**ULSTER SUPPORTED EMPLOYMENT LIMITED**

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

Minutes of a Meeting of the Board of Directors

**WEDNESDAY 24th April 2024 at 10.30am at Cambrai Street, Belfast**

**Present**

Mr W Leathem Chairperson

Mrs S Wakfer Vice Chairperson

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 Davy Acting Head of Finance

**In Attendance**

Ms R Smyth Executive Administrator

1. **Welcome and Apologies**

Apologies – Mr D Duffy

1. **Conflict of Interest** – none reported.
2. **Minutes of the previous meetings held on 27th March 2024**
3. **Approval** – **For review and approval:** The Minutes were approved.
4. **Matters Arising**: No matters arising.
5. **Action Log Items: For Review and Discussion**

**Item 31 Section 75 Screening Template** – The meeting discussed the Equality Commission’s expectations / requirements and how this is handled internally. The CEO confirmed it is reviewed annually by senior management as a legal requirement. The template required to be updated due to a change in legislation. This was approved.

1. The Chair proposed the Action Log be reviewed at the next Board meeting; this was agreed.
2. **Chairman’s Report**
	1. **Board ToR**: For review and discussion

This item was moved to the next Board meeting.

**Action –** R Smyth to locate for presentation to the Board meeting in May.

* 1. The Chair informed the meeting that he had received a letter from the Permanent Secretary and expected to be invited for a meeting with him.
	2. The Chair updated the Board on the POD Committee meeting and the situation with the recruitment of a Head of Finance. There was a brief discussion around the business case for use of a recruitment agency, which the CEO confirmed had been submitted. The Chair had also suggested a secondment from the Department, but the Department was unable to provide anyone.
	3. The Chair suggested an additional meeting be held on in relation to the Charity Commission application. The CEO outlined the risk in relation to rates payment if the application were unsuccessful. He reported that he has asked the Department for advice on an ALB applying for charitable status with the Commission and awaits their response. The application needs to come before the Board and the Department for review before submission but as the application window is 30 days, it may be prudent to delay until the Department’s advice had been received. The meeting discussed various risks involved such as debentures, governance implications, board remuneration, and status with HMRC. The Vice-Chair suggested changing the company status to a CIC (Community Interest Company), and the meeting briefly discussed the HMRC test and charity SORP. The Chair stated he would send through some relevant information from NICVA and requested R Smyth put together some information on the process.

**Action:** Chair to circulate information from NICVA, R Smyth to report on process to convert a guarantee company to a CIC.

1. **Written Procedures:**
2. The Lessons Learnt Report has been reviewed by the Senior Management Team. The meeting noted recommendations from the report have been built into the governance tracker.
3. **Chief Executive’s Report**
4. **New Build**: The CEO updated the meeting on the proposed new build and the process for tendering for the contractor. The successful firm should be appointed around June / July. The Terms of Reference in relation to the debenture will have to come before the Board in order to be compliant with Belfast City Council’s rules on repayment. The Department are currently working through this. The CEO also described the proposed building specifications and that funds would be allocated to equip the interior of the building in addition. This would include a fire suspension system which should positively impact the cost of insurance.
5. **IT Audit**: This is being conducted through the SIB framework and should help reduce subscription costs, identify redundant software packages and potentially create savings.
6. **Business Case Update:** The CEO referenced the issue around VAT stating that while initially no resource was available to provide assistance for this but the deck has now been written and sent off to the Department for approval on spend. D Parkinson will be providing them with additional information. The meeting discussed the rationale in the business case. The CEO stated that ‘Bevan Consultancy Ltd would report on the VAT and that it will be put before the ARAC meeting in June, however he would email the report when it becomes available. He commented that the expert opinion on this issue was essential and suggested that a separate meeting may be required on it.

 **Action**: CEO to forward report on VAT when available to Board members.

1. **Aviva Life Assurance:** the CEO stated this was now with the Department in the form of a deck and confirmed cover is in place.
2. **Human Resources:** the CEO updated the meeting on Carson McDowell stating the potential new insurer was aware of all circumstances.
3. **Labour Turnover / Sickness:** the current statistics on new starts and internal promotions were provided. The turnover rate of 17.3% is below the national average of 35% despite being impacted by the café closures; overall long term sickness has improved within the last year.
4. **GMB Union:** An update on a meeting with GMB Representatives was given.
5. **Training Initiatives:** The Bullying & Harassment training has been given to the management team. The CEO will attend in August.
6. **Policies:** policies have been distributed to all staff via Sharepoint and will be made available in hard copy.

**6.1 Employment Services**

The Head of Employment Services - gave updates on the following;

1. **Empower**: Year 1 is now complete and benchmarks for sustainment have been exceeded.
2. **Skills for Life & Work**: good progress has been made, a very strong month with no leavers and in a good place for next year.
3. **Workable**: this is to be followed up by additional monitoring for this week and reported on for next month.
4. **Employment Support**: the program currently has 245 people on but it is costing the Department £3m per year so they are trying to reduce it. This will represent a cost to Usel. The CEO commented that the department have been aware of the impact on the Usel budget. The meeting discussed the potential impact on clients, support required and if this is a matter for the risk register. The Head of Employment Services agreed it was a risk. The meeting also discussed the implications for pensions and Grant in Aid. R Havlin requested a breakdown of the companies involved.

**Action:** Head of Employment Services – to provide a breakdown of companies.

1. **Jobstart:** this program had to be reprofiled. A full report should be ready within two weeks. Audits have been done with no issues found and new reports put in.
2. **Step-up**: First clients will be starting in May and classrooms have been made ready.
3. **Ability Cafes**: there is a question over long-term sustainability. Staff will be put on a three-month redundancy notice and a business case has to be written for that. The meeting discussed the potential redundancies, the CEO emphasising that preparations for this eventuality need to be made in the situation that we are unsuccessful with the new tenders.
4. **Recruitment:** the new marketing officer has started. The catering manager is leaving but another member of staff will move up to manage the café at the zoo.
5. **Safeguarding:** there were no safeguarding issues to report.

**6.2 Operations**

The Head of Manufacturing & Recycling gave updates on the following;

1. **Mattress Recycling**: a successful bid on mattress recycling has been obtained.
2. **Department of Finance Furniture Contract**: this is no longer commercially viable as additional work from the Department of Finance has not materialised and the costs involved were not sustainable.
3. **Document** **Shredding:** another ALB have 40,000 boxes that require to be shredded. They have been provided with various options which they are reviewing internally.
4. **Document Storage**: there is capacity to store up to 30,000 boxes of documents with minimal running costs. The CEO commented that the business plan for this will come before the Board.
5. **Recruitment:** the H&S Manager is now in place, recruitment for a H&S officer is ongoing.
6. **Procurement:** thebusiness case for insurance has been completed and sent. A representative from the insurance company is due to visit within the coming week.
7. **SIB Audit:** this will take place over five days commencing at the start of June.
8. **Retrospective Business Cases**: all managers are currently working through these to a deadline. It is proceeding well.
9. **Mezzanine Floor**: engagement with Building Control is being sought and contractors will then be approached for estimates. The CEO commented that D Parkinson will get prices to put a kitchen area underneath the mezzanine and an options paper should be produced in June.
10. **H&S:** All inspections are rolled out for April. There was one vehicle accident on site, but no injuries sustained. The fire drill will be held before the end of April. Vehicle servicing and calibrations are being carried out.
11. **Finance**
12. The Acting Head of Finance presented the finance report to the meeting, giving an explanation of the budget. The Head of Employment Services also commented on the budget and the challenges that will be faced in the next financial year, stating it will be difficult to give targets and this will be fed back to the Department. The Acting Head of Finance will produce monthly reports. There was a brief discussion on Grant in Aid. The CEO also commented that greater efficiency on reporting under spends was needed and this requires monthly reporting.
13. The Acting Head of Finance also updated the meeting on savings, wages, salaries and operating costs. She will provide more detail in the breakdown. The Chair thanked her for her work on the report.

 **Action:** Action Head of Finance to provide breakdown.

1. **AOB**

 **POD Committee Meeting Update**

1. R Donnelly gave a verbal update to the Board on the POD Committee meeting. He commented on the Lessons Learnt Report and actions arising, review of the Handling and Assessing Criminal Convictions policy, staff surveys. He suggested the Board look at the values again during Strategy Day.
2. R Donnelly commented on the difficulties attracting new staff and the costs involved in having to recruit through an agency.
3. The Committee was informed that a meeting will be held to develop the risk register with the Chair, Vice Chair of ARAC and SMT.

 **Governance Update**

1. The CEO gave an update on the Governance tracker stating that the business cases tab will provide a fully auditable trail. All areas coded green can be signed off and submitted ahead of the financial audit in September and Sponsor Branch are working hard to get these approved. This will test if they can be signed off retrospectively but the main issue is providing an audit trail. This will bring the business into compliance. He stated he was comfortable to leave limits as they are.

**Date of next meeting –** 29th May 2024.