

HOOPLE BOARD

Minutes of a meeting of the BOARD OF DIRECTORS of HOOPLE LTD held in Boardroom 1 at Auxilium House, Hereford, on Wednesday, 29th May 2024 at 11.30am.

Board Members present:

Hilary Hall (HH)	Chair and Non-Executive Director – Herefordshire Council
Nicola Twigg (NT)	Non-Executive Director – Wye Valley Trust
Tracey Sampson (TS)	Non-Executive Director – Herefordshire Council
Andrew Mclean (AM)	Non-Executive Director – Lincolnshire County Council

Hoople Officers Supporting the Board:

Audrey Clements (AEC)	Chief Executive Officer
Stephen Weller (SW)	Head of Hoople Care
Mark Aldsworth (MA)	Head of Buildings Operations
Simon Mortimore (SM)	Head of IT
Daley Jones (DJ)	Head of Training & Education
Lisa Yates (LY)	Head of HR & OD
Helen Worth (HW)	Information Governance Manager

1. Apologies

- 1.1 Apologies received from Kerry Lawrence (KL)

2. Declarations of Interest

- 2.1 There were no declarations.

3. Minutes, Action Sheet and Matters Arising

- 3.1 The minutes of the board meeting held on 27th March 2024 were approved as an accurate recording of the meeting, with one amendment, note the Chair was Hilary Hall.

Actions

2/M – Consideration to be given to the Real Living Wage, paper to be included in the August Board.

4/M – DJ provide a verbal update, the proposed Corporate Parenting Pledge to be completed

3/N - Closed

The board acknowledged the updates against the actions and agreed the remaining actions were complete or as part of the agenda.

4. Draft Financial outturn

- 4.1 AEC reported that profit after corporation tax was expected to be £17k, Williamson and Croft are currently conducting their audit.
- 4.2 The final accounts will be reported at the August Board.

5. Finance and Business Update

- 5.1 AEC shared the updates on the positive feedback from staff on the new building, the success of wellbeing week and that the tupe of staff for the plough lane canteen was on track. AEC shared the reportable corporate risks that are to be included in the statutory accounts. NT asked if it was normal for the SLA with Herefordshire Council not to be signed at this stage, AEC confirmed this was as in previous years. HH asked about reconciling the risk against the Business Plan and business objectives, and requested that linkages were made to the strategic risks. NT shared how Wye Valley NHS Trust report risks.

Action: AEC (and EMT) – review the risks associated with the business plan and the strategic objectives.

- 5.1 AEC presented the financial position at 30th April, the forecast is to achieve the budgeted profit of £80k. Outstanding debt is low and the cashflow is stable. AEC informed the board that Hoople have made several bank investments to generate interest in the financial year.
- 5.2 SM updated the board that in the autumn of 2025 we have a milestone in the Microsoft product calendar where a number of products are coming to an end. So with all the organisations we work with, we are putting in place projects and programmes to anticipate that and basically change. NT shared the work she is doing on cyber strategy at Wye Valley NHS Trust and raised a concern on bandwidth with M365. SM confirmed that testing has been done.
- 5.3 LY explained to the board about salary sacrifice schemes. TS asked about the occupational health direct award. LY explained she is working with Herefordshire Council and reviewing options for Hoople provision.
- 5.4 SW updated the board on recruitment and the implementation of the new system. SW also shared the positive feedback on hospital discharges. TS questioned the average 80% on recruitment, and SW clarified there were no outliers in the average calculations. NT asked about when MI and data would be available from the system. SW confirmed we are at early stages and that data / trends would be shared with commissioners and also the sub-committee to board.

5.5 DJ updated that the foundation learners are in the summer term, and the focus on delivering on qualifications and core aims. DJ confirmed the students are enjoying the new building.

5.6 MA shared that building maintenance have taken on a new client, Railway Housing and completed the dilapidation work at Nelson. MA shared the operational risk of reliance on the one Gas engineer, the recent audit suggests that things are ok but there are improvements. HH asked to be updated at the next board

Action: MA– update on the Gas Audit.

5.7 HH asked about the definitions of high levels of statutory compliance, MA confirmed this was 99.4% as one building took us below the 100%, this was the Hereford Museum and Art gallery which is project work.

5.8 AEC updated on the progress with GovTech automation. NT asked about the % of e-billing and paper billing.

Action: AEC– update on e-billing % at the next board.

5.9 NT raised on the appendices for People data, could the numbers be in white not black, to make them easier to read.

Action: LY– change the colour of the numbers for future reporting.

5.10 Discussion was had about EMT development, and getting this on to the CEOs agenda.

Action: AEC – committed to looking at EMT development and report approach / plan to the board meeting in August.

6. Draft Scheme of Reservations and Delegations (SORD)

6.1 AEC shared the draft revised SORD, which is now in a table format. HH liked the format but raised that the terminology was confusing and recommended using the Responsible, Accountable, Consult or inform (RACI) model.

6.2 AM raised a query on page 32, on the urgent decision being taken by one director and CEO, this was missing from the table.

Action: AEC – correct and include this

6.3 It was confirmed the shareholder agreement is the key document. TS raised that she had found an example where the proposed SORD did not agree with the shareholder agreement and requested a further review to ensure there was no further contradictions.

Action: AEC – revise the SORD using RACI, and review the proposals against the shareholder agreement. Revised SORD to be brought to the August Board meeting.

7. Accounting Policies

7.1 AEC updated the board on the changes to the accounting policies to include depreciating the property asset over 30years. AEC advised the wording in the accounts has changed on the accounting standards used for completing the accounts. AEC also shared the draft going concern statement for the statutory accounts. HH commented the first line of the going concern statement does not make sense.

7.2 The board agreed the changes to the accounting policies.

Action: AEC – correct the wording on the going concern statement to be included in the statutory accounts that will be reviewed at the August Board.

8. Health and Safety Review

8.1 AEC presented the Health and safety annual report

8.2 TS commented this is an improvement of previous data, asked to confirm the strategic risks to the Hoople.

Action: AEC – report on the strategic risks Health and Safety risks as part of the reportable company risks in future Board papers

8.3 The board noted that despite the list of categories most incidents are reported as other. AEC explained the Health and safety advisor is building understanding with the Health and safety steering group of the categories.

8.4 NT raised that financial wellbeing was missing from the wellbeing strategy, AEC explained that this support was available to Hoople employees.

Action: AEC – add financial wellbeing to the strategy

8.5 The board acknowledged the contents of the report.

9. Internal Audit

9.1 AEC shared the internal audit approach across the business. NT asked if Herefordshire Council requests audits from Hoople, AEC confirmed we work with SWAP (the Council's internal audit partner) when requested.

9.2 The board acknowledged the contents of the report.

10. Safeguarding Review

- 10.1 AEC set out the current safeguarding and advised of the plans to improve safeguarding understanding across the business with staff. DJ advised we have engaged a local external expert to advice and support.
- 10.2 HH asked about the governors on the foundation learning programme and whether OFSTED considered the arrangements to be appropriate. DJ confirmed the governors complete the same mandatory training as staff and that OFSTED were silent in their report on the governor's structure. SW confirmed he was part of the interview of governors and verbally OFSTED were positive about the approach.

10.3 The Board acknowledged the approach.

11. Sub-committees

- 11.1 TS proposed two non-executives directors at each sub-committees, with the CEO and relevant EMT member, other attendees to be invited by the sub-committee.
- 11.2 Minutes to be shared from sub-committees to be shared with Board
- 11.3 Each sub-committee to decide the frequency of the meetings but no less than quarterly
- 11.4 The first sub-committee meetings to review the TOR, determine the works plan and agree the purpose of the meeting.

11.5 The Board agreed the approach.

12. Forward Plan

12.1 **The Board acknowledged the forward plan.**

13. Any Other Business

➤ **Communication and Announcements**

It was agreed to review communications message in the future, to include key decisions of the board.

**Action: SW - share the feedback from Hillside
AEC - minutes on the website up to date**

➤ **Date of Next Meeting**

5th August 2024, 9:30am -11.30am, Auxilium House.