



**Voices Of eXperience (VOX) Ltd.  
Company number SC361753,  
Scottish Charity Number SC040646**

**1st Company Board Meeting  
Monday 27<sup>th</sup> July 2009  
The Renfield Centre, 260 Bath Street, Glasgow**

**Present** Joyce Mouriki  
Francis Fallan  
Ross Mcphail  
Colin Murchie  
Dougie Pickering

**Apologies** Shaun McNeil

**In attendance** Wendy McAuslan

### **1. Welcome and Apologies**

Joyce offered to chair the meeting and welcomed everyone, the focus of which was going to be around ensuring that we allow some of our members who wished to be involved to come along and discuss the roles and responsibilities of becoming a director of VOX Ltd.

Shaun McNeil had given his apologies for today's meeting.

The board formally welcomed Francis Fallan as a co-opted member director representing Lanarkshire Links, and Colin Murchie as a co-opted member director representing the Highland Users Group (HUG).

Joyce mentioned that three of our members were going to come along today to find out more about the governance of VOX, and the roles and responsibilities that go along with this position. These members were Chrys Muirhead, Laura Cameron and Lawrence Nugent.

## **2. Structure of the Charitable Company**

The fact that we have are now a limited company was discussed, the responsibilities relating to Companies House and OSCR were discussed together with the reasons as to why this structure was felt to be the best option for VOX.

## **3. The role of the directors**

The role of the directors was discussed. Wendy mentioned the following areas;

- setting a long term direction for the organisation
- making sure everything is in place for it to follow this direction
- checking that the direction remains the right one
- Ensure everything is legal and safe
- Ensure the work of VOX is carried out

The office bearer roles were also discussed; it was decided to postpone delegating office bearers' role until the next meeting.

The non member director positions were also discussed, it was decided that the following non members' directors should be invited to join the company. This decision was agreed by the board.

Richard Norris from the Scottish Health Council, Alex Davidson and Dr Sandra Grant.

The role of the non member directors was also discussed it was felt that it would be unlikely that non member directors would be able to attend all of the meetings, however, that the content of the agenda may relate to the areas of specialist knowledge the non member directors can bring. It was also mentioned that non member directors could update on various developments and raise agenda items as appropriate.

It was stated that Pat Elsmie should be involved in the development of the Diversity Network, and that this would be an important advisory role for our organisation.

## **4. Training needs**

The training needs shall be identified at the next board training session which will take place on the 31<sup>st</sup> August 2009. Induction and Training was felt to be an essential part of the development of the company directors.

## **5. Financial Governance**

Joyce reminded the company that as VOX is still currently hosted by the Mental Health Foundation, financial responsibilities have not yet been taken on by staff, Wendy mentioned that herself and Isabella Goldie from the Mental Health Foundation were meeting with Tony Clark (from the Mental Health Foundations finance team) to discuss the process for handing over some of the financial responsibilities. In the meantime Wendy will obtain information on the Royal Bank

of Scotland, as suggested from advice of the finance department of the Mental Health Foundation.

## **6. Legal issues**

It was stated that VOX had worked with Burness to develop the companies Articles of Association and Memorandum, and for this reason that we would like to appoint Burness for any legal issues which arise.

## **7. Human Resources and Policies**

Wendy mentioned that Natalie Higgs from the Mental Health Foundations Human Resources Department was going to come along and discuss the secondment arrangements and which policies would be required. Wendy shall update on the progress at the next meeting.

**Action: WM to update progress**

## **8. Strategic direction/overview of key development**

Wendy had prepared a summary paper of projects, initiatives and the sub-groups which were running prior to incorporation, the board would be sent this summary and the continuation of the sub-groups/work strands shall be ratified at the next board meeting.

**Action: WM to send round overview of the work of VOX.**

## **9. Co-opting of new member directors**

A number of members had expressed a desire to find out more about the role of a director, and were invited to come along to have a discussion with the directors and/or complete a form which states skills and experience.

A range of skills relating to governance were discussed, and what areas of knowledge the current directors felt would be of additional benefit to the current board. After meeting with potential members the board meeting re-conveyed and it was decided to co-opt Laura Cameron and Chris Evans onto the board.

Wendy to progress adding their names to the list of directors, letters shall be written to all of those who wanted to be involved but were unsuccessful.

**Action: New co-opted directors to complete the 288a form to be sent to Companies House.**

## **10. Date of the next meeting**

The date of the next meeting is **Monday 31<sup>st</sup> August 2009**, board meeting to be held at 1.30pm (venue tbc), and training shall take place in the morning (discussing training priorities) from 10.30am to 12.30. The next meeting shall be held in Edinburgh.



**VOICES OF EXPERIENCE LTD**

**2<sup>nd</sup> BOARD MEETING**

**Monday 31<sup>st</sup> August 2009  
The Edinburgh Training Centre  
St Mary's Street, Edinburgh**

**Present**

Frank Fallan	Vice Chairperson
Shaun McNeil	Company Secretary
Colin Murchie	Treasurer
Dougie Pickering	Member Director
Chris Evans	Member Director
Ross Macphail	Member Director

**In Attendance**

Wendy McAuslan	VOX Development Coordinator
John Steel	VOX Administration Officer

**Apologies**

Joyce Mouriki	Chairperson
Laura Cameron	Member Director
Alex Davidson	Non Member Director
Sandra Grant	Non Member Director
Richard Norris	Non Member Director

**Office Bearers**

Wendy opened the meeting in order to progress the appointment of the office bearers. It was proposed by Dougie and seconded by Chris that the following Office Bearers be elected en bloc:-

Chairperson	Joyce Mouriki
Vice Chairperson	Frank Fallan
Company Secretary	Shaun McNeil
Treasurer	Colin Murchie

## **1. Welcome**

Due to the unavoidable absence of Joyce on VOX business in Athens Greece, Frank presided as Chair and welcomed everyone present.

## **2. Introductions**

As some of the new board members had not met previously, an introduction was made by everyone present.

## **3. Structure of the Charitable Company**

Wendy fully explained the charitable status of our new organisation and clarified that the company registration had taken place. It was agreed that each board member should receive a copy of the Company's memorandum & Articles of Association. Wendy also stated that the accounting date and the appointment of accountants would need to wait until we have an agreed date with the Mental Health Foundation regarding the transfer of assets.

Frank stated that each board member should have an induction pack with the company policies included. Shaun said that he would liaise with us regarding the induction pack as Advocacy Matters already have an induction pack in place for board members. Wendy indicated that we already have the required policies in place ready to be included in the pack.

Action: WM to action.

## **4. Role of Company Directors**

A general discussion took place about the role of directors. It was stated that Directors are responsible in terms of their obligations to fulfill the Office of the Scottish Charity Regulator (OSCR) and Companies House's requirements. They are ultimately responsible for ensuring the organisation fulfils its legal obligations and operates efficiently and in line with good practice guidelines

## **5. Governance; Financial, Legal and Policy Development**

The main focus for progression of governance at present will be through the agreement which will be drawn up between the Mental Health Foundation and VOX.

In terms of financial transfer of assets, Wendy met with Isabella Goldie and Tony Clarke (MHF – Finance Manager) to think through the process. It was decided that some additional information would be required to be worked through to find the best process. It may be simpler for the Mental Health Foundation to retain the salaries and then for us to manage the operational budget, including volunteers travel, stationary, publicity etc. The board agreed that this made sense and were happy for the Mental Health Foundation to receive the grants directly.

Wendy mentioned that the advice she had been given was that the Royal Bank of Scotland would be a good option. The board however decided that the Co-operative bank would be the chosen bank account due to their ethical approach. It was decided that a debit card of up to £500 should be provided for Wendy McAuslan. This can be reviewed in time to see if this system works appropriately for the needs of the company. In accordance with the Memorandum and Articles of Association, two out of the list of signatories on the bank application would be required in order for cheque/transactions to take place. Shaun, Joyce, Dougie and Colin offered to put their names forward to open the bank account, with Wendy being a non director signatory.

Action: JS/WM to progress bank account.

In terms of legal support, as mentioned in the last minutes we will appoint Burness solicitors if we require any legal support.

Policies will relate to the agreement between the Mental Health Foundation and VOX. This will clarify which policy should be used in particular situations.

Action: WM to progress agreement/update of agreement.

## **6. Strategic Direction**

### Communications

Website: MTC Media expect the website development to be completed at the start of October.

Newsletter, the newsletter had received a good deal of positive feedback in terms of content, new format etc.

The electronic bulletin will be sent to members around the start of October.

### Intensive Psychiatric Care Unit (IPCU) project

Wendy noted that VOX had been awarded £6,000 from Quality Improvement Scotland (QIS) to undertake IPCU focus groups to capture service users' experiences. This would run for the next couple of months, and will consist of around 11 focus groups across the majority of NHS health board areas.

### Mental Health Act

There is a consultation process taking place until the 6<sup>th</sup> November on the limited review of the mental health act. We shall make sure VOX members have the opportunity to give their views.

## Self Directed Support

The leaflet should be ready over the next few weeks. Frank Fallan, John Jackson and Isabella Goldie will be involved in an event on the 29<sup>th</sup> September to provide information on our findings on SDS and mental health.

## Mental Welfare Commission

The proposed changes are open to consultation, the paper is complex.

### **7. AOB**

Ross suggested we have a database of decision makers.

Action: WM/JS to progress.

It was agreed that Mahmud shall be involved in board meetings on a quarterly basis.

### **8. Correspondence**

IIMHL, Shaun mentioned the IIMHL which will be held in Ireland, the possibility of hosting was mentioned.

Letter received from Dr Grace Ferguson, regarding the Reference Group for the Development in Electroconvulsive Therapy (ECT)

Action: Wendy to find out more about the group.

Shaun mentioned that sometimes we receive information from people who want us to advertise something which you have to pay for, e.g. a book, and wanted clarity on how we felt about this. The group suggested that we must consider this on a case by case situation.

### **9. Date of the next meeting**

The date of the next meeting was set for the 21<sup>st</sup> September 2009, venue tbc.



### **3<sup>rd</sup> VOX Board Meeting**

Monday 26<sup>th</sup> October 2009  
The Renfield Centre  
260 Bath Street, Glasgow G2 4JP

<b>Present</b>	Joyce Mouriki Frank Fallan Shaun McNeil Colin Murchie Dougie Pickering Ross Mcphail Chris Evans Alex Davidson	Chairperson Vice Chairperson Company Secretary Treasurer Member Director Member Director Member Director Non Member Director
<b>In Attendance</b>	Wendy McAuslan John Steel	Development Coordinator Administration Officer
<b>Apologies</b>	Dr. Sandra Grant Laura Cameron Richard Norris	Non Member Director Member Director Non Member Director

#### **1) Welcome and Introductions.**

Joyce welcomed everyone present and introductions were made round the table. The minutes of the last board meeting, which had been previously distributed were formally accepted on the motion of Shaun and Colin.

## **2) MHF/VOX Agreement.**

Wendy gave a report on the agreement with the Mental Health Foundation regarding the ongoing financial and staff discussions, indicating that if it is practically possible, then the official handover will take place on 1<sup>st</sup> November 2009.

## **3) Governance Issues**

A general discussion took place regarding the financial, legal and policy governance issues. Wendy intimated that we now have accounts with the Cooperative Bank and that the cheque book and pay in book had arrived this morning.

It was agreed that three quotes should be requested from accountant companies for the work of preparing our annual accounts. Wendy indicated that as there is only another five months of the financial year to go, we only need to produce a statement of Recommended Practice (SORP) which will of course be less costly than producing a set of annual accounts.

### **Action: WM to progress**

It was agreed that Burness Solicitors would look after all the legal matters concerning VOX Limited.

Wendy intimated that we have a number of policies ready to put in place whenever the official handover takes place, several suggestions were made to the effect that we could possibly just use the policy procedures which the Foundation have in place and adapt them to suit our own needs. Joyce stated that we should keep the same terms and conditions for staff which are in place just now.

Natalie Higgs from the Foundations Human Resources Department will be in the Glasgow office on Wednesday to hopefully finalise handover arrangements with Wendy and Isabella.

Shaun also indicated that we should have a meeting of the Human Resources and Finance Sub Group as soon as practically possible.

## **4) Development Coordinator Update**

The six monthly update for the Scottish Government, which Wendy had just completed and distributed to board members, was fully discussed and all of the board members expressed the opinion that the report was produced in an excellent fashion and congratulations were extended to Wendy for the hard work she had carried out in this regard.

Colin said that he would appreciate the training for directors once again. Wendy intimated that the GVCS have a training course which would be suitable for any of the board members.

**Action: WM to progress training session for directors.**

Shaun mentioned that he had a copy of a CD made for the training of G.P.'s which included comments from himself, Frank Fallan and Lorraine Nicholson.

The Mental Health Arts and Film Festival was discussed and particular mention was made of the events involving VOX, especially the Journeys of Experience event at the Kelvingrove Art Gallery organised by Mahmud Al-Gailani.

**5) Sub-group Updates**

Training, Research and Development subgroup

Wendy gave an up date on the Training, Research and Development Sub-group which had taken place earlier this morning which was attended by Wendy, Ross, Dougie and Colin. The group had focussed on developing an information card/membership card which contains national information/advance statements/named person, contact helplines etc.

Shaun asked about the progress of the Service User research Network to which Wendy replied that a very successful event took place at Stirling University in March this year and a further meeting took place in Glasgow in July. Neil Quinn is taking this forward; however limited capacity has meant that this it has been on hold.

Communications sub-group

A general discussion took place regarding the new VOX website and it was suggested that Shaun, Wendy, David Atiyah and John Steel will receive training from MTC Media in order that they can input information on the website. It was also suggested that web blogs could be added at a later date so that members can contribute as well.

**6) Directors Updates**

Joyce gave an update on the Mental Health Collaborative Task and Finish group and informed everyone of the process of service user involvement within this. The views which had been expressed by VOX members had been tried out on two pilot areas and were felt to be too difficult to be put into practice. Joyce is delivering a presentation on service user involvement at the mental health collaborative conference.

Joyce provided information, potential links with other organisations/initiatives on the World Federation for Mental Health Congress held in Athens.

It was agreed that we should consider joining the World Mental Health Federation as a group or for individual members.

Wendy felt that the next members meeting should focus on members' views as we have little time to arrange speakers etc. It was agreed that we should hold the winter members meeting at the Corinthian in Glasgow on Saturday 5<sup>th</sup> December 2009.

**Action: John to confirm the booking with a Xmas lunch buffet.**

Ross intimated that the NHS Lothian Recovery Steering Group is having its Annual Recovery Conference on 16th December in Edinburgh, at Whighton House (Thistle Foundation, Craigmillar). Organisations are welcome to have stalls. Ross indicated that he would be willing to man a stall for VOX at this event.

Chris also intimated that NHS Highland are holding an event on Peer Support Pilot 19 in Dundee on 19<sup>th</sup> November 2009.

Royal College of G.P.'s – Joyce will make enquiries on opportunities for VOX to build up a relationship with General Practitioners

Frank reported on the success of the Self Directed Support meetings around the country and the event in Airth Castle.

Shaun talked about the employability group and mental health group, the ENUSP membership and the Mental Health Cross Party Group.

Alex Davidson discussed the commissioning and contracting process which is taking place in Edinburgh, and concerns over the fact that service users do not have consistency.

A general discussion took place regarding the IIMHL conference taking place in Ireland in May 2010. Shaun indicated that he had reserved a place with the Southern Ireland Service User Group (Host) Joyce said that the government view is that the same number of places will not be available next year.

Dougie intimated that Ayrshire and Arran had responded to the Mental Health Act Consultation.

## **7) Correspondence**

Shaun read out the relevant correspondence.

Shaun intimated that we have received an invitation from Emma Hogg to attend the National Suicide Prevention Review Group on 3<sup>rd</sup> November 2009 in Edinburgh, venue still to be confirmed. It was agreed that Chris would attend with Shaun as reserve.

## **8) Any Other Competent Business**

John indicated that we have 56 names for the VOX Celebration Ceilidh/Disco being held on Thursday of this week (29<sup>th</sup>) in the Corinthian, Ingram Street Glasgow.

## **8) Date and venue of next meeting**

It was agreed that the next board meeting will be held on Monday 30<sup>th</sup> November 2009 in the Renfield Centre, 260 Bath Street, Glasgow G2 4JP at 1.30pm with a buffet lunch provided at 1.00pm