



Board of Trustees Minutes

Meeting Date: Saturday 26 September 2015

Time: 09:30 – 16:10

Type: Face-to-face

Location: NCVO, Regent's Wharf, 8 All Saints Street, London N1 9RL

Version: Approved

Present:

David	Fitzgerald (DF)	Trustee
Fiona	Kerr (FK)	Chief Executive
Inger	Gordon (IG)	Trustee
Jacqui	McCouat (JM)	Trustee – <i>from 10am</i>
James	Caspian (JC)	Trustee
Janet	Weisz (JW)	Trustee & UKCP Chair
John	James (JJ)	Trustee – <i>until 2pm</i>
Katy	Rose (KR)	Trustee
Keith	Carlton (KC)	Trustee
Pat	Hunt (PH)	Trustee
Philippa	Tucker (PT)	Trustee
Rory	Worthington (RW)	Trustee

Apologies: Sian Ellis (SE) Trustee

In Attendance: Kirsty Semple (KS) Company Secretary
Louise Lilley (LL) Head of Operations & Regulation

Minutes By: Alex Crawford (AC) Governance Officer

Action Points and Decisions – in Black Bold

1. Welcome, Introductions, Apologies & Declarations of Interest

- 1.1. The Board welcomed FK to the meeting as it was her first attendance as the new UKCP interim Chief Executive.
- 1.2. Brief introductions were made between FK and those she did not know.
- 1.3. The Governance Officer informed the Board of the apology from SE.
- 1.4. 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.
- 1.5. The Governance Officer asked if future Board minutes should be anonymised (comments not ascribed to the speaker) in light of recent Subject Access Requests. **Following a brief discussion it was agreed that the format of the minutes should remain unchanged, but that initials will be removed from a particular comment if specifically requested.**

2. Matters Arising from the approved minutes of 17 July 2015

- 2.1. PH briefly reported back from her attendance at the European Association of Counselling conference in Verona, Italy.

3. Chair's Report

- 3.1. The Board referred to the report in the handout pack.

3.1.1. Professional Standards Authority (PSA)

- 3.1.1.1. LL reported on the recent meeting with the PSA and updated the Board on how discussions had gone, and how things will be taken forward.

3.1.2. Premises Project

- 3.1.2.1. The Board discussed the details and options outlined in Appendix 1 of the Chair's Report.
- 3.1.2.2. **The Board took a vote and unanimously approved that the UKCP office lease be extended by a further 12 months and that JW is to negotiate with the landlord for the best deal.**
- 3.1.2.3. **JW will send details of the Premises Project Board to the Board of Trustees and will ask for volunteers to join the Project Board.**

3.1.3. Research Faculty Committee (RFC) Chair

- 3.1.3.1. **The Board unanimously accepted the proposal that Carole Martin be the new Chair of the RFC.**
- 3.1.3.2. The Board had a brief discussion about the RFC which included the following points:

- The role of the RFC is very important for UKCP.
- The Board are interested in what the RFC's plans will be and how they will be progressed.
- It was suggested that RFC Chair could give a presentation at the Board meeting in July 2016. **AC will ensure that the RFC are given notice of this.**
- Peter Kunzmann, the new Policy and Parliamentary Affairs Manager, is keen on building stronger links with the RFC.
- **AC will ask Peter Kunzmann to arrange a meeting with PT.**
- The RFC should have good links with other research organisations.

IG left the meeting

3.1.4. Organisational Membership Committee (OMC) Chair

- 3.1.4.1. **The Board unanimously approved the proposal that IG be appointed the Chair of OMC from 1 December 2015. The appointment includes an honorarium and will be for a maximum of 18 months.**

IG returned to the meeting

3.1.5. International Officer

- 3.1.5.1. Following an update from PH and JJ the Board unanimously agreed the following:

- **That Shaun Brookhouse is appointed as the UKCP International Officer.**
- **That the work of the International Officer be shaped and overseen by the Vice Chair of UKCP who will keep the Board updated.**
- **That the role of UKCP International Officer is a three year appointment and will be reviewed after one year.**

- 3.1.5.2. **On the broader issue of appointments, it was agreed that the Board will be given more information about the proposed candidates and the reasons for their recommendation.**

3.1.6. Recruitment of a permanent Chief Executive

- 3.1.6.1. After discussion the Board unanimously agreed the following:

- **That the UKCP Chair be authorised to begin proceedings for the appointment of a permanent Chief Executive, including the commitment of expenditure that this shall require.**
- **Approval of the appointment of the recruitment agency and panel to work with the Chair and interim Chief Executive on the project**

- **Approval that the recruitment panel shall also be authorised to propose an appointment to the Board following the selection process**

3.2. The Board also approved that the recruitment panel will be comprised of JM, DF, PH, JW and will also be supported by FK

3.3. The Board accepted the Chair's Report.

4. Chief Executive's Report

4.1. The Board referred to the report in the handout pack.

4.1.1. Professional Reflection Panel

4.1.1.1. The Board supported FK and KR taking forward the Professional Reflection Panel proposal with the Thames Valley Police, as outlined in the report.

4.1.2. UKCP Culture

4.1.2.1. The Board supported FK's suggestion to improve organisational culture within UKCP.

4.1.3. Chair Elections

4.1.3.1. The Board discussed concerns around the fact that the proposed Chair election timetable will coincide with the appointment of a new permanent Chief Executive.

4.1.3.2. It is important to enable a proper handover between the outgoing and incoming Chair.

4.1.3.3. Following discussions, the Board gave their support for the proposed Chair Election schedule, as detailed in the Chief Executive's Report, to proceed.

4.1.3.4. JW will work with AC on providing a Board transition plan at the next Board meeting on 29 January 2016.

4.1.4. Additional Items

4.1.4.1. AC will follow-up with Alan McConnon to get an update on KR's proposal that the requirement for Organisational Members to have a minimum of 50 members be removed.

4.1.4.2. The revised Complaints and Conduct Process (CCP) will be launched at the end of October 2015.

4.1.4.3. The revised Publication of Decisions Policy will be sent to the Board.

4.2. The Chief Executive's Report was accepted by the Board.

JW, LL and AC left the meeting

5. Closed Session

5.1. The Board held a closed session discussion.

JW, LL and AC returned to the meeting

6. Management Accounts

6.1. The Board referred to the Management Accounts.

6.2. The Treasurer reported that the organisation is in good shape and asked if the Board had any questions.

6.3. The Board accepted the Management Accounts.

7. Treasurer's Report

7.1. Finance and Audit Committee (FAC)

7.1.1. For quorate reasons, RW requested that an additional trustee join the FAC.

7.1.2. KC was appointed by the Board to the FAC.

7.2. Treasurer's Term of Office

7.2.1. The Board took a vote and unanimously agreed to extend RW's term of office as Honorary Treasurer to the end of January 2016 in order to complete the audit.

7.3. Shape Review Costs

7.3.1. The Board supported the decision taken by the FAC that the Shape Review project would not come under the ambit of the new set of controls outlined in the policy concerning large projects.

7.4. The Board gave thanks to RW.

8. Complaints & Conduct Process (CCP) Designated Fund

8.1. The Board took a vote and unanimously adopted the policy for the operation of a CCP Designated Fund, as recommended by the UKCP auditors.

9. Reserves Policy Annual Review

9.1. The Board took a vote and unanimously approved the Reserves Policy.

10. UKCP Budget 2015 / 2016

10.1. General Comments

10.1.1. LL will develop an Operational Plan following the approval of the Budget.

10.1.2. It was commented that each year the budget setting process becomes much more efficient, however there are still areas for improvement.

10.1.3. One trustee queried the monthly payroll costs.

10.2. Diversity, Equalities and Social Responsibility Committee (DESRC)

10.2.1. The Chair advised that the DESRC didn't submit a budget by the deadline and that Fiona Biddle has been appointed to work with the DESRC Chair to resolve the situation. However, the rest of the committee have objected that they were not consulted and are calling an emergency meeting.

10.2.2. A recruitment exercise for the DESRC may be undertaken soon.

JJ left the meeting

10.3. Book Editorial Board (BEB)

10.3.1. The Board considered the Activity Plan and Budget submitted late by the BEB.

10.3.2. **Following discussion, the Board voted to accept only the BEB activities with a priority 2, 2/3 and 3.**

10.4. UKCP Budget 2015 / 2016

10.4.1. **The Board unanimously approved the UKCP Budget for 2015 / 2016 with the inclusion of the BEB costs as described at point 10.3.2.**

11. Digital Delivery Project (DDP) Update

11.1. LL updated the Board with progress regarding the DDP.

11.2. There have been issues with the existing supplier and so other suppliers are being considered for the implementation stage. Due-diligence is currently taking place and a decision will be made w/c 28 September 2015.

11.3. It was commented that the way the potential change in supplier is communicated to members needs to be handled very carefully, due to the perceived perception of delay.

11.4. LL assured the Board that there is a communications plan in place.

12. Shape Review

12.1. JW updated the Board with developments.

12.2. In addition to the constitutional changes that are the result of the Shape Consultation, there have been recommendations by our Lawyers and by our Company Secretary.

12.3. We have decided to only propose the constitutional changes that have arisen from the Shape Review at the General Meeting on 24 October and to deal with the recommendations from our Lawyers and our Company Secretary at a later date.

12.4. The Company Secretary then talked the Board through the proposed changes to the constitution detailed in the Summary of Constitutional Changes document.

12.5. Following discussion it was agreed that:

- **A term of office for co-options will be added to the Summary of Constitutional Changes for Article 11(5)[f]**
- **The word 'Chair' will be changed to 'Moderator / Speaker' in the Summary of Constitutional Changes at Byelaw 14.6**
- **The words 'may attend' will be added to the Summary of Constitutional Changes at Byelaw 14.7**
- **The word 'Senior' will be removed in the Summary of Constitutional Changes at Standing Order 4.1**

12.6. During the discussion it was agreed that the Executive Committee will look into whether terms of office for trustees should be reduced from 4 years to 3 years.

13. Association for Dance Movement Psychotherapy (ADMP)

13.1. The Board unanimously approved that the Association for Dance Movement Psychotherapy be accepted as a new UKCP Organisational Member.

14. Applicant Organisation (AO) Process

14.1. The Board unanimously approved the new Applicant Organisation process and wanted to pass-on their thanks to all those who have worked on the process.

15. Special Interest Group

15.1. IG informed the Board that a new Special Interest Group focusing on work with offenders and ex-offenders has now been created.

16. Safeguarding Workshop

16.1. The Education, Training & Practice Committee Chair, Fiona Biddle, will be asked to report back to the Board following the UKCP Safeguarding Workshop on 7 November 2015.

17. Scheme of Reservation and Delegation

17.1. JW reported that the Scheme of Reservation and Delegation document is currently under review and will come back to the Board.

18. Closed Session

18.1. The Board discussed four items in closed session.

19. Next Meeting

19.1. Friday 29 January 2016, London venue to be confirmed.