

## Meeting Minutes: approved

**Meeting Title: Board meeting – Life Changes (Trustee) Limited addressing operations of (1) Life Changes (Trustee) Limited; and (2) Life Changes Trust, a trust in which Life Changes (Trustee) Limited is sole trustee.**

**Date: 17<sup>th</sup> March 2017**

<b>Trustees Participating</b>	<ul style="list-style-type: none"> <li>• Gillian Brown (GB), member People Affected by Dementia Programme and Remuneration and Reward Committees</li> <li>• Mike Connor (MC), member Finance Committee</li> <li>• Eona Craig, member Care Experienced Young People Programme Committee</li> <li>• Harriet Dempster (HD), Chair Care Experienced Young People Programme Committee</li> <li>• Nigel Fairhead (NF), Board Vice-Chair, Chair Finance Committee and member Remuneration and Reward and People Affected by Dementia Programme Committees</li> <li>• Collette Gallagher (CG), member Care Experienced Young People Programme Committee</li> <li>• Shona Hill (SH), member People Affected by Dementia Programme Committee</li> <li>• Alexis Jay (AJ), Board Chair, member Remuneration and Reward Committee</li> <li>• Shona Munro (SM), member Finance and Care Experienced Young People Programme Committees</li> </ul>
<b>In Attendance:</b>	<ul style="list-style-type: none"> <li>• Staff: <ul style="list-style-type: none"> <li>○ Anna Buchanan (AB), Director People Affected by Dementia Programme</li> <li>○ Heather Coady, (HC), Director Care Experienced Young People Programme</li> <li>○ Maddy Halliday (MH), CEO</li> <li>○ Dawn Revie (DMR), PA to CEO (minutes)</li> </ul> </li> <li>• Trust Protector: Douglas Graham (DG)</li> <li>• John Hildebrand (JH), Investment Manager, Investec (items 8.1 and 8.2)</li> </ul>
<b>Meeting Chair:</b>	AJ, Board Chair
<b>Minutes:</b>	DMR and MH

# Meeting Minutes

Item	Minutes	Action
<b>Section A: Standing Business Items</b>		
<b>A1. Welcome and Introductions</b>	AJ welcomed everyone to the meeting.	
<b>A2. Apologies</b>	Apologies were noted from:  Trustees <ul style="list-style-type: none"> <li>• Isobel Grigor (IG), member Care Experienced Young People Programme Committee</li> <li>• Claire Lightowler (CL), Chair People Affected by Dementia Programme Committee</li> </ul> Staff <ul style="list-style-type: none"> <li>• None</li> </ul>	
<b>A3. Declaration of Interests</b>	<ul style="list-style-type: none"> <li>• None declared.</li> <li>• It was noted that trustees and senior staff would be asked to review and update their entries on our Register of Interests in April each year. Changes should also be made throughout the year if they arise.</li> </ul>	MH/DMR/Trustees /AB/HC

# Meeting Minutes

<p><b>A4. Minutes/Notes of Previous Meetings</b></p> <p><b>For approval and discussion</b></p>	<p><b>4.1 Friday, 5<sup>th</sup> December 2016 Board meeting</b></p> <p><b>Draft minutes for approval</b> The minutes were approved.</p> <p><b>4.2 Action Update and Matters Arising</b></p> <ul style="list-style-type: none"> <li>• The Action Update was noted.</li> <li>• <b>(10) Adult and Child Protection Policy</b> HD will view the final version of our Adult and Child Protection Policy, before it is issued to staff and volunteers in April.</li> </ul>	<p>DMR</p> <p>DMR/HD/MH/AB/HC</p>
<p><b>Section B: Items for Decision, Discussion and Review</b></p>		
<p><b>B1. Governance and Corporate Issues</b></p> <p><b>Paper 1/17</b></p>	<p><b>1.1 Appointment of Trustees</b></p> <ul style="list-style-type: none"> <li>• The Board ratified trustees' email decision to appoint Shona Hill (SH) and Collette Gallagher (CG) as trustees, noting that SH will join our People Affected by Dementia Programme Committee and CG our Care Experienced Young People Committee</li> <li>• The Board approved a further round of recruitment from April 2017 to appoint up to two more trustees, with a focus on the following skills:             <ul style="list-style-type: none"> <li>○ relevant financial skills and a willingness to join our Finance Committee</li> <li>○ communication and/or influencing skills and a willingness to join one or both of our programme committees</li> <li>○ a sound understanding of the social policy environment in Scotland and how this relates to beneficiaries and a willingness to join one or both of our programme committees.</li> </ul> </li> </ul>	<p>MH/DMR/trustees</p>

## Meeting Minutes

	<p><b>1.2 Reappointment of Chair, Care Experienced Young People Programme Committee</b></p> <ul style="list-style-type: none"><li>• The Board approved the re-appointment of HD as Chair of our Care Experienced Young People Programme Committee.</li></ul> <p><b>1.3 Business Continuity Plan</b></p> <ul style="list-style-type: none"><li>• MH introduced the draft Business Continuity Plan, which sets out how Trust staff, in liaison with trustees, would respond to and manage a serious incident to minimise business disruption.</li><li>• Following review and discussion by the Board the following additions were agreed.<ul style="list-style-type: none"><li>○ Actions in the event of significant staff absence due to illness and in the event of a severe reputational issue/risk.</li><li>○ Informing the Trust’s insurer of a major incident, with a copy of the current Trust Insurance Schedule appended for reference.</li><li>○ Contact details for the Trust’s specialist software providers.</li><li>○ The physical location of the Trust’s IT data back-up site.</li><li>○ Lead trustee contacts in the event of a major incident will be the Board Chair and Vice-chair.</li><li>○ Expenditure to manage a major incident will be in line with the Trust’s delegated authority policy.</li></ul></li><li>• The Board approved the Plan, subject to above additions. The updated Plan will be circulated by email to trustees and added to the Trust’s dropbox for reference.</li></ul>	<p>MH/MD</p> <p>MH/DMR</p>
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# Meeting Minutes

	<p><b>1.4 Performance Management Support Arrangements</b></p> <ul style="list-style-type: none"><li>• The Board noted our current Performance Management arrangements and reports as summarised in the paper.</li><li>• Following discussion the Board agreed the following adjustments to our Key Performance Indicators:<ul style="list-style-type: none"><li>○ the number of unique visitors to our website and twitter followers to be reviewed <b>against appropriate targets</b></li><li>○ financial analysis to include match funding and in-kind support</li><li>○ the turnover of staff and trustees to be included as an indicator</li><li>○ reference to be made to the number and <b>quality</b> of trustees</li><li>○ that trustees are <b>reviewed</b> not appraised.</li></ul></li><li>• The Board also agreed:<ul style="list-style-type: none"><li>○ feedback should be invited from stakeholders involved in the Trust and those not directly involved but with an interest</li><li>○ the implementation of EQUIP should be deferred until a decision has been taken on the future of the Trust beyond 2023</li><li>○ AJ will meet in person and/or by phone with each trustee at least once a year as part of our annual governance review process (usually in autumn).</li></ul></li></ul> <p><b>1.5 Other</b> The Board noted the other items in the Governance and Corporate Issues paper.</p>	MH  MH AJ/DMR
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## Meeting Minutes

<p><b>B2 Draft Engagement and Influencing Framework</b></p> <p><b>Paper 2/17</b></p>	<p><b>B2 Draft Engagement and Influencing Framework</b></p> <ul style="list-style-type: none"> <li>• MH presented a draft Engagement and Influencing Framework to the Board. Discussion took place on the following issues:             <ul style="list-style-type: none"> <li>○ the role of the Trust as an ‘influencer’</li> <li>○ the role of Programme and Communications staff</li> <li>○ the proposed new job roles to provide additional capacity to support this work (see item B.7).</li> </ul> </li> <li>• The Board requested the following:             <ul style="list-style-type: none"> <li>○ inclusion of communications within the Framework</li> <li>○ practical examples of implementation of the Framework.</li> <li>○ further information on the tasks of the proposed job roles and what work could not be delivered if these proposed roles are not established.</li> </ul> </li> <li>• It was agreed that a revised paper will be shared with trustees before the June 2017 Board for comment and a final paper considered by the June 2017 Board.</li> </ul>	<p>MH/AB/HC</p> <p>MH/AB/HC /Trustees</p>
<p><b>B3 Future Options for Life Changes Trust/(Trustee) Ltd</b></p> <p><b>Paper 3/17</b></p>	<p><b>B3 Future Options for Life Changes Trust/(Trustee) Ltd</b></p> <ul style="list-style-type: none"> <li>• MH introduced the brief paper setting out three possible options for the future of the Trust.</li> <li>• The Board noted the usefulness of the document and discussed/noted the following issues/points:             <ul style="list-style-type: none"> <li>○ the obligations of trustees in terms of the Trust’s legacy</li> <li>○ the legality of the options with regards to our Trust Deed and Memorandum of Association</li> <li>○ the need to take care that planning for possible future work beyond 2023 was not prioritised over current commitments</li> <li>○ that the leadership role of the Trust may be missed, more than, or at least as much as, its funding, should it cease to exist in 2023.</li> </ul> </li> <li>• The Board agreed that an updated options paper, with the legal issues clarified, should be presented to the March 2018 Board meeting for further discussion.</li> </ul>	<p>MH</p>

## Meeting Minutes

<p><b>B4. Strategy Review Process and Schedule</b></p> <p><b>Paper 4/17</b></p>	<p><b>B4. Strategy Review Process and Schedule</b></p> <ul style="list-style-type: none"> <li>The Board approved the revised process and schedule for the Trust’s Strategy Review as set out in the paper.</li> </ul>	<p>MH/AB/HC</p>
<p><b>B5 Care Experienced Young People Programme</b></p> <p><b>Paper 5/17</b></p>	<p><b>5.1 Trust Role in Scottish Government Review of the Care and Protection System (paper 5/17)</b></p> <ul style="list-style-type: none"> <li>HD and HC introduced the paper, informing the Board that Fiona Duncan (CEO of Lloyds TSB Foundation Scotland) had been appointed as Chair for the Review and her appointment had been well received.</li> <li>The Board noted the following: <ul style="list-style-type: none"> <li>That the involvement of the Trust in the Review would be informed by the principles in our Engagement and Influencing Framework, once these were agreed (see Item B2).</li> <li>That many Trust awardees would contribute views and evidence to the Review, with or without support from the Trust and that any support would be part of our ongoing liaison with awardees and would not require additional Trust resources.</li> <li>That Trust staff will contribute indirectly to the Review through our generic engagement with key stakeholders and that this would not require additional resources.</li> <li>That some modest additional resources may be required to support direct contributions to the Review by the Trust through submission of evidence based on learning from evaluation of our funded initiatives and other complementary insight and evidence from reliable sources. (Provision has been made in the 2017-2018 Budget.)</li> <li>That progress reports on the Review, Trust and awardee contributions will be included in our quarterly Care Experienced Young People Programme Updates.</li> </ul> </li> <li>The Board agreed that formal evidence submissions to the Review would be approved by the Board.</li> </ul>	<p>MH/Board</p> <p>HC</p> <p>HC</p> <p>HC</p> <p>HC</p> <p>HC/MH/Board</p>

## Meeting Minutes

<p><b>B6. People Affected by Dementia Programme</b></p> <p><b>Paper 7/17</b></p>	<p><b>6.1 People Affected by Dementia Forward Look and Programme Work Plan and Budget 2017-2018 (paper 7/17)</b></p> <ul style="list-style-type: none"> <li>• AB introduced the Work Plan and Budget for 2017-2018, informing the Board that the Programme was now at the peak of its funding, with a potential 80 funded projects being managed by 2018.</li> <li>• The Board noted that the budget presented was based on a maximum projected spend.</li> <li>• The Board approved the Work Plan and draft budget for 2017-2018.</li> </ul>	<p>AB</p>
<p><b>B7. HR</b></p> <p><b>Paper 8/17</b></p>	<p><b>7.1 New Staff Roles (paper 8/17) (MH)</b></p> <p>It was agreed to defer decision on the proposed new staff roles to support evidence and influencing work until the June 2017 Board, as set out in Item B2.</p>	<p>MH/AB/HC</p>
<p><b>B8. Finance</b></p> <p><b>Paper 9/17</b></p> <p><b>Paper 10/17</b></p> <p><b>Paper 11/17</b></p> <p><b>Paper 12/17</b></p>	<p><b>8.1 Responsible and Ethical Investment Policy (paper 9/17)</b></p> <ul style="list-style-type: none"> <li>• The Board reviewed the Trust’s Responsible and Ethical Investment Policy and supporting papers, with reference to the Ethical Screening schedule tabled by JH.</li> <li>• The following key points were noted: <ul style="list-style-type: none"> <li>○ some companies were currently excluded from investment due to human rights concerns</li> <li>○ ethical exclusions should be relevant to the Trust’s mission, beneficiaries and reputation</li> <li>○ the responsibility of the Board to gain the best return possible for investment of the Trust’s funds.</li> </ul> </li> <li>• The Board agreed: <ul style="list-style-type: none"> <li>○ the current policy should be updated with clearer reference to “materiality” (e.g. an exclusion should only be made where the ethical issue is relevant to the Trust’s mission, beneficiaries or reputation)</li> </ul> </li> </ul>	<p>MH</p>



## Meeting Minutes

	<p><b>8.4 Revised Terms of Reference for Finance Committee (paper 12/17)</b></p> <ul style="list-style-type: none"> <li>• NF presented the revised Terms of Reference for our Finance Committee clarifying:             <ul style="list-style-type: none"> <li>○ the sections on financial strategy and planning; investment; and the Trust’s annual accounts had been significantly expanded from the earlier version</li> <li>○ that the Finance Committee does not have independent decision-making authority, and makes recommendations to the Board for decision.</li> </ul> </li> <li>• The revised Terms of Reference were approved by the Board, subject to Section 3, ‘Limits to Powers’, being moved to the beginning of the document.</li> </ul>	DMR
Section C: Items for Information and Comment		
<p><b>C1. Communications</b></p>	<p><b>1.1 Update Report</b></p> <ul style="list-style-type: none"> <li>• The Board noted the Communications quarterly update report.</li> <li>• MH advised that appropriate targets would be set from April 2017 and included in future quarterly updates.</li> <li>• <b>Trust Progress Report April 2015-September 2016</b> - MH clarified:             <ul style="list-style-type: none"> <li>○ as previously agreed by the Board in July 2016, public-facing progress reports would usually be published annually, with a six month update if appropriate</li> <li>○ the most recent public-facing progress report covers the period April 2015 – September 2016, but could not be published until February 2017 due to staff capacity issues</li> <li>○ a schedule for future progress reports will be presented to the June 2017 Board.</li> </ul> </li> <li>• The importance of reflecting diversity in the images used in Trust publications was noted.</li> </ul>	<p>MH/DC</p> <p>MH</p> <p>MH/DC</p>

## Meeting Minutes

<p><b>C2 Care Experienced Young People Programme</b></p> <p><b>Paper 14/17</b></p> <p><b>Paper 15/17</b></p> <p><b>Paper 16/17</b></p>	<p><b>2.1 Update on Care Experienced Young People Strategy Review and Work Plan (paper 14/17)</b></p> <ul style="list-style-type: none"> <li>The Board noted the update on the Strategy Review and Work Plan, and the draft minute and action update from the February 2017 Programme Committee meeting.</li> </ul> <p><b>2.2 Summary Schedule of Programme Funding Awards to date (paper 15/17)</b></p> <ul style="list-style-type: none"> <li>The Board noted the summary schedule with comment that enhanced information on the number of potential beneficiaries would be useful.</li> </ul> <p><b>2.3 Quarterly Programme Progress Report October – December 2016</b></p> <ul style="list-style-type: none"> <li>HC/HD highlighted the following: <ul style="list-style-type: none"> <li>13 applications had been received for the first phase of our Aspirational Awards scheme, with a number of these for business start-ups</li> <li>the application process for our Empowerment Awards scheme was underway, with a closing date of 30<sup>th</sup> March 2017</li> <li>a full progress report for our peer mentoring projects was available on dropbox.</li> </ul> </li> <li>The Board noted the other information presented in the Care Experienced Young People Update.</li> </ul>	<p>HC</p>
<p><b>C3. People Affected by Dementia Programme</b></p> <p><b>Paper 17/17</b></p> <p><b>Paper 18/17</b></p> <p><b>Paper 19/17</b></p>	<p><b>3.1 Draft Minute and Action Update from February 2017 Programme Committee (paper 17/17)</b></p> <ul style="list-style-type: none"> <li>The Board noted the draft minute and action update.</li> </ul> <p><b>3.2 Summary Schedule of Programme Funding Awards to date (paper 18/17)</b></p> <ul style="list-style-type: none"> <li>The Board noted the summary schedule.</li> </ul> <p><b>3.3 Quarterly Programme Progress Report October – December 2016</b></p> <ul style="list-style-type: none"> <li>AB highlighted the following: <ul style="list-style-type: none"> <li>there had been 240 downloads to date of the guidance for the second phase of Dementia Friendly Communities funding, with the closing date the end of March 2017</li> <li>7 funding awards have been made from the William Grant Foundation Award, which was a very positive experience.</li> </ul> </li> <li>The Board noted the other information presented in the People Affected by Dementia Update.</li> </ul>	

# Meeting Minutes

<p><b>C4. Governance and Corporate Update</b></p> <p><b>Paper 20/17</b></p>	<p><b>4.1 Company Secretary Activities</b></p> <ul style="list-style-type: none"><li>• The Board noted the activities undertaken in the last quarter.</li></ul> <p><b>4.2 Governance Meetings Schedule 2017-2018</b></p> <ul style="list-style-type: none"><li>• DG informed the Board that the date for the Trust’s annual review meeting with the Big Lottery Fund Scotland Committee would be Wednesday, 8<sup>th</sup> November 2017.</li><li>• MH advised she is awaiting clarification from the Big Lottery Fund if our quarterly progress meetings with senior Big Lottery Fund staff are still to take place.</li><li>• MH advised that she had a productive, informal meeting with Martin Cawley (MC), Director Scotland, Big Lottery Fund in February 2017, and that MC and MH have agreed to meet regularly on an informal basis.</li></ul> <p><b>4.3 Overview of Trust Approach to Managing Funding Risk</b></p> <ul style="list-style-type: none"><li>• The Board noted the content of the revised approach to Managing Funding Risk.</li></ul> <p><b>4.4 HR</b></p> <ul style="list-style-type: none"><li>• The Board noted the HR activity in the last quarter.</li></ul> <p><b>4.5 Operations</b></p> <ul style="list-style-type: none"><li>• The Board noted the Operations update.</li></ul> <p><b>4.6 Other</b></p> <ul style="list-style-type: none"><li>• The Board noted the other information presented in the Governance and Corporate Update.</li></ul>	<p>MH/trustees</p> <p>MH</p>
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## Meeting Minutes

<p><b>C5. Finance</b></p> <p><b>Paper 21/17</b></p>	<p><b>5.1 Draft Minute and Action Update from February 2017 Committee</b> The Board noted the draft minute and action update.</p> <p><b>5.2 2016-2017 Third Quarter Finance Report</b> The Board noted the third quarter finance report.</p> <p><b>5.3 Report from Trust Accountant on Common Reporting Standard for “Financial Institutions”</b></p> <ul style="list-style-type: none"> <li>• The Board noted that neither Life Changes Trust nor Life Changes (Trustee) Limited was classed as a financial institution for the year ending 31 December 2016 and that there was therefore no need to report to HMRC for this year under the Common Reporting Standard.</li> <li>• It was noted that this may change in future years due to income derived from our investments, and that this would be monitored closely by our accountants, with Finance Committee advised so appropriate action is taken.</li> </ul> <p><b>5.4 Report re People Affected by Dementia Programme Decision to Withdraw Funding Award – Lessons Learnt</b></p> <ul style="list-style-type: none"> <li>• The Board noted the report.</li> </ul>	<p>Accountants/MD/ FC</p>
<p><b>AOCB and Review of Meeting</b></p>	<ul style="list-style-type: none"> <li>• The Board requested that a summary paper of all decisions to be made is included for each Board meeting in future.</li> </ul>	<p>MH/DMR</p>
<p><b>Trustee only discussion time</b></p>	<ul style="list-style-type: none"> <li>• Separate, restricted access minute.</li> </ul>	<p>NF/Trustees</p>

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