

SOUTH WARWICKSHIRE NHS FOUNDATION TRUST

Minutes of the Extraordinary Board of Directors Meeting Held on Wednesday 15 June 2022 at 2.00pm via Microsoft Teams

Present:

David Spraggett	(DS)	NED (Chair)
Charles Ashton	(CA)	Chief Medical Officer
Yasmin Becker	(YB)	Non-Executive Director (NED)
Glen Burley	(GB)	Chief Executive
Anne Coyle	(AC)	Managing Director
Harkamal Heran	(HH)	Chief Operating Officer
Rosemary Hyde	(RHy)	NED
Kim Li	(KL)	Chief Finance Officer

In attendance:

Joanne Beales	(JB)	Lead Risk, Health and Safety Advisor
Sarah Collett	(SC)	Trust Secretary
Richard Colley	(RC)	NED (Non-Voting)
Phil Gilbert	(PGb)	NED (Non-Voting)
Sophie Gilkes	(SG)	Chief Strategy Officer
Dawn Spencer	(DSp)	Board Administrator
Ellie Ward	(EW)	Acting Chief Nursing Officer (deputising for Chief Nursing Officer)

There were four Governors also in attendance.

<u>MINUTE</u>		<u>ACTION</u>
22.196	<u>APOLOGIES FOR ABSENCE</u> Apologies for absence were received from the Chairman, Chief Nursing Officer, Mr Page (NED), Mrs Whelan Tracy (NED), Paramjit Gill (NED) and Chief People Officer. The Extraordinary Meeting was declared quorate. <u>Resolved</u> – that the position be noted	
22.197	<u>DECLARATIONS OF INTEREST</u> There were no declarations of interest. <u>Resolved</u> – that the position be noted.	
22.198	<u>2021/22 ANNUAL ACCOUNTS</u> The Chief Finance Officer presented the report and advised that that it had been presented to the Audit Committee twice. A draft had been presented to the Audit Committee on the 1 June 2022 and again presented earlier that day. The Chief Finance Officer highlighted that the Trust had delivered a control total surplus excluding technical accounting adjustment of £22k against a break-even plan. The External Auditors had suggested a few adjustments to be made and these were detailed in Appendix One. The delay to the completion of the Audit had been caused by the Auditors having staffing issues	

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MINUTE

ACTION

due to sickness. The Auditors recommended that the Audit Committee signed off the Annual Accounts.

Dr Spraggett (Chair) asked Mrs Hyde (NED) as the Audit Committee Chair if there were further comments to add. Mrs Hyde (NED) explained that the Audit was not completed but would be completed in time for the Accounts to be filed by the 22 June 2022 submission date. The Auditors had given assurance that no material adjustments would be made that would affect the bottom line. There was one technical area relating to staff costs which has taken significantly longer to complete due to a change in the accounting manual in the financial year.

Dr Spraggett (Chair) invited questions and perspectives, and of particular note was the following point:

The Chief Executive confirmed that the change that Mrs Hyde (NED) referred to had caused a delay in the completion of audits elsewhere. The Chief Executive advised that if there were any accounting changes to the Accounts then they would have to be resubmitted for Board approval but the view from the Auditors was that there was nothing material that would happen before the closure of the Accounts.

Resolved – that the final Annual Accounts 2021/22 be approved and ratified prior to submission to the Department of Health and Social Care (DHSC).

22.199

ANNUAL GOVERNANCE STATEMENT 2021/22

The Chief Executive advised that the Annual Governance Statement for 2021/22 had been presented to the Audit committee earlier that day and the following amendments had been agreed:

Page 1: The Chief Executive had been referred to as the 'Accountable Officer' and would be amended to read as 'Accounting Officer.'

Page 10: 'As at 31 March 2022 the Trust had completed 93 of the 110 mandatory evidence items and is on track to achieve a 'Standard Met' compliance statement by the 30 June 2022' be amended to read 'As of 31 March 2022, 93 of the 109 mandatory evidence items were completed, since this date the Trust has now completed 109 requirements and will submit a "Standards Met" compliance statement by the 30 June 2022'.

The Audit Committee have asked for a review of the statement when compiled for the following year 2022/23 as it has increased in volume year on year.

Dr Spraggett (Chair) invited questions and perspectives, but there were no further comments.

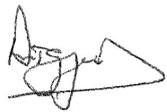
Resolved – that, subject to the above amendments, the Annual Governance Statement 2021/22 be approved and ratified.

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<u>MINUTE</u>		<u>ACTION</u>
22.200	<p><u>JOINT AUDIT COMMITTEE AND CLINICAL GOVERNANCE ASSURANCE STATEMENT</u></p> <p>Mrs Hyde (NED) and Dr Spraggett (NED) presented this report which was taken as read. The statement was assurance on the operation of the organisation through the Audit Committee and the Clinical Governance Committee.</p> <p>The Chairman invited questions and perspectives, but there were no further comments.</p> <p><u>Resolved</u> – that the Joint Audit Committee and Clinical Governance Committee Assurance Statement be received and noted.</p>	
22.201	<p><u>ANY OTHER BUSINESS</u></p> <p>There was no further business raised.</p> <p><u>Resolved</u> – that the position be noted.</p>	
22.202	<p><u>QUESTIONS FROM GOVERNORS AND MEMBERS OF THE PUBLIC</u></p>	
22.202.01	<p><u>Question from a Public Governor (Warwick and Leamington Towns)</u></p> <p><i>‘With regard to the Accounts would it be possible to have one sentence that summarised the final financial position for easier understanding as they were complex for those who did not have an accounting background’.</i></p> <p>This question was responded to by the Chief Executive who advised that when the Accounts were presented at the Annual General Meeting (AGM) there would be a summary of the financial position which would outline that the Trust did meet its financial duties. The External Auditors gave the technical judgement on the Trust’s Accounts in ensuring that they were accurately reported which they confirmed as part of the audit process.</p> <p><u>Resolved</u> – that the position be noted.</p>	
22.202.02	<p><u>Question from a Public Governor (West Stratford and Borders)</u></p> <p><i>‘The movement of assets and workforce to Innovate – did that amount to a significant transaction within the definition of the constitution or was the value of it below the threshold?’</i></p> <p>The Chief Finance Officer advised that the movement was below the threshold.</p> <p><u>Resolved</u> – that the position be noted.</p>	
22.203	<p><u>ADJOURNMENT TO DISCUSS MATTERS OF A CONFIDENTIAL NATURE</u></p>	
22.204	<p><u>APOLOGIES FOR ABSENCE</u></p>	
22.205	<p><u>DECLARATIONS OF INTEREST</u></p>	

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<u>MINUTE</u>		<u>ACTION</u>
22.206	<u>FINAL APPROVAL OF 2021/22 ANNUAL REPORT</u>	
22.207	<u>FINAL APPROVAL OF 2021/22 QUALITY REPORT</u>	
22.208	<u>ANY OTHER CONFIDENTIAL BUSINESS</u>	
22.209	<u>DATE AND TIME OF NEXT MEETING</u>	
	<p>The next meeting would be held virtually on Wednesday 6 July 2022 at 2.00pm.</p>	
	<p>Unfortunately, due to national guidance around the COVID-19 pandemic, members of the public would be unable to attend in person but would be able to register to join virtually and would be invited to submit questions in advance. The meeting would be recorded and published on the Trust's website following the meeting.</p>	
		

Signed _____ (Chair) Date 6.7.2022
Dr David Spraggett