



Board of Trustees Minutes

Meeting Date: Friday 5 July 2024

Time: 09:30 – 16:25

Type: In-Person

Location: Room 5, York House, 221 Pentonville Road, London N1 9UZ

Version: Confirmed

Present:

Jennifer	Ayling (JA)	Vice Chair and Trustee
Michelle	Briggs (MB)	Trustee – <i>until 3:35pm</i>
Will	Daniel-Braham (WDB)	Trustee
Pippa	Donovan (PD)	Trustee
Peter	Gregory (PG)	Trustee – <i>by zoom until 12pm</i>
Matthew	White (MW)	Trustee
Courtenay	Young (CY)	Trustee

Apologies: None

In Attendance:

Emily	Bridges (EB)	Head of Content & Engagement <i>9:55am - 11am</i>
Jon	Levett (JLE)	Chief Executive Officer
Maura	Sills (MS)	Members' Forum Moderator – <i>11:50am to 3pm</i>

Minutes By: Alex Crawford (AC) Governance Manager

Action Points and Decisions – in Black Bold

1. Welcomes, apologies and conflicts of interest

- 1.1. The Vice Chair welcomed people to the meeting.
- 1.2. The Vice Chair invited the trustees to declare any conflicts of interest with respect to the meeting agenda items. No conflicts of interest were declared.

2. Closed Session - Minutes

- 2.1. The Board met in closed session in order to approve the minutes from closed session meetings of 21 April 2023, 7 July 2023, 7 December 2023, 9 May 2024, and 7 July 2024.
- 2.2. The Board agreed that greater clarity and transparency was needed as to when it was necessary for the Board to meet in closed session.
- 2.3. **The Board resolved that the CEO would bring a policy on closed session meetings to the Board at its next meeting on 13 September 2024.**

3. Plans following the outcome of the removal election

3.1. Communications with members and stakeholders on election result

- 3.1.1. The Board discussed the communications to be issued to members and stakeholders following the decision of UKCP members to retain the Board following the removal election held under clause 17 of the Articles of Association.
- 3.1.2. **Following the critical incident reports submitted to the Charity Commission and Professional Standards Authority (PSA) regarding the removal election, the Board resolved that the CEO notify the result of the removal election to the Charity Commission and PSA during the w/c 8 July 2024.**

The Head of Content and Engagement joined the meeting by zoom at 09:55

- 3.1.3. The Board discussed the draft communications to members and committee/college chairs notifying them of the results of the removal election, which had been sent to Board members by the Head of Content and Engagement prior to the meeting.
- 3.1.4. **The Board resolved that the Head of Content and Engagement will review the communications in the light of feedback from the Board and will send revised versions of the messages to the Board for final approval by email before 8 July 2024.**
- 3.1.5. **The Board resolved that the communication to committee and college chairs and UKCP members be sent on the morning of 8 July 2024. The communication to members would be sent shortly afterwards.**

3.2. Communications with members and stakeholders on future plans

- 3.2.1. The Board agreed that further communication was needed to emphasise that the Board's policy on conversion practices, including a commitment to a legislative ban on conversion practices, was unchanged following its decision to no longer be a signatory to the Memorandum of Understanding on Conversion Therapy.

3.2.2. The Board resolved that:

- A short position statement be prepared by the Head of Communications and Engagement and the CEO in advance the UKCP 'Policy, research, reputation: how and where should UKCP focus its resources' webinar taking place on 11 July 2024;
- A longer piece from the Board, to be prepared by the Vice Chair, outlining the Board's policy on conversion practices, our work with partners on regulatory guidance on conversion practices, and our intention to work with the new Government on banning conversion practices. This piece would be drafted by 12 July 2024, for publication at the end of July in UKCP's next bulletin.

3.3. Communications from members

3.3.1. The Board discussed the communications received in response to the 'Letter to UKCP members from the Board of Trustees' communication sent on 11 June 2024.

3.3.2. The Head of Content and Engagement advised that there are some common themes in the responses but some are more specific.

3.3.3. **The Board resolved that the Head of Content and Engagement would categorise the themes arising in the correspondence and, in liaison with the Board, formulate proposals for responses.**

3.4. Senior Management Team

3.4.1. **The Board resolved that the Senior Management Team (SMT) be invited to the next CEO Board briefing meeting on 26 July 2024.**

3.5. Relationship Building with Colleges and Committee Chairs

3.5.1. The Board agreed that, for the time being, it will keep the designated trustee connections with the UKCP college chairs, established during the removal election.

3.5.2. **The Board resolved that the trustees are to ask their designated college chairs how we build a better relationship between the Board and colleges and ask them if they would be interested in a half day facilitated workshop. It will be an in-person event with the date and venue yet to be decided. Trustees will report back on these discussions at the CEO Monthly Board briefing on 26 July 2024.**

**The Head of Content and Engagement left the meeting at this point*

3.6. UKCP Chair Election

3.6.1. The Board noted that an election for the vacant UKCP Chair position must be called by the end of the calendar year as per the Articles of Association.

3.6.2. The Board agreed that, prior to calling an election, there was a need to review the UKCP Chair Role Description, and to consider carefully the skill set need for the Chair and other vacant positions on the Board.

3.6.3. The Board resolved that:

- **The Remuneration, Appointments and Performance Management Committee (RAPMC) will lead on conducting a stakeholder analysis, risk assessment and project plan for the calling of an election for the Chair, to go to the next Board meeting on 13 September 2024**
- **RAPMC and the Interim Chair will review the Role Description for the Chair (the Governance Manager will send the Role Description to the RAPMC Chair)**
- **The Governance Manager will conduct a skills audit of the current Board members and identify any gaps, and report these to the Chair and CEO, for discussion at the Board meeting on 13 September 2024.**

3.7. UKCP Interim Chair

3.7.1. The Board discussed the arrangements for an Interim Chair prior to a new Chair being elected.

3.7.2. **The Board resolved that PD be appointed as Interim UKCP Chair.**

3.7.3. PD accepted and thanked the Vice Chair for all her work in leading the Board since the Chair's resignation on 13 June 2024.

3.8. Constitutional Changes

3.8.1. The Board noted that the removal election had highlighted that there was an urgent need to review the Articles of Association, the Byelaws and Standing Orders. It was noted that, in the medium term, structural governance changes needed to be discussed and consulted on which, if agreed, would be reflected in these documents. However, in the short term, there was an urgent need for review to ensure the documents reflected best governance practice and current company/charity law.

3.8.2. **The Board resolved that the CEO instruct UKCP's solicitors to carry out a legal 'health check' of the Articles, Byelaws, and Standing Orders. A report on any changes required will be brought to the Board's meeting of 13 September 2024. Consideration will then be given as to whether these can be consulted on and put to the membership for approval at the General Meeting in November 2024.**

4. Minutes of the Board Meeting on 9 May 2024

4.1. Corrections

4.1.1. **Point 8.2.3 is to be amended to read, 'The Senior Management Team will add a point [to the UKCP Strategic Risk Register] noting the risk for UKCP should insurance companies not be willing to indemnify UKCP's activities'.**

4.1.2. **Points 10 and 11 are to be deleted as covered in the minutes of 10 May 2024.**

4.2. Matters Arising

4.2.1. **The Governance Manager will invite a nominee of the Equality Diversity and Inclusion (EDI-BIIDE) Committee (or an alternate nominee if not available) to future Board meetings to support the EDI-BIIDE report at the Board, starting with the meeting on 13 September 2024.**

4.3. **The Board resolved to approve the minutes, pending the amendments above.**

5. **Minutes of the Board Meeting on 10 May 2024**

5.1. Corrections

5.1.1. **Point 7.1.2 is to be amended to read, 'MB invited the Chair to reflect on seeking external mentorship and specific training for the role of chair'.**

5.1.2. **Section 6 is to be amended so that a new section 'Communication with Members' is added to reflect clearly that the Board had supported the paper from the Head of Content and Engagement.**

5.1.3. **The Governance Manager will also include in the minutes from 10 May 2024 that the Board held a discussion about dealing with external communications and actions for urgent press enquiries. The discussion included the tone and language to be adopted when responding to such enquiries.**

5.2. Matters Arising

5.2.1. **Re: Point 1.13 concerning the creation of a handbook with terms of reference of UKCP committees, organogram, expenses policy etc. with hyperlinks, it was noted that this needed to be added to the Board Action Log.**

5.2.2. **Re: point 1.9, the CEO explained recruitment of an additional 2 lay trustees had not happened as this could not take place prior to the removal election process being completed. Recruitment for a further 2 Lay Trustees will be carried out once the Board skills audit has been completed and that role descriptions have been reviewed in the light of the skills audit outcomes.**

5.3. **The Board resolved to approve the minutes, pending the amendments above.**

The Members' Forum Moderator joined the meeting at 11:50am

5.4. The Members' Forum Moderator reported that she will email the UKCP Governance Manager with her comments on the Board minutes from 9 and 10 May 2024.

6. **Members' Forum**

6.1. The Board received two reports for the Members' Forum Moderator. The Moderator referred to the points in her report of the meeting of the Members' Forum held on 26 June which contained a number of recommendations from the Members' Forum as follows (in italics):

6.1.1. *That the Chair of PRCCF attend Board Meetings in a non-voting ex-officio capacity, as was common practice in the past.*

- 6.1.2. **The Board resolved that the PRCCF Chair be invited to Board meetings going forward. The Governance Manager will invite the PRCCF Chair to the meeting on 13 September 2024.**
- 6.1.3. *That there be amendments to the UKCP constitutional documents carried out by relevant experienced staff to some to the UKCP General Meeting in November 2024, and that the functions of regulation be separated from membership services.*
- 6.1.4. The Members' Forum Moderator was appraised of discussions before she joined the meeting – that the UKCP lawyers will soon be instructed to carry out a health check on the constitutional documents and any amendments will then come to the November General Meeting, if appropriate.
- 6.1.5. **The Board resolved that a UKCP Constitutional Working Group (CWG) will be established to review the longer term structural constitutional changes that are needed. The CWG will have representation from the colleges and the Members' Forum. The CWG will be led by the CEO and will include MW, CY and AC. Terms of Reference for the CWG will be drafted for the Board meeting on 13 September 2024.**
- 6.1.6. *The role description for UKCP trustees and eligibility criteria is to be reviewed to reflect not only the functional needs for regulation but also experiential knowledge to support membership services. 2 or 3 of the trustees have experience of colleges and/or Organisational Members.*
- 6.1.7. **The Board resolved that RAPMC will review the trustee role descriptions and look at improving the induction and training for trustees.**
- 6.1.8. *That the Board consider giving voting rights to trainees and students and also develop pathways to include the student voice.*
- 6.1.9. It was noted that the UKCP constitutional documents currently do not permit students and trainees to vote. **The Board resolved that the voting rights of students and trainees will be reviewed by the CWG.**
- 6.1.10. *That the voices of Individual Members be better directly heard.*
- 6.1.11. It was noted that UKCP will be holding more webinars and seminars and the strategy outlines a commitment to hold an Annual General Meeting.
- 6.1.12. *The Members' Forum offer support to the Board and encourage the Board to use the Members' Forum as an advisory body as originally intended.*
- 6.1.13. The Board thanked the Members' Forum for their offer of support.
- 6.1.14. The Board confirmed that they were happy for the Members' Forum Moderator to report back to the Members' Forum on the above points.
- 6.1.15. The Moderator also expressed concern about what she described as the 'adversarial' nature of the UKCP Complaints and Conduct Process (CCP) and cited negative experiences of some members. The CEO said that it was planned as part of UKCP's new strategy for this issue to be looked at and UKCP will be considering such options as Consensual Disposal.
- 6.1.16. **The Governance Manager will invite the UKCP Interim Chair to the next Members' Forum meeting.**

7. Strategy

7.1. The Board received a paper from the CEO inviting the Board to approve an outline strategy 2024-27 for the purposes of planning for the financial year 2024-25 and for further consultation with the Colleges and Committee chairs.

7.2. **The Board resolved that the following amendments be made the document:**

- **Exploring UKCP achieving chartered status should be moved further down the list of actions in the Membership section**
- **The generation of new sources of revenue be added to the financial sub-heading in the Organisation section**
- **BIIDE to be put in brackets where EDI is mentioned**
- **The section on values to use the words 'we recruit according to these values'**

7.3. It was noted that the Members' Forum Moderator will include a Strategy agenda item for the next Members' Forum meeting. It was also noted that the Moderator would invite two people from the Members' Forum to review the document from the member perspective.

7.4. The Board noted that the final strategy document will include a section on how the strategy was consulted upon and how feedback from that consultation has informed the final document.

7.5. The Board noted that the Strategy document would go to the Members' Forum and the PRCCF before coming back to the Board in September for final approval.

8. Equity, Diversity and Inclusion (EDI) Report

8.1. The Board received a report from the EDI (BIIDE) Liaison Trustee.

8.2. The Board supported the EDI (BIIDE) Committee making a drive to have more college representation on the committee.

8.3. **The Board resolved that the following actions be carried out:**

- **That the Governance Manager invite a representative from the EDI (BIIDE) Committee to attend Members' Forum meetings**
- **That the CEO discuss with the Head of Content and Engagement the need for an EDI (BIIDE) communications plan**
- **That the CEO discusses with the Head of Content and Engagement the Policy and Research Manager's involvement in the Coalition for Inclusion and Anti-Oppressive Practice**
- **That the EDI (BIIDE) Liaison Trustee be invited to attend RAPMC meetings under section 2.4 of the RAPMC Terms of Reference**
- **That the Vice Chair map the results of the recent Members' Survey into the four strategic pillars (Quality, Membership, Voice, Organisation)**
- **That the EDI (BIIDE) Liaison Trustee explore further the creation of a UKCP LGBTQIA+ working group**
- **That the CEO consider dedicated staff resource for EDI (BIIDE) as part of wider organisational restructuring**

- **That the CWG consider where responsibility for EDI (BIIDE) is devolved to, and provide clarity on Byelaw 16.2.2**

The Members' Forum Moderator left the meeting

9. EDI (BIIDE) Committee Chair Recruitment

- 9.1. The Board received a paper from the CEO outlining a timetable for the recruitment of a new EDI (BIIDE) Committee Chair and a draft Application Pack. The CEO confirmed that the EDI (BIIDE) Liaison Trustee and the Vice Chair of the EDI (BIIDE) Committee had reviewed and provided feedback on the Application Pack, which had been incorporated.
- 9.2. **The Board resolved for the recruitment of an EDI (BIIDE) Chair to be opened w/c 15 July 2024 with a closing date of 11 August 2024, as detailed in the paper.**

10. Vice Chair's Report

- 10.1. The Board received the Vice Chair's report, which was for noting.
- 10.2. The Vice Chair thanked everyone for all their help and support over the last few weeks and the Board thanked the Vice Chair for her leadership during a difficult time.

11. CEO Report

- 11.1. The Board received the CEO's report, which was for noting.
- 11.2. **The Board resolved that the SMT put in place Key Performance Indicators (KPIs) for key service areas for consideration at the next Board meeting on 13 September 2024.**
- 11.3. The CEO confirmed that he would report on the improvements made in relation to the answering of telephone calls at the next Members' Forum meeting.

12. Policy and Process Gap Analysis

- 12.1. The Board received a paper from MB outlining a project to ensure adequate UKCP policies and processes are in place.
- 12.2. **The Board resolved that the UKCP Interim Chair and MB will work to clarify the kinds of policies and processes that are to fall within the scope for the project.**
- 12.3. The Board discussed the presentation of Board papers and how these are ordered on agendas. **The Board resolved that:**
 - **The Board cover sheet with the UKCP 4 pillars (Quality, Membership, Voice, Organisation) must be used for all Board papers going forward**
 - **It must be made clear in Board cover sheets what is being asked of the Board (e.g. to approve a policy, process, or just to note a matter for information)**
 - **Agendas are ordered so that matters requiring decision go before items for information.**

MB left the meeting

13. Finance Report

13.1. Budget Planning and Management Accounts

13.1.1. The Board received reports from the Finance Manager on budget planning and reserves and management accounts for the 8 months of the financial year to 31 May 2024. The Board noted the reports.

13.2. Annual Accounts

13.2.1. **The Board resolved that the Vice Chair be given authority to sign the UKCP Annual Accounts for the period ending 30 September 2023 which need to be filed with Companies House and the Charity Commission.**

13.3. Treasurer Recruitment

13.3.1. The Board discussed steps to be undertaken to recruit to the current vacant position of Treasurer. It was noted that the Role Description needed updating. **The Board resolved that the Interim Chair, CEO, MB and the RAPMC review the Treasurer Role Description, and open recruitment as soon as possible thereafter.**

14. Managing Conflicts of Interest

14.1. The CEO gave an oral report. It was noted that some members had mistakenly drawn the conclusion that declarations of conflict of interest were not being taken at every Board meeting because the request for such declarations had not always been recorded in the minutes. The CEO assured the Board that, going forward, such requests would always be recorded in the minutes.

14.2. The CEO stated that it was now normal practice for bodies carrying out regulatory functions to publish their register of interests on their websites and recommended that the Board did the same. It was noted that the Senior Management Team had agreed to publish its register of interests.

14.3. **The Board resolved that the Governance Manager send the current Register of Interests to Board members. The Board will then decide at its meeting in September as to whether it should be a public document.**

15. RAPMC Report

15.1. The Board received the report from the RAPMC Chair which was for information.

16. Professional Standards and Regulation

16.1. The Board received the reports from the PRCCF Chair, Membership Committee Chair, the UKCP Registrar and the UKCP Regulation & Quality Assurance Manager which were for information.

16.2. The Board noted the report from the Chair of the Education, Training and Practice Committee (ETPC) and the request from the ETPC that clarification is given as to whether the Board wished for a register of supervisors to be created. The Board noted that this would be a resource-intensive project, which was acknowledged by ETPC. **The Board resolved that the CEO discuss further with the ETPC Chair**

and make clear that an assessment of the need to regulate supervisors and full risk analysis would need to be carried out before the Board could commit to such a project.

16.3. The Board noted the ETPC request for a cross-college forum to discuss UKCP Adult therapists who work with children and young people. **The Board resolved that the CEO discuss the ETPC Chair to determine exactly what the ETPC would like. The CEO will also speak to the UKCP Ethics Lead about possible joint work with ETPC in this area.**

17. House Style of Minutes

17.1. The Board received the report from the CEO outlining details for the adoption of a house style of UKCP minutes across the organisation.

17.2. **The Board agreed with proposed house style of minutes as outlined in the paper and resolved that the style outlined in the paper be adopted for Board minutes immediately. It was resolved that the guidance be circulated to UKCP committee chairs for comment, with feedback being brought back to the Board in September to enable the Board to decide whether it should apply to all UKCP committees.**

18. Closed Session – Office Project

18.1. The Board met in closed session to discuss the commercial negotiations with landlords in relation to the move of UKCP's offices from 2 America Square to York House.

18.2. The Board noted that the project was nearly complete and was on-time and on-budget. The Board gave their appreciation and thanks to the Office Project Board for all their work.

19. AOB

19.1. History of UKCP Booklet

19.1.1. It was suggested that UKCP could prepare a booklet detailing the history of UKCP which could be given to new trustees as part of their induction. It could also be given to new UKCP members when they join. **The Board resolved that the Governance Manager feed this idea back to the Head of Content & Engagement for further consideration.**

19.2. Closed session - UKCP Chair Resignation

19.2.1. The Board met in closed session to discuss the UKCP's Chairs resignation.

20. Next Meeting

20.1. Friday 13 September, 9:30am to 4pm, in-person at York House