

CAXTON TRUSTEE LIMITED

**Minutes of the Meeting of the Board of Directors of Caxton Trustee Limited
held on Thursday 3rd May 2012 at the New Cavendish Club, 44 Great
Cumberland Place, London W1H 7BS from 10.30 a.m.**

PRESENT: Mr P Stevens (Chairman)
Mr C Gore
Mr P Harvey
Mrs M Leadbeater (Chairman – Audit Committee)
Mr C Lister (Chairman – NWC)
Professor H Thomas
Miss M Winram (on speaker phone) (Chairman – EAC)

APOLOGIES: Mr R Finlay

IN ATTENDANCE: Mr M Harvey (Chief Executive)
Ms R Riley (National Welfare Manager)
Mrs L Haigh (Finance Manager)
Mr N Fish (Assistant to Chief Executive)
Miss C Hogan (Administrative Secretary)

		ACTION	COMPLETE BY
08.12	Apologies for Absence Apologies for absence were received from Mr R Finlay. Miss M Winram was unable to attend in person but was on speakerphone throughout the meeting.		
09.12	Minutes of the Previous Meetings <i>Caxton Foundation meeting of the Board of Trustees</i> Miss Winram suggested that minute 52.12, concerning the lease, be changed to reflect that “accessibility would be accorded sufficient importance in negotiations concerning any future lease arrangements.” rather than being specific to Alliance House. <i>Caxton Trustee Limited meeting of the Board of Directors</i> It was requested that the minutes include supporting calculations; the Chairman and Chief Executive would discuss and implement this outside of the meeting. The final sentence of minute 1 should read “It was <i>unanimously</i> resolved that Mr Stevens be appointed Chairman until 31 st March 2013...”. Mrs M Leadbeater suggested that the way the Trust referred to itself be standardised. The Chairman enquired what the preference would be and it was agreed	AS CE & PS AS	

	that going forward the Board would officially be known as Directors of Caxton Trustee Limited (CTL).		
10.12	<p>Matters Arising</p> <p>52.12 The Chief Executive gave an oral report on progress in respect of the 5th floor move. Referring to the email trail, he confirmed that Teletech had withdrawn from the lease assignment but that written assurances had since been given by Alliance House that the Trust would be granted the lease from 20 December unless Teletech offered a rent substantially above the going rate. At a recent meeting with a member of Teletech's estate staff, it was intimated that they wished to retain a sales office presence in London. CTL's property lawyer, David Brooks, was therefore in the process of asking Teletech's lawyers to consider whether the 1st floor might be suitable. CTL had received a revised letter of comfort from the DH to satisfy the landlords of Alliance House. The Board were advised that the necessary funding was in place but at this time a move to the 5th floor did not look likely until 20 December 2012 at the earliest. The Chief Executive concluded his report by saying that only in the most unlikely of circumstances would Alliance House not grant the lease to CTL.</p> <p>Concerns were raised about possible overcrowding issues on the 1st floor during the next 7 months. The Chief Executive reported that he would make inquiries of Alliance House to see if temporary storage could be found on the 6th floor, now that it was vacant. This might be possible on a month to month basis.</p> <p>It was asked whether historic records which were not required on a daily basis could be transferred on to microfiche. The Chief Executive felt that while that would be a suitable outcome, it would have to remain an aspiration as the necessary equipment was not available to the CTL, nor were there sufficient staff resources. It might also be contra to existing policy if beneficiary records had to be kept off-site.</p> <p>The Board were reassured that although the current filing system was very restricted and near capacity there was no risk of any breach of data protection. The Finance Manager reported that CTL followed retention guidelines from the Office of National Statistics.</p> <p>The Chairman asked what would need to be done before a move to the 5th floor would be possible. The Chief Executive reported that early access would be sought to enable the installation of phones, wall sockets, IT infra-structure and deep-cleaning. If early access was not available, it could be a further 2 months before any move could be contemplated.</p>	CE	

	<p>55.12, 53.12, 42.11, 31.11 <i>Schedule of Delegated and Reserved Authorities/Responsibilities and Statement of Subsidiary Rules</i></p> <p>Following a brief discussion, it was resolved that grants over £10k but less than £50k could be approved by the Chairman and the NWC. There were further drafting issues which would be dealt with by the Chief Executive outside of the meeting. Subject to these adjustments, the documents were received by the Board.</p> <p>57.12 The Board noted that the Ward Williams' letter of engagement had been signed by the Chairman in line with the recommendation from the Audit Committee.</p> <p>60.12 The Board noted that the 2012/13 pay-round proposal had been implemented from 1st April 2012.</p>	CE	
11.12	<p>Certificate of Incorporation</p> <p>(1) Regarding the Memorandum of Association of the Company, the Form 1N101 and the Trust Deed, the decision was taken not to circulate the documents at the meeting but to upload them onto the Trustee section of the website. The Certificate of Incorporation was received and noted by the Board.</p>	IT	
12.12	<p>National Welfare Committee</p> <p>(1) The minutes of the meetings of the Committee held on 17th February and 15th March and the pertinent grant schedules were received. The minutes of the meeting held on 19th April were not yet available as they were without the relevant quarter. The matter of a slight discrepancy in the grant schedules was raised. The Welfare Manager reported that she was aware of this specific matter and that it would be amended.</p> <p>(2) The paper <i>Addressing Beneficiary Debt</i> was received. There was an extended discussion around the various debt issues that confronted beneficiaries. The Chairman of the National Welfare Committee (NWC) opined that there were in the region of 30 new requests for support each month and that roughly a third of these were debt related. It was clear that many of the applications for support had arisen because the primary beneficiary had undergone treatment, or was about to undergo treatment, which had resulted in an inability to work with a consequent reduction in household income. The Chairman suggested that it may be helpful to ask for comprehensive information of earnings to enable a more accurate assessment of income reduction and resultant debt. It was noted that in due course this would be an objective of</p>	NWM	

	<p>the NWC. There was concern that requests for assistance with debt relief were often turned down as the relevant information was not always available. There was a discussion as to whether clarity could be given to beneficiaries to enable them to apply within the relevant framework in the hope their claims would be more likely to be accepted. The NWC Chairman intended to produce a set of guidance notes for beneficiaries on how claims should be presented more efficiently. The NWC were also in the process of writing a policy to deal with debt as it was felt that they had been very cautious in the past and could do more going forward.</p> <p>For ease of understanding, the Board asked that disbursement codes for the range of grants be affixed to the minutes. The Welfare Manager would arrange for this to be done.</p> <p>It was noted by the Chairman that the Welfare Team had worked diligently to meet the needs of beneficiaries and the Board expressed their gratitude.</p> <p>The Board considered the NWC's proposal to employ, as an independent contractor, a debt counsellor to guide and advise beneficiaries on debt management plans. After a lengthy discussion it was agreed to take forward the proposal to engage a debt counsellor to whom beneficiaries would be referred in the first instance; the counsellor would then have the option of referring beneficiaries to a debt management company for further assistance where appropriate. The Board stressed that any counsellor must be able to demonstrate an empathy with the community of care and have the necessary regulatory requirements to perform this function. This appointment would be on a sub-contractor and not employee basis. The costs of the counsellor would be treated as a grant disbursement recorded against the individual beneficiaries' disbursement account and would not affect the management budget. The Welfare Manager would produce a list of debt management companies whose services could be utilised.</p> <p>There was further discussion on what should be posted on the Foundation website in respect of debt advice. The Board agreed that it should meet the "read across" objectives as expressed by the Department of Health (DH) and that it should not be markedly different from that of the Macfarlane Trust.</p> <p>(3) The Board were apprised of the appeal that was before them. NWC members were present to answer questions only. The Board were informed that the primary</p>	<p>NWC</p> <p>CL NWC & NWM</p> <p>NWM</p> <p>NWM & CE</p> <p>NWM</p> <p>CE/CL</p>	
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	<p>beneficiary had borrowed some £38,000 from a local source and was unable to repay the loan. The Board expressed disquiet as to how such an arrangement was agreed by the two parties. After a detailed discussion, the Board agreed that the Chief Executive would make arrangements to visit the lender and try to negotiate a reduction in the principal. The Chief Executive was given authority to agree with the lender that the Foundation would provide assistance if the amount was reduced by 50%. Failing that, the matter would be referred back to the Board. It was also agreed that the bank charges and overdraft totalling £2,762.18 would be cleared and a letter sent to the beneficiary to let him know that attempts were being made to resolve the issue for him.</p> <p>(4) The Board considered the NWC's end of year report, a tidied version of which had been sent to the DH. Following a brief discussion, it was resolved that greater clarification of grants requested and agreed would be given in future reports. The Board asked if there was a need for a dedicated home visit team due to the current pressures on welfare staff. It was decided that because the number of visits was currently low, and the Welfare Officer was expected to return to work full time in the summer after qualifying as a social worker, that this would not be necessary. Professor Thomas felt that the DH should also be sent the useful paper on debt.</p>	<p>CE</p> <p>CE</p> <p>NWM</p> <p>CE</p>	
13.12	<p>The Employment Affairs Committee</p> <p>The Board received the draft minutes of the meeting held on 10th April. The Chairman invited the Board to consider the minutes and invited questions. The draft minutes were noted subject to the following points:</p> <p>The Chairman of the Committee was of the view that the Health & Safety Policy Document should make reference to the risks of blood and bodily fluid spillages. The Chief Executive felt that this was unnecessary. Professor Thomas concurred, stating that such risks were not relevant in a Health & Safety policy for a normal office environment.</p> <p>The Committee would consider the existing staff appraisals process with a view to implementing annual reviews in light of the current staff pay progression system. Members would send their changes to the Chief Executive.</p> <p>All references to the future of the Chief Executive should be struck out.</p> <p>Mr P Harvey reported that he had started the "plain English" review of the staff handbook and would report in due course.</p>	<p>PH</p>	
14.12	<p>Audit Committee</p> <p>The minutes of the meeting held on 2nd February were</p>		

	received. The Chairman of the Committee invited the Board to ask any questions they had although she was aware that the business of the meeting had been reviewed at the meeting of the CTL in February.		
15.12	The Caxton Foundation/Macfarlane Trust Liaison Committee The minutes of the meeting held on 12 th April were received. The Board noted that there had been a quotation for the internal review of procedures across the Alliance House entities. The details of the internal audit would be considered by the Audit Committee in July with a view to the process commencing in September (<i>Note: A copy of the quotation is attached</i>).		
16.12	The Risk Assessment Matrix & Strategy The Board felt that further work needed to be done on the matrix. They asked that Strategic Risks and Operational Risks be separated out for visual clarity and that a fourth 'traffic light' column be added under the heading 'Overall Risk'. This should follow the red, amber, green coding system. Risks 18, 19 and 20 should be removed since the Foundation currently had no reserves. The Board would like the matrix to be more 'live and dynamic' and asked that the author and Chief Executive address these issues ahead of the meeting in July. Concern was raised over the impact on the office staff during the Olympics and what measures may need to be implemented for the duration of the games. These would be discussed by the Chairman and Chief Executive and a plan would be drawn up by the Chairman.	AS, IT CE CE & PS	& July
17.12	The Charities Act 2011 The new act was noted by the Board.		
	The Board adjourned for lunch at 13:00 and returned at 13:30		
18.12	Department of Health There was no additional business, salient to the Foundation, to report in this quarter.		
19.12	Financial Reports & Information (a) & (b) There was much discussion over the Q4 management accounts and charitable disbursement schedules with several minor adjustments to be made by the finance team and then re submitted. Mr Gore suggested that setting up costs and on-going costs associated with the move be separated, he also asked that a variance column be	FM	

	<p>added. Referring to the carrying forward of grant funding, this amount will be confirmed by DH.</p> <p>The issue of VAT costs across the charities was raised. The auditors had proposed that as a cost saving exercise all items that incurred VAT should be paid through the Skipton Fund and the costs recharged accordingly. The Board accepted this proposal. These would be treated as 'Management Charges' to the Skipton Fund and could begin as of 1st April.</p> <p>(c & d) It was reported that the DH had accepted that an operating balance was necessary and indicated that £100k-£200k would be an appropriate amount. The Chief Executive would be meeting tomorrow with Ben Cole at the DH to discuss this issue as well as departmental indemnity. In response to a question, the Chief Executive would get back to Miss Winram with clarification of the difference between departmental and individual Trustee indemnity.</p> <p>(e) The Chairman's statement and partial Trustees report were discussed and Directors were invited to email the Chairman with and changes. The revised version would then be recirculated.</p> <p>(f) The projected budgetary estimates which had assumed that the move to the 5th floor would happen from 25th December 2012 were noted by the Board.</p> <p>(g) The letter from WRS Insurance Brokers was received and noted.</p> <p>(h) (i) The new CTL bank mandate was signed by the Board. (ii)The Board agreed to the increase in authorities for the Chief Executive and Finance Manager to sign off up to £15k; the limit has previously been £10k. The statement of delegated authorities would be updated accordingly.</p>	<p>FM & CE</p> <p>CE</p> <p>ALL</p> <p>CE</p>	
<p>20.12</p>	<p>Policy & Management Objectives for 2012/2013</p> <p>The Board were invited to comment on points of principle and send drafting issues outside of the meeting.</p> <p><i>Direct contact with beneficiaries</i></p> <p>After lengthy discussion about the objectives for the coming year, it was decided that a 1 day conference would be held in Birmingham in Spring 2013 with the cost of beneficiary travel being covered as well as overnight accommodation for anyone living more than 2 hours away. In due course the Chairman and/or Chief Executive would draft a letter to be sent to beneficiaries.</p> <p>There was some confusion regarding the procedure that follows when a beneficiary contacts the Trustees directly via the website. It was resolved that in future, the Chairman would forward the request to the Chief Executive and cc in all Trustees so they could see it had been dealt with.</p>	<p>CE/PS</p> <p>PS & CE</p>	

	<p><i>Identifying priorities for assistance</i></p> <p>Where reference had been made to prioritising those undergoing treatment or about to start treatment, it should include those who are ill and give greater prominence to assistance with debt, with reference to the recently agreed debt counselling referral process.</p> <p><i>Management Objectives</i></p> <p>The Board discussed the tools used for measuring progress and it was decided that as these areas had recently been discussed at the MFT Board meeting it would be mutually beneficial to bring these items up for deliberation at the next Liaison Committee meeting. Following concern about the lack of speed of the negotiations, it was resolved that a meeting would be set up between the Chairman of the CF and the new Chairman of the MFT before the end of May. Since the Foundation was set to spend only a small proportion of its allocated £2m, it was agreed that reference to the CTL's fears of being unable to meet their objectives should be removed.</p>	<p>PS</p> <p>PS</p> <p>PS</p>	<p>May</p>
21.12	<p>The Chief Executive's Report</p> <p>The report for Q4 11/12 was received by the Board.</p>		
22.12	<p>Any Other Business</p> <p>Following a discussion surrounding staff expenses, the Finance Manager reported that a paper in respect of staff and trustee expenses would be circulated.</p>	<p>FM</p>	
23.12	<p>Caxton Foundation & Caxton Trustee Limited – Board Composition</p> <p>All staff left the room.</p> <p>The Board agreed that the expiry of the terms of office of the two remaining First Trustees by the end of March 2013 would leave the Board below the desirable size, so that recruitment of up to 3 new directors would be desirable. This should be undertaken through an outside agency, of which at least two that specialised in trustee recruitment should be asked to bid for the work.</p> <p>There were insufficient candidates from the existing Board for the chair, so the recruitment exercise should include seeking a potential chair.</p> <p>The Board approved a proposal relating to early retirement.</p>	<p>PS & CE</p> <p>PS</p>	
	<p>The meeting was adjourned at 16.20.</p>		
	<p>The next meeting will be Thursday 2 August, but the date may be reviewed in light of the Olympics.</p>		

Linda Haigh

From: Jessie Kho <jessie.kho@glazers.co.uk>
Sent: 05 December 2011 10:38
To: Linda Haigh
Subject: RE: Quote

Hi Linda

I can advise that our fee quote, excluding VAT, will be £6,000 + disbursements.

This will include discussion with key team members with a view to the mapping the current processes for all entities (MFET Limited, Skipton fund, Macfarlane Trust, Caxton Foundation and Eileen Trust); assessing the risks for each entity and internal control currently in place and, if need be, recommending improvement thereon. The final report will include the key risks and systems of controls to be complied by each team member.

I trust that you will find the above fee quote satisfactory. Should there be any queries, please do let me know.

Kind regards
Jessie

Glazers Chartered Accountants
843 Finchley Road
London
NW11 8NA
Tel: 020 8458 7427
www.glazers.co.uk

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From: Linda Haigh [<mailto:linda@caxtonfoundation.org.uk>]
Sent: Friday, December 02, 2011 11:50 AM
To: Jessie Kho
Subject: RE: Quote

It will be a book, like a map that will be easy to use and highlight the risks followed by all entities. This was the guideline we were given.

Kind Regards,



Linda Haigh
Finance Manager
Direct Line: 020 7 808 1172
Email: linda@caxtonfoundation.org.uk

 Consider the environment. Please don't print this e-mail unless you really need to.

From: Jessie Kho [<mailto:jessie.kho@glazers.co.uk>]
Sent: 02 December 2011 10:31