

**Minutes of the Board of Trustees meeting held via Zoom
on 20th September 2022 at 10.00**

PRESENT

George Kempton, Chair	Gareth Oakland, Hon.Treasurer
Chris Kitchin, Vice Chair	
Mark Bagnall	Suzy Brain England
Janine Brooks	Beverley Lawrence
Cynthia Matthews	Margaret Moffat
Danny Mortimer	John Mosley
David Paterson	Mabel Saw

IN ATTENDANCE

John Rostill OBE, Chief Executive
Debbie Arnold, Fellowship Administrator

Action

0249 1.WELCOME AND APOLOGIES FOR ABSENCE

Apologies were received from Clare Panniker
The Chair welcomed attendees and informed the meeting that the agenda order had been changed to insert the Benevolent Fund item after Matters Arising as Margaret Moffat, Chair of the Benevolent Fund Committee, needed to leave the meeting at 11.00am.

0250 2. DECLARATION OF CONFLICTS OF INTEREST

There were no declared conflicts of interest

0251 3.MINUTES OF THE MEETINGS HELD ON 24th May 2022

The Minutes of the Board meeting of 24th May 2022 were confirmed and unanimously agreed and adopted.

0252 MATTERS ARISING

There were no matters arising

0253 BENEVOLENT FUND

The Chair of the Benevolent Fund asked that certain elements of the qualification criteria be considered with particular reference to applications from those owning houses but being 'cash poor' and therefore eligible to apply, compared to those who rented property and had reasonable savings which excluded them from applying. Those saving regularly for 'non- essential' items were also discussed as was the possibility of members applying for grants to cover fuel bills during the cost of living crisis.

These issues will be discussed further outside of the Board meeting, by the Chair and Vice Chair of the Fellowship, the Chair of the Benevolent Fund and the Chief Executive.

Chair, Vice
Chair, Chief
Exec., BF
Chair

It was suggested that the wording of clauses 4.2 and 4.5 should be amended to avoid confusion. The Chief Executive agreed to discuss with the Benevolent Fund Chair and to then make appropriate amendments.

Chief Exec/
BF Chair

David Paterson commented that all applications should be considered on a 'needs vs wants' basis. He also informed the meeting that a risk relating to the impact of the cost of living crisis has been added to the Risk Register.

The Benevolent Fund Chair informed the meeting that she took over the position at the 2021 AGM and would be standing down at the 2022 AGM.

0254 To receive the draft minutes of the Audit Committee held via Zoom on 23rd August 2022 and to receive the Risk Register updated 23.08.22

The Chair of the Audit Committee, David Paterson, reported that the Risk Register had been reviewed and updated at the August meeting. In reply to a query from Janine Brooks regarding what action was taken for areas identified in red as high risk, it was confirmed that he and the Chief Executive would allocate responsibility to action those risks. The Board members agreed that the inclusion of the Risk Register at each Board meeting was valuable and should continue.

A draft financial plan for 2022/23 and the challenges presented by the current financial situation, had been discussed and will be included in the Hon. Treasurer's Report to the Board.

A meeting with Frost and Co. (independent financial examiner) had been held and will also be covered in the Hon. Treasurer's Report.

Chief Exec.

Guidance regarding the issue of trustee liability and the charitable status of the Fellowship had been obtained from Lancaster Parr and needs further examination. The Chief Executive will share the information with Trustees

0255 Expenses Policy

The Expenses Policy has been slightly amended to give the Chief Executive discretion over accommodation costs, especially in London. Prior consent from the Chief Executive is required before any bookings are made. This policy was agreed by the Audit Committee at its meeting in August. This was accepted by the Board

0256 Hon. Treasurer's Report / draft 2021-22 consolidated accounts

The Hon. Treasurer drew attention to the 'Financial review and future plans' section of the Trustees' Annual Report in the Draft Consolidated Accounts. This now includes a paragraph relating to the method of accounting for branch assets.

Attention was also drawn to the Balance sheet which shows the change to the way the Fellowship accounts for Branch Funds - Accounts notes 21 and 23 explain the changes. The wording now clarifies that funds held in individual branch current and deposit accounts are not ordinarily available for the use of the central functions of the Fellowship.

These changes were discussed and agreed by the Audit Committee and with Frost and Co.

The Vice Chair asked for further explanation of the wording in the 'Financial review' which the Hon. Treasurer provided.

The Board approved the Draft Consolidated Accounts and these will now be signed, and will be presented at the 2022 AGM.

Chair/ Hon
Treas.

The Chief Executive indicated that the Fellowship was set up in a way that effectively resulted in the branches being autonomous and that Postal membership and a capitation fee were introduced at a later date.

The Chair of the Benevolent Fund enquired about the status of the funds held for grants from the fund. The Hon Treasurer agreed to examine this.

Danny Mortimer suggested that legal advice should be sought regarding a number of possible scenarios for the future of the Fellowship. The Hon Treasurer stated that Stephen Frost (Frost and Co) held the position of National Treasurer for St John Ambulance, which has a branch structure as well as a national (and international) organisation and that he had been advising the Fellowship using his experience.

Janine Brooks enquired about the rules governing the use of funds by branches. The Chief Executive confirmed that there were no rules for this within the branch constitution and that funds collected for the benefit of members could be used as the branch chose, as long as they had sufficient funding to cover the payment of the capitation fee. These funds are not shared across branches. Some branches will use their funds to provide assistance for members suffering financial hardship e.g. to pay the capitation fees.

Attention was also drawn to the fact that around a quarter of members are now postal members and therefore their capitation fees goes directly to the central funds as soon as it is paid.

The Chief Executive also indicated that some branches made regular or occasional donations to the Benevolent Fund and that collections have been taken at the annual conference.

The Hon. Treasurer reported that with the loss of NHS funds which have supported the Fellowship in the past, now means that the organisation must become self-financing. Accordingly, expenditure and income levels must be adjusted to ensure the solvency of the Fellowship. The Chief Executive continues to chase the payment of £50,000 from NHS England, promised when Sir Simon Stevens stepped down as Chief Executive.

The Chair suggested that an action plan is now required to identify a way forward and that a small group of Trustees should be formed for this purpose. It was proposed that this group should comprise the Chair and Vice Chair, the Hon. Treasurer, the Chief Executive and the chair of the Audit Committee.

Trustees agreed that the task of considering financial options should be delegated to this group. All Trustees were asked to contribute suggestions to the Chief Executive by September 27th 2022. David Paterson agreed to circulate the list of possible actions which were compiled by the Audit Committee at its June meeting.

All Trustees

David
Paterson

Some of the actions contained in this paper have already been actioned e.g. face to face meetings no longer held routinely, therefore resulting in a saving on travel and accommodation costs.

All agreed with the Chief Executive that the aim must be to ensure the continuation of the Fellowship.

Avenues for further funding will be explored by the Chief Executive, other means of increasing income will be considered, and all non-essential expenditure will be curtailed.

The liquidation of funds held in reserves will be examined, taking into account any Charity Commission minimum reserve requirements and other considerations.

Changes to the date of capitation fee payment may also be considered, as will reducing the number of Newsletters per year.

All agreed that managing cashflow until the payment of 2022/3 capitation fees is paramount.

Janine Brooks recommended that a campaign illustrating how members can save substantially more than the cost of membership by taking advantage of

the benefits available, should be considered. Beverley Lawrence agreed, indicating that some branch members appear to be unaware of many of the benefits available. The Chair reported that many postal members join expressly to access the benefits and the Chief Executive confirmed that the travel insurance, Civil Service Club membership and the Blue Light Card were the most popular. Fellowship Extra is the leaflet which is regularly sent to members, and which identifies the benefits available

Margaret Moffat left the meeting at 11.00am during this agenda item

0257 To receive draft Minutes of National Council meeting held on 6th September via Zoom

The Chair informed the meeting that, depending on the results of the ballot at the AGM in October, this National Council meeting might have been the last before it is replaced by Members' Council.

The Report from the Development Officers was circulated to Trustees with the minutes of the meeting. This was the first time that the report had been produced in this format and it was well received by Trustees who considered it an informative document. The report was encouraging and demonstrates the value individual members place on being part of a branch. The Chief Executive agreed that future DO reports would be circulated to Trustees.

Chief Exec.

0258 Chief Executive's Report

The Chief Executive provided the following updates on the circulated report:

- The Fellowship has 8904 members (16.09.22)
- AGM – Video messages from the Chief Executive of NHS England, Amanda Prichard and the Cabinet Secretary for Health and Social Care in Scotland, Humza Yousaf will be provided. Papers from the Chair, Hon. Treasurer and Chair of Benevolent Fund were requested
- NHS 75th Anniversary – a national steering group has been set up by the NHS and Lucia Hiden will represent the Fellowship on this group. Trustee Mabel Saw will be heading up a Fellowship group.

Chair,
Hon. Treas,
BF Chair

0259 AOB

The Chair informed the meeting that Clare Panniker will be stepping down as a Trustee at the AGM due to her increased work commitments as the newly appointed NHS Regional Director for East of England. There will therefore be 2 Trustee vacancies as Cynthia Matthews will also be stepping down at the AGM. The Chair thanked both Trustees for their valuable contributions during their terms of office

0260 NEXT MEETING

The date of the next Board meeting is currently scheduled for **Tuesday 7th February 2023 at 10.00am and will be held via Zoom**

The meeting closed at 11.25 am

Debbie Arnold
21st September 2022