

# Board of Trustees Meeting

Thu 20 January 2022, 10:00 - 11:30

MS Teams

## Agenda

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### 1. Welcome & Introductions

*Charles Janczewski*

#### 1.1. Apologies for Absence

*Charles Janczewski*

#### 1.2. Declarations of Interest

*Charles Janczewski*

#### 1.3. Minutes of the Trustee Meeting held on 12 October 2021

*Charles Janczewski*

 1.3 DRAFT BoT 12.10.21 Mins MD CJ.pdf (12 pages)

#### 1.4. Action Log following meeting held on 12 October 2021

*Charles Janczewski*

 1.4 Action Log.pdf (1 pages)

#### 1.5. Chair's Action taken since last meeting

*Charles Janczewski*

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### 2. Items for Review and Assurance

#### 2.1. Health Charity Current Financial Position

*Christopher Lewis*

#### 2.2. Financial training session on Charitable Funds

*Christopher Lewis*

#### 2.3. Disposal of Rookwood Hospital

*Fiona Jenkins*

 2.3 Disposal of Rookwood Hospital charitable funds Jan 22.pdf (3 pages)

#### 2.4. Horatio's Garden Update

*Fiona Jenkins*

 2.4v- Horatio's Garden Update Jan 22.pdf (4 pages)

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### **3. Items for Approval/Ratification**

#### **3.1. Charitable Funds Annual Report and Accounts 2020/21**

*Christopher Lewis*

#### **3.2. Employee Wellbeing Service Funding Update**

*Rachel Gidman*

Verbal Update

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### **4. Items for Noting and Information**

#### **4.1. Chair's Reports - Charitable Funds Committee**

*Akmal Hanuk*

 4.1 CFC Chairs Report AH.pdf (5 pages)

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### **5. Any Other Business**

*Charles Janczewski*

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### **6. Review of the Meeting**

*Charles Janczewski*

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### **7. Date and time of next meeting**

*Charles Janczewski*

Thursday 21 April 2022 at 10am

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**Unconfirmed Minutes of the Board of Trustee Meeting  
Tuesday 12 October 2021  
Via MS Teams**

<b>Chair:</b>		
Charles Janczewski	CJ	UHB Chair
<b>Present:</b>		
Akmal Hanuk	AH	Independent Member - Community
Michael Imperato	MI	Independent Member – Legal
Fiona Jenkins	FJ	Executive Director of Therapies & Health Sciences
Sara Moseley	SM	Independent Member – Third Sector
Rhian Thomas	RT	Independent Member – Capital and Estates
John Union	JU	Independent Member - Finance
Ruth Walker	RW	Executive Nurse Director
<b>In Attendance</b>		
Joanne Brandon	JB	Director of Communications
David Edwards	DE	Independent Member - ICT
Nicola Foreman	NF	Director of Corporate Governance
Mark Jones	MJ	Financial Audit Manager – Audit Wales
Chris Lewis	CL	Deputy Director of Finance
<b>Observing</b>		
Marcia Donovan	MD	Head of Corporate Governance
<b>Secretariat:</b>		
Nathan Saunders	NS	Corporate Governance Officer
<b>Apologies:</b>		
Rachel Gidman	RG	Executive Director of People & Culture
Catherine Phillips	CP	Executive Director Finance
Ceri Phillips	CPh	Vice Chair
Stuart Walker	SW	Executive Medical Director

<b>BT 21/07/001</b>	<b>Welcome &amp; Introductions</b>  The UHB Chair welcomed everyone to the meeting in English and Welsh.	<b>Action</b>
<b>BT 21/07/002</b>	<b>Apologies for Absence</b>  Apologies for absence were noted	
<b>BT 21/07/003</b>	<b>Declarations of Interest</b>  The Executive Director of Therapies & Health Sciences (EDTHS) declared an interest as a Board member of Cwm Taf Morgannwg University Health Board (CTMUHB).  The Interim Medical Director declared an interest as she was were involved in the “in for a penny” charity payroll giving scheme.  The Executive Nurse Director (END) declared an interest as an independent member of the Nursing and Midwifery Council (NMC).	

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	<p>The Independent Member – Third Sector (IMTS) declared an interest as an elected member of the Wales Council for Voluntary Action (WCVA) and a member of the General Medical Council (GMC).</p> <p>The Board of Trustee resolved that:</p> <p>a) Save for the declarations of interest referred to above, no further declarations of interest were noted.</p>	
<b>BT 21/07/004</b>	<p><b>Minutes of the Board of Trustee Meeting held on 15 July 2021</b></p> <p>The minutes of the Board of Trustee Meeting held on 15 July were received.</p> <p><b>The Board of Trustee (BoT) resolved that:</b></p> <p>a) The minutes were approved as an accurate and true record of the meeting held on 15 July 2021</p>	
<b>BT 21/07/005</b>	<p><b>Action Log following the Meeting held on 15 July 2021</b></p> <p>The Action Log was received.</p> <p><b>The BoT resolved that:</b></p> <p>a) The Action Log was noted.</p>	
<b>BT 21/07/006</b>	<p><b>Chair’s Action taken since last meeting</b></p> <p>No Chairs Actions had been taken since the last meeting.</p> <p>The UHB Chair noted that a Chairs Action had been placed on the agenda and clarified that the action had been assigned to the Chair of the Charitable Funds Committee.</p>	
<b>BT 21/07/007</b>	<p><b>Health Charity Current Financial Position</b></p> <p>The Health Charity Current Financial Position was received.</p> <p>The Deputy Director of Finance (DDF) advised the Trustees that there were 3 key issues to bring to the attention of the BoT which were:</p> <ul style="list-style-type: none"> <li>The year to date income performance had decreased from the levels reported in 2020/21, partly given that the Charity had previously received significant generous donations to support it during the height of the pandemic.</li> </ul> <p>It was noted that due to decreased levels of income being received by the Charity, it had put pressure on the Charity’s cash position, which was being monitored. However it was recommended that the Charity requested £0.250m from the investment portfolio to</p>	

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support the Charity's cash position. The request was supported by the Charitable Funds Committee at its September 2021 meeting.

- The stock market had continued its rally into the financial year with gains of £0.457m to the end of August 2021. The stock market had remained volatile and at this time caution had been advised against further significant commitments.
- The recent dormant fund exercise had resulted in circa £0.062m being identified for transfer to the general reserve.

The DDF advised the Committee that the Charity had generated £0.466m of income and spent £0.709m for the first five months of the financial year which had resulted in the net expenditure of £0.243m.

It was noted that, in addition, the Charity had market value gains on its investments in the sum of £0.457m for the period compared to the March 2021 valuation, and that the combined effect of the results was a net increase in fund balances for the period to August 2021 in the sum of £0.214m to £9.361m.

It was noted that of the closing fixed asset balance, £2.436m related to Rookwood Hospital with the balance of £6.825m relating to the investment portfolio. Of the net current assets closing balance of £0.100m, some £0.190m was supported with cash with the balance being net current liabilities of £0.090m.

The DDF advised the Trustees that the cash balance was not considered sufficient to cover future expenditure levels and that it was recommended that £0.250m was withdrawn from the investment portfolio to bolster the cash position. It had been confirmed with the Cardiff and Vale University Health Board (CVUHB) investment managers that the amount was realisable without the need for significant trading.

It was noted that the investment portfolio started the financial year with a market value of £6.368m and that the value had increased to £6.825m at the end of August 2021, resulting in a market value gain for the period of £0.457m.

The DDF advised the Trustees that whilst the Charity had a net worth of £9.361m, it was structured around undelegated and delegated funds. Within the funds there were general reserves with a value of £0.938m made up of the following:

- Consolidated general reserve fund balance of £0.419m;
- Year to date investment gains of £0.457m;

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- Transfer of dormant funds estimated to be £0.062m

It was noted that against the general reserves, the Charity had approved a number of bids which resulted in significant financial commitments and that they had been assessed at being circa £0.730m, which was an under commitment.

The DDF highlighted to the Trustees that the key financial risk was the performance of the investment portfolio which was underpinning the year to date's financial position and general reserves balance.

The Independent Member – Capital and Estates (IMCE) asked what determined whether the Charity moved into a cautious and conservative mode in relation to the level of commitments which could be made.

The DDF responded that the financial report seen by the Trustees was in the same format provided to the Charitable Funds Committee and it showed the gains that had been made, the reduction in levels of income and the current level of surplus funds.

He added that based upon his advice with regards to the overall financial position of the Charity, the Charitable Funds Committee needed to be sensible with regards to the application of bids.

It was noted that with regards to the investment portfolio, the Charity should only draw down money for 2 reasons, namely:

- Cash shortage (which the Charity currently had).
- If advice was provided from the Charity's investment managers about "cashing in".

The DDF advised the Trustees that, in his opinion, the Charitable Funds Committee had an appropriate level of risk.

The UHB Chair noted that a concern was sometimes raised with regards to the value of the investment portfolio and asked if £0.250m of cash was enough.

The DDF responded that it was important to note the distinction between "cash" and "income" and highlighted that, in simple terms, all that was being requested was taking cash to increase the Charity's cash position and that it did not increase what was in the general reserves.

The UHB Chair advised the Trustees that a conversation would be had with the DDF outside of the meeting so that the Trustees could better

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	<p>understand some of the technical terminology (ie “financial speak”) relating to the DDF’s comments.</p> <p>The IMTS asked to know what the reserves policy was.</p> <p>The DDF responded that the reserves policy was £0.500m plus 10% of the Charity’s investment portfolio which stood at approximately £1.1m.</p> <p>It was noted that within that policy there was the totality of non-restricted reserves which was currently delegated to fund holders which the Trustee could draw back at any stage should they require it.</p> <p>The IMTS asked if there was any scenario planning in terms of lower, middle and upper income projections and if those were mapped against what the Charity would then invest in.</p> <p>The DDF responded that forecasting was difficult in the current environment and noted that a position is provided at a certain period of time.</p> <p>The END advised the Trustee that a further discussion regarding income generation would be required at the next Board of Trustee meeting in January.</p> <p>It was noted that further information would be required to understand how much the Charitable Funds Committee had to spend and clarity as to (i) the maximum amount it could spend, (ii) the point at which the Charitable Funds Committee could commit to without triggering a high risk.</p> <p>The IMTS advised the Trustee that it would be helpful to understand the return on the investment rate and if it was enough under the circumstances provided by the DDF.</p> <p>The UHB Chair concluded that a discussion should be brought to the Charitable Funds Committee whereupon it could then be brought to the Trustees.</p> <p><b>The Board of Trustee resolved that:</b></p> <ul style="list-style-type: none"> <li>a) The financial position of the Charity was noted.</li> <li>b) The latest income position was noted.</li> <li>c) The commitments against general reserves was noted.</li> <li>d) The cash withdrawal of £0.250m from the Investment Portfolio was approved.</li> </ul>	
<p>BT 21/07/008</p> <p style="transform: rotate(-45deg); font-size: small;">Saunders, Nathan 01/07/2022 10:37:39</p>	<p><b>Update on Dormant Funds</b></p> <p>The update on Dormant Funds was received.</p>	

	<p>The DDF advised the Trustees that the review was reported to the end of the financial year March 2021.</p> <p>It was noted that following the dormant fund exercise for 2020/21 it was anticipated that circa £0.062m of further funding would now be available to transfer to the general-purpose funds.</p> <p>The END advised the Board of Trustees that a long debate had taken place at the Charitable Funds Committee and thanked the DDF for the hard work provided.</p> <p>The UHB Chair echoed the comments made by the END and noted that the funds would be gratefully received by the charities.</p> <p><b>The Board of Trustee resolved that:</b></p> <p>a) The progress made on reviewing Dormant Funds was noted.</p>	
<p><b>BT 21/07/009</b></p>	<p><b>Rookwood Hospital Disposal Update</b></p> <p>The Rookwood Hospital Disposal Update was received.</p> <p>The Executive Director of Therapies &amp; Health Science (EDTHS) advised the Board of Trustees that the disposal of Rookwood Hospital was further discussed by the Charitable Funds Committee in June 2021 and noted that there was now a need to progress the disposal following the re-provision of neuro and spinal rehabilitation services at University Hospital Llandough.</p> <p>It was noted that most of the current Rookwood Hospital site was now surplus to requirements and therefore it had been proposed that the Charity dispose of part of the Rookwood Hospital site.</p> <p>It was noted that the disposal of charitable assets, particularly land and property, was subject to stringent legal processes and to guide the Board of Trustees legal advice in relation to the proposed disposal had been obtained from Geldards LLP.</p> <p>The Independent Member – Legal (IML) noted that it was proposed that a cy-près scheme would be made and asked how definite it was that the application would go through without any complications.</p> <p>The EDTHS responded that the legal advice obtained was being followed to guide the Health Board on the disposal of Rookwood Hospital.</p> <p>The Director of Corporate Governance (DCG) added that it was not straight forward because the application for the cy-près scheme could take up to 18 months. However, the disposal of the property could go ahead following the legal advice obtained.</p> <p>The Independent Member – Finance (IMF) asked who would make the final decision on which offer for the land was accepted.</p>	

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The EDTH responded that the advice from the solicitors was to place the land on the open market and noted that the Trustees would approve the offer decision.

The UHB Chair added that the Board of Trustees should comply with the correct process, procedures and legal requirements and noted that it would be up to the Trustees to accept the best offer put forward.

The IMCE asked how restricted the Trustees would be in spending the monies from the sale of the Rookwood land if the Cy-près scheme was not approved.

The EDTHS responded that there were other options. Services continued to be delivered at the Rookwood site and she commented that the services could be re-housed elsewhere using the monies, although she said that it would be better for the wider population for the cy-près scheme to be approved.

It was noted that the Charitable Funds Committee had supported the recommendation that the following actions should be taken:-

1) Obtain specialist advice from a Surveyor in relation to advertising the sale on the open market and the most appropriate timescale for the same;

2) If the sale proceeds are to be used for a purpose other than the acquisition of replacement land, as the case would be here, then a Public Notice would need to be issued inviting representations to be made within a time specified in the notice (not less than one month from the date of the notice) (s.121 ChA 2011). This requirement may be set aside if the Board of Trustees could satisfy the Charity Commission that it would be in the best interests of the Charity to do so;

3) Assuming that the charitable objects are too restrictive for the intended use of the sale proceeds, to make an application to the Charity Commission for a Cy Pres Scheme to or modernise the charitable objects to enable the proceeds to be used for their intended purpose(s).

**The Board of Trustee resolved that:**

a) The recommendation made by the Charitable Trust Committee on the 29 June 2021 and as detailed in points 1), 2) and 3) immediately above, was approved.

b) The recommendation to make a Cy Pres Scheme application to change the objectives of the Charity once the Health Board had the receipt from the disposal, was supported.

c) The Head of Capital Estates should now be instructed to progress the Disposal of the redundant parts of the Rookwood site.

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BT 21/07/010

## Horatio's Garden Project –Summary

The Horatio's Garden Project – Summary was received.

The DDF advised the Trustees that at the last Board of Trustee meeting there was some confusion regarding how much the Charity was committing towards the project and a request for an analysis of the total cost for Horatio's garden / Neurological garden had been made.

It was noted that the analysis was sent to Board of Trustee members on 17th August 2021 via email with an offer to address any outstanding queries.

The DDF summarised the costings which included:

- The total build costs were estimated to be £1.727m (of which the Cardiff and Vale Health Charity commitment was £0.692m).
- Maintenance costs for the maximum of 10 years were assessed to be £0.530m (of which the Cardiff and Vale Health Charity commitment was £0.094m).

The IMF asked what assurance could be given that there were sufficient funds to meet the costs asked by the project's charity because Horatio's Garden had previously asked the Charity for more funding. Also was there an update on when the garden was expected to open?

The EDTH responded that discussions had been had with the Founder & Chair of Trustees for Horatio's Garden, Dr Olivia Chapple and noted that assurance was given that the project was on track with its funding and that they would not be asking the Charity for more funding.

It was noted that the garden should be open at the end of this year (2021) and the EDTHS advised the Trustees that clarity would be sought with regards to the actual date.

The IMCE asked if the 10 year commitment for maintenance costs was subject to inflation or if it was a fixed sum.

The EDTHS responded that it was a fixed sum.

### **The Board of Trustee resolved that:**

- a) The estimated costs of Horatio's Garden / Neurological Garden were noted.

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<p><b>BT 21/07/011</b></p>	<p><b>New Developments – Charity</b></p> <p>The New Developments for the Charity were received.</p> <p>The DC highlighted areas from the report to draw to the attention of the Trustees which included:</p> <ul style="list-style-type: none"> <li>• Over £1m in winnings had been given back to staff lottery members since the relaunch of the scheme in 2005. It was noted that various other Health Boards had approached the CVUHB Health Charity to ask for help around setting up their own staff lottery because the income generation provided a real benefit.</li> <li>• A grant to the value of £145,982.00 from the National Lottery Heritage Fund had been secured by a staff member within the Health Charity team.</li> <li>• A Walk 10 Miles to Celebrate 10 Years of the Breast Centre Appeal event took place at the beginning of September. It was noted that the total raised would be nearly £3,000.</li> </ul> <p>The Independent Member – Union (IMU) asked if other Health Board lotteries had paid out a similar amount to their staff.</p> <p>The DC responded that other Health Board lotteries were nowhere near as high as the CVUHB staff lottery.</p> <p>The UHBC asked the DC to pass on the thanks and support of the Trustees.</p> <p><b>The Board of Trustee resolved that :</b></p> <p>a) The update provided in the document attached to the covering report in relation to New Developments – Health Charity, was noted.</p>	
<p><b>BT 21/07/012</b></p>	<p><b>Bale Fund Update</b></p> <p>The Bale Fund Update was received.</p> <p>The DC advised the Trustees that all the money had been allocated and to date, the Charitable Funds Committee had received benefit realisation and evaluation for the money supporting employee health and wellbeing services, which had been provided with funds totalling £336,000.</p> <p>It was noted that a report had been received from the Head of the Health &amp; Wellbeing Service which highlighted the benefit realisation and evaluation of how the money had been spent, together with some of the positive impact that had been seen as a direct result of the money being allocated to the Health and Wellbeing services.</p> <p>It was noted that a further £25k had been given to the Health and Wellbeing Service from the Charity for a clinical Psychologist.</p>	

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	<p>It was noted that there would be a further update report to be submitted to the Charitable Funds Committee in March 2022.</p> <p>It was noted that the COVID Rehabilitation; Keeping Me Well and Recovery from the COVID three year programme would report and update on the benefits realisation to the Charitable Funds Committee also in March 2022.</p> <p>The END expressed her thanks to the DC and the team and noted that the differences the investments had made had been really positive which was important to report.</p> <p><b>The Board of Trustee resolved</b></p> <p>a) The update provided in the document attached to the covering report in relation to the Bale Fund was noted.</p>	
	<p><b>Our Health Meadow</b></p> <p>The Our Health Meadow update was received.</p> <p>The DC advised the Trustees that the information was for noting and noted that there would be a series of days made available for Trustees to attend the Health Meadow and see the progress being made.</p> <p>The UHBC noted that the Health Meadow was a fantastic development and was not simply an investment of charitable funds, it was far more than that and asked Trustees to visit the site in order to see the work being undertaken there.</p> <p>The UHB Chair advised the Trustees that he had chaired the Our Health Meadow Group and he formally declared an interest in respect of the same.</p> <p><b>The Board of Trustee resolved that:</b></p> <p>a) The Our Health Meadow update was noted.</p>	
<p>Saunders, Nathan 01/07/2022 12:37:39</p>	<p><b>Chair's Reports:</b></p> <p><b>i. Charitable Funds Committee – 21.09.21</b></p> <p>The Chairs Report for the Charitable Funds Committee was received.</p> <p>The Independent Member – Community (IMC) thanked the Trustees, the Charitable Funds Committee and the Health Charity team for all of their work.</p> <p>The UHB Chair thanked the Health Charity staff on behalf of the Board of Trustees for their hard work during the Covid-19 pandemic.</p>	

	<p>The Director of Communications (DC) added the Finance team had provided a lot of support to the Health Charity staff and thanks was provided.</p> <p><b>The BoT resolved that:</b></p> <p>a) The Charitable Funds Committee Chair's Report was noted.</p>	
<p><b>BT 21/01/013</b></p>	<p><b>Any Other Business</b></p> <p>The 2021 Audit Plan from Audit Wales was received.</p> <p>The Financial Audit Manager – Audit Wales (FAMAW) advised the Trustees that the audit plan discharged Audit Wales' responsibility to report certain information to the Trustees ahead of the audit.</p> <p>It was noted that this year, Audit Wales had separated the plans to enable an audit plan specifically for charitable funds and advised the Trustees that this had been done across other Health Boards in Wales.</p> <p>The FAMAW advised the Trustees that Audit Wales had been required to issue the report on CVUHB's Charity's financial statements which included an opinion on their truth and fairness, providing assurance that they:</p> <ul style="list-style-type: none"> <li>• Were free from material mis-statement, whether caused by fraud or error.</li> <li>• Complied with the statutory and other applicable requirements.</li> <li>• Complied with all relevant requirements for accounting presentation and disclosure.</li> <li>• The consistency of information in the Trustee's Annual Report with the financial statements.</li> </ul> <p>It was noted that Audit Wales worked to a level of materiality which was set at 2% of gross expenditure and the Trustees were advised that the draft accounts would be reviewed to see what that figure would be.</p> <p>It was noted that last year's accounts had reflected a 2% expenditure of £49k.</p> <p>It was noted that current risks had been identified which included:</p> <ul style="list-style-type: none"> <li>• The risk of management override of controls would be present in all entities. Due to the unpredictable way in which such override could occur, it was viewed as a significant risk.</li> <li>• The COVID-19 national emergency continued and the pressures on staff resources and of remote working could impact on the preparation and audit of accounts.</li> </ul> <p>It was noted that a key date for Audit Wales was January 2022 due to the Charity Commission's deadline of 31<sup>st</sup> January 2022 and it was</p>	

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	<p>highlighted that the Board of Trustee's meeting would be on 20<sup>th</sup> January 2022 and the audit report would be received at that meeting.</p> <p>The FAMAW advised the Trustees that the fee estimate for the audit of the Charitable Funds 2020/21 would be circa £20k.</p> <p>It was noted that the Engagement Director for Audit Wales had written to the Executive Director of Finance for CVUHB and had outlined the costs involved with splitting the audit between the main CVUHB audit and the Charitable funds audit.</p> <p>It was noted that this letter had also been seen by the CVUHB Audit and Assurance Committee.</p> <p>The UHB Chair asked if the general audit fee had reduced due to the fact that the work used to form part of the same piece of work.</p> <p>The FAMAW responded that the main audit fee had been adjusted to reflect the changes made.</p> <p>The UHB Chair asked the DDF to provide his opinion on the fees.</p> <p>The DDF responded that given the volume of work that went into the audit of the charitable funds, the Health Board had been historically undercharged and that the fees outlined in the report looked proportionate and appropriate.</p> <p><b>The BoT resolved that:</b></p> <p>a) The 2021 Audit Plan from Audit Wales was approved.</p>	
<p><b>BT 21/07/014</b></p>	<p><b>Review of the Meeting</b></p> <p>Apologies for late papers.</p>	
<p><b>BT 21/07/015</b></p>	<p><b>Date &amp; Time of Next Meeting</b></p> <p>Thursday 20 January 2022 Time 10am MS Teams</p>	

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**Action Log**  
**Following Board of Trustee Meeting held on**  
**12<sup>th</sup> October 2021**  
**(Update for January 20<sup>th</sup> Meeting).**

MINUTE REF	SUBJECT	AGREED ACTION	LEAD	DATE	STATUS/COMMENT
<b>Actions Completed</b>					
BT 21/07/010	Detailed review of dormant funds	To bring a more detailed review of dormant funds to the Board of Trustees.	Chris Lewis	12.10.21	<b>COMPLETE</b> To be provided on the general Health Charity Current Financial Position standing item.  On October CFC agenda and will bring to January Board of Trustee under Health Charity Current Financial Position (agenda item 2.1)
BT 21/01/009	Horatio's Garden Project – Summary	The IMCE noted that the Horatio's Garden project appeared very complicated and asked if a summary could be produced	Fiona Jenkins	12.10.21	<b>COMPLETE</b> On agenda for October Board of Trustee Agenda item 2.2
<b>Actions in Progress</b>					
<b>Actions referred to Committees of the Board/Board Development</b>					
BT 21/07/008	Training Update	To provide a training update on policies/legislation to Independent Members.	Nicola Foreman	24.02.22	To be provided at February Board Development Meeting

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<b>Report Title:</b>	<b>2.3 Disposal of Rookwood Hospital</b>						
<b>Meeting:</b>	Board of Trustees					<b>Meeting Date:</b>	20 Jan 22
<b>Status:</b>	<b>For Discussion</b>	x	<b>For Assurance</b>	x	<b>For Approval</b>	x	<b>For Information</b>
<b>Lead Executive:</b>	<b>Executive Director of Therapies and Health Science</b>						
<b>Report Author (Title):</b>	<b>Executive Director of Therapies and Health Science (SRO Rookwood Disposal)</b>						

**Background and current situation:**

At the June 2021 Charitable Trust Committee the disposal of Rookwood Hospital was further discussed, as there is need now to progress the disposal following the re-provision of neuro and spinal rehabilitation services at University Hospital Llandough. Most of the current Rookwood Hospital site is now surplus to requirements. It has therefore been proposed that the Health Charity dispose of part of the Rookwood Hospital site.

The disposal of charitable assets, particularly land and property, are subject to stringent legal processes. To guide the Charity Board of Trustee on this process legal advice on the proposed disposal has been obtained from Geldards LLP. For reference purposes, further details of the proposed disposal and background advice, can be found in the Charitable Trust paper 4.2.1 29<sup>th</sup> June 2021.

An update paper was taken to the Trustees meeting in October 21 where it was agreed to:

- **APPROVE** the recommendation from the Trustees to progress with the disposal of Rookwood Hospital supporting the recommendations from the June 2021 Charitable Trust Committee that the courses of action detailed in points I to III above are followed.
- **SUPPORT** the recommendation to make a Cy Pres Scheme application to change the objectives of the charity once the UHB has the receipt from the disposal.
- **INSTRUCT** the Head of Capital Estates to Progress the Disposal of the now redundant parts of the Rookwood site.

Subsequent to the Trustees meeting Management Executive discussed the next steps to take to progress the disposal, this was further presented to the December CFC meeting.

This has resulted in the Head of Capital estates seeking an up to date valuation of the entire Rookwood site. The renewed valuation will consider the cost of the whole site, as well as the part already vacated, as the ALAS service has indicated that they may be better located on a different site.

**Executive Director Opinion /Key Issues to bring to the attention of the Committee:**

Following the Trustees agreement to progress disposal of the Rookwood site, the lead for Capital Estates has contacted Savills and established that disposal of the whole site is a more advantageous position for value. Possible re-siting of the ALAS facility is being scoped by the estates team. The Director of Finance is progressing discussions to ensure that the sale is managed to maximize income and meet charitable regulations.

Once we are clear whether we want to keep Rookwood as a part or full site disposal and the costs and implications of that we can tackle the issue of how to optimise the receipt within the charitable funds and whether it can be utilised in the relocating of the ALAS Rookwood and Treforest services.

The director of Finance expects to be in a position to have a clearer picture early in 2022 and then can advise the SRO accordingly about the valuation and the charitable funds conditions.

**Assessment and Risk Implications (Safety, Financial, Legal, Reputational etc:)**

Failure to follow the advice of Geldards LLP and more generally charity law duties, will expose the Health Charity to a risk of being found to have mismanaged the charity and its assets.

Given the location of the site, the likely interest in the site from private companies and the interest that the sale will draw from the public, there is a real risk that the sale will be brought to the attention of the Charity Commission if due process is not followed.

This could lead to enforcement action being taken by the Charity Commission pursuant to its statutory powers detailed in the Charities Act 2011. These powers include, Enforcement Orders (s.335 ChA 2011) to make good defaults, the imposition of an Order of the High Court (s. 336 ChA 2011) to remedy failures to comply with orders, or a direction that a formal public Inquiry be carried out.

**Recommendation:**

The Board of Trustees is asked to:

- a) **Note** the update provided in the body of the report with regards to the disposal of Rookwood Hospital; and
- b) **Note** that a further report with regards to the proposed way forward will be brought back to the next Board of Trustee meeting.

**Shaping our Future Wellbeing Strategic Objectives**

*This report should relate to at least one of the UHB’s objectives, so please tick the box of the relevant objective(s) for this report*

1. Reduce health inequalities		6. Have a planned care system where demand and capacity are in balance	
2. Deliver outcomes that matter to people	x	7. Be a great place to work and learn	
3. All take responsibility for improving our health and wellbeing		8. Work better together with partners to deliver care and support across care sectors, making best use of our people and technology	
4. Offer services that deliver the population health our citizens are entitled to expect	x	9. Reduce harm, waste and variation sustainably making best use of the resources available to us	

5. Have an unplanned (emergency) care system that provides the right care, in the right place, first time		10. Excel at teaching, research, innovation and improvement and provide an environment where innovation thrives	
<b>Five Ways of Working (Sustainable Development Principles) considered</b> <i>Please tick as relevant, click <a href="#">here</a> for more information</i>			
Prevention	Long term	x	Integration
	Collaboration	x	Involvement
<b>Equality and Health Impact Assessment Completed:</b>	Not Applicable		

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<b>Report Title:</b>	<b>Horatio's Garden update</b>					
<b>Meeting:</b>	Board of Trustees				<b>Meeting Date:</b>	20 Jan 22
<b>Status:</b>	<b>For Discussion</b>		<b>For Assurance</b>	√	<b>For Approval</b>	<b>For Information</b>
<b>Lead Executive:</b>	<b>Fiona Jenkins Executive Director Therapies and Health Science</b>					
<b>Report Author (Title):</b>	<b>Fiona Jenkins Executive Director Therapies and Health Science (SRO Horation Garden)</b>					
<b>Background and current situation:</b>						
<p>An update on the current position with Horatio's Garden, including financial commitment from the Cardiff and Vale Health Charity, has been taken to the Charitable Funds Committee and the Board of Trustees at regular intervals during the last two years.</p> <p>Horatio's Garden is an award winning National Charity building specialist garden environments to enhance physical and psychological wellbeing or spinal injury patients, this will be a first for patients and the Health Board in Wales and is considered an exemplar in its field.</p> <p>The UHB had committed to work with Horatio's Garden at University Hospital, Llandough (UHL), this will be their sixth Spinal Injuries garden in the UK and the first garden in Wales.</p> <p>This update is to bring the Board of Trustees up to date with progress of the project.</p>						
<b>Executive Director Opinion /Key Issues to bring to the attention of the Board/ Committee:</b>						
<p>The Horatio Garden contractors Knox and Wells are now on site and works are progressing well. They will be planting up some of the neuro garden and spinal garden during January 2022 and then hope to have the garden room completed early in 2022, though as yet no firm date for</p>						

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opening has been set. As soon as the opening date is known, the Board Trustees will be notified of the same.

Horatio's Garden had a hold up with the timber due to the materials crisis across the world and this has had a knock on for the costs so they are still trying to raise a further £50,000.

They have 22 registered volunteers and we are working with your voluntary services to process their applications and will start training with them.

So although progress is slow it is now starting to get exciting and they hope patients will be able to enjoy the space very soon.

Trustees may have seen a small news coverage in December when one of the patrons, Gareth Edwards was seen at the UHL site.

#### **Assessment and Risk Implications (Safety, Financial, Legal, Reputational etc:)**

The Hoaratio Garden Charity is fully aware of the UHB Charity donation being the full and final sum that we will contribute. Accordingly, no additional financial risk has been identified. They also have plans in place to meet the additional charitable donations required to meet the escalated costs for completion.

#### **Recommendation:**

The Board of Trustees is asked to:

- a) **NOTE** the update provided in the body of the report with regards to Horatio's Garden.

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**Shaping our Future Wellbeing Strategic Objectives**

*This report should relate to at least one of the UHB's objectives, so please tick the box of the relevant objective(s) for this report*

1. Reduce health inequalities		6. Have a planned care system where demand and capacity are in balance	
2. Deliver outcomes that matter to people	√	7. Be a great place to work and learn	√
3. All take responsibility for improving our health and wellbeing	√	8. Work better together with partners to deliver care and support across care sectors, making best use of our people and technology	
4. Offer services that deliver the population health our citizens are		9. Reduce harm, waste and variation sustainably making best use of the	

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entitled to expect			resources available to us						
5. Have an unplanned (emergency) care system that provides the right care, in the right place, first time			10. Excel at teaching, research, innovation and improvement and provide an environment where innovation thrives						
<b>Five Ways of Working (Sustainable Development Principles) considered</b> <i>Please tick as relevant, click <a href="#">here</a> for more information</i>									
Prevention	√	Long term	√	Integration	√	Collaboration	√	Involvement	√
<b>Equality and Health Impact Assessment Completed:</b>		No							

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<b>Report Title:</b>	<b>Charitable Funds Committee – Chair’s Report</b>			<b>Item Number:</b>	
<b>Meeting:</b>	<b>Board of Trustee</b>			<b>Meeting Date:</b>	<b>20/01/2022</b>
<b>Status:</b>	<b>For Discussion</b>	<b>For Assurance</b>	<b>For Approval</b>	<b>For Information</b>	<b>X</b>
<b>Lead Executive:</b>	<b>Committee Chair and Independent Member - Community</b>				
<b>Report Author (Title):</b>	<b>Corporate Governance Officer</b>				

## SITUATION

To provide the Board of Trustee with a summary of key issues discussed at the Charitable Funds Committee held on 7<sup>th</sup> December 2021

The following issues were discussed at the Charitable Funds Committee Held on 7<sup>th</sup> December 2021.

## HEALTH CHARITY FINANCIAL POSITION & INVESTMENT UPDATE

The Committee was provided with a financial update report which provided information on the year to date financial performance of the Charity to the period 31<sup>st</sup> October 2021. The report also assessed the forecasted financial position of the Charity against commitments already made.

The Committee were advised of two key issues which included:

- The Trustee’s had agreed at their meeting of the 12th October to withdraw £0.250m from the Charity’s investment portfolio and this was received by the Charity on the 19th October 2021.
- The stock market had continued its rally into the financial year with gains of £0.457m to the end of October 2021.

The Committee was advised that the Health Charity had started the financial year with a balance of £9.147m and had received income of £0.742m with expenditure of £1.179m.

It was noted that investment gains of £0.457m had been seen which meant that the fund balance had positively improved by £20k during the period and it was noted that the closing balance of the period was £9.167m.

The Committee was advised that there had been a reduction in the donations received in comparison to the previous year, which for 2020/21 included some significant acts of generosity from individuals and a large contribution from NHS Charities.

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The Committee was advised that it would be important to note that the charity had net current closing assets of £156k for which £550k was now supported by cash which meant that the cash position was “good” which would allow the charity to ensure that the payments needed to be made could be made.

It was noted that the investment portfolio started the financial year with a market value of £6.368m and that the value had increased to £6.575m at the end of October 2021.

The Committee was advised that whilst the charity had a net worth of £9.167m, it was structured around undelegated and delegated funds where financial responsibility had been delegated to named fund holders and Heads of Service.

Within the funds were general reserves with a value of £0.695m made up of the following:

- Consolidated general reserve fund balance of £0.238m;
- Year to date investment gains of £0.457m;

It was concluded that the key financial risk was the performance of the investment portfolio which was underpinning the year to date financial position and general reserves balance.

## **FINANCIAL TRAINING SESSION ON CHARITABLE FUNDS**

The Committee received a training session the Charitable Funds which included:

- Legal status and purpose
- Management of Charitable Funds
- Delegation of Funds
- Financial Performance
- Investment Management
- Reserves Policy
- Other Financial Matters and Good Governance.

The Committee was advised that the training session would be provided to the Board of Trustee members at their next meeting on 20<sup>th</sup> January 2022.

## **HEALTH CHARITY - INTERNAL FUNDING**

The Committee was advised that Independent Members had asked for the costs of the fundraising team and to provide a paper in March 2022 to the Charitable Funds Committee.

It was noted that some preliminary costings had been done which included;

- Actual team costs of around £320k which did not include the salary of the Director of Communications or the running costs contributed by the Health Board.
- Within the Health Charity team there were 3 members of staff who were designated fundraisers (1 full time and 2 part time) with costs of £115,945.

It was noted that an analysis of the 3 fundraisers as well as other staff had been undertaken around the amount of time being utilised for 6 areas which included:

- The work done with all of the appeals and funds.
- The writing of Bids.
- Events and relationship building.
- Management and Administration.
- Spending of the funds.
- Promotional activity.

The Committee was advised that the Health Charity team had fundraised around £1.8m as a result of all of the above but noted that further work was required to break it down into financial years which would be provided at the March Charitable Funds Committee meeting.

It was noted that NHS Charities Together had awarded the Health Charity £259,800 off the back of one of the bids put forward by the team which demonstrated that a lot of time was being invested in other areas and not just fundraising.

The Chair of the Committee provided thanks to the Director of Communications and all of the Health Charity Team.

## **ROOKWOOD HOSPITAL – DISPOSAL OPTIONS & UPDATE**

The Committee received an update report on Rookwood Hospital and the disposal options for the site.

## **OVER £25K BIDS FOR APPROVAL**

The Committee was asked to consider 3 bids.

- 1) Welsh Transplant Game – 5-year funding – flexible funding between £25k and 40k.
- 2) Refurbishment of Resuscitation Training Room - £12,032.74
- 3) The Employee Wellbeing Service - £392,000

- Bid 1 was approved and supported by all members.
- Bid 2 was rejected pending further review. It was agreed that the bid author could contact the Deputy Director of Finance to seek revenue funding.
- Bid 3 was partly approved to the sum of £49k to underwrite the service until the new Financial Year and to seek alternative methods of funding alongside the Health Board's

IMTP.

## FUNDRAISING REPORT

The Committee received and noted the fundraising report.

## STAFF BENEFITS GROUP REPORT

The Committee received and approved the Staff Benefits Group report.

## STAFF LOTTERY BIDS PANEL

The Committee received and approved the Staff Lottery Bids Panel report.

## HEALTH CHARITY UPDATE REPORTS

- Wales and Africa (Rachel Gidman)

The Committee received and noted the content of the Wales and Africa Annual Report.

- Breast Centre Appeal – Annual Report

The Committee received and noted the Breast Centre Appeal Annual Report, including the progress and activities of the said Appeal.

## ANY OTHER BUSINESS

The Director of Communications asked the Committee to consider and approve promoting a member of her team from a band 6 to a band 7 following the increased responsibilities of the Head of Arts and Health Charity who was required to work in various locations across the Health Board.

The Committee approved the request.

## RECOMMENDATION:

The **BOARD OF TRUSTEES** is asked to:

- **NOTE** the updates shared within this Chair's Report

### Shaping our Future Wellbeing Strategic Objectives

*This report should relate to at least one of the UHB's objectives, so please tick the box of the relevant objective(s) for this report*

1. Reduce health inequalities		6. Have a planned care system where demand and capacity are in balance	X
2. Deliver outcomes that matter to people	X	7. Be a great place to work and learn	X
3. All take responsibility for improving our health and wellbeing	X	8. Work better together with partners to deliver care and support across care sectors, making best use of our people and technology	X

4. Offer services that deliver the population health our citizens are entitled to expect		9. Reduce harm, waste and variation sustainably making best use of the resources available to us			
5. Have an unplanned (emergency) care system that provides the right care, in the right place, first time	X	10. Excel at teaching, research, innovation and improvement and provide an environment where innovation thrives	X		
<b>Five Ways of Working (Sustainable Development Principles) considered</b> <i>Please tick as relevant, click <a href="#">here</a> for more information</i>					
Prevention	Long term	X	Integration	Collaboration	Involvement
<b>Equality and Health Impact Assessment Completed:</b>	Not Applicable				

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Kind and caring  
Caredig a gofalgar

Respectful  
Dangos parch

Trust and integrity  
Ymddiriedaeth ac uniondeb

Personal responsibility  
Cyfrifoldeb personol

**CARING FOR PEOPLE  
KEEPING PEOPLE WELL**



GIG  
CYMRU  
NHS  
WALES

Bwrdd Iechyd Prifysgol  
Caerdydd a'r Fro  
Cardiff and Vale  
University Health Board