Minutes of the Governance Committee Meeting
8 May 2018

Present: George Kalorkoti Chair
Pam Barrett
Denis Coulon
Peter Grose
Eloise Appleby Chief Executive Officer (CEO)
Sacha Craise PA to the Board and CEO
Gill Caldwell Marketing and Communications Manager (item 4))

Summary of Actions arising from the meeting, beginning with actions carried forward from previous meetings:

<table>
<thead>
<tr>
<th>Page</th>
<th>Action No</th>
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<th>Lead Colleague</th>
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<tbody>
<tr>
<td>3</td>
<td>1</td>
<td>Amend decision-making flow chart/process to incorporate out of the ordinary decisions. C/f from minutes of 07/11/17.</td>
<td>31/08/18</td>
<td>EA</td>
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<tr>
<td>4</td>
<td>2</td>
<td>Return updated Statements of Purpose to Governance Committee for approval</td>
<td>22/11/18</td>
<td>EA</td>
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<tr>
<td>4</td>
<td>3</td>
<td>Quarterly familiarisation tours for Trustees to be booked, and Trustees advised on dates.</td>
<td>30/06/18</td>
<td>SC</td>
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<td>4</td>
<td>4</td>
<td>Automatic password prompt for Trustee web access to be checked and Trustees advised.</td>
<td>30/06/18</td>
<td>SC</td>
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<td>4</td>
<td>5</td>
<td>Business Continuity Plan to incorporate Information Systems security measures, including encryption/security for mobile equipment such as phones and laptops. See Action 9 below.</td>
<td>31/03/19</td>
<td>EA</td>
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<td></td>
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<td>Trustees to be sent further information in the interim about encryption for mobile equipment such as phones and tablets.</td>
<td>30/06/18</td>
<td>EA</td>
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<td>4</td>
<td>6</td>
<td>Programme of training for trustees to be developed as part of revised policy for recruitment, induction and training. This will include data protection and safeguarding.</td>
<td>31/08/18</td>
<td>EA</td>
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<td>5</td>
<td>7</td>
<td>Policy/practice for GDPR to be aligned with information provided on the <a href="https://www.nationalcareassociation.org">National Care Association</a> website</td>
<td>31/07/18</td>
<td>EA</td>
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<td>5</td>
<td>8</td>
<td>Trustees to be provided with clarification on GDPR implications for information held on home computers/equipment.</td>
<td>31/07/18</td>
<td>GC</td>
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<td>5</td>
<td>9</td>
<td>Proposed structure of the business continuity plan be brought to Trustees for approval before the full plan is drafted</td>
<td>31/03/19</td>
<td>EA</td>
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<td>5</td>
<td>10</td>
<td>Recommend to Board that there be one single data protection policy, including data breach procedure, with other policies cross-referenced to it as appropriate. Policy produced and data breach training provided to staff.</td>
<td>07/06/18</td>
<td>Chair</td>
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<td>5</td>
<td>11</td>
<td>Policy Review Timetable to use H1 and H2 for review dates rather than specific months, referring to first or second half of the year.</td>
<td>Immediate</td>
<td>SC</td>
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<td>and ongoing</td>
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<td>5</td>
<td>12</td>
<td>BT01 Risk Management Policy - Appendix 4 to be removed</td>
<td>15/05/18</td>
<td>EA</td>
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<td>6</td>
<td>13</td>
<td>All Policies and Procedures to have a footer showing last review date and next review due.</td>
<td>As policies come up for review</td>
<td>SC</td>
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<td>6</td>
<td>14</td>
<td>Proposed changes to policies to be highlighted for consideration at the time of circulating agendas.</td>
<td>As policies come up for review</td>
<td>EA</td>
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<td>6</td>
<td>15</td>
<td>Recommend to the Board that all trustees should have full in house safeguarding training every three years, with online top up annually in between. Subsequent implementation by HR Manager</td>
<td>07/06/18</td>
<td>Chair</td>
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<td>Ongoing</td>
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<td>6</td>
<td>16</td>
<td>BT02 Governance Policy - Redraft section on Trustee Away Day in ‘Generative’ paragraph on p3 to reflect discussion.</td>
<td>15/05/18</td>
<td>EA</td>
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| 6    | 17        | BT05 CEO Recruitment and Appraisal Procedure - Recommend to the Board that the CEO Recruitment Procedure be separated from the Appraisal Procedure, and that:  
  a) The recruitment procedure should make provision for all Trustees to have the opportunity to meet shortlisted candidates  
  b) The procedures should be reviewed every two years  
  c) CEO appraisal procedure should be consistent with that of other staff. | 07/06/18 Board Meeting  
  22/11/18 for new documents | Chair           |
| 7    | 18        | BT03 Trustee Recruitment Procedure - Soft copy to be circulated  
  Trustees to submit comments on new draft | 18/06/18          | EA             |
| 7    | 19        | Recommend to Board  
  a) A show of hands as preferred means of voting in new Trustees.  
  b) Alignment of duration of Chairs of Committees with tenure of Chair of Board (ie 3 years). | 07/06/18          | Chair          |
| 7    | 20        | DBS checks to be carried out on Trustees every 3 years/sign up for automatic renewal. | Ongoing           | WD             |

**Minutes**

1. **Welcome and apologies**
   GK welcomed the committee. There were no apologies.

2. **Declaration of Interest**
   There were no declarations of Interest.

3. **Minutes of meeting 7 November 2017**
   **A: Accuracy:** The committee approved the minutes for accuracy.

   **B: Matters arising:** The Chair noted that points recorded for action by PE were now intended for EA as the CEO.
C/F Action 1 – Amend decision-making flow chart/process to incorporate out of the ordinary decisions.

Action 1: CEO to resolve.

C/F Action 5 – Although the CEO had issued further information in response to trustee requests for a summary of conditions that could be accommodated by The Grange, including adaptations and adjustments, the Chair felt that this was not sufficient as a basis for strategic decision-making / development of future options. The Chair and PG had also received a copy of the Statement of Purpose and Service User Guide for Residential Care and Supported Living respectively, and considered that these would be the proper place to find such information. The current versions require reviewing, however, and are on the agenda for discussion by the Social Care Committee on 10 May 2018.

Action 2: return Statements of Purpose to Governance Committee at its meeting of 22 November 2018 for approval.

C/F Actions 6 and 7 – A 30 minute site visit had been arranged for 10am on 10 May 2018, and would concentrate on latest on site developments (eg The Heritage Room, planned works at Walnut Lodge). The Chair asked that more general tours of the site – and off-site – be included in the programme to ensure that all trustees had a good general understanding of the facilities and nature of operations at The Grange. It was agreed that each Trustee should aim to participate in at least one visit per year.

Action 3: Quarterly visits of appropriate duration/timing to be arranged and all Trustees to be advised.

C/F Action 8 – It has been established that there is not a single trustee password for the secure trustee webpages, but that trustees choose their own password and are prompted every 90 days to change this. GK said he had not received a password renewal prompt but thought his password had been set more than 90 days ago.

Action 4: Automatic password prompt to be checked and Trustees advised.

C/F Action 11 – An outline of security systems in place to protect information management systems at The Grange was tabled at the meeting (also appended to these minutes).

Action 5: Trustees to be sent further information about encryption for mobile equipment such as phones and tablets.

Action 12 – Training for Trustees was discussed at the recent Away Day and will be developed in line with the revised trustee recruitment, induction and development policy. This will include data protection and safeguarding, as referenced elsewhere in these minutes.
Action 6: Training programme for Trustees to be developed as above.

All other actions from the meeting of 07 November 2017 completed.

4. Preparations for the General Data Protection Regulation (GDPR)

Marketing and Communications Manager Gill Caldwell (GC)

GC presented to the committee the steps The Grange had taken to be compliant with GDPR, based on document ‘Twelve Steps to Take Now’ issued by the Information Commissioner’s Office (ICO). Based on this checklist, The Grange was at amber in compliance terms. There was still work to be done, but the organisation had good evidence to show it was on the journey to compliance.

PG asked that this be aligned with information provided on the National Care Association website, as the specialist body. EA commented that she would be resuming ownership of the compliance project from the end of May to allow GC to focus on the 80th anniversary campaign.

Action 7: CEO to ensure alignment between Grange policies and National Care Association guidance on GDPR.

One area of difficulty is the archiving and deleting files. It was agreed that a six year retention period was adequate for most financial and other sensitive information. EA commented that recruitment was in hand for a volunteer with archiving skills to help review paper archives in the cellars and develop an archiving policy.

There was uncertainty around information held by Trustees on their own computers.

Action 8: Clarification to be provided as above.

Trustees commented that IT Security is an important part of data protection and that the business continuity plan will need to reflect this.

Action 9: Proposed structure of the business continuity plan be brought to Trustees for approval before the full plan is drafted.

GC commented that there was a need for a Data Breach Procedure, with associated training for staff. Trustees asked that a single data protection policy be established (to include data breach procedure), with cross-reference from other policies as appropriate to reflect GDPR requirements.

Action 10: Recommend to the Board that data protection policies to be produced/revised as above.
5. Policy Review

a. Policy & Procedures Review Timetable:
   Action 11: It was agreed that the timetable be split into two halves with three policies reviewed in the first half of the year and three in the second (H1 and H2).

b. Board of Trustee Procedures and Policies for approval:
   BT01 Risk Management Policy
   It was agreed by the committee that no changes to the policy be made.
   Action 12: Appendix 4 is an example only and should be removed from the document.

   Action 13: All Policies and Procedures should have a footer of the policy name, last review date and next review due.

   BT02 Governance Policy
   Trustees agreed that no changes were currently necessary,
   Action 14: Staff to propose and highlight changes to the policies for Trustees to consider, at the time of circulating the agenda. This will lead to a more efficient use of committee time.

   Trustees queried the frequency of safeguarding training, referenced in the policy.
   Action 15: Recommend to the Board that all trustees have annual online training, with a more detailed in-house refresher course once every three years.

   The Chair queried the three purposes of the annual away day for trustees referenced on page 3 of the current policy as these were not adhered to this year. It was agreed that the purpose of away days might vary according to the needs of the organisation at the time, and that Trustee involvement in shaping the away day was desirable.
   Action 16: CEA to redraft the paragraph headed ‘Generative’ as above.

   • BT05 CEO Recruitment & Appraisal Procedure
   It was agreed that the document be split into two separate procedures, one for recruitment and one for appraisal, and should be reviewed as part of the process by EA before returning to the Committee for approval. The recruitment procedure should make provision for all Trustees to have the opportunity to meet shortlisted candidates, and the procedures should be reviewed every two years (in line with all other procedures which will also be reviewed every two years).
Action 17: Split this procedure document into two as above, and ensure CEO appraisal procedure is consistent with other staff.

- BT03 Trustee Recruitment Procedure
  EA tabled a hard copy draft of a revised procedure, reflecting discussions at the recent trustee away day.

  Action 18: Revised Trustee Recruitment Procedure to be circulated electronically for comment.

  The Chair asked Trustees for their preferences on the method of voting in new Trustees or re-electing existing ones. Trustees also discussed the difference in length of tenure for Chair of The Board (three years) and Chairs of Committees (one year). They agreed that Chairs of Committee should also be elected for three years, which would enable them to build expertise and allow for continuity.

  Action 19: Recommend to Board
  a) that a show of hands be the preferred method of voting in new Trustees or re-electing existing ones.
  b) That the tenure of Chairs of Committees and the Chair of Trustees should be three years.

6. Safeguarding
   Following discussion about the desired frequency of DBS checks on Trustees

   Action 20: It was agreed to renew checks every three years for trustees, but to also sign up for the automatic renewal.

   EA informed the committee that all Trustee files were now being held by HR, to ensure consistency with the administration of staff and volunteers, including record keeping in relation to matters such as DBS checks and training.

7. Transparency
   EA posed a question to Trustees about increasing transparency by publication of Board Minutes on The Grange’s website, with the proviso that minutes identified as exempt would be kept confidential. Following discussion, Trustees decided against this in view of the sensitive nature of many subjects being discussed at meetings, and the additional time and difficulty of separating out ‘exempt’ business. It was not something that was required of the charity by law.

8. Trustee oversight of key projects
   PG asked for assurance that major projects or unusual decisions would be taken through a proper decision-making process. The example of the new website was given. This did not require any expenditure (for which there is a procedure) as it was done pro bono but was considered to be a significant piece of work, and very
public-facing. EA referenced the outstanding action on the decision-making flow chart from the minutes of the previous meeting. *(Action 1 refers.)*

The Chair expressed concern that budget holders did not have adequate ownership of or accountability for their budgets. EA commented that this may be more a lack of understanding than reality, and in some cases reflected a training need. EA said progress is already being made on this matter.

9. **Recommendations to the Board**
The Committee agreed to recommend:
- Trustees take an annual online safeguarding course and three-yearly in house training;
- A central data protection policy to be written with reference to other policies that it affects, and to include a data breech procedure;
- To vote using a show of hands for a new Trustee (or Trustee being re-elected);
- To align the length of tenure of Chairs of Committee with the length of tenure of the Chair of the Board.

10. **Any other business**
The Chair sought views on possible changes to the times of Trustee meetings at The Grange. EA explained that this was a move which was intended to broaden the scope for potential Trustees who could not attend meetings during day times. The committee did not reach a conclusion.

PG raised the matter of the Statements of Purpose for The Grange. These will be reviewed by the Social Care Committee, and be returned for approval to the next Governance Committee. Once approved by trustees, the documents can go online.

**Ends**

*Policies and other documents for review at the next meeting:*
- Conflicts of Interest
- Reserves
- Investment
- Regulator Reporting
- Trustee Expense Claims
- Servicing Board and Committees
- Statement of Purpose – Residential Care
- Statement of Purpose – Supported Living

**Next meeting: 10.30am 20 November 2018**