November 2013.

These minutes are accepted as a true and accurate record.....

Date: 28/11/2013.....



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Chairman

From Meeting 02 May 2013			
Action	By Whom	By When	Completed
7:1 Agile policy to be brought back to the Board for endorsement in due course.	K Cook/N Mekkaoui	31/12/13	
From Meeting 09 October 2013			
Action	By Whom	By When	Completed
4.0 CJ has entered into a discussion with CCG with regard to further work and will feed back to the Board at a later date.	Christine Jackson	Watching brief	
10.0 Due to the plans for the Doughty Centre the requirements for this building could change. JW/SP are following this up with the solicitors.	Joe Warner and Sharon Pearson	Watching Brief	
From Meeting 07 November 2013			
Action	By Whom	By When	Completed
3.0 Suggestions welcomed to SP on how the Service user vacancy could be filled.	All/Sharon Pearson	Follow up 28/11/13 board	
4.0 As some Governors do not have access to the Intranet, KG to liaise with Marc Wilson regarding emailing out the latest version of the Performance Wheel presentation.	KG/Marc Wilson		

From Meeting 7 November 2013 continued

Action	By Whom	By When	Completed
7.0 The identified risk of a lack of a Serious Incident Reporting system was being addressed.	Sharon Pearson	31/12/13	
8.0 JW and HK to keep the Board updated bi-monthly on the progress of Healthy Lives, Healthy Futures.	Joe Warner and Helen Kenyon	9/1/14	
8.0 A core value of focus to work with the Community and get the profile of focus out into the Community. JW happy to go out and do this.	Joe Warner	9/1/14	

