

## Healthwatch Milton Keynes (HWMK)

Board of Trustee Meeting Minutes, Wednesday 11<sup>th</sup> September 2019.

Jupiter Room, Milton Keynes Business Centre, Milton Keynes, MK14 6GD

Attendees: Hilda Kirkwood (HK) - Chair Mike Newton (MN) - Deputy Chair, Alan Hancock (AH) - Deputy Chair, George Assibey, Jane Whild (JW), Mary Legge (ML), Paul Egerton (PE), Lesley Bell (LB), Maxine Taffetani (MT) - CEO

Apologies: Simon Sharkey Woods (SSW)

Not present: Ama Bimpong (AB), Anita Devi (AD), Merrilee Briggs (MB), Lynn Kent (LK) - Minute Taker

Minute Taker: Maxine Taffetani (MT) - CEO

Agenda Item No.	Agenda Item	Action/Agreements
1	<p><b>Opening Remarks and apologies</b> Apologies and absences were recorded.</p> <p><b>Opening Remarks</b> Hilda Kirkwood (HK) Chair welcomed all to the meeting. The Trustees present noted the absence of several Trustees and HK agreed to make contact with them outside the meeting.</p>	
2	<p><b>Introductions</b></p> <p>HK invited all Trustees to introduce themselves for the benefit of new arrivals, and to provide some background on their interests and experience. She explained that brief biographies of all trustees are placed on the HWMK website, for the information of all members.</p>	MT to ensure that short biographies of all Trustees are placed on the HWMK website.
3	<p><b>Declaration of Interests</b></p> <p>3.1: JW declared that she leads a political branch of the Women's Equality Party in Milton Keynes and is standing for election in May 2020.</p>	



	<p>6.1: AH proposed and GA seconded. MT will edit any typos and send to HK to sign corrected version. HK signed the paper copy of the minutes as a matter of record.</p>	<p>MT to correct small typos and return to HK for second signing.</p>
<p><b>7</b></p>	<p><b>Standing Agenda Items Report</b></p> <p><b>7.1: Information Technology (IT):</b> There are no IT exceptions this month and all equipment is performing to a good standard. MT has requested the IT support suppliers (Entrust IT) to complete a risk assessment on the overall health of IT resources, including printing facilities, so that a timescale plan of future expenditure in IT assets can be created and the risk register updated.</p> <p><b>7.2: Human Resources (HR):</b> MT informed the Board that the Terms and Conditions consultation meetings with staff took place and all staff signed up to the changes. MT is liaising with the HR retained service (HR Initiatives) to update the staff handbook and reissue and issue relevant contract amendments.</p> <p><b>7.3: Information Governance:</b> MT advised the Board of Trustees that a review of all relevant General Data Protection Regulations (GDPR) policies and consent forms was completed in July and correspondence sent to all staff and volunteers. MT reported that the return rate has been 19/31 to date.</p> <p><b>7.4: Governance:</b> MT included the minutes of the Governance Committee held on 29<sup>th</sup> August 2019 as part of the Standing Items Agenda report. MT noted that 5 actions from the Governance Committee had been added to today's agenda.</p> <p><b>7.5: Finance:</b> MT noted a failure to circulate the management accounts for the period ending July 31<sup>st</sup>, 2019 and will liaise with the Administration Officer to ensure reports are circulated in a timely fashion for Board meetings. MT gave a briefing to the Board on the financial position at the end of 2018-19. She explained that the Board meeting fell too early to have the August accounts finalised, but the estimated current position at the end of August is a surplus of £2.700. MT also explained that the 6-month reforecast will begin shortly and will go to the Finance Committee in October. ML asked how often re-forecasting is carried out and MT confirmed that this was once a year at the 6-month point.</p>	<p>MT to send highlight copy of staff handbook to Trustees when reissued.</p> <p>MT to send chasing email to complete this work stream.</p> <p>DP to circulate Management Accounts</p>

	<p><b>7.6: Health and Safety:</b> MT explained that policies have been reviewed and mandatory training is taking place. Some outstanding procedures require development, although the activities are being completed e.g. fire risk assessments.</p> <p><b>7.7: Risk:</b> Risk: AH gave a background briefing on the risk register. Pressure of time has meant that it has been difficult to review risk fully at the Board, and in consequence the Governance Committee scrutinises it in detail. In response to a query from LB on safeguarding issues under Risks 2 and 9, in relation to the creation of the MK Together framework, MN summarised the Safeguarding responsibilities for Trustees and MT suggested that these two risks may require some merging. For this reason, the Governance Committee has planned a further review at its next meeting.</p>	<p>MT to recirculate Safeguarding documents to the Board.</p>
<p><b>8</b></p>	<p><b>Standing Procedures</b></p> <p>8.1: AH advised the Board that currently it has no agreed standing procedures, as although a draft exists, this was never formally approved by the Board .He noted that the Governance Committee had agreed it needed to be reviewed and listed it as a point of action.</p> <p>8.2: MT had circulated a briefing within the Board papers, which outlines the present situation and proposes that a Task and Finish (TAF) Group be set up to review and redesign the Standing Procedures.</p> <p>8.3: HK asked whether the Trustees felt the CEO should be included. MT replied that she was happy to be involved, but that the Board should take her capacity into account and involve her at appropriate stages. GA agreed with this approach, suggesting that while the Trustees have nothing to hide from the CEO, the standing procedures do require an initial trustee focus. MN noted that one of the main areas requiring a revision of formal procedures is the arrangements for the election of trustees.</p> <p>8.4: HK called for volunteers to join the TAF. AH, GA and ML and MN confirmed their interest. AH gave some background on why we had adopted the Charity Commission’s template constitution for a CIO and explained that the Board had been aware of the need for adaptation as we progressed. GA believed that the Charity Commission is flexible, and that there is time before the next Annual General Meeting to adopt a revised approach. HK asked the group to arrange a meeting.</p>	<p>MT to provide admin support to set up the TAF, circulate relevant documents to the TAF members.</p>
<p><b>9</b></p>	<p><b>Terms of Reference</b></p>	

	<p>The reviewed Terms of Reference for the Board had been circulated to the Board within the papers for the meeting. AH explained that the current version of the Terms of Reference has been revised by the Governance Committee, updated and reduced slightly in length.</p> <p>He went on to note that the chair role omits the function of line management of the Chief Executive Officer and that under point 4 of Compliance the text should be altered from ‘supervise’ to ‘monitor’. The Trustees present agreed with the revised terms of reference, including the amendments described above.</p> <p>ML asked whether there are role descriptions for Trustees and the different roles within the Board. MT explained that there are role descriptions for individual roles and recommended that the order of review should be the Standing Procedures followed by the Terms of Reference and then a review of the role descriptions for specific trustees.</p> <p>MN gave some background as to why the treasurer’s responsibilities should be reformulated, and also suggested that some of these responsibilities should be shared generally across all trustees.</p> <p>ML asked how basic documents, such as Terms of reference and Standing Procedures, are made available to the Board and to public attendees. It was agreed that hard copies should be available to consult at all Board meetings. MT agreed that her combined responsibility as CEO and secretary is challenging and acknowledged some improvement was required to the Secretary role.</p>	<p>ToR to be amended accordingly</p> <p>To be noted by Governance Committee</p> <p>The secretary to ensure that hard copies of documents listed in the Terms of Reference are available at Board meetings.</p>
<p><b>10</b></p>	<p><b>Succession Planning</b></p> <p>AH introduced a briefing on Succession Planning, which formed part of the Board’s papers. He outlined the proposal that HK should remain as interim Chair until a new Chair is elected, if possible, at the next Board meeting in November 2019, so as to ensure continuity. The Board is now asking any Trustees interested in taking on the role of Chair to discuss their interest with MT.</p> <p>HK noted that the duties of the Chair will evolve and that the Board was not asking people to declare an interest today, but to get in touch as soon as possible so we can move this forward.</p> <p>AH proposed that the current Deputy Chairs should stay in place for the time being and that the new Board should decide how many deputies are needed in future, when a new Chair has been elected. He emphasized that more</p>	

than one person might declare an interest and, in this event, an anonymous email ballot might take place.

HK agreed with the proposal and opened the discussion to the trustees for comments.

PE asked about the key requirements of the role, as there is a perception that HK spends a considerable amount of time fulfilling the role.

AH explained that the Chair and Deputy Chairs understand this concern and underlined that a new appointee would not be expected to undertake the same amount of work.

ML asked about the current time commitment. HK explained that she was previously very involved in higher level meetings, but that this situation has evolved over time, with MT taking on some of these roles. She also advised that the new Chair will have to decide whether they wish to sit on the Health and Wellbeing Board. ML asked for an indication of the likely future time commitment in terms of days, which led to a general discussion without arriving at a clear figure. ML also asked whether the Board considers it appropriate for an incoming new Trustee to take on the role, and on being advised that no current Trustees have put themselves forward, she asked for specific clarification that the Board is requesting a new Trustee to apply. PE felt that the time commitment has already been more than anticipated, and that he had concerns about his lack of experience with HW.

MN noted that the main function of the Chair is to chair meetings and the role is supported by deputies. He expanded on the external responsibilities of Healthwatch Milton Keynes, stating that the CEO and Deputy CEO have taken on most of those responsibilities.

AH underlined that the situation has developed over time. The Founding Trustees had to set up the organisation and were compelled to be very operational at the outset, but we now we have a viable and well run organisation.

MT explained that she was in the process of setting up individual meetings with all new Trustees before the end of October. The objective is to identify a suitable candidate(s) in time for an election at the next Board of Trustees in November 2019.

JW asked whether the Board had considered co-chairs. HK agreed that it could be a possibility, but GA believed that the Board would need to review its Constitution and

	<p>possibly seek guidance as there may be restrictions on a co-chair mechanism.</p> <p>HK noted that some new Trustees were absent from the meeting and sought advice from the Board as to how to take this forward. It was agreed that HK would email those Trustees who had not submitted apologies. ML added that it was worth reminding Trustees of the etiquette of apologies.</p>	
11	<p><b>Committee Structures</b></p> <p>MT gave a briefing on the rationale for the new Board and Committee framework, explaining which committees had been operating for some time and which were being newly formed. HK emphasised that this represents a fundamental change in how decisions are taken in the organisation.</p> <p>ML asked whether HK is stepping down from the Board when she is no longer Chair. HK replied that she was still unsure, but that she intended to phase herself out over time.</p> <p>A discussion followed on each of the groups and committees, and on membership. It was agreed that the Project Group would comprise SSW (who had previously expressed his interest), AH and LB.</p> <p>PE expressed an interest in joining the Finance Committee.</p> <p>ML would be happy to be on the Project Committee and swap with SSW if he were interested in the DPO Committee.</p> <p>MN discussed the issues and impacts of GDPR on the Healthwatch network as a public body. MT explained Healthwatch Milton Keynes' current arrangements for a Data Protection Officer (DPO).</p> <p>JW expressed interest in the DPO Committee</p>	<p>MT to send confirmation email.</p> <p>MT to add PE to Finance Committee</p> <p>MT to discuss with SSW at the 1-1 meeting.</p> <p>MT to add JW to the DPO Committee</p>
11	<p><b>Chief Executive Report Annex 3</b></p> <p><b>Performance Briefing:</b></p> <p><b>a) Annual General Meeting</b></p> <p>MT briefed the Board on the findings of the evaluations included in the CEO report. ML recommended that we publish the details of stallholders on the agenda sent out in advance and provide more detail on lunch and</p>	

<p>networking arrangements in future. PE asked whether attendance had reached the level expected and MT confirmed that attendance was at the same level as in previous years, with a slight increase. There were also more stallholders. AH believed that the return rate of 35 evaluation forms was good and the Board agreed that in future, evaluation forms should be emailed to those professionals who leave before the members section takes place.</p> <p><b>b) MK Together ‘Sponsor’ update</b> MT expanded on the details given within the CEO report included as part of the papers for the meeting.</p> <p><b>c) NHS Long Term engagement Plan Project</b> MT gave a verbal briefing of the detail within the CEO report. The Board discussed the Sustainability and Transformation Plan (STP) and Integrated Care System (ICS) in some detail and the challenges Healthwatch have experienced in exerting influence. MT noted that at an MK place level the increasing response to the Long Term Plan does reflect the findings of Healthwatch Milton Keynes, Luton and Bedfordshire’s Long Term Plan report. HK believed that local Healthwatch need a breakthrough in terms of challenge to the ICS.</p> <p><b>d) Performance Quarter 2 Briefing</b> HK invited questions on the Quarterly Grant Report. MT explained that at the point when the Board meets in November the schedule will aligned, with up to date Grant reports. LB noted that some updating was required on the Grant report template.</p> <p><b>e) Business Plan Area 1: Projects</b> GA asked for some clarification on the Young People’s project, which was duly provided by MT.</p> <p><b>f) Business Plan Area 2: Enter and View</b> MT to circulate a briefing about Enter and View to new Trustees.</p> <p><b>g) Business Plan Area 8 Sustainability</b> HK confirmed that a meeting will take place in October to discuss future Grant arrangements.</p> <p>MT briefed the Board on the Milton Keynes Council Partnership Board review and the funding received to run this project.</p> <p><b>h) Healthwatch Advisory Panel Statement of Purpose</b> There was insufficient time at the meeting to address this item, but AH advised the Trustees that the draft</p>	<p>MT to circulate MK Together Document to new Trustees</p> <p>MT to circulate HWBLMK Long Term Plan report.</p>
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	Statement of Purpose was for information only and will be discussed at the next HAP.	
<b>11</b>	<p><b>AOB:</b></p> <p>ML noted that Dee Prior had not asked for bank details from Trustees in order to reimburse expenses.</p> <p>GA requested clarification by email on the date of the Standing Procedures TAF.</p>	<p>MT to follow this up.</p> <p>MT to arrange the TAF meeting.</p>
<b>12</b>	<p><b>Dates and times of Future meetings</b></p> <p>Wednesday 13<sup>th</sup> November 2019</p> <p>Wednesday 12<sup>th</sup> February 2020</p> <p>Wednesday 13<sup>th</sup> May 2020</p> <p>Wednesday 12<sup>th</sup> August 2020</p> <p>Wednesday 11<sup>th</sup> November 2020</p>	