



A lifetime of specialist care

Minutes of the meeting of the Board of Directors,
held via MS Teams videoconference on Thursday 18th June 2020
commencing at 11.00am

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
Ms Lis Allen, Director of Human Resources
Ms Claire Elliott, Associate Director of Communications and Public Affairs
Mr Rishi das-Gupta, Chief Innovation & Technology Officer
Rt. Hon. Michael Mates, Lead Governor
Mr Piers McCleery, Director of Strategy and Corporate Affairs
Ms Gill Raikes, Chief Executive Royal Brompton and Harefield Hospitals Charity
Ms Jo Thomas, Director of Communication and Public Affairs

2020/35 **Notice of Meeting Given, Quorum and Apologies for Absence**

The meeting notice was confirmed, and the meeting was quorate.

Due to the Covid-19 pandemic, the Board agreed to meet in private, as it had done for previous meetings during this period, however non-Board member directors had been invited to the meeting and a number were in attendance.

The meeting set for 28th of July 2020 would be held in public, albeit still by videoconferencing.

2020/36 **Welcome**

The Chair opened the meeting at 11.00am and welcomed all present and in attendance.

2020/37 **Declaration of Interest: New and Matters Relating to the Meeting**

There were no declarations made.

2020/38

Minutes of Previous Meetings

The Board approved the minutes of the meeting of 29th May 2020 as a correct record with the following amendment:

- minute 7.2 was amended to reflect that the Board had also approved the three capital projects referenced in the Trust capital plan.

2020/39

Matters Arising

The Board was updated on minute 10.0: corporate governance statements.

The Chief Financial Officer informed the Board that the Trust had, after liaising with Guys and St Thomas' NHS Foundation Trust, and reflecting on the Trust's going concern position, had chosen option 3a for statement CoS7. The Board ratified the selected statement.

The Board approved the action log.

2020/40

Chief Executive's Report

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

Covid-19

It was noted that The Trust had been significantly involved in providing critical care services to Covid-19 positive patients. During the current week the Trust was treating circa 20% of Covid-19 inpatients across London. The Trust's usual activities at RBH had been restricted during the pandemic, however surgical theatres for adults and children at the RBH site were to be reactivated in the week commencing 21 June 2020.

The RBH site had undergone permanent reconfiguration. Level three of Sydney Street had been converted into an isolated ICU for Covid-19 patients. The HDU (Elizabeth ward) on level five had been converted for non-Covid-19 and non-infectious ICU patients. Sir Reginald Wilson Ward, which was previously used for private patient services, had been converted for the use of NHS patients. Outpatients had been consolidated in the Fulham Wing, which also had research, training and the sleep centre. HH was busy and the cardiac hub located there had worked well. Activity at Wimpole Street was returning to normal.

Since a "Level 4" emergency incident had been declared by NHSE, 166 members of staff had left the Trust, however in that same period the Trust had recruited 329 new staff members. It was known that three members of staff had resigned due to Covid-19 related pressures. There had been over 700 staff members diagnosed with Covid-19; 10 staff appeared to have ongoing effects of Covid-19, 40 staff had received hardship assistance and over 350 staff members had received mental health support. Staff absenteeism had remained at below 10% throughout the pandemic.

In response to a question, it was noted that the earlier discontent expressed by some staff in relation to the pace of returning to normal services had ceased, and that no complaints were raised at the recent staff briefing videoconference, which had circa 130 members of staff attending.

The Chief Executive advised the Board that a second wave was expected, however the Trust would be better prepared from its recent experience. The Trust now had separate covid and non-covid pathways set up.

The Trust had an ongoing requirement to provide and staff 20 ECMO beds as part of 88 critical beds across both sites, with 54 at RBH. Both RBH and HH would continue to be closed to the public and visitors only allowed within national guidelines.

RBHT and GSTT Merger

The Chief Executive reported that there had been significant progress in plans to merge the two trusts. The joint working team was meeting fortnightly and the PMO was confident that the business case would be ready for NHSI by September 2020. The respective chief executives were meeting weekly to oversee progress.

The process was clarified, and it was noted that the Board would review a strategic case in July before it was submitted to NHSI, however they could not vote on a resolution to merge the trusts until after NHSI had provided its risk rating on the merger proposal. The Board and Council of Governors would likely be able to vote on a resolution in December 2020, after which a formal submission to the regulator would occur. The formal transaction was expected to occur sometime between January and March 2021, assuming steady progress throughout the necessary stages. The transaction was technically a statutory acquisition, with GSTT acquiring RBHT.

The Trust staff consultation for TUPE was expected to be undertaken between September and November 2020.

Work between the two trusts continued to align and prepare the trusts for the transaction. There was a risk that NHSI could assess and conclude a high level of risk for the merger, however this was not expected. The expected congenital heart disease consultation to be launched by NHSE would have no bearing on the merger.

In response to a question, the Board was informed that the Trust had undertaken a process to ensure staff were informed and updated on developments, however it was acknowledged that would not be able to alleviate all staff concerns. It was expected that some staff may not be in favour of the merger, however the Trust would need to work to remedy this. GSTT had their own issues and risks to manage throughout the process.

In response to a question, it was noted that there needed to be more briefing for governors, which had been difficult to organise in recent months. There were particular concerns from individual governors, some of whom may remain opposed to change. However, it was clear that individual conversations were important in explaining the history and rationale for the GSTT/RBHT merger. A specific workshop would be held in September.

In response to a question, it was noted that the Trust would need to work on a communications plan to assure staff and Governors that the continuity of services would be maintained through and beyond the transaction.

It was suggested that external resources on communications and stakeholder management may be needed, which could complement the communications workstream. It was suggested the workstream utilise the relevant experience from some of the non-executive directors. In response to a question, it was noted that there were continued challenges from the NWL ICS, as they appeared to be seeking to exert a significant amount of control over its members. GSTT was not experiencing this in their ICS.

It was noted that an MoU between the trusts, signed by the chief executives, had been circulated to Board.

The Board noted the report.

2020/41

Financial Performance Report

The Chief Financial Officer presented the report.

It was noted that the month 2 financial position was break-even, in line with NHSE/I guidance assuming receipt of £13.1m year-to-date retrospective top-up ("RTU"); the three main areas of claim for the Trust were the loss of private patient and non-contract income, additional staff costs, and increased non-pay costs. The current funding mechanism was in place until 31st of July 2020, and there was no clarity yet on what would be in place after that date.

The Trust cash position remained sufficient due to the current payment in advance approach.

The Board noted the report.

2020/42

Finance Committee Minutes

The minutes were taken as read and noted.

2020/43

Going Concern

The Chief Financial Officer provided a verbal report on the Trust's going concern position.

It was noted the auditors were content to consider the Trust on a going concern basis, and a note had been produced to clarify this for the annual accounts.

In response to question, it was clarified that Deloitte were conducting work at GSTT, however they were not acting as their auditor. In response to a question, it was pointed out that the Audit Committee had considered whether the Trust could continue on a going concern basis, and with input from the auditors, it had agreed note 1.2 in the annual report, which supported this.

The Board agreed that the Trust should continue to be considered on a going concern basis.

2020/44

Report of the Nominations and Remuneration Committee of the Board

The Chair of the Nominations and Remuneration Committee of the Board provided a verbal report.

It was noted that the Committee considered the appraisals and compensation of the Chief Executive and executive team, and the latter consideration had been informed by Hays.

The Board noted the verbal report.

2020/45

Audit Committee Report from Meeting held on 16 June 2020

The Chair of the Audit Committee provided a verbal report.

It was noted the meeting focused on the annual report and accounts. The internal auditor presented their head of internal audit opinion.

There were no counter fraud concerns.

The external auditor had two key issues of which the uncertainty of the property valuation was a 'key matter' and the stock check absence was a 'qualification'.

Regardless of the qualifications, there were no material concerns from the external auditor. The Audit Committee was comfortable that there were no adverse consequences on the Trust for the implications of the qualifications.

The Quality Report would progress at a later date, as the submission date had been changed to December 2020, due to Covid-19.

2020/46

Approval of Annual Report and Accounts

The Chief Financial Officer presented the annual report and accounts for approval.

It was noted that the Audit Committee had reviewed the document and commended the annual report and accounts to the Board and recommended they be approved.

The Board approved the annual report and accounts.

2020/47

Corporate Governance Statements (NHSI Self-Certifications)

The Paper was taken as read and the Board approved the self-certifications.

2020/48

Any Other Business

There was no other business.

BAME Staff

The Chief Executive raised the issue of BAME staff and recent incidents and subsequent protest across the world by BLM.

It was noted that the Trust had recently conducted a structured exercise to risk assess BAME exposure to Covid-19. The Board recognised that the Trust was addressing the issues related to BAME staff. The issue would be further discussed by the Board at its next meeting

Cardiac Patients

In response to a question regarding the backlog of activity caused by Covid-19, it was noted that the Trust continued to monitor cardiac patient cohorts to ensure patients in need were seen quickly and that no harm was done due to any delays in administering service.

2020/49

CLOSE

The Chair closed the meeting at 12.35pm, and it was noted that the next Board meeting would be held on 28th of July 2020.