



A lifetime of specialist care

Minutes of the Board of Directors meeting,
held in private, on Tuesday 25th February 2020,
in the STaR Centre Lecture Theatre, Harefield Hospital, Uxbridge, UB9 6JH

Present: Baroness Morgan of Huyton, Chair
Mr Robert Bell, Chief Executive
Mr Luc Bardin, Non-Executive Director
Mr Mark Batten, Non-Executive Director
Mr Robert Craig, Director of Development & Partnerships
Mr Simon Friend, Non-Executive Director & Deputy Chair
Ms Janet Hogben, Non-Executive Director
Ms Joy Godden, Director of Nursing & Clinical Governance
Mr Richard Guest, Chief Financial Officer
Mr Nicholas Hunt, Director of Service Development
Professor Peter Hutton, Non-Executive Director
Mr Richard Jones, Non-Executive Director
Professor Bernard Keavney, Non-Executive Director
Dr Javed Khan, Non-Executive Director
Dr Mark Mason, Medical Director
Ms Jan McGuinness, Chief Operating Officer

Apologies: There were no apologies.

In Attendance: Mr Sam Armstrong, Trust Secretary (minutes)
Ms Lis Allen, Director of Human Resources
Dr Richard Grocott-Mason, Managing Director, BRH - KHP Partnership
Mr Rishi das-Gupta, Chief Innovation & Technology Officer
Mr Piers McCleery, Director of Strategy and Corporate Affairs
David Shrimpton, Private Patients – Managing Director
Ms Jo Thomas, Director of Communication and Public Affairs

1. Notice of Meeting Given, Quorum and Apologies for Absence

The meeting notice was confirmed and the meeting was quorate.

There were no apologies.

2. Welcome

The Chair opened the meeting at 12.50pm and welcomed all present and in attendance.

3. Declarations of Interest

There were no declarations made.

4. Minutes of Previous Meetings

The Board approved the minutes of the meeting of 26th November 2019 as a correct record with the following amendment:

- minute 2019/36, it was agreed that the minute should reflect the Trust was 'offering' to work beyond its mission of delivering specialist care and recognise it could not dictate such outcomes on its own.

4.1 Matters Arising

There were no matters arising.

5. Proposed Merger with Guy's and St Thomas' NHS Foundation Trust (GSTT)

The Director of Development & Partnership, and the Chief Financial Officer provided an oral report.

It was noted that the merger structure would be conducted as a statutory acquisition by GSTT of the Trust, as it was the most expedient technical manner of achieving the merger. The trusts now needed to develop the business case, specifying the operating model and demonstrating value and benefits of the merger. The merger would need approval by NHSI and it may be reviewed for approval by the Competition and Markets Authority (CMA).

The next steps included establishing the governance arrangements of the merger process and establishing a PMO. The Board noted the risks to achieving the merger, which included the Trust's relationships in North West London, maintaining progress to meet the challenging timeline, and the possibility and that political focus would alter.

In response to a question, the Board was assured that, although different groups within GSTT may have engaged to different degrees, it was expected the GSTT Board would support the merger proposal. In response to a question, it was reported that a board-to-board between the trusts was being planned, as was an event to bring the two councils of governors together.

The draft letter of intent, which had been circulated to Board members before the meeting, was noted. The Board suggested changes to the letter and particularly discussed paragraph 16. In response, the executive noted the concerns and would review, accordingly. The draft letter was also praised for the references to patient benefits.

The Board discussed a suggestion for the Trust to become a subsidiary of GSTT, and while it was thought that was how the arrangement would ultimately look and feel, there was no desire, currently, to try to pursue that model.

In response to a question, it was clarified that any proposed relocation of services following the merger would be a consideration for long into the future. In response to a question, it was confirmed that the Trust had been engaging with the union and would continue to do so.

The Chair, in closing the discussion, requested that any further suggestions for the letter of intent be submitted outside of the meeting.

The Board approved the letter of intent subject to requested amendments.

6. Staff Survey

The HR Director delivered a presentation on the staff survey outcomes.

It was noted that the Trust continued to improve in its survey results. It was ahead of its plan to reduce instances of bullying, however it and staff health and wellbeing remained a concern, and required further work. The CQC had recognised the overall positive outcome for the Trust.

The Board discussed the outcomes and acknowledged the positive progress in the survey areas. It was requested that the next follow up report include the targets set and how the Trust was performing against them. In response to a question, it was noted that leadership and overall engagement was imperative to ensure the merger was successfully delivered. It was added that leaders would need to be informed in a timely manner of progress and have information readily available.

The Board noted the presentation.

7. Any Other Business

There was no other business.

8. Close

Tuesday 19th May 2020 at Royal Brompton Hospital

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