



HOOPLE BOARD

Minutes of a meeting of the BOARD OF DIRECTORS OF HOOPLE LTD held in the Leominster Room, Ground Floor at Plough Lane, Hereford, on Thursday 29 November 2018 at 2.00pm.

Board Members present:

Harry Bramer (HB)	Chairman and Non-Executive Director – Herefordshire Council
Richard Ball (RB)	Non-Executive Director – Herefordshire Council
Andrew Cottom (AC)	Non-Executive Director - Wye Valley NHS Trust

Officers Supporting the Board:

Nick Mather (NM)	Chief Operating Officer
Audrey Clements (AEC)	Head of Management Accounting, Herefordshire Council
Liz Chandler (LC)	Company Secretary Support / Minute Taker

Invited:

Laura Lloyd (LL)	Commercial and Contract Manager, Herefordshire Council
David Warden (DW)	Associate Director IM&T, Wye Valley NHS Trust

1. Apologies

- 1.1 Apologies received from Clive Hall.

2. Declarations of Interest

- 2.1 No declarations of interests were received.

3. Minutes, Action Sheet and Matters Arising

- 3.1 The minutes of the board meeting held on 17 September 2018 were approved as an accurate recording of the meeting.
- 3.2 The board members reviewed the action sheet and the following update was received;-
 - 7/B Richard Ball (RB) advised that Laura Lloyd and Clive Hall would take on the commissioning role and would attend future board meetings as observers for Herefordshire Council.
- 3.3 All other actions were noted as completed.



4. Finance and Business Update

- 4.1 The board noted the finance and business update report including the 2018/19 outturn position, the progress to date made by the business and the key issues and risks.
- 4.2 NM reported there are currently a number of business opportunities being explored, these opportunities are in their very early stages.
- 4.3 The board noted the Finance and Business update report presented by the Chief Operating Officer.

5. Appointment and Approval of External Auditors

- 5.1 AEC sought approval of the external auditors advising that Bishop Fleming received the highest scoring.
- 5.2 The board approved the appointment of Bishop Fleming as the external auditor for a period of up to three years.

6. Share Redistribution

- 6.1 AEC confirmed to the board that the external auditor completed their analysis, a process that is carried out every three years in line with the Articles of Association.
- 6.2 The board approved the redistribution of shares as outlined in the report. The share reallocation process will now take place and a revised shareholding will be offered to the shareholders; Herefordshire Council will hold 69 shares, Wye Valley NHS Trust will hold 14 shares and 17 shares are unallocated.

Action: LC

7. Internal Audit Reports

- 7.1 AEC advised in total five audits have been undertaken during the first 6 months of the year. 3 of the audits have been carried out by internal staff members and 2 have been carried out by Herefordshire Councils internal audit, SWAP.
- 7.2 AEC reported there were no high risks identified during the audits.



7.3 AEC confirmed all recommendations from the internal audit reports are being added to a log for tracking purposes and will be regularly monitored. LC will add to the forward plan.
Action: LC

7.4 The board acknowledged the positive outcome of the internal audits.

8. Contract Procedure Rules

8.1 AEC advised that as part of the internal audit the contract procedure rules have been updated, and in line with the scheme of delegation, requested the approval from the board.

8.2 The board agreed to all of the recommended changes. It was noted that the scheme of delegation would be updated to reflect the change.

Action: LC

9. Forward Plan

9.1 The board members noted the forward plan.

10. Any other Business

10.1 No other business was discussed.