



# Board of Trustees Minutes

**Meeting Date:** Saturday 27 September 2014

**Time:** 09:30 – 14:45

**Type:** Face-to-face

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

**Version:** Approved

**Present:**

Carmen	Joanne Ablack (CJA)	Trustee
David	Fitzgerald (DF)	Trustee
David	Pink (DP)	Chief Executive (non-Trustee)
Fiona	Biddle (FB)	Trustee
Inger	Gordon (IG)	Trustee
John	James (JJ)	Trustee
Louise	Lilley (LL)	Head of Ops & Regulation (non-Trustee)
Martin	Pollecoff (MP)	Trustee
Pat	Hunt (PH)	Trustee
Philippa	Donald (PD)	Vice Chair ETPR** (non-Trustee)
Philippa	Tucker (PT)	Trustee – until 14:05
Janet	Weisz (JW)	Trustee & UKCP Chair

**Apologies:**

Andrew	Wadge (AW)	Trustee
Keith	Carlton (KC)	Trustee
Rory	Worthington (RWt)	Trustee (available via teleconference)
Sian	Ellis (SE)	Trustee

**In Attendance:** None

**Minutes By:** Alex Crawford (AC) Governance Officer (non-Trustee)

\*\* Education, Training, Practice & Research

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

## 1. Apologies

- 1.1. Apologies were given as detailed on page 1 of these minutes. Although not present in person, arrangements were in place for the Treasurer to be available via teleconference.

## 2. Declarations of Interest and clarification of who can vote

- 2.1. 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.
- 2.2. The Governance Officer informed the Board that everyone present has a vote, except for the Vice Chair Education, Training, Practice & Research (ETPR), Chief Executive, the Head of Operations & Regulation and the Governance Officer.

## 3. Matters Arising from 18 July Board Minutes

- 3.1. The Board reviewed the approved Board minutes of 18 July 2014.
- 3.2. **The Governance Officer will re-send the UKCP Organisational Chart ('Organagram') to PT and MP at their request.**
- 3.3. **A paper on Direct Members has been written by IG and FB. It was agreed it would be discussed at the next Board meeting on 21 November 2014 as useful statistical information had just become available which may require its revision.**
- 3.4. DF enquired if the Diversity paper discussed at the previous meeting had been prepared and was advised that it had not, due to pressure of time. CJA updated DF that she had not produced a paper as she had been working on an MSc dissertation over the summer months.

## 4. Chair's Report

- 4.1. The Chair referred to her written report.

### 4.2. Shape Review

- 4.2.1. **The Governance Officer will circulate the Shape plan for the next 18 months to the whole Board.**

*\*PD and FB left the meeting for conflict of interest reasons\**

### 4.3. Vice Chair

- 4.3.1. The Board considered the proposal from the Chair that that PD is asked to extend her term of office as Vice Chair ETPR.
- 4.3.2. **The Board voted in favour of PD extending her term as Vice Chair ETPR until the next General Meeting is held in early March 2015. CJA abstained from the vote.**

*\*PD and FB returned to the meeting\**

- 4.3.3. The Chair informed PD of the Board's decision and thanked her for agreeing to extend her term of office. It was also confirmed that, consequently, FB will remain chair of the ETPC until March 2015.

#### 4.4. Trustee Elections

- 4.4.1. The Board considered the proposal from the Chair that elections for 2 trustees (elected by individual members) be called in October 2014 in order to fill the positions that will be vacated at the end of the year due to compliance with the trustee retirement rules within the UKCP Articles of Association.
- 4.4.2. **The Board took a vote and approved the calling of elections in October 2014 for 2 Trustees elected by Individual Members.**
- 4.4.3. One trustee queried whether there would be a gap between the retirement of the existing trustees and the appointment of the new trustees. It was clarified that there will be a gap but that it will be minimal.
- 4.4.4. **A future agenda item is to be tabled for the Board to decide whether to replace the Trustee position that will be vacated when CJA stands down at the end of 2014 (to comply with the UKCP retirement rules).**

#### 4.5. Trustee Effectiveness

- 4.5.1. This topic will be discussed at the November Board meeting. **JW will bring guidelines / a rationale concerning Board agenda items and the requirement for supporting papers in advance of Board meetings.**
- 4.5.2. The issue of Diversity, led by CJA, was discussed at the July Board meeting (see point 3.4 above). CJA advised that she had not committed herself at the July Board meeting to a date by which she would write the paper.

#### 4.6. Transpersonal Faculty (TF)

- 4.6.1. The Board considered the request from the TF that they revert back to being a Special Interest Group.
- 4.6.2. **The Board voted in favour of the TF reverting back to being a Special Interest Group and for the Transpersonal Faculty to be closed.**

#### 4.7. **The Chair's report was proposed by CJA, seconded by MP and accepted by the Board.**

### 5. Chief Executive's Report

- 5.1. The Chief Executive referred to his written report.

#### 5.2. Auditors

- 5.2.1. The Board considered the following proposal in the Chief Executive's report:

The Finance Committee previously agreed to tender for new auditors. It is recommended practice to refresh auditors from time to time as this can bring a fresh perspective and ensure that the finance function is operating as effectively as possible. This process is now complete and the Finance Committee/Treasurer is recommending to the Board that we engage Sayer Vincent. Sayer Vincent are a firm of auditors based in Angel [Islington, London] who specialise in working with charities and social enterprises. They have a lot of experience of working with very similar organisations and bring significant added benefits including free training for trustees.

**5.2.2. The Board voted in favour of Sayer Vincent becoming the new UKCP auditors.**

**5.3. UKCP Office Premises**

**5.3.1.** The Board referred to the Office Lease Report appendix in the Chief Executive's report.

**5.3.2. The Board took a vote and unanimously passed the following proposal:**

5.3.2.1. The Board is asked to delegate final decision-making to a nominated subcommittee consisting of the existing Strategic Coordinating Committee, Finance Committee and at least two (additional) trustees, one lay, one psychotherapist. Except that the proposed decision of that Committee shall be circulated to the full Board for at least seven days to allow opportunity for last minute questions or objections. The Board will adopt or reject the proposal by email.

**5.3.3. The Chief Executive will email the trustees about the involvement of 2 additional trustees in the above group.**

**5.4. Lobbying Act**

**5.4.1.** The Chief Executive briefly spoke to the Lobbying Act paper from the UKCP Public Affairs Manager, Tim Swain, and advised the Board that UKCP are proposing to not register UKCP, in-line with many other charities, as we do not need to.

**5.5. Complaints and Conduct Process (CCP) Review**

**5.5.1.** The Chief Executive informed the Board of progress, and advised them of 2 contentious issues that the Board need to be aware of:

- Whether hearings are conducted in private or in public
- Which decisions should be taken by the Professional Conduct Officers and which should be taken by the Professional Conduct Committee.

**5.5.2. The Chief Executive also advised the Board that they will be receiving a thorough report on the CCP Review soon.**

**5.6. Issues concerning an Organisational Member (OM)**

**5.6.1.** Following previous concerns raised at the Board over the past year, the Chief Executive advised the Board that, following a Quinquennial Review (QR), the OM in question is now in compliance with UKCP requirements.

5.6.2. The UKCP Chair thanked everyone, as the OM in question had been subject to a firm regulatory intervention without being expelled from UKCP, which is a regulatory success.

5.7. UKCP Staff Leavers and Joiners

5.7.1. One trustee asked if staff were receiving exit interviews when they left. The Board should receive regular updates on HR metrics, including trends from various exit interviews conducted over time.

5.7.2. **The Chief Executive confirmed that we do use exit interviews, and advised that the Board will receive a full Human Resources report soon.**

5.8. Head of Communication and Strategy

5.8.1. One trustee asked when the Head of Communication and Strategy post will be filled. The UKCP Head of Operations and Regulation advised the Board that recruitment for the position had now been opened and was on-going.

5.9. Outsource provider of UKCP Finance Functions - Tall Horse

5.9.1. One trustee queried when the re-appointment of Tall Horse as the outsource provider would be put to the Board, as it was not in the Chief Executive's report. It was agreed that the item would be discussed later during the finance and budget agenda items.

5.10. Gay Conversion Therapy

5.10.1. **The author of the paper was not present today and is unable to attend the November meeting and so it was agreed that this topic will be added to the Board agenda for the meeting on 30 January 2015.**

5.10.2. **The Board gave support for the Gay Conversion Therapy Memorandum of Understanding document, and recommendations are to be brought to the January 2015 Board as to what UKCP needs to do next in terms of implementation.**

5.11. Conferences and Events

5.11.1. **A briefing about how UKCP promotes its conferences and events was requested. The Chief Executive will arrange for this to be supplied.**

5.12. Skills Audit

5.12.1. Following the recent Trustee Skills audit, one trustee queried how the results will be used. The UKCP Chair clarified that the results will aid trustee recruitment and will help identify any glaring gaps on the Board. The results show that there is a good spread of skills and competencies within the Board.

5.13. **The Chief Executive's report was proposed by JJ, seconded by PH and accepted by the Board.**

## 6. Advisory Committees

### 6.1. **The Vice Chair (ETPR) updated the Board with progress and will bring some ideas to the November Board meeting.**

*\*DF took over as Chair of the meeting for the next agenda item, for conflict of interest reasons\**

## 7. Honorarium Policy

7.1. There was an in-depth and at times robust discussion with people previously excluded from the conversation over the past year on the grounds that they are in receipt of an honorarium (JW, IG, PD, FB and CJA) now permitted to take part in the debate.

*\*Following the discussion JW, IG, PD, FB then left the meeting for conflict of interest reasons\**

7.2. **It was agreed that CJA could stay in the room as she is not in receipt of an honorarium.** However, CJA opted not to remain.

7.3. CJA said she reserved the right to leave the room if she felt that the discussion moved into an area that could constitute a conflict of interest. CJA informed the meeting, after discussion moved to decision making on honorariums for volunteers in future, that she would leave the room to avoid any conflict of interest, and left the room.

*\*CJA left the meeting\**

7.4. There then followed a session with those Board members who are currently in receipt of an honorarium now out of the room.

7.5. The reduced group of the Board considered the following 3 questions:

- Do honorariums for volunteers have a place in the organisation at all?
- Should trustees (excluding the Chair) receive an honorarium?
- Should the Chair receive an honorarium?

7.6. Following discussion the reduced group of the Board agreed the following:

- Honorariums for volunteers *do* have a place in the organisation, provided there is an expectation of performance of duties including delegated authority and accountability.
- Trustees (excluding the Chair) should *not* receive honorariums, although this is not to affect any current post-holders. Details are to be worked-out as it may require constitutional changes.
- On the third question of whether the Chair should receive an honorarium, the reduced group, conscious of time pressure, were undecided. They agreed to ask the Chair for more time today, or to scheduled time at a later meeting.

*\*JW, IG, PD, FB, CJA returned to the meeting\**

7.7. The trustees excluded from the previous discussion were informed of the Board's decisions.

*\*JW resumed chairing the meeting\**

7.8. **Re: Honorariums for volunteers - it needs to be determined who will work out the detail of more formalised expectations for those in receipt of honorariums, and a timeline is required.**

7.9. **Re: Trustees (excluding the Chair) no longer receiving honorariums - the Board needs to consider the proposals that will need to be put to the membership for any necessary constitutional changes. The proposals need to be 'scoped' and the Remuneration and Performance Management Committee (RPMC) reconstituted.**

7.10. Re: Whether the UKCP Chair should receive an Honorarium – the Chair wished for a decision on this question today, given the length of time this issue had been outstanding.

*\*DF resumed chairing the meeting with all present, including JW\**

7.11. The Board debated the issue of whether the Chair of UKCP should receive an honorarium.

7.12. During the course of the discussion one trustee was deeply upset by the behaviour of a fellow trustee towards them.

*\*PT, PD & JW left the meeting at 14:05\**

7.13. The Board continued to debate the issue.

*\*PD & JW returned to the meeting at 14:13\**

7.14. The Board continued to debate the issue.

*\*JW left the meeting at 14:25\**

7.15. **The Board took a vote and were in favour of the Chair continuing to receive an honorarium, with the caveat that the roles and responsibility of the Chair are to be re-visited.**

*\*JW returned to the meeting at 14:28\**

7.16. DF informed JW of the Board's decision.

*\*JW resumed chairing the meeting\**

7.17. The Chair informed the Board that, due to the considerable over-running of the Honorarium Policy agenda item, the Board could not give effective consideration to all the remaining agenda items.

## **8. UKCP Identity**

8.1. **This will be discussed at the November Board meeting.**

## **9. CPD Policy, Re-Accreditation Policy & OM Termination Policy**

- 9.1. Board approval for these documents will be requested using the email approval procedure known as 'Nem Con'.**

## **10. Finance Report and Management Accounts**

- 10.1. Any questions or queries that the Board have are to be sent to the Chief Executive or the Treasurer and any issues dealt with by email.**

## **11. Budgets and Business Plan**

- 11.1. As there was only ½ an hour left of the meeting it was agreed that Board did not have enough time to adequately discuss the *Budget 2014 / 2015* and *Operational Business Plan* agenda items. The Board therefore unanimously passed the following resolution:**

**11.1.1. The organisation is to continue to operate [financially] as it does now, with approval of the budget to take place in November, excepting any decisions concerning the UKCP Office premises (see point 5.3.2.1) where Board input will be obtained by email, if needed.**

**11.1.2. The Operational Business Plan discussion will take place in November.**

**11.1.3. The Governance Officer will ask the Board if the November meeting can start earlier at 3:30pm or 4pm instead of 5pm, given the number of important agenda items to cover.**

## **12. Board Behaviour**

- 12.1. As a consequence of the event described at point 7.12 the Board agreed that it would need to discuss and agree its position about serious issues of behaviour affecting Board business. The trustee involved informed the meeting they would be writing an apology to the trustee who left the meeting.**

## **13. Next Meeting**

- 13.1. Friday 21 November 2014, 4pm to 8pm, Radisson Blu, Bloomsbury, London.**