

RUTLAND FIRST CIC BOARD MEETING

Meeting Minutes: 21st July 2020 10.00 am – 1.00 pm

Meeting of Rutland First CIC on Tuesday 21 July 2020. The meeting was held in the Barleythorpe room at the Rutland Community Hub. Safe distancing rules were in force, and as a result the public had not been invited.

1. **Apologies** Chair
Paul Kitson, Christine Stanesby, Nicola Darby. Both Morag Tyler and Lynette Harte were on annual leave.
Attendees: Miles Williamson-Noble, Geoff Thompson (not Item 11), Carole East, Jeanette Warner, Jennifer Fenelon, Judith Worthington (left 12.15), Gina Head

2. **Declarations of potential conflicts of interest** Chair
Geoff Thompson declared a number of interests relating to funding for secondary schools and the website development. It was decided that the schools funding would be considered at the time (no conflict arose) and that he would absent himself from the discussions on the website development, as his son was one of the bidders.

3. **Minutes of the Board meeting held on 14 Jan 20** Chair
The minutes were agreed as an accurate record and were signed by the Chair.

4. **Matters arising** Chair
 - a. It had been confirmed that there was no necessity for Rutland First CIC to be registered with the Data Commissioner, but as registration was already in place, it was recommended and agreed that the registration should continue. Paul Kitson had offered to act as the Data Protection Officer (**Action Paul Kitson**)
 - b. £500 had been authorised for crisis intervention but had not yet been needed. RCC does not hold crisis intervention funds.

5. **Ratification of Ex-committee Decisions** Chair
The following expenditures which had been agreed ex-committee were ratified
 - a. Up to £3,000 for arts and crafts materials
 - b. Up to £9,600 for materials contributing to mental health
 - c. Up to £75,000 for mental health first aid training for schools

6. **Resilient Rutland** GT
 - a. **Achievements to date**
Board Members had received copies of the June 2020 Newsletter and the Steering Group minutes for 16 June and 14 July. In addition, they had been provided with links to Lynette Harte's interview with the scouts and the YoungMinds webinar. Members expressed their pleasure at the interview and webinar, and at the continuing programme of wellbeing activity posts on Twitter.

Over 200 school staff and community leaders had attended either the half-day or the two-day mental health first aid training and had reported very favourably on the experience. All but two schools had taken advantage of the offer. It was hoped that more would take up the opportunity at the start of the autumn term, but it was accepted that there would be competing priorities for staff time once the schools returned. To date, £31,500 of the allocated £75,000 had been spent. The Board agreed that since Mind Share had done such a good job of the training already delivered, there was no need to go to a second source for the remaining training needs. (Action Morag Tyler)

b. Future plans

Members had been provided with “The Board - Approved Plan – Covid-19 Tactical View”. This listed all the various workstreams with details and priorities. The priorities, ranging from 1 (highest) to 5 (lowest), referred to work during the remainder of the summer term and the summer holidays, and related to what could be achieved rather than the overall importance in the project. The priorities would be reviewed in September.

Geoff Thompson sought approval to extend the provision of materials contributing to mental health from the primaries to include the secondaries at a cost of £850 rather than £400 per school. Since the original approval had included £400 for all schools, a further £2,000 was needed. This was agreed.

(Action Morag Tyler/Paul Kitson)

Geoff Thompson described work on a quiet room at UCC. This required fitting out rather than capital spend, as was the case with the still outstanding request from Langham Primary. Geoff Thompson agreed to approach the National Lottery to see if these requirements could be met from lottery funding in view of the post-Covid priorities. Miles WN would provide Geoff with details of the Langham bid. A question was raised as to if approval were granted, whether it would be possible to reclaim for quiet room investment already made. It was decided that retrospective funding would not be sought. (Action Geoff Thompson/Miles Williamson-Noble).

It was noted that the RCC inclusion project was now under way. Although the CCG Mental Health Support Team trailblazer bid had been approved for funding, including some Rutland schools, it had been decided that the work had to go out to tender, and as a result it had not yet started.

c. Risk Assessment

Using input from the Project Manager and the Steering Group, Geoff Thompson had produced a draft Project Risk Log. Geoff explained that this was a second draft following Steering Group approval and would be an ongoing working document. (Action - all Board Members to provide feedback on risks, mitigations and views on the risk ratings and the most appropriate Board Members to own company-level risks such as succession planning). It then needed to be presented formally to the Audit and Risk Committee. (Action Geoff Thompson/Judith Worthington)

d. In school counselling contract specification

The in-school counselling service provided to the state secondary schools by Relate, as funded by Resilient Rutland on an initial trial basis, had been working well. It was now necessary to set in place arrangements to continue this until the end of the project or until the requirement was taken on by the national mental health support team project. The private schools already had their own systems in place and the primary schools would be covered by the RCC inclusion project. It was expected that the cost for the two years 2021 and 2022 would be about £26,000. As this was over the £10,000 threshold, the contract would have to be put out to tender. Relate Leicestershire and Casy had been identified as possible contenders. The Board decided that at least 4 suppliers should be investigated as possible bidders, although it was accepted that not all might wish to tender. Service Specification No RR002 was accepted as the basis for tendering provided that the number of providers was increased to 4 and that the budget provision was removed from the document. (Action Morag Tyler)

7. Governance

GT & MWN

a and b. Review of Governance v2.1 and Revised Scheme of Delegation

Members had seen v2.1 of the Review of Governance as prepared by Geoff Thompson and the Revised Scheme of Delegation for the Resilient Rutland Project as drafted by Miles Williamson-Noble. Despite extensive email circulation, it had not been possible to get agreement to the suggested changes. Discussion revealed that there had been differences of understanding over the status of the Scheme of Delegation and the Example of a RACi Matrix attached as appendices to the governance review. It was made clear that the two appendices were meant to show the general format that such tables might take, but that the allocation of responsibility, accountability etc needed to be the subject of separate debate. It was agreed that Miles Williamson-Noble would check to ensure consistency between the Revised Scheme of Delegation and Appendix 3 to the Review of Governance. Geoff Thompson, Jennifer Fenelon and Miles Williamson-Noble would then meet to agree revised drafts for the Scheme of Delegation and the two appendices before putting them out to the Board for approval. (Action Geoff Thompson, Jennifer Fenelon and Miles Williamson-Noble)

Some Members of the Board expressed a wish for a meeting between the members of the Board and the Steering Group. Geoff Thompson explained the difficulties of getting Steering Group members to attend meetings in person, especially during the working day. Miles Williamson-Noble offered to invite them to the AGM, which should be an early evening event to meet their timing constraints. (Action Miles Williamson-Noble)

There was general agreement that there was no longer a need for a separate Programme Management Board. Miles Williamson-Noble would write to the members advising them that the Board would no longer meet on a scheduled basis, but that the members would be consulted by letter or email if major changes in the

shape or timing of the Resilient Rutland Project were being considered. (Action Miles Williamson-Noble)

c and d. Staff Grievance and Disciplinary Policies

The contracts of employment for the two members of staff both included reference to a Staff Disciplinary Policy and a Staff Grievance Policy. Carry over of the policies from Healthwatch days had not been taken place as, at the time the company changed its name and aims, there were no members of staff. The old Healthwatch policies had been amended to change the company name and the titles of members of staff, and these were approved for use by Rutland First CIC. (Action Miles Williamson-Noble)

Judith Worthington left.

e. Board Appointments

A paper had been tabled setting out the arrangements necessary for the retirement by rotation of Board Members, the need for a Deputy Chair and an additional bank signatory. It was agreed that the interpretation of the Articles of Association and the Standing Orders on retirement by rotation should be that any Board Member standing for re-election should only be eligible to be a Board Member for a maximum of 6 years from their initial election before standing down for at least one term. (Action at AGM by Miles Williamson-Noble)

The Articles of Association set out that there should be at least one Board Member registered at Companies House as a Director but did not set out any maximum. It was agreed that all Board Members would be invited to become Directors after serving a year in post, but that there was no requirement for them to do so if they did not wish. (Action Miles Williamson-Noble)

8. Finance

Management Accounts to 30 Jun 20

PK

Paul Kitson had provided a statement of funding and expenditure up to 30 Jun 20. These showed figures: to March 2019; to March 2020; Apr–Jun 2020; year to date; and project to date. In some areas these figures differed considerably from the initial budget application because of changes in the requirement and the effects of Covid-19. The National Lottery had indicated that they were happy with the changes. The Steering Group had asked for cash flow figures to review at its meeting in September. (Action Paul Kitson)

9. Any Other Business

Chair

There were no items of other business

10. Dates of Next Meeting and AGM

Chair

It was felt that there was not a need for another Board Meeting before the date of the AGM. Taking account of the availability of key Members of the Board and Rutland school holidays, it seemed that a meeting in the week beginning 12 October would be best. Miles

Williamson-Noble would invite Oliver Savage, our National Lottery Funding Officer, to attend, and would fit the date around his availability. (Action Miles Williamson-Noble)

11. Website Development Contract

Geoff Thompson absented himself from the discussion because of a potential conflict of interest.

The Project Manager had requested that the Resilient Rutland website be moved from a GoDaddy web builder to WordPress to get round the limit of 50 pages being imposed by GoDaddy. This had been endorsed by the Steering Group. The Project Manager did not have sufficient time within her allotted working hours to carry out the work. Geoff Thompson had identified U-Comms (Rutland) Ltd, a company run by his son, as wishing to tender for the work; the Project Manager also expressed an interest in doing the work as a separate contract. Because of the sensitivity of offering the work to either U-Comms or the Project Manager without going out to competitive tender, although at an estimated £2,000 this was permissible under the Procurement Procedures, it was decided to carry out a formal tender exercise. A specification was produced and the following, who had expressed an interest, were invited to tender:

- Rutland Community Ventures
- Jesterhouse
- U-Comms (Rutland) Ltd
- Resilient Rutland Project Manager

Having seen the specification, Rutland Community Ventures and Jesterhouse decided that there was not sufficient opportunity for them to carry out development work and decided not to tender. Tenders were received from U-Comms and the Project Manager and were passed to two Board Members who were independent of the bidders for assessment and recommendation to the Board. They considered the two tenders closely matched in terms of cost, timescale and competence, but considered that on balance the contract should be offered to U-Comms (Rutland) Ltd. This was agreed by the Board (4 in favour and 1 abstention). (Action Miles Williamson-Noble)

S M D Williamson-Noble

Chair Rutland First CIC