**ULSTER SUPPORTED EMPLOYMENT LIMITED**

Minutes of a Meeting of the Board of Directors

**Wednesday 26th March 2025 at 10.00 am at Cambrai Street, Belfast**

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| 1. | **In Attendance:**  Mr W Leathem Chairperson  Mrs S Wakfer Vice Chairperson  Mr R Donnelly Director  Mr R Havlin Director  Mr D Duffy Director  Ms E Finlay Director  Mr S Jackson CEO  Mr D Cowan Head of Employment Services  Ms N Donnelly Head of Operations  Ms R McCarthy Head of Finance  Mrs L Beagan HR Manager  **Present:**  Ms R Smyth Minute-taker / Company Secretary  **Apologies:**  Apologies were received from M Corkey.  The Chair welcomed everyone to the meeting. |
| 2. | **Declarations of Interest -** None noted. |
| 3. | **Minutes and Actions** |
| 3.1. | **Minutes of the previous meeting held on 25th February 2025.**  The minutes were accepted. E Finlay proposed and S Wakfer seconded. |
| 3.2 | **Matters Arising**  There were no matters arising. |
| 3.3 | **Action Log:**  Item 92 – this is in progress. The CEO provided an update stating it was being tested.  Item 96 – this is to be changed into a matrix.  Items 104, 105, 106, 107, 110, 112, 115, were deemed closed.  Item 108 – on agenda for discussion  Item 113 – in progress  Item 116 – in progress  Item 117 – in progress |
| 4 | **Written Procedures** |
| 4.1 | **Data Breach Internal Process**  The meeting was informed that all data protection functions are being transitioned in-house, supported by an initial programme of intensive training, ongoing professional development, and strengthened internal reporting mechanism"  The members raised several questions including the threshold for expediting a breach, the risk implications for the Board and what measures are in place to prevent a breach from happening. It was agreed that a template should be developed to report any incidents and track recommendations.  **Action**: D McGlade to develop draft template for April Board. |
| 5. | **Chairs Report** |
| 5.1 | The Chair reported that he has held two 1:1s with the CEO. |
| 5.2 | Belfast Met hosted Cyber Security training. The Chair thanked D Duffy for organising and stated that it was very useful and well-delivered. |
| 5.3 | The Chair attended a recent Pension Governance Sub-Committee meeting. |
| 5.3.1 | The Chair, CEO and Head of Finance attended the Quarterly Assurance meeting with DfC. The Chair explained the Items discussed at the Assurance meeting. It was suggested that a timeline for delays with the audit be developed. The Head of Finance is actioning this. |
| 5.4 | **ARAC Committee Report** |
| 5.4.1 | The Chair of ARAC reported on the recent ARAC meeting. She commended the efforts of the team to get a date for the Annual Report and Financial Statements to be finalised. The ARAC will meet on 19th May to discuss the draft. |
| 5.4.2 | The Internal Audit plan is available to be reviewed. |
| 5.4.3 | C Duff from Sponsor Branch has kindly provided her definition of her role at ARAC meetings. This will be reviewed by the ARAC members. |
| 5.4.4 | The Register of Concern and the Fraud Log will be redesigned and presented in matrix form going forward. |
| 6. | **CEO’s Report** |
| 6.1 | The CEO commented that 2.1 tender is now live with Belfast City Council. |
| 7. | **Business Reporting** |
| 7.1 | Employment Services – The Head of ES stated that the MoU has been signed off and is now with the DfC. |
| 7.1.2 | Workable – The Chair enquired if the budget is available for Workable. The Head of ES replied in the negative. |
| 7.1.3. | **Section 1.4** The Chair praised the results of the Employment Support Programme.  **Section 1.5** **Disability Support (SFLW DS)** – The Vice-Chair queried which budget governs support staff. The Head of ES clarified how the contract works, stating this will finish in August but in the meantime has provided a good profit margin. |
| 7.1.4 | The Report was accepted. |
| 7.2 | **Operations Report** |
| 7.2.2 | The Head of Operations presented the report.  MEA Mixed Paper Recycling Tender – the meeting discussed an unsuccessful tender, the Head of Operations explaining this was based on price but may have led to some complications |
| 7.2.3 | The Head of Operations gave an update on new contracts being sought stating this is progressing well and looking positive. |
| 7.3 | **Health & Safety Report** |
| 7.3.1 | There were no H&S incidents to report. However, the issue of the entrance doors was raised by the Vice-Chair as a H&S issue, and she inquired if the Board could help progress this matter with CPD. The HR Manager concurred that this is causing problems for disabled staff unable to access the building. The meeting agreed that the delay in repairing the doors is not acceptable and needs to be progressed quickly. |
| 7.4 | **Fire Safety Report**  There were no incidents to report. |
| 8.0 | **Finance Report** |
| 8.1 | The Head of Finance presented the report and informed the meeting that the year end figures have now also been reported to the DfC. |
| 8.1.1 | The Head of Finance gave an update on business cases stating that a process issue has been identified in relation to documentation. This has now been fixed and a new process developed for staff to follow.  R Havlin stated that a tracker should be developed to examine trends in this process.  **Action:** R McCarthy |
| 8.1.2 | **Procurement** - The Head of Finance informed the meeting that training has been organised for staff due to the changes in procurement legislation. This has also involved a change to business case templates which are now ordered into minor, moderate and major. It has been established with the DfC that most of Usel’s regular transactions will be ranked ‘minor’.  The Chair suggested that this should be reviewed as a performance indicator by department. This was proposed by the Vice Chair and seconded by R Havlin.  The Chair commented on the irregular spend, stating that assurances are needed on this with the expectation that there is improvement as of April 1st. The Head of Finance responded that the original qualification in 2023 was mostly due to contracts. This is now being addressed. A line-by-line review of transactions has been conducted. A new request from the auditors on samples where irregularity exists discovered more but the Head of Finance stated she has comfort that much has been rectified and will conduct a full exercise for 24/25 to get robust procurement practice in place. |
| 8.1.3 | The meeting discussed derogation of spend in the past year and the Head of Finance gave assurances that steps have been taken to address any overhang issues.  E Finlay stated that the Board require assurance and governance to be documented.  **Action:** Head of Finance to develop a stand-alone document for presentation to the May Board meeting. |
| 9.00 | **Business Plan** |
| 9.1 | The meeting discussed the draft plan, suggesting that there needs to be more narrative on to how grow and consolidate the business and alignment with the strategic plan and how it links to departmental priorities. Some other minor amendments were suggested.  **Action**: – CEO |
| 9.2 | The meeting discussed the proposed pension options, the Chair reminding the meeting that a decision is required by the May Board meeting. The meeting considered the level of risk within each option and the Grant in Aid situation.  **Action:** Board |
| 10. | **Options Papers** |
| 10.1 | **Casual Workers**  The HR Manager presented the paper to the meeting stating as of April casual workers will move to hourly contracts.  The meeting discussed moving staff to a salaried contract, queried the terminology used and asked if staff were comfortable about the change. The HR Manager reported on legal advice received and explained the terminology. The Head of ES informed the meeting on the perceived staff feelings and the process of natural wastage.  The Chair congratulated the HR Manager on a very useful paper, and it was agreed to close this action on the Risk Register. |
| 10.2 | **Job Evaluations**  The HR Manager presented the paper and talked through the various pay scale options, stating that the Department prefers Usel to use NICS pay scales. She stated that the exercise needs to be done again with Beaman’s but there is currently no financial room to do so.  The members discussed the various pay scales. E Finlay suggested adding “Transitioning to the NICS scale is the preferred option of DfC.”  **Action:** HR Manager |
| 11.00 | **Strategic Risk Register**  It was agreed that SR09 on pensions needs to be completed and that the register needs to be reviewed on succession planning if issues have materialised.  **Action:** CEO / Board |
| 12.00 | **Matters to Note** |
| 12.01 | **ALB Assurance Statement**  The meeting agreed that this has now been reviewed at ARAC and are content for it to be signed and forwarded to the Department.  **Action**: CEO |
| 12.02 | **Mission Statement Update**  The meeting discussed the options presented in a report by the Marketing Manager.  The choice was narrowed down to two options with some wording amendments.  **Action:** E Finlay to amend wording. |
| 13.0 | **Any Other Business** |
| 13.01 | **Board Effectiveness Note**  The Chair explained that this has been received from John O’Neil and is to be merged with other questionnaire returns.  **Action:** R Smyth to merge both |
| 13.02 | **Finance Committee & ARAC Dates**  It was agreed to move the Finance Committee Date to 15th May at 10am to accommodate an additional ARAC meeting on the 19th May. |
|  | **Date of Next Meeting – Wednesday April 30th 2025 at 10am.** |