

## Healthwatch Milton Keynes (HWMK)

Board of Trustee Meeting Minutes, Wednesday 10<sup>th</sup> May 2023

|                                     |   |
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| Attendees in person                 | Carol Older - Chairperson, Mirza Lalani, Steve Lazell, Dorothy Pearce, Vaasavi Singh, Jeff Maslen |
| Attendees on Teams virtual software | Paul Day – Deputy Chair   |
| Other Attendees                     | Maxine Taffetani– Chief Executive Officer (CEO)/Board Secretary                                   |
| Apologies                           | Mike Cass – Treasurer, Jane Whild, Michaela Tait  |

| Agenda Item No. | Agenda Item   | Action/Agreements |
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| 1               | <p><b>Opening Remarks and apologies</b><br/>The Chair opened the meeting at 9.30am. Mike Cass, the Treasurer, Jane Whild and Michaela Tait submitted their apologies for the meeting.</p> <p>Note by the Secretary: Paul Day joined the meeting at Item 7, as he had IT difficulties.</p> |                   |
| 2               | <p><b>Declarations of Interest</b><br/>Dorothy Pearce sought clarification on a number of undeclared interests and whether the nature of the interests required formal disclosure and recording. The Chair and Secretary confirmed no disclosure was required.</p>                        |                   |
| 3               | <p><b>Adoption of Agenda</b><br/>The agenda was adopted without amendment.</p>  |                   |
| 4               | <p><b>Minutes of the meeting held on Wednesday 8<sup>th</sup> February 2023</b></p>   |                   |

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|   | <p>The Board approved the minutes of the meeting held on Wednesday 8<sup>th</sup> February without amendment. The Chair signed a hard copy of the minutes for publication.</p>  | <p>The Secretary to publish the minutes of the meeting to the Healthwatch Milton Keynes Website</p>                                      |
| 5 | <p><b>Minutes of the extra-ordinary Board meeting held on Wednesday 29<sup>th</sup> March 2023</b></p> <p>The Board approved the minutes of the meeting held on Wednesday 29<sup>th</sup> March 2023 without amendment. The Chair signed a hard copy of the minutes for publication.</p>  | <p>The Secretary to publish the minutes of the meeting to the Healthwatch Milton Keynes Website</p>                                      |
| 6 | <p><b>Matters Arising – Action Log</b></p> <p>The CEO gave an update on actions completed, in progress and outstanding on the matters arising action log. It was noted by the CEO that reviews of Safeguarding and Equality and Diversity policies remained outstanding following the November Board meeting. The Chair offered support, and volunteered time to revise the Safeguarding policy.</p> <p>The CEO confirmed that three (3), one third of trustees had now put themselves forward to step down at the Annual General Meeting. Jane Whild and Dorothy Pearce plan to retire from the Board and Paul Day seeks to reapply for a further term.</p> <p>Dorothy Pearce offered her feedback to fellow trustees on her reasons for retiring from the Board. Trustees had a valuable discussion on the challenges of the pace of change within health and social care for the benefit of patients and service users, complicated by national level inaction, policy decisions, delays and funding challenges. The discussion allowed trustees to reflect on the contributions that trustees bring to the work of Healthwatch Milton Keynes.</p> | <p>Carol Older to revise the HWMK Safeguarding policy and send to the CEO for circulation and consideration by the Board of Trustees</p> |

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|   | <p>The CEO noted that an action to schedule a longer, private session of the Board at a future meeting to discuss sustainability through more diverse funding streams and services had not yet been scheduled and recommended this was scheduled for the August meeting. All trustees approved the proposal.</p>   |  |
| 7 | <p><b>Board Skills Audit</b></p> <p>Trustees received a collated report on trustees' self-assessment of skills and experience, and a set of recommendations prepared by the CEO so that the Board of Trustees could propose and approve annual trustee recruitment activities.</p> <p>The Board considered recommendations set against Leadership, Governance, Information Governance, People, Strategy, Communications, Information Technology, Operations, Fundraising, Lived Experience and Other Networks.</p> <p>Following a discussion about succession planning for the Chairperson, Carol Older offered to continue in the role of Chairperson, following a nominations and approval process at the November Board of Trustees meeting, for a further 12 months. Trustees thanked Carol for her self-nomination and agreed that this allowed time for succession planning to take place.</p> <p>Trustees determined that, subsequent to member approval of re-applications to the Board, the total number of Trustees following the AGM would be eight (8). Trustees felt this was a sufficient number of trustees within the constitutional minimum and maximum limits. Trustees discussed and approved the establishment of a succession plan for the Chairperson for September 2024, the allocation of capacity to existing trustees to build their knowledge and experience in governance, where</p> |  |

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|   | <p>they report needing additional support and training, the appointment of a new Senior Information Risk Owner (SIRO) at the Board meeting in November 2023, following the current SIRO's retirement and the establishment of a succession plan for the Treasurer post.</p> <p>Trustees unanimously agreed to postpone trustee recruitment prior to the AGM. Trustees concurred that a review of requirements of the Board would be made once the outcome of resolutions to amend Healthwatch Milton Keynes CIO's Articles of Association, planned to be put to Healthwatch Milton Keynes members to vote on at the AGM, are determined.</p>  |  |
| 8 | <p><b>Review of Healthwatch Milton Keynes Constitution</b></p> <p>Trustees received a paper summarising activity undertaken following the February Board of Trustees including an exercise to ensure the Healthwatch Milton Keynes membership list was accurate and current. The CEO reiterated that part of the exercise was to allow current members to cease their formal membership and join a newsletter receivership list as an alternative option. The CEO confirmed that a majority moved to a newsletter receivership list, with 76 remaining as members.</p> <p>Trustees received a draft special resolution for consideration and approval. The special resolution will be put to the members of Healthwatch Milton Keynes, asking them to consider and agree that the model constitution of Healthwatch Milton Keynes CIO change from its current Association Model to the Foundation Model constitution.</p> <p>Trustees reviewed, in detail relevant sections regarding the process of amending the constitution of Healthwatch Milton Keynes CIO Articles of Association and resolved that the Board</p> |  |

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|    | <p>of Trustee's collective understanding was that Article 28. Amendment of the Constitution, Sub clause 1 sets out that the constitution can only be amended: a) by resolution agreed in writing by all members of the CIO or; b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO and that Article 11, sub clause (5) Quorum at general meetings - (b) states that subject to provisions, the quorum for general meetings shall be three (3) members.</p> <p>The Board of Trustees resolved to put the Special Resolution to members at the Annual General Meeting.</p> <p>Trustees agreed that it was important that members were able to understand the cost/benefit analysis the organisation has undertaken so that Healthwatch Milton Keynes members have an evidence base from which to take decisions at the AGM. Jeff Maslen (JM), Paul Day (PD) and Steve Lazell (SL) offered to support the secretary in agreeing the information to be presented to the membership at the AGM.</p> | <p>CEO to consult grant funders on decisions and approach.</p> <p>Secretary to develop cost/benefit analysis and consult JM, PD and SL</p> |
| 9  | <p><b>Chief Executive Report</b></p> <p>Jeff Maslen thanked the CEO for the report and emphasised the 2023-24 Impact highlights section. Trustees recognised that many positive changes the organisation influences in the provision of health and social care services are difficult to attribute directly to activities. The CEO noted that these achievements will be highlighted in the Annual Report in June.</p>  |  |
| 10 | <p><b>Business Plan</b></p> <p>Trustees received the draft Business Plan for 2023-24 prepared by the CEO. Trustees welcomed the plan, commenting that there was a good</p>  |  |

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|    | <p>balance between strategic goals, activities at a Bedfordshire, Luton and Milton Keynes Integrated Care System level and activities in Milton Keynes. Trustees discussed the prioritisation of Primary Care, and activities to support the improvements of 'system flow' under the MK Deal priorities.</p> <p>Trustees explored the recent visit made to Stony Medical Centre's Patient Participation Group (PPG) meeting and the challenges and opportunities that digital triage software brings toward improving access to Primary Care.</p> <p>The Business Plan was approved by the Board.</p>  |  |
| 11 | <p><b>Standing Items</b><br/><b>Section One – Governance:</b></p> <p>The CEO provided the Board with the Strategic Risk Register with updates against risk treatment plans, noting that a full risk review was due at the August Board meeting. Trustees raised no comments with regards to strategic risk.</p> <p>The CEO thanked Steve Lazell for circulating information from recent Healthwatch England Trustee training events he attended and directed trustees to the Microsoft Office Board of Trustees Sharepoint, where supportive training and development resources are held for Trustees.</p> <p>The CEO informed the Board that Healthwatch England (HWE) the Taproot, Healthwatch Milton Keynes Data Protection Officer services, had resolved disputes regarding the HWE Data Sharing Agreement. The CEO noted that the DSA had been signed and the organisation's privacy statement had been updated to ensure clarity to residents about what personal and sensitive data is shared and accessed by HWE.</p> |  |

## Section 2: Finance

The Treasurer had prepared a paper, in his absence, to the Board of Trustees.

Dorothy Pearce sought clarification on the actual end of year accounts figure, against the estimated and budgeted figures.

The CEO confirmed that some operating costs reductions had been implemented, including the removal of the cleaning service to the office and a reduction in the number of phone lines. The CEO highlighted that there had been no further correspondence from the Integrated Care Board following a discussion to explore the possibility of relocating to a building in Bletchley that the ICB lease but underutilise.

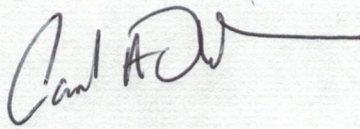
The CEO informed trustees that the grant from Milton Keynes Council had been made in full for the year, and that the new grant agreement had been issued. The CEO has requested a few amendments to the grant agreement, which are being processed by the Council's contracting team.

The CEO also confirmed that three additional activity proposals had been approved with Healthwatch England for the provision of online Enter and view training to the Healthwatch network, for preconception health promotion activities and improving system flow activities. The CEO noted that work continues with the Integrated Care Board Team to develop a Memorandum of Understanding between Healthwatch Milton Keynes, Healthwatch Luton, Healthwatch Bedford Borough and Healthwatch Central Bedfordshire and that additional funding to support system-wide engagement activities and remuneration for attendance on the Integrated Care Board is being agreed.

CEO to follow-up with ICB.

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|    | The CEO explained to trustees that she, and the Treasurer will be discussion the additional income and ensuring allocation to project costs and developing a plan to minimise the estimated three-year deficit against the core grant and ensure minimum reserves levels are met. |  |
| 12 | AOB<br>No matters for any other business were raised.   |  |

Signed:



Name:

C.A. OLDEN

Position:

CHAIR