

THE CAXTON FOUNDATION
Minutes of the Meeting of the Board of Trustees held on Thursday
6th October 2011 at the New Cavendish Club, 44 Great Cumberland Place,
London W1H 7BS from 10.30 a.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

APOLOGIES: Mr M Harvey (Chief Executive)
Miss M Winram (Chairman – EAC)
Professor H Thomas

IN ATTENDANCE: Ms R Riley (Support Services Manager)
Mrs L Haigh (Finance Manager)
Mr N Fish (Scheme Administrator – Skipton Fund)
Miss G Brown (Administrative Secretary)

		ACTION	COMPLETE BY
26.11	Apologies for Absence Apologies for absence were received from the Chief Executive, Professor Thomas and Miss M Winram.		
27.11	Caxton Foundation Launch The Chairman informed the meeting that the Trustees' appointments had been formalised in writing by the Minister. The Chairman thanked all those present and absent for all their hard work in the run up to the official start of Caxton Foundation ("CF") on 1 st October 2011 and the on-going preparatory work still in progress.		
28.11	(A) Minutes of the Previous Meeting Subject to three changes notified to the Board prior to the meeting and further minor amendments, the minutes were accepted and signed as a correct record. These minutes will be uploaded onto the CF website. (B) Matters Arising from the Minutes 8.11 It was reported that all points raised in the DH Internal Audit Review had been implemented with the exception of Recommendation 7 - Review of Information Provided to DH - which was a work-in-progress. The Board asked to be	IT ALL STAFF	

	<p>advised of any red related audit issues at the earliest opportunity.</p> <p>It was agreed that on producing risk management reviews for CF, the red, amber and green system utilised in the Internal Audit Review should be adopted.</p> <p>On behalf of the Board, the Chairman congratulated staff on the good result arising from the Report.</p> <p>19.11 It was agreed that Members of the Board would receive copies of Committee Agendas and it was also agreed that any Board member wishing to attend any of the Board Committee meetings to observe could do so provided they obtained the Committee Chairman's consent. It was separately agreed that Mr Gore would attend the next meeting of the National Welfare Committee, at his own request, to discuss principles.</p>		
<p>29.11</p>	<p>The National Welfare Committee</p> <p>The Chairman thanked members of the Committee and staff for all the work done thus far, and gave special thanks to Rosamund Riley. He invited the Chairman of the Committee to update the Board on the outcome of the first meeting of the Committee.</p> <p>The NWC Chairman reported that the Committee's prime concern in their first meeting was to work through their <i>modus operandi</i> with a view to presenting minutes to show what was agreed at the meeting. It was also reported that Ms Riley conducted an extremely useful dummy run of anonymised cases to enable the Committee to get an idea of the sort of content they will be dealing with.</p> <p>In summary, the Committee resolved to:</p> <ul style="list-style-type: none"> * Agree a "code of conduct" for Committee Members * Send copies of Agendas to all Board Members <p>The recommendations to the Board contained in the Minutes were noted. It was agreed to amend Minute 5.6 to reflect that financial assistance was to be given based on individual circumstances as opposed to an ongoing automatic payment. Subject to this amendment and various other minor amendments, the Board were happy to accept the recommendations with the principles as they stand at this present time, but agreed that the document should be updated to include more principles. The Board also agreed the need to revisit the delegation of authority document to clarify the delegated authority in terms of the financial limit on disbursements made by the Welfare Manager in any given month. The Chairman of the Committee was asked to</p>	<p>NWC RR</p> <p>RE</p>	

	clarify this. It was agreed that the recommendations would be reviewed from time to time.		
30.11	<p>Communication and Engagement with Beneficiaries</p> <p>The Chairman expressed the need for getting information about CF across to more of the potential beneficiaries as it was disappointing to have had only c. 250 people express interest by registering. The Board noted the message sent out by the DH to clinicians and other professionals about the existence and purpose of CF.</p> <p>It was advised that there would shortly be a communication to potential beneficiaries who had registered an interest, consisting of a welcome letter from the Chief Executive, a data sharing letter from the Skipton Fund Scheme Administrator and a Q&A document on CF. These documents would be sent first to all Board members. It was further agreed that there should be some guidance on response to the Q&A leaflet. The Chairman and Chief Executive were tasked with discussing proposals for appropriate wording.</p> <p>Mr Evans requested a breakdown of location by postcode of those who have expressed an interest in CF. The Assistant to the Chief Executive will provide this information.</p> <p>There was a discussion on how to engage further with beneficiaries. The following options were considered:</p> <ul style="list-style-type: none"> * a bulletin board on the website, designed by Digital InkBlot.com, CF's Webmaster, together with the IT Manager, with a limit on the size of any one communication, to enable questions to be put to the Trustees. * an external source, aided by Mr Lister, to write a newsletter to be available by end-October and for that newsletter to contain information on what help will be available from CF; and for that publication to demonstrate that fairness and consistency is inherent in CF's operation. * a facility for potential beneficiaries to comment or ask questions via e-mail (with a means of removing offensive material from the website). For this purpose an e-mail address such as Trustees@caxtonfoundation.org could be accessed via a link from the website. <p>To start with, the website would be used to explain that the CF intended to establish good communications with beneficiaries, to ascertain their range of needs and to explain how CF will deliver charitable relief, whether in person or by</p>	<p>CHMN /CE</p> <p>Asst. to CE</p>	<p>End Oct</p> <p>Immedi ate</p>

	<p>conference call. It was felt a conference call would be more appropriate.</p> <p>It was agreed that an e-mail facility for contacting trustees would be put on the website, which would be reviewed by the Chief Executive and shared with the Board, who would decide answers collectively.</p> <p>A forum would be helpful but was deemed to be premature before the Trustees' meeting with the Minister and DH. It was agreed that some form of forum should be considered for early 2012 (depending on views expressed through a survey on the website). It was agreed that Mr Lister would assist the Chairman and Chief Executive in this.</p> <p>It was felt that advertising for Caxton Foundation by means of PR and radio was too expensive and the issue was to be raised at the meeting with DH on 13 October. Mr Lister would seek professional advice regarding a press release.</p> <p>The Terms of Reference for the NWC were noted.</p>	<p>CE/IT</p> <p>IT</p> <p>CHMN /CE/ CL</p> <p>CL</p>	
31.11	<p>The Employment Affairs Committee</p> <p>The Terms of Reference for the EAC were noted.</p> <p>It was agreed by the Board that the delegated authorities (unseen) that were held by the Chief Executive when the Macfarlane Trust was the employing body be transferred to him in his capacity as Chief Executive of CF, pending resolution by the Board of the appropriate delegation of any authorities together with a schedule of financial authorities.</p>		
32.11	<p>Audit Committee</p> <p>The Chairman of the Audit Committee updated the Board on matters and informed the Board that they were still awaiting a response from the external auditors regarding the inherent risks of a new charity "start-up". She said that the first meeting of the Committee would be held towards the end of the calendar year and that DH internal audit involvement will be arranged if possible. <i>(Note: The DH internal audit team consider any meetings with the audit committee unnecessary at this time)</i></p> <p>The Audit Committee Terms of Reference were noted.</p>		
33.11	<p>Ministerial Visit – 17th November 2011</p> <p>The meeting is being held at the Minister's behest and it was agreed that issues would be raised as appropriate during the course of the meeting. The officials would be asked for their advice on 13 October</p> <p>The Board agreed that:</p>		

	<ul style="list-style-type: none"> • an initial overview of CF's <i>modus operandi</i> would be prepared in anticipation of the Minister giving her expectations of what she expected from CF. • the Chief Executive's detailed briefing note should be used as a foundation and that consideration should be given as to which Trustee would lead on which specific aspect of CF's range of activities. • it was noted that the Board would convene at Alliance House after the ministerial meeting for a light lunch and a brief Board meeting. 	CHMN /CE CE	
	The Board adjourned for lunch.		
34.11	<p>Draft Code of Conduct for Trustees</p> <p>The specimen good governance code and draft code of conduct were noted. Mr Lister talked the Board through the work he had done thus far on the Code of Conduct for Trustees. It was his view that it was advisable to have a code but that breadth of content was normally dependent on the size of an organisation. It was important not to replicate the content of the Trust Deed within the Code of Conduct.</p> <p>The Chairman raised a previously mentioned point about the declaration of bankruptcy and it was agreed that that point should be combined under the heading 'Managing Interests' point no. 18 of the Code, rather than specifying details.</p> <p>It was agreed that Members of the Board needed more time to digest the Code and comments on Mr Lister's draft should be given to the Chief Executive as soon as possible. The Chief Executive would then pass on those comments to Mr Lister in respect of any revisions to the Code. Revisions should include CF's relationships with beneficiaries and the media.</p> <p>It was also agreed that the code from each Committee be attached as Appendices to the main Code of Conduct document.</p>	CL ALL/ CL	
35.11	<p>Funding Arrangements & Related Matters</p> <p>(35.11(1)) The Finance Manager gave an oral report on the global funding arrangements applicable to CF. A draft Statement of Financial Controls for CF was tabled.</p> <p>(35.11(2)) It was felt that measures taken by the DH for beneficiary engagement had already been covered under item 30.11.</p>		
36.11	Financial Reports		

	<p>The Chairman invited the Finance Manager to update the Board.</p> <p><i>36.11(1) The Department of Health</i></p> <p>The Finance Manager advised the Board that the Statement of Financial Controls would apply to all Alliance House entities to meet the “read across” objective set by the DH and that funding would be provided quarterly. The DH would need to be informed of any drastic or sudden changes in budget estimates.</p> <p>For CFs first year funding would be based on immediate expenditure forecasts of £1m; CF would be required to apply for a second tranche based on forecast disbursements.</p> <p>The Board noted that the DH’s approach to management funding was increasingly difficult in procedural terms.</p> <p>The DH would require management cost contributions from the four entities to meet staff costs, rent, rates and service charges to be resourced by CF. The DH had asked the Finance Manager to prepare budget estimates, for which some further information was required from the DH. It was noted that the Assistant to the Chief Executive would be transferring, under a TUPE process, from the Skipton Fund Limited to CF.</p> <p>Cost headings such as stationery, bank charges, audit fees and trustee expenses will be accounted for in each entity’s accounts.</p> <p>The CF is anticipating funding directly from DH to cover its own operating costs.</p> <p>In summary, under the new arrangements, the result will be a relatively high management cost/income ratio for CF and a correspondingly low ratio for the other entities. These would need to be explained appropriately in annual accounts.</p> <p>The Finance Manager advised the Board that a response from DH in terms of the forward funding arrangements was anticipated by the end of October. It was not known how much the DAs would contribute but thought it would be akin to the Barnett Formula which would mean an extra c. £600k revenue to CF.</p> <p><i>36.11(2)</i> The Finance Manager apologised that documents (i) and (ii) could not be tabled as the figures were not yet available. The Board noted the progress that was being</p>		
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	<p>made but were concerned that as the Foundation is now operational but does not have an approved budget to work against.</p> <p>Documents 36.11(2)(iii) and (iv) were received. The Board were informed that all the other Alliance House entities have received the suggested apportionments in costs but that these had not yet been approved.</p> <p>A decision was to be made on whether documents 36.11(2) (iii) and (iv) were to go to the MFT Board.</p>	CE	
37.11	<p>Service Level Agreement</p> <p>In the absence of the Chief Executive, Mr P Harvey updated the Board.</p> <p>There were various revisions to the SLA and it was agreed by the Board that Mr P Harvey would take this forward and present the final document to the MFT Chair.</p> <p>Mrs Leadbeater noted that there were risks associated with not specifying services within the document, implying that it would have to be based on goodwill.</p> <p>It was agreed that the Liaison Committee should meet at least quarterly to review the SLA, unless the Chairmen wished otherwise.</p>	PH	
38.11	<p>The Chief Executive's Report</p> <p>The report was received by the Board.</p> <p>The Chairman thanked Mr S Baker for his hard work on updating the IT systems.</p> <p>With regards to the World Federation of Haemophilia 2012 World Congress in Paris, it was considered that anyone attending should not be seen as only a representative of CF. The Chief Executive would be attending in his dual capacity and Mr Fish would be attending in his capacity as Assistant to the Chief Executive.</p> <p>With regards to the 5th Floor, the Board noted early access had not yet been approved by Teletech and that the target date for the completed move from the first floor to the fifth floor, 17th November, was already tight.</p>		
39.11	<p>Any Other Business</p> <p>(1) The Chairman advised members that the next Board meeting would follow the meeting with Mrs Anne Milton, the Parliamentary Under Secretary of State for Public Health, on</p>		

