



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

Minutes of the Board of Directors' Meeting

Thursday 14th October 2021

Via MS Teams 10am

Commercial in Confidence

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

No	Agenda Item	Action
1	Confidential – Board Members Only There were no items of business discussed.	
2	Welcome, Introduction, attendees and apologies Apologies were noted. KD advised as the Chair was unavoidably detained the Deputy Chair (PW) would Chair the start of the meeting. PW welcomed everyone to the meeting.	
3	Declaration of Interest There were no declarations of interest noted.	
For Information		
4	Minutes of Last Meeting a) The confidential minutes of the last Board meeting held on 15 th July 2021 were agreed as a true and accurate record. b) The public minutes of the last Board meeting held on 15 th July 2021 were agreed as a true and accurate record. c) The Board action log was discussed and updated accordingly. d) The minutes of the last Operations Committee held on 17 th August 2021 were agreed as a true and accurate record. e) The minutes of the last Finance, Audit and Risk (FAR) Committee held on 16 th September 2021 were agreed as a true and accurate record.	
For Discussion		
5	Budget Savings Options Update Cllr Bashforth joined the meeting and PW continued to Chair	

	<p>KD gave a presentation to Board members that provided details of the initial response to Oldham Council's savings challenge and the potential impact on the MioCare Group. This included the background and context, potential options to reduce costs in current service delivery models as well as options to grow income. The presentation was welcomed, and discussion followed.</p> <p>JJ observed that a short to medium term plan would be required to reflect managing current pressures as this develops further and PW stressed the need to maintain staff and service user safety throughout the process. It was agreed that this be further explored at the next FAR committee meeting, with a particular focus on 'growth'.</p> <p>KD was thanked for the presentation.</p> <p>Action: KD to include a budget savings options update for discussion at the next FAR committee meeting</p>	
6	<p>Committee Updates – Key Matters</p> <p>As Chair of the Finance, Audit and Risk Committee, JJ referred members to the full minutes of the meeting in the Board papers and highlighted the main areas of discussion as follows:-</p> <ul style="list-style-type: none"> – The financial position, which is currently favourable – The appointment of external auditors for next year, which is still to be confirmed – Sustainable Futures project which was subject to detailed discussion at the meeting – A discussion regarding risk methodology; JJ stated he would welcome welcomed input from others to this – A deep dive of the Supported Living service was presented by the service managers <p>As Chair of the Operations Committee, PW referred members to the full minutes of the meeting in the Board papers and highlighted the main areas of discussion as follows:-</p> <ul style="list-style-type: none"> – Operational performance reporting and further developments proposed in this area – The impact of COVID, testing and the mandatory vaccine consultation – Concerns in relation to recruitment and retention and the wider workforce, in line with issues throughout the sector nationally and the MioCare response to this – A proposal for a series of 'deep dives' to feature at Committee regarding the impact the wider system has on MioCare. <p>Thanks was offered to both JJ and PW for the updates.</p>	
7	<p>MD Update</p> <p>KD referred members to the paper previously circulated. An update was provided on:</p> <ul style="list-style-type: none"> • Social Care Reform • Mandatory COVID Vaccines consultation • MioCare Group Objectives • Health and Care Governance • Discharge and Enablement Hub Funding • New appointments within the Council and MioCare • Progress regarding positive behaviour management training • The rescheduled AGM • The External Audit 	

	<ul style="list-style-type: none"> Digital Care Planning and Procurement <p>JJ enquired if the MioCare mandatory vaccination policy is in line with Government policy and what the risks are in relation to this position. KD responded that MioCare follows legislation which means that vaccination is not yet required in all settings and that the risk is the same as experienced by the NHS and all other providers nationally.</p> <p>KD was offered thanks for the report.</p>	
8	<p>Assurance Report</p> <p>VP presented the consolidated assurance report including a summary of updates on matters previously presented to the FAR and Operations Committees.</p> <p>VP offered thanks for report and a discussion took place about annual reports to Committees.</p> <p>Action: Equality and Diversity training updates to be included in annual reporting to the Operations Committee.</p>	VP
9	<p>Management Accounts Period 5</p> <p>DJ informed members that at Month 5 the surplus across all 3 companies is £86k against a projected budget surplus of £27k with a projected year end surplus of £184k. A concise breakdown of the individual companies was provided.</p> <p>JJ enquired about potential challenges next year in light of budget savings and KD confirmed that an initial draft budget will be presented to Board in January for review and discussion.</p> <p>Thanks, was offered to DJ for the report.</p> <p>Action: Draft budget to be presented at January Board.</p>	KD
For Decision		
10	<p>Revised Articles of Association</p> <p>KD referred members to the report previously circulated and informed this item sets out the special resolution required to formalise the minor amendments to the governance arrangements for MioCare Group which involve the adoption of new Articles of Association, previously approved by the Shareholder at July 2021 Board meeting. KD added up to date Terms of Reference (ToR) will be required to reflect the Articles of Association.</p> <p>KD stated the Board are asked to resolve that:-</p> <ul style="list-style-type: none"> That the articles of association attached to this written resolution be approved and, for the purpose of identification initialled by a director of the Company, that such be adopted as the Company's articles of association in substitution for, and to the exclusion of, the Company's existing articles of association. That a copy of the Resolution together with a copy of the New Articles be filed at Companies House. <p>Decision: Board members agree to formally adopt, as a Board, the Article of Association.</p>	
11	<p>Adoption of Oldham Council Equality, Diversity and Inclusion Strategy and Developing a MioCare EDI Delivery Plan</p> <p>KD referred members to the paper previously circulated. In September the Council</p>	

	<p>published the EDI Strategy 2021-25, which as part of Team Oldham, MioCare had been involved in. A brief update of the strategy and 4 equality objectives was provided. KD recommended to members that MioCare Group adopt the Council EDI Strategy and contribute to the development of a MioCare Group Equality Plan ahead of it being signed off in January 2022.</p> <p>PW stated he found this a very interesting and up to date strategy and as Chair of Operations Committee he believes this is the correct place to discuss it further.</p> <p>Decision: Board members unanimously agreed to the adoption of Oldham Council Equality, Diversity and Inclusion Strategy and to assist in developing a MioCare EDI Delivery Plan.</p>	
12	<p>AOB and Close</p> <p>KD reviewed CB's comments provided upon receiving the Board papers. KD agreed with the recommendation to update on the CQC approach to inspection and quality to be presented at the next Operations Committee meeting.</p> <p>CllrSB offered sincere apologies for his unavoidable delay in joining the meeting and offered thanks to PW for Chairing the meeting at short notice.</p> <p>Actions: KD to ensure an update regarding the CQC approach to inspection and quality is provided to the Operations committee.</p>	KD
	<p>Next Meeting</p> <p>Thursday 20th January 2022 10am – 12.00</p> <p>Ena Hughes</p>	