

**Minutes of Visyon Ltd Trustee Meeting,
held on Monday 24th February 2020 at Visyon, Fellowship House, Congleton**

Item No.	Item
18.11.01	<p>Introductions, Apologies & Conflicts of Interest</p> <p>Present: Chrissie Cooke (CC) (Chair) Andrew Brabban (AB) Rob Lilley (RL) Rob Morton (RM) Helen Butters (HB) Jonathon Clay (JC) Andrew Leahy (AL) Liz Johnson (LJ) – by telephone</p> <p>Apologies: Adi Dean (AD)</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 and as there were new members present introductions took place. CC welcomed HB and JC to their first trustee meeting.</p> <p>CC took the opportunity to recognise the recent sad passing of Elizabeth Pugh, Visyon’s President and founder. Elizabeth was very committed to Visyon and late last year attended the AGM and Open Day Elizabeth offered great support to all at Visyon and to especially to CC. Trustees were invited to add their messages to a book of condolence that is available at Fellowship House. CC gave details of the funeral arrangements to the trustees and indicated that staff representatives and some Visyon members have confirmed that they will be attending.</p> <p>RL recorded a potential conflict of interest as he supplies IT services to Visyon. In this meeting there are no items on the agenda where there may be a potential conflict of interest.</p> <p>RM recorded a potential conflict of interest in respect of the business of proposed accountants.</p> <p>No other conflicts were recorded with any of the business on this meeting’s agenda.</p>
24.02.02	<p>Minutes and Action Log: The minutes of the Trustee Meeting of 18th November 2019 were accepted as a true record of the meeting.</p>

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	<p>Action Log</p> <p>16.12.07 Datasets to be developed for HR and service delivery - TP explained that transfer to a new HR system is now taking place. This action closed.</p> <p>Action: TP to report on efficacy and completeness of Breathe HR system at May 2020 meeting.</p> <p>17.08.03 Audit process to be reviewed - Audits have been completed in respect of Finance (RM), Safeguarding (AL) and HR (LJ). CC indicated that further audits will be dictated by the Risk Register. AB added that it is expected that IGG will identify what audits need to take place. To be reviewed at May meeting.</p> <p>18.08.02 Annual Accounts and Management Accounts to be aligned - Closed</p> <p>29.04.02 Staff newsletter to include a link to Trustee Meeting Minutes – last newsletter not received by all. LW to follow up. Action to be reviewed at May meeting.</p> <p>29.04.05 Staff survey to be carried out – TP explained that a volunteer has been taken on and has been asked to work on this. Update required for May meeting.</p> <p>01.07.04 Safeguarding – regular meetings to be set up – SH to have clinical supervision with AL. AL confirmed that telephone discussions have taken place. Closed.</p> <p>16.09.01 IT Services – TP and CC to discuss outside the meeting. TP to provide an update for May meeting.</p> <p>18.11.01 Trustee recruitment – completed. Closed.</p> <p>18.11.04 Serious incident policy and reporting – to be included on IGG agenda. Closed</p> <p>18.11.07 Trustee training – SR has sent a Doodle poll. TP to follow up with SR. Closed.</p> <p>18.11.09. IGG audit action plan – Closed.</p> <p>18.11.10 Management Accounts and Budget – Closed.</p> <p>18.11.14 Risk Register – completed – for review at this and future meetings.</p>
<p>24.02.03</p>	<p>Risk register: Risk register received and noted.</p> <p>AL joined the meeting.</p>

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	<p>New risks S5 and F4 added following the last meeting were highlighted. F3 was amended at the last meeting.</p>
<p>24.02.04</p>	<p>Safeguarding: AL spoke of the learning from the more complicated cases as detailed in the report sent out before Christmas. AL reiterated that in one case Visyon had dealt with the matter appropriately and the problem had been at CAMHS.</p> <p>In another case inappropriate behaviours were not made known to Visyon by the referring residential provider. This potentially put the counsellor at risk. Changes have been put in place in respect of flagging risks on Civi.</p> <p>AL is keen to know what has happened when clients DNA for appointments. However there does not seem to be way to follow this up.</p> <p>AL confirmed that he and SH have discussed safeguarding issues in telephone calls.</p>
<p>24.02.05</p>	<p>CEO's report: TP said that it is assumed that reports have been read and asked if there were any questions on the content of the reports. CC said that the level of information contained in the reports was pleasing and thanked LW, PW and SR for their contributions.</p> <p>TP said that an Employment Tribunal claim has been received today and this is now with our legal advisors.</p> <p>Discussion took place about DNA figures and it was remarked that having separate figures for DNAs and cancellations was helpful. CC commented that DNA numbers are quite low.</p> <p>RL asked about the potential alternative site in Crewe. TP said negotiations are ongoing in respect of the identified office. It is likely that lease costs will be. However there is disabled access, a lift and it would be safer for staff, entry is by a buzzer system. This site is very close to the current office and there is some parking available. There are also other car parks nearby and during the evening the council car park is free to use. The new office is set up, other than painting being needed. The notice period for CWA is 3 months. TP added that SR has had some negative feedback recently about the Crewe base.</p> <p>CC commented that the exit interview information was helpful. It was confirmed that the exit interviews are completed with the staff member's line manager. AL suggested that that exit interviews could be repeated one year after leaving when more time has elapsed and it may be considered a safe distance by former staff.</p>
<p>24.02.06</p>	<p>Chair's report: CC confirmed that with immediate effect AB will Chair the FSG.</p>

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<p>24.02.07</p>	<p>SEG Chair's update:</p> <p>AL queried the limits of the work for the sub group. Primarily this was said to be therapy and service delivery. Safeguarding has taken most of the time. CC replied that it is for the Chair to set the agenda and prioritise the issues to be discussed. Safeguarding will be ongoing. CC added that the aim is to have a dashboard to inform the trustees about service delivery performance. AL spoke of the measurement of data and LW confirmed that Civi has been configured to produce the necessary reports. The reports are now being produced by the Finance and Data Officer.</p> <p>AL said that at the SEG meeting on 14.01.20 the Safeguarding Audit was discussed and processes were agreed for discussion with TP. Feedback questionnaires to re-evaluate Space to Talk / Open Access have been introduced. TP said the data will be provided for the trustee meeting in August.</p> <p>Action: TP to send SEG meeting notes to trustees.</p> <p>AL added that the SEG will consider contract monitoring and compliance in respect of therapeutic outcomes and AL will need to view the contracts.</p> <p>CC confirmed that the identification of training needs, to comply with required therapeutic outcomes, should be considered part of the remit of the SEG.</p> <p>CC invited HB to join the SEG.</p> <p>Action: PW to send SEG dates to HB.</p>
<p>24.02.08</p>	<p>FSG Chair's update:</p> <p>It was reported that the FSG, TP and SMT have met several times since the Finance Manager left in December 2019.</p> <p>The budget for next year is being prepared.</p> <p>Action: TP to have the first draft of the budget available by 13.03.20.</p> <p>LJ asked about the areas highlighted in the MI pack. In response TP said confirmation was still awaited that this information is correct.</p> <p>AB spoke of the VCSE contract that has provision to pay a maximum amount based on the demonstration that the work has been completed. If not then full payment will not be made</p>

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	<p>CC said it was known that there was risk invested one person but it was not appreciated how much. There is a need to reflect and identify other risks in the future. Discussion took place about other areas of potential risk including finance, HR, safeguarding and reputational risk that are on the risk register. AL suggested that IT was also an area of risk. TP commented that policies, processes and procedures are in place in other areas and in respect of IT a contract would ameliorate the risk.</p> <p>AL said that any areas of weakness and training needs should be identified during the recruitment process. RM added that a competency balance on the Board is also necessary.</p> <p>JC suggested that an additional risk – key person dependency – be added to the risk register for regular review.</p> <p>Discussion took place about the change in auditors. TP indicated that only minor issues were identified in the auditors’ report and the change follows internal changes there.</p> <p>CC commented that like many charities there has not been a lot of investment in the finance team due to not have the infrastructure resources available. It is important to learn from the process. AB added that action points have now been identified. CC said that once the process is clear this will enable budget planning to be completed by the SMT.</p> <p>Discussion took place about the appointment of new auditors following the resignation of Mitten Clarke late last year. AB reported that TP had identified 3 companies as potentially suitable.</p> <p>The FSG has considered the options and recommend that Bank Sheridan be appointed.</p> <p>AB said that details of costs have been obtained and distributed.</p> <p>Proposal :AB proposed the recommendation of Bank Sheridan as auditors for Visyon. CC seconded the proposal.</p> <p>A vote took place on a show of hands – 7 in favour and 1 abstention (RM).</p> <p>Action: CC to write to members to ascertain agreement to the appointment of Bank Sheridan as auditors.</p>
<p>24.02.09</p>	<p>IGG Chair’s update: AD is to email an update.</p>

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	<p>CC invited JC to join the IGG. Focus is to be on progressing the policies and audit process.</p> <p>Action: PW to send IGG meeting dates to JC.</p>
24.02.10	<p>Management Accounts: Discussed in FSG report.</p>
24.02.11	<p>Health & Safety: Details are included in the reports.</p>
24.02.12	<p>Policies and Procedures: The ICT Security Policy was presented. RM asked about data being held in EEA. In response it was said that it can be requested that data be held in the UK. This has not been requested yet and does not need to be done before the end of the year.</p> <p>Policy agreed with a review date of November 2020.</p> <p>AB asked about 2 factor authentication and if this has been introduced. RL explained that this is in place for some using 365 but is not in place for server log in. Issues have been raised including staff who do not have Visyon phones and whether or not they should use their own for this purpose. LW added that there is a wider issue about allocation of resources including who needs what and the best way to use resources.</p> <p>Action: RL to review introduction / use of 2 factor authentication for May meeting.</p>
24.02.13	<p>Strategy / Development and Objectives: TP confirmed that operational plans are in place. Monitoring is also in place and this will be reviewed at operational managers meetings and then at SMT meetings. CC confirmed that an update for the trustees will be required twice per year.</p> <p>Action: TP to provide an update in respect of operational plans for May meeting.</p>
24.02.14	<p>Risk Register:</p> <p>A new HR risk to be added.</p> <p>Action: TP to add additional risk - key person dependency risk to Risk Register.</p> <p>F3 – probability reduced to 3, RAG reduced to 12 – Amber F4 – no change – FSG to consider at next meeting F5 – no change CC, TP and RL to discuss outside the meeting</p> <p>Full review of Risk Register to take place at May meeting.</p>

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	A.O.B.: None
	Dates of next meetings All meetings 6pm for discussion before 6.30pm business meeting, unless otherwise stated. Venue: Fellowship House, Park Road, Congleton <ul style="list-style-type: none"> • 18th May 2020, Board Meeting followed by Annual Trustee and Managers Away Day – venue TBC • 17th August 2020, Board Meeting



Signed:

Position: Chair

Date: 28th May 2020