

**Minutes of the Board of Trustees meeting  
on 9<sup>th</sup> May 2023 in Buttle UK, Greycoat Place London**

**PRESENT**

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

**IN ATTENDANCE**

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

**Action**

**0286 WELCOME AND APOLOGIES FOR ABSENCE**

The Chair welcomed Trustees, including new Trustee David James, Chief Executive, Mike Seaton, and the Chair of the Members' Council Lorraine Taylor. David James gave a brief summary of his experience and all attendees then introduced themselves.  
Mike Seaton welcomed everyone to Buttle UK, a charity for vulnerable children, of which he is a trustee.  
Apologies were received from Janine Brooks

**0287 DECLARATIONS OF INTEREST**

There were no declarations of interest

**0288 MINUTES OF BOARD OF TRUSTEES MEETING 2<sup>nd</sup> FEBRUARY 2023**

The minutes were accepted as a true record. Note please see matters arising below.

**0289 MATTERS ARISING**

The Chair of Members' Council queried the 'In house' section of the Chief Executive's report with particular reference to the cost of DBS checks. The Chair answered that, as this will be part of the strategy discussion which will follow the Board meeting, then the Board would be addressing this later. The Chief Executive indicated that DBS checks may be considered for core staff in future. David Paterson also suggested that as individual members occasionally provide lifts for other members then perhaps this should also be taken into account. Mark Bagnall is the Trustee responsible for Safeguarding and this will be part of his remit.

**MB**

The Chair of Members' Council pointed out a discrepancy between the minutes of the Board meeting of 7<sup>th</sup> February 2023 and a decision relayed to Members' Council on 25<sup>th</sup> April 2023. The Board minutes state that the cost of venue and refreshments for Regional meetings could be charged to the central budget. At Members' Council, however, Regional Representatives, were informed that only venue hire would be paid centrally. The Chair acknowledged that this was an error, and that refreshments could not be charged to the central budget. A correction will be made to the Board minutes. In the event of a free venue being available, consideration could be given to covering the cost of tea and coffee from central funds.

DA

Beverley Lawrence commented that she was unaware of any Regional meetings being held in her area. It was suggested that she should contact her Regional Representative to enquire if any were planned.

David Paterson raised the subject of an agreement regarding the capitation fee payment by Scottish branches. It has been agreed that they will pay their capitation fees on 30<sup>th</sup> September rather than 30<sup>th</sup> June 2023, which is the date for England and Wales. Scottish Treasurers have received letters with the June date included. The Chief Executive confirmed this agreement and Kay Robinson will be informed of the change of dates for Scottish capitation payments. David Paterson also drew attention to the temporary agreement for some Central Office costs to be transferred to the Scottish budget. These will be reimbursed to Scotland at a later date.

Chief  
Exec.

#### **0290 TO RECEIVE THE DRAFT MINUTES OF THE MEMBERS' COUNCIL MEETING HELD ON 25<sup>th</sup> APRIL 2023**

The meeting received the minutes together with the Development Officers' report – there were no questions.

#### **0291 TO RECEIVE THE DRAFT MINUTES OF THE AUDIT COMMITTEE 18<sup>th</sup> APRIL 2023 AND THE UPDATED RISK REGISTER**

The Audit Committee Chair commented that, following the analysis of the P60 campaign, deficiencies in planning had been identified and no further projects should go ahead without project authorisation processes being followed. The Audit Committee Chair did not consider the campaign to represent good value for money. The Chair replied that without the campaign, which recruited 3000 new members, the Fellowship may not have survived.

GDPR was raised as an issue by the Audit Committee. Urgent action is required, and an audit and training will be carried out. The Chief Executive has held preliminary discussions with Janine Brooks regarding data flow and a way forward will be agreed.

Chief  
Exec/  
Audit  
Comm.

The Risk Register has been updated and now includes a number of additional risks in a Governance section:

Trustee liability

GDPR

Negative public image

Poor project management has been added to the Management section

Internal Financial Controls have also been added

The introduction of a fundraising protocol was agreed, as were controls to ensure ethical sourcing of funds. The Chief Executive is considering the protocols used by Buttle UK as a basis for developing something similar for the Fellowship and is also identifying the top targets from the Directory of Social Change.

Chief  
Exec.

The Audit Committee Chair raised the issue of Trustee liability. The Chief Executive informed the meeting that this would form part of the strategy discussion later in the day.

Scenario planning as part of any project plan was recommended by the Audit Committee Chair to minimise risk.

Chief  
Exec.

The Fellowship Vice Chair asked if the Board would ratify the actual additional P60 expenditure (£15,743) compared with the approved budget of (£120,000). Mabel Saw commented that success can be measured in different ways and that in future, project planning should clearly define clear criteria for defining a success. She also suggested that lessons had been learned from the past errors and that the Fellowship should now move forward rather than spending time revisiting past issues.

## **0292 HON TREASURER'S REPORT**

The Hon. Treasurer joined the meeting at 12.45 after experiencing connection issues.

He reported that current income and expenditure were in line with expectations and that the organisation was financially sustainable for the next 12-18 months. The level capitation fee payments from branches would provide further information regarding the future viability of the Fellowship, but he confirmed that slightly more than a 10% reduction in membership had been factored into the 2023-24 budget.

Debbie Arnold commented that just under half of the postal members who were due to renew their membership in April 2023, had now renewed. The letters for over 700 postal members due to renew in May, have now been posted and results will be monitored. The Chair expressed his disappointment in the current level of renewals. The Hon. Treasurer reported that the Fellowship Facebook page indicated that interest in the organisation still appears to be strong. The Chair thanked the Hon. Treasurer for pulling the information together.

The Hon. Treasurer has suggested that the next Audit meeting should be held in September 2023 once the audited accounts are available. This would therefore mean that the Board meeting would need to be delayed until 2-3 weeks later. Debbie Arnold suggested that this should be discussed in the context of the AGM planning as the audited accounts need to have been accepted by the Board before they can go to the AGM. Dates for the AGM will be discussed later in the meeting.

Chair/ Vice  
Chair/  
Audit  
Comm  
Chair/  
Chief  
Exec.

## **0293 FUTURE GROUP – UPDATE**

The Chair of the Future Group reported that the next meeting will be held in June and it was expected that a number of actions to be addressed by the Group would result from the Strategy session following the Board meeting.

## **0294 BENEVOLENT FUND**

The Benevolent Fund chair expressed his concern that no applications for grants had been received despite various forms of publicity . The Chair of Members' Council echoed his concerns.

Mabel Saw commented on the assumed contradiction between complaints about the increase in capitation fees and the lack of applications for financial help from the fund, suggesting that members were possibly complaining about the principle of the increase, rather than any financial hardship it would cause. The Chair of Members' Council agreed and reported that members had asked what they were getting for the extra £10 and were looking at it in terms of value for money rather than causing hardship.

Suzy Brain England commented that the various committees should be looking at issues such as these rather than discussing them at Board meetings. After discussion within the committee and also by inviting relevant trustees to committee meetings to share expertise, they should then be making recommendations to the Board. Discussing these issues in detail at the Board meeting is not the best use of time.

The Vice Chair suggested disbanding the Benevolent Fund and allocating the funds held to subsidise the capitation fee. This will be discussed by the Audit Committee.

**Audit  
Comm.**

## **0295 CHIEF EXECUTIVE'S REPORT**

The Chief Executive has primarily been focussing his efforts on the Strategic Plan, together with preparing 2 grant applications to the CSIS. The results of the applications should be available in 2-3 weeks.

Suzy Brain England thanked the Chief Executive for his work.

In addition, she indicated that whilst the Facebook page is more positive currently, it requires more management and suggested that there was a need for the organisation to have 2 pages – one for members and one for non-members who simply wished to follow the Fellowship.

David Paterson enquired about the NHS Scotland event in the context of the previous Development Officer's involvement in the 2022 conference. The Chief Executive explained that Lucia Hiden was temporarily covering the Scottish Development Officer's role and would be attending the event with him. The Chief Executive plans to maximise the opportunities provided by this conference for networking and establishing contacts within NHS Scotland. He added that attendance by other representatives from Scotland would be welcome.

Beverley Lawrence commented that the addition of the '45 years' to the NHS RF logo was effective and appropriate. She queried whether there was potential to update this each year. The Chief Executive agreed to consider this suggestion.

**Chief  
Exec.**

Suzy Brain England congratulated the Chief Executive on his letter to members explaining the reasoning behind the capitation fee increase. This appears to have been very effective in gaining the support of the majority of members. The Chair of Members' Council agreed with this sentiment and reported a high level of acceptance of the situation within the membership. The Chair added his thanks to the Chief Executive for this communication.

## 0296 REPORT ON ENGAGEMENT WITH POSTAL MEMBERS

An interim report on the survey with Postal members, produced by Janine Brooks, had been circulated prior to the meeting. The Chair expressed some disappointment with the 10% response rate, and Suzy Brain England suggested that the Fellowship 'offer' to the Postal members required more development and should be a key part of the marketing strategy. Further discussions will take place once the full results and analysis are provided at the end of May 2023.

## 0297 TRUSTEE TERMS OF OFFICE AND TRUSTEE RECRUITMENT

The Vice Chair led a discussion relating to the terms of office served by Fellowship Trustees. There was currently no standard format to appointment letters and appointment terms, leading to some confusion regarding length of service amongst the Trustees. It was agreed that a rolling programme of retirement from the Board was vital to ensure that a large number of Trustees did not retire at the same time. The Board also agreed that the current maximum term of 10 years was appropriate, although Suzy Brain England alerted the meeting to the recommendation of the UK Corporate Governance Code for a maximum term of 9 years.

Renewal of trusteeship is not automatic and will depend on the prevailing requirements of the Board structure. Suzy Brain England suggested that 'deemed' end dates could be changed by the Trustee and /or the Board depending on skills, knowledge and expertise required at the time. Recruitment to fill the 3 current Trustee vacancies will be postponed until the Strategic Plan has been agreed.

Debbie Arnold confirmed that the Trustee Declaration of Eligibility was issued to Trustees annually (and when they were appointed) and was filed in the Central Office individual Trustee files. The 2023-24 declarations are due to be sent out to Trustees shortly. The Treasurer confirmed that a statement to this effect was included in the Trustee Report in the annual accounts.

Suzy Brain England suggested that an annual Declaration of Party Transactions should also be introduced. This will be considered.

The Chair agreed to consult privately regarding proposed end dates for current Trustees.

A standard appointment letter will be introduced, and the appointment panel will decide on a way forward.

CO

Chair/Vice  
Chair/Chief  
Exec.

Chair

Trustee  
Appoint.  
Panel

## 0298 2023 CONFERENCE AND AGM

The Chief Executive reported that IOW Tours had suggested 3 options and that the Forest Pines Golf Resort in North Lincolnshire had now been selected as a venue for the 2023 AGM and Conference.

There are 2 possible dates available – 17<sup>th</sup>/18<sup>th</sup> November or 24<sup>th</sup>/25<sup>th</sup> November. The most appropriate will be confirmed shortly.

IOW Tours have confirmed that they will take the financial risk as a demonstration of their commitment to the Fellowship.

The format will be similar to the AGM's and conferences of the past and suggestions for speakers were requested.

The estimated cost is around £300 per member, parking and transport from Scunthorpe railway station will be provided free of charge.

Chief  
Exec.

All

The Chief Executive indicated that one of the £10,000 grants applied for from the CSIS, could be used to subsidise the cost of the conference to members, if the Fellowship is successful in securing it.

All

The Chair emphasised the necessity to promote the Conference as much as possible, to guarantee the highest attendance. The next Chief Executive's letter to members, Facebook, the website and messaging direct to branches will all be employed.

## **0299 NHS75**

Mabel Saw reported that a number of case studies from Fellowship members had now been forwarded to NHS England and were being used in their promotion of the NHS 75 celebrations. She also confirmed that the members' stories were being retained by the Fellowship for future use.

A service in Westminster Abbey is planned and details are awaited.

A number of branches are organising celebratory events

## **0300 ANY OTHER BUSINESS**

The Chair expressed a necessity to use the expertise of Board members appropriately by identifying individual Trustees to lead on specific objectives. Whilst being generally agreed by the Board, Suzy Brain England urged some caution regarding the role of external Trustees as they are expected to hold the Board to account, and this could therefore represent an issue if they were involved in the delivery of any objectives.

The meeting closed at 13.50

Debbie Arnold  
11<sup>th</sup> May 2023