

MINUTES

of a meeting of the Management Board
11 November 2013 (2pm-3.45pm)

Present:

Directors:

Anne-Marie Dean, Chairman
Ian Buckmaster, Company Secretary
Hemant Patel

Joan Smith, Manager

Note: except as noted, all resolutions were passed unanimously

Mr Patel was welcomed, following his recent period of ill-health.

62 MINUTES OF LAST MEETING

The minutes of meeting of the Board held on 14 October were confirmed as a correct record and were signed by the Chairman.

It was noted that, as authorised at the last meeting:

- Four mobile telephones had been obtained, and two more were to be obtained shortly; and
- The donation to the Coopers' Company & Coborn School had been formally presented and very well received

63 FINANCE REPORT

The Company Secretary submitted the Finance Report for October (including total expenditure in the year to date).

Total expenditure had amounted to £8,949.06 against income brought forward of £77,067.22. A small payment for services rendered had been received, £76, so the end of month balance carried forward was £68,118.16.

A forecast of expenditure expected to the year end was also submitted.

Details were **NOTED** of contracts and business arrangements entered into by or on behalf of the Company to the end of October.

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64 CHARGES FOR SERVICES

At its last meeting, the Board had agreed that there should be a scale of charges for assistance given by the Company (both Directors and staff, and volunteers) to other organisations.

It was noted that some care was needed to avoid the possibility of a surplus, or profit, being generated that could result in the Company incurring a corporation tax liability.

The charge made for the Manager's services, in connection with a survey of patients, was below her normal rate of pay and therefore did not constitute a profit on which corporation tax would be chargeable.

Since the last meeting, the CCG had requested assistance with an event to seek public reaction to, and comment on, the setting up of an Integrated Care Team by NELFHT. The Company had been asked to arrange and host the event, for which the CCG would reimburse costs.

It was agreed to consider further the charging arrangements in the light of experience with that forthcoming event.

65 IMPROVING THE RESILIENCE OF HEALTHWATCH HAVERING

Recent events – such as the indispositions due to health ill of both Mr Patel and the Manager – had indicated a need to improve the resilience of the Company. The Council had shared that concern and had unilaterally made available an additional grant of £20,000 to enable resilience issues to be addressed in the period to 31 March 2015.

In considering how best to improve the resilience of the organisation the following points had emerged:

- The business was at its early stages and needed experienced business support as well as front line activity, including recruitment of volunteers (into which much more effort needed to be put)
- The NHS and Social Care agenda was moving very quickly and the senior team had to be at the forefront of this work otherwise Healthwatch Havering would not be able to respond on patients'/users' behalf in a way that recognised the new issues and responsibilities
- Local, regional and national statutory agencies were seeking authoritative input on a range of topics. While much of this could be provided by volunteers, the nature of some of the input required attention at a senior, professional level
- The Manager's expertise and experience would best be placed at the front, working with the volunteers, engaging with the local community and other voluntary organisations, and responding to individuals and their

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concerns. Essential back-office activities were better arranged in other ways

- The company secretary role had also developed into an originally unforeseen business management role which needed a greater commitment of time than at present
- The strategic leadership both within Healthwatch and in dealing with outside bodies needed more time and to be extended
- These needs were at senior /strategic level and simply employing a part-time clerical assistant for the Manager would not provide the resilience needed nor the level of expertise
- It was considered that these needs would best be met by extending the time devoted to the organisation by the Chairman and the Company Secretary; to be effective this needed to be properly programmed into the working week and not simply in an ad hoc way in response to an emergency as it was currently; and both officers were entitled to additional recompense for the additional time committed

It had also become clear that, particularly given the slower-than-expected recruitment of Lead Members, restructuring of the Strategic, Governance and Assurance Board was needed to improve the resilience of the policy making aspects of the organisation.

Finally, a new room on the second floor of Morland House had become available that was much larger and more suitable for long-term use. The rent would increase from £420 per month to £1,440 (including VAT) but the new room would assist in achieving the needed, improved resilience by enabling several people to work together as necessary.

Proposals

With these points in mind, the following changes were proposed.

- 1 The Chairman's commitment to Healthwatch Havering would increase from an average of 56 hours per month (20 hours as a director and 36 hours as Chairman) to 91 hours per month (equivalent to three 7-hour days per week)
- 2 The Company Secretary's commitment would increase from an average of 30 hours per month (20 hours as director and 10 hours as company secretary), also to 91 hours per month, spending time each week in the Company office rather than just working from home
- 3 The Manager would be largely relieved of an office management role so that she could concentrate on volunteer/recruitment management.

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- 4 In order to improve the effectiveness of the Strategy, Governance and Assurance Board, the Lead Member for Mental Health would be added as a full member.
- 5 To reflect their greater time commitment to Healthwatch Havering activity and to clarify that their roles are executive rather than, the following re-designations were proposed:

Current title	Proposed title
Chairman and Director	Executive Chairman
Director and Company Secretary	Executive Director and Company Secretary

- 6 In recognition of these changes, the supplementary fees payable to the Chairman and the Company Secretary would be increased £24,000 and £16,500 per annum respectively, and in order to reflect the additional commitment already given by both the Chairman and the Company Secretary, the increases would be applied retrospectively from 1 August 2013.

Cost implications

	Cost of fees (basic director's plus supplementary), incl. employer's NICs (over 20 months)		
	Current	Proposed	Additional cost
Chairman	£24,492	£43,396	£18,967
Company Secretary	£12,500	£29,171	£16,671
Total	£36,929	£72,567	£35,638

After deducting the supplementary grant of £20,000 being made available by the Council, the additional cost amounted to £15,638 over 20 months, equating to £782 per month (£9,384 per annum).

The rent commitment for the new room would be £1,020 per month more than the existing rent.

The cumulative monthly cost of the proposed additional remunerations and higher rent would total £2,802, offset by the availability of additional grant equating to an average of £1,000 per month, so that the net additional cost is £1,802 per month. That amount was containable within existing forecast spending.

RESOLVED:

- 1 That the terms of the supplementary contracts for services of the Chairman and Company Secretary be amended as follows, both with effect from 1 August 2013:**

Chairman:

- **increase the time commitment from 36 hours per month to 71**
- **increase the supplementary fee payable from £9,000 per annum to £19,000**
- **add a new clause:**

The Chairman's title for all company purposes shall be "Executive Chairman"

Company Secretary:

- **increase the time commitment from 10 hours per month to 71**
- **increase the supplementary fee payable from £2,500 per annum to £11,500**
- **add a new clause:**

The Company Secretary's title for all company purposes shall be "Executive Director & Company Secretary"

- 2 That the Lead Member for Mental Health be appointed to the Strategy, Governance and Assurance Board as an additional Member and that the constitution of that Board be adjusted accordingly.**
- 3 That the move of rooms within Morland House, at an additional monthly rental of £1,020 (to £1,440) be NOTED and APPROVED.**

66 DIRECTORS' ANNUAL, SICKNESS AND OTHER LEAVE

An inadvertent omission from the supplementary contracts for the Chairman and the Company Secretary was provision for annual and sick leave arrangements.

Directors were not, technically, employees of the Company and it was arguable that they are "on duty" at all times (subject to their hours' commitment). Conferring executive responsibility on the Chairman and the Company Secretary altered the position and they were now entitled to formal leave arrangements.

Directors' commitments for service averaged three days per week. The Manager, who worked five days per week, was entitled to 25 days' annual leave per annum. The scale of sickness leave was based on local government

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terms and conditions. Reference was made to the terms and conditions of NHS staff.

RESOLVED:

- 1 That the Chairman and Company Secretary be entitled to 15 working days' leave per annum (105 hours).**
- 2 That consideration of Directors' sickness absence arrangements be deferred to enable comparison with NHS arrangements.**

67 MEMBERSHIP OF THE COMPANY, AND AUTHORISATION TO ENTER AND VIEW

The Company Secretary reported that the individuals mentioned below had now fulfilled the agreed conditions for being admitted members of the Company and were now eligible, subject to satisfactory completion of the appropriate training, to undertake enter and view exercises.

RESOLVED:

That the following be admitted members of the Company and, subject to satisfactory completion of the appropriate training, be authorised to enter and view:

Donal Hayes
Jane Leacy

68 CHRISTMAS/NEW YEAR BREAK ARRANGEMENTS

RESOLVED that:

- (a) pay day in December be fixed as 20th rather than 25th; and**
- (b) the office be closed from end of business on Friday 20th December until start of business, Thursday 2nd January, provided that, during the closed period, emails will continue to be monitored.**

70 ADDITIONAL IT NEEDS

With the move to a new office now assured and the ability it gave for more people to work there, the Board reviewed the Company's IT needs. It was noted that, as operational activity was expanding and people would be using both the Company's facilities and their own home PCs for Healthwatch Havering work, there was need to be mindful of confidentiality and Data Protection issues.

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With these points in mind, it was **AGREED** that:

- 1 Encrypted USB memory sticks should be issues to all Healthwatch Havering members, and that they be required to ensure that all Healthwatch Havering-related correspondence was stored on the sticks rather than the hard drives of their PCs
- 2 The Company Secretary acquire suitable encryption software for that purpose
- 3 An IT policy be developed for Healthwatch Havering
- 4 The Company Secretary obtain a laptop PC for his use for Healthwatch Havering purposes and two desktop PCs be obtained for use within the new office; and that security chains be obtained for them and for the existing PC
- 5 A specialist keyboard be obtained to enable Nike Adenmosun to work in the office

71 EQUIPPING THE NEW OFFICE

Following discussion, the Company Secretary was authorised to obtain the following equipment:

- a stand for the printers
- two armchairs
- a coat hanger

The Board authorised disposal of the IT equipment inherited from the LINK/Shaw Trust. The equipment was now obsolete and redundant.

72 INTEGRATION OF HEALTH AND SOCIAL CARE SERVICES

In response to enquiry, the Board was advised that work was continuing on the integration of services. As part of the process, Healthwatch Havering had been asked to host the workshop on 11 December on behalf of the CCG and NELFHT on the new local Integrated Care Team (see minute 64 above) and there was also work going on at UCB level.

73 CHRISTMAS SOCIAL EVENT

It was agreed that a social event, funded by the Company, should be held, if possible on 16 December but otherwise in the early New Year, to thank volunteers for their involvement in Healthwatch Havering.

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74 VOUNTEER TEAMS: DEPUTY LEAD ARRANGEMENTS

It was agreed that the volunteer teams should each be able to designate one of their number as Deputy Lead, to be chosen through an “application and interview” process. Such Deputy Leads would be issues with a Company mobile telephone.

Chairman
16 December 2013