

**Minutes of the Board of Trustee Meeting
Thursday 23rd January 2025
Via MS Teams**

Please click here to view the meeting: [CAVUHB Board of Trustee Meeting 23.01.2025](#)

Chair:		
Charles Janczewski	CJ	UHB Chair
Present:		
Claire Beynon	CB	Executive Director of Public Health
Paul Bostock	PB	Chief Operating Officer
Joanne Brandon	JB	Director of Communications, Arts, Health Charity and Engagement
Mike Jones	MJ	Independent Member – Trade Union
Robert Mahoney	RM	Deputy Director of Finance
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	Deputy Executive Medical Director
David Thomas	DT	Director of Digital & Health Intelligence
Rachel Gidman	RG	Executive Director of People and Culture
Ceri Phillips	CP	UHB Vice Chair
Suzanne Rankin	SR	Chief Executive Officer
Jason Roberts	JR	Executive Nurse Director
John Union	JU	Independent Member - Finance
Mark Jones	MJ	Audit Manager – Audit Wales
Rachna Upadhyia	RU	Independent Member - General
Rebecca Holliday	RH	Head of Financial Services
Helen Lawrence	HL	Assistant Director of Finance
Helen Parkhouse	HP	Senior Auditor – Audit Wales
Secretariat:		
Rachel Chilcott	RC	Corporate Governance Officer
Apologies:		
Emma Cooke	EC	Executive Director of Allied Health Professionals, Health Scientists and Community Services Development
Sara Moseley	SM	Independent Member – Third Sector
David Fluck	DF	Executive Medical Director
Akmal Hanuk	AH	Independent Member - Community
Rhian Thomas	RT	Independent Member – Capital and Estates
David Edwards	DE	Independent Member - ICT
Marie Davies	MD	Interim Executive Director of Strategic Planning

BT 25/01/001	Welcome & Introductions (click to view) To view the minute: https://youtu.be/oYjxaCmGn4k?t=1 The UHB Chair welcomed everyone to the meeting in English and Welsh.	Action
BT 25/01/002	Apologies for Absence To view the minute: https://youtu.be/oYjxaCmGn4k?t=3 Apologies for absence were noted.	

BT 25/01/003	<p>Declarations of Interest</p> <p>To view the minute: https://youtu.be/oYjxaCmGn4k?t=42</p> <p>No declarations of interest were raised.</p>	
BT 25/01/004	<p>Minutes of the Board of Trustee Meeting held on 24th September 2024</p> <p>To view the minute: https://youtu.be/oYjxaCmGn4k?t=47</p> <p>The minutes of the Board of Trustee (BoT) Meeting held on 24th September 2024 were received.</p> <p>The Board of Trustee (the Trustees) resolved that:</p> <p>a) The minutes were approved as an accurate and true record of the meeting held on 24th September 2024.</p>	
BT 25/01/005	<p>Action Log following the meeting held on 24th September 2024</p> <p>To view the minute: https://youtu.be/oYjxaCmGn4k?t=85</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 25/01/006	<p>Chair's Action taken since last meeting</p> <p>To view the minute: https://youtu.be/oYjxaCmGn4k?t=100</p> <p>No Chair's Actions had been taken since the last meeting.</p>	
BT 25/01/007	<p>Health Charity Annual Report / Financial Accounts 2023/24</p> <p>To view the minute: https://youtu.be/oYjxaCmGn4k?t=108</p> <p>The Deputy Director of Finance (DDF) and the Assistant Director of Finance (ADF) presented the following:</p> <ul style="list-style-type: none"> • The BOT was asked to receive and consider for approval the Health Charity Annual Report 2023/24 which incorporated the final accounts, the response provided to the audit enquiries to those charged with governance and management, the Letter of Representation and the ISA 260 Audit Report. • The Auditor General was scheduled to certify the Annual Report incorporating the accounts on 27th January 2024, subject to The Board of Trustees meeting approval. • The Annual Report of the Charity had been prepared in accordance with recommended practice. These were subject to external review by Audit Wales. • Audit Wales concluded within the ISO 260 report that the annual accounts showed a true and fair view for the financial year 2023/24. During the audit there were a number of misstatements and errors identified. The corrections made to the accounts are detailed in the ISA 260 report. <p>The ADF highlighted the key points to note in the accounts:</p>	

	<ul style="list-style-type: none"> • The overall value of the Charity as at 31st March 2024 has decreased from an opening balance of £10.259m to £9.354m • This movement of £0.905m is represented by net expenditure of £1.068m, investment gain of £0.246m and indexation of (£0.0825m) <p>Two recommendations were raised in relation to the accounts under matters arising, both related to potential over disclosure:</p> <ul style="list-style-type: none"> • Members must ensure that they disclose all interests in accordance with the guidance in a timely manner. Only interests which represents significance influence should be declared to avoid over disclosure • The charity should only disclose the audit fees under note 10 (Allocation of support costs), rather than duplicate information in note 12 (Auditors remuneration). <p><u>Welsh Audit Office Comment on 2023/24 Annual Report</u></p> <p>The Audit Manager – Audit Wales (AM-AW) highlighted the following:</p> <ul style="list-style-type: none"> • It was important for an unqualified audit opinion to be issued on the accounts. • Subject to approval, the accounts would be certified on the 27th of January at 11:30am, ahead of the Charity Commission deadline on January 31st 2025. • The audit continued until certification, and any post-balance sheet events that are material would be considered. • The Letter of Representation (Appendix 2) was signed by the Chair and the Independent Member – Finance (IM-F) to be sent to the Auditor General for Wales, providing necessary assurances. <p>The Executive Director of Finance (EDF) commended the accounts to the Committee and the BoT for approval.</p> <p>The Trustees resolved that:</p> <ol style="list-style-type: none"> CONSIDER the Cardiff and Vale Health Charity Annual Report for 2023/24, the response provided to the audit enquiries to those charged with governance and management, the Letter of Representation and ISA 260 Report from Audit Wales. RECOMMEND the approval of the Charity's Annual Report 2023/24, based on the assurances given and the recommendation of Audit Wales. CONFIRM the statement made in the Letter of Representation to the Auditors and recommend approval of this document. 	
BT 25/01/008	<p>Charitable Funds Financial Position Report for the 2024-25 Period to Date</p> <p>To view the minute: https://youtu.be/oYjxaCmGn4k?t=778</p> <p>The DDF presented the report and highlighted the following:</p> <ul style="list-style-type: none"> • The value of the Charitable Funds had decreased by £0.109m from 1st April 2024 to 31st December 2024. This represented net expenditure of £0.222m over income and a gain in the Investment Portfolio value of £0.113m. • The General Reserve was currently in deficit, which with remaining commitments, was forecast to be in deficit by £0.774m by the 31st of March 2025. 	

	<ul style="list-style-type: none"> • Table 1 summarised the financial position of the Charity for the period to 31st December 2024. • Table 2 analysed the income received by the charity for the year, and compared income received for the same period over the previous 2 years. However, when considering legacies and Food Sense Wales income, the net underlying income was slightly lower than in previous years, despite what the table presents. • Table 3 provided the Summary Balance Sheet as of 31st December 2024. It was noted that whilst there had been an increase in the value of investments, they had to sell investments during the year to maintain the cashflow. • <u>Cashflow forecast</u> - £0.525m had been realised from the investment portfolio to the period ending December 2024. It was projected that a further cash release from investments of £125k would be required to further support the cash position to the end of the financial year. • Due to the General Reserve Fund's deficit position, they had frozen any new commitments on the General Fund and the Task & Finish Group (T&FG) had developed options to address the financial stability of the Funds Held on Trust. <p>The DDF highlighted the following key financial risks:</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. • The General Fund was forecast to be £0.774m in deficit by year end. • The work programme to restore the health and resilience of the General Fund would be considered in the Private BoT session. <p>The Trustees resolved that:</p> <ul style="list-style-type: none"> • NOTE the financial position of the charity; • NOTE the performance of the investment portfolio; • NOTE the over commitment of the General Reserve; • NOTE the development of a longer term plan to reduce the deficit on the General Fund Reserve 	
BT 25/01/009	Any Other Business To view the minute: https://youtu.be/oYjxaCmGn4k?t=1286 The CC welcomed the Independent Member – General (IM-G) to their first BoT meeting.	
BT 25/01/010	Items being received at the private meeting: i) <i>Private Minutes from 24.09.2024</i> ii) <i>Rookwood Disposal Proposals</i> iii) <i>More Partnership Review Presentation and Q&A</i> iv) <i>Update on General Fund Deficit Actions</i>	
BT 25/01/011	Date & Time of Next Meeting <i>8th May 2025: 10am via MS Teams</i>	