

Community Foster Care
Company Registration Number – 03719101
Company Limited by Guarantee

Written Resolution:

The directors of the above company proposed that the following resolution in accordance with Section 21 of the Companies Act 2006 "Amendment of Articles" is passed;

" 50 The quorum necessary for the transaction of the business of the Board of Directors shall be three members of the Board of Directors. "

The Directors agreed to this resolution on 20th March 2013 as minuted in the Board Meeting Minutes



Mr John McLaughlin
Director and Company Secretary

TUESDAY



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A39

30/07/2013

#209

COMPANIES HOUSE



Minutes of the Community Foster Care Board Meeting
Held on Wednesday 20th March 2013 at 5 30pm
Unit 15, The Hawthorns, Hawthorn Lane, Staunton, Gloucester, GL19 3NY

Present David Goosey (DG) *Chair*
Mary Adlard (MA) *Company Secretary*
Katy Harrington (KH) *Trustee*
Joanna Jansen (JJ) *Trustee*
John McLaughlin (JM) *Trustee*
Mariana Straton (MS) *Trustee*

In attendance Becky Pearson (RP) *Chief Executive*
Kathy O'Keeffe (KO) *Minutes*

		Action
1	Apologies Apologies were received from Diana Robinson and Judi Bonham The meeting commenced at 18 35	
2	Declaration of Interests There were no declarations of interest	
3	Minutes and Matters Arising - 21st January 2012 There were no minutes as the January meeting was not held as it was not quorate The Board formally agreed to reduce the quoracy from 5 to 3 in the Mem and Arts MA proposed this and it was seconded by KH JM to effect the change MA asked JM to change the company secretary name on the Charities Commission website, with effect from today	 JM JM
4.	Company Secretary's Report MA reported that debtors had increased to 50% and therefore the bank balance was down from £635,600 to £586,500 The level of reserves had reduced slightly, as expected YTD was £16,089 but the deficit of £42,000 shown on the December graphs was incorrect as the figure was £56,000 in January RP said there had been teething problems with the new book-keepers but she felt it was almost sorted RP will meet with them again tomorrow and address this MA reported that the lower payroll costs had resulted in better figures DG thanked her for the report <u>Interim Appointment of Company Secretary</u> An initial discussion was held about whether to keep the Finance Director and Company Secretary as one Trustee MA said a Treasurer would sit better than a Finance Director from a charity perspective MA outlined the pros and cons of combining the role She said it was quite a lot of work and required an understanding of governance matters and ensuring processes were followed correctly	 RP

She saw the role of treasurer as having an oversight of financial transactions, processes and financial planning as well as reporting to the Board and providing support to the CEO. She warned that one person doing both jobs could direct the Board if the Board weren't strong enough.

DG proposed the separation of the roles of Company Secretary and Treasurer for both companies. This was seconded by MS and it was agreed unanimously.

DG proposed JM act as Company Secretary for both companies, JJ seconded this and it was agreed unanimously.

5 Budget

MA circulated her budget précis. RP reported that additions had yet to be made to the budget for recruitment of the new CEO plus KEEP evaluation and PR. DG brought forward item 9. He felt the proposal from HRML re CEO recruitment covered admin rather than actual recruitment. Following discussions between DG and KH he preferred search and selection rather than just selection. He asked KH for an estimate of cost, based on an £80k salary. KH said the process would cost in the region of 30% of salary for a high calibre candidate. She proposed inviting some agencies to give presentations. JM suggested setting a ceiling for this work. DG proposed a budget of £30K for CEO recruitment. This was seconded by KH and unanimously agreed.

KO to add the selection process to the May agenda.

RP to update her Job Description and send to KH along with details of any recruitment agencies.

KO
RP

DG said the KEEP project would provide a lot of data but qualitative data would need to be added. Existing data should be gathered to compare with the KEEP data. A discussion was held on the funding required to carry out this work. DG proposed a budget of £25,000 for KEEP evaluation. This was seconded by JM.

DG stressed KEEP should be promoted widely. KH suggested drip feeding this information. DG said the placement finders in Local Authorities and the Managers of LAC services should be kept informed of progress on this. RP said she envisaged putting together a KEEP pack which could be used to promote the service. KH said an article in Community Care would be a good promotion tool and would also be useful for the CEO recruitment.

DG proposed a budget of £30K for KEEP PR and this was seconded by JM and agreed unanimously.

MA said the costs outlined above increased the budget by £85K, reducing the forecast surplus to £104,969.

6. Chief Executive's Report (RP)

RP reported that the target figures had been met in February, however by March two families had moved to the Local Authority taking five children with them. There was, however, capacity for 74 children within the Agency.

Bookcheck have taken over the book-keeping role and January was quite stressful however February was much improved. They have said they will absorb the cost of the additional hours required to get the book-keeper on-line.

A press release will be issued monthly and the whole year's marketing has been planned to ensure all social media is fully utilised.

RP has been working with MIS to improve the IT systems. She had agreed to install four new IT servers, two for the north and two for the south to cover email and documents separately. MIS had arranged with one of their customers to donate two servers which they had bought surplus to requirements and this was much appreciated. The work will start in April.

The new pension arrangements have been put in place and RP will manage that until Bookcheck are up to speed.

Forward planning for KEEP has resulted in four training courses booked for this year, two in the south and two in the north.

MS asked about RP's work in Ireland and whether this was something the organisation should be looking to do. RP said the trip had been cancelled twice and she didn't feel it would happen now. KH said consultancy could be offered externally if an agency were failing and needed our expertise.

KH asked if the Agency had considered getting in an external agency or consultant to assess the impact of the Agency's work so far and what we were proposing to do with KEEP. She also suggested possibly bringing in someone from a University to give some academic rigour to the work as this would be a great marketing opportunity both within the sector and to a wider academic audience.

7. Update on the Action Plan for Ofsted Inspections

RP circulated a paper and said all work had been done and the carers' survey results received so far were very positive. JM asked if there was anything the Board could do to support the outstanding issue of a children's champion. JJ volunteered to take on the role and the Board accepted her offer.

8 Chief Executive's Salary Review

DG asked RP to leave the room whilst the discussion took place.

DG circulated a paper outlining the CEO's performance review strategy agreed in December 2010. He reported that the car allowance of £6k had been set but RP had only been drawing £5k per annum. This would be redressed.

DG said there were three years to be reviewed: Year 1 - July 2010 to April 2011, Year 2 - April 2011 to March 2012 and Year 3 April 2012 to March 2013. It was therefore possible to award a maximum of £7,250 per calendar year or 50% of that depending on achievements. For Year 1 he had outlined the achievements for the first ten months using the audited financial statements. Years 2 and 3 had been assessed against the operational plans.

The Board discussed the achievements listed, by year DG asked for the Board's view on whether the targets had been met, not met or exceeded For Year 1, the Board agreed the targets had been met

For Year 2, the Board agreed the targets had not been met but DG felt that not meeting the numbers was outside the company's control as he felt the targets were unrealistic in the economic climate The first year also saw the end of the 'block grant' of Asylum seekers For Year 3, the Board agreed the targets had been exceeded

JM said all the work Becky had put in over the three years should be recognised, regardless of the results DG agreed her supreme effort and sacrifice should be rewarded, especially in light of her ill-health during that time which had not lessened the effort or commitment she had shown to the company He said these things were not reflected in the objectives

Unanimous agreement was given to bonuses of £6,041 67 for Year 1, £3,625 00 for Year 2 and £7,250 for Year 3 would be paid These totalled £16,916 67 and will be paid in April's salary A pay rise was agreed to raise RP's salary to £80,000 pa with effect from 1st April 2013 The performance review criteria will be reviewed in March 2014 KO to add to the March 2014 agenda KO to draft letters to RP outlining the increases and to Bookcheck to effect this rise DG to sign

KO
KO
DG

9. **Chief Executive's Succession Planning**
This was discussed earlier in the meeting

- 10 **Any Other Business**
DG confirmed that when a meeting didn't take place, the managers' reports would be held on the website along with the Company Secretary's monthly report but there would be no report from RP

RP returned to the meeting

JM to draft a proposal to facilitate improved communications between Board Members and bring to the May Board Meeting KO to add to the agenda

JM
KO

Everyone to let KO know how they are planning to travel to Lancaster in May

ALL

- 11 **Date of Next Meeting**
22nd May - Lancashire
24th July
9th October
20th November

There was no further business and DG closed the meeting at 20 25

Signed



Date

21/5/13

David Goosey - Chair