

SEFTON NEW DIRECTIONS LIMITED

MINUTES

THE BOARD MEETING held at the TOWN HALL, BOOTLE

15th November 2012

Present:

Councillor Robert Brennan (Chair)

Councillor David Rimmer

Sam McCallum (Fresh Care)

Ken Fish (Fresh Care) [part time]

The Chairman thanked all participants for re-arranging the meeting from 14th November.

1. APOLOGIES

Apologies were received from Margaret Carney and Mark Dale.

2. DIRECTORS AND OFFICERS DECLARATIONS OF INTEREST

Cllr Brennan asked for his interest in UNISON to be noted.

3. MINUTES OF THE MEETINGS HELD ON 18th October 2012

The minutes were agreed.

4. MATTERS ARISING

[REDACTED]

[REDACTED]

5. EMPLOYMENT MATTERS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

6. OPERATIONS REPORT

[REDACTED]

At this point KLF left the meeting.

7. FINANCIAL REPORT

[REDACTED]

8. FUTURE PLANNING UPDATE

8.1 Day Services Consolidation

[REDACTED]

8.2 Options Response

[REDACTED]

9. AOB

9.1 Changing contract arrangements

The Board considered the submission on appointing new auditors and sub-contracting arrangements and resolved that the consent requests appended to the Board Submission be forwarded to the Parent Entity and the Commissioner as appropriate and any relevant changes to the Articles necessary pursuant to any consents granted should be made.

In discussion, the Board expressed reservations that the Articles of Association as drafted could constrain the ability of the Board and its officers at times to act in the Company's commercial interests.

The Board noted that the Company had inherited sub-contracting arrangements that appeared to be in conflict with the Articles of Association and did not appear to have been specifically provided for in the M&A or in the Service Agreement. The Board was concerned that SND was effectively prevented from contracting to deliver services to third parties, although such arrangements had been operating for some time. It was considered that this may require the Board to seek revision of the M&A and/or the Service Agreement to facilitate contracting work with or for other parties – (such as self funding clients or other service commissioners).

The Board instructed the executive management to review the M&A and Service Agreement with relevant parties and bring forward recommendations for any changes considered appropriate to permit the company to operate and trade as intended by the shareholder.

9.2 MOU Sovini

[REDACTED]

9.3 Good News Report

[REDACTED]

9.4 Suggestions Scheme

[REDACTED]

9.5 Christmas

[REDACTED]

9.6 Next meeting

The next Board is scheduled for Thursday 13th Dec 2012 at 1.00 pm in Bootle TH

Signed

Dated