

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, 21st December 2021 at 9.30am via MS Teams

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

In attendance: [REDACTED], Corporate Affairs & Membership Manager (HDFT) (minutes)
[REDACTED], Business Development Manager (HDFT)
[REDACTED], Head of Employee Experience (Deputy Director of Workforce & OD), HDFT

HIF/12/21/1	Welcome and Apologies for Absence
1.1	The Chairman welcomed everyone to the meeting.
1.2	Apologies were noted from Kate Southgate, Company Secretary, and [REDACTED], Interim Deputy Director of Finance (HDFT)
HIF/12/21/2	Declarations of Interest and Register of Interests
2.1	It was noted that Jonathan Coulter is Deputy Chief Executive/Finance Director at Harrogate and District NHS Foundation Trust (HDFT); [REDACTED] is Interim Deputy Director of Finance at HDFT and [REDACTED] is Head of Employee Experience (Deputy Director of Workforce & OD) at HDFT.
HIF/12/21/3	Minutes of the previous HIF Board meeting
3.1	The minutes of the previous meeting held on 26 th October 2021 were approved as an accurate record.
HIF/12/21/4	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	It was noted that the simplified Action Log reference number would now be used. Action 1 / 2 / 18 (Linked) <i>Action 1 & 18:</i> Discussions held with Chair & CEO, apologies given for extended time taken, assurance given that IBR will be ready for February Board for review, also to discuss at Governance & Compliance committee meeting. <i>Action 2:</i> Apologies given for delay with implementation of KPIs, workshop with senior heads of services held, with input from Contracts Manager and shared with new Deputy Director of Estates & Facilities, expect finalisation by end of March, item can be closed.

	<p>Action 5: Ripon Workshop to be paused due to Covid restrictions, suggested rescheduling for March 2022, to change if necessary. An update was also provided about Ripon Leisure Centre, Action to be reviewed by Kate Southgate.</p> <p>Action 6: [REDACTED] – Discussions with Leeds ongoing, report to be provided at January meeting, with specific update in next Board report from MD.</p> <p>Action 12: Further discussions to be held for updates from Company Secretary.</p> <p>Action 14: It was agreed that discussion should be held at January 2022 workshop, to include refresh about scope/materials management section of procurement. This action closed.</p> <p>Action 15: – The Chair noted this Action forms part of review relating to schedule of meetings (Action 12), agreed that B2B in February not suitable, merge Actions 12 and 15 together.</p> <p>Action 16: It was confirmed that new employee contract of employment includes information about auto enrolment into / opting out of the Pension scheme. The board briefly discussed the pros and cons of providing additional information on an annual basis, and it was suggested that communications options in the future should be discussed outside the Board meeting, with the CEO and MD. This action closed.</p> <p>Action 17: Jonathan Coulter confirmed forecast information will be wrapped into planning discussion for 2022/23 planning. Sarah Armstrong commented useful to explore more detailed information in sessions prior to board meeting, [REDACTED] will attend next workshop for a detailed finance session. This action completed.</p> <p>Action 19: Schwartz Round information circulated, Walkaround not possible owing to Covid restrictions, will be revisited. This action completed.</p>
<p>HIF/12/21/5</p>	<p>Chairman’s Report</p>
<p>5.1</p>	<p>The Chair’s report on meetings attended since the last Board meeting had been circulated, and was taken as read. Meetings attended included:</p> <ul style="list-style-type: none"> • Regular catch-up meetings with the Chief Executive and Managing Director, plus regular meetings with the Chair of HDFT and HIF Lead Governor. • HIF Board Workshop • HDFT Board Workshop • Introductory meeting with [REDACTED], acting as lead role for Finance in HIF, from [REDACTED], on secondment in a new role • Managing Director and Business Development Team • Formal opening of the newly refurbished Porters’ Lodge and Estates Team Lodge. • HIF Recruitment event on 24th November • HIF People & Culture Committee • Plans to attend HIF Hero presentation had to postponed owing to Covid restrictions. <p>There were no questions relating to the report from the Board.</p> <p>Resolved: The Chairman’s report was noted.</p>

HIF/12/21/6	Interim Chief Executive's Report
6.1	<p>The Interim Chief Executive's report had been circulated to the Board, and was taken as read. Jonathan Coulter highlighted the key messages:</p> <p>NHS request:</p> <ul style="list-style-type: none"> • Surge Plans – preparation in expectation of increase in admissions, and concerns relating to staff availability as well as patients in hospital, plans to be tested • Support for vaccination efforts, including identifying additional support to re-open centre • Staff vaccinations <p>A further update has been received in the last 24 hours, designed to relieve pressure on primary care, with two notifications: the first relates to self certification rules for sickness changing to 28 days instead of 7 days, to allow more flexibility; and an update to the guidance about isolation for a household contact, whereby previous guidance to isolate for 10 days is changing to say that staff can come in to work but have to complete daily testing. The Trust has reduced the time period down to 5 days, but close monitoring continues.</p> <p>National Issues:</p> <p>Jonathan Coulter confirmed a briefing relating to planning guidance for 2022/23 later today. In a usual year, planning guidance would have been received prior to Christmas, though the latest escalation of the NHS response to Covid may delay the issue of further information until January.</p> <p>Vaccination programme for colleagues:</p> <p>The CEO reminded the Board of the latest guidance from the Government relating to mandatory vaccinations for staff and summarised the requirements, confirming that the CEO of HDFT has drafted an official communication to all HDFT and HIF staff. Further detail about those included in the scope and a system of compliance will be in place. Across both organisations there are currently 540 staff members not fully vaccinated, with further information about which colleagues are affected available in January.</p> <p>Roger Taylor asked about staff not being able to work on the front line, and the CEO commented that the concern is both for individuals and also provision of services, and the Board acknowledged the impact for HIF members of staff such as cleaners, porters and caterers.</p> <p>Deputy Director of Workforce & OD confirmed that the NHS have provided supporting materials for discussions with colleagues.</p> <p>Lucy Hind asked if there was a contingency plan in place to take account of what could be a difficult situation. Jonathan Coulter confirmed that, even if numbers of unvaccinated staff reduce, there could still be disruption and the Trust is working through this as part of the surge plan, and business continuity.</p> <p>The Chair acknowledged that a national decision has been made, and there is a need to operate within those constraints. He confirmed that he and the CEO will continue to catch up every week and update the Board as necessary, with additional briefings if needed.</p>

	<p>The CEO confirmed that the vaccination requirement is for Covid 1 and 2, not flu or the booster. In terms of assurance, future recruitment expectations will be that staff are vaccinated.</p> <p>The CEO ended by personally thanking all involved, particularly [REDACTED], for the fantastic success of the recruitment day, which had a very positive outcome. It was agreed that the Chair would write a note of thanks.</p> <p style="text-align: right;">Action: Chairman</p> <p>Resolved: The Interim Chief Executive’s report was noted.</p>
HIF/12/21/7	Managing Director’s Report
7.1	<p>The Managing Director’s report had been circulated and was taken as read. Angie Gillett confirmed the purpose of the report was to provide an update on current issues and performance of the Company during the November/December 2021 period. Key areas highlighted during the meeting were:</p> <ul style="list-style-type: none"> • Deputy Director of Estates & Facilities: [REDACTED] takes up this post from 10 January 2022. • Head of Estates: Interviews taken place, preferred candidate identified • Contracts Manager: An offer has been made for a new contracts manager, now working through recruitment process, candidate is on 2 months notice at current role • Catering: Pressures continue particularly in relation to recruitment and sickness. Work is underway on refurbishment, contingency plans in place for serving meals during this time • Recruitment: Actively moving forward with SSD establishment • Business planning: Review of departmental budgets underway, and draft timetable for business planning process to be developed shortly, updates to be provided to the board when available <p>The Board briefly discussed the appointment of the Head of Estates, and the Terms & Conditions to be implemented, including resolution of any issues for employment when transferring to a subsidiary company directly from NHS employment. The Board recognised the importance of resolving this issue for recruitment of senior roles in the future. Angie Gillett confirmed that the candidate is very supportive and attracted to this role.</p> <p>Angie Gillett confirmed that a further recruitment campaign is being planned, to include schools and universities, as well as placement students.</p> <p>The Board briefly discussed the implementation of the new estates structure and funding levels, which was fully outlined at the Board workshop in November, this was approved..</p> <p>Resolved: The Board approved the implementation of the new Estates Structure.</p> <p>Resolved: Managing Director’s report was noted.</p>
HIF/12/21/8	[REDACTED] Progress Report
8.1	<p>The [REDACTED] progress report had been circulated and was taken as read.</p> <p>Jonathan Coulter drew attention to the particular risks around the timetable for utilising funding, for example two air handling units that can be purchased, but will not be installed within the timescales required. Additionally there are concerns</p>

	<p>surrounding supply chains, for example with window replacement, further updates will be provided in due course.</p> <p>In response to a question from Lucy Hind relating to the budget and any potential estimated overspend, Jonathan Coulter confirmed a contingency was in place and it was important to ensure that items are coded in the most appropriate way and the contingency was properly utilised.</p> <p>It was noted that any risk is at the level of [REDACTED] for air handling units, from a total of [REDACTED], but discussions had been held around managing the site in terms of Covid and flexibility.</p> <p>The Chair noted the progress so far, and the team's commitment to the ongoing issues.</p>
HIF/12/21/9	HIF Board Committees
9.1	<p>People & Culture Committee Chair's Report</p> <p>The People & Culture Committee Chair's report from the meeting held on the 8th December 2021 had been circulated and was taken as read.</p> <p>Sarah Armstrong drew attention to particular areas:</p> <ul style="list-style-type: none">• The positive recruitment event, which had been a really successful initiative the approach taken and delivery was excellent.• Mandatory vaccinations and critical timing, necessity to be responsive and introduce further meetings for discussions at short notice <p>Sarah Armstrong commented that after the first full year of operation of the committee, it does feel embedded, a draft workplan and agenda setting for the year ahead is underway.</p> <p>Sarah Armstrong highlighted the Wellbeing Guardian role which she has undertaken, commenting that the first interactive community style conversation had been held early in December, with a small group of nine, and had been well facilitated by the NHS. There was a good discussion about resilience, including the benefit of guardians that can help and sustain resilience, including how Trusts may cope with serious incidents, such as suicide.</p>
9.2	<p>Governance & Compliance Committee Chair's Report</p> <p>Lucy Hind confirmed this would be a verbal report, as the meeting of the Governance & Compliance Committee had only taken place yesterday.</p> <p>Lucy Hind highlighted:</p> <ul style="list-style-type: none">• Risk registers, noted the progress with compliance, and acknowledged the input from [REDACTED], who had made a difference to the team, work is ongoing with service leads. Monthly reporting will hopefully commence from January. It was noted that some issues align with both HIF and HDFT, positive communication in place, and there is assurance that we will be in a good position moving forwards. <p>The Chair noted the progress being made in pulling discussions together, and felt the impact of progress to date is positive.</p> <p>In the context of business continuity, given the current challenges, as well as disaster recovery, Roger Taylor sought assurance on managing issues. The Chair responded that whilst in the middle of dealing with challenges, reflecting and</p>

	<p>creating a detailed plan will follow, and it would be important for the Board to reflect on whether this sits within the Governance & Compliance remit.</p> <p>The CEO noted that continuity of service is placed on the risk register, and there is assurance that the correct processes are in place, though the Board may wish to consider an internal audit programme to gain third party assurance.</p> <p>Angie Gillett commented that there are elements of the business continuity programme that may need refreshing, such as catering, and as part of an audit review it would be helpful to revisit such areas, and she was happy to undertake this role.</p> <p style="text-align: right;">Action: Angie Gillett</p> <p>The Chair indicated that an update in terms of review should be included at an appropriate board meeting.</p> <p>Resolved: The Board noted the updates from the Sub-Committees.</p>
HIF/12/21/10	Workforce and Organisational Development Report
10.1	<p>The Workforce and Organisational Development report containing data for November 2021 had been circulated and was taken as read. Prior to summarising the key highlights from the report, Deputy Director of Workforce & OD updated the Board on two areas:</p> <ul style="list-style-type: none"> • The final position on the staff survey was 36%, 39% for the Trust. The success of providing paper copies was highlighted. Congratulations were given to the teams that helped, a quantifiable amount of feedback was provided. • Recruitment is underway for a Health & Wellbeing Lead, who will coordinate with Sarah Armstrong, and work with line managers, a preferred candidate has been identified. <p>Deputy Director of Workforce & OD drew attention to particular areas within the Workforce report:</p> <ul style="list-style-type: none"> • Sickness absence levels including long term sickness, all being proactively managed in departments • Appraisal levels, HR are working with line managers across the whole organisation to support them with the appraisal process <p>Angie Gillett confirmed that [REDACTED] has had an appraisal in her new role, including agreed objectives, and she confirmed that she is encouraging senior managers to update information around appraisals and statutory training.</p> <p>Sarah Armstrong commented in relation to her role of Wellbeing guardian, that it was useful to receive the November figures particularly for sickness levels, and it was reassuring to hear that all cases are being actively managed.</p> <p>In response to a question from Sarah Armstrong, Deputy Director of Workforce & OD confirmed that the responsibility for the Schwartz rounds will rest with the new Wellbeing Lead, and a business case will be developed for funding to continue with these.</p> <p>The Chair felt the reports are providing good assurance and asked for an update on the appraisals, as these have been completed for Non-Executive Directors.</p> <p style="text-align: right;">Action: Deputy Director of Workforce & OD</p> <p>Resolved: The Workforce report and update was noted.</p>

HIF/12/21/11 Business Development Proposal

The Chair welcomed the Trust’s Business Development, Charity and Volunteer Manager to the meeting. The Business Development Proposal had been circulated and was taken as read. To note, in a brief update of the paper, it was confirmed that the [REDACTED] offer has not yet been extended to [REDACTED]

In support of the circulated paper, [REDACTED] then shared a presentation relating to the income levels, drawing attention to the additional [REDACTED] income since the Business Development team became involved with HIF, in particular the success of the Herriots2Go service and Themed Events. Questions from Board members were invited.

Sarah Armstrong noted the average spend of [REDACTED] on the catering spreadsheet and asked whether costs had been compiled in conjunction with that so profit margins can be established. In response [REDACTED] confirmed that priorities will be [REDACTED], which has a massive potential including provision of hospital to home services. She confirmed that there is still a lot of work to undertake, particular in getting costs and the right software provision to deliver accurate figures.

Angie Gillett confirmed that there are issues to resolve, such as linking of tills, high stocks and procurement, and profit margin discussions are also a focus. She further commented that there are a number of areas where the Business Development team’s expertise and input from the new Deputy Director of Estates and Facilities will be incredibly valuable and an exciting time.

The Board acknowledged the difficulties with staffing levels, and opportunities that are available within the health sector that do not have to medically based, such as catering and estates work. The success of the food offering here at HDFT was also recognised, including upgrades to the restaurant and themed events. HIF are working with the Communications & Marketing Manager to look at all potential opportunities in the New Year.

Deputy Director of Workforce & OD thanked the food and catering teams for supporting the diversity agenda, commenting that people both notice and enjoy their efforts.

The Chair sought approval from the Board to formally appoint the Business Development Team to provide services to HIF for a further three years at a cost of [REDACTED] per annum.

Resolved: The Board formally approved the proposal to appoint the Business Development Team for a further three year period.

[REDACTED] commented that her team really enjoy working with HIF and thanked the Board for putting their faith in the team.

HIF/12/21/12 Finance Report

12.1

Annual Accounts
Papers relating to the Annual Accounts for the 2020/21 financial year had been circulated and were taken as read. Mr Coulter summarised each element for Board approval:

12.1.1

Consideration of the Going Concern Principle
The summary report and supporting information on cash flow forecast was noted, and Mr Coulter summarised the going concern assumption which is a fundamental principle in the preparation of financial statements.

	<p>In response to a question from the Chairman, Mr Coulter confirmed that the deficit shown in the accounts were attributable to the implementation of IFRS 16 – Leases (International Financial Reporting Standard), and removing noncash items would show a surplus of xxxxxxx.</p> <p>Resolved: The Board considered and approved the appropriateness of having prepared the 2020/21 Accounts on a going concern basis.</p>
12.1.2	<p>Letter of Representation The draft letter of representation which confirms the information and statements provided to the External Auditors was received for approval.</p>
	<p>Resolved: The Letter of Representation for submission to the External Auditors, KPMG LLP, was approved.</p>
12.1.3	<p>Accounts The Draft Accounts had been circulated, and discussed at a pre-Board meeting the previous week. The financial performance was described in detail with comparisons from one year to the next contained in the noted.</p>
	<p>It was noted that the pages held for eh external auditors report would be completed once the Annual report and Accounts were approved.</p>
12.1.4	<p>ISA260 Jonathan Coulter summarised the report relating to financial statements from the independent auditors, and drew attention to the comments from them on page 2 – “we expect to issue an unmodified Auditor’s Report”, and page 4 – “Outstanding matters”, these being the finalisation of sample testing and the approval of the going concern and management representation letters which are being approved today.</p>
12.1.5	<p>Audit Opinion It was confirmed that there were no issues to highlight or changes recommended by xxxxxxxx, and the Chair invited questions/observations from the Board, none raised.</p>
	<p>Resolved: The content of both the Draft Accounts and ISA260 were approved by the Board.</p> <p>Mr Coulter confirmed that next steps would be to submit the documents to Companies House, and the Company Secretary has contacted them to request a possible extension to deadlines due to logistics between ourselves and xxxxxxx.</p>
12.2	<p>Loan Agreement The loan agreement paper had been circulated and was taken as read. Mr Coulter confirmed that the paper, which is linked to the xxxxxxx funding, had also been shared with the Trust’s Resource Committee on Monday 20 December 2021, as both the lender and receiver need to approve the proposed loan facility. He confirmed that the Trust had approved as the lender. He further commented that there is flexibility in contract payments, and two months had been received in advance.</p> <p>In response to a query from the Chair, Jonathan Coulter confirmed that xxxxxxx interest will be factored in as part of the contract for next year.</p> <p>Resolved: The Board approved the proposed loan facility from HDFT.</p>

12.3	<p>Financial Update</p> <p>The finance report for November 2021 had been circulated, and was taken as read. Jonathan Coulter drew attention to key points of note:</p> <ul style="list-style-type: none"> i) Year to date surplus of xxxxxxxx ii) Non NHS income related to car parking, dining room and coffee shop continues to operate behind planned levels, currently showing deficit of xxxxxxxx iii) Energy costs and bills require monitoring iv) Contract values and productivity improvement v) Forecast shows surplus above plan due to positive variants relating to staffing <p>Roger Taylor queried accommodation income, and Mr Coulter confirmed this relates to staff residences.</p> <p>Mr Coulter confirmed that in relation to corporate services and value for money, the level of service needed and KPIs would be part of the review next year.</p> <p>Resolved: The finance report was noted.</p>
HIF/12/21/13	Draft Green Plan
	<p>The draft Green Plan had been circulated and was taken as read. Mr Coulter asked the Board to note that there had been no changes since recent discussions, and explained that we are required to have a draft green plan in place in January. The intention is to have an ICS system wide plan submitted to NHSE/I in March next year. He further commented that the plan is structured in a traditional way and similar to other organisations, with necessary sections as per the guidance contained in the NHSE/I framework.</p> <p>Mr Coulter commented that it is important to be clear about accountability and responsibility and the relationship between HIF and HDFT, and the plan should include areas of focus and ambitions. He confirmed that discussions will be held with Sarah Armstrong and xxxxxxxx around communications, and once agreed the plan will feature into Board meetings on a regular basis in terms of updates and also in IBR discussions.</p> <p>The Chair acknowledged that there was still work to do, and commented that the board had had the opportunity to provide input prior to this meeting.</p> <p>Resolved: The Board approved the draft Green Plan, with the understanding that further work is being undertaken in January.</p>
HIF/12/21/14	Clinical Waste Services Contract
14.1	<p>The proposed Clinical Waste Services Contract had been circulated and was taken as read. Angie Gillett confirmed that the proposal is for the Consortium of members to appoint xxxxxxxx and xxxxxxxx to deliver the required services. She confirmed that the contract has been through numerous processes and discussions with procurement teams and was now ready for signing off by the consortium.</p> <p>In response to a question from the Chair relating to the negative saving on Communities, Angie Gillett confirmed this is because it was felt that there was a need to pay more to deliver better quality, and this will be carefully managed.</p>

	Resolved: The Board approved entering into a contract (LOT 4) with xxxxxxxx and xxxxxxxx to deliver clinical waste services.
HIF/12/21/15	Board Effectiveness Survey
15.1	<p>The paper relating to the Board Effectiveness Survey had been circulated and was taken as read.</p> <p>In the absence of the Company Secretary, the Chair summarised the survey results, and commented that overall the survey had felt relatively positive. Members of the Board agreed with the comments made in the survey and the Chair recommended that, in future surveys, colleagues use the comments boxes as these are very useful to gauge opinions.</p> <p>The Board briefly discussed the improvements made over the last twelve months and agreed that the structures around governance, standard agenda and papers were had been positive moves, with a focus on People & Culture, now able to focus on Governance and Compliance going forwards.</p> <p>The Chair noted that there had been a good response to the Survey with a number of things to take on board, which he will take further with the Company Secretary. He asked that if there was anything else members of the Board would like to comment on, to do so directly to him.</p>
HIF/12/21/16	Risks
16.1	<p>The Board noted that the Surge plan really important, with the next period being critical. The Board noted that the Risk Register includes such things as Covid, vaccinations and workforce, but not specifically any variants.</p> <p>The recognised mitigation factors, and the ongoing monitoring of the situation. Angie Gillett agreed to add further detail to the existing risks identified.</p>
HIF/12/21/17	Any Other Business
17.1	There were no items of Any Other Business raised.
HIF/12/21/18	Evaluation of Meeting and Any Items to Escalate to HDFT Board
	<p>Sarah Armstrong acknowledged the volume covered, and credited Jonathan Coulter for taking everyone through the finance information clearly.</p> <p>Roger Taylor commented that the Board Effectiveness proved that the company has covered items efficiently and effectively, in days gone by this may not have been the case.</p> <p>Jonathan Coulter commented that today's meeting had highlighted the benefit of an additional session prior to board to go through items in further detail, and Board members agreed that this was helpful. This was noted for future reference.</p> <p>There were no items to escalate to HDFT Board.</p>
HIF/12/21/19	Date and Time of Next Meeting
	Tuesday 25 th January 2022, 9.00am – 12 noon, via MS Teams