

HARROGATE HEALTHCARE FACILITIES MANAGEMENT LIMITED
Company number: 11048040
(the "Company")
t/a Harrogate Integrated Facilities (HIF)

APPROVED Minutes of a Meeting of the Company Board of Directors
held on Tuesday, 27 April 2021 at 9.00am
at the Pavilions, Great Yorkshire Showground, Harrogate

Present: Mr Mark Chamberlain, Chairman
Mr Jonathan Coulter, Interim Chief Executive Officer
Ms Angela Gillett, Interim Managing Director
Ms Lucy Hind, Director
Mr Roger Taylor, Director
Ms Sarah Armstrong, Director

In attendance: xxxxxxxxxxxxxxxxxxxx, Interim Company Secretary (HDFT)
xxxxxxxxxxxxxxxxxxxxxxxx, Deputy Director of Finance (HDFT)
xxxxxxxxxxxxxxxxxxxxxxxx, Head of Human Resources (HDFT)

HIF/04/21/1 Welcome and Apologies for Absence

- 1.1 The Chairman welcomed everyone to the meeting and was delighted that the Board were able to meet face to face.
- 1.2 There were no apologies for absence.

HIF/04/21/2 Declarations of Interest and Register of Interests

- 2.1 It was noted that Mr Coulter is Deputy Chief Executive/Finance Director at Harrogate and District NHS Foundation Trust (HDFT); Ms Sarah Armstrong is a Non-executive Director at HDFT; Angie Gillett is on secondment from her HDFT substantive position as Deputy Director of Planning and Business Development, xxxxxxxxxxxx is Deputy Finance Director at HDFT, xxxxxxxxxxxxxxxxxxxx is Head of Human Resources at HDFT and xxxxxxxxxxxxxxxxxxxx is Interim Company Secretary at HDFT.

HIF/04/21/3 Minutes of the previous HIF Board meeting

- 3.1 The minutes of the previous meeting held on 23 February 2021 were approved as an accurate record.

HIF/04/21/4 Matters Arising and Action Log

4.1 Matters Arising

- 4.1.1 There were no matters arising that were not included on the agenda.

4.2 Action Log

- 4.2.1 The completed actions were agreed to be closed. Open actions were discussed in turn.

HIF/02/20/05.4 Clinical Waste Audit. Angie Gillett explained that work was ongoing and the HIF Governance and Compliance Committee had oversight on this. It was agreed to close the action.

HIF/08/20/9.4 and 9.5 Proposals for KPI Reporting. It was noted that this work was in progress. Angie Gillett was liaising with other similar subsidiary companies over the format of their IBR and work was taking place with [REDACTED] over the contract review process. It was agreed these would remain open.

HIF/01/21/12.7 Finance Report. It was noted that some outstanding payment had been made by [REDACTED]. Discussions are planned to take place with Jonathan Coulter, Angie Gillett and [REDACTED] representatives with the aim of building relationships. It was agreed to close this action.

HIF/02/21/6.3.3 HIF Scope. It was noted that feedback from the discussion at the Board Workshop had been shared with HIF Board members. It was agreed to close this action.

HIF/02/21/6.4.2 and 6.4.5 [REDACTED] Programme. It was noted that updates from the [REDACTED] programme would be reported to the HIF Board at each meeting. It was agreed to close this action.

HIF/02/21/9.1.4 Staff Survey. It was noted that this was included on the agenda. It was agreed to close this action.

HIF/04/21/5

Chairman's Report

- 5.1 The Chairman provided a verbal update.
- 5.2 He reported that arrangements were in place for the appraisals of the Independent Directors, Lucy Hind and Roger Taylor. The outcome would be reported to the Appointments Committee.
- 5.3 He encouraged all Board members to complete their mandatory training as soon as possible. It was noted that [REDACTED] would routinely provide details of the requirements for mandatory training and circulate to HIF Board members.
- 5.4 HIF Accounts were highlighted on Companies House website as overdue. It was noted that there had been some issues with Companies House when attempting to submit the accounts and there were records of emails between the Head of Financial Accounts at HDFT. [REDACTED] explained that correspondence had been received from Companies House to explain that they had a backlog due to COVID-19 pandemic and the accounts should show as being received on Companies House website by the end of the month.
- 5.5 HIF Articles of Association were planned to be discussed at HDFT Board at their next meeting and an update would be provided to the next meeting.
- 5.6 Team Talk had announced the refresh of HDFT's Values: Kindness, Integrity, Teamwork and Equality. The Chairman encouraged everyone to join HDFT's Team Talk each Monday via MS Teams or to view the recording via u-tube. He asked that consideration is given for HIF to support HDFT's values.
- 5.7 Lucy Hind queried if there was anywhere within HDFT/HIF that the independent directors could use as a hot desk. In response it was noted that Angie Gillett would inform Lucy Hind and Roger Taylor of hot desk space available for them to use.
ACTION (A Gillett)
- 5.8 **Resolved:** the Chairman's report was noted.

HIF/04/21/6

Interim Chief Executive's Report

- 6.1 The Interim Chief Executive report was noted. Jonathan Coulter drew reference to the following:

- 6.1.1 Supporting HIF colleagues to take annual leave.
- 6.1.2 NHS England/Improvement Planning Guidance had now been received.
- 6.1.3 Colleague Recognition Awards, [REDACTED] had been awarded as HIF Colleague of the Year.
- 6.1.4 Cultural Development Programme, there are a number of workstreams ongoing within the programme with updates were provided for seven areas of work: Formal investigation into Estates bullying and harassment; Peer review undertaken by external Director of Estates; Review of terms and conditions; Standards of behaviour; Improving communication; Recruitment and HR practices and Leadership development.
- 6.1.5 At Our Best, arrangements would be made to provide an update to the HIF Board on plans and progress made to date including the work on the values and behaviours.
- 6.1.6 Business development opportunities was continuing with the main focus on digital and catering opportunities. In addition to this the HIF Chairman, Jonathan Coulter and Angie Gillett had been invited to meet with representatives from [REDACTED] to discuss the opportunity of working together.
- 6.1.6.1 [REDACTED] Grant Funding, the [REDACTED] Programme Board had met on 26 April 2021 and it was noted that work was continuing at pace with an element of the funding having been drawn down. The minutes of the Programme Board held on 29 March 2021 were appended to the report and noted.
- 6.1.6.2 Following discussion it was noted that HIF Board would continue to be updated on the [REDACTED] programme. Sarah Armstrong queried if any risks would be captured, monitored and included in future reports. In response, Angie Gillett confirmed that risks were included on the risk register at that time.
- 6.1.6.3 The Chairman queried the position with regards to the third bid. In response, Jonathan Coulter agreed to check the position with regards to the third bid.
ACTION (J Coulter)
- 6.2 **Resolved:** the Interim Chief Executive's report was noted.

HIF/04/21/7

Managing Director's Report

- 7.1 The Managing Director's report was noted. Angie Gillett drew reference to the following:
 - 7.1.1 Estates Restructure, since the paper had been circulated there had been further progress made resulting in the development of a proposed roistering system. It was noted that engagement on the roistering system was planned to take place throughout June.
 - 7.1.1.2 Colleague's attitudes had improved with many keen to be involved in workshops and overtime opportunities.
 - 7.1.1.3 The job description for the Deputy Director of Estates had been drafted and was in the process of being evaluated to establish the banding. Angie explained that there were also plans to recruit an Operational Estates Manager at an equivalent band 7 on a six month's fixed term contract.

- 7.1.2 Apprenticeships, discussion had taken place with North Tees and Hartlepool NHS Foundation Trust over the possibility of joining their Apprenticeship Scheme at a nominal fee.
- 7.1.3 ERIC Return and Premises Assurance Framework, an external consultant had been engaged to support the completion of the ERIC return for 2020/21 and consideration is being made over engaging an external consultant to support the development of the Premises Assurance Framework, which is required to be completed by July 2021.
- 7.1.4 Postage Tender, the Contract has been awarded to Paragon with effect from 4 May 2021.
- 7.1.5 Business Development, the HIF website was live with professional photography booked for 4 May 2021 to enhance the website. Work also continued on the implementation of the Catering and Digital Transformation plan.
- 7.2 Sarah Armstrong was pleased to note the discussions that were taking place over the Apprenticeship scheme. Lucy Hind explained that there are opportunities apprenticeships of all ages and highlighted the programmes in place at some local colleagues and universities which support project based apprenticeships resulting in individuals obtaining degrees upon completion. In response to the Chairman's query, Angie Gillett confirmed that the Apprentice Levy was being used within HIF and HDFT.
- 7.3 In response to Sarah Armstrong's query it was agreed that arrangements would be made for HIF Board to sample food from Herriots following the rebranding exercise.
ACTION (A Gillett)

7.4 **Resolved:** the Managing Director's report was noted.

HIF/04/21/8

Risk Register

- 8.1 Angie Gillett confirmed that work continued on the re-development of risk registers within HIF with the aim of the Governance and Compliance Committee having oversight on the risk registers that include risks rated 12 and above.
- 8.2 In response to the Chairman's query, Angie Gillett confirmed that there were not many risks scored 12 and above and she had not seen to date of significant concern.
- 8.3 Roger Taylor queried if there was a log of issues in addition to the risk registers. In response, Angie Gillett confirmed that issues were also being collected and recorded.

HIF/04/21/9

Business Plan

- 9.1 Angie Gillett provided a presentation on progress made to date on the HIF Business Plan following the Board Workshop in March 2021. It was noted that:
- the SWOT analysis for each key objective were being finalised and would be presented to the HIF Board Workshop in May 2021;
 - the Transformation Plan is also under development, which will be used to inform discussions at the Board Workshop in May 2021;
 - the Outline of Business plan has been drafted;
 - the Capital Programme for 2021/22 has been developed;
 - the contract value for quarter one has been agreed.

9.2 Angie Gillett drew reference to the Capital Programme 2021/22 slide and sought approval for the schemes included: replacement of lifts at Strayside; Strayside water main; Upgrade of goods yard; Replace kitchen section panel; Med gas hose replacement; HV cable upgrade; Kitchen refurbishment; SROC flushing system; Fixed wire testing; Fire doors upgrade; Fire stopping; and Depreciation funding.

9.3 Following consideration, the Capital Programme for 2021/22 was unanimously approved.

9.4 **Resolved:** i) the Business Plan update was noted; and
ii) the Capital Programme, including depreciation costs for 2021/22 was approved.

HIF/04/21/10 People and Culture Chair's Report

10.1 The People and Culture Committee Chair's report from the meeting held on 14 April 2021 was noted. Sarah Armstrong, Chair of the Committee explained that the meeting was very positive and the Committee gained assurance on progress made to date. She drew reference to the following:

- Staff Survey, valuable discussion took place and it was noted that plans are in place to carry out a Pulse Survey in support of the Staff Survey;
- Employee relation cases, which had significantly reduced since the previous meeting;
- 'Leading with values' workshops, HIF colleagues will be engaged in the next stage of the 'At our Best' programme.

10.2 **Resolved:** the People and Culture Committee Chair's report from the meeting held on 14 April 2021 was noted.

HIF/04/21/11 Governance and Compliance Chair's Report including Internal Audit 2021/22 Plan Recommendation and Updated Terms of Reference

11.1 The Governance and Compliance Committee Chair's report from the meeting held on 13 April 2021 was noted. Lucy Hind, Chair of the Committee explained that the meeting was positive and reiterated the need for this Committee to provide assurance to HIF Board and HDFT.

11.2 It was noted that this was the first meeting of the Committee that had taken place in 2021. The Committee meetings had been paused due to the changes being made to the HIF's senior management team. The Committee received updates on the following:

- Annual Plan
- PLACE Report
- Complaints Annual Summary and National Inpatient Survey (in relation to HIF)
- Policy Register
- Risk Register
- HIF Internal Audit Programme 2021/22
- Contract Review Meeting Minutes

11.3 Lucy Hind confirmed that the 2021/22 Internal Audit Annual Plan was approved subject to ratification by the HIF Board. Following consideration the Board approved the 2021.22 Internal Audit Annual Plan, which included:

- Patient-Led Assessment of the Care Environment (PLACE);
- Security Management;

- Domestic and Cleaning Standards;
- Contracts and Financial Governance;
- Use of Agency Staff;
- Limited Assurance Follow Up;
- Assurance over Financial Controls, IT, DSPT, etc.

11.4 Lucy Hind explained that the Terms of Reference were also reviewed and approved with minor changes made to the duties of the Committee, subject to Board approval. Discussion took place around the duties of the Committee and [REDACTED] queried if some of the duties should be removed and delegated to the HIF SMT. In response, [REDACTED] queried if SMT had these duties included within its Terms of Reference and if assurance was being provided at present. Following discussion it was agreed that HIF SMT was under development and once that was fully operational and assurance provided to the Board changes to the Governance and Compliance Committee Terms of Reference would then be considered. Following consideration the updated Terms of Reference were approved.

11.5 **Resolved:** i) the Governance and Compliance Committee Chair's report from the meeting held on 13 April 2021 was noted;
 ii) the 2021/22 Internal Audit Annual Plan was approved; and
 iii) the updated Governance and Compliance Committee Terms of Reference were approved.

HIF/04/21/12 Workforce and Organisational Development Report

12.1 The Workforce and Organisational Development report as at 31 March 2021 was noted. [REDACTED] drew reference to the following:

- HIF sickness absence rate for March has decreased to 3.82% and was marginally below the 3.9% target. The 3.82% included 1.53% short term and 2.29% long term absences;
- All employee relation cases had been concluded;
- COVID vaccinations, out of a total HDFT and HIF workforce a total of 4,867 colleagues have had both doses, which represented 85.99% of our total workforce.

12.2 The Chairman queried the longest five sickness/absence cases and referred to one individual who had been absent for 248 days. In response, [REDACTED] agreed to review the information more thoroughly prior to the next meeting to provide clarity around such absence, specifically with regards to absences of more than 80 days.
ACTION (S [REDACTED])

12.3 **Resolved:** the Workforce and Organisational Development report was noted.

HIF/04/21/13 HIF Terms and Conditions

13.1 Jonathan Coulter explained that the HIF Terms and Conditions proposal had been considered and approved the People and Culture Committee and the Board were asked approve these.

13.2 He reminded the Board that the purpose of the review and proposals were to create a fairer set of terms and conditions of employment between the colleagues who TUPE'd into the company and for the newly recruited members of staff.

13.3 The outcome of the 30 day consultation with HIF colleagues confirmed that the initial proposals required further consideration, specifically the three day waiting period to qualify for sick pay and the proposed bonus scheme.

- 13.4 Following consideration the recommendation from the People and Culture Committee on HIF Terms and Conditions was approved.
- 13.5 **Resolved:** the changes to the HIF Terms and Conditions that take into account the feedback from the consultation exercise were approved.
- HIF/04/21/14**
- 14.1 **Gender Pay Gap Report**
Resolved: the Gender Pay Gap report was noted.
- HIF/04/21/15**
- 15.1 **Staff Survey**
The 2020 Staff Survey report was received and noted. [REDACTED] explained that 98 out of 313 colleagues had completed survey questionnaires, which represented a 31% response rate.
- 15.2 The positive results showed that over the last year staff had not experienced any physical violence and/or discrimination at work from managers, colleagues and/or patients. They felt trusted to perform their job roles and felt that the company looked after their health and wellbeing.
- 15.3 The areas staff felt could be improved related to the terms and conditions of employment, communications across the company and feeling involved in decisions. Staff also felt that more feedback was required in response to reported errors, near misses and incidents to learn from these experiences.
- 15.4 The HIF People Committee recommended that a further detailed analysis of the results is carried out and a company-wide action plan is developed, which the Board fully supported. The Board were asked to note that the following work is currently taking place:
- Terms and Conditions review, including policies/procedures, staff handbook and induction;
 - Estates Organisational Structure Review;
 - Communication within the Company.
- 15.5 **Resolved:** i) the 2020 Staff Survey results were noted; and
ii) the recommendation of the People and Culture Committee to carry out a more detailed analysis of the results to develop a company-wide action plan was approved.
- HIF/04/21/16**
- 16.1 **Finance Report**
[REDACTED] apologised that there was no finance report available and provided a verbal update.
- 16.2 He reported a £[REDACTED] underlying [REDACTED] and a £[REDACTED] [REDACTED]. The [REDACTED] position included the re-valuation of buildings and it was confirmed that the annual accounts would show a deficit position. The £[REDACTED] [REDACTED] had marginally improved from the anticipated position due to the [REDACTED] funding.
- 16.3 The Group financial position was reported as £[REDACTED] surplus, which included the Trust, Charity and HIF. Funding had been taken into account to include the potential claims that may arise following the [REDACTED] case.
- 16.4 The Chairman queried if the [REDACTED] case had concluded and if it was known what the impact would be on HIF's finances. In response, Jonathan Coulter confirmed that the case had concluded and NHS England/Improvement had agreed to contribute to NHS provider organisations in support of this. It was not known at that

time what the exact financial impact would be for HIF but it was anticipated to be circa £xxxxxxx for the Group.

16.5 In response to the Chairman's query, Jonathan Coulter confirmed that HIF was a going concern.

16.6 **Resolved:** the finance update was noted.

HIF/02/21/17
17.1 **Board Meeting/Workshop Workplan**
The workplan and dates of meetings were noted.

HIF/02/21/18
18.1 **Risks**
There were no risks identified from the meeting for inclusion on risk registers.

HIF/02/20/19
19.1 **Any Other Business**
There were no other business.

HIF/02/20/20
20.1 **Evaluation of Meeting and Any Items to Escalate to HDFT Board**
Members were pleased to meet face to face and found the meeting. There were no items to escalate to HDFT Board.

HIF/02/20/21
21.1 **Date and Time of Next Meeting**
The next Board meeting is scheduled to take place on 22 June 2021 at 9am.