



# Oldham Care and Support and Oldham Care and Support at Home

## [P] Minutes of the Board of Directors' Meeting

30<sup>th</sup> January 2015

**Present:**            **Board members**

Cllr Zahid Chauhan (Chair)[ZC]  
 Cllr Jenny Harrison [JH]  
 Cllr John F McCann [JMc]  
 Cllr Barbara Brownridge (BB)  
 Danielle Procter –Managing Director [DP]

**In attendance**

Maggie Kudfelt – OMBC Exec Director acting as shareholders advisor to the Board [MK]  
 Paul Whitehead - Finance Director [PW]

**Apologies:**        None

No	Agenda Item
1	<p><b>Welcome, attendees and apologies</b></p> <p>The Chair welcomed everyone to the meeting.            The Chair welcomed Maggie Kudfelt to the Board. Maggie will replace Paul Cassidy on the Board as the OMBC shareholders advisor. Maggie is an attendee at the board verses a formal board member.            Attendees and apologies are as noted above.</p>
2	<p><b>Declaration of Interest</b></p> <p>JMc is a member of the Unity Partnership Board and JV Board</p>
3	<p><b>Minutes of the last meeting</b></p> <p>The minutes of the last formal board meeting, held on 19<sup>th</sup> November 2014 were agreed as a correct record.</p>
4	<p><b>Matters arising not on the agenda</b></p> <ul style="list-style-type: none"> <li>• Closed Actions from Action Log – the Board approved the closure of identified actions</li> <li>• Open Actions from Action Log – deferred to the next meeting given this meeting is dedicated to governance of end of year financial processes</li> </ul>

5	<p><b>Managing Directors report</b></p> <ul style="list-style-type: none"> <li>• <b>Management restructure</b> – The OCS management restructure has now concluded resulting in 3 people being released on Voluntary Redundancy and 4 on compulsory redundancy. No appeals have been lodged within the cut of date of 19<sup>th</sup> January. All those leaving the business are being supported to seek alternative employment where they wish to benefit from the support available.</li> <li>• <b>Board meeting dates</b> – Given the challenges on producing the required management accounts in time for the monthly meetings, it is proposed that we move board meetings to the last Wednesday in each month. Board members were in agreement with this proposal. New dates will be published in the next few weeks</li> </ul> <p><b>Action [ref 01_2015]</b> : DP to reschedule board meeting dates</p>
6	<p><b>Terms of Reference Finance Committee</b></p> <p>The terms of reference for the above committees were considered and approved by the Board</p> <p><b>Decision [ref 300115_01]</b> The terms of reference of the finance committee and audit committee were approved by the Board</p>
7	<p><b>Financial Year End</b></p> <ul style="list-style-type: none"> <li>• <b>Letter of representation</b> – The letter of representation, highlighting the Board’s responsibilities in relation to preparation of the statutory accounts was presented. Board confirmed they acknowledged their responsibilities and agreed to sign the letter.</li> <li>• <b>Audit Plan</b> – Grant Thornton presented their audit plan. They highlighted the fact that it was not materially different from the plan used the previous year although the growth of OCSH had necessitated additional audit work. It was requested that GT provide an indicative audit fee at the first Audit Committee meeting in 2015 for the next year’s audit. GT agreed to this.</li> <li>• <b>Statutory Accounts and Financial Statements OCS</b> – The statutory accounts for 2014 were presented. Board were asked to note that these had been agreed at the Audit Committee held earlier the same day.</li> <li>• <b>Statutory Accounts and Financial Statements OCSH</b> – The statutory accounts for 2014 were presented. Board were asked to note that these had been agreed at the Audit Committee held earlier the same day.</li> <li>• <b>Audit Findings</b> –GT presented their audit findings. They confirmed that the accounts represented a “true and fair” view of the financial position of both Companies. They further reported that there were no outstanding matters to ring to the attention of the Board.</li> </ul> <p><b>Action [Ref 03_2015]</b> PW to arrange a meeting with Grant Thornton to define the audit programme for 2015 year end and agree a fee for the work</p> <p><b>Decision [ref 300115_02]:</b> The letter of representation highlighting the boards responsibilities in relation to preparation of the final accounts was approved and signed</p>

	<p><b>Decision [ref 300115_03]:</b> Board approved the financial statements as presented for OCS and OCSH for the financial year 2014.</p>
8	<p><b>Annual Plan for 2015 and 205 Budget</b></p> <p>DP presented the strategic elements of the proposed annual plan for the companies for 2015 which is underpinned by the 2014 – 2018 business plan. The pack presented was issued to all board members and contains information relating to:</p> <ul style="list-style-type: none"> <li>• Key achievements in 2014</li> <li>• Financial performance</li> <li>• Achievement of quality standards</li> <li>• Workforce performance</li> <li>• An assessment of the business as a whole in terms of its strengths and vulnerabilities</li> <li>• The proposed strategic direction for 2015</li> <li>• A refresh of the business design principles</li> <li>• Key strategic priorities for 2015</li> <li>• The high level delivery plan</li> </ul> <p>The board considered the information presented. DP advised the board that the purpose of the discussion was provide a strategic steer and scrutiny regarding the proposed development of the company in 2015 and to align the proposed development to the required approval of the budget for 2015. The outcome of the discussion would inform the development of the detailed annual plan which would be presented to the board for final approval at its march meeting.</p> <p>The board are in agreement that our strategic objectives for 2015 remain unchanged from those in the business plan and that the revised design principles should be adopted. The board also approved the 7 key strategic priorities for 2015. These being to:</p> <ol style="list-style-type: none"> <li>1. Achieve 2015 savings targets and financial balance across OCS</li> <li>2. Reduce unit cost across all OCS services</li> <li>3. Secure a modest gross operating profit in OCSH through growth of the business by 2016/17</li> <li>4. Further our positioning in the health and social care market and the local community as a ‘must have’ provider</li> <li>5. Become the employer of choice that attracts and retains a high quality and caring workforce</li> <li>6. Further develop and strengthen the company group model ensuring governance and leadership mechanisms support the business to operate safely, efficiently and effectively</li> <li>7. Further develop the business infrastructure and systems needed to develop, operate and grow the Oldham Trading Group as a quality and credible provider in the market</li> </ol> <p><b>Action [ref 04_2015]</b> DP to develop the annual plan for 2015 based on discussion and agreement of the high level strategic plan considered at this board meeting</p>

9	<p><b>Interface between OMBC and the Board of OCS</b></p> <p>It was previously suggested by OMBC officers that Board members should join the second part of the SLA monthly client and qly SLA performance meetings.</p> <p>Discussion has taken place regarding this arrangement between MK and ZC.</p> <p>Following further discussion it was agreed that where needed, a separate meeting should be requested by either party which could be scheduled at either the beginning or end of Board meetings to discuss items of interface where these were the nature of conversation was not suited to that which should occur as part of a formal board meeting. Matters which fall within this area might include dialogue where mutual understanding is needed of issues which may arise, such as the provision of support services, property use etc. Discussion also took place regarding the benefits of having Board to Board type arrangements in place which would see the senior team of OMBC and the Board meeting to discuss matters of mutual interest. No conclusion was reached on how this should be taken forward. It was agreed that MK should consider further and do a shot note to the board at a subsequent meeting following further discussion with the senior team in OMBC</p> <p><b>Action [ref 05_2015]</b> MK to consider the matter of board to board meetings and bring a note back to the board for discussion when ready to progress further</p>
10	<p><b>AOB</b></p> <p>No items of AOB</p>