

BOARD OF DIRECTORS

Minutes of the Extraordinary Meeting of 3 June 2010
Board Room, Trust HQ, QEMC

- Present: Sir Albert Bore, Chairman
Ms Julie Moore, Chief Executive
Prof David Bailey, Non-Executive Director (“DB”)
Mrs Gurjeet Bans, Non-Executive Director (“GB”)
Mr Kevin Bolger, Chief Operating Officer (“COO”)
Mr Stewart Dobson, Non-Executive Director (“SD”)
Mrs Kay Fawcett, Chief Nurse (“CN”)
Ms Angela Maxwell, Non-Executive Director (“AM”)
Mr David Ritchie, Non-Executive Director (“DR”)
Ms Clare Robinson, Non-Executive Director (“CR”)
Dr Dave Rosser, Medical Director (“MD”)
Mr Mike Sexton, Director of Finance (“FD”)
Prof Michael Sheppard, Non Executive Director (“MSh”) –
from item D10/115
- In Attendance: Mr David Burbridge, Director of Corporate Affairs (“DCA”)
Ms Morag Jackson, New Hospitals Project Director
 (“NHPD”)

D10/109 Welcome and Apologies for Absence

The Chairman welcomed everyone present to the meeting. Apologies were received from Ms Fiona Alexander, Director of Communications, Mrs Viv Tsesmelis, Director of Partnerships, and Mr Tim Jones, Executive Director of Delivery (“EDD”).

D10/110 Quorum

The Chairman noted that:

- i) a quorum of the Board was present and
- ii) the Directors had been given formal written notice of this meeting in accordance with the Trust’s Standing Orders.

D10/111 Minutes of the previous meetings

The minutes of the meeting of 29 April 2010 were accepted as a true record, as amended and initialled by the Chairman.

D10/112 Matters Arising

None

D10/113 Actions List

The actions list was reviewed and updated.

ACTION: DCA

D10/114 Chairman's Report and Emerging Issues Review

The Chairman reported that there were no emerging issues to discuss at this meeting. However, the board seminar in July, regarding the likely developments following the change of government, may determine issues for discussion at future meetings.

D10/115 BNHP Monthly Programme Status Report

The Directors considered the report presented by the New Hospital Project Director, who further reported that, [redacted].

With regard to the phase 1 move, the NHPD reported that Balfour Beatty Workplace had been slow to prepare itself for the move, although the position had improved since report had been written. A number of housekeeping problems remained were not unexpected but could cause issues if they were not resolved. PricewaterhouseCoopers had been asked by the Trust to submit a proposal for their continued assistance during the move in order to ensure that the Trust uses the contract to maximum effect.

The Chief Executive met this morning with Balfour Beatty who acknowledged the lack of leadership regarding Balfour Beatty Workplace's performance. A change of key personnel should, it is hoped, improve matters.

The Trust's own preparations for the move have gone well. A tabletop exercise has been undertaken which involved Harrow Green, the police and the ambulance service, as well as trust staff. The exercise went well and provided assurance that the command arrangements will be effective. A number of lessons and action plans have been put in place following feedback from the tabletop exercise.

It was noted that the retail spaces within the new hospital will not be open in June. The Trust expected the documentation relating to these to be agreed by the end of June and there will then be a fit out period of approximately 12 weeks.

There was discussion regarding the ICT contractor, K-Com, who had missed some completion dates which was indicative of their casual approach to their obligations. The position seems to have improved, particularly since the change of personnel engaged on the project. The Trust's Director of IT has confirmed that the Trust has sufficient

resilience within its own systems should K-Com's poor performance continue. It was confirmed that the Patient Entertainment system would not be affected and that the Trust has only paid K-Com for completed work.

The NHPD further reported that the new road giving access to the hospital will be open prior to the 16th June. All road signage is now in place and a final review is being carried out to ensure that it is sufficient. It was confirmed that signposting from the rail station would be in place. Further work is being undertaken in relation to car parking allocation and leaflet drops have been undertaken to local residents. With regard to internal communications, a handbook and pocket guides have been produced for staff, and a helpline and e-mail address is available. A media briefing has been scheduled for 8 June.

There was discussion regarding the Plaza development. It was noted that the Trust had to pay a deposit to Birmingham City Council at the end of June, less monies already spent in relation to this project. In accordance with the original agreement, the interest earned by the deposit is split between the Trust and the City Council.

The Board of Directors asked for its thanks to be conveyed to the new hospital project team and all of the trust staff who have worked so hard to prepare for the move into the new hospital.

Resolved to:

Accept the progress reported in the New Hospitals Project Director's report

D10/116 BNHP Faith Centre Proposal

The Directors considered the paper presented by the New Hospital Project Director. The Chairman reported that he had now discussed the new option, for the Faith Centre to be within the new hospital, with the chaplaincy who had been very positive about it and considered it a better option than the one involving an external building. The NHPD confirmed that UHB charities were still committed to support the Faith Centre and were waiting for final determination of the plan before commencing specific fund-raising.

The Board agreed that this further option should be considered and that it can be discussed with the chaplaincy, although a degree of caution should be used until the design work and pricing had been completed.

Resolved to:

- 1. Approve this new option being developed to a fully priced variation.**

- 2. Agree to receive an updated report on progress via the BNHP Directors' monthly report.**

D10/117 Proposals for the Development of Dedicated Facilities for Private Patient Radiotherapy.

The Directors considered the paper presented by the Chief Operating Officer. The proposal was for dedicated facilities for private patient radiotherapy to be provided on the Trust's West End site. Private patient radiotherapy contributed approximately £1.2 million of the Trust's current private patient income. This was a large proportion even though active marketing of the facility had not been undertaken. The proposal involved provision of front office staff by the private provider. The Trust was aware of one other private provider considering establishing a similar facility in Little Aston and therefore there is a need to respond quickly to this proposal.

The proposal would help the Trust to maintain its standing as a leading radiotherapy unit and also put pressure on Commissioners to support IMRT.

Clare Robinson, Chair of the Investment Committee, reported that the Investment Committee had considered this proposal in detail on two occasions, the second of which included the option to replace a linac machine with a tomotherapy machine for NHS patients. The Committee had agreed to recommend the proposal to the Board of Directors, recognizing that this was a good way of using private patient income to provide benefits to NHS patients. The Committee had also enquired into the impact of the investment on the trust. The FD had confirmed that the Trust would not need to borrow in relation to this proposal but that future similar developments may well impact on the Trust's cash reserves. It was noted that an adjustment to the capital programme would be required either this year or the following year.

Resolved to:

- 1. Approve the development of a private radiotherapy (Tomotherapy) facility in conjunction with BMI and the consequential changes to the capital programme;**
- 2. Approve the purchase of a second Tomotherapy machine for NHS patients; and**
- 3. Agree that delegated authority be granted to Mike Sexton, Director of Finance, and David Burbridge, Director of Corporate Affairs, to approve and sign the contract with BMI on behalf of the Trust.**

D10/118 Review of Neurosurgery Capacity at UHB

The Directors considered the paper presented by the Chief Operating Officer, who further reported that he felt the proposal reflected the success of this service. The service had experienced considerable growth over the past years as a result of which it has had to use private sector resources in order to achieve the 18 weeks target. Growth appears to be continuing and therefore the service now needs to expand in order to offer an excellent service which will maintain its achievement of this target and support the Trust's expected determination as a level 1 trauma centre. It is believed that other providers within the West Midlands will consider withdrawing from providing similar services, which will be likely to result in further activity being directed to UHB. This particular proposal focused on increasing UHB's ability to provide acute spinal services; additional work in this area is likely to arise from the Royal Orthopaedic Hospital. The proposals also provided for an increasing number of junior doctors working within the service. This was necessary to ensure the continuing safety of the service as junior doctors were under a degree of overstretch at present.

The COO expected that a further proposal might be needed in relation to cranial services within the year.

There was discussion regarding leadership issues in this service. It was noted that a new lead clinician and lead nurse had recently taken over responsibilities and the Trust executive were confident that this new leadership will take the service forward. It was also felt that the move into the new hospital will help break down barriers between services in a constructive manner.

Resolved to:

Approve revenue investment of £1,716,746 against anticipated income of £2,219,947 for the expansion of neurosurgery capacity

D10/119 Update on UHB's Partnership with CSE Healthcare

The Board considered the paper presented by the Executive Medical Director.

Resolved to: Agree to allow the Medical Director and Director of Finance to progress this project within delegated authorities, keeping the Board of Directors appropriately informed of progress.

D10/120 Audit Committee – Report

Stewart Dobson, Chair of the Audit Committee, reported that the Audit Committee had considered the ISA260 letter from KPMG, the draft

letter of representation and the annual report and accounts shortly before this meeting. The Committee commended the Finance team and the auditors for their work in compiling an excellent set of draft accounts in a very short space of time and commented that the fact that there were no significant audit adjustments required was a testament to the quality of the work done. The auditor's report from KPMG gave an unqualified opinion.

When the Committee was considering the management representation letter, the Director of Finance had confirmed that he was not aware of anything since the end of the financial year 09/10 which would affect the accounts.

The Audit Committee recommended to the Board of Directors that the annual report, the annual accounts (including the Statement on Internal Control) and the letter of representation be approved.

D10/121 Annual Accounts including SIC

The Director of Finance tabled the final draft of the annual accounts, including the Statement on Internal Control, the draft letter of representation to the Board and the ISA 260 letter from the auditors. It was noted that there had been no substantive amendments to the accounts since the last draft was considered by the Board.

The Chairman asked the meeting whether there were any comments on the annual accounts. The commendation of the Audit Committee was echoed.

Resolved:

- 1. To approve the Letter of Representation; and**
- 2. To approve the Annual Accounts, including the SIC.**

The Board noted that, as previously agreed, a copy of the Monitor Annual Plan had been circulated to all Board members by the Executive Director of Delivery on 21 May 2010. The final version of the plan was tabled and it was reported that this had been submitted to Monitor, following approval of the Chairman and Chief Executive. It was agreed to ratify the resolutions set out in the paper accompanying the final draft plan, which were as follows:

- 1. To approve the final version of the 2011/10 Annual Plan for submission to Monitor;**
- 2. to authorise the Chairman and Chief Executive to sign the board statements on behalf the Board of Directors; and**
- 3. to approve an increase in the Trust's overdraft facility to a value of up to £20 million for 2010/11.**

D10/122 Annual Report including Quality Accounts

The Director of Corporate Affairs tabled the final draft of the annual report, including the Quality Report, on behalf of the Director of Communications. It was confirmed that the draft incorporated comments made following circulation of an earlier draft. The final version of the Trust's Annual Plan was also tabled, for information.

The DCA proposed two further amendments to the draft, one concerning compliance with Monitor's Code of Governance (G.1.2) and the other for the deletion of the word "independent" from the paragraph dealing with membership of the audit committee on page 49, to reflect the fact that Michael Sheppard is not regarded as an independent director due to his appointment at University of Birmingham.

Resolved: to approve the Trust's Annual Report 2009/10 including the Quality Report, amended as proposed.

D10/123 Performance Indicators Report & Review of Key Performance Indicators for 2010/11

The Directors considered the report presented by the Chief Operating Officer (in the absence of the Executive Director of Delivery). Changes in a number of external indicators have now been finalised. The Trust will be expected to achieve the 31 day target for cancer by January 2011. The performance against this target was already being monitored and achievement was not expected to cause significant difficulty.

There was additional focus on CQUINs as these could have a significant financial and reputational impact on the Trust.

The Trust's achievement of the target, for the percentage of patients admitted to a stroke unit was causing considerable difficulty, largely as a result of capacity issues in the community and the hospital itself.

It was agreed that the figures for achievement of PDRS would be circulated separately.

Resolved to :

- 1. Accept the report on progress made towards achieving performance targets and associated actions.**
- 2. Approve the proposed changes in the indicators reported and in the process for identifying exceptions.**

D10/124 Clinical Quality Monitoring Report

The Board considered the report presented by the Executive Medical Director. There was considerable discussion regarding the incident report annexed to the paper and the Board agreed that, whilst the occurrence and impact of the incident itself was of serious concern, the investigation had been undertaken in a very positive and constructive way, being open and candid and indicative of a strong process within the Trust.

It was noted that the NHSLA had supported the approach taken by the Trust in being open and honest in its letter to the family.

With regard to reports on governance visits, the MD explained that, in future, he intended to delay such reports by a further month so that more developed action plans can be presented to the Board together with the reports.

Resolved: to receive the report.

D10/125 Report on Infection Prevention and Control up to 30 April 2010

The Board considered the report presented by the Chief Nurse, who confirmed the number of MRSA bacteraemia for April to be two, of which one would count against the Trust. The Trust had had one MRSA bacteraemia identified so far for May. Root cause analysis of all bacteraemias will be undertaken, irrespective of whether they count against the Trust or otherwise. The Chief Nurse reported that she has received written confirmation that bacteraemia in satellite sites will not be counted against the Trust.

For C.Difficile, the Trust had had 18 cases in April and 18 in May. So far in June one case been identified. Further improvement was necessary if the trust was to achieve its trajectory for this year. Division 3 have been particularly affected and there was evidence of cross infection. Actions have been put in place and the performance against trajectory will be reviewed at the end of each quarter. The CN expected the new hospital to improve matters as it will facilitate rapid isolation.

The Chairman reported that he had received a letter from the Secretary of State for Health, explaining that weekly data on hospital acquired infections will be published on the Internet at data.gov.uk. Data will be published on a monthly basis at first with intention to publish weekly from 5 July. The Chief Nurse confirmed that this would not give the Trust any issues with regard to loading cases onto the HPA system as they are loaded on a weekly basis already. It was also noted that figures for MSSA and E. coli would be included in future.

Resolved to: Accept the report.

D10/126 Investment Committee Annual Report to Board of Directors

The Directors considered the report presented by the Chair of the Investment Committee. Clare Robinson, Chair of the Investment Committee reported that, in addition to the annual report, the Committee had met on 14 May and the business considered by the Committee at that meeting had consisted of monitoring reports of a number of matters.

Resolved to: Receive the annual report on the activities of the Investment Committee and the priorities identified for 2010/2011 and support the Committee's conclusions.

D10/127 Annual Occupational Health & Safety Report 2009/2010

The Directors considered the report presented by the Director of Corporate Affairs.

Resolved to: Receive the report and all associated actions.

D10/128 Hospitality Policy

The Directors considered the report presented by the Director of Corporate Affairs.

Resolved to: Approve the new Hospitality Gift and Sponsorship Policy

D10/129 Sealing of a Deed of Surrender and a Deed of variation with the Landlord of premises known as The Forecourt Development in Albion Street Hanley Stoke on Trent

The Directors considered the report presented by the Director of Corporate Affairs.

Resolved:

To authorise any one or more Executive Directors of the Trust and the Foundation Secretary severally to exercise the powers of the Trust in relation to all matters arising in connection with the Deed of Surrender and the Deed of Variation, without limitation save that such authority may only be exercised to the extent that the Deeds are materially as described in this paper, including authority to negotiate, approve, amend, sign, execute and deliver the Deeds, execution to be by any two Executive Directors or an Executive Director and the Foundation Secretary.

D10/130 Proposed appointment of a Consultant to support the expansion of the Grown-up Congenital Heart Disease Services (GUCH)

The Directors considered the report presented by the Chief Operating Officer.

Resolved to: Approve the appointment of an additional Consultant Cardiologist

D10/131 Appointment of two Consultant Hepatobiliary and Pancreatic Surgeons

The Directors considered the paper presented by the Chief Operating Officer.

Resolved to: Approve the appointment of two Hepatobiliary and Pancreatic Surgeons

D10/132 Proposed expansion of the Electrophysiology Service and the provision of Cardiology Services to South Staffordshire

The Directors considered the report presented by the Chief Operating Officer.

Resolved to:

- 1. Approve the appointment of an EP consultant;**
- 2. Approve a further post on the condition that an income stream from South Staffordshire PCT is confirmed; and**
- 3. Approve the purchase of a 5th echocardiogram machine at cost of £122k from the 10/11 capital programme.**

D10/133 Proposed replacement of Endoscopic Equipment for the Endoscopy Service

The Directors considered the paper as presented by the Chief Operating Officer.

Resolved to:

Approve the proposal to replace Endoscopy Equipment with Olympus Keymed over a 7 year rolling replacement programme.

D10/134 Date of Next Meeting:

Thursday 24 June 2010 Board Room Trust HQ

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Chairman

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Date