

**Mary Ward Settlement/Mary Ward Legal Centre
INTEGRATED BOARD**

Minutes of the meeting of the Integrated Board held on **3 March 2015**, at the October Gallery, Gloucester Street.

PRESENT: Diana Good (Chair); Helen Carty; Peter Clyne; John Edwards; Anna Haworth; Caro Millington; Jo Monk; Raja Nadarajan; Irene Payne; Andrew Peck; Mehul Shah; Kate Watters; Andrea Williams.

IN ATTENDANCE:

Suzanna Jackson (Warden); Frances Bates (from Item 6 onwards); Allister Duncan (Head of Finance & Resources); Paula Twigg (Director of the Legal Centre); Sue Craggs, (Head of Adult Education).

SECRETARY: Michael Wood (Clerk to the Trustees)

1. Welcome and Farewells

The Chair welcomed Kate Watters to her first meeting of the Board as the new Student-elected trustee. The Chair wished especially to record the Board's thanks and appreciation to the retiring Vice-Chair, Caro Millington, Jane Chamberlain (retiring Staff trustee), Jo Monk (retiring Tutor trustee) and Sue Dowd (retiring Student trustee) for their valuable and committed work on the Board.

2. Apologies for Absence

Apologies for absence were **received** from Alex Horsup and Jake Lee.

3. Declaration of Interests

There were no declarations of interests.

4. Minutes

The Minutes of the meeting held on 9 December 2014 were **confirmed**.

5. Matters Arising

5.1 There were no matters arising.

(Note: the Chair of the Governance & Nomination Committee was in the Chair for Item 6)

6. Report from Governance & Nomination Committee

6.1 The Board **considered** a Report from the Governance & Nomination Committee and **approved** the following recommendations:

- i)** that **Frances Bates** and **Nicole Kar** be appointed as new Trustees for an initial three year period, effective from March 2015, subject to ratification at the AGM on 24 March 2015;
- ii)** that **Alan Humphreys** and **Alison Lowton** be appointed as new Trustees for an initial three year period, effective from March 2016, subject to ratification at the AGM on 24 March 2015. With regard to Mr Humphreys, it was also confirmed that he be appointed as an External Member of the Audit Committee with immediate effect;
- iii)** that the following **Resolution** be proposed at the AGM on 24 March 2015:

To include in Section 17.2 (f) of the Settlement's Articles of Association a provision for the appointment of **up to two Co-Opted Trustees (to serve a maximum of one term of office)**
- iv)** that it be recommended to the AGM that the existing Chair be exceptionally extended in office until March 2016 as a Co-Opted Trustee/Director (subject to the ratification of the proposed resolution above) in order that candidates for the role of Chair may emerge during the coming year;
- v)** that Camilla Poulton be invited to become a member of the Marketing & Fundraising Group;
- vi)** that with regard to Committee membership, the Chair would be undertaking individual reviews with Trustees over the course of the next two months and membership of Committees would be discussed as part of this process;
- vii)** that the Governance & Nomination Committee would be conducting a review of all Board Committee terms of reference at its next meeting.

(Frances Bates, Trustee-elect, joined the meeting at this point and was formally welcomed by the Chair)

7. Chair's Report

7.1 The Board **noted** the Chair's Report.

8. Warden's Report & Operational Plan Update, 2015/16

8.1 The Board **received** the Warden's Report, the following key matters being **noted**:

- i)** that whilst the Settlement had received some good news in recent times regarding funding from the SFA (namely, an additional £90k in the current year and £93k in 2015/16), the recent Minister's letter to SFA indicated a potential 24% reduction in resource for the Sector from 2015/16. It was anticipated (although not yet confirmed) that this would only apply to the Settlement's accredited qualification courses, which would in itself be a marked reduction of some £100k;
- ii)** that the Ofsted Inspection Report had now been published and would be the subject of detailed discussion at the Away Day on 14 March;
- iii)** that with regard to the Operational Plan update, it was agreed that target-setting would be considered in detail at the May Away Day.

9. Review of how the Settlement elicits and responds to stakeholders' views

9.1 The Warden presented a paper to the Board, which proposed that a staff satisfaction survey would be issued Settlement-wide in the near future, the results of which would be shared at the all staff meeting at Easter.

9.2 The Board enquired if the views of students were to be sought and reference was made to planned focus group sessions. The Chair proposed that a meeting should be convened with those Trustees who had attended classes at the Centre, to provide a 'critical friend' role. With regard to a proposed 'impact study', the following Trustees volunteered to take part in this process: Chair, Irene Payne, Frances Bates and Kate Watters.

10. Financial Matters

10.1 The Treasurer commented that he had no matters to bring to the Board's attention other than those highlighted in the finance papers.

10.2 The Board **received** Management Accounts for the period ended 31 January 2015 (Quarter 2), it being noted that the Accounts were substantially in accordance with the budget profile.

10.3 The Head of Finance & Resources commented that were the proposed 24% reduction from SFA to be applied to the totality of the Mary Ward Centre's funding, then a maximum reduction of £400k would be in prospect, requiring radical cuts in provision. The Board asked to be kept fully apprised of the situation in this regard.

10.4 In respect of the Settlement's agreement with the London Pension Fund Authority (LPFA), the Board **Resolved:**

- a) to grant a security charge to the London Pensions Fund Authority (LPFA) over its property asset at 10 Great Turnstile, London in accordance with the terms and conditions provided by LPFA, in which regard the Board of Trustees agrees to execute, deliver and perform its obligations; and
- b) to authorise a specified person to execute the legal charge, namely Allister Duncan, Head of Finance & Resources.

10.5 With regard to Bank Mandates, the Board **Resolved:**

- a) that **Sarah Cheshire** (Housing Solicitor) be made an approved signatory on the Mary Ward Legal Centre's Client bank account, and that Amy Rought-Brooks (Housing Solicitor) be removed as a signatory on the same account;
- b) that **Sarah Cheshire** (Housing Solicitor) and **Annabel Kennedy** (Housing Solicitor) should be made approved signatories on the Mary Ward Legal Centre's Office bank account, and that Amy Rought-Brooks (Housing Solicitor) be removed as a signatory on the same account;
- c) that **Susan Craggs** (Head of Adult and Community Education) and **Allister Duncan** (Head of Finance & Resources) be transferred to the 'A' List of signatories on all of the bank accounts to which they are approved signatories.

10.6 The Head of Finance & Resources presented a paper on the Settlement's free reserves policy, supplemented by a tabled paper detailing recent advice received from the External Auditors, as requested by the Finance Committee. Arising out of discussion, it was **agreed** that the SMT would consider all of the issues relating to free reserves (including the prospect of uneven expenditure and a long-term perspective looking at worst case scenarios), to be presented at the Board's Away Day in May.

11. Appointment of Internal Auditors

11.1 The Board **approved** the appointment of Mazars LLP as the Settlement's Internal Auditors, for an initial three year period, effective from 4 March 2015.

12. Legal Centre Pension Arrangements

12.1 The Head of Finance & Resources presented a verbal report on the pension arrangements in respect of Legal Centre staff, which had been the subject of prior approval by the Board via correspondence, due to the fact that the planned Away Day in January had had to be postponed due to the Ofsted Inspection. It was **noted** that all Legal Centre staff had now received a letter setting out the new pension arrangements, which would become effective from 1 April 2015.

13. Legal Centre Report

13.1 The Director of the Legal Centre presented her Report to the Board, it being **noted**, in particular, that a donation of £20k had been gratefully received from Clifford Chance, and £4k from Anthony Gold Solicitors (from their unclaimed client account). The Board wished to record its good wishes to the Director of the Legal Centre in respect of her forthcoming maternity leave.

14. Adult Education Centre Report

14.1 The Board **received** reports from the Head of Adult and Community Education in respect of current activities, curriculum parameters and tender quotations for the prospectus. Prior to the Board meeting proper, Trustees had received an informative presentation from Austin Hill, Curriculum Co-ordinator for Humanities and Human Sciences on the innovative Community Interpreting and Translation Programme.

14.2 With regard to current activities, it was **noted** that a revised additional income target of £274k had been set for the year, which although challenging, could potentially be met from additional delivery in Term 3 and from a summer school planned for late July. The Board further noted that a revised fees policy would be discussed at the Away Day on 14 March.

14.3 The Board **approved** the recommendation to accept the tender of CM Print for the prospectus, 2015/16

15. Cross-Settlement Safeguarding Policy

15.1 The Board **approved** the cross-Settlement Safeguarding Policy, noting that the Policy exceeded what the Settlement's legal obligations were in this area.

16. Draft AoC Code of Governance

16.1 The Chair of the Governance & Nomination Committee advised that Board that the Governance & Nomination Committee had considered the draft AoC Code of Governance, and had received a briefing paper from the Clerk

in this respect, at the Committee's meeting on 24 February 2015. The Committee **recommended** to the Board that the Code should be adopted (once finalised), since all of the major provisions within the Code were currently being met by the Board.

17. AGM and Away Day

17.1 The Board **approved** the Agenda for the forthcoming AGM on 24 March 2015, subject to the addition of an item relating to the resolution relating to Co-Opted Trustees/Directors. The Warden advised that a draft agenda for the Away Day on 9 May would be considered at the Away Day on 14 March, and that details for the dinner following the AGM would be circulated shortly.

18. Any Other Business

There was no other business to transact.

19. Confidentiality

The Warden's report to the Board on SMT appraisals, and the Chair's report on the interim appraisal of the Clerk, were deemed confidential.

20. Dates of Future Meetings

24 March 2015 – AGM

9 May 2015 – Away Day

7 July 2015 – Regular Meeting