

**Confirmed Minutes of the Board of Trustees
Thursday, 30 January 2020 at 12.00pm**

**Cowbridge with Llanbethian Town Council
Town Hall, 21 High Street
Cowbridge, CF71 7AD**

Present:

Charles Janczewski	CJ	Trustee and UHB Interim Chair
Len Richards	LR	Trustee and Chief Executive Officer
Professor 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
Jonathon Gray	JG	Trustee and Executive Director of Transformation
Abigail Harris	AH	Trustee and Executive Director of Strategic Planning
Michael Imperato	MI	Trustee and Interim Vice Chair
Fiona Jenkins	FJ	Trustee and Executive Director of Therapies & Health Science
John Union	JU	Trustee and Independent Member - Finance
Stuart Walker	RW	Trustee and Executive Medical Director
Dawn Ward	SW	Trustee and Independent Member – Trade Union

In Attendance:

Rhodri Davies	RD	Wales Audit Office
Nicola Foreman	NF	Director of Corporate Governance
Mark Jones	MJ	Wales Audit Office
Christopher Lewis	CL	Deputy Finance Director
Jason Roberts	JR	Deputy Executive Nurse Director
Geoffrey Simpson	GS	Vice Chair – Stakeholder Reference Group

Secretariat

Glynis Mulford	GM	Corporate Governance Officer
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Observers:

Aaron Fowler	AF	Interim Head of Corporate Governance
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Apologies:

Eileen Brandreth	EB	Trustee and Independent Member - ICT
Martin Driscoll	MD	Trustee and Executive Director of Workforce and Organisational Development
Susan Elsmore	SE	Trustee and Independent Member – Local Authority
Akmal Hanuk	AH	Trustee and Independent Member - Community

Fiona Kinghorn	FK	Trustee and Executive Director of Public Health
Sara Moseley	SM	Trustee and Independent Member – Third Sector
Ruth Walker	RW	Trustee and Executive Nurse Director

UHBT 20/01/001 WELCOME AND INTRODUCTIONS

ACTION

The UHB Chair welcomed everyone to the meeting. A warm welcome was extended to Mark Jones and Rhodri Davies from the Wales Audit Office (WAO).

UHBT 20/01/002 APOLOGIES

Apologies for absence were noted.

UHBT 20/01/003 DECLARATIONS OF INTEREST

The Chair invited Board Members to declare any interests in relation to the items on the meeting agenda. There were no declarations of interest.

UHBT 20/01/004 MINUTES OF THE TRUSTEES MEETING HELD ON 28 NOVEMBER 2020

The Board reviewed the Minutes of the meeting held on 28 November 2019.

The Board resolved – that:

- a) the minutes of the meeting held on 28 November 2019 be approved as a true and accurate record.

UHBT 20/01/005 ACTION LOG

The items on the Action log were not due to be completed.

UHBT 20/01/006 APPROVAL OF FUNDS HELD ON TRUST - ANNUAL REPORT 2018/19

The Deputy Director of Finance presented an overview of the Annual Report and Accounts of the Charity for 2018/19 and recommended approval of these and the associated documents, which included the Letter of Representation.

The Trustees were guided to the Statement of Financial Activities on pages 28 and 29. The Charity had an income of £2m during the financial year which was an increase of £0.5m. Expenditure remained static at £1.9m which provided £100k of surplus funds. In addition, the Charity made investment gains with fixed assets of approximately £400k. In total this meant the Charities value

increased by £0.5m from £10.2m to £10.7m providing a sound financial performance.

It was highlighted that that due to the audit materiality threshold standing at £39k the Charity had to restate a 2017/18 performance due to receipt of a late invoice of £62k from the previous year.

The Chair invited questions and comments:

- The Chair highlighted comments from the WAO Report that they were disappointed to note no improvement in the quality of the draft financial statements and he asked for this to be addressed outside the meeting. In response, WAO informed the Trustees that discussions had already been undertaken at the end of the audit as there had been a number of presentational disclosure errors and they were looking at a quality review process and a disclosure checklist for this year.
- Mark Jones, WAO, provided an overview of the WAO ISA 260 Report for 2018/19 and confirmed the General Auditors intent to provide an unqualified opinion. The Accounts had been submitted later than last year but would meet the UK Charity Commission deadline.
- Additional recommendations would follow in a separate report and WAO thanked the Finance Team for their cooperation with the audit.

The Trustees resolved that:

- a) The Funds held on Trust Annual Report for 2018/19, the response provided to the 'audit enquiries to those charged with governance and management', the Letter of Representation and ISA 260 report form WAO were considered.
- b) Based on the assurances given and the recommendation of the WAO, approval of the Funds held on Trust Annual Report 2018/19 be recommended; and
- c) The statement made in the Letter of Representation to the Auditors be confirmed and approval of the document be recommended.

UHBT 0/01/007 Date, Time & Venue of Next Board Meeting:
TBC