

## **ULSTER SUPPORTED EMPLOYMENT LTD**

(Company Limited by Guarantee and not having a Share Capital)

Minutes of a Board of Directors Meeting held on Thursday 24 May 2018 at 10.30 at  
182-188 Cambrai Street, Belfast

### **Present**

Mr J Perry	Chairman
Mr T Hinds	Director
Dr G Adams	Director
Mr A Bennett	Director
Ms C Magill	Director
Mr D Mackay	Director
Mr W Atkinson	Chief Executive
Mrs SJ Mowbray	Company Secretary/Head of Corporate Services

### **1. Conflicts of Interest**

The Chair noted a potential conflict of interest, as a Trustee with Gallahers Trust.

### **2. Minutes of the meeting held on 26 April 2018 and the extra-ordinary meeting which was held on 11 May 2018**

Minutes from meeting on 26 April 2018 were approved.

Minutes from the extra-ordinary meeting on 11 May 2018 were approved.

Actions from previous meetings were noted as cleared:

- SJ Mowbray circulated the organisation chart to Board members
- The risk register has been updated to reflect the impact of the departure of employer nominated and member nominated Pension Trustees

### **3. Chairman's Business**

The Chairman raised the following business:

- The Board congratulated B Atkinson on being successful at the Institute of Directors ceremony, receiving the award for Director of the Year for Third Sector/Public Sector. The National Awards will take place in London in October 2018
- The Chairman updated members in relation to the recruitment process for new Chair and Board members

- The Chairman updated members in relation to a recent conversation with David Malcolm, Deputy Permanent Secretary in Department for Communities. A meeting with Mr Malcolm and other Senior Officials within DfC has been organised for 14 June 2018
- The Chairman provided the members with copies of correspondence sent to him from DfC's Director of Work & Wellbeing, dated 23 May 2018, responding to previous queries raised in relation to the Usel Pension Scheme
- The Chairman advised members that B Atkinson received a letter from DfC's Permanent Secretary, dated 22 May 2018, regarding the decision not to grant retrospective approval. This letter was presented to and considered by the Board in full. It was agreed that further clarification would be required and legal advice obtained
- Board Effectiveness Review is now complete and included a review of Audit & Risk Assurance Committee and Health & Safety Committee
- Board members annual appraisals are now complete.

#### **4. Chief Executive's Report**

The Directors reviewed the Chief Executive's Report for **May** activity which had been circulated with Board papers. The following was noted:

##### **New Business development**

As we continue to align our product mix with customer demand, we have begun to develop a new range of beds. The new product range will allow the re positioning of Usel current product mix with a strategy to increase our focus on the retail and domestic markets and move away from the large volume, low margin contract sectors.

Following the successful implementation of our new Ability Coffee Shop in partnership with the Belfast Trust, we have a follow up meeting arranged in late May to explore additional opportunities to further develop this new partnership. We will provide further updates as this new relationship develops.

##### **Stakeholder Engagement**

We are continuing to work closely with the NIEA on several fronts, including the extension to our current waste licence. The licence process has been on-going for four months and should be in place from the 1<sup>st</sup> June 2018.

Usel have also been selected to be the subject of a case study being developed by WRAP, with the key focus of identifying an example of best practice in relation to how the circular economy can deliver real social value within Northern Ireland. The full report is due to be completed by late July 2018.

##### **2017/18 Performance Summary**

We have now completed our financial accounts for 2017/18 and are currently in process of annual external audit. Usel have had a very challenging year and facing a range of obstacles throughout the year within the various markets in which we operate. However, despite the various challenges we can confirm that as a business we have outperformed the forecasted out-turn.

### **Funding Opportunity**

As previously advised Usel had applied for external capital support to the Co Innovate fund, this funding stream is directed to companies across Ireland as part of an Interreg programme. Unfortunately, we have been advised we have been unsuccessful on this occasion due to the pension liability on our balance sheet.

As the board continues to direct the strategic focus of the business, this feedback would support the view that a solution needs to be found to these two areas of concern or they may prove to be a barrier to effectively developing the business going forward.

## **5. Head of Corporate Services' Report**

### **Finance**

The Directors reviewed the summary financial position against budget, for **April**, and noted an operating deficit of £6k. Budget forecast for April was £5k deficit, therefore we are in line with budget.

Mrs Mowbray presented the draft Annual Report and Accounts 2017-18. An additional paper was presented, with updated financial statements, which includes pension information, received after Board papers were produced.

The draft Annual Report and Accounts have been submitted to NIAO and the Sponsor Branch, in line with agreed timetable.

Any additional clarification requested by Board members was provided.

### **HR**

No significant issues to note.

Usel are continuing to engage with its out-sourced HR business partner as required and monitor the contract spend each month.

### **ICT**

In addition to delivering the ICT Strategy, May activity included:

- Technology provision for Titanic event

- Carpet and toilet floor fitting project plan, work being completed at present and over the next number of weeks
- Planning of office renovation and new open plan office space to be completed in the first week of June
- Handover of recruitment activities from Patrice Devine
- Management of GDPR
- Development of new STRIDE Programme to be paperless along with digital forms
- Development of digital training evaluation process
- Introduction of new team member
- Recruitment of new staff for ESF Project
- Opening of new Ability Café and EPOS system training/implementation
- Implementation and training of mobile app for Ability Café
- Completed interview skills and difficult conversations training

There were no incidences of ICT Breaches to report.

### **Business Development and Marketing**

In addition to delivering the Communication Plan, May activity included:

- Introduction of new team member
- Restructured the sales/marketing team
- Working on prototypes for new bags with Survitech materials
- Designing new bed models for Retail Customers
- Offers and promotions for bedding via Social Media/Shankill Mirror/Shankill Extra
- Overseeing the Search Engine Optimisation on Usel websites
- Developing a “Landlord Special” for bedding
- Marketing material for TFS Open Day
- Preparatory work for calculating Usel’s 2017-18 Social Impact
- Development and updating of two websites - Usel Recycling & Reuse (new) and Usel’s current website
- Feature in Ability NI – NI circulation, magazine for people living with disability

Communications to staff continues to operate in line with plan. No issues or concerns have been raised.

### **6. Action Plan – Triennial Governance Review**

Board members reviewed Usel’s Preliminary Audit Recommendations - Implementation Plan and the action taken/proposed by Usel.

Usel will bring the action taken/proposed to the attention of the Sponsor Branch.

The Action Plan will be kept under regular review by the Board.

**Action: SJ Mowbray to develop a folder and record correspondence between Usel and other relevant stakeholders.**

## **7. GDPR update**

The Committee had its second meeting on 16 May 2018 and the following was discussed:

- A review of those attending took place based on a risk level (of personal data exposure) and the group reduced in size
- DPO asks all group members to explain the levels of personal data handled within their department
- DPO provided Finance with contract guidance from CPD in relation to GDPR
- DPO agreed to decide a Terms of Reference for the Committee going forward
- Members were issued with feedback from initial data survey from DPO to comment for next meeting
- Marketing will bring photograph consent form to next employee forum and feedback any issues to next committee meeting
- It was decided that Committee would meet on a monthly basis until August then a quarterly basis after this period
- DPO discussed the issue of consent for clients and it was agreed that consent is not required as the consent is contractual with the employment programs we run
- Operations Managers to review any personal data we keep that is not contractual and report to next meeting the findings
- Next meeting will be held on 12<sup>th</sup> June

## **8. Adult Safe Guarding Issues**

No new issues to report.

## **9. Health & Safety**

Health & Safety forum continues to operate on monthly basis.

## **10. Policies for Approval**

- a. The following policies were approved:
  - i. Corporate Social Responsibility Policy v1 - draft
  - ii. Health & Safety Policy v2 - draft
- b. The following policies were presented to the Board for review and approval in June 2018 Board:
  - i. Draft Procurement Policy v3
  - ii. Draft Procurement Strategy

## 11. Risk Management

### New/Emerging Risks

Description of Risk Detail	P	I	P x I	Management Action
Failure to deliver objectives in NIEA Prosperity Agreement	1	2	2	1. Action tracker has been agreed, with milestones and owners
				2. Regular meetings with NIEA monitor progress toward achieving objectives
Two member nominated Trustees (MNT) have resigned as Pension Trustees. Two employer nominated Trustees are due to step down by the end of July 2018. A MNT recruitment exercise was undertaken recently and only one application was received. This loss of pension knowledge and expertise is significant for the Usel Pension Scheme.	5	4	20	1. An extra -ordinary Board meeting was convened on 11 May 2018 to discuss options available to Usel Board in relation to pension benefit redesign
				2. Mercers provided the Usel Board with a briefing paper outlining the options available to the Board
				3. Usel have made DfC aware of the situation and the appropriate steps which need to take place to ensure any approvals etc can be gained asap

### Changes to Existing Risks

Description of Risk Detail	P	I	P x I	Management Action
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Usel not prepared for introduction of GDPR on 28 May 2018	2	2	4	1. Appropriate training for all staff now complete
				2. ICT manager to oversee process
				3. Internal audit reviewed Usel's operational plan in February 2018 - no omissions identified
				4. Standing Agenda item in Board papers

Risks Realised

None

**12. Balanced Scorecard 2017-18**

The Board noted the final outturn on the Balanced Scorecard 2017-18.

**13. Any Other Business**

None

**14. Date of next meeting**

27 June 2018