**ULSTER SUPPORTED EMPLOYMENT LIMITED**

Minutes of a Meeting of the Board of Directors

**Wednesday 18th December 2024 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 (Joined meeting at 10.30 am)  Mrs F Finlay Director  Mr S Jackson CEO  Mr A White Employment Services Manager  Ms N Donnelly Head of Operations  Ms R McCarthy Head of Finance  **Present:**  Ms R Smyth Minute-taker / Company Secretary  **Apologies:**  Apologies were received from D Cowan.  The Chair opened the meeting at 10.00 am and welcomed all in particular, Ellen Finlay. The Chair expressed his thanks and appreciation to D O’Hara and explained that the Department have now been informed of his resignation. A new Director may potentially be appointed by the end of January and there is an option to increase the Board by one more Director. This will be reviewed in 2025. |
| 2. | **Declarations of Interest -** None noted |
| 3. | **Minutes and Actions** |
| 3.1 | **Minutes of the previous meetings held on 27th November 2024** |
| 3.1.1 | **Section 5.3 –**The meeting discussed rescheduling a session on sustainability. The CEO commented that a draft budget will be developed in January for presentation at the February Board meeting, together with the business plan. The Chair suggested a special meeting to discuss these. The meeting agreed.  **Action: R Smyth** |
| 3.1.2 | **Section 7.2.2. – IT audit / cyber security training.** The CEO informed the meeting that he has emailed his contact in Belfast Met twice but will follow up again.  **Action: CEO** |
| 3.1.3 | The minutes were proposed by the Vice Chair and seconded by R Havlin. |
| 3.2 | **Matters Arising**  There were no matters arising. |
| 3.3 | **Action Log:**  Item 57 – This is to be on the agenda for the Board for January 2025.  Item 78 is complete. |
| 4 | **Written Procedures** |
| 4.1 | **Business Continuity Plan**  The CEO talked through any relevant changes to the BCP. R Havlin queried access to the document and if a hard copy is available in the event of an emergency. The CEO stated this would be the responsibility of the H&S Manager and requested the Head of Operations to organise this with the H&S Manager. **Action.** HofO |
| 4.1.2 | The Vice Chair queried when the BCP was last tested. The CEO responded this was in 2018. The meeting requested this be done on a regular basis, with a first test in March 2025 by department rather than organisation wide. **Action SMT**  E Finlay queried the trigger for thresholds. The CEO explained that SMT would not be on leave at the same time, and someone will always be on site. E Finlay also queried section 11.1 on homeworking in relation to cyber security. The CEO assured her that this has all been updated. |
| 4.1.3 | Section 4.2 will be discussed by the ARAC. |
| 4.1.4 | Section 8.1 spelling error to be changed. **Action R Smyth**  The policy was approved. |
| 5. | **Chairs Report** |
| 5.1 | The Chair reported to the meeting that appraisals have all been concluded and are now forwarded to the Department. |
| 5.2 | The Chair reported that he had attended the Public Sector briefing with the Auditor General and Invest NI. He queried the situation of taxi transport for clients and VAT liability and will circulate the PowerPoint presentation by email. **Action Chair** |
| 5.3 | The Chair stated that he had attend the Chairs Forum AGM. Business cases were discussed with the Permanent Secretary of Finance; it was a very positive meeting. He also reported on the Departmental Chair’s Forum and a discussion on the presentation of risk registers and risk appetite. The Department have made changes which will be rolled out to ALBs. There had also been a discussion on the Procurement Act and the plan to present changes therein to ALBs around Mid-March 2025. When communication is received on this, it will need to go to the ARAC and internal risk registers will be aligned with the Department. |
| 5.4 | The Chair of the ARAC gave an update on the meeting. S Waker is now appointed as Chair of the ARAC. |
| 5.4.1 | **Register of Concerns.** The Vice Chair requested SMT to think about how concerns are captured, stating that the Board want comfort that concerns raised are coming before them. **Action SMT** |
| 5.4.2 | **External audit.** The Vice Chair reported that she had a meeting with B. Mitchell prior to ARAC and asked the Head of Finance if she is content with the new schedule of 13th January 2025. The Head of Finance responded that she is working backwards on audit fieldwork, and updated accounts for the 8th January. ARAC will review by the 6th January and they will be available for the auditors on the 9th.  She will ensure a review period is built in for next year. The Chair of ARAC requested a meeting for 8th January at 10am 2025 to review. **Action R Smyth** |
| 5.4.3 | The Vice Chair raised a concern on quality assurance in relation to the Annual Report.  She stated that the ARAC need to look at effectiveness annually and she has provided an ARAC self-assessment toolkit which the members will go through together. She will also provide an electronic version. **Action ARAC Chair** |
| 5.5 | **Strategy Day Update**. The Chair informed the meeting that evaluation forms have gone out to staff and board members. He requested these be completed and returned to R Smyth for review at the January Board. **Action – all board**  The meeting discussed the Strategy Day, all agreeing that it was very positive. The Chair commented that the facilitator will provide a report for the January Board. |
| 6 | **CEO’s Report** |
| 6.1 | The CEO reported on the draft internal audit schedule for 2025, which will be forwarded to the Board. A discussion has taken place with PGM on the draft for 2025/26 and will be sent through in February 25. |
| 6.2 | The CEO stated that a meeting has been held with Donaree Marshal on pensions.  has agreed to stay on for 2 more years; this does not present any issue in relation to her contract. The Chair reported that a meeting with Mercers is planned for January 2025. |
| 6.3 | The CEO provided an update on the Zoo café stating a new tender had been offered but this was not feasible for Usel as staff had already been informed and have been redeployed elsewhere within the business. |
| 6.4 | The CEO reported that the EQIA response has been submitted, and he had a call with D Ward to discuss the process. D Duffy queried if calculations have been done, the CEO confirmed they have and will send a link to the Board. **Action CEO**  E Finlay enquired if there was any update from NICVA in relation to National Insurance changes. The CEO responded that this has been factored into the budget. |
| 6.5 | The CEO gave an update on the new building stating that Belfast City Council requested a letter of comfort from the Department and are currently waiting on this coming from Sponsor Branch, however this will not hold the process up. Building should commence around the end of March or beginning of April 25. |
| 7. | **Business Reporting** |
| 7.1 | **Employment Services Report** |
| 7.1.1 | A White updated the meeting on the employment programme application stating he was hopeful of obtaining the same amount of funding and will be meeting with the Department prior to the application submission to discuss requirements. |
| 7.1.2 | A White reported on the tender for Workable stating it is progressing well and should be closed out today. |
| 7.1.3 | A White provided an update on the Employment Services audit. This was delayed due to finance queries but is now in process. |
| 7.1.4 | A White reported that an excellent result was received on the Step-up audit, however there is no certainty that it will continue next year.  The meeting accepted the report. |
| 7.2 | **Operations Report** |
| 7.2.1 | The Head of Operations gave an update on cyber essentials accreditation stating the business case is approved and work will start in January 25. This is a substantial milestone for ISO accreditation in relation to data storage which may be a new business line in the future. |
| 7.2.2 | The Head of Operations gave an update on the Hospice. She stated that Usel will try to target clients who align with Usel’s values. The meeting discussed the logistics of the transfer of documents and insurance provision, the Chair querying if an outage fee had any implications for the budget. The Head of Operations concurred that such fees would prove to be a hindrance for clients wishing to transfer to Usel. |
| 7.2.3 | E Finlay queried the marketing strategy. The Head of Operations updated her on the marketing resource situation. The meeting agreed a consistent message is required and briefly discussed the use of social media platforms and Linkedin. A White gave an update on the marketing strategy and the Chair requested that the Marketing Manager give a presentation to the Board. **Action Marketing Manager** |
| 7.3 | **Health & Safety Report**  The Chair offered congratulations to L Gilliland on passing her recent H&S exams. |
| 7.3.1 | There were no H&S incidents to report. |
| 7.4 | **Fire Safety Report**  There were no incidents to report. |
| 8.0 | **Finance Report** |
| 8.1 | The November Finance Report was presented to the meeting. The Head of Finance talked through overall income, program, other income and costs.  The Chair queried if the pay remit had been paid out in November and if payment had been received from the Department. The Head of Finance confirmed it had. |
| 8.1.1. | The Vice Chair queried factory costs; the CEO provided details on how the factory is resourced stating it is a condensed week. The Head of Finance stated she will check the tracking for this item and report back in January. **Action HofF** |
| 8.2 | The Head of Finance reported on the external charges stating that the VAT liability is included and is therefore affecting the figures. This will be monitored going forward. |
| 8.3 | The Head of Finance reported on other operating costs, stating taxi costs were affecting figures. R Havlin queried if legal fees were factored in. The CEO confirmed these are all up to date. |
| 8.4 | The Head of Finance gave an update on procurement stating this is now handled on the finance side of the house. The Department’s test drill from October had not been received back yet but otherwise all is in order. The meeting briefly discussed improvements going forward, R Havlin queried if 100% are being tested. The Head of Finance confirmed they are, and this will be conducted internally going forward. |
| 8.5 | The Report was proposed and accepted. |
| 9.0 | **Matters to Note** |
| 9.1 | **Risk Register Deep Dive SR05 –Finances** |
| 9.1.1 | The CEO provided an update on the Risk Register stating a new risk in relation to the lorry fleet has been added. R Donnelly queried if a depreciation schedule was maintained. The CEO replied in the affirmative and stated he will speak to the Department in 2025 in relation to new lorries. |
| 9.1.2 | The Vice Chair queried quality assurance stating there needs to be a process to ensure the quality of information coming before the Board and Committees. The meeting discussed the current method and how quality is assessed. The Vice Chair stated that all steps need to be documented. The Head of Finance suggested an assurance mapping exercise. The CEO explained that each head of division completes a quality assurance statement for his review. The Vice Chair requested that this be captured in future to provide more visibility of accountability with greater detail in the narrative.  **Action: SMT** |
| 9.1.3 | The CEO commented that the delegated spend will have a half yearly review commencing in March 2025 to measure where the organisation is against them. The meeting discussed the level of delegation to the Accounting Officer. D Duffy stated that Usel need to work through a list of actions in a coherent order and persistent manner to achieve a good level of trust. |
| 10.0 | **Any Other Business**  The Chair reminded the meeting of the Christmas lunch. |
| 11.0 | **Date of Next Meeting –** 29th January 2025 at 10 am. |