

Confirmed Minutes of the Board of Trustee Meeting
Tuesday 23rd July – 09:30am – 12:00pm
Via Skype

Present

Charles Janczewski	CJ	Trustee & UHB Chair
Robert Chadwick	RC	Trustee & Executive Director of Finance
Steve Curry	SC	Trustee & Chief Operating Officer
Martin Driscoll	MD	Trustee & Executive Director of Workforce & Organisational Development
Susan Elsmore	SE	Trustee & Independent Member – Local Authority
Abigail Harris	AH	Trustee & Executive Director of Strategic Planning
Michael Imperato	MI	Trustee, UHB Vice Chair & Independent Member – Legal
Fiona Jenkins	FJ	Trustee & Executive Director of Therapies & Health Science
Fiona Kinghorn	FK	Trustee & Executive Director of Public Health
Sara Moseley	SM	Trustee & Independent Member – Third Sector
Len Richards	LR	Trustee & Chief Executive Officer
John Union	JU	Trustee & Independent Member - Finance
Ruth Walker	RW	Trustee & Executive Nurse Director
Dr Rhian Thomas	RT	Trustee & Independent Member – Capital and Estates
Akmal Hanuk	AH	Trustee & Independent Member - Community

In Attendance:

Joanne Brandon	JB	Director of Communications
Nicola Foreman	NF	Director of Corporate Governance
Christopher Lewis	CL	Deputy Director of Finance

Secretariat:

Laura Tolley	LT	Corporate Governance Officer
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Apologies:

Gary Baxter	GB	Trustee & Independent Member - University
Eileen Brandreth	EB	Trustee & Independent Member – ICT
Stuart Walker	SW	Trustee & Executive Medical Director

BT 20/07/001	Welcome & Introductions The UHB Chair (UHB C) welcomed everyone to the public meeting verbally in English and Welsh. The UHB C reminded all present that this was a meeting of the Trustee, not the Board, so all decisions needed to be made in the interest of the Trustee, not the UHB.	Action
BT 20/07/002	Quorum The UHB C confirmed the meeting was quorate.	
BT 20/07/003	Apologies for Absence	

	Apologies for absence were noted.	
BT 20/07/004	Declarations of Interest There were no declarations of interest.	
BT 20/07/005	Minutes of the Committee Meeting held on 26th May 2020 The Independent Member – Capital & Estates (IM-CE) advised she was present at the meeting held on 26 th May 2020. Resolved – that: (a) Subject to the above amendment, the Committee approved the minutes of the meeting held on 26 th May 2020.	LT
BT 20/07/006	Action Log following the Meeting held on 26th May 2020 There were no actions.	
BT 20/07/007	Chairs Action taken since last meeting There had been no Chairs actions taken since the last meeting.	
BT 20/07/008	“How the Arts and Health Charity have #spreadthelove during COVID19” The Director of Communications (DC) introduced the presentation and confirmed the following: <ul style="list-style-type: none"> • On the 23rd March 2020 the Health Charity stopped all routine business in relation to running events and fundraising; • Over £950,000.00 in donations had been received from the public in total since 23rd March 2020, the public have given generously to official NHS charities and NHS Charities Together, where £143,500.00 had been received; • The Health Charity had received over 20,000 Easter eggs; • The Health Charity distributed 200 treat bags to midwives, 61 treat boxes to patients and staff and 20 VE Celebration boxes for patients; • Three staff havens had been set up, the Health Charity had spent 60 days covering the havens, distributed 16,000 bottles of water and over 70,000 portions of food had been delivered to staff. <p>The DC advised the Committee that the impact of the #spreadthelove campaign had resulted in 1,697 new social media followers, 717 posts on social media, 176 media articles and 5 TV news items which featured the Health Charity.</p>	

	<p>The DC explained that the Nathan Wyburn artwork that the Health Charity commissioned made up of 200 faces of NHS workers had become the face of the COVID-19 pandemic and the image had been displayed across all hospitals across Wales.</p> <p>The DC confirmed that the profile of the Health Charity had increased significantly within the UHB.</p> <p>The UHB C commended the Health Charity team for the work undertaken during COVID-19 and asked that congratulations and gratitude from the Board of Trustee be passed on.</p> <p>Resolved – that:</p> <p>(a) the Board of Trustee noted the “How the Arts and Health Charity have #spreadthelove during COVID19”</p>	
<p>BT 20/07/009</p>	<p>Health Charity Current Financial Position to include COVID-19 Income and Expenditure</p> <p>The Deputy Finance Director introduced the report and confirmed that the year to date performance of the Health Charity had been very strong, however, the Health Charity had insufficient funding in general reserves for the financial commitments for 2020-21. The DFD informed the Board of Trustee the Health Charity had commitments of £1.5M in general reserves and were currently over committed by £300,000.00. The agenda item on dormant funds would advise that it could generate up to £600,000.00, however, it could also generate nothing if all fund holders provide expenditure plans. The DFD advised it was not unreasonable to expect another £1M in income and the Board of Trustee should expect the fundraising team to generate an additional £300,000.00 into the general reserve fund.</p> <p>The DFD added that the investment portfolio had decreased significantly in March due to COVID-19, however gains had started to be seen.</p> <p>The UHB C queried if the over commitment included funds required for Horatio’s Garden. In response, the DFD confirmed that the additional funds were not included in the over commitments. The UHB C advised that the Health Charity and Charitable Funds Committee needed to ensure funds were monitored effectively on an ongoing basis.</p> <p>The Executive Nurse Director (END) advised the Board of Trustee as newly appointed Executive Lead for the Charitable Funds Committee, it was recognised that the monitoring of spend and progress was key for the Committee, therefore spending and commitments would be regularly reported to the Board of Trustee going forward.</p>	<p>CL</p>

	<p>The Chief Executive Officer (CEO) added that the Health Charity needed to fundraise as much money as possible into the general reserve funds and requested the fundraising team look at ideas to support this.</p> <p>Resolved – that:</p> <ul style="list-style-type: none"> (a) the Board of Trustee noted the financial position of the Health Charity (b) the Board of Trustee noted the commitments against general reserves and possible mitigating actions against financial risks (c) the Board of Trustee recommended the Health Charity fundraising team raise an additional £300,000.00 into general reserves. 	
<p>BT 20/07/010</p>	<p>Health Charity COVID-19 Income and Expenditure Process</p> <p>The DC introduced the report and explained that during COVID-19 there were three distinct tranches of donations received which were identified as:</p> <ol style="list-style-type: none"> 1. Covid-19 monies within “Make it Better Fund” received from the Just Giving platform and online donations received via the Health Charity’s online website, #spreadthelove fundraising campaign and offline donations - Total online and offline donations received: £133,997. These funds were not restricted and were in general reserves 2. NHS Charities Together – A national umbrella body for NHS charities across the UK, supporting many NHS charities. Cardiff & Vale Health Charity has been a member for a number of years. £143,500 has been received to date and currently sits within general reserves. This grant had a criteria to enable swift implementation of spend on projects which enhances the well-being of NHS staff, and volunteers 3. Gareth Bale Family Donation – personal donation from Gareth and Emma Bale - £500,000. This donation has been ring-fenced in a separate fund. Mr & Mrs Bale expressed their wish for their donation to be spent specifically on University Hospital of Wales and have requested feedback on how the funds will be utilised. <p>The DC explained a fast track bid application form and process had been developed to reduce the length of time bids could be awarded and to provide the Board of Trustee that appropriate governance would occur.</p> <p>It was explained as a principle to assess bids any granting of monies would be provided on the basis of real need.</p>	

	<p>The UHB C commented it was positive to see a structured way forward for bids during the COVID-19 period.</p> <p>The DFD commented that in his position as Deputy Finance Director, he advised financial restraint on the general reserves fund, given the current financial position.</p> <p>The Independent Member – Trade Union (IM-TU) asked how outcomes of bids would be monitored? In response, the DC confirmed that at each Charitable Funds Committee a report is presented which outlines benefits and outcomes of bids.</p> <p>Resolved – that:</p> <ul style="list-style-type: none"> (a) the Board of Trustee discussed and considered the approach to support bids for COVID-19 donations; (b) the Board of Trustee supported the process, criteria and governance for COVID-19 donations. 	
<p>BT 20/07/011</p>	<p>Gareth Bale Donation and Spending Plan Options</p> <p>The END advised the Board of Trustee following a special Charitable Funds Committee Meeting it was agreed the Gareth Bale Donation would be discussed in an open environment with the Trustee to decide how to spend the significant donation. After Board of Trustee discussion it was agreed the following areas would be focussed on:</p> <p style="padding-left: 40px;">Staff Wellbeing – Providing ongoing treatments and support for staff as well as permanent areas for rest and reflection</p> <ul style="list-style-type: none"> • Bereavement – Supporting families who have been bereaved during COVID-19, or those who had experienced significant illness during COVID-19; • Link with the ARTS programme to discuss a permeant memorial, which could also be moved into UHW. <p>The Board of Trustee agreed the money needed to be spent wisely, with the majority of the donation being focussed on patients and staff.</p> <p>The UHB C requested the Charitable Funds Committee address how suggestions could be converted into ideas.</p> <p>The Board of Trustee expressed sincere thanks to the Bale Family for such a generous donation.</p> <p>Resolved – that:</p>	

	(a) the Board of Trustee discussed the Gareth Bale Donation and Spending Plan Options	
BT 20/07/012	<p>Health Charity Events Planner</p> <p>The DC informed the Board of Trustee that the Health Charity were asked to identify what fundraising could be undertaken during the COVID-19 pandemic. The Health Charity had received a significant amount of donations, however it was unknown if this would continue.</p> <p>The DC advised the Board of Trustee that within the department there were no digital marketing expertise, which was a risk highlighted in the report.</p> <p>The UHB C acknowledged how difficult fundraising was during this period.</p> <p>The IM-CE asked in relation to the digital marketing position, if a secondment could be considered. In response, the DC advised this could be explored.</p> <p>The IM-CE queried with relationships built with other third party organisations, what governance had been undertaken to ensure companies align with the UHB values. In response, the DC confirmed that organisation reputation was looked at before engagement.</p> <p>Resolved – that:</p> <p>(a) the Board of Trustee noted the Health Charity Events Planner.</p>	
BT 20/07/013	<p>Horatio’s Garden Update – Timeframes and Costs</p> <p>The END reminded the Board of Trustee that Horatio’s Garden was an award winning National Charity to enhance physical and psychological wellbeing or spinal injury patients.</p> <p>The UHB had committed to design and build Horatio’s Garden at University Hospital, Llandough (UHL), this would be the sixth garden in the UK and the first garden in Wales.</p> <p>The END advised the Board of Trustee that a commitment had been made through a letter of agreement signed by Maria Battle, former UHB Chair, to fund the neuro garden, which was aligned to Horatio’s Garden. The UHB Charity had committed to fund 21% of this. The END explained this would be a significant commitment to the Charity, there had already been £500,000.00 committed to Horatio’s Garden and further funding of</p>	

	<p>£132,188 was being requested for the neuro garden, £9,418.00 per annum for the ongoing maintenance of the garden, in addition to considering undertaking a piece of work for a new entrance at UHL (via the Maternity Unit) providing a pocket forest for NHS staff which would cost £59,500.00, therefore the total to fund the 21% of the neuro garden would be £191,688.00 with an annual cost of £9,418.00 per annum for maintenance. The END advised the Board of Trustee were being asked to consider support this, recognising there was a letter of commitment to the neuro garden, but not the entrance. The END recommended a Senior Responsible Officer on behalf of the Board of Trustee to lead on this and Fiona Jenkins, Executive Director of Therapies & Health Sciences had agreed to take this position.</p> <p>The IM-TU commented it would be controversial if the Board of Trustee did not support this.</p> <p>The Independent Member – Finance (IM-F) supported the proposal but asked to what extent were the Board of Trustee satisfied that the Health Charity would not be asked for further commitments to the gardens. In response, the END advised the UHB would be very clear in response of our commitment that no further commitments would be made.</p> <p>Resolved – that:</p> <ul style="list-style-type: none"> (a) the Board of Trustee committed funding 21% of the Neuro Garden at a cost of £191,688.00 with an annual cost of £9,418.00 per annum for maintenance for 10 years; (b) the Board of Trustee agreed that no further commitments to Horatio’s Garden and the Neuro Garden would be made. 	
<p>BT 20/07/014</p>	<p>Health Charity Strategy 2019-24</p> <p>The DC introduced the paper and confirmed the Health Charity Strategy was developed pre-COVID, it was aligned to Shaping our Future Wellbeing and stakeholders were engaged during the process.</p> <p>The IM-CE asked the DC to elaborate more on inclusivity and how this was included in engagement. In response, the DC confirmed that when the strategy went out for engagement the team ensured a number of third parties were involved for inclusivity.</p> <p>Resolved – that:</p> <ul style="list-style-type: none"> (a) the Board of Trustee approved the Health Charity Strategy 2019-24. 	
<p>BT 20/07/015</p>	<p>Charitable Funds Committee Annual Report 2019-20</p>	

	<p>The Director of Corporate Governance (DCG) introduced the report and confirmed the Charitable Funds Committee Annual Report 2019-20 had approved at the Charitable Funds Committee and Board and it demonstrated the Terms of Reference and Work Plan had been met.</p> <p>Resolved – that:</p> <p>(a) the Board of Trustee approved the Charitable Funds Committee Annual Report 2019-20.</p>	
BT 20/07/016	<p>Staff Benefits Group Terms of Reference</p> <p>The DCG introduced the report and recommended the Board of Trustee appoint Martin Driscoll, Executive Director of Workforce & Organisational Development as Chair of the Staff Benefits Group as it was important that someone who was involved with the Trustee was involved in the decision making process.</p> <p>Resolved – that:</p> <p>(a) the Board of Trustee approved the changes to the Staff Benefits Group Terms of Reference.</p>	
BT 20/07/017	<p>The Patrons Protocol</p> <p>The DC introduced the report and confirmed it set out the process for the appointment of Health Charity Patrons and the process aligned to the UHB Values and Behaviours.</p> <p>Resolved – that:</p> <p>(a) the Board of Trustee approved the Patrons Protocol.</p>	
BT 20/07/018	<p>Rookwood Legacy</p> <p>The DCG introduced the report and confirmed it detailed the legal advice around Rookwood Hospital.</p> <p>The DCG informed the Board of Trustee that the land could be sold to the Local Authority, however, it would need to be taken to the Charity Commissioner with a strong business case and the land would need to be advertised on the open market to be legally compliant with the Charity Law to ensure the Charity received the best value for money.</p> <p>The Executive Director of Strategic Planning (EDSP) informed the Board of Trustee that previously Cardiff Council had expressed interest in buying land unconditionally for expanding housing options with care, this would</p>	

	<p>be something the UHB would like to peruse to provide housing options with care for the specific patient criteria.</p> <p>The EDTHS supported the housing option with care and stated that the value was care giving, not the maximum money.</p> <p>The DCG advised that this option could be pursued, the UHB would need to apply to the Charity Commissioners to ensure the correct process was followed.</p> <p>After Board of Trustee discussion, it was agreed the that Rookwood would be put up for sale on the open market to evaluate what interest it raised, in addition to the CEO appointing a Senior Responsible Officer from the Executive team to progress this.</p> <p>Resolved – that:</p> <ul style="list-style-type: none"> (a) the Board of Trustee agreed and noted the legal advice of Ms Lloyd copied at Appendix 2; (b) the Board of Trustee agreed to proceed with the recommended courses of action detailed at points i to iv above; (c) the Board of Trustee agreed that Rookwood would be put up for sale on the open market. 	<p>AH LR</p>
<p>BT 20/07/019</p>	<p>Any Other Business</p> <p>Resolved – that:</p> <ul style="list-style-type: none"> (a) There was no other business to discuss. 	
<p>BT 20/07/020</p>	<p>Items to bring to the attention of the Board</p> <p>Resolved – that:</p> <ul style="list-style-type: none"> (a) There were no items to being to the attention of the Board 	
<p>BT 20/07/021</p>	<p>Date & Time of Next Meeting</p> <p>Tuesday 22nd September 10:00am – 11:00pm Via Skype</p>	