**MINUTE**

**Independent Living Fund Scotland: Board meeting**

**ASH, Denholm House, Almondvale Business Park, Livingston, EH54 6GA**

**Monday 27th June 2016: 11:00am – 3:00pm**

**In Attendance**

Susan Douglas-Scott Chair, Board of Directors

Bridget Sly Board Director

Alan Dickson Board Director (to end of item 9)

Fiona O’Donnell Board Director

**Present**

Peter Scott CEO

Harvey Tilley Chief Operating Officer

Nadeem Hanif Head of Finance

Tracy Hodgen Sponsor Team, Northern Ireland

Colin Dunlop Sponsor Team, Northern Ireland

Cathy Wyllie External Auditor, Henderson Logie

Louise Carmichael Internal Auditor, T.I.A.A. Ltd

Jim Maguire Accountant (Contractor)

Aileen McNiven Executive Business Manager

**Welcome, introductions and apologies**

The Chair opened the meeting welcoming everyone, with a special welcome to the sponsor team from Northern Ireland, Internal and External Auditors and Jim Maguire. All attendees introduced themselves.

The Chair informed the Directors that 3 newly appointed Directors would join the Board at the next Board meeting. The CEO and the COO will be organising their induction as soon as possible.

The Chair spoke of the exciting work which is underway with regard to the New Fund.

**Declarations of Interest**

There was one declaration of interest expressed from the attendees.

* Due to a conflict of interest , it was noted that Cathy Wyllie, Henderson Logie ( External Auditors), would leave the meeting during item 6: Directors Resolution to Reappoint External Auditors

1. **Minutes of previous meeting**

The ILF Scotland Board approved the previous meetings minutes (BD.02.16) with no amendments.

1. **Matters Arising**

All matters arising were discussed within the scope of the agenda with one exception.

* **Item 12:** 2nd Resolution to amend Company Articles has been completed and filed with Companies House.

|  |  |
| --- | --- |
| **3.** | CEO Report and Strategic Performance  (Refer to CEO Report and Strategic Performance)  The CEO introduced the paper and highlighted the following key points:-   * **New Fund**   The CEO updated the Board regarding the new fund engagement events programme which is currently underway. The events are being held in order to consult with stakeholders and to gather information on the criteria which will form the New Fund, ensuring there is genuine additionality and achieving independent living outcomes.  The events are being held in 8 locations across Scotland with delegates attending from DPO’s, COSLA, Social Work Scotland, Voluntary Sector, disabled people and carers.  The two broad themes being suggested at the events are:-  1. A time-limited award to help disabled people at critical or transitional stages of their lives  2. A single payment grant to help disabled people purchase a service or piece of equipment.  The ILF Working Group has met twice, with a third meeting planned on 1st July 2016, to develop the criteria and parameters of the New Fund. The CEO spoke of the importance of members of the group ‘buying in’ to the co-production of the New Fund to ensure all opinions are considered.  The Board requested a summary of the ILF Working Group to date.  **ACTION: CEO to distribute brief summary of Working Group meetings to Board Directors**  The CEO notified the Board of a letter which was distributed to DPO’s by ILF Scotland with regard to the New Fund. This letter refers to the New Fund aiming to open in 2017. Scottish Government have made it clear that any decision or announcement relating to the timing of the opening of the fund will be made by Ministers.  The Board **noted** the CEO’s notification.   * **Local Authority: Glasgow City Council**   The CEO informed the Board of a pattern appearing to emerge where Glasgow City Council are, following assessment, reducing individual care packages, sometimes to the threshold sum, and often without any reference to ILF Scotland.  The Board commented that those actions are inappropriate and ILF need to be involved.  The CEO informed the Board that a plan to mitigate this action is being considered.  The Board supported this approach, **noted** the action, and requested to be kept informed of future actions and responses.   * **Welsh Administration**   The CEO notified the Board that the Welsh Administration has approached the Scottish Government requesting a proposal/options paper for ILF Scotland to administer the Welsh ILF awards from March 2017. This is one of a number of options being considered by the Welsh Administration. The COO has submitted a proposal and correspondence is awaited.  The key risks acknowledged were data quality and sufficient resourcing.  The Board requested that the proposal/options paper be distributed.  **ACTION: COO to forward proposal paper to Board Directors.**   * **Continuous Improvement**   The COO notified the Board of the Continuous Improvement plan which has been mapped out to maintain essential work and also make improvements to current processes in order to ensure ILF Scotland is lean and efficient.  The COO spoke of the costs to implement the findings of the plan and also the potential detrimental impact on ILF Scotland if the budget (to be agreed) does not allow this essential piece of work to be completed.  The Board **noted** the COO’s report, raising concerns that an agreed budget is not yet in place.   * **Remuneration**   The COO advised the Board of the current remuneration work being conducted by ILF Scotland. The work to date has been transparent and involved the Public Pay Policy team at each stage.  The current job roles have recently been evaluated by external Croner Reward specialists, benchmarked and aligned against other similar roles in the sector. The business case has now been submitted to the Public Pay Policy team within the Scottish Government -this includes the costs, grading and the financial impact for years 1, 2 and 3.  ILF Scotland await direction on the next steps to take this forward. The COO informed the Board that the Sponsor team have anxieties regarding the significant costs of the implementation of the business case.  The Board **noted** the risk to ILF Scotland should the remuneration plan not be implemented as staff retention may become a concern. |
| **4.** | **Audit & Risk Committee feedback**  (Refer to Audit & Risk Committee Minute :Audit BD.05.16)  The Chair of the Audit & Risk Committee (Alan Dickson, AD) informed the Board of the positive position of the Year End Accounts and the accurate piece of work around the budget forecasting.  Alan updated the Board on the ‘Letter of Comfort’ which had been received from the Scottish Government (SG), outlining the commitment to fund ILF Scotland for the fiscal year 2016/17.  The Board noted the absence of an agreed budget for 2016/17, expressing concern that this is not yet in place as ILF Scotland approach the end of Q1. It was noted that verbal reassurances had been received from SG by The Chair, CEO and COO, giving the Board confidence that a satisfactory conclusion will be achieved. The Board recognised the limited resources of the SG Sponsor team.  The CEO said that it was challenging to make decisions and forward plan without a concrete budget to work to.  The Board **noted** the Audit & Risk Committee feedback. |
| **5.** | **External Audit Report**  (Refer to Report)  The External Auditor (Cathy Wyllie (CW)) thanked Nadeem Hanif (NH) and Jim Maguire (JM) for all their help and support to generate the External Audit report within the tight timescale.  CW spoke to the paper and informed the Board that the External Auditors were satisfied with their finding for the year 2015/2016. (the 1st Year of ILF Scotland)  A brief discussion developed with the Board asking questions regarding staff Disclosure Checks which are carried out on 3 year cycle and DPA – following the EU referendum. CW advised that it is imperative that all staff and Directors are trained and updated regularly in Data Protection prior to the GDPR being implemented in May 2018 (subject to Scotland maintaining membership of EU).  The COO informed the Board that four staff members had also attended IAO (Information Asset Officer) training over the last year and changing legislation is implemented as necessary.  Alan Dickson (AD) requested that Credit Card procedures be added to the agenda ‘for discussion’ at the next Audit & Risk Committee meeting.  **ACTION**: Credit Card Agenda item to be added to next Audit &Risk Committee meeting  The Board **noted** the External Auditors Report |
| **6.** | **Director’s Resolution to Reappoint External Auditors**  (Due to a Declaration of Interest - Cathy Wyllie left the Board meeting for this item only.)  The Board **unanimously approved and signed the resolution** to reappoint the External Auditors, Henderson Loggie to June 2017. |
| **7.** | **Statutory Accounts 2016**  (Refer to Statutory Accounts)  Jim Maguire (Contract Accountant) spoke to the paper and guided the Board through the Statutory accounts.  It was acknowledged that the accounts were complex due to ILF Scotland being a limited company and also having to adhere to International Financial Reporting Standards (IFRS’s), Scottish Public Finance Manual (SPFM) and Financial Government Manual (FReM).  The Chair of the Audit & Risk Committee informed the Board that the committee had studied the Statutory Accounts in detail and were satisfied that they were a good set of compliant papers.  The Board **unanimously approved** the Statutory Accounts 2016. |
| **7a.** | **Management Accounts to May 2016**  (Refer to paper)  The Head of Finance (NH) spoke to the paper.  NH updated the Board of the Accounts to May 2016, stating that an overspend of £100k to year end 2017 is forecast.  The CEO referred the Board to the Audit & Risk Committee minute Pg. 5 , Item 8, Audit.04.16: -  “*The committee noted the projected overspend of approximately £100,000 on current information was an area of concern, although there is an opportunity to resolve this throughout the remainder of the financial year, either by agreeing an improved budget or taking remedial action. It was noted that the issue could be resolved if ILF Scotland could gain control of the overall budget, including the award budget. Susan agreed to contact Maureen Bruce for further discussion and requested email clarification from Peter of the budget setting process to inform this communication.”*  Susan has since written to Maureen Bruce, and awaits a reply.  The Board **noted** the Management Accounts to May 2016. |
| **8.** | **Internal Audit Plan**  (refer to paper)  Following a short discussion the Board **unanimously approved** the Internal Audit Plan. |
| **9.** | **Risk Register**  (refer to paper)  The Board **noted** the Risk Register.  (Alan Dickson, Colin Dunlop and Tracy Hodgen left the meeting  -apologies were noted and accepted) |
| **10.** | **Mission, Vision & Draft Strategy Statement**  (refer to paper)  A detailed discussion progressed regarding the strategic plan. The Board suggested that the document be much shorter, formatted to grab attention, be in ‘Easy Read’, and to be broader in context.  The Board recommended the following amendments:   * Summarise the narrative throughout the document * Mission – to be simplified * Executive statement to be shorter and should be from both CEO and the Chair of the Board. * Vision, Mission and Principles to be shortened and more to the point. (bullet points suggested) * Case studies to be amended to be snap shots with a link to the website location * Rename Strategic Priority 1 and 2 * Pg. 12 Key Stakeholders – change LA’s to Health & Social Care Boards * Pg. 12 add -Life Long Learning Organisations * Change appropriate Priorities to key outcomes bullet points |
| **11.** | **AOB**   * **Draft Committee Meeting Schedule 2017**   (refer to paper)  Following discussion the Draft Committee Meeting Schedule is to be amended and redistributed.  The Board **noted**  the Draft Committee Meeting Schedule 2017   * **Risk Workshop**   The Head of Finance referred the Board to Pg. 7, Item 9, Audit .04.16 of the Audit & Risk Committee Minute - “The Committee requested that a risk workshop be planned for the Board”  The Board **agreed** to attend a Risk Workshop once the new Board members had taken up their appointments as this would provide an opportunity for all members to collectively participate in the discussion.   * **Statement of Compliance**   (refer to tabled document)  The CEO read out the Statement of Compliance from the Scottish Government sponsor team to the Board Directors with regard to the ‘Grant-in-Aid’ for 2016/17.  The Board **unanimously agreed** to sign the document.  **ACTION:** CEO to submit signed document to Scottish Government Sponsor Team by 30th June 2016 |
| **12.** | Close  The Chair thanked everyone for their hard work preparing the papers and thanked all for attending.  ***Next Meeting: 10th October in Fleming A, Atlantic Quay, Glasgow*** |

|  |  |  |  |
| --- | --- | --- | --- |
| **Action Point** | **To be Actioned by** | **Timescale** | **Actioned?** |
| Pg. 3, Item 3  CEO to distribute brief summary of Working Group meeting to Board Director | Peter Scott | July 15 2016 | **Completed** |
| Pg. 3, Item 3  COO to forward Welsh Administration Proposal to Board Directors | Harvey Tilley | July 15 2016 | **Completed** |
| Pg. 5, Item 5  Credit Card Procedures to be added to Audit & Risk Committee Meeting agenda | Aileen McNiven | August 12 2016 | **Completed** |
| Pg. 8 , Item 11  Amend and distribute Draft Meeting Schedule 2017 | Aileen Mcniven | July 312016 |  |
| Pg. 8 , Item 11  CEO to submit signed document to Scottish Government Sponsor Team by 30th June 2016 | Peter Scott | June 30 2016 | **Completed** |