

CANTERBURY OAST TRUST

Minutes of the 37th Annual General Meeting

Held on Saturday 15th October 2022 at 11.00am

via Zoom and in the Canterbury Suite, Ashford International Hotel, Ashford, Kent TN24 8UX

Present:	Russell Walters	-	Chair, Trustee
	Trevor Pearce	-	Vice-Chair, Trustee
	Chris Showell	-	Trustee (Lead Trustee – Finance and HR)
	Jane Abbott	-	Trustee (Lead Trustee – Care)
	Karen Blackiston	-	Trustee and Company Secretary
	Peter Pearson Wood	-	Trustee
	Michaela Tweedley	-	Trustee
	Ken Hesketh	-	Trustee
	Ruairidh Roberts	-	Trustee (part attendance)
	Sophy Hazevoet	-	Trustee
In Attendance:	Sarah Edwards	-	Chief Executive
	Ian Bolingbroke	-	Head of Estates & Facilities
	Claire Wye	-	Interim Director of People & Culture
	Jane Kirkham	-	EA to CEO & Board of Trustees (minutes)
Members present:	66 Members (List Available)		

1. CHAIR'S OPENING REMARKS

The Chair, Russell Walters, opened the meeting by welcoming everyone and thanking them for attending in person and via Zoom. He said the AGM was being held at Ashford International this year as the IT facilities were being upgraded at Highlands Farm and next year it was expected the AGM would be held at the Farm again.

2. APOLOGIES FOR ABSENCE AND LIST OF PROXIES

The Company Secretary, Karen Blackiston, confirmed that 5 apologies had been received and 15 proxy attendance and voting slips had been received. The list of proxies was available for inspection.

3. APPROVAL OF THE MINUTES OF THE 36th ANNUAL GENERAL MEETING HELD ON SATURDAY 16th OCTOBER 2021

The Chair asked if there were any questions or comments on last year's AGM minutes. There were none. The minutes were therefore accepted as a true record.

4. MATTERS ARISING

No matters arising.

5. ELECTION OF TRUSTEE DIRECTORS

There were a total of 9 candidates nominated for 6 Trustee vacancies, personal statements had been distributed for each of the candidates prior to the meeting. A member asked for the people standing for Trustees to introduce themselves, this was done by the individuals in the room. Those standing were: Esmee Russell, Geoffrey Russell, Karen Blackiston, Kenneth Hesketh, Kevin Ergis, Linda Russell, Michele Allchin, Rhuairidh Roberts and Stuart Bieri.

The voting results were confirmed later in the meeting by CW. The six people joining the Board of Trustees would be Esmee Russell, Karen Blackiston, Ken Hesketh, Kevin Ergis, Michele Allchin and Stuart Bieri. RW welcomed them to the Board.

6. CHAIR'S REPORT

The Chair said it had been a difficult year for COT with the CQC report and inadequate ratings for CSS.

The Chair noted 56 other providers in Kent had also been given inadequate ratings and a mock CQC visit to CSS had been carried out in March which gave a "good" rating.

The Trust had not been complacent since the report, an action plan had been put in place by the previous Interim CEO dealing with processes and procedures that had not been up to standard. Progress had not been as swift as CQC would have liked but SE had been able to start in post earlier than expected and was now picking matters up.

Additional mock CQC inspections had been commissioned to be carried out by former CQC inspectors and new roles are being recruited to. The Board will also look at strategic matters and progress made at the Strategy Day early next year.

The RBC had carried out a lot of infrastructure work in the last year and visitor numbers are up.

The Chair said COT's staff had continued to work incredibly hard over the last couple of years and thanked them, SE and the other members of the Board for their considerable efforts.

A member said he wanted to hear more on progress made on the action plan and asked when the action plan would be available to view. He also asked what caused the failings in CQC.

The Chair said the failings had come about for a number of reasons, he reminded the attendees the CQC report in October 2019 had given a "good" rating. The Board's focus was on looking at why things went wrong, putting them right and ensuring it did not happen again.

The Chair said getting the correct training in place for staff and recruitment of good staff was critical to improved performance, due to staff shortages there had been more agency staff working in the homes than the Trust wanted.

A member asked how the residents had been allowed to live in such a way that CQC gave an inadequate rating. It was also asked that members were included when mock CQC inspections were carried out.

The Chair explained an independent company had carried out the mock inspections and in hindsight it had been disappointing work produced and recompense had been sought.

A member commented that for years families had been telling staff things weren't right and asked what improvements the Board would make.

The Vice-Chair gave a summary of what had led to the CQC report situation and what actions had been taken as a result. He said an independent medicine audit had been implemented, this was interrupted by Covid and a key employee's personal circumstances. An assessment had been carried out of what went wrong; COT had not previously sought up to date professional expertise around the changing nature of CSS, the Board had not been updated in

the way it should have been and the Trustees had not been allowed to visit the services due to Covid restrictions advice given by the Government. Appropriate training now being put in place from Board level down.

A detailed action plan has been put in place to deliver responses to CQC and KCC. A new CAREis IT programme is being put in place across the homes to help audit and supervise tasks, a review of person centred care has been commissioned, SE has put plans in place to recruit several Director level staff, former CQC inspectors are booked to make visits to the homes and service areas will be upgraded.

The Board have reviewed, reflected and learnt from the experience and independent advice and assurance is being utilised to ensure good practice. In the last few months the Board have also recruited an interim CEO and a permanent CEO. The Vice-Chair hoped the above were considered effective responses and said signs of improvement were starting to show.

The Vice-Chair felt it vital the Board contained at least one expert in Care and the commissioning of it. He said he had approached various organisations seeking individuals with the skills required for the Board Chair position and not one individual had been found.

A member asked if the new leadership and management meant the Board would now have the oversight to get closer to what was happening at COT.

The Vice-Chair said he hoped he could provide that reassurance.

A member asked why two properties at New Romney had been purchased if COT is already struggling to find enough staff in the homes.

The Chair said KCC have indicated Residential care will be reduced in the future. The properties purchased are behind Old School House so additional support is available. If it was decided the properties were inappropriate for COT they could be sold or benefit the COT portfolio in the longer term.

A member asked what the plans were for Harrington Cottage.

The Chair said it had recently been used as staff offices. It was on the edge of the development zone for the Ashford area and if held by the Trust then in the future it could be sold with development potential for significantly more money.

A member said they were shocked the Board had been surprised by the CQC report. KCC had spoken to the family and asked what they would like done and they had said they wanted an IT system put in place. The IT plan had been requested by KCC as a result of their conversation. The member wanted open and honest governance.

A member noted that another member had been laughing at points throughout the Chair's presentation. He said very serious matters were being discussed and it was not appropriate behaviour. He wanted SE to feel welcome and said the Board were there to give guidance and governance and the Chair had done a very good job during his time on the Board.

The member voiced their concerns at the number of parent Trustees wanting to join this year and had sought legal advice from a solicitor who specialised in Charity Law, the solicitor had advised that COT was a business that had to have a disciplined Board in place or it would risk going bankrupt.

The member noted the RBC was there to generate surplus cash that was missing from the Care sector and said COT and RBC were two very different interests. The member had previously been a parent Trustee and said the conflict as a Trustee parent had to be carefully managed, there were often conflicts of interests when individuals had to leave the room. The member was very pleased with the care his son received and he did not want this jeopardised.

7. CHIEF EXECUTIVE'S REPORT

SE said she had been in post for 3 weeks and it had been a pleasure to meet the members, the people COT supported and the staff. She brought experience, creativity and a passion for building the best lives for the people the Trust supported and she wanted everyone to work together to achieve this.

SE said work done to date included the recruitment and retention strategy being reviewed, a pay review awarded, training being reviewed with more focus on face to face training. Registered Manager and Director roles being recruited to with a cross-section of stakeholders involved to make it more meaningful. Plans in place for listening lunches and talking teas with Trustees, staff and Ops team members. Refurbishment of the Granary Restaurant agreed to allow Life Skills to return to the Restaurant and Kitchen areas.

SE wanted to introduce a new email system to monitor feedback, ensure it was effectively managed in line with COT policies and procedures and appropriate action taken where appropriate.

SE has previous experience in turning organisations around and has previously turned CQC ratings around from "requires improvement" to "good" with an Outstanding domain in a period of 12 months.

A member said they had asked about the Life Skills retail offering last year but the Shop was still in the same set up.

SE said TM was working on this as part of the wider RBC strategy. A member felt it needed to be better evidenced. SE said there was work being done to make the RBC more accessible to all, for example 3 SEN Christmas shows were being organised this year.

A member asked what plans there were for the Coterie Tea-Rooms building.

SE had not had the chance to look at this yet but she had plans to develop Life Skills models into more social enterprise type opportunities where suitable.

A member praised the Life Skills programme for its excellent work during the pandemic.

A member asked SE if she and the Managers would visit the homes. Her daughter's room was having to be deep cleaned as it was so dirty. She felt staff should go in there more frequently, her daughter was also in £5k of debt.

SE had written to each of the houses to ask if it was okay for her to visit. She said there were lots of components to consider but it was about working together, the new CareIS system would also help ensure clear guidelines and structure was met.

The member said if their sons/daughters were living in squalor then it had to be dealt with. SE said that as a provider COT also had to follow the Mental Capacity Act but there was lots that could be done to help the situation.

A member said they were aware of the long hours and dedication given by the Board members and they wished the Board and SE the best of luck in the future. The member said their daughter had received dedicated care up until her passing.

A member asked what the Fundraising strategy was.

SE said it was complex and made harder by COT being a financially healthy organisation. SE was still working on the strategy and this topic would be included in discussions.

A member asked what plans there were to thank staff for their hard work.

SE said she and CW were working on this, they would look at it as part of wider discussions on rewards for staff.

A member enquired about agency staff usage.

SE said this was a problem she had managed to overcome in her previous role, a recruitment focus group had been set up to look at new recruitment strategies.

A member suggested In Touch magazines were published again as it had been a valuable method of communication.

SE said this was being looked at as a wider piece of work, she wanted to ensure COT used more accessible forms of communication as well.

A member asked how the people COT supported could give their input on matters.

SE said she would be looking at the right formats to gather feedback from the people we support but would be keen to set up an advisory Board as well as quality checkers. The Courtyard development would be a new area to socialise in for those who wanted to.

8. FINANCIAL REPORT

CS said that at the last AGM losses of £250k had been predicted for the year ahead, in fact a profit of £320k had been made. This had been due to the Government's Furlough scheme and the Infection Control programme which together had contributed £200k, also a rise in investments, a temporary reduction in VAT and the postponement of planned Estates repairs.

CS reported that in the last year many of the Senior Management team had left COT, CSS services had been sanctioned by CQC, inflation and utility costs were rising and staff shortages in Care. There also continued to be a reluctance by Local Authorities to increase funding.

CS said the budget had been built on the assumption Residential and CSS would lose £700k this year, it now looked closer to £1 million. There are however plans in place endorsed by CQC to re-establish the quality of CSS and a new COT Senior Management team is being formed.

CS noted it was not all bad in CSS, he said many of the staff did not deserve the bad press as they were still with COT and still as caring and supportive as they had ever been.

The RBC was performing well with visitor numbers up, improved media presence and the work invested in upgrading Farm facilities beginning to pay off. Life Skills also doing well and holding their own.

The balance sheet is strong with more than £4 million in cash, little debt and a land and property portfolio. COT has adequate finances and reserves to continue operating in the next few years and the Auditors signed off the accounts and accepted COT is a going concern.

CS said COT has a plan in place, a new Board to be formed and new management team to re-establish its reputation again. CS said any individuals who acted inappropriately would be unfit to be Directors of COT and would not be welcome on the Board.

CS thanked Dominic Evans who had headed up the Finance team on an interim basis and the Auditors for their work this year. CS said COT was a very special place and it had been a pleasure to be part of it for the last 9 years.

The Chair and Vice-Chair thanked CS for all the hard work he had done during his 9 years on the Board.

9. TO RECEIVE AUDITED ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2022

CS proposed approval of the Annual Report and Financial Statements for the year ended 31 March 2022. The majority of the attendees agreed. The Accounts were agreed.

10. APPOINTMENT OF AUDITOR

CS proposed that RSM UK Ltd were re-appointed as Auditors for another year. The majority of the attendees agreed. RSM UK Ltd were re-appointed.

11. ANY OTHER BUSINESS

Thank you – The Vice-Chair thanked the Chair for all the work he had done and said he had been outstanding in the Chair role. CS was also thanked for his time and hard work spent on chairing the Finance and HR Committees.

12. DATE OF NEXT MEETING – Saturday 14th October 2023 at 11am

The Chair declared the meeting closed.

APPOINTMENT OF NEW CHAIR AND VICE-CHAIR OF THE BOARD

Following the main AGM meeting a separate meeting was held between the new Board members where the Board appointed Ken Hesketh as the new Chair of the Board and Sophy Hazevoet as the new Vice-Chair of the Board.

FRIENDS OF COT

EE thanked all of the regular donors and reminded the COT members that they were also Friends of COT members.

The Friends carry out regular fundraising activities and people could help by joining in with the activities on site or by organising their own activities to raise funds.

EE asked people to get in touch if they wanted to find out more about how they could become involved.

Draft - For Approval