

## Bundle Board Meeting 25 July 2019

### Agenda attachments

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- 1 Welcome and Introductions
- 2 Apologies for Absence
- 3 Declarations of Interest
- 4 Minutes of the Trustee meeting held on 27th June 2019  
Charity Trustee\_ Draft June Minutes\_V2 NF reviewed.docx
- 5 Action Log - 27th June 2019  
Corporate Trustee Action Log June 2019.docx
- 6 Chairs Action taken since last meeting - There was no Chair's actions
- 7 Items for Review and Assurance
- 7.1 No Items
- 8 Items for Approval/Ratification
- 8.1 Appointment of a new Independent Advisor for Charity Trustee - verbal
- 8.2 Disposal of Rookwood - verbal update
- 9 Items for Noting and Information
- 10 Review of the meeting
- 11 Any Other Business
- 12 Date and Time of the next meeting: Thursday 26th September 2019 at 11am, Boardroom, University Hospital Llandough



**Cardiff & Vale Health Charity  
Charity Trustee Meeting  
Held on 25<sup>th</sup> June 2019 at 4pm**

**Nant Fawr 1, 2 and 3, Ground Floor, Woodlands House**

## Agenda

<b>1</b>	Welcome & Introductions	Maria Battle
<b>2</b>	Apologies for Absence	Maria Battle
<b>3</b>	Declarations of Interest	Maria Battle
<b>4</b>	Minutes of the Trustee Meeting held on 27 <sup>th</sup> June 2019	Maria Battle
<b>5</b>	Action Log – 27 <sup>th</sup> June 2019	Maria Battle
<b>6</b>	Chairs Action taken since last meeting – There were no Chair's actions	Maria Battle
<b>7</b>	<b>Items for Review and Assurance</b>	
<b>7.1</b>	No items	
<b>8</b>	<b>Items for Approval/Ratification</b>	
<b>8.1</b>	Appointment of a new Independent Advisor for Charity Trustee- verbal	Maria Battle
<b>8.2</b>	Disposal of Rookwood – verbal update	Abigail Harris
<b>9</b>	<b>Items for Noting and Information</b>	
<b>10</b>	<b>Review of the Meeting</b>	Maria Battle
<b>11</b>	<b>Any Other Business</b>	Maria Battle
<b>12</b>	<b>Date and time of next Meeting</b> Thursday, 26 September 2019 at 11.00am Boardroom, University Hospital Llandough	

**Unconfirmed Minutes of the Health Charity Board of Trustees Meeting  
Held at Nant Fawr 1 & 2, Ground Floor, Woodlands House  
27<sup>th</sup> June 2019 at 12.30pm**

**Present**

Maria Battle	MB	Chair of Board of Trustees and UHB Chair
Eileen Brandreth	EB	Trustee and Independent Member - IT
Gary Baxter	GB	Trustee and Independent Member – University
Robert Chadwick	RC	Trustee and Executive Director of Finance
Steve Curry	SC	Trustee and Chief Operating Officer
Susan Elsmore	SE	Trustee and Independent Member – Local Authority
Akmal Hanuk	AH	Trustee, Charitable Funds Committee Chair and Independent Member - Community
Charles Janczewski	CJ	Trustee and UHB Vice Chair
Fiona Jenkins	FJ	Trustee and Executive Director of Therapies Health Science
Fiona Kinghorn	FK	Trustee and Executive Director of Public Health
Len Richards	LR	Trustee and Chief Executive Officer
Ruth Walker	RW	Trustee and Executive Nurse Director

**In Attendance**

Nicky Bevan	NB	Head of Employee Health and Wellbeing Services <i>(for part of the meeting)</i>
Nicola Foreman	NF	Director of Corporate Governance
Geoff Walsh	GW	Director of Capital Estates

**Apologies**

John Antoniazzi	JA	Independent Member – Finance
Martin Driscoll	MD	Executive Director of Workforce & Organisational Development
Peter Durning	PD	Interim Executive Medical Director
Abigail Harris	AH	Executive Director of Strategic Planning
Sara Moseley	SM	Independent Member – Mental Health
John Union	JU	Independent Member - Audit
Dawn Ward	DW	Independent Member – Trade Union

**Secretariat**

Laura Tolley	LT	Corporate Governance Officer
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## Welcome and Introductions

**CFC19/06/001** The Chair welcomed everyone to the meeting and introduced Nicky Bevan, Senior Occupational Health Nurse who was in attendance to present agenda item 8.2 – Employee Wellbeing Service. **Action**

## **CFC19/06/002** Apologies for Absence

Apologies for absence were noted.

## **CFC19/06/003** Declarations of Interests

Councillor Susan Elsmore, Trustee and Independent Member - IT declared an interest in relation to agenda item 8.3 – Disposal of Rookwood. It was noted that as consideration was being given to the sale of the land to Cardiff City and County Council Councillor Elsmore would not take part in any discussions related to this item.

## **CFC19/06/004** Minutes of the Board of Trustees Meeting held on 28<sup>th</sup> March 2019

The minutes of the meeting held on 28<sup>th</sup> March 2019 were reviewed.

### **The Board of Trustees Resolved that:**

- (a) the minutes of the Charity Corporate Trustee Meeting held on 28<sup>th</sup> March 2019 be approved as a true and accurate record.

## **CTM 19/06/005** Action Log

It was noted that there were no outstanding actions on the Action Log.

## **CTM 19/06/006** Chairs Action taken since the Board of Trustees Meeting held on 28<sup>th</sup> March 2019

It was confirmed that Chair's Action had not been taken since the last meeting

## **CTM 19/06/007** Scheme of Delegation

The Director of Corporate Governance confirmed that the report set out the current Scheme of Delegation and proposals to strengthen them. The Charitable Funds delegated limits were confirmed as being:

- Non Delegated Funds

All expenditure to be approved by the Charitable Funds Committee.

- Delegated Funds

- Up to £25,000 – to be approved by Fund Holder and Director of Operations (or equivalent in corporate depts.)
- £25,000 and above – to be approved by the Charitable Funds Committee
- All new staff expenditure – to be approved by the Charitable Funds Committee
- Staff Lottery
  - Up to £250 – to be approved by the Small Bids Panel (Fast-track)
  - £250 to £10,000 – to be approved by the Lottery Bids Panel
  - Over £10,000 – to be approved by the Charitable Funds Committee

The Director of Corporate Governance confirmed that missing from the Scheme of Delegation was an upper limit above which spending approval should be referred to the Board of Trustees. It was confirmed that historically decisions to defer a bid to the Board of Trustees for approval were determined on a case by case basis by the Charitable Funds Committee and usually occurred where spending plans were either deemed high or novel and contentious.

The Director of Corporate Governance confirmed that it was proposed that the Charitable Funds upper approval limit be should be aligned with the limit set for an Executive Director under the UHB's revenue scheme of delegation and requests for funding of £125,000 and above be referred to the Board of Trustees.

**The Board of Trustees Resolved that:**

- (a) the proposed changes to the Charitable Funds scheme of delegation be agreed.
- (b) the Charitable Funds Scheme of Delegation be formally adopted through the UHB's governance processes.

**CTM 19/06/008 Employee Wellbeing Service**

The Head of Employee Health and Wellbeing Services introduced the report that requested that the Board of Trustees agree to funding the Employee Wellbeing Service for a period of two years from Charitable Funds and confirmed that:

- in 2018, 27.5% of sickness absences within Cardiff and Vale UHB were attributed to Anxiety/Depression/Stress/ other mental health issues / Other Mental Health, which represented a salary bill of approximately £5.45 million.

- over the past two years there had been a 43% increase in the number of self-referrals to the Employee Wellbeing Service (EWS) rising from 438 in 2016 to 587 in 2017 and 628 in 2018.
- as a result of the increase in referrals, waiting times had also increased, with average waiting times as of February 2019 being:
  - 12 working days from receipt of referral to initial resource appointment
  - 21 weeks from resource appointment to counselling

The Head of Employee Health and Wellbeing Services acknowledged that while waits were below the Welsh Government target of 26 weeks, waiting 21 weeks for counselling can delay recovery and ultimately increase the likelihood of sickness absence and delay return to work.

The four funding options as set out in the report were outlined and the Board of Trustees was advised that option three was the preferred option:

- **Option Three** - fund an additional 2 whole time equivalent (wte) counsellors and 2 wte well-being practitioners. This option would double the number of counsellors and according to current activity data provide sufficient capacity to cover demand, thereby reducing waiting times and increase access to support. Introducing the well-being practitioners into EWS would enable a prudent healthcare approach for the delivery of services, with the wellbeing practitioner undertaking and expanding the range of low intensity therapies such as guided self-help (silver cloud), mindfulness and well-being workshops thereby releasing the counsellors to focus on higher intensity interventions such as counselling. Additional admin and clinical supervision, support would be required however current clinical environment would be sufficient.

Staff and non-staff costs over two years were confirmed as being year one: £177,043.00; year two: £175,543.00; total: £352,586

The Chief Executive Officer asked if option three would reduce the 21-week waiting time. In response, the Head of Employee Health and Wellbeing Services explained that it was predicted that option three would halve the waiting time to 10 – 12 weeks for the first appointment. The plan would be to still keep the model of 2-3 weeks for first appointments with the hope of reducing to 1 – 2 weeks.

The Chair of the Charitable Funds Committee confirmed that he was supportive of the bid to fund the Employee Wellbeing Service, but, wondered whether after the two-year period, further funding from the Health Charity would be required. In response, the Head of Employee Health and Wellbeing Services explained that the aim was to embed the

Employee Wellbeing Service and make it Core Business therefore no further funding from the Health Charity would be required.

The Executive Director of Public Health and the Independent Member – IT both confirmed their support for the Employee Wellbeing Service bid. They urged the Head of Employee Health and Wellbeing Service to measure and monitor the impact the Service made to staff well-being and sickness and absence rates to provide clear evidence of the need for the Employee Wellbeing Service to be made Core Business.

The Independent Member – Local Authority asked the Head of Employee Health and Wellbeing Service why option three was preferred and not option one. In response, the Head of Employee Health and Wellbeing Service confirmed that option one was not as practical as option three as it would be difficult to recruit within the timeframes and the Lakeside site was not currently fit for purpose.

The Chief Executive Officer commented that the Employee Wellbeing Service would benefit staff and reduce the money spent covering sickness absences across the UHB. The Chief Executive Officer confirmed that he would be happy to support option one if it provided the best opportunity for reducing sickness and absence rates.

The UHB Vice Chair suggested that option three be supported for a period of 12 months and its impact monitored with a further request for additional funding for option one being brought back to the Charity Trustee. The UHB Vice Chair also recommended that the Head of Employee Health and Wellbeing Service link with the MIND charity in the Vale of Glamorgan as they could advise on the evaluate process.

The UHB Chair commented that through fund raising events the staff of the UHB made a big contribution to the Health Charity, therefore it was important to support staff through funding from the Health Charity.

**The Board of Trustees Resolved that:**

- £177,043.00 be awarded to fund improvements to the Employee Wellbeing Service through the delivery of option three as set out in the report. It was agreed that a further report should be submitted to Charity Trustee in 12 months outlining the impact of the implementation of option 3 and if still required the rationale for providing additional funding for option one.

**NB**

**CTM 19/06/009 Disposal of Rookwood**

The Director of Capital Estates introduced the report and confirmed the UHB had approved the Business Case for a new build on the University Hospital Llandough (UHL) site for the provision of neuro and spinal rehabilitation services. It was noted that work had started on the

new build, which was planned to be completed and opened in early 2021.

The Director of Capital Estates confirmed that once the new build was complete services would be transferred from Rockwood Hospital and so the Board of Trustees needed to consider and agree a disposal strategy for the Rookwood Hospital site.

The Director of Capital Estates confirmed that Savills and the NHS Wales Shared Services Partnership's Specialist Estates Service had been working with the UHB to support the disposal process. It was noted that a professional assessment of the open market value of the site in its current state had been completed and the value of the site was estimated as being:

- £6m - Main Hospital
- £3.6m - Artificial Limb and Appliance Centre
- £0.6m - Rookwood Lodge

The Director of Capital Estates asked the Board of Trustees to consider the following options for the disposal of the site:

- Option One: Enter into negotiations with Cardiff City and County Council which had expressed an interest in the site for housing, and potentially a shared health and care facility, the details of which would need to be worked up. It was noted that the Council has indicated an interest in purchasing the site at full market rate.
- Option Two: Pursue a sale on the open market which would be a two staged process. This would establish the full level of interest in the property and structure a sale which maximises net sale receipts.

The Director of Capital Estates confirmed that option one would result in lower disposal costs but it was possible that it could result in a lower income from the disposal than may be achieved from a sale on the open market. Equally, it was possible that the sale via competitive tender could result in a price lower than market value, or a conditional sale based on planning permission.

The Director of Capital Estates confirmed that the cost of progressing the disposal strategy was assessed as being circa. £155k. It was proposed that these costs be met by the Health Charity and reimbursed to the Charity upon completion of the sale.

After a collective discussion the Board of Trustees confirmed that further information was needed before the Disposal Strategy for the Rookwood Hospital site could be agreed.

The UHB Chair confirmed that to assist with decision making, a further Charity Trustee meeting would be arranged for after the Board Meeting being held on 25<sup>th</sup> July 2019. It was agreed that an Independent person

would be invited to the meeting to ensure objectivity in decision making.

The Executive Nurse Director reminded the Board of Trustees that as the Rookwood Hospital had been donated to the Rookwood Hospital Charity there may be conditions that would need to be taken account of before disposal could be agreed. It was confirmed legal advice would be required.

**The Board of Trustees Resolved that:**

**NF**

- (a) funding of £155k be approved to cover the costs of progressing the disposal strategy
- (b) further information be gathered, legal advice obtained and an additional independent person invited to attend the Charity Trustee meeting to be held on 25<sup>th</sup> July 2019 to consider and approve the Disposal of Rookwood

**CTM 19/06/010 Items for Noting and Information**

There were no items for noting or information

**CTM 19/06/011 Any other Business**

No further items of business were raised.

**CTM 19/06/012 Date, Time & Venue of the next Charity Trustee Meeting**

Thursday 26<sup>th</sup> September 2019, 11am, Boardroom, University of Llandough

**ACTION LOG**  
**FOLLOWING CORPORATE TRUSTEE MEETING**  
**27<sup>th</sup> JUNE 2019**

MINUTE REF	SUBJECT	AGREED ACTION	LEAD	DATE	STATUS/COMMENT
<b>Actions Completed</b>					
<b>Actions In Progress</b>					
CT/19/03/007	Charitable Funds bid – sustainable travel for patients and staff of CAV UHB	To advise if a manned telephone line would be provided in the Private Eye Office	S Curry	26/09/19	<b>Not due</b> - Verbal update due at September Trustee Meeting.
CT/19/03/007	WIFI Project	Revisit whether or not it was still appropriate for the WIFI to be paid for out of Charitable Funds	N Foreman	26/09/19	<b>Not due</b> - Legal advice will be sought on this issue prior to the September meeting of the Charity Trustee.
CT/19/03/010	Bid Panel Terms of Reference	That a review of the Membership of the Bids Panel be undertaken	N Foreman	01/04/20	<b>Not due</b> - Once the newly constituted Charitable Funds Committee has embedded a review of the Membership of the Bids Panel will be undertaken to ensure that the Membership is appropriate. This will be done by the start of the next financial year.
CT/19/06/008	Employee Wellbeing Service	A further report to be submitted to the Corporate Trustee Meeting by the Head of Employee Health and Wellbeing Services outlining the impact of option 3 and if it was still required the rationale for providing additional funding for option 1	N Bevan	June 2020	<b>Not due</b>

<b>MINUTE REF</b>	<b>SUBJECT</b>	<b>AGREED ACTION</b>	<b>LEAD</b>	<b>DATE</b>	<b>STATUS/COMMENT</b>
<b>CT/19/06/09</b>	Disposal of Rookwood	Legal advice to be obtained on disposal and whether it meets the objectives of the Charity.	N Foreman	25/07/19	<b>Complete</b> – legal advice obtained. Process to be fed back to the Charity Trustee by A Harris on 25 <sup>th</sup> July 2019.
		Invite an additional Independent Member to the Charity Trustee Meeting and appoint at meeting on 25 <sup>th</sup> July	N Foreman	25/07/19	<b>Complete</b> – Independent Member invited and appointment added to agenda for meeting to be held on 25 <sup>th</sup> July 2019.
<b>Actions referred to Committees of the Board/Board Development</b>					