

## 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 27 February 2024

at the Cedar Court Hotel, Harrogate

<b>Present:</b>	
Mark Chamberlain	Chair
Gary Barrett (GB)	Non-Executive Director
Roger Taylor (RT)	Non-Executive Director
Angie Gillett (AG)	Managing Director
Jeremy Cross (JC)	HDFT Non-Executive Director, Shareholder Non-Executive Director
Matt Graham (MG)	HDFT Director of Strategy, Shareholder Non-Executive Director
<b>In Attendance:</b>	
XXXXXXXXXX	Assistant Company Secretary (HDFT)
XXXXXXXXXX	HR Business Partner (HDFT)
XXXXXXXXXX	HIF Finance Manager
XXXXXXXXXX	Deputy Director of Finance (HDFT)
XXXXXXXXXX	Deputy Director of People & Culture (HDFT)
Kate Southgate	Associate Director of Corporate Affairs and Company Secretary (HDFT) and Company Secretary (HIF) ( <i>From Item 10.9</i> )

## APPROVED MINUTES

<b>HIF/02/27/1</b>	<b>Welcome and Introductions</b>
1.1	The Chair welcomed everyone to the meeting.
<b>HIF/02/27/2</b>	<b>Apologies for Absence</b>
2.1	It was noted that apologies had been received from Lucy Hind (Non-Executive Director), and that Kate Southgate (Company Secretary) would join the meeting later.
2.2	The Chair confirmed that the meeting was quorate.
<b>HIF/02/27/3</b>	<b>Declarations of Interest</b>
3.1	There were no additional conflicts of interests declared in relation to the business of the meeting. It was noted that the Register of Interests should be included in the board pack.
3.2	<b>Action:</b> Assistant Company Secretary to arrange Register of Interests to be included in board papers pack in future.

HIF/02/27/4	<b>Minutes of the Previous Meetings</b>
4.1	<b>Resolved:</b> The minutes of the Board meeting held on 19 December 2023 were approved as an accurate record.
HIF/02/27/5	<b>Matters Arising and Action Log</b>
5.1	<p><b>Matters Arising</b> There were no matters arising from the minutes not already included on the agenda.</p>
5.2	<p><b>Action Log</b> 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:</p>
5.3	<p><b>57 – HIF/12/19/9.4: Updated Green Plan</b> – this would now be included in the May 2024 Workshop  <b>58 – HIF/12/19/12.4: HDFT relationship with HIF in Trust Induction</b> – Complete, item to be closed.  <b>50 – HIF/10/24/10: Contract Variations</b> – a way forward had been agreed for minor works and Purchase Orders now required for other items. Ordering of hospitality was still under review.  <b>52 – HIF/10/24/11: Workforce Report</b> – Legend included at beginning of presentation – Complete, item to be closed.  <b>42 – HIF/08/29/6.4: Board skills matrix</b> – Need for a Remuneration Committee meeting to discuss succession planning.  <b>38 – HIF/06/27/10.5: Fixed Assets</b> – discussions were ongoing.  <b>40 – HIF/06/27/16.1.5: Statutory and Mandatory training</b> – it was considered that mandatory training should be appropriate to the role and align with the Trust’s methodology. Definitive responses would be brought to the next Board meeting for clarity.</p>
5.4	<b>Resolved:</b> The action log would be updated as discussed.
HIF/02/27/6	<b>Chair’s Update</b>
6.1	The Chair began his verbal report positively expressing thanks to the Finance Team for their work in ensuring reporting was up-to-date and kept on track meaning the company could now focus the business more appropriately.
6.2	The format of the following day’s Board-to-Board meeting was explained and it was agreed the presentation would be circulated to the HIF Board prior to the meeting. It was noted there were still areas of work that the company could explore which were identified under a previous leadership.
6.3	<b>Resolved:</b> The Chair’s update was noted.
HIF/02/27/7	<b>Managing Director’s Update</b>
7.1	The report was received and taken as read. The Managing Director highlighted key points for the Committee to note:
7.2	<p><b>xxxxxxxxxx: Update</b>  In addition to the update in the report, the following detail was provided:</p> <ul style="list-style-type: none"> <li>• The contractors had agreed to replace the CHP (Combined Heat and Power)</li> <li>• Other guaranteed items would be managed by HIF and xxxxxxxx each putting xxxxxxxx per annum aside to fund future replacements; the details as to where the sums were held was still being discussed.</li> </ul>

	<ul style="list-style-type: none"> <li>• Negotiations had progressed and guaranteed savings were now offered as [REDACTED] instead of the [REDACTED] previously accrued.</li> <li>• Prolongation costs were being discussed further at the HDFT Resources Committee with a view to approving delegated authority.</li> </ul> <p>However the importance of being able to move forward was emphasised, once the agreement was signed.</p>
7.3	It was noted from a [REDACTED] meeting that the contractors were planning on being off site from the end of March 2024.
7.4	The Deputy Director of Finance highlighted that the financial forecast for the company would be to break even, and an explanation as to the reason for recognising a small surplus was given. The timing of invoicing was discussed.
7.5	<p><b>Portering:</b></p> <p>Rosters were in the final costing stages and consultation was due to begin again shortly. Recruitment for a new Portering Manager was still underway.</p>
7.6	<p><b>Cleaning and Site Decluttering:</b></p> <p>Consideration of a new structure was being reviewed and work was ongoing with HDFT on signage and corridor decluttering.</p>
7.7	<p><b>Catering:</b></p> <p>The improvement in the PLACE food domain results was noted and a visit from the Environmental Health Officer (EHO) had been positive. It was advised that the next visit in March/April 2024 would likely determine the catering star rating but based on the recent visit it was anticipated that the 5 star rating would be achieved. Other domains in PLACE results were not within HIFs remit.</p>
7.8	<p><b>Business Development:</b></p> <p>[REDACTED] – contract discussions were ongoing with pilot phase extended at [REDACTED].</p>
7.9	<p><b>Council of Governors:</b></p> <p>The HIF background and update presentation had been well received and 6 monthly updates were being scheduled.</p>
7.10	<p><b>Staff Survey:</b></p> <p>The results of the staff survey would be widely available from 7 March 2024 and it was proposed to arrange a results briefing to the Board. The Managing Director emphasised that the initial review was similar to the previous year and the action plan would be revisited. The need to communicate and engage with teams was acknowledged and the Board were advised numerous channels were being used. The Staff Survey was to be included in the March 2024 HIF Board Workshop.</p>
7.11	Shareholder Non-Executive Director (MG) advised that the visit from the Health & Safety Executive (HSE) had been positive about how the Trust was managing the situation with RAAC and the site health and safety approach. Any concerns raised had related to contractors rather than HDFT.
7.12	Shareholder Non-Executive Director (JC) drew attention to the feedback received from the Governors on car parking and communications with [REDACTED]. The Managing Director advised that she and the HDFT Chief Executive would be meeting to discuss. It was noted that the Trust was not an outlier in terms of hospital car parking charges but the issue at HDFT was the proximity to the town centre.
7.13	<b>Resolved:</b> The Board noted the current progress of the [REDACTED] negotiations, as well as the remaining contents of the Managing Director's report.

HIF/02/27/8	Integrated Board Report (IBR)
8.1	<p>The Managing Director outlined the key points in the IBR, noting:</p> <ul style="list-style-type: none"> <li>• A new employee Welcome Handbook was available; the first induction had taken place.</li> <li>• Sickness rate was high and continued to rise – the data was being reviewed.</li> <li>• Risks – HIF were working with the HDFT Impact team to produce a meaningful report; discussions with Finance at the fleet risk were ongoing.</li> <li>• There were ongoing discussions with the Trust about the possible funding of security to manage events of violence and aggression.</li> </ul>
8.2	<p>The Deputy Director of Finance advised that the finance risk score would be reviewed in time for the next meeting to align with the Risk Register. <b>Action:</b> Deputy Director of Finance</p>
8.3	<p>Shareholder Non-Executive Director (MG) highlighted a review of the use of biometrics conducted by the Information Commissioners’ Office (ICO) and the likelihood of usage guidance being issued. However, it was explained that HIF had engaged with the ICO and that alternative options were given to the workforce. However, staff had mixed opinions now it had been implemented.</p>
8.4	<p>The Board were further advised that the final “culture workshop” had taken place with the Sterile Services Department (SSD) which had received positive feedback. The Chair was grateful for the work undertaken to improve the company’s culture, including HIF’s 6<sup>th</sup> birthday plans for Friday 1 March 2024.</p>
8.5	<p><b>Resolved:</b> The content of the Integrated Board Report was noted.</p>
HIF/02/27/9	Board Assurance Framework (BAF)
9.1	<p>The Board Assurance Framework was received for information and taken as read.</p>
9.2	<p>The Board were advised that many of the strategic objectives had now been delivered and new targets needed to be set. The BAF would be updated and brought back to the May 2024 workshop</p>
9.3	<p><b>Resolved:</b> The BAF was received and noted.</p>
HIF/02/27/10	Finance Report
10.1	<p>The Deputy Director of Finance (HDFT) provided an overview of the accounts and the key anticipated transactions for the month were outlined.</p>
10.2	<p>The Board were advised that the company and drawn down xxxxxxxx from the xxxxxxxx xxxxxxxx. The Chair noted the need to consider maintaining the xxxxxxxx to xxxxxxxx position rather than the xxxxxxxx.</p>
10.3	<p>Staffing costs and the expected seasonal increase were advised to the Board. Other additional costs were being monitored, including the pension changes and the non-pay expenditure, especially energy performance.</p>
10.4	<p>The production timetable for the company accounts was outlined – to draft them at the same time as the Trust’s annual accounts, with the external auditors scheduled to review in July. It was noted that the Finance Team and the Assistant Company Secretary would liaise to ensure there was sufficient time to cover the accounts in Board meetings.</p>

10.5	Shareholder Non-Executive Director (JC) was advised that work with [REDACTED] on the fixed assets would need to be finished before HDFT and HIF auditors could commence the audits.
10.6	A more detailed analysis on non-pay expenditure would be brought to the next meeting, including separating between “activity driven” versus budget, as requested by the Chair. <b>Action:</b> <i>Deputy Finance Director</i>
10.7	Non-Executive Director (GB) requested a review of the timing of reports coming to Board meetings to enable more up-to-date information to be provided and, if necessary, amend the scheduling of Board meetings. <b>Action:</b> <i>Assistant Company Secretary</i>
10.8	The HIF Finance Manager explained the 2024-25 Financial Planning contract offer options, adding that the Trust was comfortable with the figures. However, it was also suggested that it would be HIF’s choice to invest and create efficiency targets.
10.9	The Chair commented that the financial arrangement was up to the Company to deliver and that could be by cost reductions or revenue generation from external sources. It was suggested that business development should be explored further in a Board Workshop. <b>Action:</b> <i>Managing Director / Associate Director of Business Development and Service Improvement</i>
10.10	Shareholder Non-Executive Director (MG) commented on the Cost Improvement Programme being capital recharges and questioned if the reduced amount could be spent on the capital programme. The Managing Director advised that this was part of the ongoing discussion around fixed assets.
10.11	Shareholder Non-Executive Director (MG) further requested a periodic update to go through the items not included as part of the financial planning, although was aware these items would eventually be removed from the HIF list.
10.12	The Managing Director thanked the work of the Finance Team present as the budget process had appeared to run more smoothly.
10.13	<b>The following items were resolved:</b> <ul style="list-style-type: none"> <li>• The finance report was received and noted.</li> <li>• The broad annual accounts planning outline provided some reassurance to the Board.</li> </ul>
<b>HIF/02/27/11</b>	<b>HIF Business Plan for 2024-25</b>
11.1	The report was received and taken as read.
11.2	The Managing Director reminded the Board that they had discussed the financial arrangements previously so the plan was being presented for approval. Once formally approved at Trust Board in March, each team would be invited to give feedback to their specialty’s “plan-on-a-page”. A summary Business Plan would be developed which would then be added to the HIF Publication Scheme.
11.3	Shareholder Non-Executive Director (JC) was advised that targets would be identified and formalised around the 12-month business plan.
11.4	<b>Resolved:</b> The HIF Business plan, including contract offer, was approved for recommendation to Trust Board, noting the fixed assets were still to be confirmed.

HIF/02/27/12	Workforce Report
12.1	It was noted that the Workforce Report was included in the IBR.
12.2	<p>The HR Business Partner highlighted the current areas of focus:</p> <ul style="list-style-type: none"> <li>• Scrutiny of sickness absence to understand any emerging themes other than seasonal variations.</li> <li>• Review of the Staff &amp; Wellbeing Policy for the Trust and HIF, which included absences, to be more dynamic and responsive.</li> <li>• Ensure compliance with publishing rosters.</li> <li>• Workforce diversity.</li> <li>• Consideration of challenges with an ageing workforce.</li> </ul>
12.3	The Ethnicity Pay Gap Report was discussed in that the diversity in the HIF workforce was to be celebrated although the report focused on BME colleagues. There was also a need to understand staff skills and how those could benefit the company.
12.4	<p>Shareholder Non-executive Director (MG) welcomed the use of statistical process control (SPC) charts but noted the need to review the confidence levels.</p> <p><b>Action:</b> HR team to consider confidence levels to enable an understanding of longer term change.</p>
12.5	Non-Executive Director (GB) noted a small decrease in those leaving within 12months and suggested a regular review of an improving retention rate and the benefit of benchmarking against similar organisations.
12.6	The Deputy Director of People & Culture advised the NHS People Promise Exemplar Programme had shown an improvement in staff retention and that the Trust had been successful in securing funding for a People Promise Manager as part of the programme's second cohort. With good inductions being considered a key factor in retention, HIF had started an induction process noting that staff also attended the HDFT induction.
12.7	The further discussion noted that improvements had been made around sickness and how it was managed. As new HIF staff were brought on board, the absence culture was changing with employment terms and conditions being aligned with external companies.
12.8	It was noted that the Gender Pay Gap report had been approved at the People & Culture Committee and was recommended to the board for ratification. Attention was drawn to the swing in the gender pay gap but the fluctuations would be monitored. However, the tolerance level in either direction was unknown. Non-Executive Director (GB) suggested adding the headline mean gap to the KPIs and ensure it as kept below 4%.
12.9	<b>Action:</b> Deputy Director of People & Culture to identify an appropriate tolerance level for similar organisations.
12.10	<b>Action:</b> Deputy Director of People & Culture to add mean Gender Pay Gap to KPIs.
12.11	<b>Resolved:</b> The Board noted the update.
HIF/02/27/13	<b>RAAC Business Cases:</b> <u>RAAC Service Relocation, Design, Eradication / Block C, Therapy Services</u>
13.1	The Shareholder Non-Executive Director (MG) outlined the business cases noting they had previously been reviewed by HIF and at the Trust Board Workshop in

	December 2023 and the Trust Board meeting in January 2024. The few changes from the original business cases presentation, including timings were explained.
13.2	The Board were reminded that Trust Board had approved the work and this was being brought to the HIF board to review the feasibility of the projects.
13.3	RAAC Services Relocation, Design & Eradication project was underway with the finances approved. This project would be managed internally. The Block C, Therapy Services project was still awaiting formal NHSE approval although it was not anticipated that there would be any issues. The Board were advised this item would be brought back once the work was being planned and funding agreed. This project was being supported by <del>xxxxxxx</del> initially but HIF could consider bringing in-house in due course. It was confirmed that Associate Director of Estates and Capital Delivery did not envisage any significant problems at present with delivery but had noted the challenge to recruit project managers.
13.4	The Board approved the Service Relocation, Design and Eradication project, subject to the timings being clarified as the timelines stated work should already have begun when signoff had not been completed.
13.5	The HR Business Partner drew attention to the impact of relocations on the workforce and the challenge with effectively managing communications to them. Some finer options on office moves were still being considered.
13.6	<b>Resolved:</b> The Board agreed to approve the initial business case but that a revised/updated case would be presented to the Board when more detail on the phasing, costs and timing had been clarified.
<b>HIF/02/27/14</b>	<b>Update on Annual Audit Plan</b>
14.1	<u>External Audit Plan</u>
14.1.1	<b>Resolved:</b> The Deputy Director of Finance had provided a broad timeline for the accounts processes earlier in the meeting.
14.2	<u>Draft Internal Audit Plan</u>
14.2.1	The Deputy Director of Finance advised that some internal audits completed in the last few years had received “limited” opinions. As some areas would be audited again, it was expected these would show improvements. Contract Management was the only potential area of concern although progress had been made.
14.2.2	The Board were advised that the internal audits were considered supportive in order to improve the business.
14.2.3	There were further questions regarding time allocated to audit an area, which was determined by others outside HIF. Likewise there was a consideration that estates and planning should also be audited. However, it was explained that an estates audit was being managed through HDFT later in Q3/Q4 and the auditor would need to align that with any HIF audit.
14.2.4	<b>Resolved:</b> The proposed internal audit plan was noted.

<b>HIF/02/27/15</b>	<b>Written Resolution: Director Conflicts of Interest</b>
15.1	The Assistant Company Secretary explained the reasons for the written resolution to ensure that there was formal recording of the Company acknowledging it accepted the conflict of interest with two HDFT Board Directors on the HIF Board.
15.2	<b>Resolved:</b> After a brief discussion, the Board approved the written resolution.
<b>HIF/02/27/16</b>	<b>Committee Terms of Reference: People &amp; Culture Committee</b>
16.1	Non-Executive Director (GB) explained that the Terms of Reference (ToRs) had been changed to a new, standard format. They had been scrutinised at the Committee meeting and confirmed the aims of the Committee remained unchanged from the previous ToRs. The Committee had approved the document and recommended ratification by the Board.
16.2	<b>Resolved:</b> The Board ratified the Committee's terms of reference.
<b>HIF/02/27/17</b>	<b>Sub Committee Meetings Updates</b>
17.1	<u>People &amp; Culture Committee</u>
17.1.1	The Committee Chair noted that he had any items of note had been discussed at the relevant points during the Board meeting.
17.1.2	<b>Resolved:</b> The Committee update was noted.
17.2	<u>Governance &amp; Compliance Committee</u>
17.2.1	The Managing Director provided a summary of the business conducted at the recent Governance and Compliance Meeting: <ul style="list-style-type: none"> <li>• Committee Terms of Reference were reviewed but input awaited from Committee Chair before finalising.</li> <li>• Received a presentation of outcomes of the IT systems survey and areas of investment in short / medium term (systems for facilities management) and longer term (equality management system).</li> <li>• Highlighted that the management office was currently very paper dependent.</li> <li>• Review needed on communications with staff.</li> <li>• Update provided on catering and the catering strategy, noting that a business case would be forthcoming.</li> </ul>
17.2.2	<b>Resolved:</b> The Committee update was noted.
<b>HIF/02/27/18</b>	<b>Any Other Business</b>
18.1	The Chair advised that in future Deputy Director of People & Culture, would be the Human Resources representative at Board meetings.
18.2	Deputy Director of People and Culture and HR Business Partner were thanked for their support and advice to date, noting that the HR Business Partner would continue to support the People & Culture Committee.
18.3	<b>Resolved:</b> The changes to the Human Resources representative was noted.
18.4	There were no further items of business and the meeting closed at 11:50am.



<b>HIF/02/27/19</b>	<b>Items to Escalate to HDFT Board</b>
19.1	<b>Resolved:</b> The Board agreed that the HIF Business Plan would be taken to HDFT Board.
<b>HIF/02/27/20</b>	<b>Additional Risks to add to Risk Register</b>
20.1	The Board agreed there was a need to add sickness to the risk register.
20.2	It was further agreed that the Gender Pay Gap should be a key performance indicator rather than a risk.
<b>HIF/02/27/21</b>	<b>Evaluation of the Meeting</b>
21.1	The Board considered that the correct topics and items had been discussed and that sufficient time had been allocated for the discussion.
21.2	It was noted that the board papers pack had been clear and easy to navigate.
<b>HIF/02/27/22</b>	<b>Date and Time of Next Meeting</b>
22.1	Workshop: Tuesday 26 March 2024, 9.00am-12noon – Herriots Lounge Board Meeting: Tuesday 23 April 2024, 9.00am-12noon – 17 Wetherby Road

**Signed:**

.....

**Dated:**

.....