**Minutes of a meeting of the Council of the**

**British Association of Occupational Therapists and Royal College of Occupational Therapists**

**held virtually on Thursday 7 April 2022**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**BAOT 4 21-22 – RCOT 3 21-22**

**PRESENT:**

|  |  |
| --- | --- |
| **Name:** | **Position Held** |
| Professor Diane Cox | Chair of Council |
| Paul Dunning | Council Member, RCOT Board: Wales |
| Shane Elliott | Co-opted Council Member, Northern Ireland |
| Samantha Flower | Council Member, RCOT Board: Scotland |
| Cathryn Holding | Council Member, Industrial Relations |
| Kalimah Ibrahiim | Council Member, RCOT Board: England |
| Lisa Ledger | Council Member, RCOT Board: Learning and Development (item 6 only) |
| Dr Duncan Pentland | Council Member, RCOT Board: Research and Development |
| **Officers in Attendance:** |  |
| Karin Bishop | Director of Movement Building and Membership |
| Steve Ford | Secretary and Chief Executive |
| Simon Leicester | Chief Operating Officer |
| Dominique Le Marchand | Senior Governance and Executive Support Officer |
| Karin Orman | Director of Practice and Innovation |
| Satvinder Reyatt | Director of People and Culture |
| **Observers** |  |
| Sir Clive Booth | Member, Audit, Investment and Risk Committee (Workshop) |
| Phil Cliftland | Partner, BDO LLP (Item 3) |
| Richie Lewis  | Assistant National Officer, UNISON Health Group (Item 5) |
| Teresa Forgione | Director, TMF Consulting Ltd (Workshop) |
| Dr Patricia McClure | Chair, Audit, Investment and Risk Committee (Workshop) |
| Danai Redi | Audit Manager, BDO LLP (Item 3) |
| Sam Tully | Member, Audit, Investment and Risk Committee (Workshop) |

* The meeting started with a risk appetite workshop organised by Joe Nickel and led by Steve Ford.
* It was attended by Council and Audit, Investment and Risk (AIR) Committee members.
* Participants were allocated to groups based on their input on the ‘top three risk’ exercise they had been asked to provide before the meeting.
* They considered where, as a collective leadership team, they wanted to pitch the organisation’s risk appetite in different functions/areas of work.
* The outputs from the workshop will evolve into an Organisational Risk Appetite document for discussion at the next Council meeting. Council will collectively review and agree this document.

Members confirmed they had no conflicts of interest regarding the items for discussion on this agenda.

| **Item** | **Action Owners** |
| --- | --- |
| **1.** | **Apologies for Absence*** Apologies were received from Dr Kee Hean Lim, Council Member, International Affairs, World Federation of Occupational Therapists (WFOT) and Vice-Chair and Clare Cochrane, Director of Brand and Marketing.
* The meeting was quorate.
 |  |
| ***2.*** | ***Confidential Business*** |  |
| *2.1* | ***BAOT - Review of BAOT/UNISON Contract****This was recorded in separate Confidential Minutes.* |  |
| *2.2* | ***BAOT-RCOT - Election of President****This was recorded in separate Confidential Minutes.* |  |
| *2.3* | ***RCOT – Cost of living uplift and new organisation chart****This was recorded in separate Confidential Minutes.* |  |
| **3.** | **BAOT-RCOT – Annual reports 2020-21** |  |
| 3.1 | **BDO Audit findings report – year to 30 September 2021*** The report had been considered by the Audit, Investment and Risk (AIR) Committee at the 14 March 2022 meeting.
* The audit had gone smoothly and the auditor had no issues to raise.
* The auditor expected to issue an unqualified opinion on the annual reports of BAOT and RCOT for the year ended September 2021.
* Areas of focus remained consistent with previous years: income recognition and management override of controls.
* Minor recommendations had been included in ‘Control environment’ and the management response was satisfactory. The AIR Committee had been happy with the additional processes put in place.

**Decision:** Council noted the report. |  |
|  | **Action:** Discuss with the auditor options to be considered for benchmarks/comparisons with other charities in next year’s report. | SL |
| 3.2 | **BAOT and RCOT Annual reports at 30 September 2021*** The annual reports, which the AIR Committee recommended for Council’s approval, were considered.
* The reports now included a foreword from the Chair and Secretary/Chief Executive.
* The auditor confirmed that electronic signatures could be used in the annual report and the letters of representation.

**Decisions:** * Council voted unanimously to approve the BAOT annual report for the year ended 30 September 2021.
* Council voted unanimously to approve the RCOT annual report for the year ended 30 September 2021.
 |  |
| 3.3 | **BAOT and RCOT Letters of representation****Decisions:** * Council voted unanimously to confirm the contents of the BAOT letter of representation.
* Council voted unanimously to confirm the contents of the RCOT letter of representation.
 |  |
| **4.** | **RCOT – Management reports** |  |
| 4.1 | **Chief Executive Report*** Council noted the Chief Executive report which highlighted the work of the teams and the significant transformations that were happening such as the new directorate structure, the appointment of Satvinder Reyatt as Director of People and Culture and the launch of the new brand.
* Council received an update on the Health Education England (HEE) Allied Health Professions (AHP) workforce project.
* Council noted the high demand for the professional enquiries service and the need for tailored professional advice, especially for fitness to practise cases.
* Work was under way to bring organisational values to life. Another colleague conference was taking place at the end of May to further discuss values and the role they play in delivering RCOT’s strategy.
* Satvinder Reyatt, provided information on new ways of working principles which would be aligned with the RCOT values and behaviours.
* It was mentioned that these regular reports provided valuable information that illustrated the benefits of RCOT membership and the support provided by the organisation.
 |  |
|  | **Action:** Provide feedback to Steve Ford on the Chief Executive report.  | All |
| 4.2 | **Finance Report*** At 28 February 2022, results showed a surplus of £3.58m against a budgeted surplus of £3m.
* There was an underspend of £602k in staff costs because, when budgeted, recruitment had been due to start in January but had been delayed. It was likely that this underspend would continue.
* Year to date membership income showed a favourable variance of £41k. It was anticipated that, if this trend continued, membership numbers could reach 37,000 by the end of the financial year.
* The balance sheet showed a healthy financial position. Fixed assets included £4.5m in long-term investments managed by Close Brothers. Regarding current assets, alternative investment options were being considered for the Development Fund (see item 7.5).
 |  |
| 4.3 | **Risk Report** * Council noted the update on the risks impacting the organisation and the mitigating or contingency actions for each risk.
* The summary report included 15 risks, none of them in a red spectrum.
* The responsibility for the collation of the risk register was going to be transferred to the new Finance Business Partner.

**Decisions:** * Council approved the Senior Leadership Team’s view of risks.
* Council was content with the current level of controls/mitigation for each risk, and additional planned action where this was referenced.
* Council was content with the improvements made to the overall risk management approach and the transition to a more ‘business as usual’ way of working.
 |  |
| 4.4 | **Organisational Performance Report*** Council noted the reports.
* ‘Business as usual’ activities were being reviewed by SLT. They were measured through the corporate scorecard and showed reasonable progress.
* The delivery of projects and change activity was tracked through the consolidated portfolio Gantt chart. There had been slippage in most projects but this was not a cause for concern at this point.
* SLT had reviewed and re-prioritised the change portfolio. Five major projects had been placed on hold and would be restarted when appropriate.
* A Head of Change was being recruited and would take over project governance.

**Decisions:** * Council members were assured by the oversight afforded by the reports and agreed that they provided suitably strategic insight.
* Council was content with the progress being made in delivering the multi-year strategic plan.
 |  |
| **5.** | **BAOT / UNISON Business*** The UNISON report to BAOT Council and the BAOT/UNISON Employment Relations work programme 2022 were noted.
* Richie Lewis, Assistant National Officer, UNISON Health Group, provided and update on the BAOT/UNISON reports.
* The NHS pay campaign in England for 2022-23 had been officially launched. It was a joint union campaign similar to last year’s but run differently. UNISON was working with Regional Health Committees to coordinate campaign activities across health branches. Unlike last year, unions were not asking for a percentage figure or flat rate fee but for an inflation-proofed pay rise. A National Day of Action took place on 1 April.
* Campaign and negotiations for NHS pay in Scotland, Wales and Northern Ireland were led by each country and on a different timeline.
* The final 2021-22 pay offer of 1.75% for those covered by NJC pay in England, Wales and Scotland was noted. UNISON’s priority now was to agree the pay claim for 2022.
* UNISON had responded to the government consultation on revoking the vaccine as a condition of deployment regulations.
* The UNISON Health Conference 2022 was taking place in April. The BAOT National Stewards Panel was taking part in running a fringe meeting on developing AHP support workers.
* TheBAOT Stewards national training seminar was taking place in November; it would be a face-to-face event.
* Cathryn Holding, member of the BAOT Stewards National Panel, provided a report on the latest panel meeting. Issues discussed included staffing, practice placements, Covid recovery, service cuts in local governments which affected children services, mileage and sick pay related to Covid.
 |  |
| **6.** | **Membership fee 2022-23** |  |
| 6.1 | **BAOT – Fee policy*** The new policy, approved by the Audit, Investment and Risk (AIR) Committee on 14 March 2022, was discussed.
* The policy provided general principles about fee changes and formed a framework within which specific fee proposals could be presented.
* Council asked for the following amendments to be made:
* Clarify that the policy is about the membership fee.
* Include Council’s role in agreeing any changes to the membership fee.
* Add that any change in the membership fee must be agreed at the Annual General Meeting (AGM).
* Use the term ‘fee change’.
* Rephrase the paragraph on specialist sections’ membership fees as the organisation was reviewing how best to work and liaise with them.
* Council highlighted the importance of transparency and advised that explicit information needed to be communicated to members when there was a fee change.

**Decision:** Council noted the policy. |  |
|  | **Action:** Amend the policy as requested Council.  | SL |
| 6.2 | **BAOT – Fee rise proposal*** The paper proposing a 3% membership fee rise across all categories from 1 October 2022 was discussed. It included a fee modelling with the current fee and increases of 1%, 2% and 3% and a comparison with other related professional bodies.
* The argument for the uplift was that there had been no increase in the membership fee in the past three years. Inflation and the organisation’s operating costs had gone up and income did not cover expenditure to be incurred. The Unison Fee alone had gone up by £250k in 2021-22 from previous levels.
* In October 2021, Council had agreed to use RCOT’s reserves to fund strategic projects and approved a budget deficit, but this did not cover operating costs.
* Council considered the proposed increase too excessive and felt it would be rejected at the AGM. In addition, the increase was not associated with an improved membership offer but its purpose was to pay for costs and staffing.
* It was argued that major changes were taking place in the organisation and the costs of these activities would be absorbed through reserves.
* The review of the membership offer would take around 12 months. In future years, increases could be linked to the member offer but, this year, a small increase would help meet RCOT’s operational costs.
* It was pointed out that Council’s default position should not be to opt for no increase. Small, regular increases were more palatable to members and decreases should also be considered as a possibility.
* It was confirmed that operating costs included the Unison fee which was one of the major expenses for the organisation. The fee was now calculated with a formula based on number of members and inflation rate and would increase every year.

**Decisions:** * Council voted unanimously against the proposal for a 3% membership fee increase.
* The Chair proposed an increase of 1.5%. Four members voted in favour and three against. The motion was CARRIED.
* This proposal will be taken to the AGM on 30 June 2022.
 |  |
| **7.** | **Approval of ‘Green’ Items** |  |
| 7.1 | ***BAOT-RCOT - Confidential Minutes – 12 January 2022******Decision:*** *Council members present at the meeting AGREED unanimously that they should be confirmed and signed as a correct record.*  |  |
| 7.2 | **BAOT-RCOT - Minutes – 12 January 2022** **Decision:** Council members present at the meeting AGREED unanimously that they should be confirmed and signed as a correct record.  |  |
| 7.3 | **BAOT-RCOT - Updates on actions from the last meeting** These were noted.  |  |
| 7.4 | **BAOT-RCOT – Council election 2022*** The Chair provided an update on the Council election 2022.
* Information appeared in February OTnews and on social media inviting BAOT members to stand for vacant seats on Council.
* Six nominations were received for the seat of Chair of Council. Ballot papers were posted on 1 April. The deadline for voting was 29 April at noon. The Chair and Chief Executive had spoken informally to a few members interested in the Chair vacancy.
* One nomination was received for the seat of Council Member, Wales, from Paul Dunning and he was elected for a three-year term.
* Unfortunately, no nominations were received for the seats of Council member, Northern Ireland, and Council member, R&D and they had been re-advertised. The deadline for nominations was 16 May at noon.
* The Board Chair vacancies were also advertised. One nomination was received for the role of Chair, RCOT Board: R&D and this person was elected for a three-year term of office. No nominations were received for the roles of Chair for RCOT Board: Northern Ireland and RCOT Board: Wales. These vacancies would be re-advertised with a deadline in June.
* It was likely that members had not been aware that the Council member and Board Chair roles had been split. An article had been published in OTnews but this message would need to be emphasised.
 |  |
| 7.5 | **BAOT-RCOT – Rathbones investment paper*** Simon Leicester and Investment Advisor, Gilbert Rizk, had met with Close Brothers to discuss the management of the RCOT £5m Development Fund.
* Close Brothers’ proposals were considered too high risk and an alternative investment option was sought.
* Gilbert Rizk identified Rathbones, which was a reputable investment firm. A proposal to appoint Rathbones to manage the Development Fund was presented to the AIR Committee which recommended Council approval.

**Decision:** Council approved the appointment of Rathbones as investment firm managers for the Development Fund monies in addition to Close Brothers for the long-term fund. |  |
| 7.6 | **Date of Next Meetings:****2021-22:** BAOT 5-RCOT 4: Wednesday 22 June 2022. As it was her last meeting, the Chair encouraged members to attend this meeting in person. **2022-23:** BAOT 1: Thursday 30 June 2022 after the AGM BAOT 2-RCOT 1: Wednesday 7 September 2022 |  |
| **8.** | **Any Other Business**There was none.  |  |

Minutes signed by: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_