



A lifetime of specialist care

Minutes of the meeting of the Board of Directors,
held via MS Teams videoconference on Friday 29th May 2020
commencing at 10.30am

Present: Baroness (Sally) 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 Joy Godden, Director of Nursing & Clinical Governance
Mr Richard Guest, Chief Financial Officer
Ms Janet Hogben, Non-Executive Director
Mr Nicholas Hunt, Director of Service Development
Prof Peter Hutton, Non-Executive Director
Professor Bernard Keavney, Non-Executive Director
Dr Javed Khan, Non-Executive Director
Dr Mark Mason, Interim Medical Director
Ms Jan McGuinness, Chief Operating Officer
Mr Ian Playford, Non-Executive Director

In Attendance: Mr Sam Armstrong, Trust Secretary (minutes)
Dr Richard Grocott-Mason, Managing Director, RBH - KHP Partnership

2020/21 **Notice of Meeting Given, Quorum and Apologies for Absence**
The meeting notice was confirmed, and the meeting was quorate. There were no apologies

Due to the Covid-19 pandemic, the Board agreed to meet in private, as it had done for previous meetings during this period.

2020/22 **Welcome**
The Chair opened the meeting at 1.00pm and welcomed all present and in attendance.
The Chair particularly welcomed Mr Ian Playford to his first meeting as a non-executive director, and the Board confirmed his appointment as Chair of the Redevelopment Advisory Steering Group and as a member of the Finance Committee.

2020/23 **Declaration of Interest: New and Matters Relating to the Meeting**
There were no declarations made.

2020/24 **Minutes of Previous Meetings**
The Board approved the minutes of the part 1 meeting of 25th February 2020 as a correct record.

The Board approved the minutes of the meeting of 24th March 2020 (note: held as private meeting) as a correct record.

The Board approved the minutes of the meeting of 22nd April 2020 (note: held as private meeting) as a correct record.

As a matter arising, it was noted that flu vaccinations would be discussed at the next meeting of the Risk and Safety Committee, scheduled for 7th July 2020.

The minutes of the previous meeting were approved as an accurate record.

2020/25

Chief Executive's Report

The Chief Executive provided a verbal update on Covid-19 issues, the RBHT/GSTT merger, and ICS developments.

It was noted that during the Covid-19 pandemic, the Trust continued to provide routine services, although volumes had been affected. It was highlighted that the Trust had delivered seven transplants in that time.

The Trust was now investigating how to resume post-Covid-19 activity on the RBH site. The Sir Reginald Wilson Ward, which was previously used for private patient services, had received significant NHS investment and been converted to provide NHS activity.

Private activity could be conducted at HH, where the facilities were good, however it was not yet known what volume of private activity the Trust could offer and if any could be accommodated at RBH. There was an issue that some RBH-based consultants would not want to deliver private services at HH, and this would need to be worked through.

In-patients from the Fulham Wing had been moved into the Sydney Wing and the Trust was not expecting to treat in-patients there again. The Sydney Street Wing would need to be developed to accommodate this cohort of patients in the future. The Fulham Wing was now being used for alternative activity, such as outpatients, education and training, and office space.

It was reported that the Trust was working with the London Cancer Hub, overseen by the Royal Marsden NHS Foundation Trust. It was likely that the many changes made across London under the Covid-19 response would remain in place, and that further changes would be expected. It was emphasised that any post-Covid-19 changes to the Trust would need to be sustainable, resilient and safe. The Trust would also need to be flexible to respond to any future challenges.

The Trust continued to provide in-patient services to children, however when it was no longer possible to conduct surgery at RBH, the Trust had ensured that urgent cases could be treated at the Evelina London. There were currently 18 paediatric in-patients at the Trust.

The future of the Trust's PICU needed to be resolved, however even without it, the Trust would expect to treat some paediatric patients. There had been close collaboration between the Trust and Evelina London.

Plans for the Trust and GSTT to merge were progressing. NHSI/E have agreed the concept and various inter-trust meetings to prepare for a merger had been taking place. Currently it was anticipated that the corporate transaction, created as an acquisition of RBHT by GSTT under Section 56A of the NHS Act 2006, could be completed in January 2021, subject to NHSI's regulatory process.

In response to a question, it was noted that any service integrations would be decided and implemented after the corporate transaction and would be expected to take up to ten years to complete, with a number of phases of work throughout that time. By way of example, the bringing together of 20 ECMO beds at each trust would form one service, delivered on two sites.

Key risks were identified as:

- the Trust was merging with an organisation outside of its ICS;
- it was unclear who had the mandate for commissioning cardiac services; and
- future funding arrangements (i.e. the future of the PbR regime) were unclear.

It was reported that the NWL ICS had used command and control arrangements under emergency level four rules, which were clear in legislation, to reconfigure some services. The role of the ICS was not defined in law. The Trust had fully cooperated with NWL ICS regarding the delivery of Covid-19 services, and beyond that, the respective roles of NHSE/I, NHSL and NWL ICS were less clear.

Groups opposed to the merger had been identified, and each of them carried different risks to the merger going ahead.

In response to a question it was noted that work to engage the governors would need to increase now that the Trust was emerging from the most intense period of Covid-19 related activity.

The Board noted the report.

2020/26

Covid-19 Performance Data

The Chief Operating Officer presented the report.

From 19th March to 26th May 2020, the Trust had treated 198 Covid-19 positive patients and discharged 84, had transferred 34 back to other trusts, and sadly had recorded 49 deaths.

The Board was advised that the outpatient data presented may have overstated the work undertaken, due to the manner in which it was collected, however it was a good indication of the activity.

Staff sickness data indicated that the Trust had performed well on this metric.

The Trust was planning for a second wave of Covid-19 patients. The Trust was focused on its resilience and access to supplies. The Board thanked the staff for their dedication during these challenging times. The Trust was conscious that staff would need appropriate opportunities to rest and recharge.

In response to question it was reported that CT and MRI scanning had restarted; lists were reviewed, and patients prioritised accordingly. It was added that some patients refused to attend the Trust due to fears related to Covid-19, and the Trust needed to assure its patients that it was safe to attend for such procedures.

The Board noted the report.

2020/27

Financial Performance Report

The Chief Financial Officer presented the report.

It was noted that the 2019/20 year-end I&E position was an adverse variance of £808k to the

control total, driven by a £962k provision for Covid-19, which was related to annual leave not taken during March; it was a variation permitted by NHSE/I. Without the provision, the Trust would have exceeded its control total by £154k. As a result of receiving £9m of incentive FRF, for meeting the control total, the I&E position for 2019/20 was a deficit of £1.05m, compared with a planned deficit of £9.85m.

Trust CIP was £13.79m for the year, exceeding the planned target by £90k. Cash was £1m higher than forecast, [redacted – commercial in confidence]. Capital expenditure ended the year £1.5m above forecast, and £15.5m below plan due to slippage on the Imaging Centre, and KHP costs being charged to I&E, rather than being capitalised.

The Trust had assumed £10.6m Retrospective Top-up for April to achieve break-even on its Control Total.

It was noted that trusts were in a new financial environment. The Trust was on a block contract at least until the end of July, and likely for the year. It had claimed for Covid-19 related top-ups for losses incurred on private patient income, additional staffing and non-pay expenses via Retrospective Top-Up, and it awaited a response from NHSE/I on the amount that would be paid.

The Trust had a good supply of cash, presently. There was, however, significant uncertainty about future funding arrangements. The Trust was unsure if it would be compensated for future lost earnings on private patient activity. The Board acknowledged the extraordinary situation and the lack of visibility of future financing arrangements, and resolved it would not compromise on patient safety.

The Board noted the report.

2020/28

Finance Committee Minutes

The Board noted the minutes of the meetings held on 18th February 2020 and 17th March 2020

2020/29

Finance Committee Report

The Chair of the Finance Committee provided a verbal report on the committee meeting held on 28 May 2020. It was noted that the Committee discussed the following:

- financial performance of the Trust, to date and year-end;
- financial top-ups, related to Covid-19, for the Trust;
- that the finance team was preparing different scenarios for consideration based on expected changes to the Trust's business after Covid-19; and
- the Trust's going concern statement, which relied on NHS assurances.

The Committee commended the Trust capital plan to the Board for approval, which had been circulated to the Board before the meeting. In response to a question, it was clarified that the overall expenditure for the Imaging Centre project had increased, however £6m less would be spent in-year due to aspects of the project being deferred.

The Trust was working to resolve the dispute with the Royal Brompton and Harefield Charity regarding a small part of the Chelsea Farmers Market site and noted the effects of it on its sale and on the bridging loan. The Board was alerted that the matter may end up in arbitration.

The Board noted the report.

The Board approved the capital plan.

- 2020/30 **Proposal to Procure Three MRI Scanners**
The Medical Director presented the summary business case, which had been commended by the Redevelopment Advisory Steering Group, for the purchase of three MRI scanners. The Board noted the due diligence conducted.
- In response to a question, it was reported that the Trust had commenced discussing its procurement intentions with GSTT to avoid the procurement of incompatible goods and services by the Trust, where possible.
- [redacted – commercial in confidence]
- 2020/31 **Risk & Safety Committee**
The Chair of the Risk & Safety Committee reported that the next meeting would be held on 7th July 2020.
- The Board noted the minute from the Committee’s 1st April 2020 teleconference, and it was added that the Chair and the Lead Executive for the Committee had remained in dialogue during the Covid-19 period and that there had been no need to call a meeting in that time.
- 2020/32 **Corporate Governance Statements (NHSI Self-Certifications)**
The Paper was taken as read.
- The Board noted the assurances related to confirming licence condition G6: Systems for compliance with licence conditions and agreed to confirm the statement.
- The Board discussed the response to CoS7: Availability of Resources. After consideration, the Board was content with either response 3a or 3b, and delegated authority to the Chair, Deputy Chair, Chief Executive and Chief Financial Officer to consult GSTT on their response and make a final decision on behalf of the Board
- 2020/33 **Any Other Business**
There was no other business.
- 2020/34 **CLOSE**
The Chair closed the meeting at 2.25pm, and it was noted that the next Board meeting would be held on 18 June 2020, under the same conditions of recent Board meetings.