

HOOPLE BOARD

Minutes of a meeting of the BOARD OF DIRECTORS of HOOPLE LTD held in The Jam Factory, Nelson Building, Hereford on Thursday, 8th June 2023 at 2.00pm.

Board Members present:

Andrew Cottom (AC)	Chair and Non-Executive Director – Wye Valley NHS Trust
Andrew McLean (AM)	Non-Executive Director – Lincolnshire County Council (joined by video link)
Hilary Hall (HH)	Non-Executive Director – Herefordshire Council

Hoople Officers Supporting the Board:

Audrey Clements (AEC)	Chief Operating Officer
Stephen Weller (SW)	Head of Hoople Care
Simon Mortimore (SM)	Head of IT
Daley Jones (DJ)	Head of Training & Education
Lisa Yates (LY)	Head of HR & OD
Kerry Lawrence (KL)	Company Secretary Support / Minute Taker

Invited:

David Warden (DW)	Associate Director of IM&T- Wye Valley NHS Trust
Nicola Twigg (NT)	Non-Executive Director – Wye Valley Trust

1. Introductions and Welcome

- 1.1 Introductions were made. The Chairman invited Nicola Twigg as his successor on the board of directors representing Wye Valley Trust when his terms of office ends in September.
- 1.2 Lisa Yates was also welcomed to the meeting as Hoople's newly appointed Head of HR & OD.

2. Apologies

- 2.1 Apologies were received from Tracey Sampson.

3. Declarations of Interest

- 3.1 There were no new declaration of interest received.

4. Minutes, Action Sheet and Matters Arising

- 4.1 The minutes of the meeting held on 29th March 2023 were agreed as an accurate recording.

Matters arising

1/1 – AEC reported that she was due to meet with Jane Ives and WVT colleagues to discuss any implications the potential property purchase might have on the Education Centre Project.

5. Financial Outturn 2022/23

5.1 AEC reported a 22/23 forecast outturn position of £41k profit subject to the outcome of the year-end audit taking place in June. It was acknowledged that there had been some budget pressures in Hoople Care for the use of agency staff due to the ongoing challenge to recruit, and also cost increases of materials and IT equipment had also impacted the profit position.

5.2 AEC stated that provisions had been made including dilapidations for properties and costs in relation to the potential move.

5.3 AEC confirmed the cash position remains strong.

5.4 The teckal position was confirmed at 91.3% giving opportunity to expand the commercial elements of the business. There are a couple of business opportunities being explored, however they are in very early stages.

5.5 In response to board members question, AEC confirmed academies are treated as commercial business and maintained schools are treated as teckal.

6. Finance and Business Update

6.1 The board noted the finance and business update report including the 23/24 outturn position, the progress to date by the business and the key issues and risks.

6.2 Virtual staff events were held in April sharing the feedback from the Employee Opinion Survey as a basis of informing a staff wellbeing strategy with further events planned.

6.3 AEC reported the LCC Business World go-live in April was successful and the efforts payroll and IT teams involved were acknowledged. There are still some improvements to be made but felt like in a good position. AM recognised the success of the project so far given the huge complexity of the system and benefits of teams from all parties together, with some minor improvements but was positive.

6.4 Energy grants continue to be issued by Revenues and Benefits team and will last until July. This is causing additional pressures but hoped recent recruitment in the team will ease the situation.

- 6.5 LY reported discovery sessions have commenced around the payroll transfer working with the current provider and colleagues of LCC. A series of sessions were arranged in obtaining the detail how services are delivered so that predesign documents can be re-defined and agreed with LCC colleagues.
- 6.6 SM confirmed that the LCC project is in flight mode delivering a number of outstanding issues and matters which require bedding down. A closure report would be provided in due course.
Action: SM
- 6.7 SM informed board that there could potentially be some synergy between activities HC and WVT are involved in, Hoople will draw attention to opportunities so the shareholders can make the decisions.
- 6.8 SM reported that Hoople customers were not affected by the recent cyber-attack at Capita. SM brought to the attention of board members that as platforms and systems built by Hoople become more reliant on third party providers, it affects Hoople's contract management and its ability to respond to incidents outside of its direct control.
- 6.9 SW explained that they had begun to look at care systems on the market but it was becoming a challenge to find a system to fully meet the criteria of the range of care services Hoople provide, however there were some close possibilities.
- 6.10 SW reported recruitment continues to be challenge for care workers however there had been some recent improvements in the Reablement service, Learning Disabilities service and Hillside. SW continues with the recruitment campaign with WVT colleagues on the together healthcare initiative, health and social care bootcamps with the college and engagement with DWP.
- 6.11 SW reported positive feedback was received following a visit by Herefordshire Council's quality audit team to the learning disabilities service at Southbank. There are still improvements to be made but the service is in a much better position. Board took assurances that good progress had being made in the last 12 months but recognised there are still some issues with recruiting which is a concern financially and from a quality aspect.
- 6.12 DJ stated the foundation learning programme exam season had begun and success rates were awaited. Also planning has started for the transition of learners in September.
- 6.13 DJ explained that the levy funds continue to be utilised and have no expired levy funds to date. Following a discussion with the management team, a presentation will be shared with senior managers how we can better use our levy to upskill the workforce.

6.14 AEC explained that Strategic KPI's linked to the business plan were included in the report for the current financial year and sought feedback. AC asked for a measure around employee engagement as a priority given to wellbeing.

Action: AEC

6.15 It was noted, Hoople's Employee Opinion Survey response rate was 51% in comparison to 49% the previous year. AEC added there is further work to do to better engage with harder to reach service areas i.e. cleaners and care teams. There are also plans to hold more pulse surveys to get a better feel of the organisation on a regular basis.

7. Property Purchase

7.1 AEC stated that the general consensus of the executive management team regarding the move was positive and noted the advantages of bringing teams together to give a sense of Hoople would help with staff wellbeing. The new building will provide better arrangements in terms of set up and allow space for collaborative working for teams and shareholders to enable networking.

7.2 AEC confirmed that preliminary work had taken place and were awaiting some outstanding surveys to be completed. There are still a number of details being worked through in terms of how the building will work for Hoople, capabilities of creating a sustainable future, IT network checks are to the standard required and whether any further investment is required.

7.3 AEC added the exchange of contracts is expected to be mid- July, with completion at the end of July.

7.4 It was identified that the Shareholder Agreement requires the acquisition to be specifically contemplated by the approved Business Plan. The board recommends that it is made clear to the shareholders that the building purchase was not part of the Business Plan but it is consistent with Hoople's objectives of operational efficiency. AEC commented that it was an unexpected opportunistic building that met Hoople's vast range of requirements and it was unlikely that a similar opportunity would become available again and the purchase would diminish the risk of Hoople services being spilt further if we were asked to vacate the current premises.

Action: AEC

7.5 A discussion took place to ensure Hoople's cashflow and the company remains commercially viable with the purchase of the building and how this could be managed. It was agreed AEC would review Hoople finances in further detail to understand the full impact and report back to board.

Action: AEC

7.6 A board member raised concerns whether the risk was worth the reward and having difficulty to fully understand the driving force and if the purchase of the building was the answer to the solution.

8. Scheme of Delegation

8.1 The Scheme of Delegation and Reservation was updated to reflect recent board appointments; Tracey Sampson and Hilary Hall. Also the authorisation limits have also been updated inline with current senior key personnel.

8.2 The Board approved the revised version and recommended it to the shareholders.

Action: KL

9. Business Continuity Update

9.1 AEC explained that a desktop exercise was carried out on Hoople's business continuity arrangements and as a consequence, each service areas are reviewing and updating their business continuity plans for management's review.

9.2 The board noted the contents of the report.

10. Executive Management Team (EMT) Membership

10.1 In line with the Scheme of Delegation and Reservation, the board approved Lisa Yates Head of HR & OD appointment as an executive member.

11. Forward Plan

11.1 The chair requested that business update be an exception for the July board to allow members to focus on the annual accounts.

11.2 It was agreed the Scheme of Delegation and Reservation review by the solicitors would be added to the forward plan and also the LCC payroll contract would be brought to the board for approval in September.

Action: KL to update the forward plan

12. Any Other Business

12.1 There were no other business.