

## THE MACFARLANE TRUST

**Minutes of the Meeting of the Board of Trustees held on  
Monday 23<sup>rd</sup> July 2012 at The New Cavendish Club,  
44 Great Cumberland Place, London W1H 7BS from 10.00am**

<b>PRESENT</b>	Mr R Evans	(Chairman)
	Mrs E Boyd	(Chairman NSSC)
	Mr A Burgess	
	Mr M Gregory	
	Mr P Spellman	
<b>IN ATTENDANCE</b>	Mr M Harvey	(Chief Executive)
	Mrs L Haigh	(Finance Manager)
	Ms R Riley	(Support Services Manager)
	Mr N Fish	(Assistant to the Chief Executive)
	Miss C Hogan	(Administration Secretary)
<b>APOLOGIES</b>	Dr V Martlew	(Medical Trustee)
	Mr R Mishcon	

The Chairman reminded the Board that Mr Stuart Fuller had passed away on the  
**GRO-A** 2012 and asked those present to stand for a minute's silence.

- 554.12 Apologies for Absence**  
Apologies for absence had been received from Dr Martlew and Mr Mishcon.
- 555.12 Minutes of the Previous Meeting**  
The minutes of the meeting held on the 30<sup>th</sup> April, previously circulated, were signed as a correct record.
- 556.12 Matters Arising**  
533.12 (518.11-508.11) The Chief Executive referred to the Charity Commission scheme circulated with the agenda and gave an oral report on the now completed amendment to update the Trust Deed and confirmed that the scheme submitted to the Charity Commission had been approved. He went on to say that the Department of Health had not yet given their formal approval to the amendment but this was expected shortly.  
533.12 (518.12 – 509.11) The Chief Executive provided an oral report on the latest news regarding the relocation to the 5th floor. The Trust had received a letter of assurance from Alliance House estates that the Caxton Foundation would be granted the lease for the 5th floor from 20<sup>th</sup> December unless Teletel had come back with a rental offer substantially above the market rate. He went on to say that Teletel had withdrawn from the negotiations to assign the lease to the Caxton Foundation and had advised the Foundation's solicitors that there was an assignee ready and willing to take the

remainder of the lease. The Board agreed that the Chief Executive should liaise with Alliance House to ensure that there were no unforeseen difficulties in ensuring that the Caxton Foundation could enter into a new lease arrangement from December 2012. The chairman suggested that a legally binding agreement should be signed by the Caxton Foundation as soon as possible.

541.12 (4) The Chairman reported on the successful appointment of Ms Eileen Jackman to succeed Mr FitzGerald as a Trustee for a three year period from 1<sup>st</sup> August 2012 in the first instance; Ms Jackman would be visiting the office for an induction meeting on the 25<sup>th</sup> July and would attend the Board meeting on the 24<sup>th</sup> September. He would also arrange for her to meet the User Trustees in advance of the September meeting. Ms Jackman's application and the independent assessor's report were tabled.

**557.12 The Caxton Foundation/Macfarlane Trust Liaison Committee**

The Board noted that the committee had not met since the last Board meeting.

**558.12 Future Governance Arrangements for the allocation of single grants and, in due course, capital disbursements from the reserves.**

The Board considered a paper, prepared by the Chairman, regarding the future Governance arrangements for the Trust. He reminded the Board that this had been precipitated by a proposal from Mr Spellman at the last meeting. He supported this proposal as it was, in his view, opportune, to address this issue. The Trust was entering a new phase, with the changes in place regarding payments to beneficiaries and, hopefully, the DH agreeing to the disbursement of reserves. The DH were looking for a review of Governance in advance of the Minister for Health reaching a decision on the reserves and were seeking reassurances. The Chairman circulated Mr Mishcon's paper and informed the Board of Dr Martlew's support following a meeting he had had earlier in the month. He rectified two misunderstandings arising from Mr Mishcon's helpful paper. It was not the Chairman's intention to decide personally on all applications but to oversee the decision making process. The preferred option in his paper would not increase the workload for the Support Services staff but reduce it; this was confirmed by the Chief Executive.

In the first instance, the Board dealt with the governance arrangements for developing policy. There was a general consensus that policy should be developed, as well as agreed, at Board level. The iteration of policy development to the NSSC excluded non-members from playing a full part, which was a matter of concern to them.

After discussion it was AGREED; that in future all papers initiating Policy review should be presented to the Board in the first place so that the full Board would decide on policy.

The Chairman invited comments from the members present on the future governance arrangements for disbursing grants, including the allocation of the reserves. Members welcomed his paper and there was a feeling that it was the time to hold such a review. The Chief Executive expressed the view, which was shared by others, that the NSSC had proved a useful vehicle over the last few years but with the implementation of the Archer Report a different approach may be appropriate. The Chairman said that although the NSSC was subject to an election process, trustees not sitting on the NSSC had, over the years, felt excluded from the decision making process and that it was right to try and be as inclusive as possible in this fundamental area of the Trust's work. He commended Option 4 including that a "Trustee Allocation Group" be set up from 1<sup>st</sup> October 2012.

Following a wide-ranging discussion embracing how disbursements might be made the Board felt that disbursements from the reserves should be made other than by the NSSC due to the different nature of the funding. The Board agreed a proposal from the Chairman that he and the NSSC Chairman should develop Option 4 and submit a paper on its implementation to the Board meeting on 24<sup>th</sup> September taking into account comments made.

Following these considerations, any new arrangements would be adopted from 1<sup>st</sup> October 2012 in time for the disbursement of the reserves.

## **559.12**

### **Financial Reports**

The Board received the following reports.

- 1) Discretionary disbursements summary 2012/13 Q1.
- 2) The investment report for 2012/13 Q1 and the proposal from the investment managers about liquidating the reserves in the light of the proposal to pare down the retained reserve fund.
- 3) The management accounts for 2012/13 Q1.
- 4) The draft report and accounts and financial statements for the 2011/12 financial year. The draft report and accounts, subject to a few minor amendments were approved, Mr Gregory proposed that the Chairman be authorised to sign the annual report and accounts for 2011/12. Mrs Boyd seconded the proposal.
- 5) The revised standing financial instructions.

Whilst reviewing the accounts there was a full and frank discussion regarding the levels of back payments made to beneficiaries. It was agreed a 'cut-off date' of 31<sup>st</sup> March 2013 and each year going forward, would be instigated by which time all applications and

paperwork supporting back dated claims were to be received by the office; otherwise payments for that financial year would not be payable. This 'fresh start' would enable disbursements from the Reserves to be utilised primarily for capital projects to assist beneficiaries.

ACTION: Chief Executive

**560.12**

**The National Support Services Committee**

- (1) The minutes of the NSSC meeting on 25<sup>th</sup> April, and 22<sup>nd</sup> June 2012 were ratified by the Board and the consolidated grant schedules were noted.
- (2) The Chair of the NSSC gave an oral report of a meeting on May 17<sup>th</sup> with the Chair of the Caxton Foundation NWC regarding the need for 'read across' in respect of the processes and procedures of the 2 committees. It was noted that this will be directly affected by the decision regarding the future of the NSSC and should be reconsidered once a resolution has been reached.
- (3) The Chairman asked the Chief Executive for a progress report on the application discussed in minute no. 545.12 (ii) to (iv) of the last meeting. The Chief Executive said that he was awaiting completion of the necessary paperwork by the applicant and no funds were yet disbursed. The Board expressed some surprise as the applicant was keen to market his product in time for the Olympic Games. The Finance Manager pointed out that the application was to be funded from reserves. This had not been made clear at the previous meeting, when a majority of Board members favoured the application and, in the meantime, the DH had been assured that no reserves would be committed until a decision had been reached by the Minister.

**561.12**

**The Trust Reserves**

The Chairman briefed the Board on a meeting he and the Chief Executive had with DH officials on the 18<sup>th</sup> July. The timetable for the Minister deciding on whether the Trust could commit its reserves had been brought forward. The Chairman reported that the work of =MC was progressing well and survey interviews had started. The Board considered the two versions of the letter issued under Mr Mishcon's signature: the one that was sent and the one that should have been sent. The Chairman and Chief Executive pointed out that the letter which should have been sent out in Mr Mishcon's name included the same narrative as the draft which was sent out in regard to the issues to which some of the beneficiaries took exception. Consequently, the issuing of the correct letter would, in their view, still have stimulated the same hostile reaction from some beneficiaries. The Chairman strongly suggested that all Board members move on and put the letter issue behind them.

The Chairman and Chief Executive reminded the Board that open discussions had been held with beneficiaries at the Men Only weekend in Swindon on 14<sup>th</sup> June and at a specific meeting held on 20<sup>th</sup> June. Subsequent to the second meeting a further letter had been sent by the Chairman and Chief Executive to all beneficiaries, which, amongst other things, relaxed the requirement for home visits. Mr Burgess and Mr Gregory confirmed that this letter had received a positive response.

Following discussion, the Board noted and approved the action taken by the Chairman and Chief Executive.

**562.12 Department of Health**

The Board received notes of the meeting between the Chief Executive and officials held on 4<sup>th</sup> May 2012.

**563.12 The Haemophilia Society**

The Chairman informed the board of his meeting with the Chairman of the Haemophilia Society on 22<sup>nd</sup> May.

**564.12 The Chief Executive's Report**

The Board received the report giving an over view of the Men Only event from 14<sup>th</sup> to 16<sup>th</sup> June and an oral report on the World Federation of Haemophilia Conference later that month, both of which had been attended by the Chairman and Chief Executive

Regarding MSPT2 and Dr Winter's look-back exercise, it was clarified that this was still work in progress.

Mr Gregory raised the issue of communications and strongly suggested that, in the light of recent events, it was important and opportune to review the Board's communication with the beneficiary community. This was supported by the Board and it was agreed that this will be a subject for discussion in more depth at the next meeting. The Board were informed that the IT Manager was setting up a closed Facebook group to enable beneficiaries to have an open channel of communication with the Trust.

ACTION: Chief Executive.

**565.12 Circulation of the Minutes**

The Board considered a request from some beneficiaries that the previous minutes of the Board regarding the reserves issue be published. The general view was that, as these were "historical documents" it would not be opportune to do so.

The Chairman, in supporting this view, encouraged the Board to consider, positively, the future publication of its minutes. He

reminded Trustees that this would be in line with contemporary charity and public sector culture

After a full discussion, it was agreed to reach a decision at the next meeting when the Board would have the benefit of seeing the minutes of the current meeting. It was generally agreed that, if the Board were to agree to publish their minutes it would only be after they had been approved by the Board.

ACTION: Chairman

**566.12**

**Any Other Business**

The next meeting of the Board of Trustees will be held on Monday 24<sup>th</sup> September 2012, the venue has yet to be confirmed.

There being no further business the meeting closed at 1.15pm

Roger Evans

Chairman