

Meeting Minutes: Unrestricted, approved.

Meeting Title: Board meeting – Life Changes (Trustee) Limited addressing operations of (1) Life Changes (Trustee) Limited; and (2) Life Changes Trust, a trust in which Life Changes (Trustee) Limited is sole trustee.

Date: 13th April 2018

Trustees Participating	<ul style="list-style-type: none"> • Nigel Fairhead (NF), Board Vice-chair; Chair Finance Committee; member Remuneration and Reward and People Affected by Dementia Programme Committees • Isobel Grigor (IG), member Care Experienced Young People Programme Committee • Shona Hill (SH), Chair People Affected by Dementia Programme Committee • Alexis Jay (AJ), Board Chair, member Remuneration and Reward Committee • Shona Munro (SM), member Finance and Care Experienced Young People Programme Committees • Alison Petch (AP), member Care Experienced Young People Programme and People Affected by Dementia Programme Committees
In Attendance:	<ul style="list-style-type: none"> • Staff: <ul style="list-style-type: none"> ○ Anna Buchanan, (AB), Director People Affected by Dementia Programme (except restricted items) ○ Heather Coady, (HC), Director Care Experienced Young People Programme (except restricted items) ○ Maddy Halliday (MH), CEO ○ Dawn Revie (DMR), EA to CEO (minutes) (except restricted items) • Trust Protector: Douglas Graham (DG) • John Hildebrand (JH), Investment Manager, Investec (present for Item B2.1 only)
Meeting Chair:	AJ, Board Chair
Minutes:	DMR and MH

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Item	Minutes	Action
Section A: Standing Business Items		
A1. Welcome and Introductions	<p>AJ welcomed everyone to the meeting.</p> <p>The Board noted the resignation of MH as CEO of the Trust and that her last working day would be the 29th June 2018 (the day of the next Board meeting.) It was agreed that MH would focus on the following work during her notice period:</p> <ul style="list-style-type: none"> • progressing action from the April 2018 Board • preparation for the June 2018 Board • ensuring all corporate matters are in order • preparing a handover guide. <p>The Board also agreed that a trustee working group would be established immediately to plan and support a review of staffing to inform future recruitment plans. Staff would be consulted and recommendations would be made to all trustees.</p>	<p>MH</p> <p>NF/SH/SM/AP</p>
A2. Apologies	<p>Apologies were noted from the following trustees:</p> <ul style="list-style-type: none"> • Gillian Brown (GB), member People Affected by Dementia Programme and Chair, Remuneration and Reward Committees • Harriet Dempster (HD), Chair Care Experienced Young People Programme Committee • Collette Gallagher, member Care Experienced Young People Programme Committee • Claire Lightowler (CL), member People Affected by Dementia Programme Committee 	
A3. Declaration of Interests	<p>AJ advised that she had an association with CELCIS which was relevant to item 5.1.</p>	

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<p>A4. Minutes/Notes of Previous Meetings</p> <p>For approval and discussion</p>	<p>4.1 Friday, 15th December 2017 Board meeting</p> <p>4.1.1 Unrestricted draft minutes for approval The unrestricted minutes were approved.</p> <p>4.1.2 Unrestricted Action Update and Matters Arising</p> <ul style="list-style-type: none"> • (14) 2018 Annual Review Meeting (and Liaison) with BLF Scotland <ul style="list-style-type: none"> ○ Relevant colleagues in BLF had been advised of Trust Board and Programme Committee dates for 2018 and would also be advised of relevant Trust events in case they wished to attend. ○ The date of our 2018 Annual Review meeting was to be confirmed and also plans for the proposed annual workshop. • (23 and 26) Staff Satisfaction Survey <ul style="list-style-type: none"> ○ The Staff Satisfaction Survey Report for 2017 had been shared with all staff in December 2017 and was discussed at the April 2018 staff meeting. ○ Good progress had been made in reviewing IT challenges and solutions for our Edinburgh office but recommendations were not ready for our April 2018 Board. A paper with recommendations will be available for consideration by our June 2018 Board. • (28) Finance <ul style="list-style-type: none"> ○ The actual and projected income and expenditure forecast to 2023 would be considered at our May 2018 Finance Committee and presented to our June 2018 Board. • The rest of the unrestricted Action Update was noted. <p>4.2.1 Restricted draft minutes for approval The restricted minutes were approved.</p> <p>4.2.2 Restricted Action Update and Matters Arising The restricted Action Update was noted with no matters arising.</p>	<p>MH/DMR</p> <p>Mark Dobson (MD) Business Manager/HC/MH</p> <p>MD/MH/FC</p>
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Section B: Items for Decision, Discussion and Review

**Summary of all
Decision and Review
Items and
Recommendations**

Paper 1/18

Please see items below.

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<p>B1 Governance and Corporate Issues</p>	<p>1.1 Trustee Appointments (paper 2/18)</p>	
<p>Paper 2/18</p>	<ul style="list-style-type: none"> • The Board approved the re-appointment of the following as trustees of Life Changes Trust and directors of Life Changes (Trustee) Ltd for a further five years: <ul style="list-style-type: none"> ○ Harriet Dempster ○ Alexis Jay ○ Claire Lightowler. 	
<p>Paper 3/18</p>	<ul style="list-style-type: none"> • The Board approved the re-appointment of Alexis Jay as Board Chair for a further and final 3 years to April 2021. 	
<p>Paper 4/18</p>	<ul style="list-style-type: none"> • The Board noted the resignation of VH and the intention of CG to resign as a trustee in the near future. 	
<p>Paper 5/18</p>	<ul style="list-style-type: none"> • Following discussion, the Board agreed recruitment of new trustees would be considered at our September 2018 Board, with any future recruitment process emphasising the significant time commitment required of a trustee (e.g. at least 15-20 days a year.) 	<p>CEO/DMR/Board</p>
	<ul style="list-style-type: none"> • VH and CG will be asked if in the future they would be willing to advise the Board from time to time on issues related to their expertise. 	<p>MH/DMR</p>
	<p>1.2 Trustee and Senior Staff Away Day January 2018 (paper 3/18)</p>	
	<ul style="list-style-type: none"> • The Board approved the draft Note from the Away Day. 	
	<ul style="list-style-type: none"> • The Board noted the Action Update from the Away Day. 	
	<ul style="list-style-type: none"> • The Board ratified the decision taken at the Away Day that the Trust would ‘end well’ in 2023. 	
	<ul style="list-style-type: none"> • It was noted that this intention was fully in line with our stated plans in our 2014-2023 Business Strategy but would be clarified with staff and voluntary advisors and externally through appropriate communications from April 2018 onwards. This would include our updated Business Strategy for 2019-2023 which is scheduled for approval by our December 2018 Board and publication in early 2019. 	<p>MH/AB/HC/DC/ Board</p>

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	<p>1.3 Governance and Corporate Policies (paper 4/18)</p> <p>1.3.1 Updated Data Protection Policy</p> <ul style="list-style-type: none"> • The Board approved the updated Data Protection Policy, noting this was fully compliant with new GDPR requirements, subject to the addition of images to the list of personal identifiers on page 3. • The Board noted that the Trust’s Business Manager would co-ordinate implementation and provide a progress report to our June 2018 Board. <p>1.3.2 Updated Procurement Policy and Procedure</p> <ul style="list-style-type: none"> • The Board approved the updated Procurement Policy, subject to the amendment of text from ‘excluding VAT’ to ‘including VAT’. <p>1.3.3 Scottish Lobbying Register</p> <ul style="list-style-type: none"> • Following discussion the Board noted the following. <ul style="list-style-type: none"> ○ The Trust had pre-registered on the Scottish Lobbying Register. ○ That the key factor was for the Trust to be transparent in all interactions that could be considered lobbying. ○ The regulations on lobbying applied only to paid staff of the Trust, not to volunteers such as trustees and advisors. • Trustees will be alerted to Information Returns by the Trust on regulated lobbying activity, through our quarterly Programme updates. <p>1.3.4 Terms of Reference for Programme Committees</p> <p>The Board agreed that review of the Terms of Reference for Programme Committees would be deferred to our September 2018 Board.</p> <p>1.3.5 Delegated Authority for Programme Committees</p> <p>The Board agreed that review of Delegated Authority for Programme Committees would be deferred to our September 2018 Board.</p>	<p>MH/DMR</p> <p>MD/DMR</p> <p>MH/DMR</p> <p>AB/HC</p> <p>CEO/DMR/AB/HC/ Board</p> <p>CEO/DMR/AB/HC/ Board</p>
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	<p>1.4 Strategy Review (paper 5/18)</p> <ul style="list-style-type: none"> • MH introduced the paper, outlining the proposals for updating the Corporate and Programme Strategies. • The paper and revised Strategy Review Schedule were noted by the Board and the following agreed. <ul style="list-style-type: none"> ○ An initial updated Corporate Strategy for 2019-2023 will be prepared for review at our June 2018 Board meeting. ○ Options for updating our Programme Strategies for 2019-2023 will be discussed at our August 2018 Programme Committees, with recommendations to our September 2018 Board. ○ Final drafts of updated Corporate and Programme Strategies will be considered at our December 2018 Board and, if approved, published in early 2019. 	<p>MH/DMR/Board AB/HC/PC Trustees CEO/DMR/Board DC</p>
<p>B2 Finance and Funding Management</p> <p>Paper 7/18</p> <p>Paper 8/18</p> <p>Paper 9/18</p> <p>Paper 10/18</p> <p>Paper 11/18</p>	<p>2.1 Investment Report (paper 7/18)</p> <ul style="list-style-type: none"> • JH presented Investec’s report and the Board noted the following. <ul style="list-style-type: none"> ○ 2017 had been a good year for the Trust’s investments, with very positive income returns. ○ The value of our investments was currently £35M, which was good given the recent change in our investment policy risk level from medium to medium-low and the volatility of current markets. ○ Investec will aim to reduce the Trust’s holdings in equities from 41% to 36% in the next 6 weeks. ○ Investments this year will likely to be affected by interest rate rises in both the US and UK. • The Board agreed that in future the Trust will indicate to Investec at least 6 months in advance of required cash drawdowns. • AJ thanked JH for attending and he left the meeting. 	<p>MD/FC</p>

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	<p>2.2 2018-2019 Budget (paper 8/18)</p> <ul style="list-style-type: none">• NF introduced the draft budget for 2018-2019, advising this was reviewed by the February 2018 Finance Committee which recommended that the Board approve the management and corporate elements of the budget, noting that whilst provision had been made for pay awards, this expenditure was subject to decisions regarding our Remuneration Policy later on the agenda.• NF also advised that Programme Committees would be recommending proposed programme expenditure and the Board would be considering cross-programme expenditure later in the agenda.• The Board approved the management and corporate elements of the 2018-2019 budget. <p>2.3 Reserves Policy (paper 9/18)</p> <ul style="list-style-type: none">• The Board approved the Reserves Policy, noting that the policy would continue to be reviewed and adjusted as appropriate on an annual basis. <p>2.4 Updated Delegated Authority: Expenditure (paper 10/18)</p> <ul style="list-style-type: none">• NF introduced the paper, outlining the changes proposed by the February 2018 Finance Committee.• Following discussion it was agreed the policy would be referred back to our May 2018 Finance Committee to clarify issues regarding provisional and committed expenditure and single item. It was also noted that the policy referred to a financial year.• A further updated policy would be considered by our June 2018 Board.• The Board agreed the Delegated Authority for Expenditure would be reviewed again by our May 2018 Finance Committee with recommendations to our June 2018 Board.	<p>CEO/MD/FC/ Board</p> <p>MH/MD/FC</p> <p>MH/DMR</p>
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	<p>2.5 Updated Redundancy Policy for Awardees (paper 11/18)</p> <ul style="list-style-type: none"> • NF introduced the paper, informing the Board that the February 2018 Finance Committee had reviewed this policy again and proposed the revised wording as outlined in the policy. • The Board noted the following: <ul style="list-style-type: none"> ○ only one enquiry had been received by the Trust to date regarding awardee redundancy payments and that further information had been requested ○ that any statements to organisations on the matter would be carefully worded ○ a rolling account of commitments made and enquiries received will be reviewed by the Finance Committee, with appropriate reports to Board. • The updated Redundancy Policy for Awardees was approved for implementation. 	<p>AB AB/HC/MD AB/HC/MD</p>
<p>B3. Performance Management and Funding Evaluation</p> <p>Paper 12/18</p>	<p>3.1 Commissioning Independent Evaluation and Reporting of Trust Impact and Learning (paper 12/18)</p> <ul style="list-style-type: none"> • AP introduced the paper, highlighting the following: <ul style="list-style-type: none"> ○ that emphasis should be made on the particular form of evaluation the Trust is looking for and that it may be worth explicitly stating what the Trust is not looking for ○ that it was envisaged that the appointed provider would act as an ongoing ‘critical friend’ for the Trust. • Following discussion the following key points/actions were agreed. <ul style="list-style-type: none"> ○ The importance of ensuring independence of the work. ○ The Trust must be able to discuss/comment on a final draft of any public-facing reports and the Trust would have ownership of these and manage publication. ○ The appointed organisation must have the capacity to manage effective delivery of the work between 2019-2023. ○ Interested organisations would be offered the opportunity to have informal discussions on the tender prior to registration of interest. ○ AP and CL will continue to be involved in the commissioning process along with AJ. 	<p>AP/CL/AJ</p>

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	<ul style="list-style-type: none"> • SM will provide further comments to AP and MH following the Board. • With the above changes, the Board approved the commissioning proposal for implementation. 	<p>SM</p> <p>MH</p>
<p>B4. Programmes</p> <p>Paper 13/18</p> <p>Paper 14/18</p> <p>Paper 15/18</p>	<p>4.1 Care Experienced Young People Programme</p> <p>4.1.1 Oral Update</p> <ul style="list-style-type: none"> • HC highlighted the following: <ul style="list-style-type: none"> ○ the team had held a very positive, inclusive away day involving the team, advisors and trustees ○ the 'Creative and Active Lives' funding assessment panel had increased the funding allocation for the project, approving 14 applications, with 1 approved under the 'Rights and Equalities' funding stream ○ the Workforce Development project had so far produced a leaders course and a community of practice, with the Programme looking to increase the money allocated to the project for a second leaders course and associated seminars ○ significant investment had been made by the team in developing the 'Home and Belonging' project, which would now launch in September 2018 with an increased funding allocation. <p>4.1.2 Draft 2018-2019 Budget (paper 13/18)</p> <ul style="list-style-type: none"> • HC presented the draft budget, which had been agreed at our Care Experienced Young People Programme Committee in February 2018. • The Board approved the Care Experienced Young People Programme draft budget for 2018-2019, and noted that the Care Experienced Young People Programme Work Plan for 2018-2019 will be reviewed by our May 2018 Programme Committee and recommended to our June 2018 Board. 	<p>HC/PC</p> <p>PC</p>

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	<p>4.2 People Affected by Dementia Programme</p> <p>4.2.1 Oral Update</p> <ul style="list-style-type: none">• AB highlighted the following:<ul style="list-style-type: none">○ the Programme was now moving more to towards evaluation, influencing and embedding the learning from projects more than new funding○ the second cohort of Dementia Friendly Communities was integrating well with the first cohort○ the 'Rights Made Real' open call had been an extraordinarily positive exercise, with a total of 16 applications received○ the Trust would host a conference in Perth on 1st May 2018 on 'Human Rights, Citizenship and Dementia'. <p>4.2.2 Draft 2018-2019 Budget and Work Plan 2018-2019 (paper 14/18)</p> <ul style="list-style-type: none">• AB presented the draft budget to the Board, highlighting the budget showed the Programme had reached the peak of its funding.• The Board approved the draft budget and work plan for 2018-2019. <p>4.3 Research for Change (paper 15/18) Separate, restricted minute.</p>	
<p>B5. Corporate and Cross-programme</p> <p>Paper 16/18</p> <p>Paper 17/18</p>	<p>5.1 Evidence Reviews (paper 16/18)</p> <ul style="list-style-type: none">• NF presided as Chair for this item, due to AJ's position as Chair of CELCIS and their involvement in the proposed work.• MH introduced the paper, highlighting the likely benefits of the reviews and that the two reviews commissioned to date would be available by May/June 2018.	

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	<ul style="list-style-type: none"> • The following key points were noted during discussion: <ul style="list-style-type: none"> ○ the cost of commissioning the remaining reviews ○ the need for and benefits of the reviews ○ the relationship between this piece of work and the Trust’s overall independent evaluation project. • The Board agreed that: <ul style="list-style-type: none"> ○ the two commissioned reviews currently in draft should be completed ○ the remaining reviews would not be commissioned although this work may be reviewed at a later date. <p>5.2 Cross-programme Influencing (paper 17/18) The Board agreed that although the initial paper was helpful, the issue would be considered more fully at a future Board meeting.</p>	<p>MH/providers MH/Board</p> <p>CEO/Board</p>
<p>B6. HR</p> <p>Paper 18/18</p> <p>Paper 19/18</p> <p>Paper 20/18</p>	<p>6.1 Annual Staffing Review (paper 18/18) Separate, restricted minute.</p> <p>6.2 Managing Staff Transitions to 2023 (paper 19/18) Separate, restricted minute.</p> <p>6.3 Remuneration Policy (paper 20/18) Separate, restricted minute.</p>	

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Section C: Items for Information and Comment: due to lack of time the Board noted all the following items without discussion.

<p>C1. Care Experienced Young People Programme</p> <p>Paper 21/18 Paper 22/18 Paper 23/18</p>	<p>1.1 Draft Minute and Action Update from February 2018 Programme Committee (paper 21/18)</p> <p>1.2 Summary Schedule of Programme Expenditure to date (paper 22/18)</p> <p>1.3 Quarterly Programme Progress Report October - December 2017 (paper 23/18)</p>	
<p>C2. People Affected by Dementia Programme</p> <p>Paper 24/18 Paper 25/18 Paper 26/18</p>	<p>2.1 Draft Minute and Action Update from February 2018 Programme Committee (paper 24/18)</p> <p>2.2 Summary Schedule of Programme Expenditure to date (paper 25/18)</p> <p>2.3 Quarterly Programme Progress Report October - December 2017 (paper 26/18)</p>	
<p>C3. Governance and Related Issues</p> <p>Paper 27/18</p>		
<p>C4. Finance</p> <p>Paper 28/18</p>	<p>4.1 Draft Minute and Action Update from February 2018 Committee</p> <p>4.2 2017-2018 Third Quarter Finance Report</p>	

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C5. Corporate and Cross-programme Update: Communications Paper 29/18		
C6. Schedule of Supporting Information Paper 30/18		
C7. AOCB and Review of Meeting	None.	

Ends