

Board of Trustees Minutes

Meeting Date: Saturday 16 April 2016

Time: 12:15 – 17:05 (including lunch break 12:45 to 13:30)

Type: Face-to-face

Location: Ambassadors Hotel, Bloomsbury, London

Version: Approved

Present:

Keith	Carlton (KC)	Trustee
James	Caspian (JC)	Trustee
Andy	Cottom (AJC)	Trustee
David	Fitzgerald (DF)	Trustee
Patricia	Hunt (PH)	Trustee - <i>until 16:30</i>
John	Loughrey (JL)	Trustee
Martin	Pollecoff (MP)	Chair & Trustee
Neil	Robertson (NR)	Treasurer & Trustee
Emma	Williams (EW)	Trustee

Apologies: Jacqui McCouat (JM) Trustee

In Attendance:

Richard	Hunt (RH)	Head of Communications
Louise	Lilley (LL)	Head of Operations & Regulation
Janet	Weisz (JW)	Chief Executive

Minutes By: Alex Crawford (AC) Governance Officer

Action Points and Decisions – in Black Bold

1. Welcome, Introductions, Apologies & Declarations of Interest

- 1.1. Apologies were given for JM.
- 1.2. The Governance Officer informed the Board that any trustee with a conflict of interest in a matter under discussion should declare the nature of their interest and withdraw from the room unless given a dispensation to speak.

2. Board Minutes (Approved) from 29 January 2016

2.1. Matters Arising

- 2.1.1. Point 5.1.3 regarding amendments to the Byelaws and Standing Orders, work on this is on-going.
- 2.1.2. Point 5.2 regarding the Complaints against Trustees and Code of Conduct for Trustees, a productive teleconference was held by the working group on 7 April 2016 and a draft revised Complaints policy and procedure is being worked on.
- 2.1.3. Point 5.7 regarding the Culture Project, work on this is on-going.
- 2.1.4. Point 6.1.7 regarding the Management Response to the audit, this has now been completed.
- 2.1.5. Point 7 regarding reports from the College and Faculty Chairs, JW has received good feedback and the College and Faculty Chairs value coming to the Board each year.

RH left the meeting

3. Closed Session

- 3.1. The Board held a discussion in closed session.

RH returned to the meeting

4. Treasurer's Report

- 4.1. The Treasurer updated the Board with developments regarding finding a new finance function outsource partner following the decision by Tall Horse to end their contract with UKCP. Interviews have been held with a number of companies and things are progressing well.
- 4.2. In response to a question from a Trustee, NR clarified that Tall Horse were leaving because they had changed their business model.
- 4.3. The Treasurer then gave an oral report to the Board which included the following points:
 - 4.3.1. UKCP still has substantial reserves however there are potentially substantial expenses for the Digital Delivery Project (DDP), potential Office Move and the mid-year review of the Colleges.

4.3.2. Year-to-date UKCP financials in total are performing close to Budget. The Treasurer noted areas of overspend (offset by underspends in other areas) around legal and consultancy fees.

4.4. **The Board accepted the report.**

5. Finance Report and Management Accounts

5.1. JW talked the Board through the Finance Report and Management Accounts and asked if there were any questions.

5.2. One Trustee asked for clarification regarding what appeared to be a discrepancy between 2 different figures for the Membership Income. LL clarified that this was because one set of figures included deferred income from the previous year.

5.3. Trustees are to let JW know if the Management Accounts can be improved in terms of presentation and clarity.

5.4. **The Board accepted the Finance report and Management Accounts.**

6. Mid-Year Review (MYR)

6.1. JW presented and talked to the MYR proposal paper to the Board and asked if there were any questions.

6.2. JW advised the Board that we can confidently go ahead with the proposed MYR, however we must bear in mind that there may be additional costs if we have to relocate the UKCP Office to different premises during this financial year.

6.3. One Trustee queried the costs for the Members' Survey and suggested that the survey could be conducted more cheaply in-house. RH clarified that the Members' Survey was an essential piece of work and that the £12k would be spent employing a research company to carry-out the survey, and that the UKCP Office did not currently have the resources to conduct a Members' Survey of this scope..

6.4. One Trustee suggested that ideally the Members' Survey will be carried out annually or at the least bi-annually.

6.5. JW confirmed that the UKCP Office was not currently resourced to conduct this type of comprehensive Members' Survey but that she could look into putting resources in place in the future, to see if there may be a cost benefit. Other smaller surveys are already being conducted in-house

6.6. **The Board approved the Mid-Year Review**

7. Professional Regulatory Committee of the Colleges and Faculties (PRCCF) Honorariums

7.1. AJC declared a potential conflict of interest as he is a member of the PRCCF group that wrote the Honorarium paper, and he is also a College Chair and so in potential receipt of an Honorarium. The Board agreed that AJC could remain and answer questions of clarification when asked in discussions, and that he should abstain from any vote.

- 7.2. JW advised that the PRCCF Honorarium paper has already been discussed by both the Finance and Audit Committee (FAC) and the Executive Committee (Exec) but that there had been some miscommunications / misunderstandings over whether the proposal was for the current UKCP financial year or the next. The FAC and Executive considered this to be for the following year.
- 7.3. The Board discussed the issue of Honorariums to Colleges and the discussion included the following points:
- 7.3.1. AJC confirmed that the PRCCF were comfortable if the Honorarium payments (if agreed) would apply to the next financial year (2016 / 2017) and not the current financial year.
 - 7.3.2. The PRCCF have done a lot of work on this and JW would like a steer from the Board so that the Exec can then finalise arrangements with the PRCCF. JW also queried whether College Treasurers should receive Honorarium payments.
 - 7.3.3. **The Board agreed that all policies regarding UKCP Honorariums should be set by the Board.**
 - 7.3.4. Currently the Board's remit only concerns Honorariums for Trustees. If the Board were to be responsible for setting College and Faculty Honorariums then this would be beyond the scope detailed in the UKCP constitution but could be done.
 - 7.3.5. Consideration should be given to potential cost impact of College Honorariums.
- 7.4. **Following the discussion it was agreed that the PRCCF would discuss this issue at their Away Day and then submit a formal proposal to the Board for the next Board meeting on 15 July 2016.**

8. Membership Fees

- 8.1. The Board considered the proposed 2016 / 2017 membership fees detailed in the paper from the Finance and Audit Committee.
- 8.2. **The Board approved (via a vote with 1 abstention) for the Individual Membership Fee to be increased by £3 per annum for 2016 / 2017.**
- 8.3. **The Board approved (via a vote with 1 abstention) for the Retired, Students and Trainees fees to all be increased by £1 per annum for 2016 / 2017.**
- 8.4. **The Board approved (via a vote with 1 abstention) for the Organisational Member fee to remain the same for 2016 / 2017 but that it is to be reviewed.**
- 8.5. **The Board approved (via a vote with 2 abstentions) for the Direct Member fee to be increased by £1 per annum for 2016 / 2017.**
- 8.6. **JW will seek clarification from the Registrar regarding the Affiliate Membership category.**

9. Chair's Report

- 9.1. MP referred to his report and asked the Board if they had any questions.
- 9.2. **The Board accepted the report.**

10. Chief Executive's (CE) Report

10.1. JW referred to her CE Report.

AC, LL & RH left the meeting at 15:20

10.2. The item concerning the Company Secretary was discussed in closed session.

AC, LL & RH returned to the meeting at 15:30

10.3. **JW informed AC, LL and RH that the Board had approved for the Company Secretary and Chief Executive roles to continue to be separated out, and that a proposal regarding filling the vacant Company Secretary position will be submitted for the next Board meeting on 15 July 2016.**

10.4. **The Board accepted the report.**

11. Office Move / Relocation

11.1. Following a brief discussion the Board agreed to establish a Working Group to look at the options concerning the situation regarding the UKCP Office premises.

11.2. **AJC and JL both volunteered to be on the Working Group.**

11.3. **JW will update both AJC and JL on the work that's been carried out to date.**

12. Vice Chair's Report

12.1. PH spoke to her Vice Chair's report and asked the Board if they had any questions.

12.2. PH clarified that UKCP is a member of both the European Association of Psychotherapy (EAP) and European Association of Counselling (EAC).

12.3. **The Board accepted the report.**

13. Chief Executive (CE) Recruitment Update

13.1. KC updated the Board with regards to progress on recruiting a permanent Chief Executive.

13.2. The shortlisted candidates visited the UKCP Office w/c 4 April 2016 to meet with JW, LL and RH.

13.3. Interviews for candidates are being held on Thursday 21 April with final interviews on 27 April, and a recommendation to the Board will be made soon after 27 April.

14. Memorandum of Understanding (MoU) on Conversion Therapy

14.1. The Board discussed the second version of the MoU (referred to as 'MoU2').

14.2. The existing version of the MoU (“MoU 1”) published in January 2015 declares efforts to change someone’s lesbian, gay, or bisexual orientation to be unacceptable. The new working draft of MoU2, which has been agreed by the MoU Group, expands this to include:

- Efforts to change someone’s gender identity
- Efforts to increase desire/attraction in asexual people

14.3. The aim is to submit the new MoU2 with the Department of Health at the end of June 2016.

14.4. JC is very experienced in this field and raised strong concerns about the current wording of the MoU2 which he sees as having the potential to lead to problematic unintended consequences.

14.5. JC then proceeded to talk in detail about his specific concerns with the wording of the MoU2.

14.6. JW, as Chair of the MoU Working Group, declared a conflict of interest.

JW left the meeting at 16:10

14.7. KC also read out an email from Peter Kunzmann (UKCP Policy and Parliamentary Affairs Manager) in which he also raises issues with the MoU2.

14.8. **After an involved discussion it was agreed that JC and Peter Kunzmann (PK) will re-draft the MoU2 into a version they are comfortable with and then send the re-drafted version to the Board by email for their approval. This is to be done before the next MoU Group meeting on 5 May 2016.**

14.9. **Once approved, the new JC / PK version will be presented to the MoU Group on behalf of the Board by MP.**

JW returned to the meeting at 16:20

15. Digital Delivery Project (DDP) Update

15.1. RH referred to the DDP Report from Richard Williams (Digital Delivery Project Manager) and updated the Board with developments concerning the new website and database.

15.2. The plan is for the new database to be used for the 2016 / 2017 membership renewal process, and so this would mean launching the new website & database in mid-July 2016.

PH left the meeting at 16:30

15.3. After concerns over expenditure for the project were expressed by some Trustees, the UKCP Treasurer updated the Board with the current cost of the DDP.

15.4. DF continued to express his concern about what, in his opinion, he sees as a lack of clear deadlines or costs for the DDP.

15.5. KC & JW reassured DF that the DDP Project Board is managing the project well and do everything to allay his concerns.

15.6. If anyone has any further questions or concerns then they can contact JW.

16. Education, Training & Practice Committee (ETPC)

16.1. ETPC Report

16.1.1. The Board accepted the report.

16.2. Safeguarding

16.2.1. This item was deferred from the last Board meeting on 29 January 2016.

16.2.2. The Board referred back to the in-depth discussions they had yesterday (Friday 15 April 2016) regarding the Safeguarding Working Group paper and the recommendations it contained.

16.2.3. One of the recommendations was that UKCP introduce Disclosure and Barring Service (DBS) checks for all members, however the Board decided that there was no need for this at present.

16.2.4. MP and JW will arrange a meeting with Fiona Biddle (ETPC Chair) to discuss further the outcome of the Board's discussions and to plan next steps.

17. Diversity, Equality and Social Responsibility (DESR)

17.1. This item was deferred to the next Board meeting on 15 July 2016. AC will add this as a major agenda item for the July Board.

17.2. Diversity training for the trustees will be arranged for the July Board and JW will ask an external DESR trainer to attend.

17.3. With regards to the diversity budget, the Executive Committee will ensure that diversity work is taken into consideration during the annual UKCP budget setting process.

18. PRCCF Report

18.1. JW expressed her considerable frustration at the issues she has had with Charities Aid Foundation (CAF) Bank in trying to create new college bank accounts.

18.2. The Board supported JW in taking a robust approach with CAF Bank in order to expedite the situation.

18.3. **The Board accepted the report.**

19. Professional Standards Development Work & Quality Assurance & Regulation Management (QARM) Reports

19.1. **The Board accepted the reports.**

20. Membership Committee (MC) Terms of Reference

20.1. The Board referred to the MC Terms of Reference for which Board approval was needed.

- 20.2. **As there was insufficient time remaining to have a proper discussion, it was agreed that the Terms of Reference would be circulated by email for approval after today's meeting.**

21. Next Meeting

- 21.1. Friday 15 July 2016, 09:30 to 16:00, NCVO, Regent's Wharf, London

APPROVED