



MioCare Group

[Oldham Care Services Ltd: Oldham Care and Support Ltd: Oldham Care and Support at Home Ltd]

Minutes of the Board of Directors' Meeting

13th March 2017

Public Minutes

Present:	Board members 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) Peter White – Deputy Chair, Non-Executive Board Member (PWh)	In attendance Maggie Kufeldt – OMBC Exec Director acting as shareholder’s advisor to the Board Paul Whitehead - Director of Finance and Resources (PW) Diane Taylor – Associate Director LD &MH (DT) June Rainford – Associate Director OPS & COoH (JR) Valerie Perrins – Associate Director QPC (VP) Sarah Southern – Business Admin Manager (Minutes)
Apologies:	N/A	

No	Agenda Item	Action
1	Welcome, Introduction, attendees and apologies The Chair welcomed everyone to the meeting and introductions were made.	
2	Declaration of Interest CllrJMc is a member of the Unity Partnership – JVCo Board and Unity Partnership Ltd - Partnership Board	
3	In Confidence – Board Member Only There were no items of business discussed.	
4	Minutes of Last Meeting The minutes of the last Board Meeting held on 16 th January 2017 were agreed	

	as a true record.	
5	<p>Home Care Presentation</p> <p>KD gave a presentation on the Home Care service. He gave a brief overview of the service and highlighted the ongoing viability issues.</p> <p>KD gave a detailed breakdown of the cost involved with the Home Care service. He explained what further increases to the cost base and volume of customers would be required in order for the service to break even. KD stated the losses incurred in 2016 and the low number of hours the group delivers. KD asked the Board for direction on next steps.</p> <p>After a lengthy discussion it was agreed that a definitive position paper be brought to July's Board for final decision.</p> <p>Action: KD to produce a paper which will allow the Board to make a definitive decision for July's board meeting.</p> <p>Action: KD and MK to meet separately to discuss the options for Home Care.</p>	
6	<p>Project Update</p> <p>KD gave an update on the MioCare Review Implementation plan. He explained that the tracker shows where each work stream is up to.</p> <p>ClIrJMc asked about the property recharges.</p> <p>PW explained that he had now held a meeting with property management and that progress has started to be made.</p> <p>KD then gave an update on the Pay and Reward review. Workshops have now been held staff and all staff have been issued with a survey that they need to complete and return by 22nd March. From the workshop and survey we are trying to establish what benefits staff value most. An update to be provided to members accordingly.</p> <p>ACTION: KD to provide the Board with an updated position following the workshops and surveys.</p>	
7	<p>Governance Action Plan</p> <p>Chair gave members an overview of the Governance Action plan and explained that now the completed skills matrix forms have been returned, appraisals will be arranged with members.</p> <p>ACTION: Chair to complete appraisals with all Board Members</p>	

8	<p>MD update</p> <p>KD gave an update on the following areas:</p> <ul style="list-style-type: none"> - The hospital remains under extreme pressure and MioCare continue to play their role to assist and alleviate the problem where possible. - The Integrated Care Organisation (ICO) Shadow Board have not met for some time. - The SLT delivery plan highlights the key objectives that the SLT will deliver in 2017 and views were invited on this. - Cllr Peter Dean recently introduced KD to Shirley Berry, Head of Sales for Unity. A discussion was held on how she can assist MioCare to better market a number of its products. - The Communications Framework has recently been updated and reissued to all staff. The aim is to improve the communication across the MioCare Group and this is currently an ongoing issue. <p>Limecroft will be decommissioned on 31st March 2017.</p> <p>KD asked board members to consider the attached report – Appendix 2 and to also approve the redundancy payments.</p> <p>APPROVED: All Board members present approved the redundancy payments for Limecroft staff</p> <p>Following the Board Away Day in October 2016, KD was tasked with looking at the legal / ownership model for the company. As a result a report paper has been produced and will now go through the Council decision making process.</p> <p>The annual report is currently being produced and will be launched at the Annual General Meeting on 23rd March 2017.</p> <p>In February, KD and PW recently attended a Performance and Value for Money (PVFM) meeting at the Council.</p> <p>MK stated that as mentioned, there has been increased pressure at the hospital and thanked KD and his team for all their efforts and help with the situation.</p> <p>PWh thanked KD for his detailed update. He found it very useful and informative.</p>	
9	<p>National Minimum Wage – Issues</p> <p>KD updated members on an issue that has recently come to light regarding the national minimum wage.</p> <p>Due to a change in case law, a ‘sleep in’ is now classed as working time and therefore counts towards national minimum wage calculations.</p> <p>The matter has been added to the risk register.</p>	
10	<p>Apprenticeship Levy</p>	

	<p>PW updated Board members on a new scheme that the government will introduce from 1st April 2017 on the Apprenticeship Levy.</p> <p>From April every employer that has a wage bill of over £3million per annum must pay 0.5% of their total salary bill less a £15,000 rebate to HMRC on a monthly basis as a contribution to the levy.</p> <p>As a Council owned company, clarity is being sought on if MioCare Group will be treated as independent or as part of the Council.</p> <p>Chair asked what steps are being taken to establish MioCare’s position.</p> <p>PW responded that:</p> <ul style="list-style-type: none"> - Direct discussions with HMRC have been held but they are also unclear of MioCare’s position - Meetings are being held at the Council to discuss their position and MioCare are part of these - Workforce planning <p>MK offered that discussions are being held at a GM level. It is a good opportunity and the Group should therefore be pursuing apprenticeships.</p> <p>PW confirmed that MioCare currently employs one apprentice in Business Administration.</p> <p>ACTION: MK and KD to meet separately to discuss further.</p>	
11	<p>Proposal – Financial Forecasting Software</p> <p>PW gave some background on MioCare’s current approach to financial planning. He then explained that due to the changes within social care and operating environment, it is crucial that MioCare have a longer term financial view so that it can respond to new opportunities and threats as quickly as possible. It is therefore proposed that MioCare purchases some new financial forecasting software.</p> <p>PW asked Board Members to approve ‘in principle’ the acquisition of the software and due to the timescales involved, requested that Board members delegate the final decision to the Chair and KD.</p> <p>Approved: All Board Members present agreed in principle for the purchasing of appropriate software.</p> <p>Agreed: All Board Members present agreed for the final decision on the purchasing the software to be delegated to the Chair and KD</p>	
12	<p>Management Accounts Period 1</p> <p>PW gave an update on the management accounts as they stand at period 1.</p>	

	<p>The performance across MioCare Group shows a positive variance of £14k.</p> <p>Oldham Care and Support has made a surplus of £6k.</p> <p>MioCare Services has made a loss of £4k against a budgeted loss of £11k.</p> <p>PW asked Board Members to note the slight change to the format of the accounts. They are now more detailed as they give more information on the cost associated with each individual service.</p>	
13	<p>2017 Budget Update</p> <p>PW presented the final budget for the financial year 2017. He explained that this is being presented for approval in March due to having to wait for the Council to agree their budget and to notify us what the final management fee will be.</p> <p>PW explained that at January's Board meeting, the projected loss for the MioCare Group would be £560k. This has now reduced to £335k which is mainly due to the introduction of an income target of £150k, £40k of which has already been achieved. Vacancy management has also offered some reduction.</p> <p>PWh asked what impact vacancy management has on the staff and what does it mean for the business?</p> <p>PW explained that the majority of vacancies are historical ones and that finer details re: impact etc. are discussed and approved at the Finance, Risk and Audit Committee.</p> <p>A brief discussion was held regarding the budget and also the need a third non – executive board member with a finance background to be recruited.</p> <p>Approved: All Board members present approved the budget for 2017.</p> <p>ACTION: KD and Chair to actively recruit a Finance Non Exec Board Member</p>	
14	<p>Risk Register</p> <p>PW gave an overview of the risk register. He explained that since the last review in January there have been 3 significant changes made. These are:</p> <ul style="list-style-type: none"> - Reduction in the risks involved with the implementation of the new payroll system. - A new risk regarding the National Minimum Wage has been added - A new risk regarding the Apprenticeship Levy has also been added. <p>PW explained that the latter 2 risks have now been discussed during the meeting. The risks identified with the implementation of the new payroll system have been reduced however consultations with the provider are still ongoing.</p>	
15	<p>Date and Time of next meeting:</p>	

	Monday 17th July 2017, 9.30 – 11.30am at Ena Hughes Resource Centre, Failsworth	
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