



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

**Minutes of the Board of Directors' Meeting  
11<sup>th</sup> March 2019  
Public Minutes**

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| <b>Present:</b>   | <b>Board Members</b><br>Cllr Fida Hussain (Cllr FH) – Chair<br>Peter White – Deputy Chair, Non-Executive Board Member (PW)<br>Jeff Jones – Non-Executive Board Member (JJ)<br>Cathy Butterworth – Non-Executive Board Member (CB)<br>Cllr Derek Heffernan – (Cllr DH)<br>Cllr Marie Bashforth (MB)<br>Cllr Zahid Chauhan (Cllr ZC)<br>Karl Dean – Managing Director (KD) | <b>In attendance</b><br>Valerie Perrins – Associate Director QPC (VP)<br>June Rainford – Associate Director OPS & COoH (JR)<br>Diane Taylor – Associate Director LD & MH (DT)<br>Mark Warren – Shareholder’s Advisor & DASS (MW)<br>Paul Wilkinson – Finance Manager (PWi)<br>Joanne Love – Audit Director, Grant Thornton (JL)<br>Karen Wilson – Business Support Manager (Minutes) |
| <b>Apologies:</b> |  |  |

| No       | Agenda Item  | Action |
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| <b>1</b> | <b>In Confidence Section</b><br><br>Determination of the Remuneration Committee for verification by Board Members.<br><br><b>Decision: Board Members unanimously endorse the Remuneration Committee decisions.</b> |        |
| <b>2</b> | <b>Welcome, Introduction, attendees and apologies</b><br><br>Cllr FH welcomed the Board members and officers joined the meeting.<br>Apologies were received from Cllr Z Chauhan.                                   |        |
| <b>3</b> | <b>Declaration of Interest</b><br><br>Cllr Heffernan is a customer of Comfort Call and a member of the Pennine Care NHS Joint Overview and Scrutiny Committee.   |        |

| <b>For Information</b> |   |                 |
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| <b>4</b>               | <p><b>Minutes of Last Meeting</b></p> <p>a) The confidential minutes of the last Board meeting held on 14<sup>th</sup> January 2019 were agreed as a true and accurate record.</p> <p>b) The public minutes of the last Board meeting held on 14<sup>th</sup> January 2019 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) The minutes were approved and a verbal update from the recent Operations Committee held on 9<sup>th</sup> January 2019 was provided by PW.</p> <p>e) The minutes were approved and a verbal update from the recent FAR Committee held on 4<sup>th</sup> February 2019 was provided by JJ.</p>  |                 |
| <b>5</b>               | <p><b>MioCare Group Calendar</b></p> <p>The Group calendar was noted.</p>   |                 |
| <b>For Discussion</b>  |   |                 |
| <b>6</b>               | <p><b>Management Accounts</b></p> <p>PW reported that the deficit for the Group at Month 2 is £7k, which is a £10k variance from the draft budget. The forecast is an overall surplus of £8k. This forecast is calculated on the draft budget and the assumption that this marginally poorer performance would be remedied during the rest of the year.</p> <p><b>Action: KW to circulate Management Accounts 2019 Period 2</b></p>   | <b>KW</b>       |
| <b>7</b>               | <p><b>Final Budget 2019</b></p> <p>PW advised the budget shows a break-even budget for MioCare Group and OCS with a surplus of £34k for MioCare Services. Included within these figures for OCS is an 1.5% efficiency target across all services and an income target.</p> <p>KD offered that it had recently become apparent that the level of funding required from the Council to cover the OCS pay award was much higher than expected due to nationally negotiated changes to spinal column points. As a non-controllable the budget assumes all associated pay award costs would be covered by an increased management fee.</p> <p>MW said the ASC budget was under conservable pressure and the OCS increase is not guaranteed and further discussions and negotiations between the Council are required.</p> <p><b>Action: KD and MW to discuss and work through difficult impacts and scenarios and report back to Board Members in May.</b></p> | <b>KD &amp;</b> |

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|                     |  | <b>MW</b> |
| <b>8</b>            | <p><b>MD Update</b></p> <p>KD invited Members to ask questions regarding the MD update and advised that due to time constraints he would move to agenda item 9.</p>  |           |
| <b>9</b>            | <p><b>SHALD and Repatriation Work for People with a Complex Learning Disability</b></p> <p>DT made the presentation and provided an update on the development of the new scheme for people with a learning disability. DT also provided updates on current work in relation to the repatriation of two people currently placed out of borough.</p> <p>Chair thanked DT for the presentation.</p> <p><b>Action: KW to send SHALD presentation to Members</b></p>  | <b>KW</b> |
| <b>For Decision</b> |  |           |
| <b>10</b>           | <p>a) <b>External Audit</b><br/> b) <b>2018 Final Accounts MioCare Group CIC</b><br/> c) <b>2018 Final Accounts Oldham Care and Support</b><br/> d) <b>2018 Final Accounts MioCare Services</b></p> <p>JL informed the group she presented MioCare Group CIC statutory accounts 2018 for approval and formal signing.</p> <p>JL provided a brief verbal update of the audit findings and informed Members that in the audit opinion of significant risks there was nothing of significant concern and made reference to the following:</p> <ul style="list-style-type: none"> <li>- No significant issues had been highlighted with the pension scheme</li> <li>- Auditors agree MioCare are approved to be considered for a going concern and going concern is assumed 12 months from the date of approval</li> <li>- It is requested that management obtain a letter of support from Oldham Council</li> <li>- The issues with the payroll provider are much better this year</li> <li>- There is a lack of segregation and authority when posting journals</li> <li>- Board Members were given an opportunity to make JL aware of any issues she should be aware of as the auditor</li> </ul> <p>JL finally offered thanks to PW and his team for their assistance whilst the auditors prepared the accounts and also to Board for commissioning Grant Thornton.</p> <p><b>Decision: Chair and KD formally signed off the statutory accounts of 2018.</b></p> |           |
| <b>11</b>           | <p><b>Internal Audit Annual Report 2018</b></p> <p>KD informed Members this report had previously been circulated for information and review at the last Board meeting. The internal audit function has given a good report</p>  |           |

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|           | <p>for 2018.</p> <p>It was recommended that the Finance, Audit and Risk Committee ought to realign focus to enable it to flow in with internal auditors.</p> <p>KD asked Board to accept the report findings.</p> <p><b>Decision: Members accept the report findings.</b></p> |  |
| <b>12</b> | <p><b>SLT Additional Resources</b></p> <p>KD set out the case for additional SLT resources for the next 12 months and following a comprehensive discussion this was approved.</p> <p><b>Decision: Board Members agree to the recommendation of additional resources.</b></p>  |  |
| <b>13</b> | <p><b>AOB and Close</b></p> <p>JJ requested the FAR Committee engage with the auditors to ensure we get maximum value.</p>  |  |