**Minutes of a meeting of the Council of the British Association of Occupational Therapists (BAOT) and Royal College of Occupational Therapists (RCOT)**

**held virtually on Wednesday 22 June 2022**

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**BAOT 5 – RCOT 4 21-22**

**PRESENT:**

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| **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 |
| Kalimah Ibrahiim | Council Member, RCOT Board: England |
| Lisa Ledger | Council Member, RCOT Board: Learning and Development  |
| Dr Kee Hean Lim | Council Member, International Affairs, World Federation of Occupational Therapists (WFOT) and Vice-Chair |
| Dr Duncan Pentland | Council Member, RCOT Board: Research and Development |
| **Officers in Attendance:** |  |
| Karin Bishop | Director of Movement Building and Membership |
| Clare Cochrane | Director of Brands and Marketing |
| 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** |  |
| Lucas Bartholdi-Saad | Assistant National Officer, UNISON Health Group (Item 5) |
| June Chandler | National Officer, UNISON Health Group (Item 5) |
| Angela Conway | HR Manager (Item 2.5) |
| Richie Lewis  | Assistant National Officer, UNISON Health Group (Item 5) |
| Joe Nickel | Lead Consultant & Director, Coney Consultancy Services Ltd |
| Odeth Richardson | Incoming Chair of Council |

| **Item** | **Action Owners** |
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| **1.** | **Welcome and apologies for Absence*** The Chair welcomed Odeth Richardson, incoming Chair of Council, as an observer.
* This was the last Council meeting to be chaired by Professor Diane Cox.
* Council members were reminded of their role. They are responsible for the governance and strategic direction of RCOT and BAOT and for ensuring assets, resources and risks are appropriately managed.
* Apologies were received from Kathryn Holding, Council Member, Industrial Relations.
* The meeting was quorate.
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| **2.** | **RCOT – Management reports** |  |
| 2.1 | **Chief Executive Report*** Council noted the Chief Executive report and the briefing on the digital library project.
* Since the establishment of the new directorates structure, work was continuing to ensure teams were optimally shaped to deliver the strategy and realise the organisation’s ambitious plans.
* Council welcomed the steps taken by the Senior Leadership Team (SLT) to make sure the right capacity, capability and ways of working were in place.
* Council discussed the availability and marketing of leadership programmes for the BAME community in preparation for governance roles.
* Such programmes were available and should be promoted more effectively. However, it was noted that one of the main issues was the scarcity of leadership opportunities once occupational therapists had been on courses/ programmes.
* A few Council members reported their concerns about being tagged on Twitter. Some of the comments had made them feel quite uncomfortable and they suggested that guidance and clearer messages to the membership would be helpful.
* Council members were advised that, if they were tagged on Twitter, they should bring this to the attention of the Brands and Marketing Directorate who would provide a response to the tweet. Guidance on social media would be produced for Council members.
* It was mentioned that, when an issue was picked up on RCOT social media, clear FAQs were produced to address members’ comments. RCOT would continue to improve its Twitter response and would increase its engagement with members.
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|  | **Action:** Provide guidance for Council members on dealing with social media.  | CC |
| 2.2 | **Finance Report*** The April YTD finance and management accounts reports were noted.
* At 30 April 2022, YTD results showed an income of £5.9 million against a budgeted income to date of £6.1 million resulting in an unfavourable income variance of £224,590.
* There was an underspend of £923.4k against total expenditure budget YTD mainly due to staff costs. Delays in recruiting staff were causing this ‘windfall’ variance.
* The balance sheet showed a healthy financial position. Fixed assets included £4.69 million in long-term investments managed by Close Brothers. Total current assets were unusually high, but this would change once funds were transferred into the Rathbones investment fund.
* The unrestricted reserves amounted to £13.7 million and met the RCOT policy set at a minimum of 26 weeks and a maximum of 52 weeks of future expenditure.
* RCOT was about to appoint internal auditors for the first time, subject to Council approval.
* Setting up the £5 million Rathbones investment fund was progressing well.
* The version upgrade to the SUN Financial System was progressing well.
* The financial planning process leading into the 2022-23 budget cycle was well under way.
* Council noted the finance team’s achievements in building new templates, forecasting models and process improvements from scratch which would help with robust financial modelling in future.
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| 2.3 | **Risk Report** * Council noted the risk report, the organisational risk register and the progress report on operationalising the management of risks.
* The summary report included 16 risks: one red risk, seven amber risks, seven yellow risks and one green. Four risks had deteriorated since the last risk report (though only two of these had changed colour).
* The risks on Staff capacity and capability/culture) and Complexity in change portfolio, which were associated with the delivery of the strategy, had deteriorated in parallel with the projects.
* Getting early indication of possible problems indicated that the risk management process was working and actions were being taken to mitigate risks.
* Some acceptance of risk was usual and there was no need for Council to be concerned.

**Decisions:** * Council approved the Senior Leadership Team’s view of risks.
* Council members were content with the current level of controls/mitigation for each risk.
* Council members were content with the improvements made to the overall risk management approach and the transition to a more ‘business as usual’ way of working.
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| 2.4 | **Organisational Performance Report*** Council noted the summary report, corporate scorecard and project reports.
* Work was ongoing on membership engagement measures but there were still some gaps such as lack of agreed measures, baseline or targets.
* The organisation of an annual Pulse survey of members had been agreed. Interim results showed that 75% of members who had responded were pleased with RCOT’s performance. The results of the survey would be available at the September Council meeting.
* A number of projects were on hold as the organisation did not have the capacity or capability for delivery within current staffing.
* The project plan might have been overly ambitious.
* Council was keen that RCOT’s achievements should be promoted. Most members were unaware of their professional body’s activities and these should be widely disseminated. This would also encourage non-members to join.
* Producing a communications plan to promote RCOT’s work and finding opportunities for ways of engaging with members were no easy tasks.
* The new Chair of Council was considering doing a blog after Council meetings to engage with members and keeping them up to date.

**Decisions:** * Council members were assured by the oversight afforded by the reports and agreed that they provided suitably strategic insight.
* Council members were content with the progress being made in delivering the multi-year strategic plan and the remedial actions already planned to address issues.
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|  | **Actions:** * Discuss blog with new Chair of Council.
 | CC SF |
|  | * Send comments on the organisational performance report to SLT.
 | Council |
| 2.5 | **People and Culture update*** The report was noted.
* The existing core HR team had adapted and responded to a very different approach to HR based on a broader people and culture portfolio such as proactive customer service; value-added and solution focused approach.
* New roles had been created to ensure the HR team had the right capability and capacity: Internal Communication and Engagement Lead, Learning and Organisational Development Lead and a temporary role for HR specialist projects.
* The Equity, Diversity and Belonging (EDB) Manager was now dedicating one day a week to focus on supporting the internal workforce.
* Ways of Working principles had been developed with colleagues’ involvement and were being implemented across the organisation. SLT members were facilitating discussion with their teams to produce a Working Together Agreement (WTA) in each Directorate.
* A new Colleague Forum had been created and expressions of interest were being sought to form a representative group of colleagues.
* Work was being scoped out to develop a behavioural framework which would underpin RCOT’s values and describe how colleagues could bring the values to life.
* Key priorities for the coming year included establishing a People and Culture Board which would be a sub-Committee of Council. This Board would ensure strategic oversight of the people and culture agenda (including senior renumeration), visibility of key deliverables and independent challenge.
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| **3.** | **RCOT – Planning/budget envelope*** Steve Ford made a presentation on Planning & Budgeting for 2022/23 and beyond setting the context and process for Council’s approval of the next operational plan and budget at their September meeting.
* While continuing to follow the financial strategy described in October 2021, the RCOT financial management approach had been changed. The aim was to ensure that recurrent income covered recurrent costs as per the Fee Policy paper approved by Council in April 2022.
* The £10m ‘Transformation Fund’ approved in October 2021 was now split into BAU/recurrent cost (funded by fee and commercial income) and project/one-off cost (funded by surplus reserves). This resulted in a smaller, £5m Transformation Fund (of which £265k had already been spent).
* The five-year cost/income model included assumptions on member and commercial income, inflation and annual fee increases.
* Inflation was a concern for Council as it could have an impact on the increase in member numbers and income. SLT would come back to Council if budgeting assumptions changed and amend the cost/income model.
* The plan to increase membership income was going to be achieved through improved product and services, a more visible and stronger leadership presence and building stronger links with HEIs and their students.
* RCOT would be undertaking a membership review to consider its membership model and fee structure as well as to understand what members wanted, valued and needed from their professional body.
* New income streams under consideration included income from the building, fundraising income, commercial partnerships and OTnews savings.
* Priorities for 2022/23 were:
* Recruitment and building capacity and capability - this would be the focus for the first six months;
* Projects and change – continuing to deliver the current portfolio informed by the Digital Roadmap work;
* Business as Usual – new areas of work identified by SLT.
* The progress update against the key BAU activities from the 2021-22 annual plan was a short summary and a more detailed breakdown would be produced for the September Council meeting.
* The phasing of Transformation Fund spend, by project and by year, would be presented to Council at the September meeting.

**Decisions:** * Council members were satisfied with the assumptions and initial outcomes from the planning process so far.
* Council members were comfortable with the proposed approach/principles, with further details to be provided in September on the basis outlined.
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| **4.** | **RCOT – Building project*** The aim of this paper was to keep Council informed about the evolution of SLT’s rationale about the building project.
* The building project was approved by Council in January. This involved retaining two upstairs floors, renting out two floors to a commercial tenant or tenants and renting out the ground floor meeting rooms to external users.
* Since then, additional research was completed and found that RCOT needed significantly less space than anticipated in the January Council paper.
* RCOT was now considering repurposing the two large meeting rooms as office space and residing on the ground floor only. The four upstairs floors, rather than two, could be rented out and increase rental income. This would enable RCOT to continue using the building and keeping it as an asset.
* The options of selling the building and either buying or renting a smaller space would not be revisited.
* In the January paper, the approach to renting out floors had been that space would be hired empty with contracts lasting typically five years and a traditional commercial property agent would be approached.
* Another option was now being explored i.e. to refurbish the building to high specifications and to use a commercial letting company to let fully functioning and fully managed spaces on a short-term lease. RCOT would keep exclusive access to designated office space on the ground floor but communal areas would be shared with tenants.
* This model would provide a higher income but would also be more costly. The estimated cost was £1.75 million. Additional investigation and analysis were needed on issues such as potential savings on building maintenance, uplift on business rates and utilities, costs for furniture and redecoration for tenants and design of the ground floor.
* Significant work was still required to validate the annual income figures and produce a business case for Council sign off. This would be ready in a few weeks and an additional short meeting might need to be organised to discuss the building project.

**Decisions:** * Council agreed to sign off a business case outside the normal cycle of Council meetings.
* Council agreed that the business case would contain a recommendation for RCOT to move onto the ground floor, renting out the four upper floors to tenants, via one of the two approaches proposed.
* Council agreed that RCOT should start communications with members and branches.
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| **5.** | **BAOT / UNISON Business*** The UNISON report to BAOT Council and the BAOT/UNISON Employment Relations work programme 2022 were noted.
* Lucas Bartholdi-Saad, Assistant National Officer, UNISON Health Group, provided information on Local Government pay in England, Wales, Northern Ireland and Scotland as well as Higher Education pay 2021/22 and 2022/23.
* Richie Lewis, Assistant National Officer, was now working on a special project approved at the UNISON 2022 Health Conference on Future Pay Determination. He would be investigating options for determining NHS pay. These included continuing with the Pay Review Body – although people’s faith in this process had eroded – moving to collective bargaining or a hybrid approach.
* Other unions and stakeholders would be approached for comments. Consultation would take place over the summer and autumn. Council would be kept informed about the evolution of the process.
* A report containing recommendations and options would be presented to the Health Service Group Executive in late 2022. It would also be presented to the BAOT Stewards National Panel and Council.
* TheBAOT Stewards national training seminar was taking place on 8-9 November; Steve Ford was attending as a speaker.
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| **6.** | **BAOT-RCOT – Council election 2022*** Following the Council nomination process, the seat of Chair of Council was contested and a ballot administered by Civica took place. Odeth Richardson was elected as Chair with a majority of votes for a one-year term of office.
* Interim roles for the seats of Council member, Northern Ireland, and Council member, R&D were advertised.
* One nomination from Carmel Harney was received for the role of Council member, Northern Ireland and she was elected for a one-year term of office.
* Four nominations were received for the role of Council member, Research & Development and following a vote of Council members, Professor Priscilla Harries was elected with a majority of votes for a one-year term of office.
* New Council members would start their term of office at the AGM on 30 June 2022.
* The Board Chair vacancies were re-advertised with a deadline of 13 June. No nominations were received for the roles of Chair for RCOT Board: Northern Ireland and RCOT Board: Wales.
* In Wales, the plan was to organise rotational Chairs within the Board membership. It would hopefully encourage members to step up as Chair the following year.
* The RCOT Board: Northern Ireland had met once in the past year. Members were reluctant to commit to three meetings per year but were willing to engage with RCOT. Therefore, the creation of an informal working group of up to 15 members would be tried out to support activities in Northern Ireland.
* Council had made the decision to split the roles of Council members and Board Chairs in January to give members more leadership opportunities. One of the reasons for the lack of nominations for the Board Chair roles might be a misapprehension that Boards had governance responsibilities - which was not the case - and this needed to be communicated to members.
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|  | **Action:** Amend Terms of Reference of the RCOT Board: Northern Ireland. | KO |
| **7.** | **BAOT-RCOT – Annual General Meeting (AGM) – 30 June 2022*** The virtual AGM would take place on Thursday 30 June 2022 at 5.30pm. The quorum was 5 members present. A rehearsal would take place before the AGM.
* There was only one motion: to agree the rate of annual subscriptions for members for the year 2022-23 – *Resolution 1.* The motion was for 1.5% increase across all categories of membership applying from 1 October 2022.
* Council members would be considered part of the AGM platform and in agreement with the motion. Therefore, they were not required to vote at the AGM but their votes would be counted.
* New Council members would be invited to attend the AGM and the very short Council meeting after the AGM which met to constitute the new Council.
* One Vice-Chair needed to be elected for a one-year term of office at this meeting and Council members should consider this role.
* Council members were reminded that they had signed the Trustees/Directors Code of Conduct when they joined Council. This document mentioned that, when they stood down from office, they would maintain confidentiality and would not share or use any confidential information that they were privileged to access during their term of office.
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| **8.** | **Approval of ‘Green’ Items** |  |
| 8.1 | ***BAOT-RCOT - Confidential Minutes – 7 April 2022******Decision:*** *Council members present at the meeting AGREED unanimously that they should be confirmed and signed as a correct record.*  |  |
| 8.2 | **BAOT-RCOT - Minutes – 7 April 2022** **Decision:** Council members present at the meeting AGREED unanimously that they should be confirmed and signed as a correct record.  |  |
| 8.3 | **BAOT-RCOT - Updates on actions from the last meeting** These were noted.  |  |
| 8.4 | **RCOT – Board Chairs’ Annual Reports**The following reports were noted. |  |
| 8.4.1 | RCOT Board: Learning and Development |  |
| 8.4.2 | RCOT Board: Research and Development |  |
| 8.4.3 | RCOT Board: England |  |
| 8.4.4 | RCOT Board: Northern Ireland |  |
| 8.4.5 | RCOT Board: Scotland |  |
| 8.4.6 | RCOT Board: Wales |  |
| 8.5 | **BAOT-RCOT – Date of meetings for 2022-23**BAOT 1: after the AGM – Thursday 30 June 2022BAOT 2-RCOT 1: Wednesday 7 September 2022BAOT 3-RCOT 2: Wednesday 11 January 2023BAOT 4-RCOT 3: Tuesday 18 April 2023BAOT 5-RCOT 4: Thursday 22 June 20232023-24BAOT 1: After the AGMBAOT2-RCOT1: Thursday 7 September 2023 |  |
| **9.** | **Any Other Business** |  |
| 9.1 | **BAOT-RCOT – Appointment of internal auditors*** A tender process took place to appoint new Internal Auditors. The Tender Panel included Dr Patricia McClure, Chair of the Audit, Investment and Risk (AIR) Committee, Sir Clive Booth, member of the AIR Committee, Steve Ford and Simon Leicester.
* Three companies were shortlisted. The Panel was recommending the appointment of Haysmacintyre as RCOT’s new Internal Auditors. Dr McClure had emailed the Chair to confirm this recommendation.
* Haysmacintyre would be notified in time for them to attend the 1 July Audit, Investment and Risk Committee meeting and present their workplan.

**Decision:** Council approved the appointment of Haysmacintyre as RCOT’s new Internal Auditors with immediate effect for a three-year term.  |  |
| 9.2 | **BAOT-RCOT – Rathbones investment fund*** In April, 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.
* In the April Council paper, it was proposed that the authorising signatories for the Rathbones fund should be the same as for the Close Brothers signatory list. However, Council members had a limited term of office and this meant that the investment signatory list would need to be amended frequently.
* For the purpose of continuity, it was recommended that Steve Ford, Karin Bishop and Simon Leicester should be signatories for the Rathbones fund and that Karin Bishop should be added to the list of Close Brothers signatories

**Decision:** Council agreed: 1. to appoint the following SLT members as signatories for the Rathbones fund: Steve Ford, Karin Bishop, Simon Leicester.
2. to add Karin Bishop as a Close Brothers fund signatory.
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| ***10.*** | ***Confidential Business*** |  |
| *10.1* | ***BAOT - Review of BAOT/UNISON Contract****This was recorded in separate Confidential Minutes.* |  |
| *10.2* | ***BAOT-RCOT - Election of President****This was recorded in separate Confidential Minutes.* |  |
| *10.3* | ***RCOT – Dr Elizabeth Casson Lecture 2023 - Nominations****This was recorded in separate Confidential Minutes.* |  |
| *10.4* | ***RCOT – OD Phase 2****This was recorded in separate Confidential Minutes.* |  |
| *10.5* | ***RCOT – Pension****This was recorded in separate Confidential Minutes.* |  |
| *10.6* | ***BAOT-RCOT – Confidential session****This was recorded in separate Confidential Minutes.* |  |

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

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