



Note for the public copy of the minutes: The sections of the minutes that have been 'blacked out' contain either personal or commercially confidential information.

**Minutes of the Socitm Board of Directors Meeting held 09 July 2008  
at Camden Town Hall - London**

1	<b>Apologies</b>	<b>Action</b>
	Apologies for absence was received from Jos Creese and Melanie Smith	
2	Richard Steel welcomed Shey Cobley and Steve Jones as advisors to the board without voting rights.	
3	<b>Directors Conflict of Interest and Change of Circumstances</b>  Adrian Hancock declared an interest in the MD appointment, and left the meeting during consideration of that item.	
4	<p><b>Governance and Directors' Portfolios</b></p> <p>Following on from the discussion at the last SBD, David Houston had been invited as an advisor to consider this matter further and report back.. He emphasised that the report contained only his own views as he had not been able to get an agreed Affiliate position. David outlined Socitm's governance history and split this into four phases: 1:1986-1995; 2:1995-2003; 3:2003-2008 and 4:2008 since the EGM. He emphasised the current need to have an improved focus on membership and commercial strategy and suggested that the Board consider setting these up as Divisions. Directors could also have specific responsibilities within this governance framework and he gave an example of one possible scheme. At the Phase 2 stage, Socitm Services directors had been very successful particularly in developing the consulting business. [REDACTED]</p> <p>[REDACTED] David had been asked to consider the implications of reverting to an improved Phase 2 model of the society/company structure but recommended that this option be rejected because it would be costly in terms of legal/financial work and have potentially negative taxation implications. The same benefits could be achieved from a divisional structure and clear responsibilities for directors. He recommended that non-executive directors who were not in the Presidential Team be elected at the first AGM after their co-option to the Board – this had been done at the Phase 2 stage.</p> <p>Following general discussion Richard Steel proposed that the Board ran the overall business and passed authority to officers. He felt that the President's team were democratically elected and that was sufficient. The Board was responsible for the appointment of suitably skilled directors and could ensure that the right range of expertise was covered in these appointments.</p> <p>The President's team are elected for a five year cycle (Vice President to Immediate Past President). Whilst Richard Steel has given a full time commitment, future Presidents will not have a full portfolio. New VP's may lack relevant experience and should mirror the IPP in their first year.</p> <p>Work portfolios were allocated as follows: -            HR &amp; Finance – Rose Crozier            Procurement – Steve Hopson            Business Development – David Bryant            Membership &amp; Regions – Steve Palmer            Consulting – Richard Steel            Insight Jos Creese</p> <p>It was agreed that the elected Presidential Team represented the “democratic core”, and other Directors would be appointed by current board members with the aim of</p>	<b>As stated</b>

	<p>achieving an appropriate balance of business skills and experience.</p> <p>The Board also agreed a broad operational philosophy, with the following principles.</p> <ul style="list-style-type: none"> <li>• Maximise commercial revenue through a separate commercial division, within a corporate values and ethics framework.</li> <li>• All profits returned to the Society for allocation to Member Services.</li> <li>• ...and development of services supporting public sector ICT professionalism/ professional development.</li> <li>• All Socitm research and learning to be used to develop and promote Socitm Policies for the benefit of its membership.</li> </ul>	
<b>4A</b>	<p>David Houston left the meeting during the following discussion</p> <p>Richard Steel advised that David Houston has offered his services as an interim commercial director at a favourable remuneration rate. This was agreed in principle pending remuneration discussions.</p> <p>David Houston returned and was welcomed to the Board as an Interim Director</p>	
<b>5</b>	<p><b>Minutes of last meeting</b></p> <p>These were agreed although Adrian Hancock advised that, due to confidentiality issues, the website version had been redacted to exclude sensitive information</p>	
<b>6</b>	<p><b>Matters arising from previous meetings</b></p> <p>Steve Palmer advised that the role of the board and current developments were not transparent to the membership and suggested this could be rectified via an article in the next newsletter.</p> <p>The monthly report to regional chairs is to be reinstated.</p>	<p><b>RS/AH</b></p> <p><b>PL/AH/RS</b></p>
<b>7</b>	<p><b>GovX</b></p> <p>Richard Steel/Adrian Hancock reported that the use of this forum was not fully understood. An audio conference will be arranged, for board members, to demonstrate the functionality.</p>	<b>AH</b>
<b>8</b>	<p><b>Budget</b></p> <p>Adrian Hancock advised that following discussion with out auditor &amp; solicitor that Socitm is still on track to commence with the 'Heads of Agreement' with Consulting on 1<sup>st</sup> August 2008.</p> <p>David Bryant suggested that a 'year to date' model would be more useful as the current financial reports may not be giving the full deficit picture. David to provide examples of reports required.</p> <p>Richard Steel stated that the proposed change of arrangements with Insight had been deferred for the time being.</p> <p>Steve Hopson commented on budget overspends by MSG &amp; SIAG. Adrian Hancock replied that this is being addressed and in relation to SIAG (Now to be known as Socitm Futures) venue expenses will be reduced.</p>	<p><b>DB</b></p> <p><b>RS/JC</b></p>
<b>9</b>	<p><b>Board Development (Appointment of MD)</b></p> <p>Richard Steel advised that a Job Description and Salary Structure had been circulated prior to the meeting and these were discussed at length. [REDACTED]</p>	

	<p>[REDACTED]</p> <p>The board ratified the appointment of Adrian Hancock as Managing Director on a three year contract subject to a satisfactory appraisal and acceptance of KPI's. The salary was agreed at £70k per annum + pension (13.5% as per current Socitm provision) + up to £10k performance related pay (5 KPI's at £2k each)</p>	<b>RS/RC</b>
<b>10</b>	<p><b>Infrastructures (Technical &amp; People)</b></p> <p><b>Technical</b></p> <p>Current systems were viewed as 'not fit for the purpose' with an urgent need for replacement CRM &amp; CMS systems.</p> <p>Adrian Hancock has been sourcing the above systems including 'due diligence' of potential suppliers. He will present definite proposals (with costs and analysis) by August 6th.</p> <p>Steve Palmer suggested a partnership solution utilising the BCS systems.</p> <p>Richard Steel suggested looking at NCC as they view Socitm as a key potential partner. [REDACTED]</p> <p>David Bryant questioned why Baptie were not included in the paper. Adrian responded that discussions are continuing with Baptie and that refined proposals would be presented to the board in August.</p> <p>It was questioned why some suppliers still insisted on payment by cheque. It was agreed to put pressure on all suppliers to utilise online banking and payment facilities. This would be a mandatory requirement for all new suppliers.</p> <p><b>Human Infrastructure</b></p> <p>Adrian Hancock suggested appointing one of the Socitm consultants to either a fixed term or rolling contract (1<sup>st</sup> August 2008 – 31 December 2008) and recommended Mark Brett for this role due to his experience. This was agreed, in principle, subject to availability of financial resources. If appointed, Mark Brett must conform to Socitm's expenses policy.</p> <p>A report to the next SBD reviewing officer roles, responsibilities and remuneration was requested.</p>	<p><b>AH</b></p> <p><b>AH</b></p> <p><b>AH</b></p> <p><b>DB/AH</b></p> <p><b>AHa</b></p> <p><b>AHa</b></p>
<b>11</b>	<p><b>Corporate Values &amp; Ethics</b></p> <p>Papers had been made available via GovX. Board members were requested to view materials and feedback to Richard Steel who will summarise and present to the next meeting.</p>	<b>ALL</b>
<b>12</b>	<p><b>Travel and Subsistence Policy</b></p> <p>A Policy document had been made available via GovX outlining Policy &amp; Subsistence. It was agreed to remove references to 1<sup>st</sup> class travel. Public transport is to be the preferred method of transport. Subsistence was set at £35 per day and internet access up to £10 per day.</p> <p>This needs to be communicated to all Socitm employees.</p> <p>It was agreed to use a booking agency for accommodation – Pam Larsen to investigate</p>	<p><b>ALL</b></p> <p><b>AH/MS</b></p> <p><b>PL</b></p>

<p><b>13</b></p>	<p><b>NAC</b></p> <p>A date of 23 September has been set for the first meeting. Invitations to participate in this group to be sent out.</p> <p>It was agreed that the structure of Socitm and relationships between Groups was to be mapped by the end of September.</p>	<p><b>PL</b></p> <p><b>RS</b></p>
<p><b>14</b></p>	<p><b>Business Partnerships</b></p> <p>Adrian Hancock outlined the need for a meeting with suppliers to ascertain mutual requirements following which 'value packages' would be determined.</p> 	<p><b>AH/RS</b></p>
<p><b>15</b></p>	<p><b>International</b></p> <p>Richard Steel expressed doubts as to the current value of international working but added that maintaining relationships were important. Peter Ryder is currently chairing LOLA with expenses met by Socitm.</p> <p>Richard steel to liaise with Peter regarding current commitments and advising that any further commitment will need to be funded by sponsorship.</p> <p>International delegates will attend the Autumn Conference as usual. Steve Hopson volunteered to organise the international programme for the Sunday.</p>	<p><b>RS</b></p> <p><b>SH</b></p>
<p><b>16</b></p>	<p><b>Membership Model</b></p> <p>Adrian Hancock reminded all of our commitment to present a new membership model at the Autumn Conference. It was felt that recent proposals from MSG lacked the necessary vision required to achieve the required changes.</p> <p>Richard Steel to seek assistance from David Houston.</p> <p>Pam Larsen advised that any changes to the current membership structure would require significant changes to the current systems.</p>	<p><b>RS/DH</b></p>
<p><b>17</b></p>	<p><b>Events</b></p> <p>Steve Palmer reported that the Autumn Conference is shaping up well although more marketing is required. The Events team had done well in previous years but are now a drain on resources and consideration needs to be given to how other Societies have fared.</p>  <p>Steve Palmer volunteered to work with Richard and also to advise the Events Committee of the above.</p> <p>Richard Steel advised that the Socitm stand at London Connect exhibition was not staffed and that this reflected badly on the Society.</p> <p>Pam Larsen advised that the arrangements had been confirmed but will raise the issue at the next Corporate Services meeting</p>	<p><b>RS</b></p> <p><b>SP</b></p> <p><b>PL</b></p>

18	<p><b>Presidents Dinner</b></p> <p>A number of invitations have been issued with a high acceptance level.</p> <p>Formal invitations will be printed as and when sponsorship has been confirmed.</p>	<b>RS</b>
19	<p><b>AOB</b></p> <p><b>MBA Scheme</b></p> <p>Steve Palmer expressed concern that MBA sponsorship was without any payback to Socitm and that student research/dissertations could be used to inform. E.g. Insight It was agreed to suspend further awards while rebuilding financial reserves, but maintain current commitments.</p> <p>Shey Cobley advised that she is a part-time Lecturer at Oxford Brookes University, which has an Oxford University Internet Institute, and suggested that Socitm could build constructive links with such higher educational institutions.</p>	

**Appendix A**  
**Socitm Board of Directors meeting 09 July 2008 Attendance List**

<i>Name</i>	<i>Title</i>
Richard Steel	President (Chair)
Rose Crozier	Immediate Past President
Steve Hopson	Vice President
Steve Palmer	Vice President
Adrian Hancock	Interim Managing Director
David Bryant	Director
David Houston	Affiliate advisor
Steve Jones	Advisor to the Board
Shey Cobley	Advisor to the Board
Pam Larsen	PA to Managing Director