**ULSTER SUPPORTED EMPLOYMENT LIMITED**

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

Minutes of a Meeting of the Board of Directors

**WEDNESDAY 27th March 2024 at 10.30am at Cambrai Street, Belfast**

**In Attendance**

Mr W Leathem Chairperson

Mrs S Wakfer Vice Chairperson

Mr D Duffy Director

Mr D O’Hara Director

Mr R Donnelly Director

Mr R Havelin Director

Mr S Jackson CEO

Mr D Cowan Head of Employment Services

Ms N Donnelly Head of Manufacturing & Recycling

Ms J McClintock Head of Finance

Ms R Smyth Minute-taker

1. **Welcome and Apologies**
2. Apologies - None
3. **Conflict of Interest**
4. Conflict of Interest: None
5. **Minutes of the previous meetings held on 28th February 2024**
6. **Approval** – **For review and approval** The Minutes were approved and the Chair thanked Louise Beagan for providing them.
7. **Matters Arising** - Operators Licences. Operations Manager to give an update and information on legal requirements to the Board.
8. **Action Log Items – For Review and Discussion**
9. **Item 1 Pay-scale review:** The CEO submitted the business case to Sponsor Branch which was returned with comments. These comments will be addressed after Easter.
10. **Items 4 & 5 Safeguarding Training** – Moved to April.
11. **Item 6 Pension** – The CEO gave an update. The Master Trust business case is currently in progress, with the Department offering its support. We anticipate the Master Trust business case will be finalised rapidly, enabling USEL to proceed with procuring the necessary services. C Duff is to review and move to the Mastertrust format in April.
12. **Item 9 Staff Survey** – Date to be set after Easter. Chair will sign off proposed questions on Monday 8th.
13. **Item 12 Approved Policies** - Action Log will replace policies.
14. **Item 16 Companies House Updates -** item is in progress and is to be kept open until confirmation of receipt received from Companies House.
15. **Item 23 Honorariums** - Driver’s business case is ready to go in, item to remain open.
16. **Item 24 Appointment of Board Members** - Once confirmation has been received from the Permanent Secretary, a public advertisement will be placed to recruit two new board members. Item remains open.
17. **Item 28 Strategy/Operational Matters** - Chair / CEO to liaise on action plan in relation to board effectiveness. Item deemed ongoing.
18. **Item 30 Board ToR** - Terms of Reference to come before Board in April.
19. **Items 31 /32 Section 75** - currently being developed by HR Manager, deemed ongoing, link on S75 training sent to Board by Vice Chair..
20. **Items 38 / 39 Action plans** to be rolled out, deemed ongoing.
21. Items 3,7,21,36 were deemed closed.
22. **Chairman’s Report**
	1. The Chair gave an update on a recent Governance meeting with Deidre Ward, (Director of Work and Wellbeing at the Department for Communities), stating it was very successful and that Ms Ward was very engaged and had lobbied hard on USEL’s behalf. One issue about timelines had arisen and the Chair stated he would send an email to the Head of Governance to address this matter.
	2. Quarterly Accountability meeting, the Chair stated that this was also a very successful and minutes would be forwarded.
	3. There was a brief discussion on recruitment issues in relation to Jobstart and the general circumstances of recruitment within the charity sector. The CEO commented that this had been fed back to the Department.
	4. The Chair raised the issue of Sponsor Branch staff not receiving the complete Board pack; the CEO stated that he would organize this to be sent via a password protected zip file.

1. **Chief Executive’s Report:**
	1. The CEO gave an update on the meeting with Deidre Ward in relation to the clawback on the Workable Programme, during which they had discussed various issues. He regarded the meeting as highly productive and stated he had also invited her to a meeting with the Department on 28th March and was keen to see what strategies would come out of that.
	2. The CEO updated the Board on the NIO meeting in relation to the VAT partial exemption, which was discussed at the arac meeting. The potential charity application and implications for VAT had also been discussed with the external auditors. As resource is not available internally the Finance Manager will meet with an external VAT specialist. VAT would be reviewed across all lines and will be reported to ARAC in June.
	3. The meeting discussed the proposed charitable registration in relation to payment of rates and the preparation of financial statements. The CEO stated he had contacted the Land and Property Services and been informed that USEL are exempt. The Chair commented that USEL is registered with HMRC for charitable purposes and outlined the current regulations in relation to registration with the Charities Commission. The Board agreed they were content for the CEO to work through the process.
	4. Update on tribunal. Everything has been consolidated and will be brought before the Board.
	5. Recruitment exercises – four were conducted in February. The H&S Manager has appointed and two acting up posts have been backfilled through internal appointments. The Vice Chair commented that reasons for acting up needed to be recorded on Change of Circumstance forms in order to satisfyinternal/external audit and Lessons Learnt. She also commented that this was really positive, particularly in relation to succession planning. The CEO suggested this should be on the agenda for the Strategy Day.
	6. Labour turnover and sickness were well below the January average. The meeting was informed on employee relations in respect of an alleged bullying investigation which has been resolved. The Board questioned if all due processes had been followed and it was reported in the affirmative, the CEO and Human Resources manager had made sure all proper processes were followed.
	7. Café Closures - In relation to the closure of the two sites, the CEO stated that letters had been issued to affected staff. D Cowan commented that as many employees as possible had been helped through Empower and alternative employment.
	8. The CEO gave further brief updates; recycling plans are to be done after Easter, anti bullying training is to take place on April 23rd. Policy share drive is set for April 9th but printed copies will be left in the canteen for all staff to access.

**6. Governance tracker -** **For discussion**

* 1. Issues will now be brought to the Board two or three at a time. The Chair stated he would send a link out for staff surveys. Policies will be updated every month and additional tabs added to the tracker. Retrospective policies are currently being signed off by the department.
	2. The CEO commented on the approval process for delegated authority. He had queried this with Sponsor Branch and anything over £5k still needs to be approved. This is ongoing with Sponsor Branch. There was a discussion around business cases on the operational side and derogation for the factory.
	3. The Chair requested that next month’s tracker contain a full list of retrospective issues. The CEO requested that the Board use this tracker to replace the Balance Scorecard. The Chair asked the meeting if four tabs were sufficient to cover everything and adopt the CEO’s suggestion on the Balance Scorecard. This was agreed.

**7.Head of Operations Report**

1. Sub assembly work, two meetings were held on a few issues. A source for new components is needed.
2. Fire & Rescue, an order was received for new material from Vislight.. This could result in in substantial orders from other UK fire services.
3. Feedback had been obtained concerning an issue with a delivery in February which was damp on arrival. This has been resolved.
4. Improvements have been implemented for ISO processes, register of complaints and how they are addressed.
5. An increase has been received in Pick and Pack.
6. The Business Development Team think there is potential for utilising space on the factory floor for document storage for medical records as there is space for 20-30,000 boxes. This should be researched and possibly added to the framework. The CEO commented that this should be with the Finance Committee and Finance Director and requested that the Operations Manager prepare information on it for the committee as it has great potential. There was a discussion around the use of sprinklers, security, potential costs and benefits as well as social value.
7. Recruitment - a H&S Manager has been recruited internally and a further recruitment exercise for an H&S Officer is proceeding with interviews proposed for after Easter. A substantial focus is currently on succession planning.
8. Procurement- all business cases are now underway. All staff have been brought into the process; there has been a high level of engagement and planning for next year completed. In relation to the IT audit, SIB are on board to allow USEL to join the framework.
9. Mezzanine floor – The Operations Managed has met with an engineer. There is a considerable amount of work to be done. There was a discussion around costs, welfare facilities and provision for persons with disabilities.

**7.bHealth & Safety Report**

There had been no accidents or issues to report. Bimonthly walk rounds are occurring with recommendations for improvements. The CEO stated that he is speaking to Carson McDowell, will keep the Board updated and an option paper is needed.

 **7.d** **Operators Licence Update –** **verbal update**

The Head of Operations Manager updated the Board on the Operator’s Licence stating that USEL are licensed to carry goods within in the UK. There is a requirement to match the information on what is on the licence and what is listed on file with Companies House. She informed the meeting that the requirements were already within the daily operating tasks, such as ensuring weight and load are within legal limits and stated there is a 28 day reporting period; lorries are serviced and maintained as per legal requirements. She informed the meeting that staff would be given more training this year to ensure compliance. The meeting discussed the potential liability of any breach of the regulations, emphasizing that the reporting system must be all encompassing and provide assurance to the Board that operating requirements are being met. Mr D Duffy proposed that this should be in the form of a check list presented to the Board twice yearly, at mid-point and at the end of year. This was seconded by the Vice Chair. The motion was carried.

 **8.Head of Employment Services Report**

1. The Head of Employment Services met with the WHT Contract Manager who was very positive that targets were being surpassed with the Skills for Life & Work Program. Workable is also progressing well.
2. Jobstart had been re-profiled with the Department and was in a good place to hit targets.
3. The contract for Skills for Life & Work is due to end next year which could have a substantial effect on next year’s income.
4. The Step-up Program is progressing well. It is due to finish by the end of March and the SLA is now expected for next year’s program.
5. The Cafes had experienced a good month, due mainly to the increase in catering sales and good weather conditions. Handover meetings had been conducted in relation to the closures.
6. Recruitment – The Marketing Manager has given notice and interviews are planned to replace her. A Marketing Officer and two associates are still needed.
7. There were no safeguarding incidents to report. The Lessons Learnt actions have been closed off from the recent Safeguarding incident which was reported at the last Board
8. **Finance Report**

To follow.

1. **Accounting Assumptions Report – For information**

Noted.

1. **Risk register –** **For review**

 This item was postponed. The Chair and Vice Chair of ARAC will work with SMT to undertake a review and update of the Risk Register for the new financial year.

1. **Any Other Business**

1. **Charity Commission Trustee declaration** – **Review of Application**

This was previously discussed.

1. **Life Assurance** – the CEO stated this has been sent to the Department and a reply from Mercers is expected. High risk members of pension schemes will not be covered. The business case is a high priority, and it should be done by Friday 29th April.
2. **Date of next meeting** – 24th April 2024