**MINUTE**

**Independent Living Fund Scotland: Board meeting**

**Fleming A, 5 Atlantic Quay, Broomielaw, Glasgow, G2 8LU**

**Friday 8th January 2016: 09:30am - 12:30pm**

**In Attendance**

Susan Douglas-Scott Chair, Board of Directors

Bridget Sly Board Director

Alan Dickson Board Director

**Apologies**

Fiona O’Donnell Board Director

**Present**

Peter Scott CEO

Harvey Tilley Chief Operating Officer

Nadeem Hanif Head of Finance

Robert White (Agenda item 2 only) Head of Social Work

Aileen McNiven Executive Business Manager

1. **Welcome, introductions and apologies**

The Chair welcomed everyone to the first formal meeting of the ILF Scotland board, and thanked all for attending.

Apologies were noted from Fiona O’Donnell due to inclement weather conditions restricting travel. The Board tried to connect via tele-conference, however were unsuccessful, but summarised together at the end of the meeting.

 **Declarations of Interest**

There were no declarations of interest expressed from any attendees.

1. **ILF Scotland Quarterly Report and Finance Report**
	1. **Quarterly Report**

Peter Scott introduced the Independent Living Fund Scotland Quarterly Report and spoke to the paper, alongside Harvey Tilley, Robert White and Nadeem Hanif.

Peter gave a brief update in line with the paper.

In particular Peter asked the board to give consideration to the process for amending policies generally, and Policy 24 in particular.

Robert White informed the Board that there may be a requirement to amend ILF Scotland policies in line with the current and changing social and political landscape. Robert spoke of the need for ILF Scotland to emphasise partnership and to maximize the use of the ILF Scotland Fund. In particular the issue of the changing balance between ILF Scotland and LA funding was discussed at length. The board indicated in principle their support for the proposed policy change, subject to reviewing the paper before it is submitted to Scottish Government.

The Board **agreed** that any policy changes should be:-

* accompanied with an outlining rationale for the change
* approved by the ILF Scotland Board prior to submission to the Scottish Government for formal approval

Peter informed the Board that the organisation although in its infancy was settling down well and systems were bedding down.

Harvey spoke of the Assessors working through the back log of ILF Scotland recipient reviews and acknowledged it was taking longer than first expected due to the nature of bedding down a new organisation.

Harvey explained that a Project Management Plan was progressing well and a Risk Management Plan would be submitted to the first Audit & Risk Committee at the end of January. A first draft of the fully benchmarked remuneration package will be submitted for approval to the Remuneration Committee on the 26th February.

The Board was informed that the FOI system was now fully functional and compliant. It was agreed to request access for the Board to all Parliamentary Questions and FOI queries- via the Sponsor Team.

The Board **noted** the Quarterly Report. and Finance Report which will be submitted for approval at the next Board meeting following a few changes and additions.

* 1. **Finance Report**

Nadeem spoke to the paper and acknowledged that the current budget was created from a standing start with no historical data. Nadeem spoke positively of the challenges this has created in the first year, however a clearer picture was emerging for the future.

Following detailed discussion on the Management Accounts to November 2015, Alan requested that an expenditure plan be created and submitted to the Audit Committee for scrutiny. Also, Peter will speak with the Sponsor Team regarding the possibility of an underspend in the 15/16 Budget.

1. **Draft 16/17 Budget**

It was acknowledged that this paper was an initial draft only. The paper was presented for information and comments were invited.

The Board noted the Draft Budget which will be amended and submitted to the Audit& Risk Committee on 28th January prior to submission for approval at the next full Board meeting.

1. **Terms of Reference-Board/Audit Committee/Remuneration Committee**

Peter Scott introduced the ToR for the Board, Audit & Risk Committee and Remuneration Committee. The Board noted that we are waiting for our Framework Agreement from Scottish Government, which may have implications for the board terms of reference.

The Board noted and approved, in principle, the ToR for all committees subject to a few minor amendments. All comments to be sent to Peter.

Susan requested that the Audit Course PowerPoint be forwarded to Alan and Bridget and both should attend the ‘On-Board’ Audit & Risk course.

Susan requested that ToR should remain as a standing item on the agenda to confirm proposed amendments have been made and to ensure compatibility with the Framework Agreement. At this stage, formal approval will be possible.

1. **Mission , Vision and Strategy**

Susan explained that ILF Scotland should develop a ‘Mission, Vision and Strategy’ as soon as possible, to give clarity to what ILF Scotland stands for and its future direction. It was noted that although ILF Scotland await the New Fund Framework from Scottish Government, this work should be started.

Peter and Susan to consider engagement with DPO’s prior to the creation of the co-production working group to ensure their continued engagement.

1. **Internal & External Audit Plans**

Nadeem explained the Scottish Government procurement process to the Board in order to appoint the Internal & External Auditors. Two bids have been received for the Internal Audit work. The External Audit process is still out to tender.

It is expected that the Internal Auditors should be appointed and in place by mid-January, with the External Auditors being appointed by mid-February at the latest.

Alan, Peter and Nadeem will recommend Auditors for appointment following the procurement process, and Alan will make a formal recommendation to the Board for approval on completion of the process.

The Board **agreed** that Fiona O’Donnell will be seconded to the Audit & Risk Committee for the meeting on January 28th only, due to Bridget being on annual leave with no access to emails and phone.

1. **Directors Register of Interests –Policy**

The Conflict of Interest Policy was **agreed** subject to the following amendments:

Para 2: Line 2 – remove ‘integrity’ and replace with organisation

Para 2: Line 3 – remove ‘integrity and’

Para 3: Line 3- remove ‘I’

1. **AOB**

The following future meetings were **agreed** by the ILF Scotland Board:

**Full Board**

 7th April 2016 1:30pm-4:30pm Atlantic Quay, Glasgow

27th June 2016 11:00am-3:00pm Denholm House, Livingston

10th October 2016 11:00am-3:00pm Atlantic Quay, Glasgow

**Board Development Day**

26th February 2016 Full day Atlantic Quay, Glasgow

**Audit & Risk Committee**

28th January 2016 09:30am-12:00pm Atlantic Quay, Glasgow

24th March 2016 10:00am-12:00pm Atlantic Quay, Glasgow

16th June 2016 3:00pm-5:00pm Atlantic Quay, Glasgow

22nd September 2016 10:00am-12:00pm Atlantic Quay, Glasgow

Members : Alan Dickson ( Chair), Bridget Sly

**Remuneration Committee**

26th February 2016 Following Board Dev Day Atlantic Quay, Glasgow

Members: Fiona O’Donnell ( Chair), Susan Douglas-Scott

1. **Clo**se

The Chair thanked everyone for attending and looking forward to working with everyone

**ACTION POINTS:**

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| --- | --- | --- | --- |
| **Action Point** | **To be Actioned by** | **Timescale** | **Actioned?** |
| Distribute amended policies to Board members. Any questions and comments to be emailed to Peter (cc Susan)  | Peter Scott | Monday January 25th | **Completed** |
| Request to Sponsor Team - Parliamentary Questions and FOI queries regarding ILF Scotland be forwarded to board members | Peter Scott | Monday January 25th  | **Completed** |
| ToR: Comments to be emailed to Peter from Board re amendments /additions. Peter to update ToR | Peter Scott | Monday February 1st  | **Completed** |
| Alan Dickson and Bridget Sly to attend ‘On Board’ Audit & Risk Course | Aileen McNiven | Friday March 18th | **Completed**  |
| Mission, Vision & Strategy development work to continue as priority. | Peter Scott/Susan Douglas-Scott | Thursday April 7th Board meeting |  |
| Create Expenditure Plan for Audit Committee | Nadeem Hanif | Thursday January 28th  | **Completed** |
| Speak to Sponsor Team re 2015/2016 Budget underspend at meeting on 19th January  | Peter Scott | Tuesday January 19th  | **Completed** |