

**Minutes of the Board of Trustee Meeting
Thursday 24 September 2024
Via MS Teams**

Please click here to view the meeting: [Board of Trustees Meeting 24.09.2024 - YouTube](#)
(Please note that if the link does not work, you can copy and paste the URL into your browser).

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| Chair: | | |
| Ceri Phillips | CP | UHB Vice Chair |
| Present: | | |
| Rebecca Aylward | RA | Deputy Director of Nursing |
| Paul Bostock | PB | Chief Operating Officer |
| Joanne Brandon | JB | Director of Communications, Arts, Health Charity and Engagement |
| Emma Cooke | EC | Interim Executive Director of Therapies and Health Sciences |
| Marie Davies | MD | Interim Executive Director of Strategic Planning |
| David Edwards | DE | Independent Member - ICT |
| Akmal Hanuk | AH | Independent Member - Community |
| Mike Jones | MJ | Independent Member – Trade Union |
| Robert Mahoney | RM | Deputy Director of Finance |
| Sara Moseley | SM | Independent Member – Third Sector |
| Matt Phillips | MP | Director of Corporate Governance |
| Catherine Phillips | CP | Executive Director of Finance |
| Susan Lloyd-Selby | SLS | Independent Member – Local Authority |
| Richard Skone | RS | Interim Executive Medical Director |
| David Thomas | DT | Director of Digital & Health Intelligence |
| Rhian Thomas | RT | Independent Member – Capital and Estates |
| Secretariat: | | |
| Nathan Saunders | NS | Senior Corporate Governance Officer |
| Apologies: | | |
| Claire Beynon | CB | Executive Director of Public Health |
| Rachel Gidman | RG | Executive Director of People and Culture |
| Charles Janczewski | CJ | UHB Chair |
| Suzanne Rankin | SR | Chief Executive Officer |
| Jason Roberts | JR | Executive Nurse Director |
| John Union | JU | Independent Member - Finance |

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| BT 24/09/001 | Welcome & Introductions (click to view) The UHB Chair welcomed everyone to the meeting in English and Welsh. | Action |
| BT 24/09/002 | Apologies for Absence (click to view) Apologies for absence were noted. | |
| BT 24/09/003 | Declarations of Interest No declarations of interest were raised. | |
| BT 24/09/004 | Minutes of the Board of Trustee Meeting held on 9 May 2024 (click to view) The minutes of the Board of Trustee Meeting held on 9 May 2024 were received. The Executive Director of Finance (EDF) raised 2 amendments. The Board of Trustee (the Trustees) resolved that: | |

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| | <p>a) The minutes were approved as an accurate and true record of the meeting held on 9 May January 2024 pending the amendments raised by the EDF.</p> | |
| BT 24/09/005 | <p>Action Log following the Meeting held on 24 January 2024 (click to view)</p> <p>The action Log was received and all actions were discussed.</p> <p>The Trustees resolved that:</p> <p>a) The Action Log was noted.</p> | |
| BT 24/09/006 | <p>Chair's Action taken since last meeting</p> <p>No Chair's Actions had been taken since the last meeting.</p> | |
| BT 24/09/007 | <p>Charitable Funds Financial Position Report for the period ending 31st July 2024 (click to view)</p> <p>The Charitable Funds Financial Position Report for the period ending 31 July 2024 was received.</p> <p>The Deputy Director of Finance (DDF) presented the report and highlighted two key issues:</p> <ul style="list-style-type: none"> • The value of the Charitable Funds had decreased by £0.004m from 1st April 2024 to 31st July 2024. This incorporated net expenditure of £0.078m over income offset by an increase in the Investment Portfolio value of £0.074m. • The General Reserve was currently in deficit, which with remaining commitments, was forecast to be in deficit by £0.715m at 31st March 2025. <p>The DDF highlighted the following:</p> <ul style="list-style-type: none"> • Table 1 within the report summarised the financial position of the Charity for the period to 31st July 2024 • Table 2 in the report compared the current income performance (£594k) to previous years (£448k and £367k). However, this year's figure was inflated by a significant legacy, and the underlying income position was a lot less than previous years. <p>It was noted that the General Fund's main issue was the difficulty in redirecting income to it, although the decrease in income primarily affected other funds among the 300 total funds.</p> <ul style="list-style-type: none"> • It was noted that table 3 within the report provided the Summary Balance Sheet as of 31st March 2024, which illustrated that the balance sheet had decreased by £0.004m. • Cashflow forecast - £400k had been realised from the investment portfolio to May 2024. Based on current spending plans and trajectories, it was projected that a further cash release from investments of £250k | |

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| | <p>may be required to further support the cash position to the end of the financial year. It was anticipated that the Charity would request £125k in October 2024, with the possibility of a further £125k later in the financial year.</p> <p>The DDF advised the Trustees that the General Fund had been closed to new applications for funding for some time, but noted that table 5 detailed outstanding commitments still to be funded.</p> <p>He added that the value of the General Fund was projected to continue to decline with an increase in deficit over the coming years and noted that the Task & Finish Group (T&FG) had been tasked to consider options to address the financial stability of the Funds Held on Trust. In addition, the group had commissioned external consultants called 'Moore Partnership'.</p> <p>It was noted that the Director of Communications, Arts, Health Charity and Engagement (DCAHCE) had been tasked with developing a plan to return the General Fund to a recurrent surplus position.</p> <p>The DDF concluded by highlighting the key points for attention which included:</p> <ul style="list-style-type: none"> • The performance of the investment portfolio which currently supported the General Fund balance. • The staff recharges to the General Fund • The impact on the Funds Held on Trust cashflow arising from the investment portfolio and the staff recharges. <p>He added that the paper identified that the General Fund was forecast to be £0.715m in deficit by year end but noted that it was likely to be closer to £0.730m</p> <p>It was noted that the Charitable Funds Committee would receive a separate option appraisal paper outlining broad options to return the General-Purpose Fund to financial balance.</p> <p>The Trustees resolved that:</p> <ol style="list-style-type: none"> a) The financial position of the charity was noted b) The performance of the investment portfolio was noted c) The over commitment of the General Reserve was noted d) The development of a longer-term plan to reduce the deficit on the General Fund Reserve was noted. | |
| BT 24/09/008 | <p>Independent Review of the Health Charity (click to view)</p> <p>The Independent Review of the Health Charity was received.</p> <p>The DCAHCE advised the Trustees that the paper provided an update on one of the actions which had arisen from the Charitable Funds Committee and Task & Finish Group proposals for its short and long-term plans to address the deficit position of the General Reserves Fund and the Health Charity sustainability.</p> | |

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| | <p>She added that as part of the action, the Team had agreed to Action agreed to engage the services of an external independent consultant with specialist knowledge of healthcare charities, to conduct a full review of the Health Charity, Finance and Governance functions, and current financial operational model.</p> <p>It was noted that the Director of Corporate Governance (DCG) and the DCAHCE had worked with finance and procurement colleagues on the commissioning of that external consultant, with an anticipated timescale for the review to be undertaken from September 2024 – December 2024.</p> <p>The DCAHCE outlined the proposed scope of the review which included:</p> <ul style="list-style-type: none"> • Foundations for a robust Fundraising Strategy • Prioritised fundraising activities which would need to be aligned with the Health Charity’s draft strategy. • Unrestricted income growth opportunities • Resource allocation • Governance Review • A review of the current operating model in line with the requirement for long-term sustainability <p>She concluded that a number of meetings had been held with Moore Partnership which would reported back to the T&FG and then to the Charitable Funds Committee to ensure that everything was on track and meeting the needs, aims and objectives as part of the review into the Health Charity.</p> <p>The Independent Member – Community (IMC) asked how long the report would take to come back to the Trustees.</p> <p>The DCAHCE responded that work had already begun with Moore Partnership and noted that interviews would start in October 2024 meaning that a report could be received by the Trustees at the next meeting held in January 2025.</p> <p>The UHBVC noted that it was a key piece of work in terms of ongoing development of the Health Charity and accepted that an update report would be received in January 2025 for the Trustees to review in depth.</p> <p>The DCAHCE responded that the report in January 2025 would provide a series of recommendations.</p> <p>The Executive Director of Finance (EDF) added that the draft information would be received by the Charitable Funds Committee in December 2024 to obtain support and to think about how that would then feed back in to the Board of Trustees.</p> <p>The Trustees resolved that:</p> <p>a) The progress report for information and assurance was noted.</p> | |
| BT 24/09/009 | <p>New CRM Provider and Operating License Update (click to view)</p> <p>The New CRM Provider and Operating License Update was received.</p> | |

The DCAHCE advised the Board of the following:

- **Progress and Challenges**
 - The team had signed a contract with DonorFlex, the only company in the UK that provided both CRM and operating license services required for the lottery.
 - The transition to the new system would require significant time and capacity from the Health Charity team.
- **Legal and Technical Requirements:**
 - Extensive scoping was needed to understand the size and scale of the task, involving multiple teams including governance, procurement, and finance.
 - Legal advice was obtained from Withers Worldwide to navigate the complexities of the operating license
 - An information security report from a cyber perspective was still required to complete the remote gambling operator license.
- **Timeline and Implementation:**
 - The team aimed to have the operating license fully completed by December 2024, with full implementation of the new lottery expected by January 2025. It was noted that it was a conservative estimate due to the various moving parts and dependencies.
- **Monitoring and Updates**
 - The progress of the CRM provider procurement and operational license application would be updated to the Charitable Funds Committee in December 2024

The Director of Digital & Health Intelligence (DDHI) advised the Committee that one further challenge remained for the operating license which was completing an information security report from a cyber perspective.

He added that it was required because the organisation had moved to a remote gambling operator license and so the current reports on their cyber posture may not be sufficient, so a further audit may be needed.

It was noted that the Team had six months from the granting of the license to complete this.

The CC asked about the timeline for the operating license application, expressing concern about potential delays.

She asked if there had been any proactive engagement with the Gambling Commission to understand their time scales and to give them a heads-up about the upcoming application.

The DCAHCE responded that the Health Charity Team had been regularly linking in with the Gambling Commission and asking questions to try and avoid the need for legal advice. However, the Gambling Commission typically recommended taking independent advice.

She added that the operating license process was incremental, requiring the completion of each section before moving to the next and noted that the organisation was slightly different because it did not have shareholders, which affected some parts of the license application.

The Trustees resolved that:

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| | a) The progress of the procurement of a replacement CRM provider and operational licence application was noted. | |
| BT 24/09/010 | Any Other Business No other business was raised. | |
| BT 24/09/011 | <u>Items being received at the private meeting:</u> <ul style="list-style-type: none"> • <i>Private Minutes from 09.05.2024</i> • <i>Organisational Change Process (OCP) - Transition Plan</i> • <i>Rookwood Hospital – Update</i> | |
| | Date & Time of Next Meeting Tuesday 23 January 2025 Time 10am MS Teams | |