



## MioCare Group

[MioCare Group CIC: Oldham Care and Support Ltd: MioCare Services]

### Minutes of the Board of Directors' Meeting

7<sup>th</sup> November 2016

Public Minutes

<b>Present:</b>	<b>Board Members</b> Cllr Zahid Chauhan (Chair) Cllr Jenny Harrison (CllrJH) Cllr John F McCann (CllrJMc) Cllr Ginny Alexander (CllrGA) Karl Dean – Managing Director (KD) Mick Ord – Non Executive Board Member (MO)	<b>In Attendance</b> Paul Whitehead - Director of Finance and Resources (PW) June Rainford – Associate Director OPS & COoH (JR) Valerie Perrins – Associate Director QPC (VP) Sarah Southern – Business Admin Manager (Minutes)
<b>Apologies:</b>	Maggie Kufeldt – OMBC Exec Director acting as shareholder’s advisor to the Board Diane Taylor – Associate Director LD &MH (DT)	

No	Agenda Item	Action
1	<b>Welcome, Introduction, attendees and apologies</b>  The Chair welcomed everyone to the meeting and introductions were made.	
2	<b>Declaration of Interest</b>  CllrJMc is a member of the Unity Partnership – JVCo Board and Unity Partnership Ltd - Partnership Board	
3	<b>In Confidence – Board Member Only</b>  There were no items of business discussed.	

4	<p><b>Minutes of Last Meeting</b></p> <p>The minutes of the last Board Meeting held on 12<sup>th</sup> September 2016 were agreed as a true record.</p>	
5	<p><b>Board Committees:</b></p> <p>The minutes of the Remuneration meeting held on 12<sup>th</sup> September 2016 were agreed as a true record of the meeting.</p>	
6	<p><b>Review of MioCare Group Project Implementation</b></p> <p>KD gave a verbal update on progress of the MioCare Project Review.</p> <p>The work has progressed on the 3 works streams:</p> <ul style="list-style-type: none"> <li>- Organisation</li> <li>- Strategy assessment &amp; development</li> <li>- Support Services</li> </ul> <p>KD informed members that the Pay and Reward Review has now commenced. SLT will be working with colleagues from the Council’s HR team and an external partner who will help the group develop its pay and reward strategy. KD emphasised that this is a key piece of work and will keep members updated accordingly.</p>	
7	<p><b>MD Update</b></p> <p>KD gave an update on the following areas:</p> <ul style="list-style-type: none"> <li>- The Urgent Care Alliance (UCA) have recently held a workshop to consider the option of an alliance contract for the urgent care system. It is hoped that the new contracting arrangements will be in place for April 2017.</li> <li>- As part of an early engagement process, Limecroft staff have now been informed that there are proposals to decommission the service on the 31<sup>st</sup> March 2017.</li> <li>- Feedback from the Staff Survey and the ‘Getting In The Know’ events that were held in the summer indicated that staff would like the SLT to hold more events. Therefore on 17<sup>th</sup> and 18<sup>th</sup> November, KD and other members of SLT will be holding 6 sessions across the business where staff will be informed about the results of the recent staff survey, given more information on the pay and reward review and a follow up to the Q + A from the ‘Getting In The Know’ event.</li> <li>- The Blue Badge and Aids and Adaptations services that are based at the Link Centre will transfer back to Oldham Council on 1<sup>st</sup> April 2017.</li> <li>- Home Care which incorporates our four Extra Care schemes were recently inspected by CQC and have achieved a rating of ‘Good’ across the board. Members recognised that this was a great outcome. KD offered that the reports following the Supported Living / Shared Lives inspection and the Community Reablement / Helpline and Response inspections are due imminently and that he was confident of a similar outcome.</li> </ul>	

	<ul style="list-style-type: none"> <li>- The company's Finance Trainee, Julie Kershaw, has recently passed her Association Accountant Technician (AAT) exams and is now qualified. She is now a permanent member of the finance team. Members were particularly pleased given Julie had originally come to MioCare through the "Get Oldham Working" initiative.</li> </ul> <p>KD explained to members that all staff within OCS were recently written to regarding their terms and conditions and the proposal to extend the current freeze of temporary changes for a further period of 9 months (until December 2017) whilst the Pay and Reward review was carried out.</p> <p>KD explained that due to the timings, any future decisions regarding staff terms and conditions will require a Chairman's decision to sign them off.</p> <p><b>Agreed: All Board members present agreed for the Chairman to act on behalf of the Board</b></p>	KD
8	<p><b>Away Day Summary</b></p> <p>KD gave an overview of the recent Board Away Day held on 31<sup>st</sup> October 2016.</p> <p>The day was split into 2 sessions</p> <ul style="list-style-type: none"> <li>- MioCare Group Future State (morning)</li> <li>- Governance (afternoon)</li> </ul> <p>The key points discussed at the morning session were:</p> <ul style="list-style-type: none"> <li>- Target Operating Model</li> <li>- Support Services Arrangements</li> <li>- Organisational Structure</li> <li>- Ownership Model</li> <li>- Legal Model</li> </ul> <p>Board members were asked to consider each point and ratify each proposal.</p> <p><b>Agreed: All Board Members formally approved the new target operating model.</b></p> <p><b>Agreed: All Board Members approved the aspirational support services arrangements.</b></p> <p><b>Agreed: All Board Members agreed to the proposed emerging organisational structure.</b></p> <p><b>Agreed: All Board Members agreed for KD to explore the alternative ownership models report back on the benefits and risks of becoming a part or wholly mutual.</b></p> <p><b>Agreed: All Board Members present agreed for KD to explore an alternative legal model for the operational subsidiaries and report back on the benefits and risks.</b></p>	

	<p>The Governance session held in the afternoon focused the Board members and the skills and experience that they bring to the Board. The future challenges and vision for the company was also discussed and it was agreed that a governance action plan should be put in place to ensure MioCare's arrangements are robust.</p> <p><b>Action: Chair and MD to produce a Governance Action Plan which all members would sign off and implement</b></p>	Chair / KD
9	<p><b>Payroll Update</b></p> <p>PW gave an update on the recent developments regarding Payroll.</p>	
10	<p><b>Management Accounts Period 9</b></p> <p>PW gave an update on the management accounts as they stand at period 9.</p> <p>The performance across MioCare Group shows a positive variance of £169k with an overall surplus of £199k.</p> <p>Oldham Care and Support has to date made a surplus of £205k against a budget of £61k.</p> <p>MioCare Services has continued to make a loss and the year to date loss is £52k against a budget of a £47k.</p> <p>PW continued that Extra Care and Personal Assistants continue to make a modest surplus while Home Care continues to make a loss.</p> <p>Recruitment is still an issue across the business in particular in Home Care.</p>	
11	<p><b>Risk Register</b></p> <p>PW explained that the risk register has been reviewed and that 2 items of significance have been added since the last meeting in September.</p> <p>The significant items are:</p> <ul style="list-style-type: none"> <li>- The proposed decommissioning of the service at Limecroft</li> <li>- Payroll</li> </ul>	
12	<p><b>AOB</b></p> <p>Chair explained to Board that MO has now completed his one year initial contract as a NED and formally thanked him for his contributions so far.</p>	
	<p><b>Date and Time of next meeting:</b></p> <p>Monday 16<sup>th</sup> January 2017, 9.30 – 11.30am at Ena Hughes Resource Centre, Failsworth</p>	