A lifetime of specialist care

Royal Brompton & Harefield NHS
NHS Foundation Trust

Minutes of a meeting of the Board of Directors
held in the Board Room, Royal Brompton Hospital, Dovehouse Street, London
at 11am on Wednesday 24th July 2019

Present:	Baroness (Sally) Morgan of Huyton, Chair Mr Robert Bell, Chief Executive Mr Luc Bardin, Non-Executive Director Mr Mark Batten, Non-Executive Director Prof Peter Hutton, Non-Executive Director Mr Richard Jones, Non-Executive Director Prof Bernard Keavney, Non-Executive Director Mr Robert Craig, Director of Development & Partnerships Ms Joy Godden, Director of Nursing & Clinical Governance Mr Nicholas Hunt, Director of Service Development Dr Mark Mason, Interim Medical Director Ms Jan McGuinness, Chief Operating Officer Mr Richard Paterson, Associate Chief Executive - Finance
Apologies:	Mr Simon Friend, Non-Executive Director & Deputy Chair Ms Janet Hogben, Non-Executive Director Dr Javed Khan, Non-Executive Director
Governors in Attendance:	Mr Paul Murray, Patient Governor – South of England Rt Hon Michael Mates, Public Governor – South of England
By Invitation:	Dr Richard Grocott-Mason, Managing Director, KHP / RB&H Partnership Dr Rishi Das-Gupta, Chief Innovation & Technology Officer Mr Piers McCleery, Director of Strategy & Corporate Affairs (Minutes) Ms Jo Thomas, Director of Communications Ms Lis Allen, HR Director Mr David Shrimpton, Private Patients – Managing Director Ms Gill Raikes, Chief Executive Royal Brompton & Harefield Hospitals Charity Prof Andrew Menzies-Gow, Clinical Director of Lung Division & Deputy Medical Director Mr Lyndon Bridgewater, Associate Director of Research & Development
In Attendance:	Prof John Pepper, Professor of Cardiothoracic Surgery Mr Oliver Wilkinson, Deputy Head of Communications Ms Derval Russell, Divisional General Manager RBHT Ms Penny Agent, Director of Allied Clinical Services Ms Sharon Ibrahim, Head of Assurance Ms Kathryn Farmer, Communications Officer Ms Aydan Bilal, Associate Director Service Development – Contracts Dr Hesham Yousef, SpR Trainee, RBHT Dr Gareth Barnes, SpR Trainee, RBHT Dr Aleksander Mani, SpR Trainee, RBHT Ms Sujata Pradhan, Sister, Theatres Ms Rita Presnail, Sister, Transplant Clinic Ms Alley John, Senior Staff Nurse

Ms Celeste Horton, Sister, AICU
Mr John Clark, CNWL Trust Governor, Hillingdon MIND Trustee

2019/59 **WELCOME**

The Chair welcomed everyone to the meeting, in particular Prof Bernard Keavney and Dr Mark Mason who were both attending for the first time in their capacities respectively as a Non-Executive Director and as the Interim Medical Director. The Chair also noted that Dr Richard Grocott-Mason had stepped down from his position on the Trust Board as Medical Director in order to take up his new role as Managing Director of the King's Health Partners (KHP) / RB&H collaboration.

Apologies were received from Dr Javed Khan, Ms Janet Hogben and Mr Simon Friend. The meeting was quorate and proceeded to business.

2019/60 **DECLARATIONS OF INTEREST**

The Chair mentioned that there were a number of changes to her interests which would be given to the Trust Secretary to update on the Trust Register of Interests. Prof Keavney had a number of interests which had been captured on the Register for the first time. Mark Batten and Richard Jones also mentioned minor changes to their interests as recorded in the Register.

2019/61 **MINUTES OF THE PREVIOUS MEETING HELD ON 22nd MAY**

The minutes of the previous meeting were approved. There were no outstanding actions on the Trust Board action tracker.

2019/62 **REPORT FROM THE CHIEF EXECUTIVE**

The Chief Executive, Mr Robert Bell, provided an oral report to the meeting and outlined various matters which included:

GSTT / KHP

- The Chief Executive of Guy's & St Thomas' NHS Foundation Trust (GSTT) will be leaving to take up a position with NHS England. Another promising development is that Dr Richard Grocott-Mason has moved into the role of Managing Director of the KHP/RB&H collaboration. Both these developments will create good momentum for the initiative. There have been interesting developments within NHSE, notably through a conversation with Mark Turner (Director of Commissioning for NHS England for the London region), which would be shared with the Board in the Part II Board Meeting.

RBH Imaging Centre

- Demolition is now under way of old Imatron building, with the new imaging centre being operational by the end of 2021. Significant due diligence has been done on the contractor, Kier, in terms of their ability to deliver the project. The Trust believes the agreements we will be signing with Kier are secure and will deliver the end result, and these agreements have been reviewed by the Board's Finance Committee.

Research

- An important issue coming up over the next 12 months is the designation of BRCs (biomedical research centres) by the National Institute for Health Research (NIHR). Our Trust previously was designated with two biomedical research units (BRUs) but lost this

designation in 2017. Mr Bell and Dr Grocott-Mason met with senior members of Imperial College & Imperial College Healthcare Trust to understand their BRC application plans, and what they are expecting from us. Mr Bell pointed out to them that NIHR would likely take the view that, while the so-called 'NW London proposal' (the counter-proposal to the KHP/RB&H collaboration) was still current and supported by its authors (IC, ICHT and C&W), an IC/ICHT BRC bid involving RB&H might not in reality be as wholly collaborative as it should be. It was agreed that the Trust would develop a Memorandum of Understanding laying out the principles of how we would participate in an IC / ICHT BRC application.

Dr Grocott-Mason added that the meeting had been more positive and constructive than other recent meetings with IC / ICHT.

2019/63 **RESEARCH UPDATE**

Mr Lyndon Bridgewater opened by explaining the structure and workings of research within the Trust, including governance and assurance arrangements, and touching upon the 92 grant applications in FY18/19 (for £14.6m), with 22 (£3.6m) being successful. Prof Andy Menzies-Gow gave an overview of many of the research achievements in FY18-19 across all the Trust's research groups which are wholly integrated with their corresponding clinical care groups. Highlights include the awarding of 7 new professorships and 2 readerships, the 6 respiratory trials that Harefield is leading on, the CF Trust's designation of our CF group as a Strategic Fungal Research Centre, and the national recognition that Profs Lim and Polkey have received over the past 12 months. The main focus over the next 12 months will be on a BRC application(s), and the opportunity to collaborate with the right clinical partners will create economies of scale to drive research forward more quickly. Another priority is matching income generation more systematically with the Trust's research infrastructure, including how we use facilities and develop staff.

Mr Mark Batten asked how unsuccessful grant applications were handled. Prof Menzies-Gow replied that a 1 to 3 success ratio was the norm, and that unsuccessful applications provide useful lessons, with the pilot data often being reused or expanded in future grant applications. Answering Prof Bernard Keavney on how the Trust's recent loss of the NIHR's CRF (Clinical Research Funding) can be mitigated, Prof Menzies-Gow said that although financially there would be a relatively minor financial impact, our BRC application(s) would be important to offset any reputational impact. The Chair asked that Prof Keavney and Prof Menzies-Gow should liaise regularly in future about the BRC application and the Trust's research activities in general. Mr Bell added that the subtext behind the loss of the CRF was that we need to change our approach in responding to all future NIHR funding calls.

Mr Richard Jones asked how successful the Trust's grant applications had been during FY19/20 year to date: Mr Bridgewater confirmed that while the application cycle was seasonal and that awards during one time period may be for applications made in a preceding period, 26 applications had been submitted and 6 had been successful. Mr Jones asked further about the significance of the Trust's collaboration with KHP: Prof Menzies-Gow stated that there was very considerable research / academic potential – e.g. the opportunities to apply the testing of an asthma treatment developed by the Trust to a much broader asthma population, and the impact on acute COPD. Answering Mr Luc Bardin, Mr Bridgewater emphasised the importance first of getting the Trust's research infrastructure correctly sized and allocated, before then looking externally to identify and prioritise all sources of grant funding.

ACTION: Prof Menzies and Mr Bridgewater to provide a further research update in 6 months' time.

2019/64 **CLINICAL QUALITY REPORT (MONTHS 1-3)**

In presenting the Clinical Quality Report for months 1-3, Ms Joy Godden touched first on the Trust's response to a Serious Incident relating to a process failure at our outsourced decontamination facility. 27 patients have been involved, and a process for reviewing each patient affected, and contacting them by phone to talk to them about the impact or each individual is in place. The risk of harm is thought to be low. With regard to nurse staffing ratios, Ms Godden pointed out that although fill rates for Unregistered care staff appear low, these staff represent a very small proportion of our total nursing complement. The roles for these staff are varied and include administration, housekeeping and other support functions. Fill requirements can therefore be met in different ways and a delay in filling a vacancy can often be managed until staff become available. Lastly, the results of the July 2018 CQC survey of adult inpatients, released in June 2019, are very positive, and because the survey's reach is national it provides useful benchmarking opportunities.

The Chair asked the Board to approve the Clinical Quality Report for uploading onto the Trust website, to which the Board assented.

2019/65 **FINANCIAL PERFORMANCE REPORT (MONTH 3)**

Mr Richard Paterson started the Financial Performance Report by commenting that performance year to date was ahead of plan, although recording a cumulative £6m deficit. The planned deficit of £10m for the full year is achievable as the Trust is ahead on its CIPs / savings schemes. As we are operating under a block contract with NHSE and with NW London CCGs, scope for outperformance is limited to maximising Private Patients' income and the management of costs.

Turning to the NW London sector STP, Mr Paterson stated that the financial plans of many of the Trusts and CCGs in the sector include several cost savings' plans with no identified source or mechanism for achieving them. Although our Trust has none of these unidentified saving plans, our financial plans will be subjected to the same scrutiny by the STP's corporate turnaround director as other Trusts in the sector – the principle of 'earned autonomy' no longer applies. We have been asked to reduce our planned capital spend by progressively larger percentages – having agreed to a 20% reduction, we have pushed back against a proposed 50% reduction (within a sector wide proposed reduction of 32%). The Trust's cash position is good with all outstanding receivables from NHSE from last year now collected. Two new financial risks have been added to the Trust risk register, relating firstly to the potential imposition of borrowing and capital controls by NHSE/I on all Foundation Trusts (FTs), and secondly to our ability to deliver the RBH Imaging Centre project. Both are rated amber, with mitigations in place for the second risk but not the first.

Mr Bardin observed that any potential imposition of borrowing and capital controls is a matter for discussion by the Trust Board, given the possible mid-term impact on the Trust's ability to deliver high quality care. The Chair agreed that although the Trust should try to co-operate with the STP, our 'red-lines' should be stated very clearly. Mr Bell stated that in any meeting with the STP or NHSE/I he always cites the Trust Board and the Council of Governors as the Trust's ultimate sovereign decision-making bodies. The Chair added that the risk of attempts to curtail FT powers was what prompted us earlier this year to seek a legal opinion on how the sovereignty of a FT could be challenged.

2019/66 **FINANCIAL COMMITTEE REPORT**

The Chairman of the Finance Committee, Mr Mark Batten, summarised the items discussed at the last meeting of the Committee. These included the mitigating actions to assess and where possible to reduce the risk of the contractor for the RBH imaging centre getting into financial difficulties, the financing plans associated with this project and the delegation of

Board authority to individual Board members to sign contracts with the contractor and the related loan and revolving credit facility agreements. The Committee's view was that all necessary protective measures had been or were being taken, and that even with the imposition of the 20% capital spending reduction requested through the NW London STP, the Imaging Centre project can still be delivered. The discussions had also touched upon the receivables owed to the Trust by Middle Eastern governments via their London embassies, which is a topic that is covered at every Committee meeting.

The Chair asked the Board to approve the delegation of authority to Mr Richard Jones, Mr Bell and Mr Paterson to approve the sign off of contracts with the imaging centre contractor and the related financing agreements. This approval was given by the Board.

2019/67 **DEBT WRITE-OFF**

Mr Paterson asked the Board to approve the write-off by the Trust finance team of an irrecoverable debt owed to the Trust for the treatment of an overseas patient. Half of the write-off of the £134k debt has been covered by NHSE, hence the Trust is looking to write off a net £67k. Mr Paterson pointed out that this debt write-off case had been initially discussed by the Finance Committee, in particular the Trust's policy to treat a critically ill patient even if the mechanism for reimbursement of the costs of care might not be clear or guaranteed at the time of the treatment. This discussion had also identified the need for a protocol that, in the event a decision is made to treat a critically ill patient outside normal criteria for re-imbursement defines the matters to be taken into account in that decisions.

The Chair asked if the Board was comfortable to approve the Trust's portion of the debt write-off: the Board's approval was given. The Chair also asked Mr Paterson to bring to a future Finance Committee meeting a draft protocol in relation to critically ill patients where reimbursement is unclear or uncertain.

ACTION: Mr Paterson to oversee the development of such a protocol and submit it to a future Finance Committee meeting.

2019/68 **REPORT FROM THE AUDIT COMMITTEE**

Mr Paterson also presented a short report on behalf of the Chairman of the Audit Committee, on Mr Friend's behalf. The 9th July meeting had been cancelled on account of a lack of business to discuss, given that the previous meeting had been held only 6 weeks earlier (on 24th May). As Mr Friend had explained in the Annual General Meeting of the Council of Governors earlier in this month, a process for tendering the contract to perform the external audit of the Trust would be soon initiated. The contract would be a three year appointment with scope for extension. A recommendation would be brought to the Board in September, with a view to securing its support, before it being presented to the Council of Governors for final approval.

2019/69 **REPORT FROM THE RISK & SAFETY COMMITTEE, AND A NEW TERMS OF REFERENCE**

Prof Peter Hutton, the Chair of the Risk & Safety Committee (RASC), tabled a review of the Committee's April & July meetings. Prof Hutton summarised the key issues that had been discussed including indemnity of equipment; emergency preparedness and responsiveness; the adverse incident policy; the National Patient Survey; the Trust's PALS and complaint-handling service; safeguarding of vulnerable adults and children; controlled drugs and the implementation of a Medical Examiner system. The Committee's view was that all these issues are being properly addressed.

Mr Bardin said that as a member of the RASC he had been impressed by the standard of the presentations made members of staff, and he could see clearly how important the rest of the clinical team (eg safeguarding) are to the quality of care, alongside the medical and nursing staff. After asking that the Committee should consider how to publicise these presentations more widely, the Chair commended Prof Hutton's summary review and confirmed that its level of detail was entirely appropriate for the Board.

Prof Hutton then introduced a revised Terms of Reference (ToR) for the RASC, citing the fact that the ToR had not been updated for some time. The revisions were made in the light of issues such as determining where clinical risk resides if our patients are to be treated at GSTT or KCH as part of our KHP collaboration; the ceding of certain powers from the Committee (eg the engagement of lawyers); the consideration of risks not just to the safety of patients but also to the safety of staff; and the need for executive director representation on the RASC. Mr Batten suggested two amendments to the ToR, the more substantial of which related to the RASC's role in not just examining risks but also ensuring that these risks are controlled, mitigated, transferred or eliminated.

The Board approved the new ToR for the RASC.

2019/70 **LEARNING FROM DEATHS REPORT**

Dr Mark Mason asked the Board to note the Learning from Deaths report that had already been considered and approved by the RASC. Dr Mason confirmed that all deaths in our hospitals are noted but that there needs to be more structure to how we learn from deaths. One element of this is the nationally mandated Structured Judgement Review, which has been embedded at RBH and is being embedded at HH. A newly constituted 'Learning from Deaths' group meets bi-monthly, and has already focused on human factors, communication with other Trusts, setting up a cross-site ECMO group; discharge summaries who have died in our hospitals; and the planned implementation of the Medical Examiner system before the end of 2020.

2019/71 **INNOVATION AND TECHNOLOGY UPDATE**

Dr Rishi Das Gupta, the Trust's Chief Information officer, began by summarising the Trust's current position based on the previous Information & Technology strategy formulated in 2014 – install best of breed applications, move the hosting of as many applications as possible onto the Cloud, use managed services as opposed to onsite support, and aim to implement a single medical record to support care. With the Trust now being part of GSTT / KCH's Electronic Health Record procurement, and with technology a wholly integral part of clinical service delivery, now is an opportune moment for a refreshed Innovation & Technology strategy. Dr Das Gupta invited any Board member with a particular interest in technology and/or innovation to become involved in the further development of the strategy.

The Chair suggested that a further update later this year would be welcome, as part of a Board seminar. Mr Bardin asked whether the Trust was actively looking to form partnerships with technology partners: Dr Das Gupta referred to a number of pilot projects to improve patient pathways, that were both trialling new technologies and also adapting existing platforms, emphasising the importance in any innovation strategy of determining how best to scale up an exciting innovation or this to the rest of the org. In terms of partnerships, the technology provider with whom we are developing a self-management platform for cystic fibrosis (CF) patients at RBH has also showcased its capabilities to a number of clinical teams at Harefield. Hence although the CF platform project is a pathfinder we are very much aware of the wider roll-out opportunities.

ACTION: Dr Das Gupta to give a progress update to the Board later in the year.

2019/72 **RECOMMENDATIONS OF THE ADVISORY APPOINTMENTS PANEL**

Following appointment panel meetings, the Board ratified the appointments of

- Mr Mario Petrou as a Consultant Cardiac Surgeon
- Dr Carlos Bautista as a Consultant Paediatric Interventional Cardiologist
- Dr Charlotte Briar as a Consultant in Paediatric Intensive Care

2019/73 **PROPOSED AMENDMENTS TO THE TRUST CONSTITUTION AND STANDING ORDERS**

Mr Piers McCleery, Director of Strategy & Corporate Affairs, presented three amendments to the Trust Constitution:

i. Redrawing the boundaries of Members' constituencies and creating an additional Governor position;

ii. Increasing the minimum age for a Governor;

iii. Extending the process for electing the Lead Governor to the elections of the chairs of the sub-committees of the Council of Governors

These amendments (and two others) had emerged from the Governors' working group on updating the Constitution and its Standing Orders, which Mr Luc Bardin had helped to co-ordinate. All five amendments had been approved by the Members and the Council of Governors, but these three also required the approval of the Board.

Mr Bardin added that the Governors' working group had put in a lot of work improving several elements of the Constitution that had been unclear and often contradictory. The group will now undertake further work to improve the definition and the boundaries of the public Members' 'Rest of England & Wales' and the patient Members' 'Elsewhere' constituencies.

Mr Robert Craig, in noting the change in the minimum age threshold to become a Governor, observed that there was an underlying issue as to how well the Trust engaged with paediatric and adolescent patients, as, for example, only 1 of the Trust's 10,500+ Members is under the age of 18 members. Children's services are a key part of what the Trust does, and Mr Craig recommended that the Board and Council of Governors should think more broadly on how best to build further on some of the Trust's Patient & Public Engagement group's initiatives relating to children. The Chair asked that this issue should be taken forward by the RASC.

The Board approved the three amendments to the Trust Constitution.

ACTION: the RASC to address the issue of engaging better with our paediatric patients

2019/74 **UPDATED REGISTER OF INTERESTS AND ANY OTHER BUSINESS**

The Chair asked the Board to note the updated Directors' Register of Interests. No other items of other business were raised.

2019/75 **QUESTIONS FOR THE BOARD**

There were no questions for the Board.

2019/76 **NEXT MEETING**

The Chair asked that an update on the Trust's Brexit preparations be put on the agenda for the next Board meeting, which is scheduled for 11am on Wednesday 25th September 2019 in the Concert Hall, Harefield Hospital.

2019/77 **CLOSE**

There being no further business, the Chair thanked everyone for coming and declared the meeting closed.