

**Minutes of the Board of Directors' Meeting
Wednesday 28th July 2009 at 5.00 p.m.
Conference Room 1 Southland's Centre**

Present	J Shepherd	Chair
	C Butterfield	Vice Chair
	G Dobson	Treasurer
	L Laidler	Director
	C Field	Director
	D Whiting	Director
Apologies	P Frankland	Director
	S Twist	Company Secretary
	H Wallace	Director
In Attendance	H Lowrie	CEO
	M Kuby	Observing

BO16/09 Apologies for absence and declarations of interest
There were no declarations of interest. P Frankland, H Wallace and S Twist gave apologies.

BO17/09 Approval of the minutes of the BOD Meetings of 13th May 2009
The minutes were approved by L Laidler and G Dobson.

BO18/09 Matter arising from the BOD Meeting of 25 March 2009

- ❖ L Laidler to email for dates for Board get-together
- ❖ Action to improve dialogue with Unite the union remains on going
- ❖ Action re upgrade of Southlands quadrangle remains on going
- ❖ Safeguarding children training for staff booked for September

All other actions on the agenda.

BO19/09 Anger management North East
The CEO reported on the development of the new company set up by a member of UNITE staff 'Anger Management North East.' The Board was pleased that the organisation had helped the member of staff to develop skills, hoped to work together in the future and wished the venture well.

BO20/09 Financial Matters
Audited accounts
After some clarification on the Audited accounts the Board approved the draft figures. It was agreed that the Trustees report would be

electronically circulated to the Board and Directors to amend or confirm the report within the next week. The Board commended the admin team for their work on the accounts.

Income and Expenditure Account

The Treasurer reported on the Income and Expenditure Account for the end of June 2009. The CEO asked the Board to note developments in the xxxx contract, which will now end in December, and also in the training work that had been obtained.

The Board had a wide-ranging discussion on the current situation. It was agreed that the current staff contracts that had been extended to xxxx pending the outcome of funding bids would be further extended to the end of xxx, for the same reason. This would necessitate the use of reserves but the Board was satisfied that the company would still have reserves to cover 4 months of operation at that time. The Board noted the offer of the staff to take a xxx wage cut to address the current shortfall but wished to use the reserves at this time.

The Board agreed to move to monthly meetings from September should the financial climate not improve

Income Generation Table

The contents of the table were noted with the progress made on the different bids. It was noted that a great deal of work had gone into large bids such as that to the Lottery and Tudor trust but had disappointingly not been successful. Feedback had been useful and it was noted that all grant giving bodies were under a great deal of pressure at this time.

The CEO gave an update of the issues for next year's funding and asked for volunteers to lobby funders such as Stockton Council. The CEO also requested that Directors do what they could to encourage current funders to maintain their commitments. Directors gave verbal updates on the areas they knew about such as funding shortfalls in Hambleton and Catalyst's agenda for change.

BO21/09

Human Resources Sub Group

The Board noted the notes of the sub group and confirmed the following

- ❖ The purpose of the group is to assure the Board that all actions that are required of a Good employer are being undertaken and to make recommendations to the Board on specific issues
- ❖ The Chair should oversee the work of the CEO
- ❖ No xxxxxxxxxxxxxxxx to be made at this time
- ❖ A review of the pay structures/salary scales to be undertaken in 2010/2011 as part of the business plan action plan
- ❖ The proposed amendments to the pay policy be agreed
- ❖ The Board to continue to seek to recruit an HR specialist to the Board
- ❖ The extension of the modern apprenticeship to be in line with other staff members extension of contract

- ❖ Long serving staff should be formally thanked by the Board for all the work they had undertaken and their achievements to be celebrated.

In the light of the difficulty of the time set for the next meeting of the HR group it was agreed that the next meeting be rearranged for 25th August at 3:30 in Southlands. Directors not present at today's meeting to be informed and warmly invited.

BO22/09

Exit Strategy

The draft was discussed and additions to the strategy (on informing partners, returning funding for work not able to be completed and redundancy calculations) proposed and agreed.

The Board agreed that the strategy be circulated electronically so that these amendments could be written in by the Board members who proposed them. The CEO to complete a flow chart/Gantt chart to aid the operation of the strategy.

BO23/09

Statistics – key performance indicators/ website statistics / referrals and waiting list day's statistics

The Board discussed the range of statistics provided. The reduction in the number of enquiries was discussed. SMT were not able to identify the cause of the reduction although it may be due to a reduction in marketing activity, key referrers away or internal issues taking priority e.g. funders working to safeguard budgets and posts. The improvement in the waiting day's statistics was welcomed. The website statistics were also felt to be pleasingly positive.

BO24/09

Gift Aid

Directors completed application forms for expenses that were then gift aided to UNITE. Absent Directors to be asked to complete similar forms.

BO25/09

Equality & Diversity

Nothing to report.

BO26/09

Health and Safety

The CEO reported that staff had requested anti bacterial hand gels to help combat swine 'flu' infection.

BO27/09

Correspondence

No correspondence.

BO28/09

Any other business

- ❖ The Board was reminded of the AGM on the 30th September at 4:30. In line with previous decision this would be a low-key event.

- ❖ The CEO asked for formal agreement to her accessing plans, policies, procedures and customers as part of undertaking research on partnership arrangements. The data will be used as part of her MBA dissertation. The Board agreed.
- ❖ Directors completed the Good Governance questionnaire on finance and internal audit. Copies to be sent to absent Directors

BO29/09

Date of next Board Meeting

Wednesday 30th September at 5:00 pm

**Action sheet from the Board of Directors' Meeting
Wednesday 29th July 2009**

Agenda Item Number		Action	By Whom	Deadline
This Meeting	Previous Meeting			
	BO35/08	The 15 th year of UNITE to be marked by a small marketing gift at the AGM in 2009 – this is not seen as a priority due to budget constraints.	CEO	2009 AGM
	BO90/08	UNITE to support upgrade of the Southlands quadrangle. Costs to be agreed by Board.	CEO	Ongoing
	BO91/08	Invest reserves in £50,000 tranches	Treasurer/ RTL	On going review
BO18/09	BO04/09	L Laidler to email for dates for Board informal get-together	L Laidler	On going
BO18/09	BO04/09	Action to improve relationship with UNITE union to be taken	CEO /S Twist/ P Frankland	On going
BO20/09		Trustees report to be circulated electronically for Directors to comment and amend	Directors	ASAP
BO20/09		Relevant staff contracts to be extended to December 09	CEO	December 09
BO22/09		Exit strategy to be sent out electronically and amended as agreed	Directors	August 2009