

## CANTERBURY OAST TRUST

### Minutes of the 33rd Annual General Meeting Held on Saturday 6th October 2018 at 11.00am

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Present:	Russell Walters	-	Chairman, Trustee
	Trevor Pearce	-	Vice-Chair, Trustee (Lead Trustee – Care)
	Martin Lovegrove	-	Trustee
	Elizabeth Emson	-	Trustee
	Peter Ergis	-	Trustee and Company Secretary
	Chris Showell	-	Trustee (Lead Trustee – Finance and HR)
	Michaela Tweedley	-	Trustee
	Robert Perkins	-	Trustee
In Attendance:	Joanne Creighton	-	Chief Executive
	Fiona Dodge	-	Head of Care
	James Saunders	-	Auditor (RSM UK Ltd)
	Sue Langford-Smith	-	Financial Controller
	Lucy Read	-	Fundraising Manager
Members present:	2 Life Members, 48 Full Members & 1 Associate Member (List Available)		

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#### **1. CHAIRMAN'S OPENING REMARKS**

The Chairman, Russell Walters, opened the meeting by welcoming everyone. He explained that following the meeting there would be an opportunity for Members to ask questions and then a report by Friends of COT.

#### **2. APOLOGIES FOR ABSENCE**

The Company Secretary, Peter Ergis, read out the names of those who had sent their apologies and this list is available for inspection.

#### **3. LIST OF PROXIES**

The Company Secretary, Peter Ergis, read out the proxies received. This is available for inspection.

#### **4. APPROVAL OF THE MINUTES OF THE 32<sup>nd</sup> ANNUAL GENERAL MEETING HELD ON SATURDAY 7 OCTOBER 2017**

The Members present accepted the minutes of the last meeting as a true record.

#### **5. MATTERS ARISING**

There were no matters arising.

#### **6. ELECTION OF TRUSTEE DIRECTORS**

The Chairman said that Peter Ergis and Elizabeth Emson would be leaving the Board this year. Elizabeth had served 15 years on the Board and had been Chairman at the time of Russell's recruitment. Peter Ergis had been on the Board for 9 years and had also served as Company Secretary; he had kindly agreed to stay on as Company Secretary for a further 6

months to enable a replacement to be found. Russell thanked them both on behalf of everyone for their considerable effort and support over many years.

Russell advised that this year Trevor Pearce had put himself forward for re-election and Jane Abbott had applied to join the Board for the first time. Details of both Trustee candidates had been sent out to Full Members in the post and both candidates gave a brief overview at the AGM of why they thought they would make good Trustees.

Jane explained that, as an experienced senior clinical leader and Hospital Director for the Benenden Hospital Trust, she had a breadth of experience to offer COT. In particular, she was keen to act as a critical friend to the management team to support them in providing safe and fulfilling lives for service users.

Trevor explained that, after a career in policing – including the role of Director General of the National Crime Squad and Serious Organised Crime Agency – he is now Chairman of UK Anti-Doping and a Commissioner of the Gambling Commission. During his three years as Trustee of COT, Trevor has held the role of Chair of the Care Committee and Vice-Chairman of the Board.

Russell proposed a show of hands vote on appointing the 2 candidates. All voted in favour with no objections. Accordingly, Trevor Pearce and Jane Abbott were appointed Trustee/Directors.

## **7. CHAIRMAN'S REPORT**

Russell opened by discussing the external environment. He said the National Minimum Wage was increasing rapidly and, whilst he was delighted that it would mean staff were paid more, it did have a large impact on the Trust, as money had to be found to meet the cost whilst local authorities were cutting back on funding.

Russell said that the additional allowance for sleep-ins had also been an expense for COT in the last year; another significant cost that local authorities were not fully funding.

Russell said that the Board was looking at how best to secure the future of its higher needs care provision and also how to address the changing needs of older residents. In particular, it was recognised that elderly and dementia care would become increasingly needed within the Trust as the service user population aged. This was proving a challenge, however, as CQC are clamping down on the registration of new or adapted residential care homes, with greater focus instead on the development of independent living options.

Russell emphasised that the ethos of COT is still heavily focussed on family care and advised that 4 of the Trustees on the Board currently had service user relatives within the Trust. He said a lot of work had been done on delivering COT's strategy and he was pleased to report this work was now slightly ahead of schedule. In the last year, two places at Beaver Lodge had been created, as well as additional units at Warren Mews. Power was currently being laid to the top of the Highlands Farm site in order to facilitate additional CSS places at Farm View which would be started soon.

Russell said he was pleased to report the new Academy recently had its official opening and was now in use by students. He gave a huge thanks to the principal funder John Foley and all other donors for their help in making the project a reality.

The future of the RBC, and how it can be developed to generate more income, was being worked on by Tina Morris, the new Head of Visitor Engagement. Russell said Fundraising and the RBC were both crucial in generating funds to support the Trust's care services.

Russell noted there had been a few staff changes over the last year which he realised could sometimes be unsettling; he thanked staff for their flexibility and commitment and said he enjoyed working with everyone at COT. He particularly noted that this would be the last AGM for Jerry Kenward who had provided many years of service to the trust, not just in his employed role, but with the service users as well. He said he would be missed.

Russell said the Board remained committed to the ethos of the Trust, to responding to the external market and to the charity's long-term security. Most of all the Board were committed to the service users and staff.

## **8. CHIEF EXECUTIVE'S REPORT**

Joanne said the Annual Report distributed at the meeting covered the key factual developments of the last year. With her presentation, she preferred to focus on the questions that families and service users might wish to ask about their care and wider developments across the Trust:

*"Are we happy and safe?"*

Joanne said that – with all COT's care homes rated as overall 'Good' by CQC – the Trust had the benefit of verification by a third party on this question. She was more interested, however, in COT's own measures and so she reflected instead on the many positive stories in 'In Touch' throughout the year and the feedback she receives regularly from individuals about how happy they are in COT's care. She did acknowledge, however, that there had been one or two unacceptable issues during the year that had required a high degree of review and reflection. In particular, she and Fiona Dodge (Head of Care) had explored how to ensure that individuals in COT's care for many years were subject to the same degree of review and observation as those new to the Trust. Whilst familiarity is wonderful on the one hand, it can make it harder to spot and address subtle but important changes as people grow older or their health changes. A review of care plans and monitoring had therefore taken place during the year.

*"Are we all being pushed towards independent living?"*

Joanne said she was aware that some people were concerned about service users being pushed into CSS from residential living. She said that both she and Fiona felt it was of great importance to provide a balanced accommodation offer and ensure that any moves represented the right step for each individual. Interestingly, the only service users who had told Joanne they were unhappy during the year were those who wished to live more independently, but for whom there were no CSS places available. That had now been addressed in both cases. She reiterated that COT would always offer some form of residential care, but that the ratio of residential versus CSS would be the subject of ongoing review.

*"Is the future of the Trust secure?"*

Joanne explained that the Care Accommodation Strategy had been specifically designed to improve the future sustainability of the charity. By aligning the Trust's accommodation offer more closely with local authority commissioning preferences, the Trust would be better-placed to meet future demand.

Also the Rare Breeds Centre continued to perform very well, receiving nearly 130,000 visitors last year. The financial contribution from the RBC – along with essential fundraising

income – helped to provide the level of quality that service users and families deserve (and have come to expect) from COT.

*Why should my family trust you?*

Joanne reflected that total trust was an ideal goal but not realistically achievable. Instead a degree of healthy discussion was more useful, with families acting to support and challenge where necessary. She felt that the management team already enjoyed that relationship with the majority of COT families and expressed her gratitude for that spirit of openness and collaboration.

She reminded the Members that the need to provide families with peace of mind was one of the four key goals of COT's 'Brighter Lives' Strategy and that – unlike many similar organisations – COT enjoyed a significant level of family representation on the Board of Trustees.

Joanne said that the Parent Focus Groups – which take place four times a year – were a useful way for parents to share their opinions and receive updates about the Trust. In addition, she and Fiona often received phone calls from parents if they had an issue to raise or a concern to discuss.

A good example of collaboration was the Tenancy Working Group, set up a few months ago in response to concerns from a parent about the Tenancy Agreement for service users in CSS. A parent was invited to join the group and which is currently helping the management team to update the agreement and align it more closely with COT's culture and ethos.

*What has made us sad in 2018?*

Joanne said she was sad to report that several people with close and long-term links to COT had passed away in the last year. These included Mick Allum (who had worked in the Estates department and had been involved with COT from its earliest years); Robert Benson (a former parent Trustee and a strong supporter of the Trust in every sense of the term); Barbara Williamson (much-loved resident of the Trust since 1991) and Nigel Nash (another hugely popular individual who had been COT's oldest resident, having joined the Trust in 1987).

Joanne said that – as we increasingly say goodbye to such long-standing beneficiaries and supporters – she was keen to preserve the essential COT qualities that they all knew and loved.

*What about the good news?*

The opening of the MY Life Skills Academy at Highlands Farm had obviously been a major highlight for 2018. Three times the size of the previous college at Harrington, the new Academy is a far more appropriate environment for students, staff and the dedicated volunteers who support the service.

The Life Skills Awards Ceremony had taken place again this year, with 157 certificates distributed. This represented a tremendous effort by everyone involved and she had felt very proud of all that the service users and the dedicated staff teams had achieved.

Joanne reported that for the second year in a row a presentation had been held for staff Members who had been at the Trust for 25 years, with more staff due to celebrate the same achievement next year. Joanne believed this continuity of care to be hugely important and

one of the things that makes COT so special. She felt it was testament to the Trust that so many people have chosen to stay with the organisation for so long.

Joanne was sad to advise that Jerry Kenward, Head of Property & Infrastructure would be leaving the Trust in December. Jerry would be sorely missed, having done so much for the Trust and its service users over the last 12 years. Joanne said that Jerry's departure would require her to look at the wider management structure and decide what to do with the Head of Property & Infrastructure role going forward. The role had grown considerably over recent years and the Trust was indebted to Jerry for his considerable efforts in managing the increasingly challenging workload.

*What can we expect going forward?*

Priorities for 2019 include the development of new CSS apartments on Highlands Farm, an ongoing efficiency review to help address operating deficits within the care services and improvements to the Rare Breeds Centre in the hopes of attracting more visitors and income.

Joanne thanked all those who supported COT, the Board, her team and the attendees for their honesty and feedback. She reiterated that it had been a pleasure and a privilege to have another year at the helm of such a special organisation.

Russell asked the Members if there were any questions:

**Q: How many service users are in independent living and how many are in residential care? Is COT intending to move more towards independent living and lose residential places in the future?**

A: There are 59 residential places at present, 56 of which are filled. There are 33 places in independent living, with 3 vacancies. Joanne said that COT would always offer residential services, as there would always be people requiring that level of care. It was the aim, however, to achieve a sustainable balance between residential homes and independent living options in due course.

Russell noted that local authorities were now favouring independent living and that CQC were currently reluctant to register new residential homes in what they describe as 'campus style' or 'segregated' locations. The new Farm View apartments were considered acceptable for CSS purposes, but COT had taken care to ensure they are developed in a location that has easy access to the support of nearby residential services if required.

**Q: What is happening to the Harrington College site, will it be sold?**

A: Russell said that it was down to timing; the site would probably be sold but decisions had to be made as to whether to sell it as it currently stands, or as land with development potential. Russell said that it was unlikely that the Trust would hold on to the site for the long term.

**Q: The minimum wage continues to rise but you still have a number of vacancies and people can earn more in Tesco's than working for the Trust. What is being offered for the Life Skills Tutor roles seems a very low salary.**

A: Russell said that staffing remained a great challenge, comprising 76% of all Trust expenditure. Unfortunately, COT had to work with the resources at its disposal and the fees

that the local authorities were prepared to pay. He noted that he felt staffing was probably the biggest risk to the Trust in the longer term.

Joanne advised the Members that, unlike many other employers, the Trust was still paying overtime at an enhanced rate after the NLW rises, along with shift allowances for weekends and special premia for those working in certain support worker roles. She explained that detailed job evaluations were carried out for each job role to help determine where it should sit on the overall salary scale. Job vacancies within the Trust generally received acceptable response rates, with ex-employees regularly applying to rejoin the Trust. Where a role does not receive sufficient applications after two attempts to advertise, a review is undertaken, with changes made to either the job description or the salary if necessary.

**Q: Joanne was asked to elaborate on what she had meant during her speech about the challenge of caring for long-standing service users. Was it being suggested that staff would have to be regularly swapped around between services?**

A: Joanne confirmed this was not what she had meant. She was simply aware that familiarity – whilst undoubtedly a good thing in care – sometimes made it hard to detect small changes in someone’s health or mood. In order to avoid missing vital signals, the Care Management team had been reviewing procedures, care plans and health records, etc to ensure that we anticipate as many changes as possible before they occur.

**Q: What are we doing about looking after our older residents?**

A: COT was currently working with the local authority and CQC to explore options for taking our service users safely and happily into their old age. Original plans for an amalgamated ‘growing old with learning disabilities’ (or ‘GOLD’) service had not found favour with CQC, so alternative options were currently being considered. With the increase in early on-set dementia, adaptations were already being made to existing services to help accommodate the changing needs of COT’s older service users.

**Q: What is the balance between older and younger service users? Are they pushing the capabilities of the Trust?**

A: Joanne said that over 70% of the service users within the Trust were now over 40 years old. This ratio is something that the Trust reviews on a regular basis and it is currently possible to meet the needs of this group. The accommodation strategy – with its focus on providing more accessible ground-floor places – was a key mechanism for addressing the issue. Joanne said that the new independent living properties had been specifically designed to meet the needs of individuals as they grow older.

**Q: A parent said it was his 22<sup>nd</sup> AGM and he had never before heard of the Parents’ Focus Group**

A: Joanne said she was surprised to hear this, as details of the meetings were put in the ‘In Touch’ magazine and the notes from each session were also sent to all parents. She explained that two meetings were generally held in the Spring and two in the Autumn. They were an opportunity for family members to address questions or concerns directly to herself and one of the Trustees. There were no staff present in order to give maximum freedom to attendees to express their views. Joanne said that she would look at the meeting dates for next year and advertise them in the winter edition of ‘In Touch’ in order that people could get them in their diary.

It was noted by an attendee that the timings of the Parent Focus Group meetings meant it was not always easy for working people to attend. Friday afternoons or weekends were suggested. Joanne said she would review the timings for next year to accommodate these requests if possible.

**Q: A parent suggested there was sometimes complacency about communications between management and staff and also staff and parents**

A: Joanne said that communications were notoriously difficult to get right and that they were the single biggest cause of complaint in most organisations. At COT there was certainly no complacency on the part of the management, with regular Managers' Meetings, Staff Reps Meetings every other month, All Staff and Volunteer Communication mornings twice a year and the Parent Focus Group meetings previously mentioned. Staff were also given the opportunity to submit queries anonymously to Joanne after the All Staff and Volunteer sessions if they wished. The Trustees took it in turns to undertake visits to all the accommodation and life skills services throughout the year, which offered another opportunity for staff to feedback directly to the Board. Russell agreed with Joanne that the Trust tried hard to ensure good communications were maintained.

A parent commented that he had an NHS background and suggested that one of the Trustees took on the role of assisting with communications and making them as efficient as possible, as had been done at the NHS. Russell said that he attended the Parent Focus Group meetings whenever he could and when he was unavailable the Vice-Chair had attended. The parent said they had been thinking from more of a process point of view, i.e. dealing with the coverage and distribution of 'In Touch'.

A parent suggested it would be helpful for Members to have contact details for the Trustees. Russell said that people could write, email or phone via the Trust Office (c/o Jane Kirkham, at Highlands Farm / email: [jek@c-o-t.org.uk](mailto:jek@c-o-t.org.uk) / Tel: 01233 861501) and the message would be passed on immediately to the relevant Trustee.

**Q: A parent said that their daughter was a resident in one of the houses and she was not encouraged to communicate with them as often as they would like. There were also problems with communications from care staff when plans were changed, but parents were not advised.**

A: Russell said this was a difficult one to deal with; he likened it to problems he had communicating with his son who had just started University. The parent said there used to be more contact but it seemed to have dropped off recently.

Joanne said that she and Fiona had discussed the issue of mental capacity many times and the difficulties of insisting that adult service users tell their parents everything if they do not wish to. As far as possible, COT staff attempt to take the human approach and ask individuals to consider their parents' feelings when deciding what information to share.

Another parent said they had an arrangement in place whereby their daughter called them on Friday afternoon each week; this set up worked well for them.

The parent noted it was also about communication from the house staff: recently she had been expecting to see her daughter and plans had been in place but these had been changed at the last minute without any notification. Joanne said this issue lay specifically with the house staff and she would pick this matter up outside the meeting.

Fiona said it was also worth noting that when sons or daughters could not use telephones independently, parents could ask their key worker to sit with that individual and help them make a telephone call.

**Q: Training and pay of Service Users – it was asked why the Trust did not offer paid positions to those working in Life Skills.**

A: Joanne said that a couple of service users now had paid flexi contracts in the Coterie Tea-Rooms and in the Granary Restaurant; she explained that the roles were advertised internally and externally and students were welcome to apply for them, like anyone else. Students in possession of the skills required for the role would be appropriately considered along with all other candidates. Joanne advised, however, that paid employment had an impact on benefits and the entitlement to Life Skills funding from the local authority – it was therefore often not in the student’s best long-term interests to pursue this option.

**Q: Why does COT not allow Art at the Farm Students the opportunity to benefit from the sale of their art works?**

A: By turning the service into a commercial venture, the students would lose their entitlement to local authority Life Skills funding. This would mean that the building, materials and tutor costs for ‘Art at the Farm’ would have to be covered by the students themselves from the proceeds of their sales. This was not considered to be a feasible option.

**9. LEAD TRUSTEE – FINANCE REPORT**

Chris Showell began by saying that COT was in good financial shape; in the last financial year an operational surplus of £138,000 was achieved. The balance sheets were strong and debt was low. Overall reserves stood at £7.4 million with £6.3 million in unrestricted funds.

Chris said however that COT came under increasing financial pressure from local authorities; there were higher sleep-in costs and the buy-out of an historic pension liability had all stretched the finances further in the last year.

The residential care homes had returned a deficit of £355,000 in the year and CSS had just about broken even. The RBC had recorded its highest number of visitors to date and turnover had topped £1.2 million. By contrast, Chris reported that the extraordinarily hot summer and the World Cup had impacted on the RBC figures for August this year.

Chris reported a legacy had been received for over £1 million during the year, which was an incredibly generous gesture.

The CCLA investment continued to do very well.

Chris said that it had therefore been somewhat of a mixed year but the Trust had ultimately finished ahead of budget despite having budgeted for a small loss.

Chris closed his report by thanking all the members of the Finance team for their hard work during the year and the Auditors for the professional and diligent work they had done during the audit process.

Questions were asked by the Members:

**Q: The Other Debtors figure in the accounts for 2018 is £1,539,424; does this represent the legacies?**

A: Chris confirmed that it included the £1.3 million legacy. It was asked why it was listed at the bottom of the page in such a way. CS said that the legacy money had not actually arrived at the time the accounts were compiled.

**Q: A Member asked what thoughts the Board had on how the legacy money would be used.**

A: Russell reflected that the gift was extremely timely, as the Trust faces a period of increasing operating deficits over the next few years, as care costs continue to grow at a much faster rate than income. Also, work was underway to implement the care accommodation strategy to reduce those deficits and secure the long-term future of the charity. The legacy funds will allow the Trust to accelerate that development programme to achieve the desired outcomes sooner than originally hoped and to provide cover for the period until that could be completed.

#### **10. TO RECEIVE AUDITED ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2018**

Russell asked for the approval of the Annual Report and Financial Statements for the year ended 31 March 2018. Richard Lynch-White proposed and Chris Showell seconded. The Annual Report and Financial Statements were approved unanimously.

#### **11. APPOINTMENT OF AUDITOR**

Russell Walters asked that RSM UK Ltd be re-appointed as Auditors for a further year. Martin Lovegrove proposed and Trevor Pearce seconded. RSM UK Ltd were re-appointed unanimously.

#### **12. PROPOSED AMENDMENT TO ARTICLES OF ASSOCIATION**

Peter Ergis explained the proposed amendment to the Articles of Association that had been distributed with the AGM papers. He said the intention was to tidy up the wording of the clause relating to the tenure of Board Members now that the transitional period in moving to a maximum number of years that could be served by Trustees had come to an end. In future, the maximum period would be 9 years, this was made up of 3 periods of 3 years

Richard Lynch-White voiced his concerns over the changes and said he opposed them. He said the proposed change would mean that if he wished to, he could not return to the Board, despite his experience and knowledge.

Russell noted the decision (to limit to 9 years) was approved by the Members at the AGM in 2013.

Russell said that the new wording (as Peter had said) was only a tidying up exercise. The wording of the Special Resolution that had been circulated with the AGM papers related only to a transition period for serving Trustees that was no longer relevant, as the last individuals to whom it related were retiring from the Board after today's meeting. He advised that current governance best practice was to have time limits on trustee tenure and 9 years had previously been agreed by the Board and the Membership.

Martin Bieri said that when it was first proposed at Board it was indicated that there was value in a regular turnover of Trustees but now there were Board member vacancies, the system was not working.

Martin requested that the wording should be altered to remove the length of tenure restriction entirely. He said the Trustees were elected by the Members so the choice should be theirs.

Peter Ergis agreed that it was desirable for family members to become Trustees but that did not necessarily mean that all relatives were best for the Board; and, therefore, the future of for COT. Peter said that this issue had been referred to in 'In Touch' many times and all Full Members had received a form which entitled them to put themselves forward as a Trustee if they wished. No nomination forms had been received from eligible Members.

Martin Lovegrove said the length of tenure restriction was not unusual; he had sat on many other Boards bound by the same rules.

Peter Ergis explained that the Board could consider the matter again and, if agreed, could either put the issue forward at next year's AGM or an Extraordinary General Meeting could be held in order to specifically discuss it.

Peter Ergis reminded those present that the rule was originally agreed by the Membership 5 years ago and that today people could only choose to accept (or not) the amended wording.

Elizabeth Emson said she was at the original meeting 5 years ago and the reason for the amendment currently proposed was that she and Peter Ergis were the only two Trustees left who had served over 9 years. The wording of the clause relating to the transition period was, therefore, now redundant. She agreed that the removal of the length of tenure clause could not be debated today due to reasons set out by Peter Ergis and Russell Walters.

Richard Lynch-White asked Russell to inform the Membership of the results of the Board's deliberations on the matter. Russell agreed to provide an update in due course.

Russell asked for a vote to be held by the Full Members only on whether they agreed with the Special Resolution that would allow a change to the Articles of Association.

20 voted for (plus proxy votes)  
4 voted against.

The Special Resolution was agreed.

### **13. ANY OTHER BUSINESS**

#### **Q: Is Hi-Trade Charity Shop still taking donations?**

A: A Hi-Trade volunteer said that the shop was currently swamped with donations, the staffing and volunteer levels were not as high as they used to be and Hi-Trade needed more helpers in the shop.

**Q: Martin Bieri said that since he had left the Board he had become aware of how little the Members knew of what was happening at COT. He asked if the Board Minutes could be made available on the website so Members were better informed.**

A: Joanne said that she gave detailed updates on matters at Parents Focus Group meetings. Russell felt that it would not be appropriate to put each set of Board Minutes online; he said that a lot of confidential matters had to be discussed which could not be made public due to their delicate or personal nature. Russell said that improving communications was, however, something that could be looked at.

Russell Walters declared the meeting closed.

14. **DATE OF NEXT MEETING** – Saturday 12th October 2019.

## **REPORT FROM FRIENDS OF COT**

Martin Bieri said the Friends were a small bunch of dedicated people who had organised many events in the last year for the residents and who were always seeking new supporters.

There would be a Friends meeting after lunch and all present were invited to attend if they wished.