



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

**Minutes of the Board of Directors' Meeting**

**Wednesday 15<sup>th</sup> July 2021**

**Via MS Teams 10am**

**Commercial in Confidence**

<b>Present:</b>	<b>Board Members</b> Cllr Steven Bashforth (Cllr SB) – Chair Cllr Louie Hamblett (Cllr LH) Peter White – Deputy Chair, Non-Executive Board Member (PW) Jeff Jones – Non-Executive Board Member (JJ) Cathy Butterworth – Non-Executive Board Member (CB) Karl Dean – Managing Director (KD)	<b>In attendance</b> Val Perrins – Associate Director (VP) Mark Warren – Shareholder’s Advisor & DASS (MW) Danny Jackson – Finance Manager (DJ) Colin Brittain – Oldham Council Assistant Borough Solicitor (CBr) Chris Petrie – Unity, Head of IT (CP) Liz Lyons – Senior Business Consultant (LL) Karen Wilson – Business Support Manager (Minutes)
<b>Apologies</b>	Cllr Zahid Chauhan (Cllr ZC)	

No	Agenda Item	Action
1	<b>Confidential – Board Members Only</b> There were no items of business discussed.	
2	<b>Welcome, Introduction, attendees and apologies</b> The Chair welcomed everyone to the meeting and introductions were made.	
3	<b>Declaration of Interest</b> There are no declarations of interest	
<b>For Information</b>		
4	<b>Minutes of Last Meeting</b> <ul style="list-style-type: none"> <li>a) The confidential minutes of the last Board meeting held on 15<sup>th</sup> April 2021 were agreed as a true and accurate record.</li> <li>b) The public minutes of the last Board meeting held on 15<sup>th</sup> April 2021 were agreed as a true and accurate record.</li> <li>c) The Board action log was discussed and updated accordingly.</li> <li>d) The minutes of the last Operations Committee held on 25<sup>th</sup> May 2021 were agreed as a true and accurate record.</li> <li>e) The minutes of the last Finance, Audit and Risk (FAR) Committee held on 22<sup>nd</sup> June 2021 were agreed as a true and accurate record.</li> </ul>	
<b>For Discussion</b>		
5	<b>Team Oldham Sustainable Future Programme</b> VP gave a presentation to Board members that offered further understanding of the Sustainable Future Programme. The presentation covered:	

	<ul style="list-style-type: none"> <li>– Background and Context</li> <li>– Objectives and Aims</li> <li>– Progress to Date</li> <li>– Activity Analysis</li> <li>– The Next Steps of the Programme</li> </ul> <p>Members noted the presentation and acknowledged the work to date. Members were clear that this work will impact on the MioCare Group and its strategy. There will clearly be resource implications and wanted an update at the conclusion of the programme. KD suggested a dedicated session at an additional Board meeting was probably the best way to review the SF programme recommendations.</p> <p>Thanks, was offered to VP for the explanation of the programme.</p> <p><b>Action: KW to schedule and Extraordinary Board meeting for members</b></p>	<b>KW</b>
<b>6</b>	<p><b>Committee Updates – Key Matters</b></p> <p>As Chair of the Finance, Audit and Risk Committee, JJ advised the main areas discussed at the recent meeting were:</p> <ul style="list-style-type: none"> <li>– The company finances are in a healthy position.</li> <li>– The external auditors suggested there are no issues with the statutory returns.</li> <li>– There are some data migration issues around payroll that will hopefully be addressed shortly.</li> <li>– Compliance is generally good, there are some trend concerns but trend analysis will be completed when possible.</li> <li>– A review of Medlock Reablement Service was provided from the Service Manager.</li> <li>– Health and Safety is trending a positive direction.</li> </ul> <p>As Chair of the Operations Committee, PW advised the minutes of the recent meeting are available within the Board packs. An area that was discussed at the recent meeting was the Extra Care Satisfaction Survey. Good explanations about the service were provided and the results of the survey were offered. This is the first time a significant discussion has been had around customer satisfaction. The only negative that was reported was that clients wanted the activities to resume. KD advised that during the pandemic a lot of activities had to be stood down by not only MioCare but the housing provider for who activities is a primary responsibility.</p> <p>Thanks, was offered to both JJ and PW for the updates.</p>	
<b>7</b>	<p><b>MD Update</b></p> <p>KD referred members to the paper previously circulated. An update was provided on</p> <ul style="list-style-type: none"> <li>• Vaccination position</li> <li>• Holly Bank</li> <li>• Covid Restrictions</li> <li>• Recent Memorial Service</li> <li>• Equality plan</li> </ul> <p>A thorough discussion took place and KD was offered thanks for the report.</p>	
<b>8</b>	<p><b>Assurance Report</b></p> <p>VP stated the assurance information has previously been presented at FAR and Operations Committees and a consolidated paper was also included in the Board packs. A brief update was offered, comments and questions were welcomed from members. In relation to risk management, JJ said given the continued and rising involvement with</p>	

	<p>other organisations, he suggests a requirement ensuring that MioCare agree a risk appetite with them. The strategy of other organisations needs to be thought about to avoid any clashes.</p> <p>CB stated that it was pleasing to see a plan to establish an equalities group and advised it would be good standing for a Board member to contribute to this work. KD advised he does see a role for the Board and conversation and further thought is required of how it can feed through.</p> <p>CllrSB thanked VP for the update.</p>	
9	<p><b>Management Accounts Period 3</b></p> <p>DJ informed members that at Month 3 accounts the surplus across all 3 companies is £47k against a projected budget surplus of £16k with a projected year end surplus of £166k. A concise breakdown of the individual companies was provided.</p> <p>Thanks, was offered to DJ for the report.</p>	
10	<p><b>MioCare Group 2020/21 End of Year Position</b></p> <p>DJ advised members that at the end of the 15 month elongated financial year the Group was in a positive financial position delivering a surplus of £148k.</p> <p>CllrSB acknowledged and thanked DJ and the team for the work completed.</p>	
<b>For Decision</b>		
11	<p><b>Integration Agreement</b></p> <p>KD referred members to the paper previously circulated. A brief update was offered with a recommendation that Board members sign up to the integration objectives and principles, endorsing MioCare Group to become an affiliate member of the Oldham Cares Partnership.</p> <p>A very through discussion took place as this was a complicated area which essentially looked at the challenge of system wide integration and governance and how this compares to established individual organisation sovereignty governance.</p> <p>KD offered that the aim of the agreement was for organisations to collectively work on delivering the best outcomes for the people of Oldham as opposed to the delivery of individual organisations’ objectives.</p> <p>KD clarified that ‘Affiliate’ membership was not legally binding on the MioCare Group. In principle Board members supported the recommendation with the caveat that further clarity be provided around how system decision making impacts on individual organisation governance. PW said scenarios are useful to show how things may work in the new integrated governance structure.</p> <p><b>Action: KD to provide further clarity at the Extraordinary Board meeting regarding the Integrated Agreement and unanimous decision making.</b></p> <p><b>Decision: Board members endorse MioCare becoming an affiliate member of the integration agreement.</b></p>	KD
12	<p><b>Wholly Owned Company Reserved Matters</b></p> <p>CBr advised the corporate governance proposals have been previously circulated in the Board packs. An update was offered with the recommendation that:</p> <ul style="list-style-type: none"> <li>– Board members adopt the Council’s Shareholders Committee</li> <li>– Board members agree the ‘Reserved Matters’</li> <li>– Board members agree the revised term of Directors tenure</li> <li>– Board members appoint a Company Secretary</li> <li>– Board members instruct the Company Secretary</li> </ul> <p>Comment and questions were invited from members and a discussion took place about expedient decision making.</p>	

	<p><b>Action: CBr to amend the reserved matters article to include urgent decisions can be made offline.</b></p> <p><b>Decision: Board members unanimously accept all of the specified recommendations of the Wholly Owned Company Reserved Matters.</b></p>	CBr
13	<p><b>Draft MioCare Group Digital Business Case</b></p> <p>CP advised the Draft MioCare Group Digital Business Case has been previously circulated in the Board packs. An update was offered with the recommendation that:</p> <ul style="list-style-type: none"> <li>– Board members endorse the work completed by the digital discovery project</li> <li>– Board members approve the business case with implementation costs being requested as part of the integrated system governance</li> <li>– Board members agree to resource the revenue funding of circa £60k a year</li> </ul> <p>Comments and questions were welcomed from Board members.</p> <p>A discussion took place in relation to cost, benefits and how this critical work fits with our strategy. PW also raised about how the existing infrastructure doesn't appear to be fit for the future.</p> <p>CP advised that this would be looked as ahead of implementation.</p> <p>KD concluded that there has been great support from Unity colleagues and that the culture change piece will be the biggest challenge.</p> <p><b>Decision: Board members unanimously accept all of the specified recommendations of the Draft MioCare Group Digital Business Case.</b></p>	
14	<p><b>AOB and Close</b></p> <p><b>CllrSB offered thanks to all officers and visitor to the meeting.</b></p>	
	<p><b>Next Meeting</b></p> <p>Wednesday 14<sup>th</sup> October 2021 10am – 12.00</p> <p>Ena Hughes (TBC)/MS Teams</p>	