

**MINUTES of the Calderdale Wellbeing Full Board Meeting
Wednesday 23rd October 2019, Healthy Minds, 19:00 to 21:00**

Present (members): Kate Hallitt (KH), Carla Harrison (CH), Paul Hunt (PH – Chair)
Jonathan Morrish (JM), Martin Roberts (MR)
and Naomi Sutcliffe (NS)

In attendance (non-members): Wendy Anderson (WA – Admin Worker)
Dianne Darby (DD – Operations Manager)
Jonny Richardson Glenn (JRG – Chief Officer)

1. **WELCOME AND INTRODUCTIONS:** Chair welcomed everyone.

2. **APOLOGIES:** Lydia Blundell (LB), Freda Davis (FD – Treasurer), Jen Fagan (JF), Diz Manning (DM) and Jonathan Stephen (JS)

3. **DECLARATION OF ANY CONFLICTS OF INTEREST IN ANY MATTERS ON THE AGENDA:** None.

4. **MINUTES OF PREVIOUS MEETING (Tue 10th Sep 2019).**

Agreed as a correct record.

5. **MATTERS ARISING FROM THE MINUTES:**

- a) Item 5a) Disabled access to HM: Jonny and Martin gave update:
 - i) Lloyds funding application had unfortunately been declined:
 - Reason: very competitive process.
 - A local junior school was the winner.
 - In total 12 awards issued – all to local organisations.
 - We can try again next year.
 - ii) There may be a further opportunity via Community Foundation.

- b) Item 6c) Proposal for 2nd Ops Manager: Jonny updated:
 - i) Three application forms in to date, 2 of which were very strong.
 - ii) Closing date was a few days off.

- c) Item 9a) HM Development Day, Mon 16th Sep 2019:
 - i) Overall felt to be successful.
 - ii) We're collating the notes.
 - iii) Paul thanked all who attended – he was really pleased that four Trustees had been able to make the morning session.

6. **PROJECT / TEAM INFORMATION-SHARING – TIME OUT:**

- a) Jonny explained that team-members couldn't attend today but had submitted a printed summary of areas covered by the project. It was noted that attendance at evening Board meetings may be a "big ask" of staff. Costs need to be weighed against benefits but noted that Trustees do need to be aware of the organisation's business.

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- b) Link Trustees met with team: Kate and Jonathan (Stephen) had met with Tara (team-leader) plus team-members Kim and Laura:
- i) Time Out project mainly delivers wellbeing courses.
 - ii) Courses are well-received and very popular.
 - iii) Very dynamic team: energy and enthusiasm can be felt.
 - iv) Kate and Jonathan had been impressed with the passion and commitment shown.
- c) Currently recruiting: Jonny reported that the project was currently recruiting for a further project-worker – this role to include marketing.
- d) Demand: Jonny highlighted a very busy programme and how the project, in its 6th year, could never keep up with the high demand.
- e) Short notice from schools: Di flagged up the issue of schools requesting sessions at short notice – need for clear communication.
- f) Discussion points:
- i) Project activities available to all young people in Calderdale aged 10 to 19.
 - ii) The Borough uses a whole-system approach including partnership-working (considered to be very progressive compared with some local-authority areas).
 - iii) In particular, the lead-person on policy for NHS England is said to be very interested in the approach locally.
 - iv) Still room for improvement but we feel the local authority are ahead of others on this.
 - v) Funding: Jonny noted that the project is underspent – stems from first-year funding with micro-commissioning strand. The underspend amount was not significant.
 - vi) Have we adequate resource for our aims? Most Time Out funding is DH funding via CMBC. Team capacity is the issue.
 - vii) Need to encourage staff team to take a realistic pace.
 - viii) Blooms Project (<https://mentalhealth-uk.org/partnerships/projects/bloom/>): Martin reported on this upcoming project which is linked with Lloyds Bank:
 - £5m nationwide funding envisaged.
 - Focussed on junior and senior schools.
 - Calderdale area will be involved.
 - Will send counsellors into schools to train teachers to spot signs of mental / emotional ill-health.

Chair noted a potential risk here that needs to be understood properly.

Paul and Jonny to liaise re which team to invite to the next meeting. If team-members are unable to be present, the Board link-member could report.

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7. MAIN AGENDA ITEMS:

- a) AGM, Annual Report and Accounts 2018 / 2019.
Jonny reported:
- i) Information has gone to Independent Examiner, Helen at WYCAS, who then produces draft report for approval.
 - ii) We're likely to have this for next Board meeting in December. Board needs to approve it, following which we can hold the AGM.
 - iii) Independent Examiner for next year to be agreed at the AGM.
Discussion:
 - Some issues re current Independent Examiner.
 - Noted that WYCAS deal with organisations up to £1 million annual turnover, so we still qualify for this.
 - WYCAS charges £1100 / 1200; other organisations probably £1800+.Action: Jonathan M to work with Finance Officer, Ann, to consider alternatives.
 - iv) We need to ensure that our AGM arrangements comply with Calderdale Wellbeing's Memorandum and Articles of Association. This will inform the review of Membership, to be undertaken by Martin. Action: Paul.
 - v) Trustees. In line with the Articles of Association, Directors retire by rotation i.e. those who have been longest in office since their last appointment (Lydia, Naomi and Jonathan S). The Board agreed it wanted to re-nominate Lydia, Naomi and Jonathan S as trustees.
 - vi) Chair reported that Beverley Smith and Steve Redman were stepping down this time but not opting for reappointment.
 - vii) Freda wants to remain a Trustee but to step down as Treasurer and Chair of Finance Sub Committee. Chair noted the fantastic job she's done in both guises.
 - viii) Articles do not stipulate there must be a Treasurer, and it is understood that the Charity Commission does not expect charities to have a Treasurer if a member of staff is employed with responsibility for the charity's finances. It was agreed not to appoint a new Treasurer but to appoint a Chair of the Finance Sub-committee. Jonathan M agreed to undertake this role, and the Board agreed his appointment, to take formal effect from the AGM.
 - ix) Actions: Jonny and Paul to fix AGM date; and speak with Helen of WYCAS regarding Accounts need to be available for approval at the next Board meeting.
- b) Implementation of Marketing Plans – next steps: Kate spoke to this:
- i) The proposed role is part-time at 21 hours, £21,589 p.a., (correction to the Marketing Sub Committee notes, presented to September Board).
 - ii) Jonny confirmed that the KPIs were achievable on this basis.
 - iii) Post to be advertised externally.

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Paul thanked Kate and Jonny; and moved we accept the KPIs and support investment in this for 3 years. It was agreed that the Board would review progress in a year's time.

- c) Trustee Induction Pack – scoping proposal: Carla spoke to her paper. It was understood that some parts of the proposal are already in place. Carla agreed to undertake and provide a gap analysis to the Board.
 - d) Non-HR Policies review proposal:
 - i) Jonny to prioritise non-HR policies for review.
 - ii) Paul has met with Jonathan S and asked him to do a scoping paper for the next Board meeting regarding a draft equality, diversity and inclusion strategy, to include cover for all protected characteristics, and to consider service users, staff, volunteers, Board members and membership.
 - e) Charity Code Governance: Carla noted that publishing the Charity Code of Governance should be considered for the Annual Report for 2019/20. The priorities for 2019/20 were agreed, with the removal of Communication Strategy from the action list.
 - g) Chief Officer Mid-year Review: Paul confirmed that Jonny's mid-year review had taken place, and thanked Carla for assisting with this. The Board gave its support to the objectives agreed at the mid-year review. Paul and Jonny will regularly review progress against objectives.
 - h) Board Self-evaluation: Trustees to do this after close of meeting.
8. **CHIEF OFFICER'S REPORT:** Jonny spoke to the updated Business Plan:
- a) Safespace: Still no decision regarding tender arrangements, and CCG expectations for 2020/21 financial year.
 - b) Forum: Successful relaunch of HM Forum, which was attended by Holly Lynch, the MP for Halifax.
 - c) Quality for Health: Developed in Calderdale by CCG and Voluntary Action Calderdale – Dianne is continuing to working on this, and will provide an update to the next Board meeting.
 - d) Money in Mind: Extended for a further year.
 - e) Todmorden: We understand that funding will be awarded to enable this project to continue for a further year.
9. **REPORTS FROM SUB-COMMITTEES / WORKING GROUPS:**
- a) Development Sub: Nothing to report.
 - b) Staffing Sub: Naomi is liaising with Lydia on next meeting.

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- c) Finance Sub: The Board reviewed the minutes of the Finance Sub, and noted the current strong position.

- 10. **SAFEGUARDING:** There were no issues requiring consideration by the Board.

- 11. **CHAIR'S BUSINESS:** Paul noted risks identified within the meeting, that should be added to the Risk Register:
 - a) The Blooms organisation proposal to send counsellors into schools to train teachers to spot signs of mental / emotional ill-health.

 - b) Failing to reflect the diversity of the population we serve. Paul called on all Trustees to keep these in mind.

- 12. **ANY OTHER BUSINESS:** None.

- 13. **DATE OF NEXT MEETING:** Dianne indicated a clash with Healthy Minds' Winter Warmer thought to be going ahead on the evening of Wednesday 4th December. She would check and confirm back to the Chair. It was agreed that, if necessary, the Board Meeting would be moved back to the following week and would then take place on Wednesday 11th December, 19:00 to 21:00.

Chair thanked all attendees and closed the meeting at 21:04.