

**Minutes of Visyon Ltd Trustee Meeting,
held on Monday 29th April 2019 at Ensure, Nantwich, Cheshire**

Item No.	Item
29.04.01	<p>Introductions, Apologies & Conflicts of Interest</p> <p>Present: Elizabeth Pugh (EP) (President) Chrissie Cooke (CC) (Chair) Andrew Brabban (AB) Rob Lilley (RL) Liz Johnson (LJ) Louise Dooks (LD)</p> <p>Apologies: Andrew Leahy (AL) – present for part of meeting Adi Dean (AD) Sam Ruck (SR)</p> <p>In Attendance: Theresa Pass (TP) Laura Whitaker (LW) Pat Walsh (PW) Minute taking</p> <p>Mentioned in minutes: Service Effectiveness Group (SEG) Financial Sustainability Group (FSG) Internal Governance Group (IGG)</p> <p>CC opened the meeting. RL recorded a potential conflict of interest as he supplies IT services to Visyon. LD recorded a potential conflict of interest as she is working for national MIND and may be advising a local MIND organisation on a contract that Visyon is tendering for. Agreed that when the topic arises LD will be excused until the discussion is over. It was agreed that these conflicts do not affect any of the business on this meeting’s agenda. No other conflicts were recorded with any of the business on this meeting’s agenda.</p>
29.04.02	<p>Minutes and Action Log: The minutes of the Trustee Meeting of 18th February were accepted as a true record of the meeting.</p> <p>Action: TP to arrange for the staff newsletter to include a link to the minutes.</p> <p>Action Log 16.12.05 HR processes audit - EJ indicated this had been part completed previously. RL commented that although not everything had been completed to current procedures there was nothing of concern other than the difficulty in locating some of the evidence. TP added that PW has been working on procedures and processes including forms for variation of contract to provide an audit trail. EP and RL to carry out another audit. Action closed on trustees’ action log with responsibility passed to the IGG.</p>

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	<p>16.12.05 Data quality audit – closed on trustees’ action log – responsibility passed to the IGG.</p> <p>16.12.05 Fundraising practise – closed on trustees’ action log – responsibility passed to the IGG.</p> <p>16.12.07 Datasets for HR and service delivery – to be reviewed at next meeting in June 2019.</p> <p>17.06.05 Chair and Deputy Chair job descriptions – CC said that draft documents have been prepared and sent to the trustees and TP for comments. The role of the Deputy will be to support the Chair and additional responsibilities will depend on the individual’s skill set. A Treasurer’s role was discussed however CC explained that a decision was taken previously not to have an appointed Treasurer.</p> <p>17.08.03 Audit process to be reviewed – responsibility passed to the IGG - postponed to Oct 2019</p> <p>18.08.02 Alignment of annual accounts and management accounts – RL confirmed this needs to be discussed further with the Finance Manager – carried over to June 2019 meeting</p>
<p>29.04.03</p>	<p>Risk register: Risk register received and noted.</p> <p>Discussion took place around the following:</p> <p>F2 TP provided a brief update in respect of current relevant contracts. Agreed that the probability and RAG rating be reduced (red to amber). HRB6 TP spoke of plans in respect of staff wellbeing and communication with the team, including formal and informal events. Staff development was also discussed. In response to a question from LD, TP said that there has not been a learning and development fund in place to date. TP confirmed that ways to facilitate this will be explored. Agreed that the probability and RAG rating be reduced (red to amber). O1 Agreed that the probability and RAG rating be reduced (red to amber).</p>
<p>29.04.04</p>	<p>Safeguarding: TP stated that details of recent safeguarding cases are included in the reports provided for the meeting. EJ queried ‘manageable level’ in respect of safeguarding cases. LW responded by saying that the cases are always complex, however, ‘manageable’ refers to the capacity to manage the cases. CC asked about the involvement of AL and TP explained that when the operational manager, with responsibility for safeguarding, is in post meetings with AL will be scheduled quarterly.</p>
<p>29.04.05</p>	<p>CEO’s report: LD asked when a full organisational chart will be available. In response TP said that when appointments have been made to the positions currently</p>

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	<p>vacant the chart can then be completed. TP added that there has been some internal interest in the available positions, including some on a job share basis. The vacancies have also been advertised externally. CC commented that the layout of the chart is currently not accurate and that TP needs to sit at the top rather than being on a level with the HoS.</p> <p>LD asked for confirmation that any decisions in respect of the reserves policy be signed off at board level and this was confirmed.</p> <p>LD queried the anomalies in respect of salaries and responsibilities. TP explained that this is as a result of previous salary awards. AB said that this issue will be considered by the FSG at the next meeting and a decision made as to how to work towards a solution.</p> <p>LD asked if verbal feedback has been received in respect of the New Homes funding application. LW replied that a letter had been received and from this LW and JB, independent bid writer, have put together a report on the gaps in the original submission. Discussion took place around the feedback and it was agreed that this was a good learning experience. TP added that there may be another opportunity to apply for New Homes funding.</p> <p>LD commented that it will be interesting to hear what Pilotlight representative have to say about CIC/Social Enterprises. TP understands that there are tax advantages in the establishing of a CIC/Social Enterprise but that this would need a different management and Board structure to oversee the enterprise.</p> <p>Discussion held regarding the presentation and discussion of reports, all agreed that minor queries could be dealt with by email prior to board meetings. The role of the sub-groups was also to scrutinise reports in detail and provide assurance to the Board on the quality of reporting. Therefore less time would be taken up in board meetings with confirming detail and more time allowed for discussion regarding strategic direction/decisions.</p> <p>RL raised the issue of whether or not this would be an appropriate time to carry out a staff satisfaction survey. This would be for use as a benchmark. TP said she would be keen to focus on what is being asked in the survey. CC spoke of understanding how staff think the organisation is performing. A survey would give statistics which could then show movement if the survey were repeated twice per year. AB spoke of questions in two categories, engagement and enablement. It was agreed that the same questions should be used on each occasion and response should be anonymous.</p> <p>Action: AB to provide sample questions for use in a staff survey.</p> <p>AB asked about the CE contact and reduction in service provision. TP confirmed that this is in line with what has been budgeted. LW added that there are no issues though written confirmation is still awaited. Discussion took place on the payment arrangements. TP said that the organisation is more likely to over deliver than under deliver.</p>
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29.04.06	<p>Chair's report: CC confirmed that dates for most trustee appraisals have been agreed.</p> <p>CC spoke of reports from St Andrew's of the lack of beds and service capacity for C&YP with mental health needs. There is nowhere for young people to go for long term complex mental health care. EP commented that it is depressing that the situation has not changed in the last 25 years.</p> <p>CC spoke of intending to reconvene the informal trustees' catch up meetings between the formal board meetings.</p> <p>Action: CC to focus effort on recruitment of trustees.</p> <p>TP confirmed that the trustee positions have now been advertised in CVSCE. EJ added that VAST, although based in Staffordshire, may offer free advertising for volunteer positions.</p>
29.04.07	<p>SEG Chair's update: LD confirmed that minutes from the last SEG meeting have been sent out. CC said the data included was helpful for measuring outcomes and impact reporting. CC added that CQC registration is not appropriate for Visyon. AB thanked LD for the glossary of terms included in the report which was helpful.</p> <p>LD said it is planned that the managers' reports, currently included in the papers for the trustees meeting, will go to the SEG first for scrutiny. TP added that most of the managers' reports will be incorporated into the report from Head of Therapeutic Services. The subgroups will be tasked with scrutinising the detail prior to the trustee meetings.</p> <p>LD mentioned that the subgroups are only due to meet quarterly and this does not correspond with trustee meeting dates. TP said that potentially alignment could be achieved by scheduling one meeting per month including the subgroups.</p> <p>CC raised the potential for monthly reports from managers. TP replied that currently reports are prepared quarterly and Civi is not yet set up to provide additional reports easily. Monthly reports would therefore add to the managers' workload currently.</p>
29.04.08	<p>FSG Chair's update: RL reported that a list of topics to be covered over coming meetings has been collated and these will be allocated later this week. RL spoke of more automation in the Bids and Grants spreadsheet being more helpful to show the success rate against volume of effort. It would be useful have this information available without the necessity of special running of reports. TP said she had looked at ROI which would give a crude calculation of this. There will be additional capacity when the part time fundraiser is appointed. CC added that the difficulty is that all data collection is manual. TP said potentially there is facility on Salesforce to provide this data but we are not</p>

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	yet utilising Salesforce accordingly. RL and TP will discuss this further at the next FSG meeting.
29.04.09	<p>IGG Chair's update: AD has produced a table to check what governance systems are already in place, what needs introducing and what is missing. The Tools for Schools Manager and TP have started to update what needs to be in place, the evidence required, and actions to be completed. This will be considered further at the IGG meeting on 11.06.19 and brought to the next trustee meeting in June.</p> <p>AL joined the meeting.</p>
29.04.10	<p>Management Accounts: February accounts were included in the meeting papers and these have already been seen and scrutinised by the FSG. CC requested that the FSG encourage more speedy preparation of the accounts for the trustees. RL mentioned that there is reluctance to publish the accounts until the information included is confirmed.</p> <p>RL mentioned a minor error in text colour in the report.</p>
29.04.11	<p>Health & Safety: Details are included in the reports.</p>
29.04.12	<p>Policies and Procedures: TP confirmed that work is continuing on Policies and Procedures.</p>
29.04.13	<p>Strategy / Development and Objectives: To be discussed later today with SC.</p>
29.04.14	<p>Risk Register: No changes.</p>
	<p>Dates of next meetings All meetings 6pm for discussion before 6.30pm business meeting, unless otherwise stated. Venue: Fellowship House, Park Road, Congleton</p> <ul style="list-style-type: none"> • Monday 17th June 2019 • Monday 16th September 2019, 3.00-5.00pm • Monday 16th September 2019, 5.30-8.00pm AGM • Monday 18th November 2019 • Friday 20th December 2019, 12.00pm onwards Christmas Social

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Signed.....*[Handwritten Signature]*.....

Position.....*Chair.*.....

Date.....*1 July 2019.*.....