



Oldham Trading Group
[Oldham Care Services Ltd: Oldham Care and Support Ltd: Oldham Care and Support at Home Ltd]
Minutes of the Board of Directors' Meeting
5th October 2015

Present:	Board members Cllr Zahid Chauhan (Chair)(ZC) Cllr Jenny Harrison (JH) Cllr John F McCann (JMc) Cllr Ginny Alexander (GA) Karl Dean – Managing Director (KD)	In attendance Maggie Kufeldt – OMBC Exec Director acting as shareholder’s advisor to the Board (MK) Paul Whitehead - Finance Director (PW) Diane Taylor – AD LD &MH (DT) Adele Major Service Manager OCS (AM) Chris Brophy – Capsticks (CB) Mark Stenson – Head of Corporate Governance OMBC (MS)
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Apologies: June Rainford- AD OPS and COoH (JR)

No	Agenda Item	Action
1	Welcome, Introduction, attendees and apologies The Chair welcomed everyone to the meeting, Introductions were made and apologies recorded for June Rainford	
2	Declaration of Interest JMc is a member of the Unity Partnership – JVCo Board and Unity Partnership Ltd - Partnership Board	
3	Oldham Trading Group – Company Structure CB from Capsticks updated the board about the conversion of the parent company to a Community Interest Company (CIC). CB explained that CICs were introduced in 2005 under the Companies (Audit, Investigations and Community Enterprise) Act 2004, designed for social enterprises that want to use their profits and assets for the public good. CICs are intended to be easy to set up, with all the flexibility and certainty of the company form, but with some special features to ensure they are working for the benefit of the community. They	

	<p>have proved popular and some 10,000 registered in the status's first 10 years.</p> <p>The Office of the Regulator of CICs decides whether an organisation is eligible to become, or continue to be, a CIC. It is responsible for investigating complaints, taking action if necessary and it provides guidance and assistance to help people set up CICs. Key characteristics of a CIC are that they must define who they seek to serve and how their assets will be locked for the benefit of the community.</p> <p>KD advised this move was part of the original vision in that the trading arm would become a CIC. Both the Council and the Board had previously agreed to this direction of travel and that it would help shape the identity of the organisation going forward. MK advised this will give OTG the flexibility to tie up corporate and community objectives.</p> <p>KD offered that this was also a good opportunity to revisit the name of the parent company. It was decided that when the group converts to a CIC the name would be "Oldham Trading Group Community Interest Company.</p> <p>Action KD – To progress the actions required and bring back to December Board for sign off.</p>	<p>KD</p>
<p>4</p>	<p>Home Care – Presentation and Discussion</p> <p>AM gave an overview of the Home Care Service. OCSH provides domiciliary care to 56 service users clients in the Oldham area. Over the past 18 months, OCSH has grown and developed into a successful domiciliary care provider that delivers quality support to the people of Oldham and it has an excellent reputation.</p> <p>Home Care faces major challenges in recruitment and the geographical area of the patch. OCSH is looking to review the payment structure and develop the staff we have to provide specialist teams e.g. Dementia/ EOL and Long Term conditions. Home Care has lost £50k for the first eight months of 2015 including £11k in August 2015. One of the main factors for this is the nature of the contracts OCSH has. For example if a client goes into hospital / respite, OCSH has to keep that place open for 7 days.</p> <p>MK offered that the whole market is very challenging and the Council is reviewing its current commissioning arrangements which will hopefully improve the situation for providers, particularly OCSH, given the geography involved.</p> <p>Actions ZC - to visit Home Care with AM KD - organise next Service Presentation</p>	<p>AM KD KD</p>
<p>5</p>	<p>Minutes of Last Meeting JMc advised that previous Declaration of Interest was incorrect, correction to</p>	

	<p>be made. The minutes of the last Board Meeting held on 24 July 2015 we agreed as a true record.</p>	
6	<p>Matters Arising and Previous Actions</p> <p>KD gave an update against the Action Log with all but one action completed or on track. The action outstanding requires further discussion</p>	KD
7	<p>Update of NED Recruitment</p> <p>ZC said that 3 of the 5 shortlisted applicants had been interviewed and that on the whole he was disappointed with the quality and potential fit of those interviewed. Two further candidates are to be interviewed and ZC stated that he will reserve the right not to appoint anyone during this round and perhaps we will need another round of recruitment.</p>	
8	<p>MD Update</p> <p>Oldham Trading Group (OTG) We have recently received the Council's commissioning intentions for 2016/17. Whilst this is as expected, the £1.3m reduction in management fee presents a huge challenge for the Board and the Senior Leadership Team. KD offered that he has also been informed that a further request for £200k will be forthcoming in the coming weeks for 2016/17 totalling £1.5m.</p> <p>KD stated that OTG are working closely with commissioners to do a piece of work to map out all OTG's products and services with a view to informing what the Council wants to purchase from OTG, what does OTG want to deliver and what are the areas for growth.</p> <p>KD flagged that there was still a small group of staff that haven't signed the new terms and conditions. Whilst it was felt that staff are likely to sign at the 11th hour, if staff are forced to be dismissed and then reengaged it does pose a reputation risk.</p> <p>Valerie Perrins will be joining us as the Associate Director of Quality, Performance and Compliance on Monday 16th November 2015. Valerie will be joining us from Oldham Council. Sarah Southern will also be joining from Oldham Council and will start on Monday 19th October 2015 in the role of Business Administration Manager. She will provide support to both the SLT and the Board.</p> <p>Given the forthcoming additions to the Board and change in leadership it is timely to review the governance structure, associated sub-committees and the role of Board Members. Members accepted KD's proposal to bring a paper to December's meeting with the aim of ensuring our arrangements are fit for future.</p> <p>KD gave an update to a paper that went to July's meeting regarding plans for Boston House and Ena Hughes. This is now part of a wider buildings project which if it progresses successfully is unlikely to be delivered until 2017. MK advised that the current tenants of Boston House are likely to depart in 3/4</p>	

	<p>months.</p> <p>KD gave members an update on the challenges of delivering the service at Limecroft for the past year.</p> <p>Preparations for the new CQC inspection regime continue and KD is arranging for independent audits to be carried out in the coming months.</p> <p>KD told members about a potential opportunity that had recently emerged in relation to taking on the care at four Extra Care schemes. After a full discussion it was agreed that KD would produce a brief outline business case to be forwarded to members and dealt with offline.</p> <p>KD summarised his initial observations three months since starting and felt that it would be timely for the Board and selected stakeholders to attend an away day to review the original vision for OTG and re-establish what the objectives should be for OTG going forward. MK and members agreed this was a good idea.</p> <p>Actions: KD - prepare brief business case about Extra Care opportunity within 2 days KD to organise ½ away day Board Members, SLT, Council Exec and Leadership could discuss objectives and agree future direction.</p>	<p>KD</p> <p>KD</p>
9	<p>Management Accounts</p> <p>Results across the Group have been satisfactory in the 8 months to the end of August with a surplus generated of £24k compared to a budgeted loss of £60k. The performance of the 2 trading companies however was varied, with OCS generating a surplus of £79k and OCSH a loss of £50k.</p> <p>Year-end projections for OCS are slightly better than budget but challenges remain in delivering the efficiencies for the remainder of the year that are included in the budget.</p> <p>The financial performance of Homecare in OCSH is of concern as this accounts for the entirety of the loss in the business this year. It was agreed to revisit this area in detail after further analysis has been undertaken which will inform the short term business plan for Home Care.</p>	
10	<p>Risk Register</p> <p>Two new Risks have been included:-</p> <ul style="list-style-type: none"> • Homecare service loss making position threatens viability • Failure to recruit / retain key members of staff <p>Two removed</p> <ul style="list-style-type: none"> • Inadequate leadership – New MD in place • Price deflation – Contained 	

11	<p>Internal Audit Plan</p> <p>MS presented the OTG audit plan for 2015-19 which was accepted by members. PW gave an update on the actions required and presented an Internal Audit tracker.</p>	
12	<p>AOB and close</p> <p>Chair advised that he has nominated OTG for a TOP award in the Team of the Year category for the work done as “Service of Last Resort”. Chair and the Board confirmed all points being covered, thanked everyone for their attendance and concluded until the next Board Meeting.</p>	
13	<p>Date and Time of next meeting : 7th December 2015 9.30 – 11.30</p>	