

**Minutes of the Board of Trustees meeting held via Zoom  
on 7<sup>th</sup> December 2022 at 10.00**

**PRESENT**

George Kempton, Chair	Gareth Oakland, Hon.Treasurer
Chris Kitchin, Vice Chair	
Mark Bagnall	Suzy Brain England
Beverley Lawrence	John Mosley
David Paterson	

**IN ATTENDANCE**

John Rostill OBE, Chief Executive  
Debbie Arnold, Fellowship Administrator

**Action**

**0261 1.WELCOME AND APOLOGIES FOR ABSENCE**

Apologies were received from Janine Brooks and Mabel Saw  
The Chair welcomed attendees

**0262 2. MINUTES OF BOARD OF TRUSTEES MEETING 20<sup>TH</sup> SEPTEMBER 2022**

The minutes were agreed as an accurate record of the Meeting and will be signed in due course

**0263 3. MATTERS ARISING**

John Moseley suggested that a meeting of Board members to discuss some of the financial issues should have taken place at the 2022 AGM and Conference in Hinckley. The Chair advised that as a relatively small number of Trustees attended the AGM, then such a meeting would not have been representative. Consideration will be given to holding such a meeting at the Conference /AGM in future.

**Chair**

**0264 3. CREATION OF A BALANCED BUDGET FOR 2023-24 - HON.TREASURER**

A paper jointly produced by the Chair, Vice Chair, Hon. Treasurer and Chief Executive - **Creation of a Balanced Budget for 2023-24** - was discussed. The Hon.Treasurer explained that the fundamental principle upon which the document was based was for the Fellowship to continue and to be a self-supporting organisation with immediate effect. There was no assumption of grants from NHS England, Scotland or Wales and opportunities to reduce expenditure had been explored and included.

Calculations were carried out to assess:

- the core cost of supporting a Central Office and its functions;
- the additional minimum running costs including Newsletter production and the lowest practical number of face to face meetings;
- Development, Comms and Fundraising Officers' salaries.

This resulted in a total budget (assuming no staff redundancies) of £240,000

Membership is currently 9,000 and the proposal to increase the capitation fee from £20 to £30 would thus result in an income of £270,000. The assumption was made that the increase in capitation fee would result in a reduction of 1,000 members and therefore the income would be £240,000, therefore balancing expenditure. It was recognised that some Trustees believe that member reduction could be significantly more, in which case further savings would need to be found.

The Hon. Treasurer summarised the steps taken to reduce expenditure. David Paterson queried the removal of legal expenses on the basis that staff could mount a legal challenge to any redundancies. The Chief Executive explained that the legal expenses incurred previously, were linked to the changes made to the Constitution. As no redundancies are included in this budget, then the possibility of any resulting legal costs has also not been incorporated.

No contributions from Gift Aid, Lottery Grants etc were included – the budget simply indicates the expenditure of income from Fellowship members.

The proposal to collect the capitation fee from branches by 30<sup>th</sup> June each year was queried by David Paterson. Some Scottish branches collect their membership fees in October and November and therefore, the branches would need to estimate their membership in June and possibly make the payment from branch reserves. This was likely to be seen as a major change by the branch treasurers in Scotland. The Chief Executive pointed out that many branches 'ring fence' the amount needed for payment of capitation fees but suggested that any branches who were having difficulty in making these payments could come to an arrangement with Central Office.

The Hon. Treasurer indicated that if the capitation fee remained at £20 then even with 9,000 members, another £60,000 of cost savings would be required.

Related discussions included the payment of pro rata subscriptions for members joining at various points in the year (John Mosley); the payment of capitation fees in two stages e.g. 31<sup>st</sup> May and 31<sup>st</sup> November (Beverley Lawrence); payment of fees monthly e.g. £2.50 per month (Suzy Brain England); increasing the capitation fee by £5 in 2023-24 and a further £5 in 2024-25 (Beverley Lawrence and David Paterson). Suggestions made in previous meetings regarding members joining the Fellowship centrally and then joining a branch if desired, together with subscription years running from the day of joining were also raised.

The Hon. Treasurer pointed out that any changes could represent a major change to branches and that the treasurers may not have the capability or desire to collect or pay out money in other ways. Debbie Arnold also indicated that current Central Office systems are not sophisticated enough to implement most of these changes and that postal members' membership years run from the month they joined rather than from the specific joining date.

The Chief Executive reminded the Board of the history behind the development of the Fellowship. Changes have been made very gradually and there is a need to carry members with the suggestions for change. The capitation fee was collected in the year after payment for 35 years before being changed to an 'in year' payment in 2020-21. The current aim is to balance the budget for 2023-24 and the recommendation was made to present the Board decisions regarding

the current paper to the Members' Council in January 2023 and then reviewing other options after this.

Suzy Brain England suggested that following appointment, the new Chief Executive should conduct a full review of payment mechanisms. It was also suggested that staffing roles and results should form part of this review.

The Chief Executive reminded the Board that the Development Officer role had been discussed on several occasions during the last few years and a revised job description vis a vis the Regional Representative role description, had been accepted at a previous Board meeting. The staff had generally worked harder during the pandemic and the £75,000 lottery grant secured during this time enabled Trustees to reduce the capitation fee to £10. The P60 campaign whilst being more expensive than initially expected, has reversed the steady decline in membership.

A discussion to determine whether any additional cost savings were required included a suggestion that the role of a Chief Executive maybe unnecessary (John Mosley). The Vice Chair reminded the Board that they had previously sanctioned the recruitment of a new Chief Executive. The Chair pointed out that in a disparate organisation such as the Fellowship, a Chief Executive to manage and provide leadership was vital. The Chief Executive questioned whether this indicated a vote of no confidence in his tenure and the Chair and Trustees unanimously agreed that this was not the case, expressing their thanks for his guidance and advice over the last 10 years.

The meeting was asked to vote on the decisions listed in the document and the results were as follows:

1. To agree with the principles in producing a balanced budget – **Unanimously agreed**
2. To agree the savings to be made prior to the start of the financial year 2023-24 – **Unanimously agreed**
3. To agree the annual capitation/ membership fee for 2023-24 should be increased from £20 to £30 payable to Central Office by 30 June 2023 - **Agreed by a majority vote of 6:2**
4. To determine whether any additional savings should be made – **It was suggested that this decision should be held over until the new Chief Executive is in post and has carried out a review of the costs and staffing – This proposal was unanimously agreed**
5. To agree that the minimum level of reserves should be equivalent of six months expenditure sufficient to cover the costs of redundancies and the final settlement of debts – **Unanimously agreed** – *The Hon. Treasurer will report level of reserves regularly and at least at every Board meeting*
6. To decide any salary increase for staff in 2022-23 – **Unanimous agreement that this should be deferred until new Chief Executive has reviewed costs and staffing**

Hon. Treas.

7. To decide whether staff salaries will increase in 2023-24 - ***Unanimous agreement that this should be deferred until new Chief Executive has reviewed costs and staffing***

- ***Notes to decisions 6 & 7***
  - ***No salary increases have been included in the balanced budget. The Remuneration Committee held in July 2022 recommended that no decision regarding salary increases should be made until the financial position became clearer.***
  - ***Staff salaries and T&C's have historically been tied to the NHS England and payment is managed by the local Dorset Trust payroll department. The Remuneration Committee agreed in July that this was a sensible arrangement as moving away from this would require the development of alternatives including a means of payroll management, the establishment of new T&C's and would need negotiation with all staff.***
- ***It was further agreed that the discussions and decisions of this Board meeting should remain confidential to Trustees until after the meeting with Members' Council on January 24<sup>th</sup>. The only exception to this being that the Chief Executive should explain to members of staff that a decision regarding salary increases had been deferred***

#### **0265 4. PROGRESS REPORT ON APPOINTMENT OF CHIEF EXECUTIVE**

The Chair reported that a high number of applications had been received by the closing date (28<sup>th</sup> November 2022).

A shortlist of 6 applicants will be interviewed by the panel over Zoom on Friday 9<sup>th</sup> December.

#### **0266 5. PROCESS FOR APPLICATIONS FOR VACANCIES TO THE BOARD**

There are now 4 Trustee vacancies (2 member trustees and 2 external trustees) following the recent resignation of Danny Mortimer due to increasing NHS Employers work pressures.

These vacancies will be advertised in the New Year. Suggestions for individuals who could be considered were invited from the Trustees

All  
Trustees

#### **0267 6. TO APPROVE A REVISED CONSTITUTION FOR BENEVOLENT FUND**

The changes to the Benevolent Fund constitution were suggested under the tenure of the previous BF Chair, Margaret Moffat. The Chair had invited David Paterson to become the Chair of the Benevolent Fund Committee. He had also invited Mabel Saw to become a member of that committee.

The revised constitution was approved.

#### **0268 7. PROGRESS REPORT ON FORMATION OF MEMBERS' COUNCIL**

The first Members' Council is currently planned for Tuesday 24<sup>th</sup> January as a face-to-face meeting in London. In the event of planned travel disruption on that day, the date will be rearranged as it was agreed that this initial meeting should be held in person rather than virtually.

The Chief Executive reported that there had been two applications for the Chair of the Members Council and a ballot was currently underway

The Chief Executive informed the Trustees that 4 members have self-proposed themselves for the two Postal Member Representative roles. A ballot will therefore be held early in the New Year to enable the successful candidates to attend the meeting on 24<sup>th</sup> January. Central Office are currently determining the means by which the Ballot will be conducted.

**0269 9. AOB**

The Chair thanked the Trustees for their contributions and closed the meeting by wishing everyone a Happy Christmas

**0270 NEXT MEETING**

The date of the next Board meeting is currently scheduled for **Tuesday 7<sup>th</sup> February 2023 at 9.15 and will be held via Zoom**

The meeting closed at 11.25am

Debbie Arnold  
13<sup>th</sup> December 2022