

**ROYAL COLLEGE OF SPEECH & LANGUAGE THERAPISTS  
2 White Hart Yard, London SE1 1NX**

**BOARD OF TRUSTEES**

A meeting of the Board was held on Thursday 24 March 2022 from 9.30am to 4pm via zoom video conference.

**REDACTED MINUTES**

**Present:**

Mary Heritage – Chair  
Sean Pert – Deputy Chair  
Richard Cryer – Honorary Treasurer and Chair of FRC  
Andrea Robinson - Country Representative for England North  
Viki Baker – Country Representative for England South  
Rosalind Kyle – Country Representative for Northern Ireland  
Rebecca Palmer – Research and Development Trustee (Items 1 – 20)  
Lesley Cavalli – General Trustee and Chair of PPPC  
Frances Johnstone, General Trustee  
Angela Shimada – General Trustee  
Ann Whitehorn – General Trustee (Items 13-21)  
Janet Chambers – General Trustee  
John Humphrey – Lay Trustee (Digital)  
Leasil Burrow, Lay Trustee (HR/OD)

**In attendance:**

Kamini Gadhok – Chief Executive (CEO)  
Derek Munn – Director of Policy & Public Affairs (DirPPA)  
Cara McDonagh – Director of Engagement & Communications (DirEC)  
Karen Willis – Director of Finance and Resources / Company Secretary (DirFR)  
Jo Offen – Executive Assistant (Sec)

**Observers:**

**RCSLT member currently on the AHPF Future Leaders Programme:**

Claire Westwood (Items 1-14.a) and Meriem Ahmer (except Item 14/22 b)

**RCSLT staff members:**

Michelle Humphrey, Head of Professional Development Programmes (HPDP)  
Shamaila Ahmedi, Head of Finance & Membership (HFM)  
Jonathan Bowles, Head of Corporate Services (HCS) (Items 5 to 20)

1/22 Welcome and apologies (Item 1)

Apologies received from, Pauline Downie, Country Representative for Scotland and Judith Broll, Director of Professional Development. The Chair also noted apologies from Lisa Chess, Country Representative for Wales, who has recently retired and is standing down from the Board. This would have been her last meeting.

The Chair welcomed all to the Board of Trustees meeting. The Chair welcomed observers, Claire Westwood, Meriem Ahmer, Michelle Humphrey and Shamaila Ahmed.

2/22 Member Story (Item 2)

The Chair introduced Claire Westwood, who gave a synopsis of her member story 'My SLT Day and beyond'. Claire shared her background and career journey, including the factors and people that have helped her success as well as the

challenges she has faced. Claire has a passion for work in the youth justice area and supporting those with social emotional mental health difficulties. Claire also shared on a personal level, how her disability has posed numerous and ongoing challenges, a vulnerable thing to share. Claire is a member of the RCSLT Disability Working Group which she feels is giving those members more confidence to share their stories.

The Chair and Trustees thanked Claire for her sharing her amazing story.

3/22 Conflicts of Interest statement (Item 3)

The Chair highlighted to the Board the Conflicts of Interest statement. No conflicts were declared.

4/22 Values and Behaviours (item 4)

The Chair shared the values and behaviours. These will be visible at the start of each Board meeting going forward, as a reminder of what Trustees have signed up to.

5/22 Minutes of meeting held on 9 December 2022 (Item 5)

- a. The Board reviewed and approved the minutes of 9 December 2022 meeting.
- b. A copy of the redacted minutes were also shared for the Board's comment and approval. Once approved they will be published on the website.

Rebecca Palmer, Trustee for Research, asked if the Board should consider for the future including the values and behaviours at the beginning of the minutes. Noting Value 4 covers 'transparency' and Rebecca wondered if having redacted minutes contradicts that. Leasil Burrow, lay trustee, said initially she thought it didn't feel right to have redacted minutes but then considered the reasons for the redactions. It was suggested that ways to explain the reasons for any reactions could be considered.

**Action: CoSec**

The Chair reminded Trustees that the minutes are approved as a true record of each board meeting and accordingly disclose the contribution of those present.

The **Board approved** the redacted minutes.

6/22 Matters arising (Item 6)

- a. Member stories in Bulletin – the CEO noted that members are encouraged to contribute but stories are personal so not all may want to share them so widely.
- b. The Chair reviewed the actions table from the previous meeting. Actions had been carried out and some actions were on today's agenda for further discussion. It was noted that:
  - Conflicts of Interest Register – in progress
  - AGM minutes have been published on the website

*Governance*

7/22 RCSLT Financial Strategy Workshop (Item 7)

Richard Cryer, Honorary Treasurer and Chair of the FRC, took the lead on this

item. Richard gave a brief overview from the paper he had drafted. It is the responsibility of the Board to set the strategic direction for priorities and approach to managing finances. Setting the scene, the workshop is to take a high-level view of the RCSLT finances and not get into the operational side. The external environment has changed since the last Board meeting in December and with inflation at 6.2% the impact on people's disposable income will be for this to fall by 2.7%. Richard noted that with the projections for spend there is a real prospect that we could see an emergence of a structural deficit and possible erosion of reserves. If we want to replenish these reserves in the future, we need to consider what actions the RCSLT can take.

Richard reminded Trustees that the role of the Board and FRC is to ensure that expenditure is appropriate for what we want to deliver. The Board split into two groups, a) to look at income streams and (b) to look at expenditure.

#### Feedback from Group A – income streams

- Donate button on the website
- Fundraising for example via Giving Voice – check what members are comfortable with/find acceptable
- Entrepreneurial approaches – ask members for ideas
- Provide more information to others outside of the membership
- Working with retired members – legacies not only from SLTs but those that benefit from SLT services
- Property – sell/rent
- Look at what other AHPs do
- Not an easy fix
- Overall recognise that members expect small increases in subscriptions but need to explore what they have appetite for/ideas for raising income.

#### Feedback from Group B – expenditure

- Can't just have open-ended projects – will need to prioritise projects, set of principles that demonstrate return on investment, consider impact assessments
- Structural deficit, be ready/mindful of reserves. Professional guidance is long term but still need to prioritise/core business
- Resources to be used prudently
- Caution that minority groups or hard to reach groups are not excluded
- Increase members awareness of project work
- Caution around making a speedy decision re: the building
- Training function
- Consider whether our internal infrastructure supports our projects

Richard thanked all for the feedback, noting some interesting strands to consider in more detail. The pandemic has changed the world and way of work, easier to involve members. Need to emphasise to members the importance of having a professional body. The RCSLT brand is unique and a leading body in the AHP world. Richard commented that it is good to focus on member engagement and students. Students are the future.

Lesley Cavalli suggested that service users should also be engaged and utilised.

It was agreed that a small group of Richard, the Chair, Deputy Chair, CEO and DirFR would take forward and give an update to the Board at the July meeting. It was also agreed for a session to be held at the October Board meeting to look at and feed into the membership subscription proposals for 2023/24.

**Action: HonTreas/Chair/DepChair/CEO/DirFR**

The Chair thanked all for a good discussion and the Board working strategically.

8/22 Strategic Plan 2018-2022 (Item 8)

The Chair noted that the Strategic Plan 2018-2022, which had originally been a three-year plan, but then extended for a year during the pandemic, comes to an end. The plan has been reviewed quarterly through the years by the Board and the Chair wanted to take a moment to reflect and celebrate what has been achieved during this time.

The Board received a presentation from SMT, which staff had also made input to, giving an overview of the key successes from the strategic plan 2018-2022. The Chair thanked SMT for a positive presentation. The Chair asked the CEO what she is most proud of. The CEO said that listening to what is most important to members and responding, which all staff continue to do.

The Deputy Chair commented on the digital strategy work that underpins all work through the five-year plan. He also commented on how well the RCSLT responded to work on Black Lives Matter and making members feel included. The RCSLT is being responsive and proactive and taking the lead on a culture change, with members realising they do belong.

Rebecca Palmer, Trustee for Research, noted the work on apprenticeships standards and free student membership, an important way forward and opening up the RCSLT to all.

The Chair thanked the CEO, SMT and staff for the huge amount that has been achieved, transforming the Board and profession.

The Chair then asked the sponsor Trustees to give a final report by exception. Trustees did not have any areas to note and commented that the plan finishes in a great place.

9/22 The RCSLT Five Year Vision 2022-2027 (Item 9)

a. Five Year Vision for 2022-2027

SMT presented to the Board the final Five-Year Vision for 2022-2027, noting that the first area of focus – equality, diversity and inclusion – has been embedded throughout the plan. The Five-Year Vision will be published on the website today for members to access.

In reviewing the Vision prior to the Board, the Chair noticed that the work on Board governance and leadership was missing. Therefore, the Chair suggested an addition for Trustees to approve within area 8 – Organisational Excellence to strengthen the aspirations:

*A Board of Trustees which is inclusive and transparent, ambitious and accountable to members, working within an agreed set of values and behaviours.*

Trustees agreed with the wording of this addition.

Trustees commented that they were pleased to see member engagement being taken forward and it was valuable to hear that this work will be broadened to include other stakeholders.

b. International work

The DirPPA informed the Board that the Professional Practice and Policy Committee (PPPC) had undertaken its third stocktake of the RCSLT's

international work in the light of the emerging vision and priorities. The budget is relatively small and PPPC wish to ensure any work is value for money, impactful and supportive of the RCSLT's priorities. PPPC identified work on the rights of people with communication needs and the influencing of international institutions as the priority.

[redacted paragraph – commercially sensitive]

The DirPPA noted for the Board that the RCSLT is now the largest organisation supporting the European Speech and Language Association (ESLA) and the RCSLT has worked hard to support progress in activities led by ESLA. However, Germany and France have withdrawn from ESLA.

The Board discussed the paper presented in detail, noting that funds could be utilised more effectively elsewhere. As highlighted in the paper, the RCSLT is involved in a number of international networks and would not be withdrawing from international work entirely but re-prioritising. The Board were concerned that the matter was handled sensitively, with appropriate messaging and timing to underline the RCSLT's ongoing commitment to international engagement and the support given to ESLA for many years.

[ 2 redacted paragraphs – commercially sensitive]

The Chair summed up that in principle the Board agree with the recommendation to end the affiliation with ESLA and acknowledge that it is not without risk and sensitivities.

The Chair asked that the CEO, DirPPA and DirEC take this decision forward, including discussing with key members, making them aware of the decision and highlighting the other aspects of international work.

**Action: CEO/DirPPA/DirEC**

c. Annual Operating Plan for 2022/23

SMT presented the Board with the detailed annual operating plan for 2022/23. SMT had worked with staff to identify what they would like to deliver against in 2022/23. SMT highlighted key areas: governance, workforce, education/training and EDI.

SMT asked for trustee volunteers to form a small working group with SMT to refresh the KPIs and look at a process for assurance reporting to the Board. John Humphrey, Lay Trustee, Richard Cryer, Hon Treas and Janet Chambers, General Trustee all volunteered to work with SMT. The group will report back to the Board in July.

**Action: SMT, Trustees**

The Chair commented that the plan is exciting and ambitious, but trustees are assured that it has been co-produced with staff and that SMT feels it is realistic. The Chair thanked SMT and the trustees for volunteering to help review the KPIs and reporting process.

10/22 Annual Review of Full Risk Register (Item 10)

The DirFR presented the full risk register for annual review by the Board. The  
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DirFR noted that the risk register covers all areas governed by the Finance and Resources Committee (FRC), the Nominations Committee (NC) and Professional Practice and Policy Committee (PPPC). The DirFR asked the Board to note that the FRC had considered its section of the risk register at its meeting on 3 March and had increased the risks (risks 7 and 8) associated with inflation and investment volatility. The SMT also continue to review and update prior to each Board meeting.

The Chair thanked SMT for keeping the risk register updated and under review. The **Board noted** the changes to the risk register and completed a formal review of the full risk register.

11/22 Annual review of Scheme of Delegation and Financial Delegations (Item 11)

The DirFR presented the scheme of delegation and financial delegations for annual review. The proposed changes are minor, updating financial limits to reflect the impact of inflation and clarification of rules for adding/amending users on online banking. The FRC reviewed in detail at their meeting on 3 March and recommend the Board approves.

The **Board approved** the amendments to the table of Financial, Budgetary and Contractual Authorities and amendments to the Scheme of Delegation.

12/22 Re-drafting of Memorandum & Articles of Association (Item 12)

The DirFR presented the Board with an outline plan for the proposed re-draft of the Memorandum and Articles of Association in order to make it more accessible and coherent. The current wording is outdated and confusing. The DirFR proposes to form a small working group to develop the new Memorandum and Articles. The DirFR is proposing to seek legal advice to support the drafting process.

The Board approved the outline timetable and the proposal to seek legal support.

Richard Cryer, HonTreas and Frances Johnstone, General Trustee volunteered for the working group.

**Action: DirFR**

*[Ann Whitehorn, General Trustee, joined the meeting]*

13/22 Proposal for the Recruitment of Board and Committee members (Item 13)

The Board had received a detailed paper from the Nominations Committee. The Deputy Chair (and Chair of the Nominations Committee) gave a brief update on the selection panel pool recruitment and the proposal for an appointments process for Board and Committee members. The Deputy Chair informed the Board that there are a lot of positions to fill this year and it is a big time commitment for all involved.

The Nominations Committee had recommended the Board approve the recruitment process for Board and Committee members as outlined in the paper, whereby applicants would not be asked to provide details of their level of experience and that the role descriptions are reviewed prior to placing advertisements.

Richard Cryer, HonTreas queried applicants not being asked to provide details of their level of experience, as it suggests that the recruitment panels won't ask candidates about their skills and experience until after they have been recruited.

The Deputy Chair thanked Richard for his query and responded that the Nominations Committee will ask candidates to describe their skills and experience, which will be appraised by the selection panel according to a revised skills matrix. The wording will be amended to this effect.

**Action: NC/DirFR**

The Board approved:

- the proposed recruitment process for both Board and Committee vacancies
- that applicants will be asked to describe their skills and experience in their personal statements during interview
- role descriptions are reviewed prior to the placing of adverts

#### *Finance & Resources*

#### 14/22 Financial Results, COLI and budget proposals for 2022/23 (Item 14)

Richard Cryer, Hon Treasurer introduced this item. First Richard wished to inform the Board of the proposal to create a strategic reserve; this would give more transparency to what is happening with reserves. Rather than using undesignated reserves a separate reserve is to be set up (representing the excess of undesignated reserves over the targeted minimum level) with the intention to spend in future on innovative projects and other areas eg building refurbishment. Richard asked for the Board's agreement in principle before year end.

The DirFR commented it would be timely to have a decision as the final accounts are due in July. The DirFR noted for the Board that RCSLT has designated funds for specific projects. The DirFR will work with the Hon Treas on the reserves.

The **Board approved** the setting up of a separate reserve.

**Action: HonTreas/DirFR**

The Board were informed that FRC have reviewed and recommend the following papers for information to the Board:

- a. Financial Overview at 31 December 2021 and Forecast to 31 March 2022

Richard Cryer, Hon Treas presented the financial overview summarising the results at 31 December 2021 and the forecast to 31 March 2022.

At 31 December 2021 there was an overall **increase in reserves of £647k**, compared to a budgeted decrease of £258k, an increase of **£905k**. Investment gains accounted for £352k of this increase leaving **an increase of £553k** attributable to reduced spend on core activities including lower spend on projects due to delays in recruiting project staff, improved trading results, in particular job board advertising, lower IT costs and depreciation costs and better VAT recovery.

The January 2022 Forecast showed an **overall increase in reserves of £169k**, compared to a budgeted decrease of £394k, an improvement of £563k of which £339k is attributable to investment gains.

Richard Cryer, Hon Treas summarised that the forecast for the full year compared to budget shows a surplus, with a positive variance on project spend. RCSLT has done well on trading and investment income is in line with forecast. The year is projected to close with an increase in reserves and a strong position going forward.

The DirFR noted that in preparation for the financial working group a steer on how to present the numbers in a more helpful way would be welcomed when presenting to the Board in July. The DirFR also noted that if additional spend is approved by the CEO, within her delegated authority limits, FRC will review a re-stated budget and report to the Board as necessary.

The **Board noted** the financial overview and forecast.

b. COLI for 2022/23

[2 redacted paragraphs – commercially sensitive]

c. Budget for FY 2022/23

Richard Cryer, Hon Treas explained that the FRC had considered a first draft of the Budget for 2022/23 at its meeting on 3 March. The proposed budget showed a deficit with expenditure increasing by three times the income. This is not sustainable. FRC asked the SMT to review the planned expenditure in the light of the high level of deficit proposed and uncertainties regarding inflation. The paper the Board have received is an improved version. Richard reflected it is still not what he would ideally like to see but as discussed earlier in the financial workshop session it is time to take stock going forward.

The FRC also commented on the ambitious one-year operating plan and queried whether it is realistic to deliver on all the projects with the resources we have. FRC noted that the CEO will hold a central contingency fund of £139k (which has been moved from individual projects) which will be used to support future projects once a fully costed business plan for any new activity has been submitted.

Following discussions and a revised paper the FRC recommend the budget for 2022/23. For 2023/24 it was noted that there will be different projects and that costs may be presented differently.

Ann Whitehorn, General Trustee commented that she is happy to sign off the budget in the context of discussions around financial strategy and the working group going forward.

Richard Cryer, Hon Treas commented that spend will be monitored and we will think carefully before committing contingencies.

The Chair thanked the Hon Treas, DirFR and HFM for the helpful, detailed papers.

The **Board approved**:

- The setting of budgets in 2022/23 as follows:
  - Core expenditure totalling **£4,672k**
  - Project expenditure totalling **£1,076k**
  - Capital expenditure totalling **£nil**
- The delegation of these budgets by the CEO to SMT as appropriate
- Overall expected drawdown from reserves of **£868k**
- The breach of KPIs against target as follows:
  - KPI 3 (overall surplus after Investment gains) – -16.8% (target 2-4%)
  - KPI 4 (overall surplus before investment gains) -18.1%
  - KPI 5 (core costs to long-term) 1.06 (target 0.95)

**Action: DirFR**



15/22 Audit Planning Report for 2021/22 (Item 15)

Richard Cryer, Hon Treas informed the Board that the standard audit planning report for 2021/22 was received from the auditors, Haysmacintyre, and was discussed at FRC on 3 March. Kath Burton, audit partner, joined FRC for discussion of the report. The scope of work is the same as in previous years and FRC is assured the timetable is achievable. There is a good relationship with the Finance team and auditors. Richard noted that the fee has been marginally reduced by £450 following discussions at FRC.

The **Board approved** the acceptance of the audit planning report and proposed fee.

16/22 Investments (Item 16)

The DirFR updated the Board. At the Board meeting on 9 December a number of changes relating to the investment portfolios were approved. In order to progress, Epoch (Investment Advisers) have provided the necessary paperwork which requires two authorised signatories. The Scheme of Delegation states that the opening of any new investment accounts can be approved by any two of the Chair, Deputy Chair and Hon Treasurer. Epoch require board minutes confirming the authorised signatories. The list of signatories has changed due to change of office in the last two years.

The **Board approved** the updated list of signatories for opening and managing investment accounts as:

- Chair – Mary Heritage
- Deputy Chair – Dr Sean Pert
- Honorary Treasurer

**Action: DirFR**

*Miscellaneous*17/22 Ratification of email decision (Item 17)

- a. It was noted that the Board approved the amended Terms of Reference for the Nominations Committee.

18/22 Risk Management (Item 18)

The Trustees were asked to suggest any risks that had arisen from their discussions during the meeting.

The Chair noted the concerns raised at Item 9.b – International work re ESLA membership and whether it is sufficiently covered in the risk register. The Chair asked SMT to check.

No other risks were identified.

**Action: SMT**

19/22 Emailed reports, for information (Item 19)

The Board noted the following items had been circulated for information:

- Chair report
- CEO report (overview of key challenges and successes- day to day working of RCSLT)
- PPC minutes
- Hub minutes

- FRC minutes
- Nominations Committee minutes
- AHPF minutes

Lesley Cavalli, General Trustee and Chair of PPPC asked the Board to note the comments in the PPPC minutes regarding values and behaviours, and the codes of conduct which they would like to feed into at the appropriate point. The Chair noted that the plan is to review the values and behaviours in a year's time. The CEO and DirFR are meeting to discuss the codes of conduct and will include PPPC comments.

**Action: CEO/SMT**

20/22 Board and AGM dates for 2022 and confirmed dates for 2023 (Item 20)

Board meetings will be held virtually until further notice.

<b>2022</b>	<b>2023</b>
6 July 2022 – Board Meeting	23 March 2023 – Board Meeting
5 October 2022 – Board Meeting	5 July 2023 – Board Meeting
6 October 2022 – Study Day/AGM	18 September 2023 – Board Meeting/AGM
13 December 2022 – Board Meeting	13 December 2023 – Board Meeting

21/22 Closed meeting (Item 21)

Separate minutes were taken for this part of the meeting.

Summary of agreed actions

Ref:	Action	By
5/22	Redacted minutes – for future minutes to include note on extent and nature of redaction	CoSec
6/22	Conflict of Interest Register – complete establishment of	CoSec
7/22	Finance strategy - small WG to take work forward and report to July Board Hon Treas/Chair/Dep Chair/CEO/DirFR	CEO/DirFR
9/22 b.	ESLA – to take forward actions agreed, including giving a 1 year notice of ending our membership	DirPPA/CEO/DirEC
9/22 c.	Annual operating plan – small WG to review KPIs and reporting process. John Humphrey, Lay Trustee (Digital) Richard Cryer, Hon Treas and Janet Chambers, General Trustee	SMT
12/22	Re-drafting Mem& Arts - establish small WG - Hon Treas and Frances Johnstone	CoSec
13/22	Recruitment of Board and Committee members – progress recruitment	NC/CoSec
14/22 a.	Create strategic reserve	HonTreas/DirFR
14/22 b	COLI – pay award of 3% to be notified to staff and actioned in payroll	DirFR
14/22 c.	Budget for FY 2022/23	DirFR
16/22	Investments – action updated signatories	DirFR
18/22	Risk Register Item 9b – review risk re ESLA	SMT
19/22	PPPC Minutes – review comments around values and behaviours, and code of conduct	CEO/CoSec

Circulation:

1. Mary Heritage
2. Sean Pert
3. Richard Cryer
4. Rebecca Palmer
5. Ann Whitehorn
6. Rosalind Kyle
7. Viki Baker
8. Angela Shimada
9. Andrea Robinson
10. Lesley Cavalli
11. John Humphrey
12. Leasil Burrow
13. Frances Johnstone
14. Pauline Downie
15. Janet Chambers
16. Lisa Chess
17. Kamini Gadhok
18. Derek Munn
19. Karen Willis
20. Cara McDonagh
21. Judith Broll