

**CONFIRMED MINUTES OF THE 129TH BOARD MEETING
WEDNESDAY 18 MARCH 2020 AT HOLLY WALK, LEAMINGTON SPA**

Present:	Dr Ann Limb CBE DL (AL) (Chair) Anna East (AE) Jon Carlton (JC) Justin McCracken (JM) Gerry McCormack (GM) Christopher Welford (Chief Executive)
In attendance:	Alison Bennett (Deputy Chief Executive) Jess O'Brien (Communications Manager) for items 21 and 22 Wing Edmundson (WE) (HMRC)
Apologies:	None
Board secretary:	Helen Maccallum (HM)

Due to Coronavirus Covid-19 the Board meeting was held by telephone conference.

1. Introduction

- 1.1. The Chair welcomed everyone to the 129th Board meeting. In light of the current situation with Coronavirus COVID-19 this matter was added to the Agenda as the first item.

2. COVID-19

- 2.1. The Chief Executive (CEO) informed the Board that the Senior Management Team (SMT) are fully complying with the United Kingdom Government (UKG) and Public Health England (PHE) advice and guidance. On 17 March 2020, and staff were advised that those who could work from home could do so from 23 March 2020, which would allow the implementation of the Company's Business Continuity Plan (BCP).
- 2.2. The CEO then briefly outlined the arrangements that had already been implemented in responding to the COVID-19 outbreak and the adjustments that we would have to make working with a diverse portfolio of stakeholders. The Board thanked him for his update and they recognised that ENTRUST would have to exercise proportionate flexibility in discharging their duties when managing such a diverse range of stakeholders. The Chair then sought confirmation from WE that HMRC were also content with ENTRUST's plans, which she confirmed that they were.
- 2.3. The Board considered given the changing nature of UKG/PHE advice that it was appropriate to hold fortnightly telephone conferences with the CEO unless it became apparent that they needed to be weekly. The Board also considered it was appropriate to agree with a HMRC an updated policy position on the submission of Form 4 returns.
- 2.4. Finally, the Board wishes to record their thanks to the Executive for acting quickly and decisively to ensure that ENTRUST continued to provide high quality services to all of its stakeholders
- 2.5. **Action:** The Board Secretary to set up fortnightly telephone conferences with the Board.

- 2.6. **Action:** The DCEO to speak with HMRC to discuss Statutory returns and related matters and to clarify the situation to the Sector.

3. Apologies

- 3.1. No apologies were received.

4. Declaration of Interests

- 4.1. The Chair reminded Board Members that if a topic was discussed during the meeting in which they had an interest, that this should be declared.
- 4.2. The Board have submitted their six monthly Declarations of Interest.

5. Minutes of last meeting

- 5.1. The minutes of the 128th meeting held on 4 December 2019 were approved as being an accurate record. The Chair asked that her electronic signature was placed on the document.
- 5.2. **Action:** The Board Secretary to insert the Chair's electronic signature on the 128th Board minutes.

6. Action points

- 6.1. The Board noted the work that had been completed to deliver the previous action points.

6.2. Addendum item for the Board.

7. HMRC Update

- 7.1. WE confirmed that HMRC are waiting for the final comments on the Terms of Approval (TOA), but she is confident (subject to the current situation not changing) that the deadline will be met for sign off.
- 7.2. The Chair made a Declaration of Interest to the Board that she has had dealings with the Minister responsibility for approving the TOA. WE did not consider that HMRC would have any concerns that the Chair knew the Minister.

8. Audit Committee

- 8.1. GM provided an overview of the items discussed by the Audit Committee earlier in the day, including:
- 2019/2020 External Audit Plan;
 - 2019/2020 Quality Assurance Programme;
 - Management Assurance;
 - 2020/2021 updated Compliance Risk Model;
 - Risk Management Update;
 - Strategic Risk Register with COVID-19 to be added;
 - Reports on the following QA reviews:
 - A review of the ENTRUST Online (EOL) update, which gave a **FULL ASSURANCE** level;

- A review of Regulations and Training which gave a **FULL ASSURANCE** level;
- A review of the website upgrade, which gave a **FULL ASSURANCE** level; and
- A review of the Corporate Governance Framework, which gave a **FULL ASSURANCE** level; and
- Hospitality and Senior Staff Travel registers for the last quarter.

9. Human Resources and Remuneration Committee

9.1. AE informed the Board that the Human Resources and Remuneration Committee discussed:

- Human Resources (HR) – including:
 - Staffing issues;
 - Sickness levels;
 - 2020/2021 Mental Fitness and Wellbeing Action Plan;
 - Review of the 2020/2021 Employee Handbook; and
 - COVID-19.
- Health and Safety (H&S) – the main topic discussed were the implementation of the Legionella policy, procedures and action plan.

10. Board Members updates on meetings with Environmental Bodies and Landfill Operators

10.1. **Addendum item for the Board**

11. Terms of Approval (TOA)

11.1. **Addendum item for the Board**

12. Enrolment and Revocations

12.1. The Deputy Chief Executive (DCEO) introduced this paper which reported that two organisations had enrolled as Environmental Bodies (EBs) during the period 1 November 2019 to 29 February 2020.

12.2. The Board formally noted the enrolments and also ratified the list of voluntary revocations for the period 1 November 2019 to 29 February 2020.

12.3. **Addendum item for the Board**

13. 2019/2020 Training Report and Forward Strategy for 2020/2021

13.1 The DCEO presented the paper which provided an assessment of the delivery of the previous year's training plan for EBs and the programme for 2020/2021.

13.2 The Board asked whether the training may be affected by COVID-19 and it was noted that there is no planned training during the Quarter 1 and therefore our initial assessment is that it will remain unaffected. The Board therefore agreed the Strategy for 2020/2021, but the training events planned from September 2020 onwards should be kept under review.

14. Landfill Operator Engagement Strategy

- 14.1 The CEO presented the paper which included an assessment as to how effective the 2019/2020 Strategy has been in meeting its objectives and how positively it had been received by the Landfill Operators (LOs). Overall, it has been a success and we had continued to build constructive relationships. However, he also noted that we were still having some difficulties in arranging meetings with newer and smaller LOs and this was an area of focus for our work in 2020/2021.
- 14.2 To help address this if the ESA Annual meeting goes ahead in July the CEO will raise this issue with their Chair.

15. 2020/2021 Compliance Programme

- 15.1 The DCEO informed the Board that the overall Programme objective is to provide HMRC with independent assurance that LCF monies have been spent compliantly.
- 15.2 The aim of the Programme was to focus more on visits and less on DTRs but in light of the current COVID-19 situation, the approach is subject to review.
- 15.3 The Board believed that in the circumstances it was sensible to take a longer term position in relation to physical visits and therefore the Board requested that innovative ways of undertaking visits were explored including use of photographic evidence of projects and video calls where appropriate.
- 15.4 The Board approved the Programme.

16. 2020/2021 Project Visit Approach

- 16.1. The DCEO explained to the Board, the new project visit approach, which the Executive considers will strengthen our assurance process, especially in undertaking visits prior to the approval of higher-risk projects. However, the Board also recognised that in light of the current COVID-19 outbreak that other innovative ways are considered to meet this objective.
- 16.2. The Board approved the updated approach.

17. Corporate Support

- 17.1. **Addendum item for the Board.**

18. 2019/2020 Compliance Plan Review

- 18.1. The DCEO introduced the paper and set out the objectives of the Plan and she then provided an assessment of their delivery. She explained that the main challenge that was managed was the lack of resources in the Compliance Team following the long term absence of one of the Team. While the Team had pulled together to deliver the Programme the long term absence would have an impact on the yearend target.
- 18.2. **Addendum item for the Board.**

19. Corporate Support

- 19.1. **Addendum item for the Board.**

20. Compliance

20.1. The DCEO reported that 160 reviews had been carried out as at the end of February 2020. The Board noted that most of the inspections have been completed for the year and that the remaining visits are now being carried out by Desk Top Reviews (DTRs).

20.2. Addendum item for the Board.

The Communications Manager (CM) attended the meeting at this point for the next two items.

21. Landfill Communities Fund (LCF) Communications Strategy

21.1 The CM introduced the paper which gave a review of the Communications Strategy for 2019-2022 and the strategy for 2020-2023. She advised that it was her assessment that the Strategy continues to deliver its objectives and she explained that the transition to the new website supplier had worked well.

21.2 She then briefed the Board on the 2020-2023 Strategy, which she explained was linked to the Corporate Plan objectives.

21.3 The Board approved the Strategy.

22. Communications

22.1 The CM provided a communications update since the December 2019 Board meeting, which included publishing new case studies on the website.

The CM left the meeting.

23. Enforcement

23.1. The DCEO provided the Board with an update on enforcement issues. She went on to advise that there were still 20 Environmental Bodies (EBs) on the Frozen list because of their failure to submit annual returns for 2018/2019. The Board noted that these EBs were all unfunded.

23.2. Addendum item for the Board.

24. Regulations and Registrations

24.1. The DCEO introduced the paper and drew the Board's attention to the following key points:

- The updated high risk projects review process;
- Updates to our Guidance Manual; and
- Feedback on the Value for Money (VfM) questions consultation exercise, which was now closed and we had received 56 responses from stakeholders. She also noted that we were due to hold a focus group with 18 stakeholder and this will now be completed by teleconferencing if still required.

The Board noted and thanked her for her update.

25. Any other Business

25.1. No issues were raised.

26. Date of next meeting

26.1. The next meeting will be held on 17 June 2020, at 60 Holly Walk, Leamington Spa.

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CHAIR'S SIGNATURE

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DATE: