

## THE CAXTON FOUNDATION

Minutes of the Meeting of the Founding Trustees and others held on Thursday  
1 September 2011 at the New Cavendish Club, 44 Great Cumberland Place,  
London W1H 7BS from 10.30 a.m.

<b>PRESENT</b>	Mr P Stevens*	(Chairman)	
	Mr R Evans*	(Chairman – NWC)	
	Mr R Finlay		
	Mr C Gore*		
	Mr P Harvey		
	Mrs M Leadbeater	(Chairman – Audit Committee)	
	Mr C Lister		
	Professor H Thomas		
	Ms M Winram	(Chairman – EAC)	
	* Founding Trustees		
<b>BY INVITATION</b>	Mrs Moira Protani -	Messrs Wilson (for Min No. 23.11)	
	Mr Michael Dorricott -	(for Min No. 23.11)	
<b>IN ATTENDANCE</b>	Mr M Harvey	(Chief Executive)	
	Miss G Brown	(Administrative Secretary)	
	Ms R Riley	(Support Services Manager)	
	Mrs L Haigh	(Finance Manager)	
	<b>Post Lunch Adjournment</b>		
	Mrs K Hanchard	(Support Services Officer)	
	Miss N Hornby	(Support Services Assistant)	

## ACTION

### 14.11 APOLOGIES FOR ABSENCE

There were no apologies for absence.

### 15.11 Confirmation of Chairman

Mr Roger Evans proposed and Mr Charles Gore seconded that Mr Peter Stevens should be Chairman for today's proceedings. This was agreed.

### 16.11 Agenda Management

Before seeking approval of the minutes of the previous meeting, the Chairman said he may well change the order of business for the day's proceedings to accommodate Mrs Moira Protani and Mr Michael Dorricott after lunch.

### 17.11 Minutes of the Previous Meeting

Subject to three minor amendments, the minutes of the meeting held on 4 August were signed as a correct record.

**Chief  
Exec.**

It was agreed that the minutes should be non-attributable, where possible, and that there should be action points reflecting the decisions taken by the Board.

**Admin  
Sec.**

It was also agreed that the minutes of each Board meeting should be published on the Foundation's website after they had been confirmed by the full Board.

**IT  
Manager**

**18.11 Matters Arising from the Minutes**

5.11 The Chairman proposed that the terms of office arising from the ballot held on 4 August should be invoked only after three years had elapsed so that trustees are all appointed for at least a four year term. This was agreed.

**19.11 Committee Terms of Reference**

The Chairman referred members to the papers circulated with the Agenda and the expressions of interest in membership of the three committees. The Board considered each draft Terms of Reference as follows:-

- National Welfare Committee
- Employment Affairs Committee
- The Audit Committee

The Board took the view that the format and presentation of each published terms of reference should be modelled on those prepared for the Audit Committee. This was agreed. For ease of presentation of these minutes, the revised terms of reference for each committee are attached.

**Chief  
Exec.  
Attchmt**  
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The Chairman referred the Board to the expressions of interest. After careful consideration of individual preferences and available skill-sets, the following appointments were made:

- National Welfare Committee ("NWC")  
Mr R Evans (Chairman)  
Mr R Finlay  
Mr P Harvey  
Mr C Lister  
Chairman of the Board has rights of attendance

- Employment Affairs Committee ("EAC")  
Ms M Winram (Chairman)  
Mr R Evans  
Mr R Finlay  
Mr P Harvey  
Chairman of the Board has rights of attendance

- Audit Committee (“AC”)  
Mrs M Leadbeater (Chairman)  
Mr C Lister  
Professor H Thomas  
Mrs M Winram  
Chairman of the Board does not have rights of attendance.

#### **20.11 Financial Reports**

The Chairman invited the Finance Manager to guide the Board through the finance papers & reports tabled.

- The 7 month budget for the remainder of 2011/12 (Sept to March 2012)

The Finance Manager said that this was an indicative draft with anticipated outturns only; the likely level of recharges amongst the Alliance House entities would be demonstrated at the next meeting of the Board.

The suggested net management costs of the Foundation at £160,065 were noted. The indicative budget statement for the remaining seven months included some “start-up” costs which were funded by the Department of Health separately. The Foundation’s operating costs would decline from 2012/13.

It was agreed that all Trustees were to go on the bank mandates.

**Finance  
Manager**

The Chairman briefly adjourned the meeting to enable members of the Board to sign the Foundation’s bank mandates. One Trustee indicated that he would wish to be removed from the bank mandate in due course.

#### **21.11 The Service Level Agreement (SLA)**

The Chief Executive introduced the draft SLA, prepared by Mr Evans and himself, which had been prepared on behalf of the Foundation and the Macfarlane Trust (“MFT”), and circulated with the agenda. He then referred to the revised SLA, prepared by the Chairman of MFT, despatched by post on 30 August.

The Chairman reminded the Board that the document had to be precise in nature; the tone of the revision reflected the fact that MFT was now unable to employ staff and lease property.

The Board noted various amendments to the SLA and the absence of a schedule of output specifications. (*Note: The SLA with the Board’s revisions is attached and the tracked changes identified*).

**Attchmt.**

The Board agreed that the eventual SLA between the Foundation and MFT should be reviewed at the start of the first full financial year. The Board were concerned that the revised SLA seemed to be more procedural and contractual than identifying the provision and resourcing of services to MFT. The Chief Executive said he would report this concern to the MFT Chairman.

**Chief  
Exec.**

The question about accounting for transactions as expressed in the revised SLA was raised. A view was put that it would be simpler and more transparent if the Foundation simply met the costs of all the shared services; to balance that outgoing, an arrangement whereby MFT made a contribution from its own resources could be negotiated through the proposed Liaison Panel for early reporting to the Department of Health. The Chief Executive said that this was close to what he believed the Department of Health are seeking in that the DH would top-slice the MFT allocation to cover its management costs and allocate these direct to the Foundation as appropriate.

The Board supported this preferred method of accounting for management costs incurred by MFT. The Chief Executive said he would report the findings of the Board to the MFT Chairman and appraise DH officials of the views expressed by the Board.

**Chief  
Exec.**

#### **22.11 The Chief Executive's Report**

The report was received by the Board.

*(Note: Due to the historical minimal cost impact, the Chairman approved the Chief Executive's attendance at the 2012 World Federation of Haemophilia Congress in Paris).* Additional representation from the Board was left open but the Chief Executive reported that such additional cost would be minimal.

**The Board adjourned for lunch.**

#### **23.11 (1) Mrs Moira Protani – (2) Mr Michael Dorricott**

(1) The Chairman introduced Mrs Protani, the Charity Partner from Messrs Wilsons who is the Foundation's solicitor on charity matters.

Mrs Protani gave a detailed exposition on the role and responsibilities of Trustees of a charity and answered specific questions that were germane to the Foundation. *(Note: For ease of reporting, a copy of Mrs Protani's presentation is attached).*

**Attchmt.**

A copy of the Trustees Induction Pack, produced by Mrs Protani, will be available in 3-4 weeks.

The Chairman thanked Mrs Protani for her presentation and she left the meeting.

(2) The Chairman introduced Mr Dorricott, a campaigner and Press Officer for the campaign group, Tainted Blood, who had been invited by the Chairman to give some personal views to the Board. Mr Dorricott gave a short introduction to his own employment history and personal circumstances. He then gave a presentation on his views of hopes and expectations of the support available from the Caxton Foundation. It was stressed that he had not consulted other potential beneficiaries and was speaking solely from his own experience. After answering a number of questions, Mr Dorricott was thanked for his presentation and left the meeting.

#### **24.11 The Draft Welfare Strategy Paper**

The Chief Executive introduced the paper that had been circulated with the agenda. He opined that it was a discussion document and did not seek to establish policies per se. The paper should generate debate on the likely policy direction the Board might follow taking into account their legal duties and responsibilities as outlined by Mrs Protani. There was a robust, wide ranging debate and the key points arising from the debate were as follows:

(1) That various classes of beneficiary (primary and secondary) should be treated equally in terms of identifying charitable need and providing relief regardless of how they fell into perceived poverty. The exception was those classified as “Carers”, referred to later in these minutes.

(2) That the overall process will be managed by the NWC. The Committee will agree with the Chief Executive and Welfare Manager a detailed delegation of responsibilities, including disbursements that might be made.

(3) That the Foundation recognises the need for direct financial relief to beneficiaries should be a policy objective, together with individual social, economic and/or educational empowerment.

(4) That there was a need to identify a level of household income that the NWC deem where a family might be “in poverty”. If income is less than the agreed benchmark an uplift could be given.

(5) That both income and expenditure should be taken into account when assessing need and determining poverty. This will be established by an annual census form including an income and expenditure schedule asking about the beneficiaries' means and individual/family circumstances. If expenditure is higher than the household income then the case should be presented to the Welfare Committee for consideration.

(6) That in all cases, verification of income will be required.

(7) That both non-means tested benefits and means tested benefits should be income determinants. This includes child benefit payments.

(8) That a median income should be considered with additions for children.

(9) That when considering support for Carers as defined, each application for support will be considered separately by the NWC.

The first meeting of the NWC will take place on 21 September (*Note: The Administration Secretary will advise venue and arrangements.*)

**Admin  
Sec.**

## **25.11 Any Other Business**

*(1) A Trustee Code of Conduct*

The Chairman reported that a draft code of conduct would be made available in due course.

**Charles  
Lister**

*(2) The CF/MFT Liaison Panel*

The following appointments were made:

The Chairman

Mrs M Leadbeater

Mr Peter Harvey

The Chief Executive

*(3) The CF/DH Liaison Group*

The following appointments were made:

The Chairman of the Board

Mr R Evans

Mr C Lister

The Chief Executive

Subsequent to the meeting Mrs Leadbeater and Mr Lister switched roles.

(4) The Chairman advised members that the date for the forthcoming meeting with the Parliamentary Under Secretary of State for Public Health, Mrs Anne Milton, would be on 17 November at Richmond House, Whitehall at 11.00am. He proposed that there be a short meeting of the Board after the meeting. This was agreed.

(5) Mrs Leadbeater agreed to circulate details of an event for new trustees.

**ML**

There being no further business the meeting terminated at 1720 hours.