

Healthwatch Milton Keynes (HWMK)

Board of Trustee Meeting Minutes, Wednesday 5th February 2025

Held at Saturn Room: Milton Keynes Business Centre

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

No.	Agenda Item	Action
1	Opening Remarks and apologies The Deputy Chair, Paul Day, opened the meeting at 9.32am. Paul welcomed trustees. It was agreed that Paul would Chair the meeting,	

	<p>as the Chairperson, Jeff Maslen was dialling into the meeting long distance.</p> <p>There were two apologies submitted – Steven Irons and Michaela Tait. Maxine Taffetani explained that she had excused Tracy Keech from attending the meeting, due to a bid deadline and would cover Tracy's agenda item.</p>	
2	<p>Declarations of Interest</p> <p>Colin Levett declared his interests which included Chair of CMK Medical Centre Patient Participation Group and Trustee for the Buckingham Canal Trust.</p> <p>MT noted that new Trustee declarations of Interest had been partially included to the register of interests, it was incomplete. MT noted that Colin had submitted his interests form at induction. MT to complete register of interests form to include Colin Levett and Steven Irons.</p>	MT
3	<p>Adoption of Agenda</p> <p>The agenda was adopted without amendment. Paul Day asked trustees if they had any other business to discuss outside of the agenda. It was noted that Carol Older wished to discuss an item under AOB.</p>	
4	<p>Minutes of the Healthwatch Milton Keynes Annual General Meeting held on Wednesday 13th November 2024</p> <p>The Board considered the minutes of the Annual General Meeting held on Wednesday 13th November 2024. There were no corrections, and trustees noted that the minutes would be scheduled for formal approval at the 2025 AGM.</p>	
5	<p>Minutes of the meeting held on Wednesday 13th November 2024</p> <p>The Board approved the minutes of the meeting held on Wednesday 13th November 2024.</p> <p>As the Chair and Deputy Chair attended the meeting online, a wet signature for the minutes was not obtained. Maxine Taffetani to obtain signature for the approved meeting minutes and upload signed copies to HWMK website.</p>	MT
6	<p>Matters Arising – Action Log</p> <p>MT discussed five actions outstanding against Matters Arising. She noted that the following items were included in the meeting agenda items: Action 2 – Strategic Development and Action 14 – assess protection for financial loss.</p>	

	<p>MT confirmed that Action 11 – seeking advice on VAT registration requirements remained outstanding and is planned to be discussed with accountant AJR during the process of setting up a new engagement with the firm for bookkeeping and management accounting.</p> <p>MT noted that Action 15 – updating of Charity Commission records with details of new trustees and Action 16 – publishing the minutes of the Board meeting held on 7th August had been completed.</p> <p>Paul Day prompted newer trustees to seek clarity throughout the meeting regarding anything unclear, or unfamiliar.</p>	
7	<p>Standing Items – Governance</p> <p>Risk – Maxine Taffetani presented the Strategic Risk Register and noted that she had re-formatted the risk register to improve the general ease of updating and reviewing the register. She noted that due to the length of the re-formatting task, there were areas where the register information is currently incomplete and that some work was still required. MT highlighted that should the Board move forward with discussions to allocate link roles to areas of risk, the format could better support trustees to focus on specific areas of risk.</p> <p>MT drew trustees' attention to several areas of risk. These included the draft core budget in a deficit position, sustainability of current staffing levels in relation to the draft budget position and projects due to close, the effectiveness of partnerships and collaborations in relation to demand against the budget position, constitutional change and delayed contact by Milton Keynes Council's legal team, and reputational concerns/ impacts stemming from Healthwatch England's approach to promoting the national Have Your Say form.</p> <p>Trustees supported the new format, noting the outstanding areas that required correcting, and further detail that requires improvement.</p> <p>Carol Older recommended that the risks and impacts regarding government policy be added to the risk register and to include the business case Healthwatch England is developing to commission the local Healthwatch network.</p>	<p>MT</p> <p>MT</p>

	<p>Constitutional changes – MT reiterated that the legal team at Milton Keynes City Council had still not clarified any position on HWMK's change of name. MT noted that she had requested direct contact with MKCC's legal team, but this request hadn't been approved. HWMK's commissioner has stated they will discuss with legal but continues to report no information has been received. MT noted further discussion in relation to the issue could be covered in item 10.</p> <p>Strategic planning – MT highlighted that a new organisational strategy will need to be developed to launch in 2026 and conveyed concerns about her own progress towards initiating this project, emphasising that whilst she had hoped to start a process in May, that uncertainty about funding security, funding levels beyond 2026 and the complexity of organisational change ambitions were creating challenge in how to move forward and the best way to approach the strategy development activities.</p> <p>Steve Lazell asked what input had been sought from other Healthwatch undertaking similar activities, noting awareness of Healthwatch Surrey. MT confirmed that she has been discussing with peers in Healthwatch Herefordshire but was not aware of Surrey. SL agreed to share details outside of the meeting.</p> <p>CL asked how the organisation was performing against the current strategy. MT noted that some areas of the strategy have been challenging, including retaining staff and increasing volunteer numbers.</p> <p>JM outlined that whilst it wasn't imperative to begin activities as early as May the Board also had to be mindful about not waiting too long to get started and noted the challenge of operating within and developing strategies which effectively anticipate the uncertain environment. PD agreed and offered that a strategy ready to launch around April/May 2026 was reasonable.</p> <p>It was agreed that a discussion and way forward be started over the Summer.</p> <p>Policies – MT informed trustees that eleven policies were due for review and Board approval at the meeting. MT outlined that four of those policies were under extended review. These included:</p>	MT
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	<ul style="list-style-type: none"> • Decision-making policy which remains in re-development alongside this year's business planning development, • Enter and view policy which is awaiting any recommended updates from Healthwatch England following the closure of the Enter and view resources review, led by Healthwatch MK. • Finance and Reserves policy – MT noted that the review would be better aligned to the operational changes, and input from AJR and once the budget is approved • Employee Data Retention Policy – MT noted the contents duplicate another policy and is working with the Data Protection Policy to determine if it is required as a separate policy. <p>CL queried the position of the confidentiality policy, as notes in the papers also noted duplication with the Data protection policy. MT confirmed that the policy had been revised for approval for the time being but was seeking input from the Data Protection Officer as to requirement to have a separate confidentiality policy.</p> <p>The Code of Conduct policy, Confidentiality policy, Conflict of Interest policy, Fire Safety policy, Harassment, Sexual Harassment and Bullying policy and Performance Management people were all approved, subject to amendments to typos noted by PD via email in advance of the meeting, highlighting.</p> <p>The Health and Safety policy was approved, subject to retaining policy text regarding pandemics, but not specifically mentioning Covid-19.</p> <p>Information Governance – MT highlighted that the scheduled bi-annual meeting with the Data Protection Officer had been rescheduled for the afternoon of the 6th of February and that all actions agreed at the previous review meeting had been completed.</p> <p>Information Technology – MT noted that she had re-circulated a paper presented at the Board of Trustees meeting in March to provide a refresher to Trustees on the Windows 11 end of life transition plan. MT and MC confirmed that financial planning for the replacement of IT hardware has been included in forward budget plans.</p>	MT
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	<p>Human Resources – MT provided an update on the changes to staffing structures, with bookkeeping and management accounting moving to outsourced arrangements from 1st February, and an internal Administration Officer model internally. MT noted that a two-week handover period had been agreed to ensure the smooth running of the business. MT highlighted additional software and services that will be instated to support a streamlined and effective improvements to administration and governance.</p> <p>Trustee Development – MT provided an update on the discussions held at the November Board meeting regarding assigning link roles to Trustees against particular areas of governance and risk to support good governance and distribute activities fairly across the Board. MT presented a table of areas on the risk register and the Quality Assessment Framework, noting the cross-over areas.</p> <p>JM noted that he was keen to move the activity along and hoped to agree the areas each Trustee would be assigned to. It was agreed that MT will capture areas of interest from Trustees and work with JM to assign the roles.</p> <p>It was highlighted that link trustees could support the Board as a whole by focusing on specific areas of risk and quality and bringing a greater level of knowledge regarding assurance in their area, with MT supporting them to undertake the role. Trustees discussed some areas and approaches such as those areas where some Trustees would naturally have a role such as the SIRO, and treasurer, and having more than one Trustee covering finance, for succession planning purposes, Maxine to action within the next two weeks.</p>	MT & JM
8	<p>Standing Items – Finance</p> <p>The Treasurer, Mike Cass provided the Board with the income over expenditure report for the 9 months up to 31st December, noting a favourable variance of the actual expenditure compared to the revised budget of £2,669.</p> <p>MC presented the draft budget for 2025-26 period which outlined a net loss of £12,200 compared to a surplus for the current year and presented trustees with the breakdown of the turnaround.</p>	

	<p>MC outlined the key movements in the core grant fund which included reduced National Insurance charges from April, offset on wages against outsourcing financial support, cost of living uplift for staff and rental increases.</p> <p>MC emphasised that some budget lines require further work including depreciation following the second phase of PC replacements.</p> <p>MT informed the Board that there were a number of opportunities for income being pursued including a business case to Milton Keynes City Council for additional resource to expand Enter and view activities and a Lottery Community Fund bid but that there are not as yet any further opportunities for projects through the MK Deal or ICB. MT noted that she had written to the CEO of BLMK ICB on behalf of BLMK Healthwatch CEOs to seek funding to both meet the demands of strategic partnership but acknowledged that request had been rejected.</p> <p>Trustees approved the subject, subject to the adjustments noted.</p>	
9	<p>Outcome report – 2024 trustee recruitment process</p> <p>Trustees considered a report presented by the CEO reflecting on the activities underpinning the 2024 trustee recruitment process which included trustee skills audit, recruitment and induction feedback from new trustees and a review of the effectiveness of the process for future learning.</p> <p>MT outlined that she had undertaken the review and members of the nominations committee had been sighted on the report and recommendations in advance of the meeting.</p> <p>The recommendations set out in the report were approved by the Board. The following recommendations will be implemented:</p> <ul style="list-style-type: none"> • MT will pursue applications in year • Simply the skills audit template and undertake in June • No formal recruitment activity to the Board in 2025 and focus on developing the current Board the 2026-2029 strategic plan • Reinstate the governance committee to oversee the development work of the Board, succession planning and review/refresh Board the operating framework e.g. standing 	MT

	<p>procedures, schedule of delegation and agree the most effective way for the CEO to support</p> <ul style="list-style-type: none"> • Separate the AGM from the first Board meeting following the AGM to allow Trustee induction to take place in the future 	
10	<p>Legal Advice</p> <p>MT provided trustees with background to the paper, emphasising her concerns about her capacity to pursue organisational changes at pace, whilst ensuring good governance of processes required with regards to constitutional changes. In addition, trustees have been concerned about risks of financial losses through bank closures and have been seeking further information/ assurance. MT also noted that through peer conversations with Healthwatch Herefordshire, they had been challenged by the Charity Commission to seek legal advice on constitutional changes. MT noted she had discussed this with the Chair, Deputy Chair and Treasurer in the first instance for approval to scope out quotes for support, which was approved.</p> <p>MT noted she had sought three quotes through recommendations through ACEVO and Community Action:MK had subsequently received three quotes through initial discussions, with two firms providing written quotes. MT presented the quotes.</p> <p>Trustees discussed utilising legal advice as a good governance approach.</p> <p>Regarding finance risk, CL noted that in previous experience as a Trustee, he had set up a limited company to separate financial risks. Trustees were conscious of funds available for seeking advice for financial risk. MT stressed that through the initial discussions with firms it was highlighted that the Charity Commission offers advice to charities on the matter and was probably something that could be explored internally. MT also noted that if the only barrier to opening another bank account was the logistics of set up, namely ensuring all trustees provided the identification to set up the account and if Trustees could commit to providing ID in a timely fashion the activity could be manageable. MT advised that once the Administration Officer had handed over all financial duties to AJR there should be more capacity to support the process.</p>	

	<p>Carol Older noted her disagreement with the direction of travel, stressing that the organisation has a budget deficit and pro bono support should be sought.</p> <p>PD acknowledged CO's concerns. PD summarised concerns raised about the funding position, the pace of the change process, and capacity to seek out pro bono support with no certainty HWMK would be eligible and put forward an ordinary resolution and cast a vote to approve the delegation of decision making for procuring legal support for name and objects change support to the CEO, within a restricted budget of £5k.</p> <p>The resolution was passed with a majority vote with 6 voting in favour and 1 voting against.</p>	MT
11	<p>CEO Appraisal</p> <p>Jeff Maslen introduced the short paper provided to trustees in advance of the meeting, detailing a suggested approach to the CEO's annual appraisal. JM referenced a resourced linked in the papers to guidance on appraising CEOs noting that he wished to follow a structured process with greater, but appropriate input from Board members.</p> <p>JM set out a brief approach that would allow the CEO to complete a self-appraisal, provide opportunity for the Chair to discuss objective setting with Board and feeding back to the May Board meeting the results of the appraisal and the CEO's personal and organisational objectives for the year ahead. Trustees approved the approach.</p>	
12	<p>Activities and Performance Report</p> <p>Trustees considered the Activities and Performance Report presented by Maxine Taffetani. MT highlighted that a significant success was an 80% increase in the number of e-bulletin subscribers within the last quarter, through efforts made by the Project Officers and Communications Officer.</p> <p>PD highlighted the noticeably high level of outputs detailed within the grant report.</p>	

13	<p>Chief Executive Officer's Report</p> <p>Maxine Taffetani presented the CEO's report to trustees, highlighting activity highlights. MT emphasised how trustees could find evidence of the organisation's strong reputation in recent invites for her to undertake an independent review of the Milton Keynes Health and Care Partnership's (MKHCP) 2028 ambition for neighbourhood working, to facilitate and Chair a resident stakeholder panel for recruiting the new Chair of BLMK Integrated Care Board, as well as taking part on the final interview panel.</p> <p>MT informed trustees of the team's involvement in the Local Action Network on hypertension, and thanked Essie for her contributions to this work. MT wished to note the LAN as an example of where HWMK are requested to support activities that are not funded, and not included within business plan, but that provide highly regarded input from the ICB and MKHCP but have additional strains on capacity.</p> <p>MT noted that an approval request was missed from agenda item 8 – Finance which she asked to cover under this item. MT acknowledged the significant budgetary challenges of the core grant and the forecast impact on reserves.</p> <p>MT informed the Board that two existing staff were attached to funds due to exhaust in the next three months, with a redundancy process to plan and undertake in March, should no additional funding be secured by 28th February. MT outlined discussions taking place and opportunities being pursued to source additional funding but emphasised that it is unlikely that funding decisions by commissioners to HWMK be made prior to April, against new year budgets. MT requested that the Board agree to release two months of reserves to continue funding for a project officer post which would enable a buffer until end of May to secure funds.</p> <p>Trustees discussed income opportunities. The CEO committed to seeking funding to cover trustee investment of reserves. CO urged caution in the Board holding the CEO accountable for committing to securing funding. It was clarified with trustees that whilst continued effort would be made to seek funding and recover costs the CEO could not guarantee success. Trustees acknowledged this.</p>	
14	AOB	

	<p>Carol Older wished to highlight the poor experiences and poor commissioning and therefore provision of services for victims of sexual violence in Milton Keynes. CO highlighted the loss of local sexual assault referral centres and statistical data on sexual violence crime rates in MK. CO emphasised that the NHS have ceased funding therapeutic services but continue to refer to the local service.</p> <p>MT acknowledged highlighted the need for evidence of resident voices and complaints and recommended that CO request that the CEO of SASS get in touch with HWMK to discuss further.</p>	
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Approved by: Jeff Maslen

Date: 07.05.2025

Post: Chair of the Board of Trustees