**Minutes of a meeting of the Council**

**of the British Association of Occupational Therapists and Royal College of Occupational Therapists**

**held virtually on Wednesday 12 January 2022**

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**BAOT 3 21-22 – RCOT 2 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 |
| Cathryn Holding | Council Member, Industrial Relations |
| 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:** |  |
| Diana Atkinson | Director of Human Resources |
| Karin Bishop | Director of Professional Operations |
| Clare Cochrane | Assistant Director – Communications and Marketing |
| Steve Ford | Secretary and Chief Executive |
| Simon Leicester | Director of Finance and Corporate Services |
| Dominique Le Marchand | Senior Governance and Executive Support Officer |
| Karin Orman | Assistant Director - Professional Practice |
| Dr Jo Watson | Assistant Director – Education and Research |
| **Observers** |  |
| Ketan Davé | Equality, Diversity and Inclusion (EDI) Manager (Item 7) |
| Richie Lewis  | Assistant National Officer, UNISON Health Group (Item 4) |
| Michelle Mamode | Occupational therapist on the AHPF Future Leaders Course (from item 3) |

Members confirmed they had no conflicts of interest regarding the items for discussion on this agenda.

| **Item** | **Action Owners** |
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| **1.** | **Apologies for Absence**There were no apologies and therefore the meeting was quorate. |  |
| ***2.*** | ***Confidential Business*** |  |
| *2.1* | ***BAOT - Review of BAOT/UNISON Contract****This was recorded in separate Confidential Minutes.* |  |
| *2.2* | ***BAOT/RCOT - Election of President****This was recorded in separate Confidential Minutes.* |  |
| *2.3* | ***RCOT – Recommendations for Fellowship and Merit Awards****The discussion was recorded in separate Confidential Minutes.****Decision:*** *Council unanimously approved the recommendation from the Fellowship and Merit Awards Committee to award a Fellowship to six nominees:** *Jo Adams*
* *Dee Christie*
* *Paul Devlin MBE*
* *Julia Scott*
* *Sam Shann*
* *Kate Sheehan*
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| **3.** | **RCOT – Management Reports** |  |
| 3.1 | **Chief Executive Report*** Council noted the Chief Executive report which highlighted the work of the teams and provided an update on the first steps of the delivery of the RCOT change programme.
* Council received a presentation on the new RCOT values, how they were created and built within the strategy and the new brand. This work had involved consultations and many discussions to ensure the values resonated with everybody and were inclusive.
* The organisational values agreed by the Senior Leadership Team (SLT) and presented to staff were: We impact; We challenge; We elevate; We respect.
* A key component would be to ensure that the values were embedded in all the work of the organisation and shaped how to operate, behave and interact on a day-to-day basis.
* Leadership immersion and values actions sessions had been scheduled for SLT and staff. Additional work would be needed to conceptualise values and build them into behaviours.
* Council members discussed how they and SLT as leaders could model and champion the RCOT values.
* The importance of finding mechanisms for dialogue with staff was pointed out. The organisation must be mindful about differences of opinions and diverse ways to look at situations.
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|  | **Action:** Further thoughts on how Council could model and champion the RCOT values to be emailed to Clare Cochrane.  | All |
| 3.2 | **Finance Report*** Council was reminded that, for the financial year 30 September 2021 to 1 October 2022, a £2.2 million deficit budget had been approved, essentially to implement the projects identified within the new strategy.
* The results for the first two months of the financial year showed a favourable variance of £283,000. This was caused by the membership numbers being slightly up against budget, a favourable variance in staffing costs and other minor underspends.
* At the end of November 2021, the total reserves were £16.2 million compared to £14.5 million in November 2020. The organisation continued to comply with its reserves policy.
* The transfer of RCOT’s investments from three investment firms to one (Close Brothers) was nearly complete.
* £2.7 million was invested with the Bank of Scotland money market deposits. Of this balance, subject to final valuation, approximately £1.7 million was expected to be needed for the final payment to Aviva for the buy-out of the RCOT final salary pension scheme. The remaining £1 million would likely be transferred to Close Brothers for long-term investments.
* A cashflow forecast would be provided at the April Council meeting.
* Planned activities for the next six months included: financial training for project managers, move to upgrade the finance system, new Finance Business Partner to start work in March, hire an internal auditor as recommended by the Audit, Investment and Risk Committee, consider a move to a payroll bureau and implement Council’s decision on the HQ building.
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| 3.3 | **Risk Report** * Council noted the update on the risks impacting the organisation and the mitigating or contingency actions for each risk. There had been few changes since the last Council meeting.
* A Council workshop to define RCOT’s ‘Organisational Risk Appetite’ will be organised for the April Council meeting.

**Decisions:** * Council approved the executive team’s view of risks.
* Council was content with the current level of controls/mitigation for each risk, plus additional planned action where this was referenced.
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| 3.4 | **Organisational Performance Report*** SLT had put an emphasis on tracking the progress of strategic plan delivery and this report provided an insight into organisational performance.
* The performance in day-to-day operational work activity would be measured through the new corporate scorecard which would give an overview on the projects, finance, membership and staff including benchmarks.
* A highlight in this first report was an analysis of progress in terms of RCOT’s external impact on the occupational therapy workforce and policy.
* The delivery of projects and change activitieswould be trackedthrough the Consolidated Portfolio Gantt chart. The first edition of the Consolidated Ganttestablished a baseline report.

**Decisions:** * Council members were assured by the oversight afforded by the presentation of these new-format documents and agreed that they provided suitably strategic insight.
* Council agreed that it was not necessary to include any additional areas of work.
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|  | **Action:** Provide information/contact details regarding workforce data to Karin Orman. | All |
| **4.** | **BAOT / UNISON Business*** Richie Lewis, Assistant National Officer, UNISON Health Group, joined the meeting virtually for this item and went through the reports which concentrated on pay.
* The UNISON report to BAOT Council and the BAOT/UNISON Employment Relations work programme 2022 were noted.
* Cathryn Holding, member of the BAOT Stewards National Panel, provided a report on the latest panel meeting and on the issues affecting members in the workplace. These included mandatory vaccination of NHS staff, workforce recruitment and retention and practice placements as well as green initiatives.
* Cathryn Holding agreed to provide a verbal update at every Council meeting.

**Post-meeting note:** * An approach was made to RCOT in January from UNISON for Council's agreement to use the BAOT vote to support the joint union approach to the forthcoming pay negotiations.
* The BAOT National Stewards panel and Cathryn Holding, Industrial Relations Council member, supported this motion.
* Traditionally, pay related BAOT voting is endorsed by Council.
* As the vote was on the following day, the Chair was asked to provide a view.

**Decision:** On behalf of Council, the Chair voted in favour of BAOT/UNISON endorsing a joint union approach to pay for 2022/23 in the Health Service Group Executive (UNISON) HSGE vote on 20 January 2022. |  |
| **5.** | **RCOT – Building Options** * The building was last refurbished in 2011 when staff worked 5 days a week in the office and meeting rooms were busy.
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|  | * Since the start of the pandemic, ways of working had changed drastically; staff worked mainly from home and the meeting rooms were empty.
* With remote working likely to continue, the building was expected to be under-used. This provided an opportunity to monetise the building and increase general income.
* Advice was sought from property fund managers and building surveyors and options were considered by SLT.
* Five options with costings were presented to Council:
	+ Option 1: enhance the status quo
	+ Option 2: rent out two upstairs floors to 1-2 tenants at ‘Category A’ standard
	+ Option 3: outsource to a managed offices provider
	+ Option 4: sell the building and rent two comparable floors in Greater London or offices elsewhere in the UK
	+ Option 5: sell the building and become a completely virtual organisation.
* SLT’s recommendation was that Council adopt option 2 i.e. renting out 2 upstairs floors to 1-2 tenants on a 5 year lease arrangement. RCOT staff would use the other two floors only and move to hot-desking. This option included renting out the ground floor meeting rooms when bookings permitted although this would not generate a large income.
* Options 4 and 5 were more financially advantageous but involved more risks and considerable disruption to planned activities in the short term. Option 2 meant that RCOT kept its options open about what to do with the building in five years’ time. In the meantime, the value of the property would continue to increase and RCOT could better understand how to make the most of the new ways of working.
* Regarding staff consultation, a survey and discussions about ways of working had shown that staff valued working from home. They had been made aware that flexible working (combination of working from home and periodic office visits) would require some flexibility on their part. Staff had been asked to take responsibility for working collaboratively to meet the organisation’s objectives.
* On the issue of hot-desking, RCOT had moved to a paperless office during the pandemic and staff had started to dispose of paper storage. Installing a booking system for hot desks and meeting rooms was included in the building project.
* Council sought clarification on a few points associated with option 2 such as services, rent-free period inducement, sustainability and screening tenants to protect the RCOT brand.

**Decision:** Council agreed unanimously to endorse option 2: rent out two upstairs floors to 1-2 tenants at ‘Category A’ standard.**Action:** |  |
|  | Launch the project and provide regular updates to Council. | SL |
| **6.** | **BAOT-RCOT – Council and Board Chair Recruitment*** Prior to the pandemic, discussions had started with previous country Board chairs about the disaggregation of Council and Board chair roles. This work had been deferred but, because of increased difficulties in recruiting Council members who would also be required to serve as Board chairs, it had been given further consideration.
* The rationale for splitting the two roles included less time commitment for Council members and Board chairs to make these roles more appealing and less overwhelming. This change also increased leadership opportunities for members. In addition, the two roles were fundamentally different and had often caused confusion.
* To be ready for the 2022 round of Council election, it was recommended that Council agree to the disaggregation of Council and Board roles and to approve the amended Council rules and Boards’ Terms of Reference. This related to six Council roles and would affect Council seats for Board chairs vacant this year.
* This recommendation would not impact current role holders for the RCOT Boards: England, Scotland and Learning and Development until 2024. The disaggregation of the two roles could be reviewed at that time.
* Council was keen to maintain links between Council and boards. Board chairs would continue to provide regular reports to Council and other connections would be explored.
* Council asked that, if members were interested in the roles of Council member and Board Chair, they should be considered for both roles.
* Council felt that the election of Board Chairs by the Board membership could be discriminatory. There should be a transparent process and a mechanism should be set up for the election of Board Chairs by Council.

**Decisions:*** Seven members voted in favour - and two abstained - to approve the recommendation to disaggregate Council and Board roles. Carried.
* Council agreed unanimously to approve the amended Council rules.

**Actions:** |  |
|  | * To explore additional connections between Council and Boards.
 | KB |
|  | * To amend the Terms of Reference of Boards to specify that Board Chairs would be elected by Council and to set up an election mechanism.
 | KB |
|  | * Previous Board Chairs who had started the discussion about the disaggregation of Council and Board roles should be informed of Council’s decision.
 | KB |
| **7.** | **RCOT – Equity, Diversity and Belonging*** The Chair welcomed Ketan Davé to the meeting.
* Until now, the term Equality, Diversity and Inclusion (EDI) had been used by the organisation. But, as understanding deepened and grew, it no longer sufficiently reflected RCOT’s ambitions and it was proposed therefore to adopt the term Equity, Diversity and Belonging (EDB). The wording would be changed across the organisation.
* The RCOT EDB vision needed to reflect the organisation’s evolving understanding and commitment and an updated EDB statement was proposed for the website**.**
* Originally, the focus of the EDI work was predominantly on members. However, to set a solid foundation on which to build the RCOT EDB strategy and to realise the organisation’s vision and ambitions, the focus needed to be widened to both internal and external audiences.
* EDB would be the golden thread through RCOT‘s work and had been an integral part in the work on the strategic themes, brand and value.
* Structurally embedding EDB in everything RCOT did should not rely solely on individuals to champion this work but needed a commitment and full participation of RCOT colleagues, including its leadership, and Council had a strong role to play as ambassadors.
* Council discussed how RCOT could move closer to its EDB vision. It was emphasised that the EDB strategy must resonate across the four nations, but care should be taken to consider cultural differences. Creating a safe space for open and honest conversations around difficult subjects as well as helping to build EDB knowledge and ability, were essential.

**Decisions:*** Council unanimously agreed in principle with the proposed update of the current EDI (now EDB) statement.
* Council members agreed unanimously with the proposed extended focus of activity.
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|  | **Action:** Comments on the EDB statement to be sent to Ketan Davé with copy to Claire Cochrane. | All |
| **8.** | **Approval of ‘Green’ Items** |  |
| 8.1 | ***BAOT-RCOT - Confidential Minutes – 12 October 2021******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 – 12 October 2021** **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 | **BAOT-RCOT – Update on investments*** An electronic vote was held in November 2021 and Council voted unanimously to approve:
1. A performance target for Close Brothers to achieve CPI + 2% for the Long-term Fund.
2. A performance target for Close Brothers to achieve CPI +0% return for the Development Fund.
* The Long-Term Fund would not be needed for the next five years.
* Since this vote, the market had become difficult and alternative investment options were being considered for the Development Fund.
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| 8.5 | **BAOT-RCOT – Length of tenure of Council Member*** The vacancy for the role of Council Member, RCOT Board: Wales was advertised in October 2021 OTnews and one nomination was received from Paul Dunning. He was deemed to be elected and started his one-year term of office on 1 November 2021.
* Council noted the seats that would become vacant at the 2022 AGM.

**Actions:** |  |
|  | Encourage members to stand for the Council vacancies and act as ambassador for Council. | All |
|  | A media campaign and recruitment process for the Council vacancies to be discussed with the Chair of Council, Steve Ford, Clare Cochrane, Karin Bishop and Dominique Le Marchand. | DLM |
| 8.6 | **RCOT – Audit, Investment and Risk Committee Terms of Reference****Decision:** Council agreed unanimously to approve the revised Terms of Reference of the Audit, Investment and Risk Committee.  |  |
| 8.7 | **RCOT – Audit, Investment and Risk Committee Annual Report**The annual report of the Audit, Investment and Risk Committee was noted. |  |
| 8.8 | **RCOT - Audit of the organisation’s governance**The annual audit of the organisation’s governance was noted. |  |
| 8.9 | **RCOT – BJOT Annual Report*** The BJOT annual report was noted.
* In 2021, the British Journal of Occupational Therapy achieved its highest ever impact factor of 1.243.
* BJOT was an arm’s length publication, and the long-term strategy was to achieve MEDLINE indexing to improve discoverability of articles.
* There were concerns that this strategy was disadvantaging UK researchers and having an impact on the number of submissions sent to the journal.

**Action:** |  |
|  | Council asked that the Editor in Chief and Managing Editor should be made aware of their concerns and a meeting with them, the Chair of Council, Dr Pentland and Karin Bishop be convened.  | KB |
| 8.10 | **Date of Next Meetings:****2021-22**BAOT 4-RCOT 3: Thursday 7 April 2022BAOT 5-RCOT 4: Wednesday 22 June 2022**2022-23**BAOT 1: Thursday 30 June 2022 after the AGMBAOT 2-RCOT 1: Wednesday 7 September 2022 |  |
| **9.** | **Any Other Business** |  |
| 9.1 | Dr Watson announced that she would not be attending the next Council meeting as she was leaving RCOT at the end of March. On behalf of Council, the Chair thanked Dr Watson for her work and her exceptional contribution to occupational therapy education and research.  |  |