

## **RUTLAND FIRST CIC BOARD MEETING**

**11 DECEMBER 2018**

### **MINUTES**

A closed meeting of the Rutland First CIC Board was held on Tuesday 11<sup>th</sup> December in the Conference Room at Rutland Community Hub. The meeting started at 12.00 hrs and finished at 13.30hrs. Although the meeting was closed to the public, the minutes are available for public viewing.

#### **Present**

Miles Williamson-Noble              Chair  
Jennifer Fenelon  
Jacqui Darlington  
Judy Worthington  
Christine Stanesby  
Bart Taylor-Harris

#### **In Attendance**

Jeanette Warner  
Geoff Thompson  
Morag Tyler

#### **Opening Remarks and Apologies**

The Chair welcomed members of the Board and those attending by invitation, and noted that the meeting was quorate.

There were no conflicts of interest.

#### **1. Previous Minutes**

The minutes of the public Board Meeting of 9<sup>th</sup> July were approved and signed.

#### **2. Actions Arising**

All actions from the previous meeting had been completed except for the production of a Privacy Policy and a flowchart showing the differences in role between Rutland First and Resilient Rutland. It was agreed that when all the policies were finally agreed they would be hyperlinked to the Rutland First website.

#### **Ongoing Action by MWN**

#### **3. Policies**

##### **a. Procurement**

A new procurement policy had been circulated in draft. This was agreed. The Board asked that all final bids for contracts under the Resilient Rutland project should be circulated for approval.

It was agreed that the RR Project Manager should be offered the chance to undertake some professional Programme Management training.

## **Action by MWN/MT**

### **b. Delegation**

A draft paper on levels of delegation had been circulated. It was agreed on a temporary basis. It needed to be presented again to the Board by Easter, once there had been a chance to see how it worked in practice.

## **Action by MWN**

### **c. Expenses**

A draft of a replacement expenses policy had been circulated. This was agreed.

## **4. Big Lottery Fund Grant**

The Chair reported that the bid to the Big Lottery Fund had been successful, and a public announcement had been made by the Lord-Lieutenant at a Reception on 1 November. Contractual arrangements allowing for payment and expenditure had been completed by 28 November 2018. A formal start date of 29 January 2019 had been set to combine with the official Launch Event.

There had been considerable debate with the BLF over the status of VAT (the grant is not able to be considered as an input payment for VAT purposes), bank account requirements (as a result of this another account was opened) and single source tendering (allowed where the cost is below £10K, or where there is only one known purveyor of the service).

The Funding Officer, Oliver Savage, had come to Rutland on 28<sup>th</sup> November when he held detailed discussions with the Project Manager on reporting requirements and BLF publicity expectations. The chance was taken for him to meet the Lord-Lieutenant and all members of the Steering Group.

Anne Williams had announced her intention to leave the area, and so would not be closely involved in the project in future. Precise timings of her departure depended on house sale details. Carole East, who has a background in mental health and special needs issues, had agreed to join the Steering Group once she left Nottingham University at the end of January 2019.

The BLF would provide an initial grant of £5,000 to cover salaries, recruitment and other expenses in the period up to 29 January. They would then provide the first 6 monthly payment of £73,000.

## **5. Finance**

### **a. Accounts**

Management Accounts for the period 1 April 2018 to 1 December 2018 were presented. The figures did not include expenditure that had been invoiced to Healthwatch Rutland before 1 April but which had been paid after then. They did include items for which provision had been made in the published annual accounts but for which the services involved had not been finalised and invoiced before 1 April (eg preparation of the annual report and legal charges). There was some discussion as to whether this was the correct approach. The advice of our accountants will be taken when compiling the Annual Accounts for 2018/2019.

It was pointed out that the Annual Accounts for 2017/2018 had been signed off by the auditors and the Board, and had been submitted to Company's House, but had not been formally approved by the AGM. They would be presented to the AGM following this Board Meeting.

## **Action by MWN**

### **b. VAT**

There had been considerable discussion with our accountants and HMRC as to whether Rutland First CIC could continue to be VAT registered and reclaim VAT on expenses incurred. The final outcome was that there was nothing to stop Rutland First remaining VAT registered, but that we would not be able to reclaim VAT on any expenditure incurred as part of the Big Lottery Fund project. A grant is treated differently from a local authority contract. It was agreed that Rutland First should deregister for VAT. It could always re-register in future if circumstances changed.

#### **Action by MWN**

### **c. Bank Accounts**

The old Barclays account used by Healthwatch Rutland CIC had been transferred in name to Rutland First CIC, but no changes had been made to signatories. It would remain dormant for use in exceptional circumstances. The balance was currently £264.67.

The HSBC account in the name of Rutland First CIC had been opened to cover trading of the new company, and had facilities for online banking and credit and debit cards. As is the case with all High Street banks, it does not have a facility for requiring double authorisation for online payments. This has to be covered by Rutland First procedures. The balance was currently £13.083.95.

Having originally been content for us to use the Rutland First CIC account for work on the Big Lottery Fund work, the BLF suddenly introduced a new requirement for us to have a separate account registered as Rutland First BIG to be used exclusively for Resilient Rutland. A new account was opened in this name with the same signatories as the Rutland First CIC account. No sooner had the account been opened, than the BLF reversed its decision and decided to pay into the Rutland First CIC account. At the time of the Board Meeting, there was a zero balance in the account. It has since been decided to keep the BIG account open for the time being, with £100 transferred into it from the CIC account. The position can be reviewed once the project has been running for 6 months or so.

## **6. Staff Recruitment**

The BLF was keen for Rutland First to recruit an additional member of staff, known as the Schools Liaison Officer, to assist the Project Manager, and funding had been included in the bid. There had been extensive debate over whether the post should include supervision of the wellbeing practitioners, to what extent the post holder should provide secretarial and book-keeping support to Rutland First and the Resilient Rutland committees, and the salary and working hours to be offered. It was decided that as the wellbeing practitioners would require clinical supervision it was not practicable to expect the Schools Liaison Officer to provide this (salary to get a qualified individual would have had to be £30+K pro rata). As the BLF grant was to Rutland First, it was felt acceptable for the individual to support Rutland First as well as purely Resilient Rutland work. This would have to be reviewed in the future if Rutland First took on new areas of responsibility. It was agreed that the salary and hours could be varied within the funding level which was based on £22K pro rata for 25 hours a week all year.

## **7. Arrangements for Election to Board**

There were 3 vacancies on the Board, with Bart Hellyer, Sarah Press and Sean Williams having resigned. There were 2 who had offered to stand for election. Geoff Thompson and Jeanette Warner, both of whom were closely interested in the Resilient Rutland project. The Board thanked

them for offering their services and would support their nomination for election at the AGM to follow.

As there were 3 vacancies and only 2 candidates there was no need for existing Board Members to stand down on rotation.

**8. Any Other Business**

It was felt that it would be desirable to appoint a Vice Chair to help MWN with the workload. Bart Taylor-Harris kindly offered his services and was elected unanimously

**9. Any Other Business**

It was proposed to hold a meeting in January to look at a detailed work plan for the Resilient Rutland project with defined outcomes and waypoints.

**Action by MWN**