

THE CAXTON FOUNDATION

**Minutes of the Meeting of the Board of Trustees held on Thursday
17 November 2011 at Richmond House, Whitehall, London SW1 from 12 p.m.**

- PRESENT:**
- 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
 - Miss M Winram (Chairman – EAC)
- APOLOGIES:**
- Mr M Harvey (Chief Executive)
- IN ATTENDANCE:**
- Ms R Riley (Support Services Manager)
 - Mrs L Haigh (Finance Manager)
 - Mr N Fish (Scheme Administrator – Skipton Fund)

		ACTION	COMPLETE BY
40.11	Apologies for Absence Apologies for absence were received from the Chief Executive.		
41.11	Appointment of Chairman With Mr C Lister proposing and Mr P Harvey seconding, Mr P Stevens was appointed as the Chairman of the Caxton Foundation (CF).		
42.11	<p>(A) Minutes of the Previous Meeting Mrs M Leadbeater felt that minute 36.11(2) should be reworded to state “the Foundation is now operational but does not have <i>an approved</i> budget to work against”. All agreed and, subject to this change, the minutes were accepted and signed as a correct record.</p> <p>(B) Matters Arising from the Minutes 32.11 As Chair of the Audit Committee, Mrs Leadbeater asked the Board if they would prefer to set up an externally driven review of procedures or conduct something internally sooner. A discussion ensued and it was resolved that Miss M Winram would circulate a template risk matrix to the Chairman, the Chairs of the committees and the Chief Executive. The completed document would then be monitored at Board meetings.</p>	MW	

	<p>30.11 The NWC would be discussing ways of communicating policies and decisions to the beneficiary community and report back to the Board. The IT Manager's report was discussed and it was agreed that option 1 would be preferable. Mrs Leadbeater asked that each Trustee be provided with a CF domain email address rather than use their personal ones. Mr Lister offered to be the Trustee who would liaise with Board members and the Executive on composing responses to messages from beneficiaries. The Chairman accepted this offer.</p> <p>31.11 The schedules of decisions reserved to the Board and delegated authorities was reported to be a work in progress. The schedules would flag up which issues were governance and which were management as well as the level of payments that could be approved by the office as recommended by the NWC. The Chief Executive would take this on and would incorporate the points raised by the Audit Committee.</p> <p>34.11 Mr Lister would continue work on the Code of Conduct with a view to seeking full Board approval at the next Board meeting.</p> <p>37.11 The Chairman reported that the Macfarlane Trust (MFT) had signed the Service Level Agreement and thanked Mr P Harvey for all his hard working in drafting this. It was noted that at some stage similar agreements would need to be drawn up with the other organisations operating from Alliance House.</p> <p>38.11 The Chairman reported that an agreement for early access to the 5th floor was close to being reached. Work needed to be done to make the office habitable so it would be unlikely that the full move would occur until next year. The reverse premium of 6 months' rent would be for the sole benefit of CF. The landlord had provided a quote for the disposal of the 1st floor lease and the MFT were deciding how to proceed.</p>	<p>NWC</p> <p>IT</p> <p>CL</p> <p>CE</p> <p>CL</p>	
<p>43.11</p>	<p>Meeting with Mrs Ann Milton – Debrief, Report and Follow-Up</p> <p>The Chairman felt that the meeting with the Minister had been useful, not least for the NWC who would be discussing cases after the Board meeting. The Chair of the NWC agreed and was keen for the CF to spend as much money as they could, within reason, to show that there is unmet need amongst the community. The Chairman noted that the concept of "read-across" remained a key DH objective.</p>		
<p>44.11</p>	<p>Department of Health (DH) Liaison Committee Meeting with Officials</p> <p>The Chairman summarised the key points from the meeting with the DH, which were:</p>		

	<p>the Board that this had been their third year of auditing MFT since they were re-appointed following a market testing exercise. She recommended to the Board that, subject to performance, they be appointed for a further 2-3 years before another market testing exercise is carried out. The Board were in agreement.</p> <p>Mrs Leadbeater recommended to the Board that they consider appointing a firm of internal auditors to audit the internal processes of all Alliance House entities. She explained that the recent audit carried out by the DH could not be considered as an internal audit carried out on behalf of the Trustees. Following a discussion, it was resolved that the Liaison Committee would discuss this issue with a view to market testing for internal auditors in order for the service to be in place from 1 April 2012.</p> <p>The Chair of the Audit Committee informed the Board that they were happy to operate under the code of conduct for the full Board. The Welfare Committee would have their own code of conduct and the Employment Affairs Committee were yet to meet so had not had a chance to discuss this.</p>	<p>CE</p> <p>MFT LC</p>	
48.11	<p>Funding Arrangements & Related Matters</p> <p>The Chairman reported that CF had been given funding by the DH to cover management costs and charitable disbursements up to the end of the year. Further funding for the final quarter of the year would come through in December/January. In response to a question, the Chairman confirmed that each organisation operating from Alliance House had its own contracts with solicitors and its own Trustee indemnity insurance.</p>		
49.11	<p>Financial Reports</p> <ol style="list-style-type: none"> 1) The Board discussed the reserves policy and the various merits of setting the amount at different levels. The Board agreed that the schedule of delegated responsibilities should be amended to show that the Board would decide a reserves ceiling and that it should not exceed £1m. The draft reserves policy should be submitted to the DH. 2) The Finance Manager spoke to the tabled statement of accounts to 31 October 2011 and the tabled draft budget to 31 March 2012 and answered various questions that the Trustees had. Following this discussion, the Board noted the statement of accounts and approved the expenditure budget for the rest of the year. The budget figures for 2012-13 were noted and would be discussed fully at the next Board meeting. Miss Winram requested that, where possible, future budgets be distributed in advance so that Trustees had time to fully consider them. This 	<p>CE</p> <p>LH</p>	

	<p>was agreed.</p> <p>3) It was noted that the Statement of Financial Controls was still under consideration by the DH. The revised document would be emailed to the Board in due course and would be agreed at the DH Liaison Committee.</p>	CE	
50.11	<p>Any Other Business</p> <p>(1) Mr C Gore informed the Board that the Hepatitis C Trust, who would be administering the counselling fund, had been given no guidance on who would qualify as a dependant. The Welfare Committee agreed to discuss this issue and liaise with Mr Gore accordingly.</p> <p>(2) The Chairman of the Welfare Committee expressed concern that the proposed dates for future Board Meetings did not fit in well with committee meetings. The Chairman asked that a calendar of dates be produced by the office and circulated to the Board. This should include the dates of all committee meetings, audits etc.</p> <p>There being no further business, the meeting terminated at 14.05 hours.</p>	<p>NWC</p> <p>GB</p>	