



# Board of Trustees Minutes

**Meeting Date:** Friday 17 July 2015

**Time:** 09:30 – 15:00

**Type:** Face-to-face

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

**Version:** Approved

<b>Present:</b>	David	Fitzgerald (DF)	Trustee
	Inger	Gordon (IG)	Trustee
	Jacqui	McCouat (JM)	Trustee
	James	Caspian (JC)	Trustee
	Janet	Weisz (JW)	Trustee & UKCP Chair
	John	James (JJ)	Trustee
	Katy	Rose (KR)	Trustee
	Keith	Carlton (KC)	Trustee
	Pat	Hunt (PH)	Trustee & Vice Chair
	Philippa	Tucker (PT)	Trustee
	Rory	Worthington (RW)	Trustee
	Sian	Ellis (SE)	Trustee

**Apologies:** None

<b>In Attendance:</b>	Alan	McConnon (AM)	Registrar (13:25 to 13:45)
	Benet	Middleton (BM)	Consultant (until 13:25)
	Keith	Collins (KCS)	Purple Vision (10:35 to 11:25)
	Kirsty	Semple (KS)	Company Secretary
	Lawrance	Titterton (LT)	Purple Vision (10:35 to 11:25)
	Louise	Lilley (LL)	Head of Operations & Regulation
	Russell	Robson (RR)	Purple Vision (by phone 10:35 to 11:25)
	Samantha	Lind (SL)	Complaints & Conduct Officer (13:50 to 14:20)
	Sunita	Thakore (ST)	Complaints & Conduct Officer (13:50 to 14:20)

**Minutes By:** Alex Crawford (AXC) Governance Officer

**Action Points and Decisions – in Black Bold**

## 1. Welcome, Introductions, Apologies & Declarations of Interest

- 1.1. The Board welcomed KR to the meeting as it was her first attendance as a trustee.
- 1.2. Brief introductions were made between KR and those she did not know.
- 1.3. The Governance Officer informed the Board that there were no apologies.
- 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.

## 2. Matters Arising from the approved minutes of 25 April 2015

### 2.1. Public Policy Work (point 4.3 of the April minutes)

- 2.1.1. The Chairs of the British Association for Counselling and Psychotherapy (BACP) and the British Psychoanalytic Council (BPC) had not been invited to today's meeting.

### 2.2. Strategy (point 5.2.1 of the April minutes)

- 2.2.1. The work on the 6 Strategic Objectives has not been done since the departure of the Chief Executive. This work will be done in due course.

### 2.3. Mid-Year Review (point 5.2.1 of the April minutes)

- 2.3.1. The Executive Committee decided to allocate the surplus income to the reserves.

### 2.4. International Committee (point 11 of the April minutes)

- 2.4.1. PH is leading on this and is working with AM and Fiona Biddle (Chair of the Education, Training and Practice Committee [ETPC]). The post of International Officer is to be advertised widely to the members, and the appointed person will report to the Board through the Vice Chair.

- 2.4.2. **JW and KC will liaise with the International Committee re: whether the Memorandum of Understanding (MOU) should be international.**

- 2.4.3. **KR will discuss with PH as to who should attend the conference in Verona in September.**

- 2.4.4. **JW and KC will also discuss the Verona conference re: the MOU.**

### 2.5. Safeguarding Workshop (point 9.2 of the April minutes)

- 2.5.1. The date for the workshop has been provisionally set for Saturday 7 November 2015.

### 2.6. New Organisational Members (points 12.1 & 12.2 of the April minutes)

- 2.6.1. JW reported that the 2 new Organisational Members have been engaging well with UKCP.

*\*JW and AXC were asked to leave the meeting at 09:40\**

### 3. Closed Session

3.1. The Board discussed an item in closed session.

*\*AXC and JW returned to the meeting at 10:15\**

3.2. PH briefly updated JW with the outcome of the closed session.

*\*JW left the meeting at 10:20. PH chaired for the rest of the meeting\**

*\*KCS and LT from Purple Vision joined the meeting. RR joined via teleconference\**

### 4. Digital Delivery Project (DDP) Presentation

4.1. Representatives from Purple Vision (a potential Customer Relationship Management [CRM] supplier for the project) gave a Power Point presentation to the Board and answered questions.

4.2. The Board gave thanks for the presentation.

*\*KCS, LT and RR left the meeting\**

### 5. Finance Committee Terms of Reference

5.1. The Board referred to the draft Finance Committee Terms of Reference in the handout pack.

5.2. Point 2.4 is to be amended to say that the quorum should be three *voting* members and 'including the Chair' removed.

5.3. Point 2.2 should be changed to a minimum of 3 so as not to conflict with point 2.4.

5.4. The second sentence of point 3.3 is to be changed to 'Minutes will be sent to the Board of Trustees'.

5.5. **RW will look into the process for how someone is removed from the committee.**

5.6. **The relationship between the Finance Committee and the Remuneration & Performance Management Committee (RPMC) also needs to be looked at.**

5.7. **The Board took a vote and unanimously approved the Finance Committee terms of reference, subject to the above amendments.**

5.8. **RW will re-circulate the terms of reference to the Board after making the amendments.**

### 6. Treasurer's Report

6.1. RW referred to his report in the Board handout pack.

6.2. This is a suggested format for reports going forward.

6.3. **Following a query from one of the trustees RW will do some more work on the under-spends.**

6.4. SE queried the progress regarding the college funding and asked if this would be addressed, and if so by which committee (e.g. Professional Regulatory Committee of the Colleges and Faculties or the Finance Committee).

6.5. The Risk Register is due for review. **RW will work with AC and look at both Strategic risk and Operational risk and have a draft ready for the Board meeting in January 2016.**

## 7. DDP Finances

7.1. LL gave some background as to the status regarding financial commitments and contracts concerning the Digital Delivery Project. Approval of the finances will go to the appropriate places e.g. the Finance Committee, Executive Committee and the Board of Trustees.

7.2. The costs will be significant if we go ahead, however we are still only at the discovery stage of the project.

7.3. **An extra Board meeting in August may be needed once the final figures have been received.**

7.4. DF still had many questions about the finances for the project, however there was no time to take his questions.

7.5. **The trustees are to email LL with any questions or concerns regarding DDP finances.**

## 8. Finance Report and Management Accounts

8.1. The Board referred to the Finance Report and Management Accounts in the handout pack.

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

8.3. **The Board accepted the Finance Report and Management Accounts.**

8.4. RW reported that he will be standing-down as Treasurer at the end of December 2015 and so today was his penultimate Board meeting.

8.5. PH acknowledged RW's work and contribution to the Board during his time as Treasurer and gave thanks on behalf of the Board.

8.6. **RW will discuss with JW the process for finding his replacement.**

## 9. Chair's Report

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

### 9.2. Succession Planning

9.2.1. IG referred to Appendix 1 and informed the Board that she will still be a trustee for the Board meeting in January 2016.

9.2.2. IG also informed the Board that KR will no longer be a trustee once she becomes Chair of the Professional Regulatory Committee of the Colleges and Faculties (PRCC) towards the end of the year, as the role comes with an Honorarium which (new) trustees are prohibited from receiving.

9.2.3. AC clarified that the OM trustee position vacated by PH when she became Vice Chair would not be replaced until after the Shape consultation.

### 9.3. Re-Appointment of Auditors

9.3.1. **The Board unanimously approved the re-appointment of Sayer Vincent as the UKCP auditors for a further year.**

### 9.4. Annual Membership Fees

9.4.1. **The Board considered the arrangements by which fees are set and were unanimously in favour of the Finance Committee making a recommendation to the Board for the membership fee, with the Board having the final decision.**

### 9.5. Workforce Issues

9.5.1. LL informed the Board that we will be employing someone on a temporary basis to help tackle some of the issues outlined in the report. **The Board unanimously gave their support for this.**

### 9.6. **The Board accepted the Chair's Report.**

## 10. Proposal for the Recruitment of an Interim Chief Executive (CE)

10.1. The Board referred to the paper in the handout pack.

10.2. BM said that the organisation was at risk whilst it did not have a CE and recommended the appointment of an interim CE as a matter of urgency.

10.3. BM and JW have already taken the initiative and made arrangements for 5 potential interim CE candidates to be interviewed on Monday 20 July 2015, however these arrangements can be stopped if the Board do not want an interim appointment.

10.4. JJ agreed that an interim CE is needed but would like to see some parallel planning for a permanent CE.

10.5. **The Board took a vote and unanimously agreed that JW and BM be authorised to proceed with the recruitment of an Interim Chief Executive to be in post for a period of 6 months, and the Board agreed on a maximum salary figure.**

10.6. **RW volunteered to help with the interviews on Monday. BM will contact RW with the details.**

## 11. Closed Session

11.1. The Board discussed three items in closed session.

## **12. Appointment of a Permanent Chief Executive (CE)**

**12.1. The Board unanimously agreed that an ad-hoc group be formed to progress the appointment of a permanent Chief Executive, and the group is to consist of JW, PH, DF and possibly RW. The group has delegated authority to progress the appointment to the point of recommending a candidate for appointment by the Board.**

12.2. It was suggested that non-trustees could also be part of the group, and Philippa Donald and Martin Pollecoff were suggested.

**12.3. The terms of reference for this group are to be created.**

**12.4. AC will also circulate the details of the RPMC to the Board.**

## **13. Chief Executive's Report**

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

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

## **14. Executive Committee Terms of Reference**

14.1. The Board referred to the terms of reference in the handout pack.

14.2. The Board were of the view that one of the 'Two additional members' described at 2.2 should always be the Chair of the ETPC.

14.3. The second sentence of point 3.4 is to be changed to 'Minutes will be sent to the Board of Trustees'.

14.4. Point 4.2 is to be amended with 'and Chief Executive' deleted.

**14.5. The Board took a vote and unanimously approved the Executive Committee terms of reference, subject to the above amendments.**

## **15. ETPC Report**

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

**15.2. The Board unanimously agreed to the ETPC's request for a Safeguarding Champion, however they will not be at Board level but will be an Honorary Fellow who will be invited to Board meetings from time-to-time and will have the right to attend Board meetings.**

## **16. Professional Regulatory Committee of the Colleges and Faculties Committee (PRCCF) Report**

16.1. IG updated the Board with progress regarding the 2015 / 2016 college budget setting process.

**16.2. The PRCCF Report was accepted by the Board.**

## **17. Next Meeting**

**17.1.1. Saturday 26 September 2015, London venue to be confirmed.**