

Board of Trustees Meeting

MINUTES

02 December 2025, 6 – 8pm

Via Teams

Present:

Andrew Brabban (Chair) (AB)
Theresa Pass (TP)
Barry Brennan (BB)
Jonathan Clay (JC)
Adrian Dean (AD)
Nathan Chrobok (NC)
Cheryl McKay (CM)
Lisa Cormack (LC)
Vicky Rutherford (VR) - minutes

Apologies:

Helen Butters (HB)
Sam Ruck (SR)
Sharon Conlon (SC)

Absent:

Mentioned in minutes:

Service Effectiveness Group (SEG)
Financial Sustainability Group (FSG)
Internal Governance Group (IGG)
Integrated Care Board (ICB)
Linda De Sa (Lds)

1: Introductions, Apologies & Conflicts of Interest:

AB opened the meeting and welcomed everybody to the meeting. AB noted that there were three papers that required input and direction from the Board which TP would lead on. No conflicts raised.

2: Minutes & Action Log from previous meeting:

Minutes 01.09.2025 - The minutes of the Trustee Meeting of 1 September 2025 were checked for accuracy. No comments or adjustments, all agreed that the minutes were accurate.

Action: Send over to AB for signing off.

Action log 01.09.2025

Actions were discussed and progress updated.

Action: Meet to chase the strategic letter sent to the ICB

On hold – awaiting the appointment of the new leadership team. It was discussed whether this was now superfluous but to be carried forward to the next meeting to see what happens at the ICB.

Action: SR to provide CM a breakdown of the range of Core scores

Completed and covered in the Therapeutic Services Report

Action: VR to add a line in the IT policy on AI use.

Completed – there is now an AI section in the IT policy

Action: TP to send the Governance Code audit to the IGG

Completed and IGG have started their review

Action: VR/TP to amend the disciplinary policy and VR to review the IT policy

The IT Policy has been reviewed and is included in the pack. All HR related policies which include the Disciplinary policy are currently being reviewed by our new HR Advisers – Wilford Smith

AB noted that this was the first meeting where all the actions have been dealt with.

3: Safeguarding:

SR wasn't able to attend the meeting.

Action – VR to check with SR whether there was anything she needed to report.

Post meeting note – SR has confirmed she didn't have anything to report.

4. Chief Executive's Summary Report:

AB noted that TP's report was the Mergers and Alliances paper so asked if there was anything more general to report and he would return to this paper later in the meeting.

TP gave an update on the progress with the lease for Fellowship House. TP has been talking to Dan Coyne and there is a form that requires completing which TP has offered to do before Christmas and she will follow up with Dan in the New Year.

Action – TP will report back to the Board if she gets an update and/or needs any further escalation

TP reiterated that we are now live with the Big Give campaign and asked the Board if they could share on their social media platforms, and if the Board could nominate Visyon for the Movement for Good vote again. LC explained the importance of front loading the campaign to encourage new supporters. TP explained that our approach was to look to encourage donations from known donors towards the end of the week but thanked LC for her insight and reiterated that this was our first year so are learning the best approach.

Therapeutic Services Report

AB asked for clarification of the position with self-employed counsellor and it was explained that we had initially recruited 8 counsellors, however, two didn't accept the offers, two were inducted but for personal reasons couldn't stay, but we do still have four self-employed

counsellors who are doing very well. TP explained the reasons why we had chosen to recruit self employed counsellors.

It was clarified that the move of funding of the Crewe Schools support to HYM did not impact the service we delivered to the Crewe schools.

Finance & Business Support

AB noted that HYM had agreed to provide additional funding for the increase in NI costs which was positive. VR explained the way the reserves and balance sheet were calculated and how this now showed a more transparent position as it included the creditors.

Fundraising & Marketing

LC noted the comments on social media and due to capacity, there was less activity which would impact the algorithms. LC said we needed to keep an eye on this as once it declined, it is very difficult to claw back. She noted LdS's comment about putting a group together which was good and that this is everyone's responsibility. NC asked whether we were using AI to help generate content, and LC explained how they used Copilot which over time has built up a lot of content about them so can support with social media but within the confines of their own Microsoft. VR asked if LC had anyone technical she could speak to see what settings they were using to stop Copilot learning off the documents.

AD asked about using university students and TP explained the limitations as they weren't a long term solution but she and LdS were investigating the feasibility of using volunteers.

Action – NC to pick up with VR and LdS in the New Year to chat through the possibilities of AI

Action – LC to pick up with LdS re how they use AI and the settings they use on Copilot.

5. Mergers & Alliances Paper

A discussion took place on our future relationship with other similar organisations . JC and CM agreed to join a group to explore in more detail and bring options back to the Board.

Action – TP to bring the options back to the next Board meeting

6. ICB Scenarios

TP and VR presented a number of possible scenarios that might arise following the ICB contract reviews. The Board discussed the different scenarios and it was agreed that the Board were happy we take no action in the short term and the options presented can be reviewed at the next Board meeting, with scrutiny at the FSG first.

7. Social Enterprise Paper

TP introduced her paper and ask for commitment from the Board to work with her and potentially an external Community Interest Group (CIC)/Social Enterprise expert to look at how one could be set up and what the legal structure would look like to link back to Visyon. TP's concern is that when we develop our training capability, we cannot use charitable funds for a commercial enterprise. LC explained how the formal and informal trading sides work at her organisation.

The timing of this was noted, especially in light of the mergers task group and the danger of spreading resources too thinly and whilst this does directionally make sense, should the focus be on what delivers more for Visyon.

TP explained that we had the Child and Young Person's Mental Health training ready to go and we are just waiting for confirmation this has been accredited for CPD. We could run this through Visyon as this does fit with our charitable objectives but further ones may not. It was agreed that if we didn't start off as a CIC, we could transfer this training in at a later date once a CIC was set up. However, there is a limit on revenue if it isn't in a CIC and we need to investigate the implications for corporation tax. There was a discussion around set up costs and branding and how this would work if it was split off at a later date.

It was agreed that a more detailed discussion was required to review what the possibilities were and who could answer some of the questions that are being raised and whether we need external support. LC has experience of a CIC, but we may need external legal expertise. NC and LC agreed to work with TP on looking at this further, and TP proposed an initial meeting this year, and to build up the momentum in January.

Action – TP to report back on progress at the next Board meeting

6: Chair's Report

AB provided the following update.

- AB covered the conversations with the ICB – and he had sent a note out after the last meeting to the Board. He noted the ICB were in financial recovery and being overseen by PWC. He said the meeting was professional and they seemed in control of the timescales and very specific about their approach. AB mentioned the process our contract needs to go through and we are hoping to hear after the Cheshire East Leadership Team meeting on 10 December.

6: Service Development and Safeguarding Group update:

AB noted the positive outcome from the HYM audit and that the Board appreciated all the effort from those involved.

7: FSG update:

JC highlighted the challenges with the forecasting.

8. IGG update:

AD mentioned the challenges he was facing so struggling a bit with the IGG and the last meeting was rearranged for when he was on holiday. AB asked AD to let him know if there was anything he needed to do to help him manage the risk. AD said he would drop an email to IGG about booking in another meeting.

AD did note that the risk assessments across both sites had been completed which showed no major concerns and there hadn't been any health and safety incidents since the last Board meeting.

Action: AD to contact the IGG to arrange another meeting

10. Healthy & Safety Update:

All points covered under the IGG section.

11. Policies:

- IT & Intranet policy – approved
- Online Safety Policy - Approved

12. Risk Register:

It was noted that the Risk Register was updated following the ICB discussion at the last meeting. The budget control and financial reporting was green and this was agreed to be OK as the processes are under control. Fundraising is sitting at red and the FSG would review the ratings at their next meeting in line with the standing agenda item.

AOB: AB noted that there were some good debates today on some important topics and if anyone had any further thoughts or comments, then please share with the Board and don't feel you need to wait until the next meeting.

Date of next meeting: 23 February 2026

All meetings 6.00pm unless otherwise stated.
Venue: In person

Signed:

A handwritten signature in black ink, appearing to be "AJB" followed by a flourish.

Position: Chair of Trustees

Date: 26th February 2026