**ULSTER SUPPORTED EMPLOYMENT LIMITED**

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

Minutes of a Meeting of the Board of Directors

**Wednesday 25th September 2024 at 09.30am at Cambrai Street, Belfast**

**In Attendance**

Mr W Leathem Chairperson

Mrs S Wakfer Vice Chairperson

Mr R Donnelly Director

Mr R Havlin Director (left meeting at 12.21)

Mr D Duffy Director (attending remotely, left meeting at 11.24)

Mr D O’Hara Director

Mr S Jackson CEO

Mr D Cowan Head of Employment Services

Ms N Donnelly Head of Operations

Ms D Parkinson Procurement Manager (For Procurement Report)

J Davy Acting Head of Finance (For Finance Report)

**Present**

Ms R Smyth Minute-taker / Executive Administrative Officer

1. **Welcome and Apologies**

There were no apologies.

1. **Conflict of Interest**

None noted.

1. **Minutes of the previous meetings held on 28th August 2024**
   1. The meeting agreed to amendments at points 5.a and 6.f and the minutes were then approved.
   2. **Matters Arising** – There were no matters arising.
   3. **Action Log**

**Item 1** - **Organisation/PayScale review**. The CEO reported that the business case will be amended to reflect 5%.

**Item 2** - **Master Trust**. D Parkinson updated. She is pursuing further documentation. The meeting agreed that this will be discussed again in January.

**Action**: D Parkinson

**Item 12 – Policies Update**. It was agreed that policies will be updated as required and any changes brought to Board.

**Item 23 – Regrading of Finance Managers and Drivers**. The CEO reported that the roles have been evaluated and the business case has been sent back to the Department.

**Item 52 - Contract Management Policy**. The meeting agreed that this has all been covered in the Procurement Policy and the item is to be closed.

**Item 57** - **Board Training Register.** It was agreed that this should be completed by all members and reviewed at the November Board.

**Action:** all members.

The meeting agreed to close items 18, 25, 47, 56, 61, 64, and 66.

1. **Written Procedures:**
2. **Corporate Governance Policy**. The meeting discussed and agreed all corporate governance requirements are covered throughout the company’s various policies.
3. **Environmental Policy Statements**. The meeting reviewed

**Action:** R Smyth to update for 2024.

c. **Quality Policy Statement**. This was reviewed and accepted.

d. **Recruitment & Selection Policy** (LLR)**.** This was reviewed and accepted

e **Conflict of Interest Policy** (LLR). The Vice Chair reminded the meeting that all board members need Conflict of Interest training

**Actions:** R Smyth to book R Donnelly on training and amend policy.

1. **Chair’s Report**
2. **ALB Chairs Forum Letter for Chairs and Deloitte presentation**. The Chair suggested that the first session for Strategy Day be focused on board effectiveness. He commented that a meeting with the facilitator is planned and interviews for new Board members are taking place.
3. **Partnership Agreement between DFC and USEL.**  The meeting discussed the document and recommended changes to be made.

**Action:** R Smyth to make/track changes and return.

1. **Quarterly Accountability Programme.** The meeting discussed the Draft Programme for Government and agreed that SMT should review and communicate their response to the Board before submission.

**Action**: SMT

1. **Lessons Learnt Report update**. The meeting discussed a close out report which the CEO has prepared and agreed it should be compared with the Lesson Learnt Report and reviewed in October. There was a brief discussion on the interaction of internal audit with the report.

**Action:** CEO to provide report and comparison with the LLR.

1. The Chair informed the meeting that D Ward and S McGlew from Sponsor Branch will attend the Board meeting in October and that the Minister may visit Usel in November or December.
2. **Quarterly Governance Meeting**: The Chair reported on the meeting and the discussion therein. The Chair and CEO commented on a very positive meeting and the support for Usel from Sponsor Branch.
3. **Chief Executive’s Report**
   1. Business Cases: The CEO reported on changes made to the process for retrospective business cases stating it will be more efficient and follows the same methodology as the Department. The meeting queried the paperwork requirements and process with CPD and the Department. The CEO explained that the Partnership Agreement requirement on the appointment of accredited internal auditors.
   2. **HARK** The CEO reported that the value for money of the HARK system has been queried by the Audit Office. The meeting discussed the use of the DACs system and agreed to raise HARK at the next Governance meeting.
   3. **Recruitment:** The CEO updated the meeting on recruitment of a new Head of Finance. The meeting discussed the need for succession plans and for resilience within the system to mitigate risk.
   4. **Employee Relations:** The CEO reported that acontrol point had been picked up in the procurement procedure. He updated the meeting on an agreement reached with NICVA. The Chair requested that the Board be updated regularly.
   5. **Employment Services:** D Cowan gave updates on all programs and targets and reported that there is no further update on Empower. He also updated the meeting on a recent audit, stating that out of 335 tests there was 1 non-compliance and that it was a very strong report. Workable is currently waiting on an audit.
   6. **Ability Cafes:** D Cowan reported that the cafes are below target but expenditure was well controlled. The meeting discussed the contract with Belfast City Council, in relation to wording, length and the inclusion of a social clause. The Chair queried communications with staff. D Cowan stated these have commenced. The CEO suggested that future growth be discussed at Strategy Day.
   7. **Film Award:** D Cowan was pleased to inform the meeting of a film produced by students which has been shortlisted for an award.
   8. **Safeguarding:** There were no issues to report.
   9. **Operations Update:** N Donnelly updated the meeting on document storage. Accreditation costs in relation to delegated authority and consultancy costs as a strategic issue for Board attention were also discussed.
   10. **ICT audit report**: This will be brought to the October board.
   11. **Industrial Sewing:** N Donnelly gave an update on partnerships with Dublin Fire Brigade, Translink and Signtec.
   12. **Furniture Contract:** N Donnelly reported that this is currentlyslow, so resource is being deployed elsewhere. She stated that the DfC are very happy with the work done and will come on site in November to conduct an audit.
   13. **Drivers Update**: N Donnelly stated that despite only two drivers now employed, an excellent service is still being provided due to the quality of the staff. She explained that their hours have been rearranged to compensate for the shortage in resource. The meeting discussed this as a temporary arrangement.
   14. **Skip Hire Agreement**: N Donnelly stated that a full costing exercise has been completed and there is very good savings potential.
   15. **H&S**: there were no H&S incidents to report.
   16. **Electrical issues**: N Donnelly updated the meeting on actions taken to resolve this issue.
4. **ARAC Meeting Update:**
   1. D O’Hara stated that the ARAC meeting was very positive. He reported back on the Contracts register, staff engagement, business case approval and the committee ToR.
5. **Terms of Reference:** 
   1. The Committee reviewed the Terms of Reference for ARAC, Finance and POD committees.

**Action:** R Smyth to change wording to be non-gender specific.

1. **Board Remuneration:** 
   1. This was noted. The Vice Chair requested it be populated in a spreadsheet and circulated to the Board.

**Action**: HR Manager

1. **Finance Report** 
   1. J Davy talked through the report and informed the meeting on costs and changes affecting the budget. She stated that reforecasting is on-going and she is meeting with Managers to ensure more detail is included in budget lines.The Chair requested a reforecast for six months for presentation to the October Board.

**Action:** J Davy

* 1. J Davy updated the meeting on the VAT submission. The meeting briefly discussed potential accruals and the reserve account.
  2. **Audit Timetable**; the meeting discussed the audit and the draft annual report and accounts.

**Action:** R Smyth to send board attendance register to the Chair.

1. **Risk Register** 
   1. The meeting discussed Strategic Risk Register item 03 Human Resources. The Chair commented that this should be reviewed after the LLR. The Vice-Chair requested more explanatory narrative.
   2. The meeting reviewed Strategic Risk Register items 01 & 02 Succession Planning / Staff Recruitment / Retention. The meeting agreed these could be merged into one.

**Action:** ARAC for December review SR01 & 02.

* 1. The meeting queried if Strategic Risk Register item 04 should be operational.

**Action:** SMT to review.

**AOB**

The CEO stated he would liaise with the Chair of the Finance sub-committee to arrange a meeting to discuss the re-forecasted budget for the last six months of this financial year.

**Date of Next Meeting:** 30th October 2024 at 10.30 am.