

Meeting Minutes: 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: 5th December 2016

Trustees Participating	<ul style="list-style-type: none"> • Gillian Brown (GB) Trustee Lead for Operations and member Remuneration and Reward and People Affected by Dementia Programme Committees • Mike Connor (MC), Trustee Lead for Investment, member Finance Committee • Harriet Dempster (HD) Chair Care Experienced Young People Programme Committee • Nigel Fairhead (NF) Board Vice-Chair, Chair Finance Committee and member Remuneration and Reward and People Affected by Dementia Programme Committees • Isobel Grigor (IG) Trustee Lead for Social Investment and member Care Experienced Young People Programme Committee • Alexis Jay (AJ), Board Chair, member Remuneration and Reward Committee • Claire Lightowler (CL), Trustee Lead for Communications and Chair People Affected by Dementia Programme Committee • Shona Munro (SM), member Finance and Care Experienced Young People 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 ○ Heather Coady, (HC), Director Care Experienced Young People Programme ○ Maddy Halliday (MH) CEO ○ Dawn Revie (DMR) PA to CEO (minutes) • Trust Protector: Douglas Graham (DG)
Meeting Chair:	AJ, Board Chair
Minutes:	DMR and MH

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Item	Minutes	Action
1. Welcome and Introductions	AJ welcomed everyone to the meeting.	
2. Apologies	Apologies were noted from: Trustees <ul style="list-style-type: none"> • Eleanor Cannon (EC), Trustee Lead for HR, Chair of Remuneration and Reward Committee and member People Affected by Dementia Programme Committee • Eona Craig (EHC), member Care Experienced Young People Programme Committee Staff <ul style="list-style-type: none"> • None 	
3. Declaration of Interests	None declared.	
4. Minutes/Notes of Previous Meetings For approval and discussion	4.1 Friday, 16th September 2016 Board meeting Draft minutes for approval <ul style="list-style-type: none"> • The minutes were approved. 4.2 Action Update and Matters Arising <ul style="list-style-type: none"> • The Action Update was noted with the following highlighted. <ul style="list-style-type: none"> • (13) Edward House – dementia-friendly audit <ul style="list-style-type: none"> • It was noted that the dementia friendly audit of Edward House had been conducted, with final works to be completed in the near future. 	DMR

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<p>5 Programmes</p> <p>For information and comment:</p> <p>Paper 47/16 Paper 48/16</p>	<p>5.1 People Affected by Dementia Programme (CL and AB)</p> <p>5.1.1 Draft Minutes and Action Update from November 2016 Programme Committee (paper 47/16)</p> <ul style="list-style-type: none">• The Board noted the draft minute and action update. <p>5.1.2 Quarterly Programme Progress Report July-September 2016 (paper 48/16)</p> <p>CL and AB highlighted the following:</p> <ul style="list-style-type: none">• The November 2016 Committee had considered a funding proposal for carers from Together in Dementia Everyday (TIDE) (to be discussed further at Item 5.1.3).• A presentation had also been made at the November 2016 Programme Committee by Age Scotland, highlighting the progress of their dementia awareness project. CL informed the Board that the project had already exceeded expectations of what could be achieved, and was changing attitudes.• The November 2016 Programme Committee agreed to fund a second survey of public attitudes to dementia as part of the Scottish Household Survey, delivered by the Scottish Centre for Social Research (Scotcen).• The Programme Committee also supported the acceptance of funds from the William Grant Foundation, which was referred to the Board for final decision (see item 5.1.4). It was noted that proper due diligence should be carried out on external grants.• The November 2016 Programme Committee also decided not to fund a proposed study tour of care homes in Japan, although agreed that there was value in looking at practices in other countries.• The second interim evaluation report from our Dementia Friendly Communities has been published here on our website.	
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<p>For decision:</p> <p>Paper 49/16</p>	<p>5.1.3 Funding Award for TIDE (paper 49/16)</p> <ul style="list-style-type: none"> • The Board were asked to approve the funding award to Together in Dementia Everyday (TIDE), which was presented to the November 2016 People Affected by Dementia Programme Committee and was supported by them. • The award was brought to the Board for approval as the level of spend required was above the level of delegated authority to the People Affected by Dementia Programme Committee. • It was noted by the Board that: <ul style="list-style-type: none"> ○ the project was concerned with giving a voice to Scottish carers, and creating an infrastructure to support that ○ the TIDE project would operate as a carers equivalent to the Dementia Empowerment and Engagement Project (DEEP), which the Trust also funds in Scotland ○ all staff in contact with Scottish carers would be based in Scotland. • Following extensive discussion, the award was approved by the Board, with agreement that the project would be closely monitored. 	<p>AB</p>
<p>For decision:</p> <p>Paper 50/16</p>	<p>5.1.4 Ratification of William Grant Foundation (paper 50/16)</p> <ul style="list-style-type: none"> • The Board ratified the trustees email decision to accept the £100,000 from the William Grant Foundation to support our existing Dementia Friendly Communities through a small grants scheme, to be managed by the Trust on behalf of the William Grant Foundation. (Agreed via email by trustees in November 2016.) 	<p>AB</p>

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<p>For information and comment:</p>	<p>5.2 Care Experienced Young People: (HD and HC)</p>	
<p>Paper 51/16</p>	<p>5.2.1 Draft Minute and Action Update from November 2016 Programme Committee (paper 51/16)</p> <ul style="list-style-type: none"> • The Board noted the draft minute and action update. 	
<p>Paper 52/16</p>	<p>5.2.2 Quarterly Programme Progress Report July –September 2016 (paper 52/16)</p>	
	<p>HD and HC highlighted the following:</p>	
	<ul style="list-style-type: none"> • Champions Boards: <ul style="list-style-type: none"> ○ 6 monthly progress reports had been received from all Champions Boards. ○ A second Champions Board Learning and Improvement Network event had been held at the start of December 2016, which was attended by 79 people. HD advised that this had been a productive and interesting event with sharing of good practice. A copy of the event report will be shared with all participants, Champions Boards and others as appropriate. ○ 11 applications had been received from local authorities for the second wave of Champions Boards. A review by the Programme Committee members approved funding for 6 applications, with 4 applicants having the opportunity to resubmit their applications. 	<p>HC</p>
	<ul style="list-style-type: none"> • MCR Pathways (Mentoring in Education in secondary schools in Glasgow) was progressing well and attracting a lot of interest, with other authorities interested in rolling out the model in the near future. 	<p>HC</p>
	<ul style="list-style-type: none"> • The Aspirational Awards had been launched; an initiative led in its entirety by our Care Experienced Young People Advisors. 	<p>HC</p>
	<ul style="list-style-type: none"> • A very successful Influencer’s dinner, jointly hosted with Who Cares? Scotland took place in Edinburgh in December 2016. 	<p>HC</p>
	<ul style="list-style-type: none"> • The Programme team are developing proposals for funding Workforce Development. 	<p>HC</p>

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<p>For decision:</p> <p>Paper 53/16</p>	<p>5.3 Social Investment (paper 53/16)</p> <ul style="list-style-type: none"> • MH introduced her paper, which had been informed by discussion with IG, trustee lead for social investment, and Programme Directors. • MH advised that the briefing on Social Enterprise in Scotland had been jointly prepared with Community Enterprise and that 9-10 case studies have also been prepared which will also be shared via dropbox in early 2017. • Following the discussion, the Board agreed with the recommendation not to continue with the BII/CSV partnership. • The Board further agreed that the CEO should consult with other funders on opportunities for collaboration on social investment, reporting back to the Board. 	<p>MH</p> <p>MH</p> <p>MH</p>
<p>6. Communications Update</p> <p>For information and comment</p> <p>Paper 54/16</p>	<p>6. Communications Update (paper 54/16)</p> <ul style="list-style-type: none"> • The Board were asked to note that the presentation of programme and funding information on the Trust website was currently being improved and updated and would be ready in January 2017. • The Board requested that future reports: <ul style="list-style-type: none"> ○ clarify external event locations ○ state which Trust staff attended events ○ highlight the contribution the Trust made at events. • The Board noted the update with no further comments. 	<p>DC/AB/HC/MH</p> <p>DC/MH</p>

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<p>7. Governance</p> <p>For information and comment and discussion and approval :</p> <p>Paper 55/16</p>	<p>7 Governance Update (paper 55/16)</p> <p>Adult and Child Protection and Protection of Vulnerable Groups (appendix 1)</p> <ul style="list-style-type: none"> • The revised and amalgamated draft policy was presented to the Board and agreed with the following amendments: <ul style="list-style-type: none"> ○ The section referring to ‘What you might be concerned about’ would be moved to the beginning. ○ A section would be added to the forms regarding ongoing contact, outcomes and feedback. ○ AB and HC would be named as the specific programme contacts for Adult and Child Protection. ○ HD would be named as the trustee lead for Adult and Child Protection. ○ HD will liaise with AB and HC on consistency of language, the alert of emergency services with reference to children and specific reference within the policy to sexual exploitation and abuse. <p>Appointment of Auditor</p> <ul style="list-style-type: none"> • NF informed the Board that the process for tender to auditor had taken place, with the tender information sent out, applications scored and 3 companies invited to interview. • A panel of NF, SM and MD (Business Manager) interviewed these 3 companies with a recommendation to the Board that Martin Aitken and Company be offered the position as Trust Auditor. • The Board agreed with this recommendation. • MH will inform our current auditors on behalf of the Board. • MH and MD will liaise on offering Martin Aitken and Company the position. 	<p>AB/HC</p> <p>AB/HC</p> <p>AB/HC</p> <p>HD</p> <p>HD/AB/HC</p> <p>MH</p> <p>MH/MD</p>
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	<p>Format of Board Meetings and Papers</p> <ul style="list-style-type: none"> • The quality of the Board papers was noted. However, Board members advised that they would prefer fewer papers if possible. • Discussion took place around the format and volume of the Board papers and the following changes were agreed for implementation from March 2017 Board. <ul style="list-style-type: none"> ○ Adjustments will be made to the layout and format of the current Board paper template to improve use of space. ○ Items for discussion and/or decision by the Board will all be grouped together regardless of topic on the main agenda. ○ Items for information/comment/noting, will be grouped together as a secondary agenda. ○ A schedule of all governance meetings for the remainder of the year will be available for review at each board meeting. <p>Fraud and Bribery Policy (appendix 2)</p> <ul style="list-style-type: none"> • The redrafted policy was approved, with the addition that no gift or hospitality exceeding the value of £50 would be accepted without consultation with either the CEO, Board Chair or Vice-chair. • A register of gifts and hospitality will be established. <p>Appointment of Trustee Officers (appendix 3)</p> <ul style="list-style-type: none"> • The Board agreed the following process for reappointment of a trustee to a designated role. <ul style="list-style-type: none"> ○ Board Chair discusses with incumbent and other trustees as appropriate. ○ Board Chair makes recommendations to the Board for decision. 	<p>MH/DMR</p> <p>MH/DMR</p> <p>MH/DMR MH/DMR</p> <p>MH</p> <p>MH/MD</p> <p>Chair/trustees Chair/trustees</p>
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	<p>Strategy Review</p> <ul style="list-style-type: none"> • The following timetable for strategy review was agreed. <ul style="list-style-type: none"> ○ From February 2017: consultation on Programme Strategies with staff, advisors and stakeholders. ○ March 2017: options paper on future of the Trust for discussion and decision by the Board. ○ May 2017: discussion on Programme Strategies by Programme Committees. ○ June 2017: proposal for discussion and decision by the Board of the approach to review of our Corporate and Programme Strategy at Autumn 2017 Trustee and Senior Management Away Day. ○ Autumn 2017: Strategy Review at Away Day. ○ December 2017: approval of revised Strategy (Business Plan) by Board. ○ January/February 2018: publication and promotion of revised Strategy (Business Plan). <p>Trustee Resignation and Recruitment (appendix 4)</p> <ul style="list-style-type: none"> • Trustees' agreement to recruit 3 further trustees, as agreed via email in November 2016, was ratified by the Board. • The Board agreed the recruitment panel would be formed of at least 3 trustees from the following: <ul style="list-style-type: none"> ○ Board Chair or Vice-chair ○ Chair, Care Experienced Young People Programme Committee and/or member of Committee ○ Chair, People Affected by Dementia Programme Committee and/or member of Committee. <p>Funding Award Repayments from DC</p> <ul style="list-style-type: none"> • The Board were informed that the agreed repayment plan was being adhered to. • A 'lessons learned' paper has been prepared and will be presented to February 2017 Finance Committee. 	<p>AB/HC</p> <p>MH AB/HC MH</p> <p>Trustees/SMT MH/Trustees MH</p> <p>MH/DMR</p> <p>Trustees/DMR</p> <p>AB</p>
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<p>9. HR</p> <p>For information and comment and decision :</p> <p>Paper 60/16</p>	<p>9. HR Update (paper 60/16) (MH)</p> <ul style="list-style-type: none"> • The Board agreed the following recommendations: <ul style="list-style-type: none"> ○ that the Trust’s Total Reward and Remuneration policies would be reviewed by the Remuneration and Reward Committee at their annual meetings, with any recommended changes referred to the Board ○ that the 360 Feedback Process for Senior Managers was not required at present, although this could be reviewed at any time. • The Board also noted that: <ul style="list-style-type: none"> ○ The Remuneration and Reward Committee considered that its Board-approved Terms of Reference were currently fit for purpose, but that these would be reviewed as required by the Committee and the Board. ○ An annual summary of approved/rejected recurrent and non-recurrent pay awards will be presented to the Remuneration and Reward Committee on an annual basis, commencing March 2017. ○ The CEO will commission an external provider to benchmark the market rate for the Trust’s job roles, and to undertake the Board’s agreed 3 year benchmarking of pay scales. • Our Employee Handbook has been redrafted as per the recommendations of the September 2016 Board, and will be distributed to staff in January 2017. • Our Volunteer Handbook has been prepared, and will be distributed in early 2017. • A very successful Staff Development Day was held in October 2016, with MH commending AB and HC for the work they did on the afternoon team building exercise. • Mandatory training for Trust managers has been organised in conjunction with the Trust’s HR providers and will be delivered throughout 2017. • The Board noted that the CEO and Programme Directors are using a number of techniques to manage extra working hours. The CEO will discuss recommendations for management of TOIL by the senior team in full with EC, and report to the Board. • The Board noted the rest of the HR update with no issues raised. 	<p>MH/RRC</p> <p>MH/RRC</p> <p>MH/MD</p> <p>MH</p> <p>MH</p> <p>MH</p> <p>MH/121 HR</p> <p>MH/EC</p>
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<p>10. Operations</p> <p>For information and comment</p> <p>Paper 61/16</p>	<p>10. Operations Update (paper 61/16) (MH and GB)</p> <p>Facilities</p> <ul style="list-style-type: none"> The Board noted that previous issues surrounding the fire alarm at the Trust office in Edward House were now resolved. There was also an expectation that the new office entrance on Sauchiehall Street would be ready in January 2017. <p>ICT/Funding Management</p> <ul style="list-style-type: none"> The Board were informed that work on Salesforce was progressing well, and a presentation is scheduled for the March 2017 Board. <p>Awardee Survey</p> <ul style="list-style-type: none"> Feedback from the Trust’s recent Awardee survey was shared with the Board and the following was noted: <ul style="list-style-type: none"> generally people were pleased with the level of support and contact they received from the Trust due diligence and evaluation requirements of the Trust were considered demanding by a minority of respondents It was agreed that when the survey is re-run next year, an additional question will be added, asking awardees what single improvement they would like to see around funding management. <p>Tenders</p> <ul style="list-style-type: none"> The Board noted that <ul style="list-style-type: none"> the final list of invitees for new Trust legal services was still to be decided the panel for the legal services tender will consist of GB/MD/MH and/or AB The Board were informed that the Trust will also tender for new IT support services next year. 	<p>MD</p> <p>MH</p> <p>MH</p> <p>MH/GB/MD GB/AB/MH/MD MH</p>
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	<ul style="list-style-type: none"> • It was agreed that the February 2017 Finance Committee will clarify the level of trustee involvement in tender processes. • The Board noted that the March 2017 Board would consider reports on the following items: <ul style="list-style-type: none"> ○ Corporate Risk Schedule ○ funding risk ○ Business Continuity ○ performance reporting. • The Board noted the other information presented in the Operations Report, with no issues raised. 	<p>MH/MD/Finance Committee</p> <p>MH MH MH MH</p>
<p>11. AOCB and Review of Meeting</p>	<ul style="list-style-type: none"> • No items raised. 	
<p>12. Trustee only discussion time</p>	<ul style="list-style-type: none"> • Separate, restricted access minute. 	<p>Trustees</p>

ends