



ONGO COMMUNITIES COMMON BOARD

**COMPRISING OF: ONGO COMMUNITIES LTD (Company Number 08619739)
ONGO RECRUITMENT LTD (Company Number 04750128)
CROSBY BROKERAGE LTD (07307333)**

**Held at 12 noon on Friday 4 November 2022
Blended between Board Room, Ongo House, High Street, Scunthorpe, DN15 6AT and Via
Microsoft Teams**

MINUTES

Present:

Common Board: Helen Lennon (Chair), Jan Williams, Karen Locking, Debbie Clegg, Hayley Phillips, Kacper Merta

Officers: Kassie Boothby (Minutes), Fiona Ruddick, Kerry Copson, Carl Willerton, Karen Cowan, Kevin Hornsby, Steve Hepworth,

Apologies: None

Absence: None

The meeting was confirmed as quorate – two members are required (Articles of Association for Ongo Communities Ltd (Article 12.2), Ongo Recruitment Ltd (Article 11.2) and Crosby Brokerage Ltd (Article 11.2)).

Declarations of Interest: Natalie Cresswell, Helen Lennon and Kacper Merta declared they were members of the Group Common Board and Jan Williams is employed by Ongo.

Time meeting opened: 12.01pm

1. **Agenda item 3: Minutes of Previous Meetings**

The minutes of the meetings held on 19 July 2022, 1 September 2022 and notes of the away day held 1 September 2022 were agreed as a true and accurate record and will be signed by the Chair.

2. **Agenda item 4: Action List**

The action list was noted.

3. **Agenda item 5 – Charity Commission Return**



Summary: Annually the Charity Commission require charities to submit an annual return within ten months of the end of their financial year. This return is completed online and provides detail on a charity's annual income and expenditure. It is in addition to the statutory accounts which are submitted along with this annual return.

Discussion points/questions:

- Fiona Ruddick introduced this report and opened it up for any questions.
- The Board were happy with this report.

Ongo Communities Agreed: The Board considered and approved the proposed submission to the Charity Commission for Ongo Communities' annual return.

4. **Agenda item 6 – Investment Policy**

Summary: The Charity Commission would expect Ongo Communities Ltd to have an investment policy. This is something the company has never had and a new policy has been written to close this governance gap.

Discussion points/questions:

- Fiona Ruddick introduced this report and opened it up for questions. The policy has been written by Trowers & Hamlin and their brief was to write a policy that covered what the charity commission would expect to see.
- A member queried the need for this policy and if it was mandatory. Fiona Ruddick explained the charity commission would expect Ongo Communities to have it.
- She went on to explain this policy relates to Ongo Communities Ltd only.
- The Board were happy with this policy.

Ongo Communities Agreed:: The Board approved the Investment Policy.

5. **Agenda item 7 – Quorum**

Summary: At the July meeting it was explained to the Board the quorum stated within the Standing Orders adopted by Ongo for all entities within the group did not apply to this Board. That was because a specific decision of the board had not been taken to amend the quorum requirements within the Articles of Association. The Articles of Association take precedence over the Standing Orders which means the quorum for this board is two.

Discussion points/questions:

- Fiona Ruddick introduced this report and explained at the last meeting it had been agreed that until the Board was fully populated, the quorum could not be reviewed. Now the Board was fully populated a proposal was made to increase the quorum. This was to strengthen the governance controls.
- The Board were happy with the report.

Ongo Communities Ltd Agreed: Resolved to agree an ordinary resolution to increase the quorum for trustee meetings to three trustees to enhance article 12.2
Ongo Recruitment Ltd Agreed: Resolved to agree an ordinary resolution to increase the quorum for directors meetings to three directors to enhance article 9.2

6. **Agenda item 8 – Funding Request of Ongo Homes**

Summary: The Create Opportunities Strategy for 2020-2023 details the plans and ambitions to design and deliver projects and activities, utilising the income from Ongo Homes and through externally funded grants and contracts. Through coaching and supporting customers, and managing community buildings, the purpose is to create truly vibrant communities. Ongo Homes Board approved funds of one million pounds per year plus notional annual inflationary increases as approved in the Ongo Homes business plan, and targets Ongo Communities to provide support for at least 700 people per year into employment and raise aspirations of 100 young people, as set out in the Corporate Plan until 2023.

Discussion points/questions:

- Kevin Hornsby introduced this report and explained that Jan Williams and himself have researched into the history of spending and reported to Board on how Ongo Communities have spent their money.
- He explained that opportunities for grant funding were becoming limited and many projects have or are reaching the end of their current funding. This means a reduction in the support that Ongo Communities can provide.
- A member queried paragraph 4.10.4 in the report which referred to less customers being supported and that there would be reductions in employees. Jan Williams explained that without the funding that Ongo Communities currently get, there will have to be a limit on how many customers can be helped as there would not be as much available funds as normal.
- Jan Williams proposed a request for option 2 of funding from Ongo Homes (£1million continuation plus £200k), however wanted to get the views of the Board on this figure.
- The Board recognised they would be asking Ongo Homes for more money at a time when that entity was facing difficult financial decisions itself, especially around the rent charge for tenants.
- Steve Hepworth suggested Ongo Communities request what they felt was appropriate funding and it was for the Group Common Board, acting for Ongo Homes, to make that decision. He did say any request would be considered as a commitment for the life of the plan as agreeing to help on a year on year basis causes difficulties for business planning.
- The Board suggested having plans in place in case the funding request is not approved. A suggestion was made to highlight to the Group Common Board the consequences should the funding not be provided. This should show the effects and could include the consequences if Ongo Communities had to close the Arc or the Viking Centre. **Action 8/22.**
- The Board highlighted that there will be an increase in mental health issues should the employment support services be reduced due to no funding and queried what the contingency plan was. Jan Williams explained the employment support service that Ongo Communities provides exceeds just getting an individual into an employment position. The main focus on this service is to support the mental health which will then help in the long run of securing employment.

- It was explained that the team are working with individuals who are furthest away from the job market so they need a lot of support to get them to a position ready for employment.

Ongo Communities, Ongo Recruitment and Crosby Brokerage: The Board;

- Considered the content of the report and discussed the suggestions and options.
- Agreed to request option 2 (£1million continuation as per option 1 plus £200k) for the funding request from Ongo Homes and send a report to Group Common Board showcasing what would happen should the Ongo Communities services to the public stop.

7. Agenda item 9 - Performance & Monitoring Report

7.1 Agenda item 9.1 – Management Accounts

Summary: This report presents the management accounts including financial golden rules of Ongo Communities, Ongo Recruitment and Crosby Brokerage for September 2022.

Discussion points/questions:

- The Board were happy with the performance in Ongo Communities & Crosby Brokerage and wanted to pass on congratulations to the team for the DWP award.

Ongo Communities, Ongo Recruitment and Crosby Brokerage:

Board approved the management accounts of Ongo Communities Ltd, Ongo Recruitment Ltd and Crosby Brokerage Ltd for September 2022.

7.2 Agenda Item 9.2 - Business Performance Report

Summary: The Board has approved targets for Ongo Communities to provide support for at least 700 people per year, as set out in the Corporate Plan. The Create Opportunities Strategy for 2020-2023 details the plans and ambitions to design and deliver projects and activities, utilising £1 million per year income from Ongo Homes and through externally funded grants and contracts. Through coaching and supporting customers, and managing community buildings, the purpose is to create truly vibrant communities.

Discussion points/questions:

- Kerry Copson introduced this report, gave an overview on the projects and work that Ongo Communities are doing and opened up for questions.
- A member queried what the reconnect project was. Kerry Copson explained that this was a Government project which has been extended, that was created after Covid-19 to encourage people to come out of their houses and socialise.
- A member asked if in future reports, the table of figures could be with the commentary as they have found it hard to follow with them being separate. **Action 9/22**

Ongo Communities, Ongo Recruitment and Crosby Brokerage Agreed: Considered the content of the report and agreed that the report demonstrates sufficient progress against targets and outcomes, and that risks are understood and managed appropriately.

8. **Agenda item 10– Ongo Communities Strategic Risk Register**

Summary: Risk is the possibility of an event and the consequences it has on the achievement of objectives, at both strategic and operational level. Robust risk management is an essential element of effective governance and a strong internal control environment.

Discussion points/questions:

- The Board were happy with this report.

Ongo Communities, Ongo Recruitment and Crosby Brokerage: The Board reviewed the updated risk register and confirmed satisfaction that risks are managed appropriately.

9. **Agenda item 11 – Health, Safety and Environment Compliance Report**

Summary: Ongo has a duty of care to all stakeholders, including our employees, customers, and contractors. We have a legal obligation to comply with various Health and Safety legislation and regulation, with serious consequences if we fail to do so. It is the role of the Communities Board to review Health, Safety and Environmental arrangements with regards to Communities to ensure they are satisfied it is effectively managed and we meet our obligations and duty of care.

Discussion points/questions:

- Since the report was written another incident had happened and Kerry Copson provided an update. The incident involved the assault of a youth workers by two seven year old children. They were frustrated as they were not old enough to join in the Youth Club that is held at the Arc. This has been reported to the police, their schools and the children's parents have been invited to engage with staff about what can be done about this reoccurring disruption. Kerry Copson highlighted that the aim is to work with the children through their schools by a mentoring approach.

Ongo Communities, Ongo Recruitment and Crosby Brokerage Agreed: The Board confirmed they were satisfied with the management of Health, Safety and Environment arrangements set out in the report.

10. **Agenda item 12 – Ongo Recruitment Deep Dive**

Summary: A deep dive on the activities of Ongo Recruitment which explains the background of Ongo Recruitment Ltd, describes the work carried out in each area of business, and highlights risks, marketing and the financial results for the last three years on business activities.

Discussion points/questions:

- Carl Willerton introduced this report and gave an overview of how Ongo Recruitment has been operating since the report was written.
- The Board were happy to see that Ongo Recruitment will be extending the contract with North Lincolnshire Council for Proud to Care and adding an agency bank service as part of the 12 month extension.
- The Board queried whether the appropriate adult services for the Ongo Recruitment was worth retendering. Carl Willerton assured the Board that it is beneficial for the partnerships it brings and the service runs well with minimal intervention.

- A Member highlighted there were lot of risks within paragraph 4.3.1 of the report. The Board were reassured by Carl Willerton that the risks are realistic and that Ongo Recruitment are trying to carry these risks forward rather than mitigate them. He also highlighted that Ongo Recruitment are different from other recruitment businesses and that whilst there are still risks, they are minimal due to the actions being taken.
- A member questioned as to whether Ongo Recruitment are more cost effective because they are part of a not for profit organisation. Carl explained that Ongo Recruitment is a niche business that is reasonable in pricing without compromising their services.

Ongo Communities, Ongo Recruitment and Crosby Brokerage Agreed: Considered the issues detailed within this report and made comments and recommendations on business activities.

11. **Agenda item 13 – Decisions Between Meetings**

Summary: Standing Orders allow the Chair and others to deal with decisions in between scheduled meetings and for those decisions to be reported to the next meeting. Convene is now being utilised for all decisions outside of meetings to provide a fully auditable and evidenced decision making process. Any decisions reported below are not intended to open debate or raise further questions, but to formally record them in the meeting minutes.

Discussion points/questions:

- Fiona Ruddick introduced this report and explained that this was to formally record in the minutes the appointment of new board members for Ongo Communities and to approve the recommendation from the Executive Leadership Team in relation to the VAT Treatment for Crosby Brokerage Ltd.
- The Board were happy to formally record the decisions made between meetings.

Ongo Communities, Ongo Recruitment and Crosby Brokerage Agreed: Agreed:

To formally record in the minutes of the meeting that

Board Members approved appointing Debbie Clegg, Hayley Phillips, Karen Locking and Kacper Merta as Directors by:

- Acting for **Ongo Communities Ltd** agreed a resolution to appoint new Directors to Ongo Recruitment Ltd
- Acting for **Ongo Recruitment Ltd** agreed a resolution to appoint new Directors to Crosby Brokerage Ltd
- The Chair approved the recommendation from the Executive Leadership Team in relation to the VAT treatment for Crosby Brokerage Ltd

12. **Agenda item 14 – Attendance List**

The attendance list was noted.

13. **Agenda item 15 – Time for Reflection**

Members thought the meeting was a good meeting which was quick and efficient.

14. **Any Other Urgent Business**

Kevin Hornsby suggested a trip around the areas in which Ongo Communities do a lot of their work for the new Board members in the Ongo Minibus. This would be in the New Year and as part of their induction. Members thought this was a good idea and it was agreed it would take place on the morning of the next board meeting. Members should meet at The Arc at 9.30am on 2 February 2023.

With no further business the meeting closed at 1.12pm.

Signed by Chair: Date:

As a true and correct record of the Ongo Communities Common Board meeting held on 4 November 2022.