

**Minutes of the Board of Trustees meeting
on 7th February 2023 held in the Lancaster Hall Hotel, London**

PRESENT

George Kempton, Chair	Gareth Oakland, Hon.Treasurer
Chris Kitchin, Vice Chair	
Beverley Lawrence	Suzy Brain England via Zoom
David Paterson	John Mosley
Mabel Saw	

IN ATTENDANCE

Mike Seaton, Chief Executive
Lorraine Taylor, Chair of Members' Council
Debbie Arnold, Fellowship Administrator

Action

0271 1.WELCOME AND APOLOGIES FOR ABSENCE

Apologies were received from Janine Brooks. Mark Bagnall intended logging in via Zoom but the connection was unavailable until later in the meeting. The Chair welcomed Trustees, together with the new Chief Executive, Mike Seaton, and the Chair of the Members' Council Lorraine Taylor, who were both attending their first Board meeting. Due to the late arrival of Debbie Arnold, Trustee John Mosley kindly agreed to take the minutes until her arrival.

0272 2.DECLARATIONS OF INTEREST

There were no declarations of interest

0273 3. MINUTES OF BOARD OF TRUSTEES MEETING 7th DECEMBER 2022

An amendment to the minutes was agreed as follows:

Item 0264 Creation of a balanced budget for 2023-24

Point 3 of votes

insert '/ membership' after 'capitation'

It was agreed the remainder of the minutes were an accurate record of the Meeting and will be signed in due course.

DA

0274 4. MATTERS ARISING

There were no matters arising

0275 5. HON TREASURER'S REPORT

The Hon. Treasurer reported that using current projections, the Fellowship will remain solvent for the next 12 months.

A payment of £50,000 has now been received from NHS England, but it is unlikely that the Fellowship will receive any further payments from that source. The P60 campaign costs were £20,000 above the budgeted figure.

Income from capitation fees collected by CO in January 2023, is slightly lower than budget.

Current monthly Fellowship expenditure is £20,000.

The Hon. Treasurer confirmed that the costs for closure of the Fellowship would be £70,000. He proposed that this figure should be put aside into a deposit account for such an eventuality, and David Paterson seconded this. The Board unanimously agreed the proposal.

The Board also unanimously endorsed their confidence in the Hon. Treasurer.

At the Board meeting of 7th December 2022, it was agreed that the branch capitation fee would be raised to £30, and that the postal membership fee would be increased to the same level, from April 1st 2023. Letters will now be sent to branches and postal members informing them of this decision.

Discussion following this included the Chair of Members' Council reporting that they were very dissatisfied with the increase and believed the financial situation should have been reported at the AGM in October. Not doing so was seen to be at odds with the aim of 'giving the members a voice'.

The Council reluctantly endorsed the increase in fees but felt they were given no option. Both Beverley Lawrence and John Mosley agreed that attention should have been drawn to financial position at the AGM.

David Paterson commented the Scottish Federation and branches could choose to subsidise members fees from its reserves but this, in the longer term would have the effect of reducing the financial viability of the Fellowship.

In response to a question from David Paterson, the Hon. Treasurer confirmed the temporary payment arrangements introduced to alleviate the Fellowship's cash flow position, had now ended and the payments made. There were no plans to introduce such arrangements in the future.

He additionally commented that the Fellowship was in a very vulnerable financial situation if revenue could not be increased, and expenditure decreased.

A simplified presentation of the accounts at the AGM was requested by the Chair of the Members' Council.

Following the closure of the investment account in December 2022, John Mosley urged the Fellowship to discuss the purchase and sale of shares with established stockbrokers if any such action was to take place in future.

Mabel Saw and Chris Kitchin believed that the Fellowship should now move forwards with a more optimistic approach.

The Chair summarised the discussions and agreed that the AGM should have been made aware of the serious financial situation. The next financial year will be one of austerity if the Fellowship is to survive and the situation would be kept constantly under review.

0276 6. TO RECEIVE THE DRAFT MINUTES OF THE MEMBERS' COUNCIL MEETING HELD ON 24TH JANUARY 2023

The Chair of Members' Council referred to a topic from the Members' Council meeting of 24th January when the role and job descriptions for the Regional Member Representatives and the Development Officers were discussed. The Vice Chair of Members' Council asked whether they needed revising. The Guide to NHS RF was distributed to all Members' Representatives on 24th January. This document includes the role and job descriptions updated following the 2022 AGM.

The Vice Chair queried why there was no induction programme for the Members' Council and also asked whether a communications strategy between the Council and Board was in place. The Members' Council Chair explained that all apart from the two Postal member representatives were experienced in their role and therefore needed no induction. The Postal Member Representatives are working with the Members' Council Chair to develop their role and as part of this are considering ways of communicating with postal members, including the use of a dedicated email address.

It was recognised that the Member Representatives via Members' Council, are the channel for members' communication with the Board. Board Minutes are shared with the Council and vice versa.

0277 7. AUDIT COMMITTEE – VERBAL UPDATE

The Chair of the Audit Committee David Paterson reported that following the postponement of the January Audit meeting because it coincided with the Chief Executive's second day in post, meetings were now to be held on 1st March and 18th April. These will both be held via Zoom.

The priorities for these meetings will be the updating of the Risk Register and an examination of the P60 campaign.

The Chief Executive asked for a copy of the Audit Committee Terms of Reference. Debbie Arnold will provide these.

DA

0278 8. FUTURE GROUP – PRIORITIES

The Chair of the Future Group, Chris Kitchin, informed the Board that a meeting will be held on 15th February with the purpose of drawing together ideas put forward in the past, including those from the April 2022 Trustee Development Day and assessing them with a view to developing a strategic plan for the next 3 years and action plans for each of those years.

The Chair asked whether estimates of costings would be included in the plans, and it was agreed that this would be the case at the appropriate stage .

0279 9. BENEVOLENT FUND

The Chair of the Benevolent Committee, David Paterson, reported that there have been no applications to the fund in the last year. A degree of surprise was expressed at this time when people are struggling with a cost-of-living crisis.

A lack of awareness of the Fund and its purpose, was suggested as a reason for this and the Chief Executive therefore agreed to highlight it in his next letter to members. It was proposed that some examples of the type of grants made in the past should be included. The Chair of Members' Council informed the meeting that she regularly promotes it when she visits branches, and she will encourage the Member Representatives to also do this.

It was agreed that as grants are made to individuals it was not appropriate to use the fund to help struggling branches.

The Benevolent Fund Chair indicated that applications are not always straightforward and sometimes require some work to evaluate them. The Vice Chair asked about the possibility of 'what if' enquiries being made on behalf of individuals before an application is made. This was agreed as acceptable and should be made via Sherry Smith in CO.

Chief Executive

0280 10. CHIEF EXECUTIVE'S REPORT

The Chief Executive expressed his pleasure and excitement at joining the Fellowship, recognising that whilst it faced immediate challenges, he had hope for the future.

In order to grow the Fellowship his priorities were to:

Engage
Retain
Recruit

His induction period has included meetings with the Chair, Vice Chair and outgoing Chief Executive, attendance at Members' Council, a visit to Central Office and meetings with Development Officers. Together with this first attendance at a Board meeting the induction period has enabled him to gather information on working practices, roles, issues and frustrations.

The following is a list of aspects and issues which need addressing:

Office move for Central Office

New office has less space and is less comfortable than the current arrangements.

Lack of a formal agreement with the Dorset Trust to provide the space.

Trustees were made aware of the closure of the office during the week of the office move (date to be agreed)

Computer systems and software

No hardware is currently provided to staff – does this pose a security issue?

The Dorset Trust provides very limited IT support for the Membership Database and no IT support is available for field staff.

Development Officers work independently of each other, have different working practices and there is no coherent strategy. KPI's are not in place to enable performance management.

Pay freeze

Staff were unaware of this until the Chief Executive's 02.02.23 letter.

Fundraising

No clear strategy discussions will take place with the Treasurer and the Audit committee, there should be a 5:1 return on spend for any fundraising, promotion of legacies, direct debits online giving could be introduced via the website, the Fellowship could be a nominated charity for Amazon online shoppers.

Members

Analysis of members' needs, subscription discounts for e.g. introducing friends, providing online speakers to enable people to access talk without going to a branch.

Online presence

More investment required but bearing in mind the needs of members with little knowledge of IT and social media.

Charity Partnerships and more use of NHS branding

In house:

Ensure committees are fit for purpose and working to terms of reference

Review all policies incl. social media and working from home

Keep Risk Register fully updated

Consider DBS checks for staff and volunteers

Examine the structure of the staff team

Finance - understand the working practices (meeting with Treasurer and

Finance Officer Kay Robinson arranged)

Recruitment of Development Officer for Scotland

A draft of a 3-year strategy and a first year business plan will be available by the Board meeting on 9th May 2023

Suzy Brain England commented that it was important for the Board to support the Chief Executive in his plans to effect changes to the Fellowship although it was agreed that currently there was no budget for major change. The Chair reminded the meeting that at the December meeting, the decision to freeze staff salaries was deferred until the Chief Executive was appointed, rather than agreed.

Due to the resignations of the Chair (Danny Mortimer) and two members (trustees Claire Panniker and Cynthia Matthews) of the Remuneration Committee, it is being reformed and Suzy Brain England has been approached to Chair the Committee. She has requested a definition of the remit whilst considering the role, and also asked for information relating to the delegation of decisions regarding staff to the Chief Executive for recommendation to the Board.

0281 11. TRUSTEE SKILLS AUDIT

The Trustees were asked to complete a skills audit to help the Board understand the expertise and skill gaps that exist within its members. This in turn, will assist in the recruitment of the 4 new trustees.

All

John Mosley suggested that there should be nurse representation on the Board and the Treasurer expressed a hope that a trustee with similar experience to that of Danny Mortimer would be valuable.

0282 12. TRUSTEE RECRUITMENT

The current timetable is as follows:

Closing date 28th February 2023

Shortlisting 6th March 2023

Interviews 14th March 2023

This may change if the Central Office move takes place during this time.

The panel will remain as the Chair, Vice Chair, Mabel Saw and Beverley Lawrence.

0283 13. 2023 AGM AND CONFERENCE

Despite several attempts by the Chair and Sherry Smith in Central Office, no contact has yet been made with Geoff Holt of IOW Tours who was investigating venues and dates for the 2023 AGM and Conference. Further attempts will be made.

Chief Executive

John Mosley suggested that the date and venue for the following year's conference should be announced at the end of the preceding one. This has been considered but the current financial uncertainty results in hotels being unwilling to commit to costs so far in advance.

IOW tours carry the risk regarding the Conference costs.

The Vice Chair recommended that the conference and speakers should have relevance to the organisation

0284 14. NHS75

Members' Council reported a number of celebrations being planned by branches across the country.

The Chief Executive is in discussion with ITN / C4 regarding a news programme focussing on the 75 years of the NHS. He will continue to follow this up as they have expressed an interest in working with the Fellowship to gather stories about the evolution of the health service from our members. This may represent an opportunity to publicise the Fellowship although the 70th anniversary, whilst

Chief Executive

promoting members' stories, only achieved publicity for the organisation via the efforts of former patrons Ethel Armstrong and Ken Jarrold. The Chair of Members' Council asked if any effort had been made to appoint another patron possibly from the Royal family. This has not yet been followed up.

0285 15. ANY OTHER BUSINESS

Meetings:

The date of the next Board meeting is currently scheduled for Tuesday 9th May 2023 at 12.00 noon in the Lancaster Hall Hotel. London W2 3EL

This will be followed by a development session for all Trustees finishing around 4pm. An induction session for the newly recruited Trustees would take place after this, closing at around 6.00pm.

It was noted that these timings may mean that David Paterson would require 2 night's accommodation in order to travel to and from Scotland for these sessions.

A suggestion was made by John Mosley that the September meeting should be postponed until October to enable a face to face meeting to take place at the conference venue

In response to a question from the chair of Members' Council, it was confirmed that Regional meetings should continue and that the basic cost of venue hire only would be met by the meetings budget. Travel would need to be claimed from branches.

The meeting closed at 14.20

Debbie Arnold
13th February 2023