

## Norse Group Board Q2 2023/24

### Held on Thursday 23 November 2023

#### Attendees

Andy Wood	-	Chair, Non-Executive Director
Greg Peck	-	Non-Executive Director, Norfolk County Council
Craig Dearden-Phillips	-	Non-Executive Director, Norse Group Ltd
Brian McCarthy	-	Non-Executive Director, Norse Group Ltd
Lord Gary Porter	-	Non-Executive Director, Norse Group Ltd
Justin Galliford	-	CEO, Norse Group Ltd
Zoe Repman	-	CFO, Norse Group Ltd
Katie Marrison	-	Group HR Director, Norse Group Ltd

#### Also in attendance:

Stuart McWilliam	-	Group Solicitor, Norse Group Ltd
Nick Maddox	-	Group COO, Norse Group Ltd
Harvey Bullen	-	Director of Financial Management, Norfolk County Council

#### Apologies:

Katrina Hulatt	-	Head of Legal Services, Norfolk County Council
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#### 1.0 Declarations of Interest

1.0 None to report.

#### 2.0 Minutes of the previous meeting

2.1 The minutes of the Norse Group Board Meetings held on 31 August 2023 [REDACTED] reviewed and **APPROVED**.

#### 3.0 Matters Arising

- 3.1
- Nick Maddox stated that fuel consumption across the business will be reviewed to identify anomalies. A report will be presented at the next Quarterly Board meeting. **On going ACTION – GCOO**

#### 4.0 Chief Executive Report

The report was taken as read. The following was noted:

- It remains a challenging environment, however performance in Q2 was better than Q1.
- NCS and NCG whilst behind budget, performed well. NorseCare remains a challenge. [REDACTED]

- East Suffolk Norse was successfully demobilised during Q2. Norse have been assisting, outside of the contract, which has been well received and has permitted ongoing commercial arrangements with the Council's new LATCo.
- The Group has recently signed Unison's anti-racism charter and formed a DGE&I committee, led by senior management. This initiative will continue to evolve and ensure Norse promote and deliver an inclusionary environment for all staff.
- Norse have recently recruited a risk and resilience manager, occupational health manager and sustainability manager.
- Financial performance at Evolve has improved considerably in the second quarter, in part due to the significant time invested in the partnership and facilitating positive conversations with the Council regarding the capability of the JV.
- HBS remains a challenge and a consistent rework over the next twelve months is required.

- [REDACTED]

[REDACTED]

[REDACTED]

- The Chair recommended that an audit of JV contracts is undertaken. This will, in part, assist in reviewing the viability of individual JVs.  
**ACTION: GCOO**

- [REDACTED]

[REDACTED]

[REDACTED]

- [REDACTED]
- [REDACTED]
- Regarding NorseCare, it is noted that information is being obtained on the value of all the properties, costs per home, categories of homes and the contracts.
- JV pipeline remained strong during the quarter. [REDACTED]  
[REDACTED]  
[REDACTED]  
[REDACTED]
- Engage App is receiving positive feedback from staff. It is proving to be a beneficial communication tool for the business.
- Norse rebrand continues with the first phase complete.
- The Chair and CEO have been meeting with the newly formed “Shareholder Officer Panel” from NCC as part of emerging revisions to the Shareholders governance model.
- NCC have provided an outline of a proposed future model for NorseCare beyond 2026. Norse are preparing an initial high-level / concept response to facilitate more detailed discussions.
- [REDACTED]
- Joanne Huxtable has been appointed Director of Care and will start with the Group at the end of January 2024.

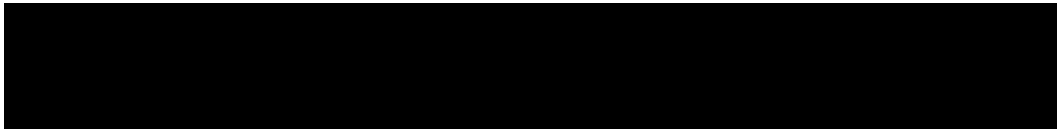
The Board **AGREED** to note the report

## 5.0 Norse Group Financial Report.

5.1 The report was taken as read; the following was noted:

- Q2 FY23 has achieved a trading profit of £0.3m, £1.5m behind budget and £0.1m higher than Q2 of the previous year.
- Group Accounts for 2022/23 have been fully audited and signed following Board approval.
- Partnership revenue is down however Partnerships are performing positively.

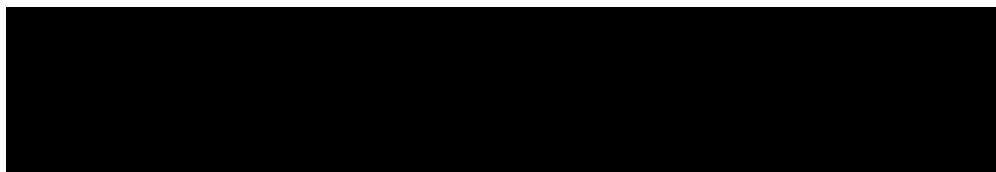
- NorseCare Q2 revenue is below budget by £0.8m at £12.4m against £13.3m. This is mainly due to lower private occupancy in several of the care homes.
- NorseCare agency staff numbers continue to reduce.
- Funding of £10m for the investment of Project One is in place and £1.7m was drawn down in October.
- Net debt is higher than budget however the CFO expressed that they are not concerned that the level of debt cannot be repaid.
- It is noted that the Group are looking at efficiencies in providing services versus inherently loss-making ventures. This will be discussed with the shareholder.
- The value and benefit that Norse brings to the County must be emphasised to NCC. It was recommended data of the benefits, i.e., jobs, costs and efficiencies (to include details of what competitors would charge) are provided to the shareholder. **ACTION**

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The Board **AGREED** to note the report

## 6.0 Group Operations Summary.

5.1 The report was taken as read. The focus of the ensuing discussion was based around transport and care. The following was noted:

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- Interest in All Hallows Care home site has been received. The Chair congratulated the team for the handling of the home closure without incident and confusion from the community.
- There has been a significant reduction in agency spend however the costs are still higher than the executive would like.
- It was requested that a brief is provided to the Board in January regarding potential contract arrangements post 2026 when the NC/NCC contract ends. **ACTION GCOO**

5.2 The Board **AGREED** to note the Reports.

## 6.0 Shareholder Governance Report

6.1 The report was taken as read.

6.2 Whilst this report will evolve, it was suggested that KPIs are added.

6.2 The Board **AGREED** to note the report.

## 7.0 SHEQ Report

7.1 The report was taken as read. The following was noted:

- It was recommended that more detail is supplied relating to accident statistics.
- It was recommended that the SHEQ report is improved by adding more emphasis on RIDDOR/Accidents and ESG. **ACTION: SHEQ DIRECTOR**
- Progress is being made on the Group's ESG strategy.

7.3 The Board **AGREED** to note the report.

## 8.0 Strategic Development and Business Development.

8.1 The report was taken as read. The following was noted:

- Norse are broadening its scope of services.
- It was suggested that the Group, must be proactive and actively look at areas where applications for levelling up funds have been applied for.
- Whilst the Group have used Localis (a right leaning Think Tank) it was suggested that the Group also use a left leaning Think Tank to balance its approach.

8.2 The Board **AGREED** to note the report.

## 9.0 People Report

9.1 The report was taken as read. The following is noted:

- The findings and recommendations of the ISCRE report reaffirmed the need for Norse to develop a plan in respect of ED&I. A staff forum has been created to support the development of this plan.

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9.2 The Board **AGREED** to note the report.

## 10.0 Corporate Communications Update

10.1 The report was taken as read.

10.2 The Board **AGREED** to note the report.

## 11.0 Director Appointments

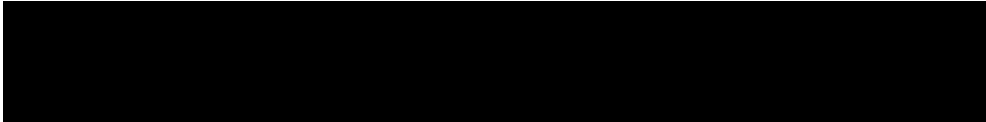
11.1 The report was taken as read.

11.2 The Board **AGREED** to seek Norfolk County Council approval to the appointment of the Directors of the subsidiary companies as set out.

11.3 The Board **AGREED** to note the report.

## 12.0 Governance Update

12.1 The report was taken as read. The following was noted:

- The Group are working through several changes to its Governance and structure which have arisen because of:
  - Recommendations made by Local Partnerships in its 2023 Local Authority Review Guidance
  - Changes introduced by the Procurement Act 2023; and
  - Suggestions from NCC in light of the above.
- Norse are working with NCC to update its governance model. Two key changes are being considered:
  - 1) The formation of a Shareholder Officer Panel (SOP) by NCC which will be responsible for the initial oversight before referring, where necessary appropriate matters to NCC's cabinet and scrutiny committee for decision.
  - 2) The inclusion of a Shareholder Officer Panel report as a standing item in the Norse Group Board pack. This will ensure that information can be presented by Norse against an agreed list on a regular basis.
- It was agreed by the Board that this is a positive step and will be a good basis for Director training. It will also put in place measures that will keep Directors under the control and responsibility, for reporting, to the various JV partners and Councils.
- Directors training must be considered. The implementation and mobilisation of this will be encouraging to potential JV Partners.
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12.2 The NorseCare Advisory Board Terms of Reference, provided in the Board papers are to be adopted and are **APPROVED**.

12.3 The Board **AGREED** to note the report.

**13.0 Project One Update**

13.1  provided the Board with a progression update

**14.0 AOB**

14.1 Nothing to report.

I declare that these are the agreed minutes.

Chairman:



Date: 15/02/24