

**MARY WARD SETTLEMENT
INTEGRATED BOARD
Minutes of the meeting held on
Tuesday 13th March 2018 at 5.30pm
Room 11, 42 Queen Square, WC1N 3AQ**

Present:	Frances Bates (Chair) Beatriz Montoya Nadine Cartner Andrew Peck John Edwards Andrea Williams Emma Wyatt Kate Watters
In Attendance:	Suzanna Jackson (Warden) Allister Duncan (Head of Finance and Resources – H of FR) Paula Twigg (Director of the Legal Centre - DLC) Sue Craggs (Head of Adult and Community Education – HACE)
Clerk:	Beverley Campbell

Agenda Item		Action
1.	Apologies for absence: were received from Helen Carty, Austin Hill, Raja Nadajaran, Kim Duong	
2.	Declarations of interest: None	
3.	Minutes of the meetings held on 12th December 2017 were approved	
4.	Matters arising: None	
5 5a	<p>Legal Services</p> <p>Report on current services</p> <p>5.1 The Chair commended the Director of the Legal Centre (DLC) for the report, particularly the case studies which demonstrated the impact of the outcomes achieved for clients.</p> <p>5.2 The DLC highlighted the following areas in her report:</p> <ul style="list-style-type: none"> • Henry Smith Charity have granted 3 year funding for a new Housing Support Worker post. There were six strong candidates and the successful person was an existing staff member. This post will enable the Housing Team to provide a more holistic approach to dealing with client issues. The plan is to recruit someone to fill the vacancy on reception in May • The DLC is working with the Fundraising Manager to identify priority areas for funding with the aim of reducing the dependency on a single funder. The focus of the debt advice work is the Capitalise Project which is target driven. Funding for welfare benefits provision is reliant on LB Camden funding. New funding for both these areas will allow services to develop to meet new and emerging needs, for example the rollout of Universal Credit • Legal Aid Contracts – MWLC were awarded contracts in Camden, Southwark and Newham. Six weeks before the start of the contracts in September MWS 	

	<p>will need to confirm a permanent presence in each of the boroughs. Expanding to Southwark would be possible following the merger. There are a number of options being considered for a location in Newham; MWLC could link up with an existing agency or look at renting office space</p> <ul style="list-style-type: none"> • The Warden commented on the need to consider whether MWS would be overstretching resources to take on both contracts. The level of financial and staffing resources required to run a contract would not be covered by the 42 gained from the 'initial matter starts' awarded. It is the potential to develop certificated legal aid work which will generate significant additional income. It was noted that the size of the Housing Team carrying out the existing contract in Camden is 5 full time lawyers. • The DLC stated that it would be possible to start a contract and pull out later without being penalised in any future bidding process, alternatively a decision could be made to only take on one of the new contracts. • Housing Duty Scheme – MWLC will be a partner agency in a bid led the Royal Courts of Justice • Capitalise Project – Confirmation has been received that funding will be rolled over for another 12 months from April. Funding will be at the same level, with a 10% reduction in the output targets. A recommissioning process is due to open, with Toynbee Hall continuing to act as the lead agency. • Justice First Fellowship – The DLC reported that the new trainee had started and is performing really well in the role. She is already supporting clients and drafting welfare benefit appeals. <p>The Legal Centre Report was recieved</p>	
<p>6 6a</p>	<p>Audit & Risk Committee Data Protection Management Policy</p> <p>6.1 The Chair invited comments/questions on the policy. The following was noted:</p> <ul style="list-style-type: none"> • In response to a question about the approach taken by MWS to obtain consent, the Head of Finance & Resources (HoFR) stated that as MWS were not engaged in direct marketing with students as it is possible to rely on other lawful purposes as the reason for obtaining and processing personal data. The sending out of newsletters was part of the ongoing relationship with students and did not need explicit consent • It was agreed that in developing the marketing strategy as part of the move to East London it may be desirable to approach people for support, therefore steps should be taken to consider obtaining the relevant consents now rather than later. FB and BM agreed to meet to discuss the issues that need to be considered in developing a wider marketing strategy • The HoFR stated that further work is being done on data compliance issues for the telephone advice service <p>The Data Protection Management Policy was approved</p>	<p>FB/BM</p>

<p>7.7a</p>	<p>Adult & Community Education: Report on Adult Education Services</p> <p>7.1 The Head of Adult & Community Education (HACE) reported that numbers of students and enrolments were not as strong as last year. As a result, income targets have been revised.</p> <p>7.2 One of the reasons for the reduction is that the work with the Metropolitan Police has not happened this year. In previous years it was possible to rely on this as a source of income and rooms had been provisionally booked en bloc. However, due to ongoing issues with the agency responsible for co-ordinating the training programme, the rooms have now been released to run ACE courses.</p> <p>7.3 Other contributing factors were noted:</p> <ul style="list-style-type: none"> • Student numbers are down by 10%. Indications are that this is due to less demand for ESOL and a fall in the number of new students enrolling. Enrolments are only down by 5%, this is due to students signing up for more than one course • The issue of the drop-off in ESOL numbers was discussed at a borough wide level by the Camden ESOL Steering Group. All providers are struggling with student numbers. ESOL is no longer free and students are unable to afford the fees. The HACE stated that work is being done to encourage potential students to ask about concessions or bursaries. The Warden commented that there will have to be a rethink of the Education Strategy as ESOL will no longer generate the level of fees as previous years • A more substantial Summer School programme is planned from 1st -31st July. It will comprise a mix of taster sessions and short courses • Further analysis of the current data on students and enrolments is being carried out to assist in the planning of courses for 2018/19 <p>The Warden announced that a review of the Education Strategy and planning for 2018/19 would be the focus of the Board Strategy Day on Saturday 23rd June – developing services post-merger and looking at the move to East London.</p> <p>7.4 Matrix Accreditation – The HACE reported that the Education Centre was successful in the re-accreditation of the Matrix Quality Standard for a further 3 years. A report on the findings of the 2-day audit is pending and will be circulated when available.</p> <p>7.5 Quote to Print 2018/19 Prospectus – The recommendation for CM Print to produce the 2018/19 prospectus was approved by the Board.</p> <p>The Education Centre Report was received</p>	<p>HACE</p>
<p>7b</p>	<p>Quality Improvement Plan</p> <p>7.6 The HACE reported that at the first meeting of the Quality Improvement Group, which comprised trustees, AW, KW, NC and AH the aim was to go through the Quality Improvement Action Plan and review whether a) the stated actions would lead to the expected outcomes; b) the RAG rating accurately reflected the current</p>	

	<p>position; and c) to assess the steps to be taken to achieve the improvements. The trustees were thanked for their participation. It was acknowledged that their understanding of the process would be good in the preparation for the OFSTED inspection, as they will be able to speak to the Inspectors. The HACE stated that there had been no news from OFSTED about a likely date for a visit, which can be given at very short notice.</p> <p>The Quality Improvement Plan was approved</p> <p>7c Equality & Diversity Report The Chair invited comments/questions on the Report. In response to a question about the presentation of data using graphs/charts, it was stated that the current format was done to comply with the reporting requirements set by the ESFA. It would be possible in future to reproduce the data in a way that would be more useful for MWS's purposes.</p> <p>The Equality & Diversity Report was received</p> <p>7d Community Outreach Report The Chair commended the report on demonstrating the impact of MWS's work in the community, which could be used to inform parts of the Settlement's Communications & Marketing Strategy</p> <p>The Community Outreach Report was received</p>	
<p>8.</p> <p>8a</p>	<p>Finance Matters: The Chair of Finance Committee stated that it had not been possible to hold the last meeting scheduled for 27th February, as the meeting was inquorate. JE explained that the current Treasurer is taking some time out to deal with a medical issue and steps have been taken to co-opt a replacement for the short term. Key financial issues due to be discussed at the meeting are on the agenda for consideration by the Board.</p> <p>Quarter 2 Accounts 8.1 The following comments on the Report were noted:</p> <ul style="list-style-type: none"> • The operational staffing costs are in line with the budget, however income is down as some classes are not at full capacity • The half year figures show a surplus of £74k against a budget of £43k. This is due to all the costs relating to 10GT being offset against the sale proceeds • Rental income from 10GT – National Youth Orchestra are considering taking a lease for the 2nd floor space. If agreed the lease will run from April 2018 to July 2022. If no agreement is reached then it unlikely that another tenant will be secured before the end of the financial year. • Rental Space at 42QS – the use of space for rental is down on previous years. The reduction of space at 10GT has meant more services operating from 42QS so less free space to rent out • Forecast overall is for a small deficit. The Legal Centre is projected to make a small surplus; the Education Centre a small deficit. It was noted that 2/3rds of the ACE income was fixed by the ESFA funding, which has remained at a 	

<p>8b</p>	<p>fixed level while costs are increasing.</p> <ul style="list-style-type: none"> • Successful marketing of the new mid-year courses will be key to improving the income position. As well as the design and development of new courses, it is important to review the demand for courses • There is a reference in the latest forecast to the purchase of a new property in East London being completed by year end. This will become increasingly unlikely if no suitable property is identified within the next month or two. <p>Student Fee Income</p> <p>8.2 The HoFR presented a paper to update the Board on the shortfall in student fee income. Term 1 showed a shortfall of £20k, broadly split between ESOL and creative arts. It is now recognised that the issue with the numbers enrolled on ESOL courses will be ongoing and that resulted in a reduction of £30k to the student fee target.</p> <p>8.3 The shortfall in the number of students enrolled on Arts courses is exacerbated by the fact that the overall number of students paying the full fee is less than planned and a higher number are paying a concessionary rate, resulting in a shortfall of £31k. It is unlikely that the deficit in art can be made up, so a further £40k has been taken off the expected student fee income for the year. This reduces the overall income target from the original budget of £1,269k to £1,199k.</p>	
<p>9. 9a</p> <p>9b</p> <p>9c</p>	<p>Governance Report</p> <p>Co-option of Kim Duong as Treasurer</p> <p>9.1 The Chair stated that due to ill health the current Treasurer is taking a sabbatical from her role. Kim Duong, the Chief Finance Officer of an SME, has agreed to take on the role on co-option basis. Her details were circulated to trustees prior to the meeting and she attended the recent Audit & Risk Committee.</p> <p>The Board approved the Co-option of Kim Duong to the role of Treasurer</p> <p>Arrangements for AGM</p> <p>9.2 The Chair confirmed the date of the AGM as Thursday 26th April 2018 3.30-5.30pm, Room 13 42 Queen Square</p> <p>9.3 A number of changes to the Board will take affect from the AGM. The following changes were noted:</p> <ol style="list-style-type: none"> 1. Helen Carty will be retiring as a trustee at the end of her first term 2. Kate Watters will end her term as an elected trustee and become an appointed trustee. 3. Kim Duong to be appointed as a Co-opted Trustee and Treasurer 4. Andrew Peck, John Edwards and Raja Nadarajan will be standing for a second term 5. Austin Hill was the only nomination received for the position of Staff Trustee 6. Gerard Darby was the only nomination received for the position of Tutor Trustee 7. Five nominations have been received from students for two Student Trustee positions. Voting will close on Wednesday 14th March <p>Special Meeting Date</p> <p>9.4 The Warden stated that a Special Meeting of the Board was necessary before the</p>	

<p>9d</p>	<p>AGM for the Board to approve the Merger Agreement and pass a resolution to agree the three Blackfriars trustees be appointed to the MWS Board. The lawyer from Linklaters is drafting the wording for the resolution to be passed at this meeting and also the resolution to be passed by members at the AGM to agree the appointment of the named trustees. Linklaters have advised that this is ordinary resolution passed by simple majority. The date for the meeting was confirmed as Wednesday 18th April at 6.15pm.</p> <p>Board Composition & Structure</p> <p>9.5 The Warden presented the paper and explained the proposal to adopt a group structure arrangement with Blackfriars Settlement as a wholly owned subsidiary rather than the full merger. The content of the paper was agreed by the MWS lawyer at Linklaters.</p> <p>9.6 The proposal is to mirror the current arrangement between MWS as the parent company and MWLC as the wholly owned subsidiary. Blackfriars Settlement would become part of the group. Similarly, with the existing Integrated Board structure, the majority of trustees are members of both the MWS and MWLC boards. In order to avoid any potential conflict of interest between the organisations, there are two trustees who are solely members of either MWS or MWLC. The proposal is to replicate this arrangement for the Blackfriars Settlement.</p> <p>9.7 It is proposed that the roles of Chair, Vice Chairs and Treasurer will apply across each of the Boards. For example FB is currently Chair of MWS and MWLC. This arrangement will extend to Blackfriars Settlement.</p> <p>9.8 Integrated Board meetings will in effect be all three organisations meeting on the same evening. All trustees will be invited to attend all three meetings and take part in discussion, debate of all the organisations in the group. Where a matter requires a decision on an individual organisation/board, then only those members will be entitled to vote/approve. A template showing the format of the agenda and minutes for how future meetings will be organised and recorded was circulated. MWS matters would be considered first, focusing on the work of the whole group, followed by matters specifically relating to the other organisations.</p> <p>9.9 There were a number of comments regarding the complexity this arrangement will bring to meetings, as well as the additional time that will be taken during the transition period to get people up to speed with the issues on the agenda. This may require additional meetings.</p> <p>9.10 The Chair recommended that the Board approve the implementation of the proposed structure and assess the impact going forward.</p> <p>The Board approved the proposed Board Structure and Governance Arrangements</p>	
<p>10.</p>	<p>CONFIDENTIAL ITEM</p>	

11.	<p>Warden's Report: 11.1 The Warden stated that all the details on her report were for information. The only matter to be noted was in regard to the appointment of the Head of Finance & Resources. The interviews took place on 2nd March, however, there are still some questions to be addressed by the preferred candidate. Once these have been resolved a recommendation will be made to the Board.</p> <p>The Warden agreed to circulate the details of the recommended candidate</p>	Warden
12.	AOB: None	
13.	Confidentiality: Item 10 identified as confidential	
14.	Date of Next Meeting:	
	The meeting closed at 19:41	

Beverley Campbell
Clerk
March 2018