



Meeting Minutes

Board Meeting

When: 26 November 2015 10:00-12:30

Where: Meeting Room 1, 1st floor, Kinnaird House, London, SW1Y 5BP

Present (Board)

- Michael Bichard, chair
- Alex Fox
- Peter Hay
- Bev Searle
- Terry Moran
- Sukhvinder Kaur Stubbs
- David Archibald
- Anne Macfarlane
- Tina Coldham

In attendance (Staff)

- Tony Hunter (Chief Executive)
- Amanda Edwards (Director of Knowledge & Evidence)
- Ewan King (Director of Business Development & Delivery)
- Stephen Goulder (Company Secretary)
- Michaela Gray (Executive Assistant - Minutes)
- Patrick Hall (Staff Representative)

Observer

- Laura Able (Co-production network)

Apologies

- Mary McKenna
- Fionnuala McAndrew
- Mario Kreft
- Sally Warren

Apologies and welcome

1. The chair welcomed the trustees and listed apologies.

Minutes of the previous meeting and matters arising

2. The board agreed the minutes of the previous meeting held on 17 September 2015.
3. With regard to paragraph 20, TH would liaise with Mario Kreft on the development of a co-production offer for Wales.

Chair's report

4. The chair gave an overview of the Autumn Statement and the potential political and financial implications were discussed. SG noted that we should think carefully, in the context of the Autumn Statement, about our offer to the Department of Health. However, our business planning scenarios are consistent with the Statement.
5. The chair gave an overview of his report and noted that SCIE should move from thinking about organisational survival to how we build an enterprise over the medium term.
6. The chair added that NCAS have begun to feature the user voice, and this is something we should encourage to ensure the conference is both vibrant and relevant.
7. The chair reported that Stephen Dorrell had been appointed chair of the NHS Confederation and is sympathetic to moving health and social care to one system. He hoped to meet him soon to establish a closer link to the confederation.

Chief Executive's report

8. The chief executive presented his report.
9. TH highlighted that our first commercial co-production work had been won in Oxfordshire.
10. TH gave an overview of our children's offer that we will be discussing with the Department for Education.
11. TH confirmed that Lynda Tarpey had been appointed as the new TLAP Director and will start on 7 December 2015.
12. TH reported that the Early Intervention Foundation had confirmed that they did not wish to be hosted in available space at SCIE.

13. TM noted the recent turnover in the digital team and asked if having in-house digital staff was the right approach. TH responded that we are looking at a number of different ways to sustain the service.

Audit Committee report

14. SKS noted that the meeting held on the 12 November was very constructive and added that SCIE had made great progress moving from being a grant based to a more commercial organisation.
15. SKS drew the board's attention to item 5 and emphasised the need to ensure that the new business systems are embraced by staff.
16. The pipeline is strong and expected to continue growing but it is also important to be realistic in our aspirations. SKS stated that she felt our management of risk is much stronger than it was, but that it is important to remain diligent and adapt as our business model evolves.
17. TM confirmed that our reserves policy would be reviewed to ensure that we maintained the appropriate reserves for a going concern.

Development of SCIE Business Plan 2016-17

18. SG gave an overview of the report.
19. EK noted that we have some certainty around funding e.g. NICE, but less around commercial income. EK stated that he is gathering intelligence on capacity and capability internally, and we are thinking about where the demand is externally using data from our website and feedback from clients. We are building a picture which we will use to develop a clear estimate in the next few months.
20. BS asked for clarification around the difference between the minimum and maximum pension liability. SG responded that the minimum liability is that which we are required to meet to be a 'going concern' and is the annual payment that we make to reduce our on-going pension's deficit. The maximum represents costs if we close our pension scheme and have meet our terminal liability to our pension provider.
21. TC asked for clarification around the phrase "we may need to consider how our brand fits with our offer". SG responded that we are known for our quality of evidence and values and we need to consider if these may be compromised when doing commercial work. SKS added that potential tensions and reputational impact were one of the items discussed at the audit and risk committee.
22. TM asked whether our status as a charity becomes called into question if we are winning increasing amounts of commercial work. SG responded that so long as we meet our charitable purpose then there would be no issue. AF noted that it is the purpose not the amount of money which matters.

23. BS asked for the difference between our overheads and margin. SKS responded that this was something else discussed in the audit and risk committee. Currently we are in deficit and our commercial work contributes to our overhead costs.

NICE Guidelines on Home Care, and Older People with Social Care Needs Living with Multiple Long Term Conditions

24. AE gave a presentation with an overview of the NCCSC achievements and challenges.
25. The chair noted his disappointment in the lack of engagement from NICE. DA asked why this was. AE responded that it is just due to their communications policy and a meeting had been scheduled to discuss whether they can alter their position. AE stated that we can promote our work ourselves.
26. TH stated that we must demonstrate to NICE that it is to their advantage to promote our work jointly. We have agreed with NICE that we will develop an offer to the field as we did successfully with the Care Act, but as the guidelines are not a statutory requirement, we will need to consider the commercial business case carefully.
27. TM asked if NICE have intellectual property rights which mean we couldn't go on to sell our work. AE replied that this is not the case, and the guidelines are in the public domain. TM asked if selling our work would risk the NICE contract. AE felt that it would not, as it would be in NICE's interests.
28. AF noted that the guidelines are not grounded in the reality of how social care might be purchased by individuals, and this is something which SCIE needs to consider along with how we bridge the gap between good care and affordable care. The chair suggested that TH write a piece for the Health Service Journal on how we can help trusts. PEH noted the high number of people in home care who use A&E front door services and then have to deal with the transition from hospital to home and asked if the evidence can make a difference and whether we should look into an online consumer guide. The chair noted the Board's comments and the theme of taking the guidelines and turning them over to users.
29. BS noted the support she has had from United Health. The chair suggested inviting them to chair a roundtable. The chair agreed that the voice of the user is vital, and that a number of commercial opportunities have been raised which need to be acted upon. The chair thanked the board for a constructive discussion.

Developing validation and verification of the Department of Health Integration Scorecard

30. TH gave a brief overview of the strategic risks and asked what success would look like, whether there are particular risks we should pay attention to, and how we should engage our stakeholders.

31. The chair stated that we need an idea of the resources required. SG replied that the first pilot runs from January to March 2016 and is worth approximately £90k with the potential income of up to £800k in 2016-17. SG added that this is not just about validation and verification, it's also about helping the Department of Health think about what they want and piloting it before delivering. The chair felt that we should be shaping what we think the Department should want and what we can deliver.
32. TM stated that there appear to be two roles for SCIE: one around development and one around national implementation, with the latter seeming riskier.
33. PEH agreed with earlier concerns about risks but added that this is an opportunity we cannot pass up. PEH added that we have to be careful of the difference between integrated and aligned organisations.
34. AF stated that one of the reputational risks is the perception that integration would solve all problems. We must include voices in the voluntary sector, the provider sector and from Co-production.
35. The chair thanked the board for their comments and stated that he wanted to continuously involve the trustees for their input rather than only discussing at meetings.

Performance report

36. SG presented SCIE's financial position at 30 September and projection to the 31 March 2016. The board had agreed budgets for 2015-16 that incorporated an anticipated unrestricted fund operating deficit of £641,000 and an assumption that all restricted funds would be spent down fully. When detailed budgets were agreed in May 2015 the predicted operating deficit reduced to £460,681.
37. The position for unrestricted funded budgets as at 30 September 2015 was that:
 - Income from all contracts and commercially won work was £168,894 in deficit. This is primarily due to work being delivered and invoiced behind the agreed phasing of the budget. Work won but not invoiced was on target. The expenditure that supports 'sales' was in surplus by £242, 183
 - The unrestricted funded Operations budget was £151,685 in deficit primarily because overhead charges were less than anticipated for reasons set out above.
 - Restricted fund income is from work commissioned by Department of Health (DH), Welsh Assembly Government (WAG), Department of Health, Social Services and Public Safety Northern Ireland (DHSSPSPI), and provided through a grant. It is planned that these grants will be fully spent as at 31 March 2016.

38. The year end projection:

- Was based on a detailed assessment of the current pipeline and includes all income that is won but not invoiced as at 23 October, and that which is highly likely.
- Each contract within the pipeline has been reviewed to confirm that it will be delivered within 2015-16. The timing of submission to funders of each invoice has been confirmed.
- Reflects the phasing of income and expenditure assumed when budgets were set.
- Predicts an operating deficit of £537,163, £77,163 worse than planned. However, it is likely that further business opportunities will be won and expenditure controlled such that the target is achieved.

39. SCIE is on course to achieve an unrestricted fund reserve of £4.2m as at 31 March 2016.

Board annual agenda plan

40. The annual agenda plan was agreed.

Any other business

41. The chair noted that this is SKS's last Board meeting, thanked her for her contribution and presented her with flowers.

42. The chair thanked Laura Able for her contribution.

Date of next meeting

43. The next meeting of the board would an away day held on 21 January 2016.

Approved: _____

Name: _____

Position: _____

Date: _____