

HARROGATE HEALTHCARE FACILITIES MANAGEMENT LIMITED

Company number: 11048040 (the "Company") t/a Harrogate Integrated Facilities (HIF)

Meeting of the Company Board of Directors held on Tuesday 25 June 2024 at Harrogate Railway Football Club, Station View, Harrogate, HG2 7JA.

Present:						
Mark Chamberlain	Chair					
Lucy Hind (LH)	Non-executive Director					
Roger Taylor (RT)	Non-executive Director					
Jeremy Cross (JC)	HDFT Non-executive Director, Shareholder Non-executive Director					
Matt Graham (MG)	HDFT Director of Strategy, Shareholder Non-executive Director					
Angie Gillett (AG)	Managing Director					
In Attendance:						
	Deputy Director of Estates & Facilities					
	Deputy Director of People & Culture (HDFT)					
	Assistant Company Secretary (HDFT)					
	HR Business Partner (HDFT)					
	Associate Director of Business Development & Service Improvement (for item 13)					
	HIF Finance Manager					
	Deputy Director of Finance (HDFT)					
	Director – Audit, Saffery LLP (for item 10)					
Kate Southgate	Associate Director of Corporate Affairs and Company Secretary (HDFT) and Company Secretary (HIF)					
Apologies:						
Gary Barrett (GB)	Non-executive Director					

MINUTES

HIF/06/25/1	Welcome and Introductions
1.1	The Chair welcomed everyone to the meeting.
HIF/06/25/2	Apologies for Absence
2.1	Apologies for absence were noted as above.
2.2	The Chair confirmed that the meeting was quorate.
HIF/06/25/3	Declarations of Interest

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Non-executive Director (RT) advised that, owing to the announcement of a General Election, an alternative start date would be advised in due course relating to his declaration of Chair of the Lord Chancellor's Advisory Committee.				
Resolved: There were no additional conflicts of interests declared in relation to the business of the meeting.				
Minutes of the Previous Meetings				
Non-executive Director (GB) and the Deputy Director of People & Culture had requested some minor wording changes to the April minutes prior to the meeting. These were not material.				
Resolved: The minutes of the Board meeting held on 23 April 2024 were approved as an accurate record with the amendments made.				
Matters Arising and Action Log				
Matters Arising There were no matters arising from the minutes not already included on the agenda.				
Action Log The action log was reviewed and noted that all items listed as "propose to close" would be closed. For ongoing items, updates were received and actions highlighted as follows:				
57 – HIF/12/19/9.4: Updated Green Plan – one of the themes in the BAF was sustainability and the green plan. This would be agreed at the July workshop. Action to remain open. 50 – HIF10/24/10: Contract Variations – there was now a process in place which was considered business as usual (BAU). Propose to close action. 60 –HIF/01/03/3.1.1: Finance – identify increased expenditure – inflationary growth was monitored. 63 – HIF/01/27/8.2 – IBR review of finance risk score – With the review of the BAF and risk register underway, it was agreed to close the action. 72 – HIF/04/23/11.5 – Workforce Report data reporting – Data had been checked and it was confirmed there was no double-counting of leavers / joiners when changing roles. Propose to close action. 73 – HIF/04/23/11.8 – Workforce Report options for salaries and pensions & 74 – HIF/04/23/11.8 – Workforce Report clarification of salaries / pensions agreements – Confirmed that HIF employment Terms & Conditions could be offered for xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx				

5.4	It was noted that, in relation to action 74 – HIF/04/23/11.8 – Workforce Report clarification of salaries / pensions agreements, the option of HIF's employment Terms & Conditions xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx					
5.5	Resolved: The action log would be updated as discussed.					
HIF/06/25/6	Chair's Update					
6.1	The Chair provided a verbal update on the company business noting:					
6.2	 The company appeared to be progressing well, although focus was still needed in some areas, including monitoring our finances. The need to maintain staff engagement was important. The company was autonomous around financial decisions with the need to stay focussed financially. Supporting business development to improve external opportunities was key. The Trust's Council of Governors had demonstrated good engagement when the six-monthly update had been provided and their meeting. 					
6.3	In addition, the Chair advised that he and the Managing Director had had one of their regular meetings with the Chair and Chief Executive of the Trust which had been constructive. The Trust had been supportive, especially around business development and the loss of a key member of staff in SSD.					
6.4	The Board thanked the Head of Medical Devices and Sterile Services for her commitment to the company in her various roles, including in the SSD team, but also as HIF's stakeholder Governor and Lead Governor for the Council of Governors.					
6.5	With regard to the stakeholder Governor role, the Board were advised that HIF staff had been encouraged to consider the role. A meeting with between the Chair, Managing Director and Company Secretary was requested to discuss the stakeholder governor recruitment process. Currently it was anticipated that expressions of interest would be requested and the Chair and Managing Director would form a panel to select the HIF stakeholder Governor from those interested. Action: Meeting between Company Secretary, Managing Director and Chair.					
6.6	Resolved: The Chair's update was noted.					
HIF/06/25/7	Managing Director's Update					
7.1	The report was received and taken as read. The Managing Director highlighted key points for the Committee to note:					
7.2	Einancial arrangements were on track with xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx					
7.3	Workforce Organisational Changes					
	Sterile Services Department (SSD): As had been discussed in the Governance & Compliance Committee, the consultation had been concluded. The succession plan in place covered for a senior manager leaving the workforce, whilst work was					

underway to find the long term solution including amongst team members who had voiced an interest in progression. The future of the department looked positive. 7.4 Portering: The consultation had been completed with anticipated implementation in September 2024. Thanks was given to the HR Business Partners for her work on the project. It was also noted that appointment of the new Portering Manager was a positive addition to the Team. The Chair requested to meet with the new manager. **Action:** Portering Manager to meet with the Chair 7.5 **Premises Assurance Model (PAM)** It was explained that the PAM looked in detail at the estate and where support was needed to improve patient care. The completed document would be brought to HIF Board for approval. Shareholder Non-executive Director (MG) advised that delegated authority would be sought from HDFT Board to the Resources Committee for the annual approval of the PAM. National Estates and Facilities Day - 19 June 2024 7.6 This was held on 19 June 2024 and HIF were able to celebrate and recognise the work of the teams with rewards available for all HIF staff. 7.7 Catering The Board were reminded that the catering service had received 5 stars in the recent Environment Health Officer (EHO) assessment. The planned works for the kitchen had also explained to the assessors, which had been received favourably. **Additional Item** 7.8 to become carbon neutral and achieve net zero emissions. Discussions had been held with the Trust's Director of Finance as there was a small financial risk involved. 7.9 The alternative xxxxxxxxxxxxxxxxx were outlined. However conversations were still to be held with NHSE and the local authority. 7.10 The Board were being asked to approve continuing feasibility discussions. Funding The risk was the The risk to HIF for the feasibility study was xxxxxxxxxxx and it was briefly explained how the funding would work and options available. 7.11 Non-executive Director (RT) questioned the anticipated format of the contract but it was explained that was still part of the discussions. 7.12 The Board noted the item with interest and welcomed updates at future board meetings. 7.13 The Chair advised that going forwards, the HIF Board meeting would comprise a private session and a formal board meeting. Shareholder Non-executive Director (JC) requested that SSD and Business Development should be standard items in the private section of the meeting going forwards. **Action:** Assistant Company Secretary to add to the Board Workplan. 7.14 **Resolved:** The Board noted the contents of the Managing Director's report.

HIF/06/25/8	Integrated Board Report (IBR)					
8.1	 The Managing Director outlined the key points in the IBR that had not been covered in the earlier update, noting: Summary Company Business Plan was available on the company website, with a video; work was underway to do the same with the People Plan. A number of staff had attended the recent HDFT Impact training. Agreed risk appetite at a recent board workshop with another scheduled to develop the Board Assurance Framework (BAF). The new catering menu had been launched and was being received positively. Work was ongoing to build on the already improved appraisal rates. As discussed at the Governance & Compliance Committee, recruitment was underway for a Fire Safety manager owing to the Service Level Agreement (SLA) with xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx					
8.2	 The Board were appraised of the Corporate Risks as follows: Courier Fleet: the risk would reduce over time with a new fleet –. Risk regarding EHO Rating would be removed in the next IBR following the achievement of the 5 star rating. Portering, uniform and PPE risk was unchanged, as was the financial position. The delay in confirming the fixed assets position was impacting on finalising the company's costing mechanism. 					
8.3	It was explained to Non-executive Director (RT) that with the courier fleet solution in place, the company could better manage depreciation and other issues that had led to the recent challenges.					
8.4	Resolved: The content of the Integrated Board Report was noted.					
HIF/06/25/9	Finance Report					
9.1	It was noted that the Finance Report was included in the IBR.					
9.2	The Deputy Director of Finance (HDFT) provided an overview of the accounts and the key anticipated transactions for the month were outlined:					
9.3	 Currently had a xxxxxxxxx surplus. Cost Improvement Plan (CIP) was positive although it was noted that much of savings related to non-recurrent costs. Expenditure levels were consistent with last year. Cash in bank – the reduction had been questioned by Non-executive Director (GB) which was explained as the gradual transfer of HDFT funds to HIF to ensure the company got financially on track. However, it was noted that the Trust continued to provide HIF with xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx					

9.4	In addition, the Finance Manager explained there were some risks with inflation of laundry, postage, xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx					
9.5	The Chair summarised the positive messages of compliance with retrospective POs, the year to date surplus (but noted caution with managing this), and the CIP.					
9.6	Resolved: The finance report was received and noted.					
9.7	The Managing Director and Company Secretary left the meeting.					
	The agenda was taken out of order owing to technical difficulties.					
HIF/06/25/10	Review of Internal Audit KP Findings					
10.1	The Deputy Director of Finance explained how some actions from Internal Audit were still outstanding but good progress was being made.					
10.2	Shareholder Non-executive Director (JC) requested to see a summary of Internal Audit reports at future Board meetings with the full internal audit reports reviewed at Governance and Compliance Committee. Action: Assistant Company Secretary to add to Committee workplan.					
10.3	The issue of security management and ownership of some of the actions was questioned. It was explained that HIF was not licenced to provide security so was unable to undertake some of the actions. However they were working with the HDFT Health and Safety Manager until confirmation of security ownership was resolved. Shareholder Non-executive Director (JC) noted he was also Chair of the Trust's Audit Committee and was aware of the issue of security being on the Trust's internal audit. There was a discussion about how security licencing was implemented. **Action: Managing Director to follow up with HDFT Director of Finance and HDFT Health & Safety Manager with an aim to agreeing ownership of the security risk.					
10.4	With regard to car parking at Harrogate District Hospital, it was advised that Internal Audit had been asked to independently verify the benefits.					
10.5	Resolved: The verbal update on the review of internal audit was noted.					
HIF/06/25/11	Company Accounts: Update					
11.1	The Managing Director and Company Secretary returned to the meeting. Owing to technical difficulties, the board would reconvene later in the day to receive an update from the external auditors, xxxxxxxxxxxx< .					
11.2	In the meantime, the Deputy Director of Finance provided the Board with a proposed timetable for the production of the company accounts:					
	 Draft accounts: aiming for 28 June 2024 Commence testing accounts: 15 July 2024 Balance sheet testing: 19 August 2024 Draft auditors report to circulate to Board: 16 September 2024 					

Accounts to be presented to Board: 24 September 2024 Accounts to be submitted to Companies House: by end October 2024 Non-executive Director (RT) questioned the risks to the timetable but it was 11.4 explained that the process had improved and there was considered to be sufficient time as the accounts had been prepared earlier this year. The Deputy Head of Financial Services was thanked for her input into the improved process. The Managing Director noted that the external auditors were intending to review 11.5 concern. Shareholder Non-executive Director (MG) requested the finance pack included a 11.6 regular update on the status of the financial accounts and audit process. Action: Deputy Director of Finance **Resolved:** The update on the Company Accounts and the timeline were noted. 11.7 The separate meeting to receive the update form the external auditors commenced 11.8 at 2.30pm. Those present were the Chair, Managing Director, Shareholder Nonexecutive Director (JC), Non-executive Director (RT), Non-executive Director (LH); Deputy Director of Estates & Facilities, Company Secretary, and the Assistant Company Secretary, Director of Audit (Saffery LLP). 11.9 Trust to ensure there were sufficient staff available to respond taking into consideration the Finance Department's commitments to the Trust's accounts. As a result, it was felt the timetable provided was achievable and realistic with approval at the HIF Board meeting in October. One of the delays in the previous year had been with xxxxxxxxxxx input. The Board were reminded that the Deputy Director of Finance would be providing regular updates on progress and the new online system for providing information to the auditors would highlight early any challenges. 11.10 prepared under standard FS2 as a stand-alone company, rather than NHS finance reporting standards. She further outlined specific areas they would be looking at in detail, including management override, revenue recognition, capital projects, going concern, contract with xxxxxxxxxxx and anything that could potentially be a risk in terms of fraud. Shareholder Non-executive Director (JC) noted he was also a member of the Trust's Audit Committee which received regular reports from the Trust's Counter Fraud specialist. 11.11 It was requested that if the xxxxxxxxxxx contract was not likely to be complete by the end of July 2024, then the external auditor should be kept informed as early as possible. The external auditor asked if there were any new related parties that directors might 11.12 be aware of where there were transactions taking place. The Board's response was that they were not aware of any. 11.13 Director of progress with the accounts to provide assurance.

11.14	The separate meeting with the auditors concluded at 2.48pm. The remainder of the minutes refer to the continuation of the formal board meeting.				
HIF/06/25/12	Workforce Report				
12.1	It was noted that the Workforce Report was included in the IBR.				
12.2	The Deputy Director of People & Culture highlighted the current areas of focus, noting the narrative was based on more up-to-date data which would be circulated after the meeting: KPIs were steady Appraisal situation would be highlighted				
12.3	Non-executive Director (GB) had provided a written comment relating to the KPIs. The HR Business Partner advised they had benchmarked against other whollyowned subsidiaries and the existing sickness and turnover KPIs were considered difficult to achieve, so proposed revised targets based on the need to ensure HIF remained an attractive option with local competition for staff: - Turnover: Green if below 15%; Amber if 15-19%; red if 19%+ - Sickness: Green if below 5%; amber if 5-9%; red if 10%+				
12.4	Shareholder Non-executive Director (MG) drew attention to the need to factor these into establishment calculations for the number of people required for each role if allowing for increases in sickness and turnover. The Deputy Director of People & Culture pointed out the Trust's turnover target was 12%. The Board agreed to the increased the KPI turnover targets as proposed.				
12.5	In relation to the sickness targets, Shareholder Non-executive Director (JC) was concerned to note that a sickness rate of xxxxx% would be considered acceptable with the proposed new KPIs and requested that the company be more creative. A bonus scheme if sickness was at certain low rates was suggested. After some discussion, it was agreed that the KPIs for sickness would remain unchanged until a completion of the sickness policy was complete across the Trust. Sickness would continue to be monitored at the People & Culture Committee.				
12.6	The HR Business Partner continued with her summary noting that the vacancies in engineering were difficult to recruit.				
12.7	Non-executive Director (RT) questioned the "sickness due to back problems" category. It was advised that manual handling training had increased and the sickness was generally in specific age brackets. Another contributory factor could be having a new manager resulting in a shift in departmental culture.				
12.8	The anomalies with Non-executive Director figures on appraisals and mandatory training was questioned and it was suggested that they attend a HIF Induction session to resolve the mandatory training issues. **Action: HR Business Partner to circulate induction session dates for Directors to consider attending.**				
12.9	Resolved: The Board noted the update and agreed to change the KPI for staff turnover rates as proposed, but the change in the KPI for sickness was on hold.				
HIF/06/25/13	Succession Planning				
13.1	The Associate Director of Business Development & Service Improvement joined the meeting. She provided the Board with a verbal update on succession planning				

	within HIF noting a more detailed update had been given at the People and Culture Committee:					
13.2	 The planning had considered the competencies and skills of senior managers, including business continuity. Senior Leadership Team had consulted with colleagues about professional development within HIF – especially for those who had skills and competences not relevant to their current roles. Overall, it was considered there was resilience at senior manager level but there was room for improvement in some areas. The principles for succession planning had been agreed – to make stronger leaders and identify future leaders by investing in their people. 					
13.3	Non-executive Director (LH) noted that whilst people had been identified that could move into senior roles, she questioned how the roles of those stepping up would be filled. It was explained that those wanting to be developed had been identified and the company would look to progress them where possible.					
13.4	The Deputy Director of People & Culture offered to assist with succession planning and skills needed alongside the Learning & Development team. **Action: Deputy Director of People & Culture meeting with Associate Director of Business Development and Service Improvement.					
13.5	There were further discussions around development of staff and the importance of supporting those who wanted to move into different careers to a level where they had the right skills to be part of a competitive recruitment process.					
13.6	The Associate Director of Business Development & Service Improvement left the meeting.					
13.7	Resolved: The verbal update on succession planning was received and noted.					
HIF/06/25/14	Committee Chair's Report: HIF People & Culture Committee					
14.1	The People & Culture Committee Chair's report was taken as read. A number of the issues it contained had already been discussed. There were no further questions.					
14.2	Resolved: The Committee update was received and noted.					
HIF/06/25/15	Committee Chair's Report: HIF Governance & Compliance Committee					
15.1	 The Chair of the Governance & Compliance Committee summarised the discussions around: SSD Fire safety management PLACE – status on catering and the need to review the dementia and disability requirements Security, following an incident resulting in an injury to a member of HIF staff. 					
15.2	The Deputy Director of Estates & Facilities noted that clarity was required on security as porters were often expected to respond to incidents, including where they had to deal with some challenging patient behaviours and when restraint was required. However, HIF had a duty of care to staff and was not licenced to provide a security service.					

15.3	Further engagement with the Trust was needed to move the position forwards and it was suggested that the Managing Director meet with the Shareholder Non-executive Director (MG) to discuss next steps. The Chair suggested including as an item on a future workshop agenda when there was clarity on the model being adopted and confirmed it is an item on the risk register. **Actions: Meeting to discuss next steps; add item to workshop agenda.**						
15.4	The Committee had also suggested a name change to the Quality and Compliance Committee, which would also require a review of the work the committee undertook and its Terms of Reference. The Board approved the new name of the Committee.						
15.5	Resolved: The Committee update was received and noted, and the change of the name of the Committee agreed.						
HIF/06/25/16	Workplan						
16.1	Resolved: The content of the workplan was noted.						
HIF/06/25/17	Any Other Business						
17.1	Resolved: There were no further items of business to discuss.						
HIF/06/25/18	Items to Escalate to HDFT Board						
18.1	 It was agreed the following items would be escalated to the Trust Board: Security – work required with the Trust Feasibility discussions with the potential investor and risk associated with continuing with the geothermal borehole Impact on PLACE scores with the work required in the dementia and disability domains, including the reputational risk to the Trust 						
18.2	It was noted that as areas of the hospital were refurbished they were brought into line with the dementia requirements and that the programme of works would be incorporated in the backlog maintenance once clarity had been received on work required.						
18.3	Resolved : The Board agreed that the items detailed would be escalated to HDFT Board.						
HIF/06/25/19	Additional Risks to add to Risk Register						
19.1	In relation to the PLACE scores for dementia and disability requirements, the Board discussed the reputational risk to the Trust and so associated risk to HIF. However, it was not considered a <u>direct</u> risk to be added to the HIF Risk Register						
19.2	Resolved : There were no additional items to add to the risk register.						

HIF/06/25/20	Evaluation of the Meeting					
20.1	It was considered that the meeting ran well although a little over time.					
20.2	The formal Board meeting closed at 11:42am.					
HIF/06/25/21	Date and Time of Next Meeting					
21.1	Workshop: Tuesday 30 July 2024, 9.00am-12noon – Herriot's Lounge, HDH Board Meeting: Tuesday 27 August 2024, 9.00am-12noon – HIF, 17 Wetherby Road					
PRIVATE SESSION						
	The board meeting of the Harrogate Healthcare Facilities Management Limited continued in private session.					

Signed:			
Dated:			