



**(MioCare Group CIC, Oldham Care and Support Ltd,
MioCare Services Ltd)**

**Minutes of the Board of Directors' Meeting
14th January 2019**

Present:	Board Members Peter White – Deputy Chair, Non-Executive Board Member (PW) Jeff Jones – Non-Executive Board Member (JJ) Cllr Derek Heffernan – (Cllr DH) Karl Dean – Managing Director (KD)	In attendance Valerie Perrins – Associate Director QPC (VP) June Rainford – Associate Director OPS & COoH (JR) Helen Ramsden – Interim Assistant Director of Joint Commissioning and Safeguarding (HR) Paul Wilkinson – Finance Manager (PWi) Karen Wilson – Business Support Manager (Minutes)
Apologies:	Cllr Fida Hussain (Cllr FH) – Chair Cathy Butterworth – Non-Executive Board Member (CB) Cllr Marie Bashforth (MB) Cllr Zahid Chauhan (Cllr ZC)	Diane Taylor – Associate Director LD & MH (DT) Mark Warren – Shareholder’s Advisor & DASS (MW)

No	Agenda Item	Action
1	In Confidence Section One matter was discussed with PW, JJ and DH present.	
2	Welcome, Introduction, attendees and apologies PW welcomed the Board members and officers joined the meeting. PW advised he would Chair the meeting in the absence of Cllr FH. Apologies were noted from Cllr FH, Cllr ZC, Cllr MB, CB, MW and DT. It was noted that CB had provided written feedback to the papers which will be considered as part of the meeting.	
3	Declaration of Interest Cllr Heffernan is a customer of Comfort Call and a member of the Pennine Care NHS Joint Overview and Scrutiny Committee.	
	For Information	

4	<p>Minutes of Last Meeting</p> <p>a) The confidential minutes of the last Board meeting held on 12th November 2018 were agreed as a true and accurate record.</p> <p>b) The public minutes of the last Board meeting held on 12th November 2018 were agreed as a true and accurate record.</p> <p>c) The Board action list was discussed and updated accordingly with acknowledgement of the actions yet to be completed.</p> <p>d) A verbal update from the recent Operations Committee held on 9th January 2019 was provided by PW.</p> <p>e) It was noted that the Finance Audit and Risk Committee hadn't met since November's Board meeting.</p>	
5	<p>MioCare Group Calendar</p> <p>The calendar was discussed and KD reminded members of the Getting in the Know (GITK) event taking place on 7th February 2019.</p> <p>PW and CB send apologies for GITK.</p>	
6	<p>Enablement</p> <p>KD gave a presentation to the Board which explained the integration journey in Oldham and the role of the MioCare Group.</p> <p>KD advised the following: There is a need to consider the future governance arrangements of the group. Further discussions will be held regarding how integration will impact on the group's learning disabilities portfolio of services.</p> <p>PW advised that Members need to understand what integration means for the group and how the organisation will change. PW said members need to have a good understanding of the learning disability side of the business as well as the services that fall under the Enablement transformation. Clarity is also required about MioCare Services.</p> <p>PW thanked KD for the presentation and requested a further presentation on integration be given at February's Board Away Day session.</p> <p>Action: KD to give a further presentation about the impact of integration on the group at the Board Away Day.</p>	KD
For Discussion		
7	<p>MD Update</p> <p>KD gave an update on the following areas:</p> <ul style="list-style-type: none"> - A summary of performance against the 2018 deliverables and offered that 	

	<p>2018 had been a very successful year for MioCare Group. PW agreed that it has been an excellent year.</p> <ul style="list-style-type: none"> - Commissioners within Oldham Cares have accepted a proposal for the 'hosting' of the community health contract from July 2019. - The voluntary Trade Union recognition agreement was signed in December 2018. - The next Getting in the Know event will take place at Chadderton Town Hall on 7th February 2019. There will be a morning and afternoon session and all Members are invited and encouraged to attend. - The AGM and annual staff awards night will take place at Smokies Park Hotel on 21st March 2019 and all Members are invited and encouraged to attend. More details of the event to follow. - A fixed term role of Specialist Practitioner and a permanent role of Operations Manager for the SHALD project have been identified in response to a growing portfolio of services for people with a complex learning disability. - Board were asked to discuss and agree to reducing the number of formal Board meetings from 6 to 4 now that the committees are fully embedded. Due to the number of apologies received from members, a discussion will take place at the Board Away Day. - The Board Away Day will take place at Ena Hughes on February 21st, 2019 2pm until 6pm. - A high-quality Extra Care bid was submitted by SLT in early December 2018. The outcome will be known in early February 2019 and Members will be advised of the outcome. - The system's winter plans were effective until 29th December 2018 when demand significantly increased. Despite the challenges there was always capacity in the community and MioCare played a key role in creating flow. - An update was given on the new SHALD project and a presentation will be given at March's Board meeting. <p>PW thanked KD for the paper.</p> <p>Action: Members to discuss the number of Board meetings at the Away Day.</p>	PW
8	<p>Management Accounts</p> <p>PWi advised Members the surplus for the Group in 2018 is £82k, which is £39k above the budget set for the year.</p> <p>. PWi advised that these numbers were subject to the external audit which will be carried out by Grant Thornton.</p>	
9	<p>Draft 2019 Budget</p> <p>PWi informed Members the draft budget shows a consolidated position of a £43k surplus for 2019. Included within these figures for OCS is an income target of £246k and a 1.5% efficiency target across all services.</p> <p>The MioCare Services budget is heavily dependent on the outcome of the tender for</p>	

	<p>the Extra Care service. No growth is incorporated in the current budget calculations.</p> <p>JJ suggested that MioCare and the Council should consider moving its year end date from January to April to match the Council's.</p> <p>PW thanked PWi for an informative paper and noted that a final budget paper would come to March's Board meeting.</p>	
10	<p>Risk Report</p> <p>KD presented the risk paper and advised that as FAR hadn't met since Board he had reviewed the register. As a result, 2 of the risks had been reduced from a 12 to a 9 and a further 2 risks had been merged into 1.</p> <p>KD informed Members that the current risk register had been developed over 5 years ago and as the operating environment had significantly changed and many of the risks mitigated perhaps the Board would benefit from starting afresh and look at the key risks afresh in current climate.</p> <p>KD proposed that the risk register form a substantive item at the FAR Committee on the 4th February 2019 with the Committee identifying the key current risks to the business and discuss the outcome with Members at the Board Away Day.</p> <p>PW offered that as a Board whatever risks we identify we need to be actively managing and hopefully reducing the risk score over time. JJ offered there will be some risks that will be out of our control as an organisation and will always be assessed as high.</p> <p>Decision: Members agree to the recommendation for FAR Committee to identify the key risks of the business and discuss with Board members at the Board Away Day.</p>	
For Decision		
11	<p>Governance Action Plan</p> <p>KD advised Members that approval is required for the 2019 Governance Action Plan. The plan largely comprises the recommendations from the recent internal audit on the Group's governance arrangements.</p> <p>Chair suggested the FAR Committee own the action plan and update Board Members at each meeting as appropriate.</p> <p>KD advised that he is reluctant to remove the action plan as a standing item of the Board meetings due to this evolving through the year but could report by exception.</p>	
12	<p>Draft Strategic Business Plan and 2019 Objectives</p> <p>KD informed Members it was appropriate to refresh the business plan for the year ahead and requested agreement of the 2019 deliverables. KD informed members that 4 deliverables had been identified for 2019 that will define the organisation going forward. It was agreed that SHALD, Extra Care contract outcome, Community Enablement and wider integration should be prioritised by Board and SLT.</p> <p>PW said that he was concerned about the resilience of SLT and given the objectives</p>	

	<p>for the year.</p> <p>KD offered that the outcome of the Extra Care contract will be known by then and he will bring a proposal to the away day.</p> <p>Decision: Members agreed the SWOT analysis and SLT resources would be revisited at the Board Away Day.</p>	
<p>13</p>	<p>AOB and Close</p> <p>PW clarified that the matters for consideration at the Board Away Day were:</p> <ul style="list-style-type: none"> Business Plan – SWOT and Resources Integration The key risks to the business Frequency of Board Meetings 	