

Building Change Trust Ltd

Meeting of the Board of Directors

At the Community Foundation for Northern Ireland

Friday 30 January 2009

Present: Bill Osborne (Chairperson), Barbary Cook, Martin McCarthy, Maurice Meehan, Joe McVey, Michael Wilson (Protector) , Libby Keys, Peter Osborne

Apologies: Ann McGeeney

In attendance: Nigel McKinney (Trust Administrator), James Magowan (joined at 1230pm) Avila Kilmurray (joined at 230pm)

1. Welcome and introductions

The chairperson welcomed everyone to the meeting and welcomed Nigel McKinney who had been appointed by CFNI as Trust Administrator.

2. Notice and quorum

The Trust Administrator confirmed that proper notice had been given of the meeting, the meeting was declared quorate.

3. Minutes of last meetings

The minutes of the three previous meetings were considered, agreed and signed by those members who had chaired them.

The Chair indicated that the format and layout of papers was a work in progress with continual improvement anticipated. It was highlighted that if Directors had a preference in how they received their papers they should raise the matter with the Trust Administrator. It was also agreed that finance would be placed on the agenda as a standing item with a standard reporting template developed and used in the future.

4. Declarations of interest

The chairperson requested that those present advise of any changes to their previously detailed declarations of interest.

Name	Nature and Extent of Interest
Maurice Meehan	Director, Community Evaluation Northern Ireland Director, Belfast Healthy Cities Director, Ardoyne / Shankill Health Partnership
Martin McCarthy	Staff member, First Trust Bank Chair, First Trust Bank Staff Charity Committee Member, NI Hospice Care Member, St Annes Parish Finance Committee, Catholic Diocese of Down & Connor
Barbary Cook	Trustee Community Foundation for Northern Ireland Vice-Chairperson/Trustee The Committee on the Administration of Justice Secretary of the Clogheravan Residents Association Member of Charity Bank NI Advisory Board Chief Exec/Company Secretary of The Community Development and Health Network
Libby Keys	Member Loup Women's Group and the Mid Ulster Women's Network
Peter Osborne	Member Big Lottery NI Principal, Rubicon Consulting

Interests were declared as follows

Bill Osborne in respect of Cunningham Coates as his employer, VSB uses the same firm.

Michael Wilson in respect of item 9 on the agenda.

5. Progress Report

No written progress report was tabled as progress would be covered under the various agenda items.

Manual of regulations

- Policy on Directors' expenses
- Expenses claim forms

The draft policy on Directors' expenses and the associated expenses claim form was agreed. It was noted that these would form part of the Manual of Regulations which was required by the Big Lottery Fund within 3 months of the signing of the Trust Deed (i.e. 17 March 2009).

Action

5.1 Trust Administrator to continue to progress Manual of Regulations
--

- Preparation of service agreements

It was indicated that the SLA between CFNI and the Trust for the provision of administration services had been updated by Cleaver Fulton Rankin, agreed and signed off.

- Preparation and issue of grant agreements

The Trust Administrator indicated that the grant agreements for the original bid partners were almost finalised and would be issued within the week. He indicated these needed strengthened to reflect the requirements of the Trust Deed, the conditions of grant from the Big Lottery Fund especially with regard to branding and to protect the integrity of the Trust as the contracts developed now would form the basis for all subsequent grant awards to be made.

The Trust Administrator indicated that his opinion and advice given by others was that a system of financial reporting, monitoring and scrutiny of grant awards made was essential to protect the integrity of the Trust. He briefly outlined a proposed system of quarterly reporting by grantees followed up with verification on a sampling basis. The Directors indicated it was essential to get the right balance and sought reassurance that any system would not be overly bureaucratic. The Protector confirmed that in his opinion a financial monitoring mechanism was necessary to protect the integrity of the Trust.

The Chair indicated his concern that CFNI had advertised a post in the newspapers when they were not yet in receipt of a formal grant agreement and

that this was a breach of protocol. The Trust Administrator indicated that he had raised the matter with a CFNI representative.

Action
Trust Administrator to
5.12 Finalise and issue grant agreements
5.13 Develop and implement an appropriate financial reporting mechanism

- PR and Communications
 - BIG Lottery requirements
 - Website

The Trust Administrator updated the meeting on the progress with branding and the need and opportunity to develop a unified logo containing the various National Lottery and BIG logos. An example of a unified logo between the Big Lottery Fund and Sport England was displayed as an example. The Directors agreed that the matter should be progressed. Directors expressed concern that the BIG Lottery protocols on branding and media work were potentially unworkable, onerous and could potentially pose a threat to the independence of the Trust. It seemed that engagement needed to take place on all communication matters. It was suggested that the Trust should engage as required by BIG but that perhaps their guidelines could be reviewed if they proved unworkable with the Protector playing a role.

The Trust Administrator indicated that the costs of development of the website were held within the CFNI administration budget, that the website development had been put out to tender with the closing date for tender receipt on 30/01/09. Directors discussed the potential of the website as a tool for debate/dialogue within the sector and the potential for making a contribution to the transformative agenda. It was also agreed that the Trust would be transparent in its work with final agreed minutes made available to the public through the website. It was agreed that a standard Trust PowerPoint presentation was needed.

Action
5.14 Trust Administrator to progress development of unified logo and Trust headed paper etc along with development of the website.
5.15 Trust Administrator to develop and agree powerpoint presentation by 06/03/09 which could be used by Maurice Meehan and would be the basis for a standard format.

- Employment/deployment of staff

Chair indicated that the Trust should require grantees to submit copies of any job advertisements for retention on a publicity file. The Trust Administrator agreed to follow the matter up.

Action

5.16 Trust Administrator to remind grantees to forward copies of job advertisements for publicity file

- Briefing of key stakeholders
- Facilitation of strategic programme panel

The Directors discussed the importance of the Trust agreeing and communicating its key messages , the importance of engagement with key stakeholders , the role of the strategic programme panel and the observatory function within CFNI. It was suggested that some time needed to be spent with CFNI to see how the observatory links with the Trust administration function and with the work of the other bid partners. It was suggested that the Chairperson meet with senior CFNI representatives and it was also suggested that perhaps a report from the Observatory could be a standing order item on the Trust agenda with the relevant individual attending the meeting to report. It was agreed that the CFNI job description and personnel specification be circulated to the other bid partners.

Action

5.17 Trust Administrator to arrange meeting between Chairperson and CFNI re Observatory.

5.18 Trust Administrator to circulate Observatory role job description to bid partners.
--

- Evaluation planning

Chairperson indicated that an evaluation sub group comprising himself, Joe McVey and then Trust Administrator had met with Brendan McDonnell of CENI to discuss the evaluation of the Trust , its programmes and the work of the bid partners. The Chairperson confirmed that a draft TOR had been circulated and that further progress should be made by the next meeting. The Big Lottery Fund would have to be consulted in respect of a proposed final TOR given their plans to commission their own evaluation.

Action

5.19 Trust Administrator to progress final TOR which can be circulated to BIG for agreement/modification prior to public tendering

6. Reporting arrangements for Big Lottery

The quarterly reporting template for the Big Lottery Fund was noted.

7. Insurance requirements

- Decision on broker and policy

The Directors agreed that the Chairperson and Trust Administrator should take the final decision on the broker to be used and final policy requirements once all tenders had been received.

Action

7.1 Trust Administrator to chase up insurance tenders and draw up a comparison table of quotations and cover proposed.

8. Audit requirements

The Trust Administrator confirmed that following discussions with CFNI, a terms of reference for audit had been drafted with a tender invitation placed in the Belfast telegraph. The Chairperson along with Martin McCarthy agreed to meet with the Trust Administrator to review tenders received and make a final recommendation for the full Board.

Action

8.1 Trust Administrator to arrange tender review meeting and draft comparison table in respect of tenders received.
--

9. Remuneration of Protector

- Preparation and issue of contract to Protector

The Chairperson confirmed that the Trust had written to Michael Wilson the Protector confirming his appointment and remuneration as established by BIG. CFNI had made the necessary arrangements for payment. Michael has confirmed that everything was in order

10. Future work plan

The Directors discussed the future work plan of the Trust in broad terms, the importance of having clarity and agreement in respect of the transformation agenda, the challenges of communicating a realistic message to the community and voluntary sector. The feeling that exists that transformation can be negative . After discussion it was agreed that a sub group comprising the Chair, Barbary Cook and the Trust Administrator would work on putting together a facilitated planning seminar. A number of names for facilitators were suggested.

Action

10.1 Trust administrator to arrange follow up meeting and do preparatory work in respect of planning meeting

11. Informal lunch

12. Presentations by investment advisors

Prior to the formal presentations, the Directors discussed investment considering attitude to risk, ethical investments, fees that investment companies would charge, the importance of getting a good return without jeopardising the Trust assets. The Protector indicated his view that the Corporate Trustee had to act prudently on the basis of advice and that seeking proposals and presentations from providers was evidence of taking advice.

Prior to the presentations, Martin McCarthy indicated his conflict of interest in respect of the First Trust Bank.

Presenting company
Citi Quilter investment managers
First Trust Independent Financial Advisers Ltd
Comfort break
Johnston Campbell Independent Financial Advisers
Cunningham Coates Stockbrokers

Discussion and decision on preferred options

Following each 15 minute presentation, questions were addressed to the various company representatives. Following the conclusion of presentations and questions, Martin McCarthy left the room whilst the remaining Directors discussed next steps.

It was agreed that a decision would not be made in the absence of an investment policy, that the funds were not at significant risk in the short term and that the Trust Administrator should approach Citi Quilter to ask for their guidance (as detailed in their proposal) on drafting an investment policy statement

Action

12.1 Trust Administrator to arrange follow up discussion with Citi Quilter in respect of developing an investment policy statement without prejudice to future decision making.
--

13. Any Other Business

There was no other business and the meeting concluded at 530pm.

14. Dates of future meetings 2009

The Directors Agreed to meet monthly until June and then review with the option of going quarterly. The Trust Administrator would trawl suitable dates and times.

Action

14.1 Trust Administrator to trawl suitable dates and times

Signed

Bill Osborne
Chairperson