**ULSTER SUPPORTED EMPLOYMENT LIMITED**

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

Minutes of a Meeting of the Board of Directors

**WEDNESDAY 29th May 2024 at 10.30am at Cambrai Street, Belfast**

**In Attendance**

Mr W Leathem Chairperson

Mrs S Wakfer Vice Chairperson

Mr D O’Hara Director

Mr R Donnelly Director

Mr R Havlin Director (R Havlin left the meeting at 12.16 pm).

Mr S Jackson CEO

Mr D Cowan Head of Employment Services

**Present**

Ms R Smyth Minute-taker

1. **Welcome and Apologies**
2. Apologies were received from D Duffy, N Donnelly, J Davy, R Clements
3. **Conflict of Interest**
4. Conflict of Interest: None
5. **Minutes of the previous meetings held on 24th April 2024**
	1. Approval – **For review and approval –** The minutes were approved**.**
	2. Matters Arising - None
	3. Action Log – **For review and discussion**

**Item 1** – Organisation / PayScale review – S Jackson reported the business case is being updated for the Department. DfC initial feedback suggested there may be a question over affordability and NJC pay scales.

**Item 2** – Master Trust – the business case has been signed off. D Parkinson and D Marshall are working on a specification to test the market. Phase 2 of the business case could take another 12 months. S Jackson has spoken to the Department in relation to the position of trustees on the board. This will be brought to the next governance meeting after June. The Chair commented that the pension contract will need to be extended after December 2024.

**Item 4,5** – Safeguarding - the Chair encouraged other members to work on these

**Item 6** – Pension Increase - S Jackson has a meeting organised and will update at a later date.

**Item 11** – Options Paper for Canteen – Detailed in the CEO’s report.

**Item 12** – Pay Policies – The business case has been sent to the Department. Legal advice has been provided to them.

**Item 14** – Apprenticeships subcontract with Belfast Met – S Jackson stated this needs to mirror Usel operations in hospitality, warehouse, and IT functions.

**Item 15** – IT systems Audit – planned for June.

**Item 17** – Cyber Training for Board –To be discussed at June Board or Strategy Day.

**Item 22** – Revision of Strategic Plan – for Strategy Day. The Chair outlined the timescale for recruitment of new members stating they should be in place by 1st November. Strategy Day should take place 11th December, the week before the December board meeting.

**Item 35** – Charities Commission Form – moved to section 7.

**Item 8** – to be removed.

**Item 9** – The Chair will ask L Beagan to put the results of the Staff Survey into a PowerPoint for the June Board.

The following items were deemed closed; Item 13, Item 16, Item 19, Item 24, Item 32, Item 34, Item 37, Item 40.

1. **Chairman’s Report**
2. The Chair stated that 1:1 meetings have now been held, including meetings with the CEO to discuss the recruitment of new board members.
3. The Chair’s appraisal has now been conducted.
4. There has been a full discussion between D Cowan and the Department on the Lessons Learnt Report and the Workable Programme. An action plan has been developed which will be forwarded to them.

**Action:** D Cowan

1. Deirde Ward has requested a ‘Decision-making Framework’ and will send a template.

**Action**: D Cowan

1. Empower Program: the Chair will meet with D Cowan on June 3rd for an update. The Chair stated he was hopeful the programme would be continued for another year, but this will depend on the new government. The CEO stated there had been a meeting planned with D Ward, but a response has not been received back yet. D Cowan outlined delays in new plans being developed by the Department. The Chair emphasised that his meeting with D Ward was very positive, and that she has a strong interest in Usel.
2. **Written Procedures:**
	1. **CCTV Policy** **– For review and approval –** approved.
	2. **Freedom of Information Request Policy - For review and approval –** staff names to be removed and ‘Head of Corporate Services’ changed to ‘Head of Finance’. Approved.
	3. **Handling and Assessing Criminal Convictions Policy - For review and approval –**staff names to be removed**.** R Havlin queried point 4, D Cowan explained. Approved.
	4. **Health Safety Policy** - **For review and approval.** The CEO explained this policy’s development and commented it should be reviewed again 2025. Approved.
	5. **Raising a Concern Policy – (Lessons Learnt Report)** - **For information –** this needs reviewed annually and should come before the Board again in March 2025 for the start of the financial year. Approved.
	6. **Bullying & Harassment Policy** – **(Lessons Learnt Report)** - **For information –** This needs to be reviewed every 2 years and should come before the Board again in July 2026. Approved.
3. **Chief Executive’s Report**
4. **Business Cases**: the CEO gave an update. 18 initial drafts have been completed. There have been numerous communications with the Department on these which helps indicate which will be approved going forward and will highlight any issues for the audit in autumn. The procurement process will be audited in August which will give further indications of any issues and assurance that the new process is robust
5. **Governance Meeting**: staff from Sponsor Branch raised concerns about duplicated narratives on business cases and have agreed to come to Usel to give training on this. The CEO commented that managers may have no experience of writing these but improvements are expected. The meeting briefly discussed the high volume of business cases being processed and the possibility if improvements are made in their production, that the spend limit may be increased at some future point.
6. **Business Insurance Cover**: the CEO commented that staff worked very hard on this. He outlined the issues and the steps taken to resolve them. The CEO queried if the cover needs to be increased from its current level because of the staff Usel supports. The meeting agreed to the increase in cover.

**Action:** S Jackson to organise increased insurance cover.

The CEO commented on the endorsement of placements stating there would be no exclusion of service users as they will be covered on the policy in a ‘belt and braces’ approach. The Chair queried if due process had been followed. S Wakfer commented that in terms of the Lessons Learnt Report, one person should not be relied on to cover the function of insurance renewals. The CEO reported that all insurance policies have now been synchronised so there is one renewal date, the renewal process commencing at the end of February and business descriptions are amended to ensure appropriate cover.

The CEO also reported that there is no fee from Gallaghers; motor fleet insurance has now been merged from 2 into 1 policy. Gallaghers have recommended a ‘black box’ system for vehicles. N Donnelly is checking into this and the option of reversing cameras.

The CEO updated the Board on other insurance policies such as IT equipment, property and stated that the indemnity period for public liability has been increased. He commented that this is a H&S issue but requires SMTs to feed into it. The meeting queried aspects of the process, the CEO gave reassurances that adequate processes are now in place. The Board queried if they were insured as licensees of the fleet, historic issues and which policies are referred to the Board in relation to liability. The CEO stated that the fleet insurance may be a subject for a future audit. He also stated that there are potential savings in the Towergate premiums this year and that the budget will be adjusted accordingly. R Havlin queried the figures, and the CEO explained the various quotes.

**Action:** S Jackson to check insurance provision for Board members liability.

1. **Human Resources**: the CEO updated the meeting on the approval of the recent recruitment of R Clements as Head of Finance, staff turnover rates, sickness rates and training.
2. **Options paper for canteen:** the CEO spoke to this paper, summarising each of the options and recommending options 3 and 4. The meeting discussed the various options commenting on aspects such as the need for an equality impact statement, fire escape, costs, use of space, dust reduction and the timescale for completion. The CEO confirmed that option 4 would be achievable in 6-8 weeks. S Wakfer recommended that the report be amended in relation to costs. The meeting agreed that option 4 was the best choice and the CEO could sign off on the business case.
3. **Employment Services**: D Cowan gave an update. A graduation ceremony will take place and the Chair was invited to give a speech at the ceremony. D Cowan also gave an update on holiday and sickness levels, stating there were no issues.

**Action**: R Smyth to send out invites for 9th October 2024 Graduation.

1. **Workable Audit**: the Chair asked if the findings from the 2nd audit were available. D Cowan commented in the affirmative stating robust information on the figures was provided. The timeframe needs to be scrutinised and an action plan developed.

D Cowan informed the meeting that full access had been given for the purposes of the audit. The CEO commented on the potential clawback.

Action: D Cowan to provide ongoing updates to the CEO and Board.

1. **Workable ES Improvement Plan**:

The Chair requested that this is looked at in more detail at the July board meeting in relation to budget implications and focusing on end dates for programs.

**Action – R Smyth add to agenda for July Board.**

1. **Employment support:** D Cowan provided a breakdown of the employers involved and notified the meeting of issues such staff retirement and long term sickness which are being dealt with by Human Resources.
2. **Jobstart:** D Cowan updated the meeting with the figures, stating that it had been a positive month.
3. **Operations Report:** the CEO presented the report, updating the meeting on the mattress tender, NIFRS uniforms and furniture. He stated that the H&S role is still being advertised**.** He also provided an update onprocurement, training and H&S inspections.
4. **Delegated Authority Matrix:** the Chair queried which are items drafted and which signed off or have amber status with the Department. The CEO commented on delays in the process in relation to filling the role of Procurement Officer and actions which are being taken to resolve this.

**Action:** R Smyth to ensure the Delegated Authority matrix is the first item on the CEO’s report.

1. **Board Terms of Reference** - **For review and discussion**

 Reviewed and changes accepted.

1. **Finance Report** – **For information**
	1. Finance Report for March 2024: the CEO presented, stating that income was down due to programs. The Chair queried the Department’s treatment of Empower funding as GIA as this results in the sum of £40k being clawed back. D Cowan gave an explanation, stating that the money would balance out. The CEO queried this process as the Department do not permit Usel to accrue. The Chair suggested this be discussed at the June Board under AOB.
	2. **April 2024 Finance Report**

This was presented to the meeting and approved.

* 1. **Finance Committee Meeting**

The Chair updated the Board on the meeting. The ToR will come to the June Board meeting, together with the Anti Bribery and Corruption Policy.

 **7.a New Risk register** – **For review**

S Wakfer and D O’Hara presented a new risk register which is now more strategic in approach. Going forward, SMTs will maintain an operational risk register. S Wakfer suggested a deep dive on one risk at each Board meeting. SMTs are requested to present on these risks beginning with L Beagan on Succession Planning at the June meeting.

**Action:** RS – put closed risk tab in.

**Action:** L Beagan to present on Succession Planning at the June meeting.

 **7.b Charity Commission Application**

The CEO is preparing an Options Paper on this and the proposed transfer to CIC status. This will require an additional meeting of the Board either June or July before going to the Department.

1. **Any Other Business**

Review of Accountability Consultation – no response is planned.

A separate ARAC meeting is required on 12th June.

1. **Date of next meeting –** 26th June 2024. The AGM will be at 10.00 – 10.30 26th June 2024.