



Healthwatch Milton Keynes (HWMK)

Board of Trustee Meeting Minutes, Wednesday 7th August 2024

Held at Milton Keynes Business Centre

Attendees	Carol Older – Chair (CO), Paul Day (PD)– Deputy Chair, Mike Cass (MC)– Treasurer, Steve Lazell (SL), Jeff Maslen (JM)
Other Attendees	Maxine Taffetani (MT)– Chief Executive Officer (CEO)/Board Secretary, Tracy Keech (TK) – Deputy CEO
Apologies	Mirza Lalani (ML), Michaela Tait (MTT), Vaasavi Singh (VS), Tracy Keech (TK) – Deputy CEO

Agenda Item No.	Agenda Item	Action/Agreements
1	<p>Opening Remarks and apologies</p> <p>The Chair, Carol Older, opened the meeting at 9.40am.</p> <p>Mirza Lalani and Vaasavi Singh were absent from the meeting without apologies.</p> <p>Paul Day joined the meeting at 10.10 submitting apologies for lateness as a result of an emergency response meeting regarding GMC industrial action.</p> <p>Jeff Maslen joined the meeting at 10.30 submitting apologies just prior to the start of the meeting.</p> <p>Micheala Tait and Tracy Keech submitted apologies.</p>	

2	<p>Motion to remove a Trustee from the Healthwatch Milton Keynes Board of Trustees</p> <p>MT, in capacity as Board Secretary informed the Board of email discussions held between trustee Mirza Lalani (ML), CO and MT in March 2024 where ML notified of his intention to step down from the Board of Trustees. Whilst an agreement was made that ML would remain on the Board and step down at the AGM in November, no further contact has been established with ML and he has not attended the last four Board meetings. MT explained that this has affected the organisations actions in relation to resolutions recently put to members on proposed changes to the organisation's constitution.</p> <p>MT stated that the HWMK Standing Procedures set out under Section 7, clause e, that the Board may resolve to remove a Trustee from the office if they fail to attend all meetings held within a period of six months without a reason judged by the Board to be adequate.</p> <p>MT proposed that the Board of Trustees notify and approve their intention to formally remove Mirza Lalani from the Board of Trustees, by reason of non-attendance to Board meetings for a period exceeding six-months and update records accordingly. MC formally proposed this motion to the Board. SL seconded the motion.</p>	<p>MT to update Charity Commission records accordingly.</p>
3	<p>Declarations of Interest No conflicts of interest were declared.</p>	
4	<p>Adoption of Agenda The agenda was adopted without amendment.</p>	
5	<p>Minutes of the meeting held on Wednesday 6th May 2024 The Board approved the minutes of the meeting held on Wednesday 8th May 2024, subsequent to a single amendment to a typo. It was agreed that the Chair</p>	<p>Maxine Taffetani to upload signed</p>

	would sign a digital copy of the minutes after the meeting, once changes had been adopted.	copies to HWMK website.
6	<p>Matters Arising – Action Log</p> <p>MT gave an update on actions completed, in progress and outstanding on the matters arising action log.</p> <p>Actions 2 – externally facilitated strategic development work, and 11 – investigations with regards to VAT registration requirements remain paused. MC noted that the VAT matter has not been prioritised but does require resolution.</p> <p>Actions 9 – Completion of Quality Assessment Framework, 12 – upload of budget, 13 – publication of February 2024 Board meeting minutes, 14 – Stakeholder concerns and HWMK impact in Primary Care, and 15 – reinstatement of Nominations Committee and trustee recruitment were approved as completed and closed.</p> <p>Action 16 – Trustee skills audit action plan. The CEO noted that this work has not yet started and will be an ongoing project through the Trustee recruitment period, and new Trustee induction following the AGM in November.</p> <p>Action 17 – DBS Board Assurance report. It was noted that work is in progress and will be reported to the next Board meeting.</p> <p>Action 18 – Options appraisal of alternative banks. It was noted that this item remains open. MT has provided MC with a list of banking providers. MT highlighted that the cap for fee protection was standard, and that the organisation would have to have several bank accounts to ensure cover for all funds,</p>	<p>Presentation to trustees scheduled for November Board.</p>

	<p>particularly to protect funds at the start of a financial year. MT recommended that the Board could consider requesting that Milton Keynes Council revert to quarterly payments of the grant, to reduce risk and requirement to have multiple accounts. Trustees discussed transfer of reserves into savings account. Trustees agreed that this would be discussed/considered in a future meeting of the Chair, Deputy Chair, Treasurer and CEO regarding financial risk.</p>	<p>MT to assess current insurance protection for financial losses.</p> <p>CEO to schedule financial risk meeting for October.</p>
7	<p>Chief Executive Officer's Report</p> <p>MT presented her report, providing the Board with an update with regards to exceptional strategic and operational activities which included completion of the review of 2023-24 Quality Accounts, funding bids and business development activities and a briefing on the outcome of a financial reporting request to the ICB.</p> <p>MT provided an update to the Board on the progress of trustee recruitment and informed trustees that work is being undertaken to revise the interview questions and competency framework, in advance of interviews which will take place mid-September. MT provided trustees with a copy of the minutes of the meeting of Nominations Committee held on 17th July 2024 in the papers pack for information.</p> <p>MT provided the Board with an update on partnership and strategic relationships activities, highlighting ongoing improvements to governance within Milton Keynes Hospital's Council of Governors, the local launch event for the Denny Review, the establishment of the Milton Keynes Primary Care Collaborative and meeting with the CFO at Willen Hospice regarding their strategic</p>	

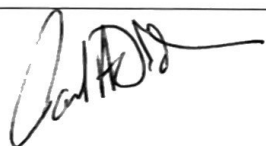
	<p>and financial challenges within the context of ICB funding for end of life care across Bedfordshire, Luton and Milton Keynes.</p> <p>The CEO also provided the Board with activities and performance updates against the organisation's strategy.</p>	
9	<p>Staff Introduction – Business Development <i>Item 9 was moved earlier within the agenda at the meeting.</i></p> <p>Teresa Doyle (TD) – Bid writer – attended the meeting to introduce herself to Trustees. TD provided trustees with information about her professional background and briefed the Board on opportunities, barriers, risks and activities taking place to achieve more diverse and sustainable sources of income.</p> <p>CO highlighted the importance for TD and the organisation to understand current changes to procurement law. CO stated that she wished to review all bids prior to submission.</p>	CO to send TD information on procurement law changes.
8	<p>Activities and Performance Report <i>Item 8 was moved later within the agenda at the meeting.</i></p> <p>MT led on this item, noting that Tracy Keech – Deputy CEO – was running Healthwatch Network Enter and view training and unable to attend the meeting.</p> <p>MT provided an update on operational activities and performance against major projects including the core grant, Translation and Interpretation mapping, PPG toolkit, Research Engagement Network event, Improving System Flow and the end of the Campbell Centre project.</p> <p>Trustee noted the content of the report.</p>	

10	<p>Standing Items</p> <p>Part One – Governance</p> <p>The CEO presented the Strategic Risk Register and noted that full review of the risk register is scheduled for the November Board. MT highlighted two emerging risks including reputational and strategic financial risks resulting from performance of the ICB project team and the Healthwatch collaborative regarding the Denny Review, in addition to the quality and performance of other stakeholders in receipt of health inequalities funding for the Denny project.</p> <p>MT recommended that the Board approve the establishment of a meeting of the Chair, Deputy Chair and Treasurer to discuss financial and partnerships risks with a view to accurately describing risk and building risk treatment plans within the strategic risk register. Trustees approved this activity.</p> <p>MT provided additional verbal updates on constitutional changes and strategic planning informing Trustees that the resolutions that propose changes to the Healthwatch MK constitution would need to be repeated due to matters related to item 2 of the agenda.</p> <p>MT asked for Trustees to approve 18 policies, noting that the high number was due to the scheduled review of all HR related policies. MT confirmed that HRi had completed the review of all HR policies and informed the Board that the Deputy Chair had undertaken some revision work on the Redundancy policy.</p> <p>MT drew Trustees’ attention to the new Carers Leave policy and requested the Board give support for the position on pay for carers leave, as stated in the current draft. Trustees approved the policy as written. Trustees approved all policies.</p> <p>MT provided Trustees with a compliance update and</p>	
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	<p>action plans for Information Governance following the recent review meeting with the Data Protection Officer, information about staff recruitment, communications performance.</p> <p>MT informed the Board of the completion of the Quality Assessment Framework and feedback from the HWE regional lead, who emphasised the high level of impact reporting in the organisation's 2023-24 annual report.</p>	
11	<p>Standing Items Part Two - Finance</p> <p>The Treasurer, Mike Cass provided the Board with the draft accounts for 2023-24 prepared by AJR. The Accounts were approved by the Board and signed by the Chairperson.</p> <p>MC provided an update to the Board on the budget for 2024-25 highlighting exceptions which included some small differences to the budgets presented to the Board in May and the recent inclusion of budgets for the Research Engagement Network 2nd phase project (REN2) and Improving System Flow 2nd phase project (ISF2).</p> <p>MC noted that the adjusted budget is now a net loss of £7.1k compared to the loss agreed at the March Board of £11.1k and provided trustees with a detailed Budget within his report pack.</p> <p>MC presented financial performance report for quarter 1, up to 30th June 2024 highlighting that staff charged to the core grant may spend time on other projects and because the organisation doesn't currently operate time sheets, these costs are not recharged and therefore variances are noted in the report on the wages line.</p> <p>MC provided Trustees with an update on reserves and wind-up adequacy, highlighting that whilst the position</p>	

	<p>is improved the organisation has a significant issue for 2026-27 core operations if no inflation adjustment is obtained through the local authority.</p> <p>JM discussed that he had reviewed the risk register and reviewed the risk treatment plans against financial risk, noting that the plans reflected a full assessment of risk and a broad strategic approach to reducing risk.</p> <p>CO highlighted Healthwatch England's sustainability programme and the risks that increased funding to the Healthwatch network does not look promising. MT informed the Board of the discussions within the HWE workshops she had attended highlighting the risk that HWE's approach could further reduce funding available to the organisation. JM noted through the discussions that the organisation must accept that financial uncertainty will be ongoing, and a flexible approach will be needed, and ongoing.</p>	
13	AOB	

Signed:



Name:

CAROL A. O'LEARY

Position:

CHAIR