

# Board of Trustees Meeting

## MINUTES

02 June 2025, 6 – 8pm

Via Teams

### **Present:**

Andrew Brabban (Chair) (AB)  
Theresa Pass (TP)  
Sam Ruck (SR)  
Lisa Cormack (LC)  
Barry Brennan (BB)  
Sharon Conlon (SC)  
Jonathan Clay (JC)  
Adrian Dean (AD)  
Helen Butters (HB)  
Nathan Chrobok (NC)  
Cheryl McKay (CM)  
Vicky Rutherford (VR) - minutes

### **Apologies:**

### **Absent:**

### **Mentioned in minutes:**

Service Effectiveness Group (SEG)  
Financial Sustainability Group (FSG)  
Internal Governance Group (IGG)  
Integrated Care Board (ICB)  
Linda De Sa (LdS)  
Fleur Foreman (FF)

### **1: Introductions, Apologies & Conflicts of Interest:**

No conflicts raised.

As part of the introduction, AB welcomed CM to the Board.

### **2: Minutes & Action Log from previous meeting:**

Minutes 24.02.2025 - The minutes of the Trustee Meeting of 24 February 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 24.02.2024

Actions were discussed and progress updated.

*Action: Review tools to support the wider governance process – VR to circulate proposal from Admin Control*  
Completed

*Action: AB to send round the declarations to the board*  
Completed

*Action: Develop Media Communications Policy/statement*  
This has been done and is in the Board pack

*Action: Review skills map to identify gaps in trustee experience.*  
All information has been received – AB to check if the skills matrix has been updated

*Action: Meet to chase the strategic letter sent to ICB.*  
TP and SR are continuing to discuss matters when they meet the team they are in regular contact with but there is some disarray at the moment in the ICB Leadership team. When the new team is in place, they can then approach them to discuss. The action is on hold and as and when the new leadership team is in place, a decision can be made on how this is progressed.

*Action: Review Business Continuity Plan*  
This is included in the Board pack for review.

*Action: IGG to draft a letter to the counsellors identified by BB re the lease of Fellowship House.*  
To be covered under the IGG's report.

*Action – TP to report back following her discussions with Ann on shared services*  
Covered in the CEO's report

*Action: LdS to circulate details of upcoming quizzes*  
Completed

*Action: AB to talk to the new trustee and start her onboarding*  
Completed

*Action: VR to send the details of the mobile phones to NC*  
Completed

*Action: FSG to review the final budget and then circulate to the Board.*  
This was completed and approved by the Board

*Action: Salary proposal to be finalised and scrutinised by the FSG*  
They were agreed by the FSG on 18 March 2025 and implemented on 1 April 2025.

### **3: Safeguarding:**

SR confirmed there was nothing exceptional to report. SR did note it was a bit quieter at the moment as a result of being lower on staff so less counselling sessions are taking place.

### **4. Chief Executive's Summary Report:**

TP gave an update on the shared services discussions. TP also mentioned that we were looking at the possibility of online referrals. NC asked whether we could use Microsoft Forms as you can push the data in to systems. SR explained she has been working with LdS to see how we can use our website for referrals as we don't have a budget to link in with Civi at the moment. She also mentioned that over the last few months, she has been

working with JDI to align our data and reporting categories and JDI have, for example adopted our Cause for Concern template.

AB mentioned the Fundraising Strategy session on 9 July and whether the invitation could be sent to the Board.

AD praised the good work done on Bepak and Starbucks. TP explained that the opening day at Starbucks worked very well and the owner was so impressed that he gave us the full day's takings and he and some other staff have signed up for the skydive. Bepak was, TP explained, instant – they just do things very differently and we hope to secure about £10,000 over the next 12 months. AD asked how we promote this to other companies and TP explained how moving to BNI is helping as it is a more focussed network at the moment and it is also LdS going out there and building these relationships. LC highlighted that Bepak came from a staff nomination and that the Board can definitely help with contacts at other companies who could nominate Visyon as their charity.

*Action – VR to invite the Board to the Fundraising Strategy session*

#### Therapeutic Services Report

AB asked about the HYM audit and the 20 cases they would like to audit. He was concerned about the heavy workload. SR explained that the audits are part of the contract and we did have the option for the audit to come in blind, or for us to prepare the 20 cases and SR felt this would be the easier option on the day of the audit. FF has also agreed to pull the data off. SR also explained there would likely be an audit towards the end of the contract too.

AB asked about the top 5 presenting issues and the top 5 initial contact presenting issues and whether we were seeing different top fives at those different stages. SR explained that yes, we would as at initial contact, it will be reported by the parent whereas when we take it to a further stage, it will be reported by the young person.

NC asked whether the salary increases had had the desired effect on recruitment. SR explained we had recruited two self-employed counsellors and one young person counsellor with two more interviews still to go. However, it has also made a big difference on staff morale and potentially retention. We don't know who would have left if we hadn't done this but SR felt some people might possibly have done.

JC noted the significant changes between the core and outcome scores. SR explained this dramatic change was an indication of the great work done with the young people and SR shared a case study to highlight the point. JC also asked what message was going to our clients about the waiting times. SR explained we are being really honest and clear. Each client does have an open access appointment within 10 days and they are given signposting and resources. SR said she didn't think clients were happy but they weren't surprised and they aren't receiving any complaints and the ICT are doing a good job of supporting during this time and offering additional OA appointments.

SR explained on a question from CM that CFC were causes for concern and CM raised that as this was the first pack she had seen, she didn't have comparable figures so was hard to understand trends but suggested she would come and spend some time with SR to look through the figures.

*Action – CM and SR to talk through the presentation of the figures*

*Action – TP to pass on thanks to FF for the work on the waiting list and the collation of information for the HYM audit*

#### Finance & Business Support

AB thanked everybody for their support in reducing the deficit which was less than previously expected but did note that whilst it came with other challenges, it is positive.

AB asked about the capitalisation of the laptops. VR explained that this was on the advice of Hammond McNulty and these would be depreciated each month.

VR summarised the changes to reporting that Hammond McNulty have insisted on this year; the impact of which is that certain grants where there is no specific criteria for delivery cannot be deferred across the funding period, even though there are criteria we need to deliver and report upon. There are two grants from the Leathersellers and Congleton Inclosure Trust that can no longer be deferred. In addition, the Deed of Gift has to be shown as income in the financial year even though it is restricted for 5 years. The impact of this is the last financial year finishes with a surplus of £232,034 which masks a deficit in income and expenditure of £23,000. The reason for this new direction from the auditors is that the Deed of Gift made the deferred income a substantial figure which led to closer scrutiny than in previous years. AB noted that as we cannot defer such grants over the grant term, it will make our cash flow look less smooth and we have a big surplus this year but it will increase our deficit in the following years. He also noted that we still need to be able to release income from restricted funds when we spend them and VR noted this and AD's point that we don't want this change to be forgotten and explained she was working on how to show this in reporting going forwards.

It was also flagged that the large reported surplus may deter donors or organisations who wanted to contribute. There will be an explanation in the commentary of the report and accounts but not everyone reads this level of detail.

#### Fundraising & Marketing

Congratulations were noted for LdS on meeting the fundraising targets – a great result.

*Action: TP to pass on to LdS the Board's appreciation for all her efforts*

### **5: Chair's Report**

AB provided the following updates.

1. AB communicated Sidra's resignation and formally noted this for the Board and asked that the appropriate steps are taken with the Charity Commission. AB thanked Sidra for all her support and for her contribution.
2. AB attended the appointment of the new town major for Congleton and AB was able to have a very positive conversation with him and they are keen to engage with us so he is looking forward to the opportunities there. AB also met Sarah Russell and he talked to her about the lease on Fellowship House and the ICB and AB felt there would be an opportunity to discuss these two areas further if we needed her support. On the point of the ICB, SC summarised that she felt that the NHS reforms are going to be very welcome and we should see commissioning becoming more strategic.

*Action: VR/TP to look at the charity Commission register and Companies House following Sidra's resignation*

## **6: Service Development and Safeguarding Group update:**

HB called out the great work the team were doing to create great relationships with clients to support them during the waiting list and called it an active waiting list. HB noted that we could be in danger of not meeting some of our deliverables due to difficulties with recruitment which could be a reputational risk but she wanted to call out again how hard the team were working, for example, by employing self employed counsellors, and working flexibly. HB confirmed the team have looked at different possible ways of recruiting. SR confirmed that we currently have 3 placement counsellors and 1 volunteer counsellor in place so in terms of volunteers, we are the highest we have been. SR also explained that the self-employed job advert was still open and we are inducting people as flexibly as we can to get people started more quickly. SR also explained that we did have 67 vacant hours before recruitment began and we will still have 28 hours once the new starters are in place.

TP noted that people's reasons for leaving are quite individualised and also that there isn't an apprenticeship for counselling, and that due to the complexity of our cases they are not appropriate for newly qualified counsellors.

Regarding sharing services with other organisations, SR said we had recruited one self-employed counsellor from JDI as they were cutting services but there are issues with location as our clients come from specific postcodes. SR also explained when asked about remote counselling that around 89% of clients want face to face support and in the last year, there have only been 1 or 2 who have opted for remote due to logistics with parents. Managing risk also becomes more challenging.

## **7: FSG update:**

JC thanked the FSG and everybody involved in getting to this financial outcome which is a great result. He noted that we had discussed the changes in the way certain funds were accounted for however the year did finish with a deficit due to funding shortfalls and this was recovered partly by people leaving. JC noted this was not the first year with a deficit and there is a lot of pressure around funding and whilst changes to NHS services may be good, it does add uncertainty. To give a longer view, the FSG have asked for a 5 year budget which has been prepared. This is a living document with only secured funding included but does show the longer term position and the level of fundraising required. JC noted we won't always have reserves to fall back on and when things go wrong in a business, it can happen very fast.

TP explained that the strategic review on 9 July will look at where she and LdS can focus their time and energy in terms of fund raising.

AD asked about the Cheshire East funding for 2029/2030 – it isn't on the plan as it isn't guaranteed, although we do have a +1 and a +1 on the contract but isn't definite. There is no schools funding on the plan as that also isn't guaranteed. AB asked how we look at the deficit planned for this year in light of the surplus from the last year so we are looking at a like for like basis.

BB highlighted the good job that has been done in controlling costs and doesn't believe there is any fat in the expenses and nothing further that can be done to control costs. The effort needs to go in to fundraising and JC confirms that from 2027, if there are no more funds coming in, the charity isn't viable on current numbers.

SC asked about social enterprises and TP explained these were still being developed, particularly looking at training programmes which could also be delivered online. It was agreed to pick up a year 5 plan of how we diversify our offerings at the strategic planning session in July, if that is where it is felt our priorities lie.

*Action: TP to report back on the potential development of training and alliances/shared services/social enterprise/trading activity*

## **8. IGG update:**

AD summarised that the liability insurance has been renewed and he is working through the letter to the counsellors on the lease for Fellowship house and TP has given him the back story. AD reported that there were no incidents or accidents in the last quarter and the IGG have approved the policies that are in the Board pack. He also noted that the risk assessments are due in September, which will now include a risk assessment of the tool usage for lifting the manhole cover.

AB noted that since speaking to Sarah Russell regarding Fellowship House, we may need to ensure we are clear about what we are asking for as if we are asking for a Community asset transfer to freehold, that isn't their policy. He offered to support if required.

*Action: IGG to ensure our requirements for the lease of Fellowship House are clear and to draft a letter to the counsellors identified by BB*

## **9. Management Accounts & Budgets:**

All points have been covered in previous sections.

## **10. Healthy & Safety Update:**

All points covered under the IGG section.

## **11. Policies:**

- EDI – AB explained this was being proposed retrospectively because it was needed for the Lottery bid so AB signed it but it is now for the Board to comment – policy agreed
- GDPR – policy agreed
- Social media – there was a discussion around whether the policy should mention which platforms it was felt suitable to engage with people on. It was agreed this should go in accompanying guidance as that could change at short notice. LC asked that the policy should note that we need written consent before we post anything about them on social media, and mention that where we have a Commercial Participation agreement in place, at the point of signing, the other

organisation needs to conform to our social media guidelines. It was agreed that staff should sign this policy when finalised.

- Capability – policy agreed
- DBS – policy agreed
- Media Comms Request – TP and AB are nominated spokespeople and this was approved but it was agreed the policy should be clear that no one else can be.
- Health & Safety – policy agreed
- Professional Boundaries – policy agreed and SR noted that in the supporting training, it was clear this policy was to protect both service users and staff
- Business Continuity Plan – it was noted this was a living document but in light of recent security breaches at the Coop and M&S, it was agreed to look in to the security of Civi and its availability if there was an attack on Circle, and what back ups we could access.

*Action: TP to amend the Media Comms request and Social Media policies*

*Action: VR to find out about back ups for Civi and its availability if there was a cyber-attack on Circle*

## 12. Risk Register:

There were no changes to be made following today's meeting. TP thanked BB for his work on the FSG risks.

**AOB:** To note, the AGM is on 22 October and the doors will open at 5.00 to allow guests to come and chat before the meeting starts.

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**Date of next meeting:** 1 September 2025

All meetings 6.00pm unless otherwise stated.

Venue: via Teams

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Signed: Andrew Brabban

Position: Chair of Trustees

Date: 7<sup>th</sup> October 2025