

ULSTER SUPPORTED EMPLOYMENT LTD

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

Minutes of a Board of Directors Meeting

Wednesday 26 August 2020 at 13:50

Via video conferencing

Present

Mr W Leathem	Chairman
Mr D O'Hara	Director
Mr R Havlin	Director
Ms J Cowan	Director
Ms C Magill	Director
Mr R Donnelly	Director
Mr W Atkinson	Chief Executive
Mrs SJ Mowbray	Company Secretary/Head of Corporate Services
Mr S Jackson	Head of Manufacturing & Recycling
Mr D Cowan	Head of Employment Services

Apologies

None

1. Conflict of Interest

1.1.A perceived conflict of interest was noted for the SMT in relation to the pension benefit re-design.

2. Minutes of the meeting held on 24 June 2020

2.1.Minutes from meeting on 24 June 2020 were approved;

2.2.Actions from previous minutes were noted as cleared or on-hold during the COVID-19 pandemic, including:

- Mr Cowan presented his post project evaluation on the closure of cafes and Slumberin, in summary:
 - Knockbreda – a decision was made in April 2020 not to renew the contract for a further year, as Usel felt the café was not big enough to meet the demand of trainees needing experience in hospitality;
 - Ecos has been deferred until next March, due to Catalyst not holding any conferences/meetings until next year, and 80% of the staff working from home;
 - City Hospital – unfortunately due to COVID 19, visitor numbers were restricted in the building, substantially reducing the footfall using the café – daily income reduced from £400 to £60. Usel had no option

but to close the café, which is disappointing due to its very successful first year;

- Slumberin – due to COVID 19, retail facilities closed overnight. Whilst there was no rent incurred, maintenance charges were still being imposed. Also, bedding manufacturing staff were placed on furlough therefore limited the supply of stock for a retail shop. This business line may be visited at some point in the future when markets have been restored.
- Pension Trustee training is now complete.

2.3. The Chair enquired about whether there had been any developments in relation to the Partnership Agreement with DfC. Mr Atkinson advised that there is no update.

2.4. The Chair advised that he attended a virtual introductory meeting as Chair to Board.

3. Chairperson's Report

3.1. The Chairperson updated Board members on the following:

- DfC have requested an extension of Usel's current Corporate Strategy for one year, to align with DfC's Corporate Strategy time frame. In the interim, an Annual Business Plan will be drafted. The Board agreed to the extension as one year will provide clarification on the employability programmes and other Usel business streams, particularly as we operate within such uncertain times;
- Two Ministerial visits are planned for October: Minister Ni Chuilin on 7 October; and Minister Poots and Minister Dodds will attend on 14 October;
- Ministerial approval has been granted for a change to Usel's Articles of Association. This was ratified during an Extra-Ordinary Board meeting, held prior to this Board meeting. All members attended and all members were in support of the amendment to the Articles, to include an additional Board member;
- The Chair proposed amending the time of Board meetings. Members agreed to a morning meeting: 9.30 for ARC meetings and 10.30 for Board meetings;
- Annual Strategy on 25 November 2020 will follow the Board meeting.

4. Pension Scheme Update

4.1. The business case has been reviewed by DfC's actuary and the outcome should be communicated to Usel shortly.

4.2. Once the business case has been signed off, a period of consultation will follow.

4.3. There are new requirements to disclose information on the Scheme's investments on a publicly accessible website. The Trustees have requested that Usel host this information on its website.

5. Chief Executives Report

Business Overview

5.1. Usel can confirm it has been successful in the confidential shredding contract for the NICS, subject to a legal process.

5.2. A formal opening of the Foundry is being planned with the Lord Mayor of Belfast. A date is yet to be agreed.

5.3. As mentioned earlier, the 14th October is confirmed for a visit of the Environment Minister Edwin Poots and Minister Diane Dodds. This will give us the opportunity to highlight the development of the circular economy business and outline to the Minister the opportunities to create new green jobs in this area.

Strategic Direction

5.4. Feedback has been received from the department regarding its decision not to support the proposed development of the Mackie's site. DfC highlighted the lack of available finance for this type of capital project. However, if Usel were able to identify an alternative funding source it may be a project DfC would support. All options are currently under investigation for other avenues of support. A further update will be provided if this investigation begins to develop.

6. Chair of Audit and Risk Assurance Committee Update

6.1. Ms Magill noted the following:

- The risk register was agreed as circulated, subject to some amendments;
- Annual Report and Accounts were approved, subject to final review by Committee members;

- The Report to Those Charged with Governance was presented by KPMG and there were no significant issues to report. The audit opinion is not qualified, however, an emphasis of matter will be reported in the audit certificate.

7. Head of Corporate Services Report

Finance

7.1. The Directors reviewed the summary financial position against budget, for **June**, and noted an operating surplus of £138k. Budget forecast for **June** was £67k surplus, therefore there is a positive variance of £71k.

7.2. The Directors reviewed the summary financial position against budget, for **July**, and noted an operating surplus of £112k. Budget forecast for **July** was £9k deficit, therefore there is a positive variance of £121k.

7.3. The full year outturn will be a £22k deficit, If we deliver on budget for the remaining months of the year. Budget forecast for the full year position, is a deficit of £264k. The actual position is therefore positive by £242k.

7.4. No additional clarification was requested by Board members.

7.5. Mrs Mowbray presented the Annual Report and Accounts for approval and signature.

HR

7.6. The average absenteeism rates for 2020-21 are as follows:

	Usel June 2020	Usel July 2020	Usel YTD Average
<i>Absenteeism rates - short term- National Average 3% dependant on demographics</i>	0.06%	0.03%	0.35%
<i>Absenteeism rates - long term (+4 weeks)-National Average 2.5% dependant on demographics</i>	3%	0.41%	2.3%

ICT & Compliance

7.7. There were no incidences of ICT or data breaches to report.

8. Adults safeguarding issues

8.1. There were no issues to noted.

9. Health & Safety Update

9.1. Mr Atkinson provided the Board an update in relation to H&S, in particular in relation to COVID-19.

10. Risk Management

10.1. As per Chairs update in Section 6, the risk register was agreed as circulated, subject to some amendments.

10.2. The Chair noted the Trustees had agreed a preferred methodology for the equalisation of Guaranteed Minimum Pension (GMP). Usel are required to consider the Trustees preferred method, as it is initially more expensive to implement than the alternative.

11. Draft policies/strategies for:

11.1. The following strategy was presented for approval in September Board:

- Usel People Strategy 2020-21

12. Any Other Business

12.1. During the properly convened and quorate meeting of the Board of Directors it was validly resolved that User Authorisation forms may be authorised by the CEO and Company Secretary of Ulster Supported Employment Limited, to create a new user or amend an existing user, for Danske online internet banking.

12.2. The Board discussed how best to recognise Usel's 150th anniversary, in 2021. Ms Magill suggested a year of celebrations – in light of COVID, small symbolic celebrations may be more appropriate.

AP: 150th anniversary to be included on September's Agenda.

13. Date of next meeting

13.1. The next Board meeting will be on 30 September 2020.