

## Healthwatch Milton Keynes (HWMK)

Board of Trustee Meeting Minutes, Wednesday 12<sup>th</sup> August 2020

Via Zoom video conferencing facility 9.30am - 11.30am

Attendees: Mary Legge (ML) - Chair, Mike Newton (MN) - Deputy Chair, Alan Hancock (AH) - Deputy Chair, Jane Whild (JW), Maxine Taffetani (MT) - CEO, Tracy Keech (Deputy CEO)

Apologies: George Assibey (GA), Ama Bimpong (AB), Paul Egerton (PE)

Minute Taker: Maxine Taffetani

Agenda Item No.	Agenda Item	Action/Agreements
1	<p><b>Opening Remarks and apologies</b></p> <p>MT recorded apologies for George Assibey and Paul Egerton. Ama Bimpong had mentioned she was travelling and if she didn't attend the meeting, it was a technology issue.</p> <p>ML welcomed all Trustees, noted that the meeting was quorate and could proceed.</p>	
2	<p><b>Election of the Chairperson</b></p> <p>MT opened the item reminding Trustees that the re-election of the Chairperson and Deputy Chairpersons of the Board, and Treasurer take place on the first meeting of the Board following the Annual General Meeting.</p> <p>MT explained that she had sent emails requesting trustees to express an interest in the role of Chairperson and then subsequently emailed Trustees seeking support individual nominations.</p> <p>MT explained that Mary Legge had been the only Trustee to express an interest in the Chairperson role and that a majority of Trustees had supported the nomination. MT then asked for a proposer and a Trustee to second the proposal. Alan Hancock proposed the motion and Jane Whild seconded the</p>	

	<p>proposal of the motion. This confirms Mary Legge in post as the Chairperson of the Healthwatch Board of Trustees until the meeting following the 2021 Annual General Meeting.</p> <p>MT explained to the Board that as the current Treasurer is on holiday, and was unable to express an interest in being nominated for the role of Treasurer due to his leave, that the election of the Treasurer take place at the November Board meeting. Trustees approved this proposal.</p> <p>ML addressed Trustees regarding her commitment to continuing with the role of Chairperson at present in view of MT's maternity leave but would like to identify a potential successor at an early stage.</p>	<p><b>MT/TK to add Treasurer election to the November Board agenda</b></p>
<b>3</b>	<p><b>Election of the Deputy Chairpersons</b></p> <p>ML noted that MT had completed the same process of seeking expressions of interest for, and support for individual nominations for the two posts of Deputy Chairperson.</p> <p>ML explained that Alan Hancock and Ama Bimpong had expressed an interest in being nominated for the posts of Deputy Chairperson and that a majority of Trustees had supported the nominations. ML then asked for a proposer and a Trustees to second the proposal for both Alan Hancock and Ama Bimpong. Jane Whild proposed the motion and Mike Newton seconded the proposal of the motion. This confirms Alan Hancock and Ama Bimpong in post as the two Deputy Chairpersons of the Healthwatch Board of Trustees until the meeting following the 2021 Annual General Meeting.</p>	
<b>4</b>	<p><b>Declarations of Interest</b></p> <p>None disclosed.</p>	
<b>5</b>	<p><b>Adoption of the Agenda</b></p> <p>Trustees approved the adoption of the agenda.</p>	
<b>6</b>	<p><b>Minutes and Actions arising</b></p> <p>There were no noted corrections on the minutes of the Board of Trustee meeting held on 13<sup>th</sup> May 2020.</p> <p>MT gave a verbal update on incomplete actions against matters arising from the meeting held on 13<sup>th</sup> May 2020. No further comments or questions were raised.</p>	
<b>7</b>	<p><b>Committees of the Board of Trustees</b></p> <p>Trustees discussed areas regarding committees of the Board and the proposal to suspend the Performance and Information Governance Committees until 2021.</p>	

	<p>JW asked about the suspension of the Information Governance Committee in relation to the recent GDPR breach prior to the AGM. MT explained that GDPR reporting remains independent of the Information Governance Committee, that the Data Protection Officer and Board would always be notified of any incident and procedures can be followed directly with the Board.</p> <p>All trustees were in favour of suspending the two committees until 2021.</p> <p>The Trustees then discussed the appointment of Trustees to the Governance and Finance Committees. MN sought clarification on those members required on the committee according to the terms reference and those ex-officio members. MT explained the table she had presented within the papers for the meeting offered that differentiation and gave a detailed explanation.</p> <p>ML noted that AB, as Deputy Chair would join the exec group and asked MN whether he wishes to continue on the finance and governance committee or stand down. MN confirmed he wished to step down from both.</p> <p>AH confirmed he wishes to remain on the governance committee.</p> <p>JW confirmed she would join the finance committee.</p>	<p>MT to note changes and inform Administrator, for the purposes of meetings.</p> <p>ML to speak to AB outside of the meeting re Deputy Chair role and exec group/committee presence.</p>
<p><b>8</b></p>	<p><b>Annual General Meeting</b></p> <p>The Board received the draft minutes of the Annual General Meeting held on Wednesday 29<sup>th</sup> July 2020 to approve, in principle. Trustees noted no corrections to the minutes and agreed to the accuracy of the draft. MT confirmed the notes would be formally approved at next year's AGM.</p> <p>Trustees noted, as a matter of record, the paper circulated by the Governance Committee to the Board of Trustees regarding the holding of a virtual AGM. Approval regarding holding the AGM on a virtual platform had been agreed by Trustees by email in advance of the AGM.</p> <p>The Trustees received a briefing by MT on the delivery of the AGM event. ML commented that it felt like a lot of work for 27 attendees. AH noted that it has taught the team a lot about online platforms for future engagement work.</p>	

<p>9</p>	<p><b>Reforecast and Financial Position</b></p> <p>MT outlined verbally the detail set out in a reforecast and financial position paper the Trustees has received in advance of the meeting and set out the decisions required by the Board at the meeting.</p> <p>It is recommended to the Board that an early conversation with the commissioner should take place to address the expenditure issues. ML clarified that the grant manager had asked for an early conversation as possible regarding any surplus in our accounts. All Trustees agreed to an early conversation with the grant manager.</p> <p>It was also recommended by the CEO that the Board decide to ringfence £2,115 of the forecast surplus to office costs and move into reserves, or add it to the known surplus, increasing the current surplus to £12,514. Trustees agreed to hold the £2,115 in reserves until the office refurbishments could be completed, noting that computer and desk equipment has not yet been purchased.</p> <p>The third recommendation was that the Board take a position on accruals related to Covid-19 and work with the grant manager to agree that accruals of surplus are related to matters out of our control and agree a plan to spend in the next financial year, anticipating activities are able to return to some form of normal and acknowledging that it would be impractical and significantly challenging to recruit further staff in this financial year. ML noted that it was not feasible to take on any additional staff at this time.</p> <p>Trustees agreed that the ideal solution would be to work with the grant manager to agree a carryover of the end of year surplus, which could enable Healthwatch Milton Keynes to continue E&amp;V programmes and employ an additional member of staff to recover from Covid restrictions with strong engagement capacity. It was agreed an offer of return of funding for the Enter and View post could be considered if an alternative agreement isn't reached.</p> <p>ML confirmed the next meeting with the Grant Manager is on 3<sup>rd</sup> September.</p>	<p>MT to set up meeting between ML, MT, and TK prior to her maternity leave to prep for 3<sup>rd</sup> Sept meeting.</p>
----------	--	--

<p><b>10</b></p>	<p><b>Covid-19 Recovery Plan</b></p> <p>The Board of Trustees were issued in advance of the meeting HWMK Covid-19 Recovery plan and the completed Covid-19 Risk Assessment for Office Working. Trustees were asked to formally approve approach to risk assessment and planning both sustainable home working and phased returns to the office.</p> <p>ML noted that there was lots of conflicting advice around returning to the workplace and that the recovery plan was balanced. Trustees confirmed they were satisfied with the approach to recover and ML thanked MT for the work in developing the recovery plans.</p>	
<p><b>11</b></p>	<p><b>Business Plan October - March 2021</b></p> <p>The Board of Trustees were issued in advance of the meeting the October 2020 - April 2021 Business Plan. It was noted that the Business Plan seemed ambitious and MT explained that due to the nature of how responsive projects currently are, as well as how uncertain the future of some projects are, some may not develop into impactful activities.</p> <p>AH stressed that the business plan is more of a direction and needs to be reviewed regularly.</p> <p>Trustees approved the 6-month business plan.</p>	
<p><b>12</b></p>	<p><b>Standing Items Agenda Report</b></p> <p><b>Business Continuity Plan:</b> Trustees approved the Covid-19 Business continuity plan be placed into a business as usual status and will be reinstated should further emergency response/ lockdowns affect the business.</p> <p><b>IT:</b> Trustees were briefed by MT on security updates Entrust IT had made to reduce spoofing emails. MT asked Trustees to check their junk folders for genuine emails that are sometimes blocked through these updates.</p> <p><b>Human Resources:</b> MT gave the Board an update on induction of the Enter and View Coordinator, Service Coordinator Recruitment, Trustee Safeguarding training, Interim CEO arrangements update and annual leave.</p> <p><b>Information Governance:</b> MT gave an update on the GDPR incident on 28<sup>th</sup> July 2020 and actions taken. TK wished to emphasise to the Board that the incident was considered a</p>	<p><b>MT and TK review the absence of staff and Trustees section prior to MT's leave</b></p> <p><b>MT to email Trustees that are outstanding on safeguarding training and when the payment expires</b></p>

	<p>minor, non-reportable breach, that our response was lawful, and the apology issued was best practice.</p> <p><b>Finance:</b> MT confirmed to the Board that the Annual Return to the Charity Commission was complete.</p> <p><b>Performance:</b> Trustees had received a copy of April - June grant report submitted in July. Trustees were happy with performance.</p> <p><b>Governance:</b> Trustees received in advance of the meeting a copy of the Interim Schedule of Delegation that TK will use whilst in post as Interim CEO.</p> <p><b>Health and Safety:</b> MT explained that risk assessments with regards to working from home and returning to the office will be taking place over the next two weeks.</p> <p><b>Risk:</b> Trustees approved the risk register.</p>	
<b>13</b>	<p><b>Chief Executive's Report</b></p> <p>MT gave a briefing on Performance exceptions, noting only one area of the April- September business plan didn't launch.</p> <p>MT also gave a briefing to the Board on the findings of the first of two staff meetings to review progress against the 2018-2021 strategy. A full report will be available following the second meeting.</p> <p>MT gave a report against progress of the handover and training to Interim CEO.</p>	<b>MT to circulate the full report when completed.</b>
<b>14</b>	<p><b>AOB</b></p> <p>ML expressed her good wishes to MT on behalf of the Board for her maternity leave.</p>	
<b>10</b>	<p><b>Dates and times of Future meetings</b></p> <p>Wednesday 11<sup>th</sup> November 2020</p> <p>Wednesday 10<sup>th</sup> February 2021</p> <p>Wednesday 12<sup>th</sup> May 2021</p> <p>Wednesday 11<sup>th</sup> August 2021</p> <p>Wednesday 10<sup>th</sup> November 2021</p>	

Signed



Name: Mary Legge, Chair

Date: 11<sup>th</sup> November 2020