

ULSTER SUPPORTED EMPLOYMENT LTD

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

Minutes of a Board of Directors Meeting held on Wednesday 28 March 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
Mr W Atkinson	Chief Executive
Mrs SJ Mowbray	Company Secretary/Head of Corporate Services
Mr A Savage	Head of Operations

Apologies

Ms C Magill	Director
Mr D Mackay	Director

1. Conflicts of Interest

The Chair noted a conflict of interest, as a Trustee with Gallahers Trust, noted under Agenda Item 4.

2. Minutes of the meeting held on 27 February 2018

Minutes were approved.

Actions from previous meetings were noted:

- See Chair of ARAC Report re update Whistleblowing Policy
- Organisation structure presented to Board during meeting
- Draft GDPR policies were provided to Board

3. Chairman's Business

The Chairman raised the following business:

- Extension of current Board appointments are currently with DfC Permanent Secretary
- The Chair outlined the proposed timeline for the appointment of new Board members and Chair. Applications are welcome from female candidates. Also, the "guaranteed interview" policy will be in place for candidates with a disability or health condition

- The Chair has not yet received a formal report outlining findings from the Triennial Governance Review, conducted by DfC Internal Audit.

4. Chief Executive's Report

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

Stakeholder Engagement

We have held a follow up meeting with Gallaher's Trust and have now submitted a full application for support in relation to Usel proposed creation of an operational hub in Ballymena. We understand our application will now go before their Trustees with a final decision on the application expected before the end of April 2018.

New Business

We have received confirmation from Belfast City Council of their decision to provide £50,000 pa for the next four years, regarding Usel match funding request for 2017-2021 ESF project. This confirmation brings the total match funding secured to £85,000 from a range of councils. We are currently awaiting a final decision from DfC on a request for £202,000, a decision is expected in the coming weeks. If we are successful, this final amount would support the implementation of the proposed pre-employment project supporting 200 people per annum, with an overall project value of approx. £4m.

We have also been successful in securing a new social enterprise partnership with the Belfast Trust to operate a coffee shop on their Knockbreda site. The proposed partnership will be initially for a 12-month pilot, with the opportunity, if successful, to grow into a range of other coffee shop provision opportunities across the Belfast Trust estate. The proposed start date will be late April, to allow for the various approvals to be secured.

Following the development of a partnership with Mudlug regarding VSC, we have now made the decision to bring this arrangement to an end. The lack of additional sales, whilst disappointing, is understandable as Mudlug have been unable to focus on VSC due to the growth within their core business. An example of this growth can be demonstrated by the fact we now have orders for approx. 2500 units to be completed between April and August 2018. The termination of the partnership agreement will take effect immediately with a plan agreed to review and agree the next steps for VSC as line of business.

New Structure

We have now completed the recruitment exercise in relation to the two new senior operational posts i.e. Head of Manufacturing and Recycling and Head of Employability, having completed a rigorous interview process I am delighted to confirm the two successful candidates have been internal appointments with Scott Jackson and David Cowan being appointed respectively. The new posts will come into effective from the 2nd April, and the process to backfill the vacated posts has now begun.

A brief presentation was provided to the Board meeting outlining the agreed organisational structure.

Mr Bennett queried the post moving from two post holders to one post holder (at the end of 2016), back to two post holders. The Board received assurance that the responsibility was now too wide for one post holder due to the growth in manufacturing, recycling and employment services.

5. Update from Chair of Audit & Risk Assurance Committee

Mr Bennett provided an update to the Board, including one significant issue regarding one of the risks identified in NIAO's Audit Strategy. The issue relates to the Usel Pension Scheme and implications of pension Triennial Review and has serious implications for Usel's going concern statement within the 2017-18 Annual Report and Accounts.

6. Head of Corporate Services' Report

Finance

The Directors reviewed the summary financial position against budget, for **February**, and noted an operating surplus of £9k. Budget forecast for February was £14k surplus, therefore slightly under budget.

YTD we have delivered a surplus of £152k – the members note this is a positive result. Budget forecast for YTD position, as at 28 February was a surplus of £63k. This is a positive variance of £68k.

HR

A number of individuals will leave Usel, via VES and lack of ESF funding, by 30 March 2018.

ICT

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

- Installation process for 20 new computers, to improve the equipment for office based staff
- Design of new main office layout, including sourcing quotes for prospective work and office furniture – ongoing
- Implementation and training of new HR digital recruitment portal
- Managing the GDPR process, including meeting with DPO to discuss implementation and training requirements. GDPR committee met on 31 March

There were no incidences of ICT Breaches to report.

Business Development and Marketing

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

- Completion of various award submissions e.g. Belfast Business Awards
- Implementation of plan for factory shop
- Continued development of E-Commerce websites, including managing SEO
- Drafted second phase of Gallaher Trust tender, seeking financial support for the new site in Ballymena
- Organising continues for “Championing Ability” Awards which are planned for April 2018. A committee has been established to take forward the project.
- Assumed responsibility for product development. Working with Product Development Interns to develop new range of beds and, potentially, pet bedding. In addition, product design for bags made from off-cut from lifeboats

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

Compliance

In addition to managing the daily HR function e.g. inductions, recruitment, March activity included:

- Manage preparation for the ISO audit, including updating ISO processes and register and sourcing quotations for process
- Researching and drafting appropriate GDPR policies
- Reviewing and updating Disability Action Plan

Procurement

- Ensuring sufficient raw materials in stock to complete large orders, such as McAleer & Rushe, Gilbert Ashe, Nurses bags
- Preparation for leaving the organisation, such as a raw material/supplier mapping exercise, stock count procedures etc
- Completing handover with new procurement officer

7. Head of Operations Report

a. Employment Services KPI Report

The KPI Report circulated with Board papers was analysed and it was noted that YTD, for Workable, we are approximately £164k better than budget.

YTD STRIDE is approximately £16k better than budget.

b. Manufacturing/Sales KPI Report

The KPI Report circulated with Board papers was analysed and it was noted that in February, bedding sales were in line with budget.

This results in a YTD position of sales of £21k better than budget.

Industrial sewing for February was in line with budget. YTD, we are in line with budget.

In February, circular economy was £12k over budget. YTD, we are £51k better than budget.

8. GDPR update

Usel appointed a Data Protection Officer (DPO) from 5 March 2018. A number of meetings have taken place and the GDPR committee have met. The implementation plan has been aligned with DPO expectations.

Mandatory GDPR training is scheduled for April 2018 for all staff. The training is tailored for individual requirements.

The DPO is currently reviewing all the policies and final draft will be circulated with Board prior to April Board meeting.

Internal Audit conducted a review of our plan and did not identify any gaps in our preparations.

9. Disability Action Plan 2017-2021

A short presentation was delivered by Aidan Fitzpatrick, Equality Commission, regarding Board responsibilities under S49 Disability Discrimination Act.

The Board approved the Plan.

10. Adult Safe Guarding Issues

No new issues to report.

11. Health & Safety

Health & Safety forum continues to operate on monthly basis.

12. Risk Register

The risk register was presented and approved to the Board.

Minor amendments:

- No 16 – reference to Gallaher Trust to be included
- New risk identified regarding approvals for pension Trustees

Action: risk register to be updated

13. Policies for Approval

- a. The following policies were approved:
 - i. Capitalisation Policy
 - ii. Draft Marketing Strategy
 - iii. Draft Whistleblowing Policy

The Board felt that there is a gap in the Board's Terms of Reference relating to the role and responsibilities of Board members acting in capacity of Pension Trustees.

Action: Ms Mowbray to refer the Boards Terms of Reference to DfC regarding the inclusion of roles and responsibilities for Trustees to Usel Pension Scheme

- b. The following policies were presented to the Board for review and approval in April 2018 Board:
 - i. CCTV Policy (revised to follow post DPO review)
 - ii. Data Breach Policy (revised to follow post DPO review)
 - iii. Data Loss Prevention Policy (revised to follow post DPO review)
 - iv. Data Protection Policy (revised to follow post DPO review)
 - v. Privacy Policy & Notice (revised to follow post DPO review)
 - vi. Usel Income & Debt Management Policy

14. Any Other Business

GDPR training for Pension Trustees organised for Thursday 5 April 2018.

A request for support for a local initiative has been made to Usel. More information will be provided to the Board to support a decision.

The Board thanked Mr Savage for his service to Usel.

Action: Information relating to local initiative to be circulated to Board members

Action: Corporate Social Responsibility Policy to be drafted