

Board of Trustees Minutes

Meeting Date: Friday 15 July 2016

Time: 09:30 – 16:00

Type: Face-to-face

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

Version: Approved

Present:

James Caspian (JC)	Trustee - <i>until 13:30</i>
Andy Cottom (AJC)	Trustee
David Fitzgerald (DF)	Trustee
Patricia Hunt (PH)	Trustee
John Loughrey (JL)	Trustee
Jacqui McCouat (JM)	Trustee
Martin Pollecoff (MP)	Chair & Trustee
Neil Robertson (NR)	Treasurer & Trustee
Emma Williams (EW)	Trustee

Apologies: Keith Carlton (KC) Trustee

In Attendance:

Fiona Biddle (FB)	ETPC Chair - <i>09:30 to 11:15</i>
Sarah Ellson (SE)	Field Fisher – <i>by phone 12:10 to 12:50</i>
Richard Hunt (RH)	Head of Communications
Louise Lilley (LL)	Head of Operations & Regulation
Mary MacCallum Sullivan (MMS)	Members' Forum Moderator
Katy Rose (KR)	PRCCF Chair
Sasha Scott (SS)	Inclusive Group - <i>09:30 to 11:15</i>
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 KC.

2. Unconscious Bias Awareness

2.1. From 9:30am to 11:15am the Board engaged in an awareness session on Unconscious Bias led by Sasha Scott from Inclusive Group who gave a Power Point presentation.

2.2. The session covered the following points:

- What is Unconscious Bias?
- The link between Unconscious Bias and inclusivity and diversity
- Evidence why diversity and inclusivity and managing bias are business imperatives
- Where Unconscious Bias is likely to affect people's management decisions
- When we are most susceptible to Unconscious Bias
- Ways to reduce bias

3. Conflict of Interests

3.1. 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.

3.2. AJC declared a conflict of interest for the College Honorariums item (see point 6.6).

3.3. JW declared a conflict of interest for the Chief Executive Recruitment item (see point 8.1).

4. Board Minutes (Approved) from 16 April 2016

4.1. Matters Arising

4.1.1. Re: point 2.1.4 concerning the Management Response to the audit, this has been completed and filed.

4.1.2. **Re: point 6.6 concerning the Mid-Year Review, the text in brackets concerning a unanimous vote is not necessary and should be removed from the minutes.**

4.1.3. **Re: point 10.3 concerning the vacant Company Secretary position, JW and AC are working on a plan which they will present to the Board soon.**

4.1.4. **Re: point 15.2 concerning the Digital Delivery Project (DDP), reference to the website should be removed.**

4.1.5. Re: point 20.2 concerning the Membership Committee Terms of Reference, these were approved by email.

5. Chair's Report

5.1. MP referred to his report.

5.2. Trainee Bursary Scheme

5.2.1. MP talked through the outline of the scheme given in his report.

5.2.2. This came about during discussions at the Executive Committee who supported the proposal.

5.2.3. The scheme will work in a similar way to the Honorary Fellowship scheme.

5.2.4. How much is put into the scheme will be decided by the Board when setting the annual budget in September.

5.2.5. The scheme should be publicised throughout the organisation.

5.2.6. As per his Chair's Report, MP requested 'that the Board approve the proposal to introduce a Trainee Bursary scheme'. **The Board voted to accept the proposal.**

5.2.7. **The Executive Committee will now work-out the details of the scheme and present a final proposal for ratification at the next Board meeting on 24 September 2016.** The amount of money to go into the scheme will be decided at each annual budget-setting process.

5.3. Free Student Membership

5.3.1. MP talked through the outline of the proposal given in his report.

5.3.2. The scheme will be just for the next financial year after which it will be reviewed.

5.3.3. EW raised the point that research has shown that offering membership for a nominal fee is more successful than free membership; financial commitment places a value on membership.

5.3.4. A small nominal fee for student membership should be considered and the offer of Karnac Books vouchers was also suggested.

5.3.5. It was suggested that membership be free for the first year and then a nominal fee charged after that.

5.3.6. As per his Chair's Report MP requested the Board take a vote '...on an alteration in the price of Student Membership, which I propose should be free from October of this year'. **The Board voted to accept the proposal for the forthcoming year only.**

5.4. Free Therapy Pop-up

5.4.1. The Board discussed MP's idea of borrowing a building in London to start a multi-modality pop-up therapy centre to provide free therapy.

5.4.2. MP stressed that this was just 'blue sky thinking' at this stage and he asked the Board's opinion of the idea.

5.4.3. **After discussion the Board gave their general support for the idea. MP will work out the details and come back with a more formal proposal at the Board meeting in September.**

5.5. **The Board accepted the report.**

SE joined the meeting by telephone at 12:10

6. Chief Executive's Report

6.1. JW referred to her report.

6.2. Complaints against Trustees Procedure

6.2.1. The Board considered the revised procedure created by the working group of JL, KC, Rory Worthington (former Trustee), JW and Amy Coates (UKCP Casework Manager).

6.2.2. SE has also been consulted about the proposed changes and talked-through the document and answered questions from the Board.

6.2.3. **The yellow highlighting at point 5.4 of the procedure should be removed.**

6.2.4. **The Board agreed that 21 days should be the time stipulated at point 5.5.2.**

6.2.5. One trustee expressed concern about the involvement of the Board in the investigation panel. He was worried about a lack of independence in having the Board adjudicate over a fellow trustee.

6.2.6. It was commented that it needs to be the Board who adjudicates such cases as there is no power higher than the Board.

6.2.7. It was also highlighted that point 5.4 of the Complaints Against Trustees Procedure makes a provision for 1 or more 'additional independent people in place of Trustees' as follows:

The Panel will be comprised of 3 members who will usually be 2 Trustees including 1 lay and 1 independent person. The Chair may appoint additional independent people in place of Trustees of the Panel, where necessary. The Panel will appoint a Chair from amongst its members.

Therefore the Panel could be independent.

6.2.8. It was also noted that the '1 independent person' described above would be a non-trustee.

6.2.9. **The Board voted (with 4 abstentions and by a narrow majority) to accept the revised Complaints against Trustees Procedure, subject to amendments.**

6.3. Code of Conduct for Trustees

6.3.1. The Board considered the revised Code.

- 6.3.2. JW clarified that this revised Code was just for trustees and proposed that, until a separate Code for Officers is created, it should also apply to Officers in the interim. **The Board accepted the proposal.**
- 6.3.3. **Point 16(f) of the Code is to be amended to read ‘and vulnerable adults...’ not ‘and/or...’.**
- 6.3.4. **The Board voted to accept the revised Code of Conduct for Trustees, subject to the above amendment.**
- 6.3.5. JW thanked those involved in revising the Code.
- 6.3.6. **Work will now begin on the creation of a Code of Conduct for Officers.**

6.4. Proposed Changes to the Byelaws

- 6.4.1. The Board considered the proposed changes to the UKCP Byelaws.
- 6.4.2. **With regards to points 2.1.6 and 2.2.2.1 of the proposed amended Byelaws, the Membership Committee is to decide how the viability (to UKCP) of Organisational Members (OMs) is determined and inform the Executive Committee.**
- 6.4.3. It was clarified that the proposed removal of the minimum number of members an OM should have would also apply to existing OMs as well as new OMs.
- 6.4.4. **The word ‘speaker’ should be removed from points 14.6 and 14.7 of the Byelaws.**
- 6.4.5. **The Board voted to accept the revised Byelaws, subject to amendments.**
- 6.4.6. **The revised Byelaws will now be sent to the Members’ Forum for their consideration.**

6.5. Proposed Changes to the Standing Orders

- 6.5.1. The Board considered the proposed changes to the UKCP Standing Orders.
- 6.5.2. **Point A12 should read ‘Continuing Professional Development’ not ‘Continual Professional Development’.**
- 6.5.3. **The Board voted to accept the revised Standing Orders, subject to the above amendment.**
- 6.5.4. Additional, more material changes to the UKCP constitutional documents will be done as a further piece of work in consultation with our lawyers.

SE left the meeting at 12:50

6.6. College Chair Honorariums

- 6.6.1. AJC declared a conflict of interest as he is a college chair. He was permitted to stay in the room but would not have a vote.
- 6.6.2. KR gave some background to the situation.

- 6.6.3. As per her CE Report JW proposed that the Board ‘...agree the honorariums for UKCP College Chairs as recommended by the Professional Regulatory Committee of the Colleges and Faculties (PRCCF) sub-committee at a rate of £2,000 per College Chair per annum for this current year, to be paid in arrears. I also propose that the same amount be allocated for next year’s budget whilst work is carried out on Colleges and honorariums.’ **The Board accepted the proposal.**

JC left the meeting at 13:30

6.7. Collaborations

- 6.7.1. JW updated the Board with progress regarding collaborations with other organisations.
- 6.7.2. The issue of various professions (including Psychotherapy & Psychotherapeutic Counselling) being risk-assessed with a view to possible regulation has been raised in the media by some politicians.
- 6.7.3. The continuing collaboration between UKCP, the British Association of Counselling and Psychotherapy (BACP) and the British Psychoanalytic Council (BPC) will allow for dialogue about the respective complaints procedures of each organisation.

6.8. Professional Conduct Committee (PCC) Terms of Reference

- 6.8.1. **The PCC Terms of Reference need to be updated and approved following the review of the Complaints and Conduct Process (CCP). They will be circulated to the Board for approval by email in due course.**

6.9. **The Board accepted the report.**

7. Members’ Forum (MF)

- 7.1. MMS spoke to the MF Terms of Reference.
- 7.2. The Terms of Reference incorporated recommendations that came from the UKCP Shape Review and have been discussed by the MF.
- 7.3. The Terms of reference allow for the Moderator to have an *ex-officio* non-voting place on the Board and the right to attend some Board meetings.
- 7.4. MP thought that having the Moderator at the Board increases transparency and provides a clear route of communication between the MF and the Board.
- 7.5. The MF will be able to make recommendations to, or ask questions of, the Board.
- 7.6. JW expressed some caution that having the Moderator at Board meetings may be seen as favouring the MF and lead to other committees asking for a representative on the Board. Therefore the Board need to make clear why it is doing this.

- 7.7. **Since the Terms of Reference were circulated to the Board there has been an amendment to the wording of the Overall Aim section (Section 1) to include the need for checks and balances. MMS will send the amended wording to AC after the meeting.**
- 7.8. **The second sentence of Membership section (Section 4) should be amended to read ‘There should be two representatives’, not one.**
- 7.9. **Following the discussions the Board voted to accept the MF Terms of Reference, subject to amendments.**

JW, LL & RH left the meeting at 14:15

8. Closed Session

- 8.1. The Board discussed the Chief Executive recruitment in closed session.

JW, LL & RH returned to the meeting at 14:45

9. UKCP Strategic Plan

- 9.1. RH spoke to the ‘UKCP Draft Strategic Plan 2016 – 2019’ document which is the result of discussions at the Board Away Day in April.
- 9.2. The Board discussed the document and the discussion included the following points:
- The Core Principles came after considerable consultation through the Shape Review
 - Diversity needs to be clearly shown as something the organisation is committed to
 - We need to be clear about what the organisation is here for; what we are about
 - We need outcomes and Key Performance Indicators (KPIs) so that results can be measured
 - The Shape Review found that the 3 roles of the organisation (Charity, Regulator and Membership Organisation) were inseparable
 - One trustee expressed frustration and would like to have seen more progress made over the last few years
 - We need to involve Service Users and we already have some connections with Service User groups
 - Some of the wording of the document needs to be tightened-up
- 9.3. **Following the discussion the Board expressed their agreement for this Strategic Plan to be taken forward. A formal presentation of the Plan will be given at the September Board meeting and trustees are to give RH any feedback they have concerning the document.**

10. Treasurer's Report

- 10.1. NR spoke to his report.
- 10.2. Under-spends across the organisation are a concern that the Finance and Audit Committee (FAC) wish the Executive to address as a high priority.
- 10.3. Underspends are sometimes a resourcing issue in that sometimes plans are beyond a committee's capacity. FAC have requested that the Executive address resourcing in formulating their budget proposals for the forthcoming year.
- 10.4. **The Board accepted the report.**

11. Management Accounts

- 11.1. JW went through the accounts and took questions from the Board.
- 11.2. In future budget-holders will receive their management accounts on a quarterly basis, not annually.
- 11.3. The task of moving college bank accounts over to CAF Bank is progressing well.
- 11.4. **The Board accepted the Management Accounts.**

12. Digital Delivery Project (DDP) Update

- 12.1. JW spoke to the DDP Project Update paper from Richard Williams.
- 12.2. There is a potential under-spend on the website, otherwise the budget is on-track.
- 12.3. We are in the middle of User Acceptance Testing (UAT) of the Customer Relationship Management (CRM) system.
- 12.4. The CRM live date has been pushed-back a couple of weeks as we are not happy with some of the UAT results, however we are still on-schedule to be ready for the renewals in September.
- 12.5. We will be switching to a new Direct Debit company, hence the recent communication to the Trustees from Nick Phillips, the UKCP Membership Operations Manager, asking Trustees to confirm how long they have each lived at their address (for anti-money-laundering purposes).
- 12.6. The development of the new website is progressing well and we will be testing it in August with input from some members, with a planned go-live in September.
- 12.7. The new CRM and website should be up-and-running by the next Board meeting in September. There will be a communications plan notifying members of developments.
- 12.8. One trustee stressed the importance of communicating this significant achievement. He also cautioned against the fact that the new systems may lead to some initial glitches which may increase the number of calls to the office which, in-turn, could result in a decrease in staff morale.

13. Vice Chair's Report

- 13.1. PH spoke to her report.
- 13.2. The booking for the UKCP Conference 2017 went live 10 days ago and 40 people signed-up within the first few hours. Currently we have in the region of 60 bookings and are aiming for 200.
- 13.3. The conference is being held at Regent's University and there will be a dinner the night before the conference.
- 13.4. The UKCP Events Manager, Sophia Dick, is working on selling exhibition stand space for the conference.
- 13.5. **The Board accepted the report.**

14. Education, Training & Practice Committee (ETPC)

- 14.1. JW spoke to the report and took questions.
- 14.2. **JW and AC have done some work on defining what Guidelines are, and a paper will come to the September Board meeting.**
- 14.3. **Fiona Biddle, the ETPC Chair, is in the process of producing a Safeguarding position paper which will also come to the next Board.**
- 14.4. **The Board accepted the report.**

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

- 15.1. KR spoke to her report and took questions.
- 15.2. **The Board accepted the report.**

16. Professional Standards Work Report and Quality Assurance & Regulation Team (QART) Report

- 16.1. It was noted that 2 of the Applicant Organisations (AOs) detailed in the QART Report had been outstanding for a considerable length of time because of a delay with the Assessment Board of their college (the same college for both AOs).
- 16.2. **AC will work with MP on drafting a letter to the relevant college to see if the Board can help to expedite the situation.**
- 16.3. **The Board accepted the reports.**

17. Memorandum of Understanding (MoU) on Conversion Therapy

- 17.1. MP updated the Board and thanked JW for all her work as Chair of the MoU Group.

18. AOB

- 18.1. JL apologised to the Board for not sending an update concerning an issue discussed at the Board meeting back in January. JL updated the Board verbally.

19. Next Meeting

- 19.1. Saturday 24 September 2016, 09:30 to 16:00, NCVO, Regent's Wharf, London

Minutes Approved

Signed:

Print:

Title:

Date:

APPROVED