

Oldham Care and Support and Oldham Care and Support at Home

Minutes of the Board of Directors' Meeting

18th Sept 2014

Present:	Board members	In attendance
	Cllr Zahid Chauhan (Chair)[ZC]	Paul Cassidy – [PC]
	Cllr Jenny Harrison [JH]	Paul Whitehead - Finance Director [PW]
	Cllr John F McCann	Clare Leonoff-Harris (Minutes)
	Cllr Barbara Brownridge [BB]	Mark Stenson - Head of Corporate Governance, OMBC [MS] (for item 6)
	Danielle Procter –Managing Director [DP]	

Apologies: None (all board members present)

No	Agenda Item
1	Welcome, attendees and apologies The Chair welcomed everyone to the meeting. Attendees and apologies are as noted above.
2	Declaration of Interest Nothing declared
3	Minutes of the last meeting [paper ref: 16.7.2014] The minutes of the last formal board meeting, held on 16 th July 2014 were agreed as a correct record.
4	Matters arising not on the agenda none
5	Managing Directors report The MD provided a verbal report to the Board <ul style="list-style-type: none"> • Estates: The board discussed the possible use of Ena Hughes as the permanent HQ for the companies once more space is available.

	<ul style="list-style-type: none"> • Registration of Directors with Companies House –DP confirmed that full details of the new Board Directors have been submitted to Companies House. Discussion took place regarding the appointment to the two non-executive director positions. The Board agreed that the posts should be held until the MD is appointed. <p>Decision [ref 10_180914]: Non-executive directors to be appointed once a permanent MD is appointed</p> <ul style="list-style-type: none"> • Requirement to Share Board Minutes with full Council: We are now required to share the board minutes and decision log with the full council. <p>Decision [ref 11_180914]: Minutes to be approved by the board before sending forward to full council</p> <p>The Board noted the MDs update and the positive progress being made.</p>
6	<p>Internal Audit Plan [ref. 29.2014] MS outlined the audit plan for OCS and OCSH for 2014/15. DP informed the board that as the MD she had requested the scope of a number of the audits to be widened to ensure the Board and Management team had an independent view of how business critical systems are operating and what actions are needed, above and beyond planned improvements.</p> <p>The process of monitoring the audit programme was discussed. It was agreed that the Audit Committee would be the main vehicle for this with specific audits being overseen by the relevant board sub-committees. The board noted that the management lead for business systems audits is Paul Whitehead (MD) with DP as MD having overall responsibility and accountability.</p> <p>Decision: [ref 12_180914]: The Board approved the audit plan for 2014/15</p> <p>Action: [ref 31.2014]: PW to schedule Audit plan timetable to forward plan of audit committee and relevant committees of the board</p>
7	<p>Supporting other LA's to set up Local Authority Trading Companies (LATC) [Ref 30.2014]</p> <p>PC brought a trade press article to the attention of the board which outlined opportunities for existing LATC's to provide consultancy support and/or an incubator type support model to those LA's. PC suggested that the Board may want to consider this as an opportunity to generate income.</p> <p>The board identified that the main expertise of setting up and running an LATC rests with DP and given both the work load and priorities of the management team plus the changes occurring re the MD role it was felt that OCS would be significantly distracted by pursuing this option.</p> <p>Decision: [Ref 13_180914] – That the company should not actively pursue opportunities to providing support to other LA's looking at setting up trading companies at this time</p>
8	<p>Development of the Top-co</p> <p>PC provided a verbal report to the Board regarding the progression of the Top-co paper through</p>

	<p>OMBC approval processes. It was confirmed that the report which has been drafted by OMBC officers with support from legal and financial advisors recommends that a third company is established as a Community Interest Company Limited by Shares.</p> <p>The board noted the progress made and asked that DP gain clarity from Maggie Kufeldt regarding next steps post the Cabinet meeting.</p> <p>Action: [Ref 32.2014] DP to seek clarity on next steps post the paper going to Cabinet.</p>
9	<p>Corporate Support Services</p> <p>DP reminded the Board that the SLA between OCS and OMBC identifies that OCS is required to purchase support services from OMBC and Unity until March 2015 and that a 6 month notice period is required. Given we are now in September, we would need to give notice on the 30th September 2014. The Board confirmed that this is their understanding and that the business case which underpinned the Councils decision to launch the trading companies required OCS to purchase those services for 1 year post the launch date which would have been 1st October 2014 but this date had been extended to March 2015 in agreement with OMBC commissioners to coincide with the OMBC financial year end. PW confirmed that the current recharges for support service provision continues to sit at £2.6m and that no movement on the quantum of cost has yet been secured. However work is underway with in partnership with OMBC officers to review the recharges.</p> <p>BB reminded the Board that the agreement with members of the Council was that OCS would be able to test the market to seek best value in support service provision after the first year of operation and that we should continue to test the market as we have a duty to secure best value for the services we purchase. The Board confirmed that this was their understanding.</p> <p>Full discussion took place regarding the impact of OCS giving notice and seeking to market test support service provision. The Board agreed that notice should be served by 30 September 2014.</p> <p>Decision [ref 14.180914] That the MD should write to the MD of unity regarding the intention to market test support services requirements.</p> <p>Action: [ref 35.2014] PW to commence the work on developing the options paper which should be presented back to the board for decision at its December meeting</p>
	<p>Finance report</p> <p>PW presented the finance report for OCS and OCSH to the Board. It was noted that OCS has achieved its required efficiency savings and is forecast to make a surplus of £55. PW reminded the Board that the agreed year end position was £40K.</p> <p>OCSH continues to secure income in line with the business plan target.</p> <p>DP identified that investment is needed in the production of our marketing materials and asked that £20K of expenditure was agreed. The Board agreed that £20K of surplus should be allocated to marketing activity and materials.</p> <p>Decision [ref 15_180914] £20K of expected surplus in 2014 to be allocated to marketing activity and materials</p>
9	<p>Schools offer</p>

	<p>DP provided the Board with an update on progress with growing the schools work experience offer. Progress to date is extremely positive and given the growth potential this business line will form part of the OCSH portfolio.</p>
10	<p>Limecroft - Centre of Excellence for Dementia.</p> <p>DP provided a verbal report to the Board on progress with stabilising the Limecroft contract within OCSH alongside progress made to date with moving towards the integrated health, voluntary and social care model which would see Limecroft becoming a centre of excellence for Dementia.</p> <p>DP encouraged Board members to visit Limecroft when convenient. Board members noted progress and the issues raised. ZC suggested that a Board meeting should be arranged in the Limecroft facility to allow Board members the opportunity to visit Limecroft.</p> <p>Action [ref 37.2014]: DP to arrange a future Board meeting at Limecroft</p>
11	<p>Homecare Growth</p> <p>The MD informed the Board the homecare growth was progressing in line with plans.</p>
12	<p>Board Committee</p> <p>The MD informed the Board that dates for the newly established Board committees have been circulated. The terms of reference for these groups was discussed by the Board. It was agreed that each committee would agree its terms of reference at the inaugural meetings and present to the Board for approval at the subsequent board meeting.</p> <p>Action [ref 38.2014] All committees to agree their terms of reference and present to the next board meeting for approval</p>
13	<p>Risk Strategy</p> <p>PW presented the proposed risk strategy to Board for consideration and approval. Discussion took place regarding the ability of board members and the management team to assess and manage risk appropriately. DP confirmed that all managers are IOSH qualified as a requirement of their role. It was felt by Board members that the Board would benefit from a development session on risk management</p> <p>Decision [ref 15_180914] Board approved risk strategy</p> <p>Action [39.2013] PW to implement risk awareness training for Board</p>
14	<p>Risk register</p> <p>The risk register was considered by the board. ZC informed the board that he would like the relevant risks to be considered by the relevant board committees and that the Board as a whole would only review business critical risks. The was agreed by board members</p> <p>Action [40.2013] PW to ensure risk register is segmented to allow for consideration by the relevant committee</p>
15	<p>Performance report</p> <p>The MD briefed the board on the positive performance of all services in line with the required commissioning KPI's. It was agreed by the Board that the Quality, workforce and operations</p>

	committee would consider this report going forward. The Board noted the positive position.
17	AOB No items of AOB