

ULSTER SUPPORTED EMPLOYMENT LTD

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

Minutes of a Board of Directors Meeting held on Thursday 30 November 2017
at 9.30 a.m. at 182-188 Cambrai Street, Belfast

Present

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

Apologies

Mr A Bennett	Director
--------------	----------

1. Conflicts of Interest

None were noted.

2. Minutes of the meeting held on 25 October 2017

Minutes were approved subject to some minor adjustments.

Actions from October meeting were noted:

- Risk register has been updated in relation to potential impact on staff of not being successful in ESF bid
- Clarification was received in relation to VSC website - an addendum to original agreement to be drafted which outlines position should the partnership not continue i.e. all rights of new website will transfer to Usel
- A meeting to be scheduled to discuss a bank overdraft facility
- Usel demonstrated business need and sought appropriate approvals for attendance of presentation of World Award. Approval was not granted
- Incidences of ICT breaches now reported to Board

3. Chairman's Business

The Chair gave an update on topics covered at a recent meeting with the Department:

- a. *Governance.*

- A review of governance arrangements for USEL will be undertaken. This will assess compliance with and appropriateness of current governance arrangements. This exercise is consistent with need to undertake a triennial review. Department will prepare Terms of Reference for such a preliminary review of USEL. If considered appropriate, a second exercise may be considered to review current organisational status.
 - Department still considering recent governance issue which had arisen.
 - The need for a formal Accountability Meeting was identified (This has now been arranged for end January).
- b. *Business Issues*
- Discussion re business case for possible new additional site outside Belfast. Consideration being given as to how best to take this forward.
 - Quarterly business meetings will be arranged with the Department which will be in addition to the existing governance meetings.
 - Recent cashflow incident discussed and outline given of steps being taken to prevent reoccurrence.
- c. *Board Appointments*
- Approval had been obtained for advertisements to be placed for a new Chair and two new Board members. Timescale to be confirmed.
- d. *Pensions Scheme*
- Discussion around issues associated with role of pensions trustees
 - Pensions deficit considered along with steps which may need to be undertaken to manage this.

The Chair reminded members of the planned Accountability training workshop arranged for 14 December. The need for this was identified in the most recent board self assessment. Other actions arising from this exercise would be considered at December Board meeting.

Action: Results of Board Effectiveness Review to be considered.

A Christmas Breakfast event has been arranged for Friday 8 December and Board members were invited to attend.

4. Chief Executive's Report

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

- **Continuous Improvement** - we have started the preparation for the revised assessment against ISO 9001-2015 with full assessment confirmed January 2018.

- **Stakeholder Engagement** - we have had several meetings in October with a range of political representatives, we met with Stephen Agnew, party leader for the Green Party and had a detailed discussion on two key subjects i.e. NI circular economy policy and the impact of the introduction of a Social Value act within the social enterprises sector of Northern Ireland.

We also met with William Humphrey and Brian Kingston, both DUP, regarding the linkage between Usel and the wider community within North and West Belfast and the positive impact Usel are making in areas of social and environmental impact. We have arranged a follow up meeting January 2018 for a further discussion.

Ms Magill and Dr Adams noted the benefit of networking with all political representatives, including those parties which are not the main parties.

We have also met with the Mayor of Mid and East Antrim promoting the work between Usel and Mid and East Antrim Council, we have extended an invite for the Mayor to visit Usel early in the new year.

- **New Business** - we have now had confirmation from Lisburn and Castlereagh Council that we were successful in bidding for the reuse contract. Within this provision we will begin a 6-month trial in January 2018 recycling mattresses.

We conducted a bench marking visit with Rehab in Dublin. We reviewed services provided by Rehab, with a view to potentially offering similar services in partnership. We will provide further updates as this possible partnership develops.

We met with the Belfast Trust and have been invited to engage with the learning disability team on several projects, to create more job opportunities within the Belfast Trust. We have a follow up meeting early December.

5. Head of Corporate Services' Report

a. Finance

The Directors reviewed the summary financial position against budget, for **October**, and noted an operating surplus of £45k. Budget forecast for October was £16k surplus, therefore we are £29k surplus ahead of budget.

YTD we have delivered a surplus of £121k – the members note this is a positive result. Budget forecast for YTD position, as at 31 October was a surplus of £59k. This is a positive variance of £62k.

b. HR

Heads Together (outsourced HR Business Partner) will be conducting some independent focus groups during first week of December. Objective is to follow up from staff satisfaction survey.

Staff communication arrangements continue to operate satisfactorily.

c. ICT

- ICT Manager continues to develop Usel's CRM system
- Planning and preparatory work is underway in relation to GDPR
- Taking the lead on facilities and CPD maintenance contracts

Incidences of ICT Breaches

One incident reported in November 2017 – loss of mobile device (since recovered). The incident was investigated and appropriate steps taken in line with Usel policy.

d. Business Development & Marketing

- Drafting business case for website development costs
- Calculating Social Return on Investment for presentation to the Board
- In conjunction with Sales Manager, developed e-commerce site for bed sales
- Organised a range of staff events, such as the newsletter, Christmas breakfast and lunch

e. Compliance

- Ensured Balanced Scorecard was in form suitable for presentation to Board
- Continuing to oversee the ISO integration project – understanding the requirements of the transition, ensuring appropriate resources are in place for a smooth transition
- Developed Usel policies and procedures
- Training new member of staff, recruited to provide business support

6. 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 £82k better than budget.

YTD STRIDE is approximately £9k better than budget.

b. Manufacturing/Sales KPI Report

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

This results in a YTD position of sales of £23k better than budget.

Industrial sewing for October was in line with budget. YTD, we are £6k under budget.

In October, circular economy was £15k over budget. YTD, we are £29k better than budget.

NOTE: A comprehensive overview of business performance for first six months of the year was given to the Board at the Strategic Workshop immediately after the Board meeting.

This provided information to members on performance against business objectives for each of the four Balanced Scorecard headings:

- Customers
- Results
- Learning and Growth
- Internal Processes

Ownership of each objective was identified as well as specific measures and targets.

A 'RAG' rating was provided for Q1 and Q2 for each objective.

A further detailed presentation was given on overall performance for each of the key business areas, highlighting both positive and negative aspects.

At this session Board members and managers held a very useful discussion on the key challenges facing USEL over the next 12 months.

7. Adult Safe Guarding Issues

No issues were reported to the Board.

8. Health & Safety

Health & Safety forum continues to operate on monthly basis.

9. Policies for Approval

- a. The following policies were approved:

- Redundancy Policy
- Drugs & Alcohol Policy

b. The following policies were presented to the Board for review and approval in December Board:

- i. Maternity Policy
- ii. Shared Parental Leave and Pay Policy
- iii. Risk Management Framework

Action: SJM to discuss policy approval process with DfC sponsor team

10. Perceived risks from the Risk Register

The following are the top risks from the Risk Register:

- a) Financial risk due to loss of ESF funding
- b) Risks regarding Departmental approvals
- c) Impact of Brexit on EU funding

Action: minutes from September Audit and Risk Committee to be included in December Board papers

11. Any Other Business

None