

Healthwatch Milton Keynes (HWMK)

Board of Trustee Meeting Minutes, Wednesday 7th May 2025

Held at Saturn Room: Milton Keynes Business Centre

Attendees		
Jeff Maslen	Chairperson	JM
Mike Cass	Treasurer	MC
Steve Lazell	Trustee	SL
Essie Adejare-Rewane	Trustee	EA
Colin Levett	Trustee	CL
Maxine Taffetani	Chief Executive Officer	MT
Tracy Keech	Deputy CEO	TK
Apologies		
Paul Day	Deputy Chairperson	PD
Michaela Tait	Trustee	MTa
Carol Older	Trustee	CO

No.	Agenda Item	Action
1	<p>Opening Remarks and apologies</p> <p>The Chair, Jeff Maslen, opened the meeting at 9.32am. JM welcomed trustees.</p> <p>MT noted apologies for Paul Day and Carol Older.</p>	

	<p>MT informed the Board that Micheala Tait would be taking a pause from the Board for personal reasons and the Chair will get in touch with her in a few weeks.</p> <p>MT informed the Board that Steven Irons had retired from the Board due to work commitments.</p>	
2	<p>Declarations of Interest</p> <p>No declarations of interests or conflicts were made.</p>	
3	<p>Adoption of Agenda</p> <p>The agenda was adopted without amendment.</p>	
4	<p>Minutes of the meeting held on Wednesday 5th February 2025</p> <p>TK noted that her role had been recorded as Trustee, in error. MT agreed the error would be corrected.</p> <p>The Board approved the minutes of the meeting held on Wednesday 5th February 2025 subject to agreed amendments.</p>	
5	<p>Action Tracker</p> <p>MT discussed five actions outstanding against the Action Tracker.</p> <p>The Board approved the close of the following actions:</p> <ul style="list-style-type: none"> • Action 21 – Records of minutes 7th August published. • Action 22 – Record declared interests of C. Levett and S. Irons on Register of Interests • Action 23 – J. Maslen to sign hard copy of minutes of Board meeting 13th November 2024 and publish on website • Action 26 – Finalise reformatting of strategic risk register. Ensure risk register includes a full briefing of those highlighted in the Board February papers and HWE/governmental changes • Action 27 – Allocate and confirm link roles with Trustees • Action 33 – Submit the Decision-Making policy to the Board for approval • Action 35 – Reinstate and hold Governance Committee meeting • Action 36 – Hold meeting with SAASS regarding service funding concerns <p>Items open and in progress were noted. MT noted that progress had been made in establishing members and dates for the Task and Finish group for strategic development.</p> <p>MT highlighted that JM and MC needed to be added to the Bank signatory list and that they would need to present at the bank with ID prior to mandates being submitted. MT also discussed progress against opening a new bank account and focus on opening an online account where ID can be submitted online, in a smoother process for busy Trustees.</p>	

	CL queried the approval status of the decision-making policy and MT noted that the review process had taken place over emails between the Feb and May Board meetings and that it was on the agenda for formal approval at the meeting.	
6	<p>Matters Arising</p> <p>MT informed the Board that the running action tracker and matters arising had been separated out as agenda items, with the matters arising drawing directly from the Board Governance Calendar.</p> <p>MT confirmed that six of the 9 items scheduled for matters arising at the May Board meeting were included within the Board pack and agenda. Exceptions were noted as:</p> <ul style="list-style-type: none"> • The Nominations Committee report – MT explained that changes to the committee structure were to be raised in the standing agenda for governance. • External stakeholder report – MT explained that this had not been run in the last two years due in part to the high turnover of professional stakeholders from whom it would benefit to seek feedback from. • Staff survey report – MT explained this has been paused due to the move of premises and will pick picked up later in the Summer. 	
7	<p>Standing Items – Governance</p> <p>Governance Committee – JM introduced the minutes of the Governance Committee held on 10th April 2025.</p> <p>Trustees were asked to consider and adopted the motion to dis-establish the Nominations Committee and transfer delegation of the responsibilities of the Nominations Committee to the Governance Committee. Steve Lazell proposed the motion and Mike Cass seconded the motion to dis-establish the Nominations Committee and to delegate the functions of that committee to the Governance Committee.</p> <p>Trustees noted the updates made to the Healthwatch MK CIO Standing Procedures, Board of Trustees Terms of Reference and the Terms of Reference for the Governance Committee. MT noted that the Schedule of Delegation and Board Governance Calendar require more detailed review which will sit on the Governance Committee's forward agenda.</p> <p>JM highlighted within the papers for the meeting that the Governance Committee membership be three Trustees and the CEO and that this requirement is currently met. The Governance Committee requested that the Board of Trustees consider whether the CEO, as an ex-officio member of the Board should have voting rights on sub-committees. Charity Commission guidance states that for Ex-officio non-trustees, such as a CEO</p>	MT

	<p>who is not a trustee that on sub-committees, voting rights for non-trustees must be explicitly authorised in the terms of reference or delegated authority. CL noted that he didn't feel it appropriate for the CEO to have voting rights on committees of the Board. SL noted that he felt divided about his position. JM noted that he has no issue with the CEO having voting rights. MT highlighted that she didn't feel it as essential element of governance. Following discussion, trustees agreed that the CEO remain as a non-voting member on committees of the Board.</p> <p>Board performance review – MT reminded trustees that the Board skills audit is due to take place across June, and a new skills audit template has been developed. The skills audit will be Smart Survey based to enable easy collation of responses. It was agreed by trustees that the audit would launch earlier but should not be a barrier to launching a recruitment campaign for additional trustees.</p> <p>Risk – Maxine Taffetani presented the Strategic Risk Register and noted that she had now fully completed the re-formatting and content build in the new look risk register to improve the general ease of updating and reviewing the register. MT drew trustees attention to several areas of current risk:</p> <ul style="list-style-type: none"> • Governance – The Board approved no specific recruitment campaign in 2025 on the meeting of 5th February 2025. However, with Trustee numbers more recently down to nearly 50% of full complement targeted recruitment and co-option to be considered. This action was approved by the Board under the agreement that co-option without voting rights would be implemented, so as to enable new trustees to 'test' their forward commitment prior to formally applying to the Board within the Annual General Meeting timelines. • Information Governance – The Trustee delegated as the Senior Information Risk Owner for the Board is taking a period of leave. The organisation requires temporary cover. Essie Rewane-Ajedare offered to cover the SIRO in MTa's absence. This was supported by the Board. • Financial Resources – Years 2 and 3 of grant income is insufficient against cost of delivering current core organisational model. Frequent changes to grant manager may mean poor knowledge of HW and disruption to discussions about future funding. Mt clarified new grant manager relationships and the pressing need to seek clarity on MKCC's position regarding the Healthwatch grant. • Financial governance – MT made trustees aware that the handover of bookkeeping was taking longer than anticipated and that relationships are being monitored with MT and MC. 	<p>MT</p> <p>MT</p> <p>MT</p> <p>MT/JM</p> <p>MT/MC</p>
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	<ul style="list-style-type: none"> • Safeguarding – Carol Older • Information Governance – Essie Rewane- Ajedare (temp cover for MTa) • Health and Safety – Paul Day • Finance/ Sustainability and resilience – Mike Cass • Workforce/People – Essie Rewane-Ajedare • Strategy/Engagement, Involvement and Reach – Colin Levett • Collaborations and Partnerships – Steve Lazell • Technology – Vacant • Communications/Influence and Impact – Paul Day <p>MT presented an example role description and visit template for link roles which were supported. JM noted the challenge for the CEO to embed visits into practice when considering capacity issues. MT confirmed that she would follow up when she had developed specific role descriptions and visit templates for each link role.</p>	MT
8	<p>Standing Items – Finance</p> <p>The Treasurer, Mike Cass provided the draft results for the year ended 31st March 2025. noting that the end of year accounts are in the course of finalisation, with a review with AJR planned for 8th May. MC noted that the results are considered to be correct to within £1k. The actual estimate total was a surplus of £36,937, a variance of £19,763 against the revised budget, mainly driven by ICB funds of £10.6k provided in March for contribution to ICB representation. MC noted that the cash in bank at the year-end was £125.5k and reserves were estimated to be £115.8k.</p> <p>MT noted that this position has enable the organisation to honour expenditure despite Milton Keynes Council grant awaiting processing. MT noted that in the past this process has taken up to six weeks and continues to raise alerts with the grant manager.</p> <p>MC presented an update to the final budget for 2025–26 period which outlined a net loss of £13,246 against the core fund and a net loss of £21,206 against total projects, driven by investment in reserves for legal support and staff retention.</p> <p>Trustees and the CEO discussed the investment of £8k income from BLMK ICB for engagement to be invested in staff retention, with MT noting the risk to delivery of the business plan. The investment was approved on the proviso that the CEO remained within the limitations of the –£21,206 budget and not exceed it.</p> <p>MC noted recent advice sought from AJR accountants on the level of reserves we should hold to ensure an effective our wind-up reserves. MC wants to have 3 months costs in reserves. Trustees discussed the ringfencing of funds within reserves for wind-up. CL questioned the</p>	

	<p>scenario that in the event of any requirement to wind up in 2027, as an example, the organisation wouldn't have the reserves level needed. MC confirmed this.</p> <p>MT informed the Board that the end of year accounts process was underway and that she was currently preparing the trustees report to the accounts. It is expected that the end of year accounts process is concluded within the timelines of the production and publishing of the 2024-25 Annual Report.</p>	
9	<p>Business Plan 2025 –26</p> <p>MT presented the draft 2024-25 business plan for approval by Trustees. JM highlighted that the business plan is the document which sets out the approach by the CEO to meet the organisation's strategy, as set by the Board of Trustees and tends to be an executive task.</p> <p>MT noted that as the organisational strategy gets older, and now it is its third and final year, it becomes more challenging to align the business plan with strategic objectives. MT highlighted that there had been much environmental change affecting the delivery of areas of the strategic plan.</p> <p>MT also noted that trustees have been more involved in developing the business plan in the past and feels that there are opportunities to work more jointly to better align the strategy of the organisation with the business plan in future.</p> <p>CL asked a question regarding the core grant and of how it fits in the constitution and business plan. The board discussed the limitations of performance monitoring under grant conditions and the development of our own key performance indicators to benchmark organisational performance. MT also noted the changes in approach that would be needed in developing a strategy for the organisation should it successfully adopt wider objects and how the organisation would need to retain a distinct strategy and business planning approach for the Healthwatch MK service.</p> <p>Trustees approved the business plan.</p>	
10	<p>Activities and Performance Report</p> <p>Trustees noted the Activities and performance report presented by the Deputy CEO reflecting activities undertaken and the Quarter 4 (Jan-March 25) grant report to Milton Keynes Council.</p>	
11	<p>Chief Executive Officer's Report</p>	

	Trustees noted the CEO report.	
12	AOB MT provided the Board with a verbal update regarding the reconfiguration of Bedfordshire, Luton and Milton Keynes Integrated Care Board.	

Signed:

Name: Jeff Maslen

Position: Chair of the Board of Trustees

Healthwatch MK CIO

Date: 6th August 2025