

**Minutes of the Board of Trustees meeting held via Zoom on
Wednesday 23rd September at 10.00hrs**

PRESENT

Margaret Moffat, Chairman

George Kempton, Vice Chairman

Audrey Harris

Chris Kitchin

Cynthia Matthews

David Paterson

Paul Farenden, Honorary Treasurer

Wendy Lindley

IN ATTENDANCE

John Rostill OBE, Chief Executive

Debbie Arnold, Fellowship Administrator

The meeting commenced with a moment's silence in remembrance of Ethel Armstrong

Action

0180 1. APOLOGIES FOR ABSENCE

Danny Mortimer , Clare Panniker

0181 2. DECLARATION OF CONFLICTS OF INTEREST

There were no declared conflicts of interest

0182 3. MINUTES OF THE MEETING HELD ON WEDNESDAY 13th MAY 2020

The Minutes of the Board meeting of 13th May 2020 were confirmed and the Vice Chairman proposed that they be adopted and agreed. This was seconded by Audrey Harris

A hard copy of the Minutes will be provided for signature by the Chairman at a later date.

0183 4. MATTERS ARISING

There were no matters arising

0184 5. CHIEF EXECUTIVE'S REPORT

The Chief Executive highlighted the following:

Staff activities - the staff have continued to work and the scope of support given by Officers to members and branches was highlighted in the September 2020

edition of the Fellowship newsletter. Members have appreciated this activity and he expressed his thanks to staff for continuing to “go the extra mile”.

Members have also expressed their appreciation for the regional newsletters that have been distributed on a regular basis as well as for the Monthly letters from the Chief Executive.

In addition, almost 500 members have been regular participants in the fortnightly Mirthy talks. It has been agreed with Mirthy that these talks will continue at no cost, at least until Christmas and perhaps beyond that.

Meetings - The majority of branches have not held meetings, but a number of have held Zoom events and some have held socially distanced outdoors events.

From 14th September it was fairly clear that meetings of over 6 people, (even in COVID- secure premises) were not permissible and from 22nd September this is covered by legislation with the possibility of fines being imposed if the regulations are not adhered to. These measures could be in place for 6 months. Chris Kitchin stressed the importance of making members and branches aware of the possibility of fines being imposed if the law is broken.

The Chief Executive took note of the position established both by the Women’s Institute and the RIBI (Rotary). Rotary examined the wording very carefully and considered the exceptions where groups can be larger than 6, which can be (a) for work, or the provision of voluntary or charitable services (b) registered child care, education and training. The interpretation is that the references for voluntary or charitable “services’ do not include social/planning meetings and as Rotary club meetings are more usually social and it ruled that no face to face meetings are to be held until the social interactions restrictions are lifted. He advised that the Fellowship branch meetings should be viewed in a similar context and are therefore, not allowed.

Consideration was also given to branches meeting in a Covid-19 secure premises on the proviso that (a) people keep very separate in their pre-defined (booked) group of 6 people (b) individuals avoid social interaction with anyone outside that group.

In practice this is very difficult to achieve and it would be almost impossible for a branch to be confident that people from different groups would not socially interact for example in the car park, or even inside the premises. Any breach of the social interaction guidance would make the meeting unlawful.

The Vice Chairman emphasised that the health and safety of our members is paramount and should be clearly spelt out in any communication.

The Chief Executive could not, therefore, recommend that branch meetings restart. The Board agreed that a letter should be sent to all branches advising them of this decision and drawing attention to fines which could be imposed at branch or individual level for contravention of the current regulations.

**Chief
Exec.**

Capitation fee - It was agreed at the May Board meeting that the Capitation fee for this year would be £10 and the Chief Executive suggested that nothing had changed significantly to merit the reconsideration of this and that the reduced fee is reasonable and fair to ensure the sustainability of the Fellowship.

The Capitation fee for this financial year is due to be sent to Central Office by 15th January 2021. Whilst it is accepted that the majority of branches will not have held meetings by January 2021, it had also been agreed that branches could pay the capitation fee on behalf of its members if they felt this was appropriate and they had sufficient funds. Some branches have already collected fees for 2020/21. David Paterson raised a concern that some branches will be unable to collect / pay these fees and asked about any contingency plans in the event of this occurrence. The Vice Chairman suggested monitoring the situation and calling an extraordinary meeting, if necessary. The Chief Executive and the Hon Treasurer will consider the various scenarios and keep the Trustees informed. The Chief Executive informed the meeting that Bob Middleton had applied for a grant of £85,000 from the National Lottery Community Fund, to cover the loss of the Capitation fee. A decision is likely in October.

**Chief
Exec./ Hon
Treas.**

It was agreed that a letter from the Chief Executive should be sent to branches confirming the requirement to collect, and pay, the Capitation fee by January 15th 2021.

**Chief
Exec.**

Annual conference and AGM –. The Charity Commission have accepted COVID-19 is having a major impact on charities and the Governments' health advice may lead to some charities having no choice but to cancel their AGMs. The Chief Executive and Hon Treasurer explained that this is acceptable as long as the decision is made at a Trustees meeting and the rationale for not holding an AGM is appropriately recorded to demonstrate good governance of the charity.

If the audited accounts are approved by the Trustees at the Feb 2021 Board meeting, the Fellowship will have complied with the legal requirements and the Fellowship does not need to hold an AGM.

Discussions regarding holding an AGM 'virtually' concluded that logistically this could present problems.

It was agreed to defer the decision regarding the holding / cancellation of the AGM and to await developments.

The Chairman asked about the changes to the Board about which members would have been balloted at the next AGM (i.e. appointment of new Chairman, Vice Chairman, appointment of new Trustees). The current officeholders and retiring Trustees had agreed to continue until March 2021. The Chief Executive will clarify the situation and will talk to the Trustees involved. He also indicated that ballots can be conducted remotely in such situations.

**Chief
Exec.**

P60 process - The decision to include a recruitment leaflet in the envelope containing the P60, which would have happened in April/May 2020, was deferred on the basis that branches would not be meeting during the lockdown. As the position may not have improved by April/May 2021, discussions have commenced with NHSBSA and a decision as to whether to go ahead in 2021 must be made by January 2021. The Chief Executive proposed that this decision could be made either by a special meeting of the Board or by himself. The Trustees agreed that the final decision should be made by the Chief Executive.

**Chief
Exec.**

Future Group - The Future Group continued to meet as a group of less than 6 in a COVID secure venue. It has now also engaged in discussions with the Chairman and Vice Chairman as part of the preparation for the Trustees'

seminar, to be held on 12th November 2020 in the same venue. As the meeting will fall into the 'work' category and is therefore permitted, the meeting will go ahead unless the regulatory situation changes. In such circumstances, the Chief Executive will consult on alternative arrangements.

0185 6. REPORT FROM AUDIT RISK AND INVESTMENT COMMITTEE

Minutes of Meeting 22.07.20 – The Vice Chairman queried progress on an action point under agenda item 059 Quilter Investment Management, relating to the availability and likely benefit of investing in two funds rather than one – the Hon. Treasurer has spoken to Quilter and will speak to David Paterson, who originally raised the issue, outside of the Board meeting

Risk Register updated 25.08.20- there have been no additions to the content. A number of the risks highlighted in red as critical are outside of the control of the Fellowship.

Policy for Retention and Destruction of Records – this policy has been developed to provide guidelines regarding information which should be retained or destroyed by the Fellowship. The Schedule which indicates the various timescales will be populated in due course.

The Chairman asked whether the policy would apply to branches. Chris Kitchin replied that, once finalised, branches would be provided with a copy and advised of their responsibilities in complying with the policy via a letter from the Chief Executive and a copy would appear on the website.

The Chairman and Vice Chairman commended the work carried out by the Committee in developing the policy.

The Vice Chairman proposed the adoption of the policy and Wendy Linley seconded this.

0186 7. HON. TREASURER'S REPORT

Draft Final Accounts - The Hon. Treasurer indicated that these are still subject to the mandatory review by independent examiners. This will happen shortly and the final accounts will be ready for the February Board meeting.

The narrative will require some amendments prior to this as a result of changes to membership recruitment plans as a result of the pandemic.

The finances of the Fellowship were influenced significantly by the loss of grants, a fall in subscriptions and a fall in legacies. The loss of income was mitigated to a certain extent by the reduction in activity at the start of 2020.

Month 5 Financial reports – David Paterson could not open his copy – the Hon Treasurer will arrange for a hard copy to be sent to him.

The balance sheet remains strong, but this will change if there is a significant fall in income. As Fellowship activity falls, the negative impact on the financial situation increases. Reserves could be used if the situation deteriorates substantially but this should be considered only as a last resort.

Confirmation of the payment of the NHS England grant has still not been received despite the best efforts of the Chief Executive.

Central Office expenditure continues to be managed within budgets.

The Benevolent Fund shows a healthy balance.

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0187 8. MINUTES OF REMUNERATION COMMITTEE 01.04.20

Apologies were given for the Incorrect minutes being sent out initially.
Item 019 -Staff Pay Review.- This is the third year of a 3 year deal under the Agenda for Change. It was agreed in 2018 that finances allowing, the Fellowship pay awards would follow those of the NHS. The cost to the Fellowship for this element of the pay award is low relative to the previous two years. The Remuneration Committee recommended that this award should be approved.
The Chairman asked for comments and none were made. The Vice Chairman proposed the adoption of the recommendation and Cynthia Matthews seconded this.

0188 ANY OTHER BUSINESS

Submission from David Paterson to House of Lords Select Committee on COVID-19 – This was provided for information. David Paterson consulted with some Fellowship members, amongst others, to gather information. The meeting of the Select Committee took place on 22nd September.

0189 NEXT MEETING The date of the next Board meeting is confirmed as **24th February 2020.**

If the current situation regarding meetings does not change, a Zoom meeting will be arranged.
Attempts are being made, however, to find a central location away from London where the Board could hold a face to face meeting, possibly in Birmingham (Carrs Lane), if circumstances permit.

The meeting closed at 11.05

Debbie Arnold
23rd September 2020

Chairman	Date.....
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