

**Meeting of the Oxford Health NHS Foundation Trust**

**Board of Directors**

Minutes of a meeting held on

24 July 2019 at 09:30

Unipart Conference Centre

Unipart House, Garsington Road, Cowley, Oxford OX4 2PG

**Present:[[1]](#footnote-1)**

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| David Walker | Trust Chair (the Chair)(**DW**) |
| John Allison | Non-Executive Director (**JA**) |
| Jonathan Asbridge | Non-Executive Director (**JAsb**) |
| Stuart Bell | Chief Executive (**SB**) |
| Tim Boylin | Director of HR (**TB**)**\*[[2]](#footnote-2)** |
| Marie Crofts | Chief Nurse (**MC**) |
| Sue Dopson | Non-Executive Director (**SD**) |
| Bernard Galton | Non-Executive Director (**BG**) |
| Mark Hancock | Medical Director (**MHa**) |
| Chris Hurst | Non-Executive Director (**CMH**) |
| Debbie Richards | Managing Director of Mental Health & Learning Disabilities (**DR**) |
| Kerry Rogers | Director of Corporate Affairs & Company Secretary (**KR**)**\*** |
| Martyn Ward | Director of Strategy & Chief Information Officer (**CIO**) (**MW**)**\*** |
| Lucy Weston | Non-Executive Director (**LW**)  |

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| **In attendance:** |
| Lorcan O'Neill | Director of Communications & Engagement – *part meeting* |
| Hannah Smith | Assistant Trust Secretary (Minutes) |

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| **BOD****94/19**ab | **Welcome and Apologies for Absence**The Trust Chair welcomed members of the Board present, staff, the governor (Mike Hobbs) and members of the public who had attended to observe the meeting. Apologies for absence were received from: Mike McEnaney, Director of Finance; and Aroop Mozumder, Non-Executive Director.  |  |
| **BOD****95/19**ab | **Declarations of Interest**The Trust Chair presented the report BOD 71/2019 which set out the Register of Directors’ Interests. These were declared accurate subject to the inclusion of interests for the Chief Nurse and for the Managing Director of Mental Health & Learning Disabilities and the inclusion of a new interest for Jonathan Asbridge who noted that he was now Visiting Professor at the University of West London. No interests were declared pertinent to matters on the agenda other than the declaration, in the course of discussion, at item BOD 102/19(c) below. **The Board received the report**.  | **HS** |
| **BOD 96/19**abcd | **Minutes of the Meeting held on 24 May 2019**The Minutes of the meeting were approved as a true and accurate record subject to amending “appraised” in BOD 89/19(a) to “apprised”.***Matters Arising*****Item BOD 49/19(c) Research & Development focus at a future Board Seminar** The Chief Executive noted that this could be scheduled in for after October 2019 and the mid-term review of the Biomedical Research Centre as well as the commencement of the ARC (Applied Research Collaboration) taking over from the CLAHRC (Collaboration for Leadership in Applied Health Research and Care). The Board noted that the following actions were to be progressed: * BOD 05/19(c) Performance Report data being checked prior to submission for publication; and
* BOD 65/19(e) future Staff Story to Board to be from a staff member impacted by an incident relating to violence or aggression.

The Board confirmed that the following action would be discussed as part of agenda item BOD 100/19(c) below on the HR/workforce report: BOD 80/19(b)-(c) on HR/workforce reporting to the Board to consider presentation of data on sickness absence and turnover.  | **MHa/HS****MW****MC** |
| **BOD 97/19**ab | **Report on Council of Governors’ meeting on 12 June 2019**The Trust Chair provided an oral update of the Council meeting on 12 June 2019 and noted that there had been broad acceptance of the need for the role of governors to evolve from focus upon a single institution towards becoming more externally focused and recognising themselves as part of a wider health system. The meeting had also discussed: the adequacy of the methods used to collect patient experience data; bullying and harassment; demand and capacity; Crisis teams; and the work of governor sub-groups. **The Board noted the oral update**.  |  |
| **BOD 98/19**abcdefghijk | **Chief Executive’s Report**The Chief Executive presented the report BOD 73/2019 which provided updates on: recent national and local issues; and legal, regulatory, compliance and policy matters. A legal, regulatory and policy update report was also appended to inform the Board of recent changes in legislation and guidance. ***NHS Long Term Plan and local funding and capital expenditure***The Chief Executive referred to his report and highlighted the Trust’s engagement in the national planning exercise to implement the NHS Long Term Plan, as part of the Buckinghamshire, Oxfordshire and Berkshire West (**BOB**) Integrated Care System (**ICS**). He emphasised the importance of clarity early on that only so much delivery may be possible given constraints of funding especially at a time of increasing demand. In relation to local funding negotiations, he noted that discussions were ongoing with: Oxfordshire CCG to address the historic underfunding of mental health services in Oxfordshire; and NHS England Specialist Commissioning in relation to New Models of Care. He referred to the national request from NHS England/NHS Improvement (**NHSE/I**) for all Sustainability and Transformation Partnerships or ICSs to contribute to a 20% reduction in capital expenditure; he confirmed that the Trust and other providers had contributed to this through slippage of capital schemes. However, he noted that the 20% target level of reduction in expenditure had not yet been achieved across the BOB ICS. John Allison asked whether organisations within the BOB ICS which had not contributed as fully to the reduction in capital expenditure would be asked to reconsider their position or whether the Trust and other organisations would need to contribute more to achieve the target; he noted that it may be over-optimistic to expect that slippage could be made up in future years, especially if the Trust contributed more. The Chief Executive replied that this would be treated as a BOB-wide issue and the Trust would be clear about the consequences of slippage in capital schemes. In relation to the Trust’s own schemes which had been slipped, this had resulted in the starting dates of some schemes being adjusted but, in the meantime, other elements of the Trust’s local capital programme would proceed (such as the seclusion room at Milton Keynes and some investment in digital equipment). Chris Hurst emphasised the importance of any short term requirement to reduce capital expenditure being recognised as a short term necessity and not detracting from the underlying need for more investment into services. The Board discussed local funding negotiations with Oxfordshire CCG and the pace of change and funding which may be required. The Chief Executive added that there was a further element of complexity from the interplay with the social care placements budget which would require discussion between the CCG and the County Council on the Better Care Fund. He noted that if the Trust could reduce costs associated with placements for adults of working age then this could have a significant impact upon its ability to deliver mental health services; however, the equation/interplay was complicated and it may be difficult to progress this quickly enough, given the timing which the County Council would need to fix its budgets. ***Child & Adolescent Mental Health Service (CAMHS) activity levels*** The Chief Executive referred to the detail in his report on the strain on CAMHS, particularly in Oxfordshire, to deal with high access rates in excess of target levels and funded activity. He noted the pressure which this placed upon clinical staff to strike an appropriate balance between assessing incoming referrals and then providing sufficient necessary treatment. Additional posts, over establishment levels, would be recruited to as part of the response. He referred to the three new consultant appointments which were summarised in his report, noting that these were all for CAMHS. ***Workforce – national pensions issue***The Chief Executive referred to his report and noted that the Trust was taking the impact of the Pensions Annual and Lifetime Limits seriously and in collaboration with other local trusts; although the situation was not yet acute for the Trust, other local providers had experienced some staff reducing their working hours to reduce their pensionable earnings, which had a consequent impact upon service delivery. ***Local developments***The Chief Executive referred to his report and highlighted updates on: the temporary closure of City Community Hospital; a recent working group meeting with Oxford University Hospitals NHS FT; the Care Quality Commission’s (**CQC**) Well Led and Core Service inspection; and the Academic Health Science Centre (**AHSC**) including the provision of the AHSC’s annual report. The Trust Chair led the meeting in consideration of the response to the Health Overview & Scrutiny Committee (**HOSC**) in relation to the temporary closure of City Community Hospital. The Chief Executive confirmed that options currently being explored were: recruitment of sufficient staff to safely reopen on the site in the city; opening more beds on other sites outside of the city which could be more viable to recruit to due to easier travel and parking, as well as lower living costs; and more work with GPs to meet the needs of the frail elderly in the city so as to avoid admission. These options were not mutually exclusive and there could be ways of combining them to deliver a more effective solution. The Board recognised the distinction between two types of issues: (i) the substantive issue of patient safety; and (ii) the process of decision-making. The Board confirmed that its collective responsibility was to ensure safe and effective care for patients; the temporary closure of City Community Hospital was appropriate and necessary on safety grounds. Whilst it was good governance to keep partners informed of changes, the substantive issue of safety may at times need to take primacy over process. The Board considered the process of communication with HOSC and system partners, the timings involved and noted that the Chief Executive had offered to discuss any potential misunderstanding. The Board noted comments about the temporary closure of Wantage Hospital and that this was a separate matter subject to the outcome of a CCG consultation process. The Board also noted that there was a wider system issue around historic underfunding of mental health services which should be as deserving of HOSC consideration. ***System integration – BOB ICS***Further to the detail in the report, the Board discussed ways to participate in the development of the ICS and its governance arrangements. The Board agreed that it would be more helpful to: invite key members of the ICS to a workshop with the Board as a whole than for Non-Executive Directors of the Trust to meet separately with Non-Executive representatives of the ICS; and consider those ICS workstreams which the Trust had some responsibility to deliver than to engage in separate meetings with other boards. The Chief Executive reminded the meeting that formal governance arrangements for the Trust and other constituent bodies in the ICS had not changed and it was important to remain confident in discharging the Trust’s statutory responsibilities. The Board agreed with the importance of standing fast in the discharge of its responsibilities but without being inflexible, noting that there was a balance to be struck between staying focused upon delivering its responsibilities and objectives whilst also contributing to delivery within the ICS without being controlled by it. Chris Hurst emphasised the importance of participating early in the development of the ICS. Jonathan Asbridge added that the Trust should establish a strong influencing voice in relation to key ICS workstreams on mental health, learning disabilities and community services. ***Legal and regulatory update***The Director of Corporate Affairs & Company Secretary presented the legal, regulatory and policy update report, appended to the Chief Executive’s report. She highlighted the sections on: implementation of the NHS Long Term Plan; and the CQC’s review of restraint and seclusion for people with mental health problems, a learning disability and/or autism. Jonathan Asbridge asked about investment in the seclusion unit at Milton Keynes, as referred to at item BOD 98/19 (c) above. The Medical Director replied that the Trust provided a forensic unit on the site of the Milton Keynes general hospital. **The Board noted the report, ratified the consultant appointments and received the AHSC annual report.**  |  |
| **BOD 99/19**abcdef | **Performance Report and Operational Perspective**The Director of Strategy & CIO presented the report BOD 74/2019 on performance against national and local indicators. National indicators were reported against the Single Oversight Framework. Local indicators were reported against commissioners’ contracts. The report also provided data on patient access and flow including: demand for services/referrals; access/waiting times; Delayed Transfers of Care (**DToCs**); and Out of Area Placements (**OAPs**). He summarised that, against national targets, the Trust was achieving all but two indicators which remained: OAPs (although bed days lost had continued to reduce); and 4-hour performance in Minor Injury Units but, as set out in the report, over a rolling 12 months’ performance the Trust was above the national 95% target. He highlighted that issues remained: workforce shortage and funding pressures. Lucy Weston commented that it was useful to report upon the reasons for breaches of targets, especially if these were linked to a variety of issues, so that the impact of workforce and demand pressures could be highlighted. The Director of Strategy & CIO referred to the covering report and highlighted that, at a local level, it remained challenging to manage demand for services (in Oxfordshire in particular) and access/waiting times (in both Oxfordshire and Buckinghamshire, especially in CAMHS). DToCs had reduced in June but the situation was still challenging. Performance had also declined in Oxfordshire, Swindon Wiltshire & BaNES primarily due to underinvestment in mental health and pressure on services. Other local areas of focus, as set out in the report, included: Care Reviews in Buckinghamshire; Continuing Health Care in Oxfordshire Community Services; and Eating Disorders’ bed occupancy for Specialised Services. Lucy Weston commented upon waiting times and asked why the Trust was able to see 36% in Oxfordshire and 39.3.% in Buckinghamshire within target rather than routinely meeting or missing the majority of cases. The Medical Director explained that cases were triaged so that urgent or emergency referrals would be seen promptly; other cases would still be subject to review where a patient had been waiting. Lucy Weston asked about the reason for the higher number of CAMHS referrals in Oxfordshire compared to Buckinghamshire. The Director of Strategy & CIO replied that it had been difficult to pinpoint the reasons but they may indicate a proportion of unmet need; he noted that national work was taking place to try to understand population health management which might help to shed more light upon reasons for areas of more intense demand. The Medical Director added that the threshold for referrals in Oxfordshire may have become lower than in Buckinghamshire. The Trust Chair cautioned that GP referrals could, however, be a subjective and variable unit of reference. The Chief Executive noted that the development of Primary Care Networks may provide opportunities to review variation in GP referral rates; he added that GPs were not the only source of referrals into CAMHS as these could also come from schools and self-referrals. The Board discussed complexities in analysing referrals and linked activity. The Director of Strategy & CIO noted that it was now possible to show how many appointments were generated from a referral; higher numbers of appointments than anticipated accounted for some of the pressures seen in services. The Chief Executive cautioned that although the NHS Long Term Plan envisioned increasing access to services, there would be challenges in ensuring that providers had the funding, capacity and workforce to deliver this. **The Board noted the report.**  |  |
| **BOD 100/****19**abcde | **Human Resources (Workforce Performance) Report**The Director of HR presented the report BOD 75/2019 which set out workforce performance indicators and updates on: recruitment; temporary staffing spend, management of concerns (whistleblowing); health and wellbeing; sickness; turnover (leavers’ data not internal moves); and Workforce Race Equality Standards (**WRES**). He highlighted that high cost agency spend was starting to reduce but that financial challenges should be balanced with the need to maintain safety and quality. The Chief Nurse added that the Heads of Nursing continued to keep safer care and rostering under review. Further to item BOD 98/19(g) above on national pensions, the Director of HR noted that he was not a member of the NHS pension scheme and had no interest to declare; he confirmed that good collaboration was taking place with other trusts across the BOB region to discuss the issue but that colleagues in the acute sector were more impacted than the Trust. The Trust had contacted its consultants about the issue, invited them to take independent advice and to let the Trust know if they anticipated changing their hours or working practices; a contact email account had been set up to monitor responses. He noted that the issue could affect more senior staff than just consultants and the next stage would be to identify other categories of staff who could be impacted. To complete the previous action at item BOD 80/19(b)-(c) (on presentation of data on sickness absence and turnover), the Director of HR noted that he would provide more detailed data on sickness absence and turnover to the Board Development Day on 26 July 2019. Lucy Weston noted that it would be helpful to disaggregate absence due to work-related stress from general sickness absence; the Director of HR confirmed that this information was available. Bernard Galton commented upon the distinction between work-related and wider life-style-related stress; the Medical Director noted that the interplay for staff could, however, be complex. Jonathan Asbridge asked if there were any additional interventions which could be tried to reduce the levels of long-term sickness absence which appeared intractable. The Director of HR replied that some of the most significant features of the attempts being made to address long term sickness absence involved work to: reduce stress; and manage musculoskeletal issues. Bernard Galton referred to the recent national communication from Dido Harding, Chair of NHSE/I, on learning lessons to improve people practices, further to the independent findings of analysis into a tragic death; the letter had included guidance relating to management and oversight of local investigations and disciplinary procedures. He asked whether the Trust was assured that its investigation and disciplinary process were in line with best practice and national guidance. The Director of HR confirmed that he had reviewed the communication and that the Trust’s processes and procedures had been assessed in line with this, including by the Trust’s solicitors, and were compliant and appropriately robust. Lucy Weston referred to the WRES data presented and requested more commentary in future reporting to the Board. **The Board noted the report.**  | **TB** |
| **BOD 101/****19**abc | **Inpatient Safer Staffing Report – 22 April to 16 June 2019**The Chief Nurse presented the report BOD 76/2019 which provided an exception report and assurance that sufficient staffing levels were in place to deliver safe, effective and high-quality care. The report also included updates on skill mix and staffing establishment reviews across inpatient wards. She highlighted that there were no concerns with staffing fill rates. The outcome of safer care reviews should also help to: inform improved use of resources and further reduction of high cost temporary staffing; and provide information to produce a quality dashboard for inpatient wards to support reporting on more aspects than fill rates. Average weekly daytime fill rates for registered and unregistered staff remained above the Trust target of 85% at 93% for registered staff and 92% for unregistered staff. Average weekly night time fill rates had also remained above the Trust target of 85%. However, 9 wards had been below the 85% target for average daytime fill rates for registered nurses (an increase from 6 in the previous reporting period) but all wards remained safe to deliver care. Agency usage had decreased to 9.8% (from 11.3%).**The Board noted the report.**  |  |
| **BOD 102/****19**abcd | **Medical Appraisal and Revalidation report**The Medical Director presented the report BOD 77/2019 and explained the new national framework and reporting template as well as the further work which had been undertaken to evolve medical appraisal and revalidation systems and processes, as set out in the report. He confirmed that 100% compliance with medical appraisal had been achieved. He noted that future discussions/developments would involve: discussions with the GMC (General Medical Council) around nationally higher levels of referrals for staff from a BME (Black & Minority Ethnic) background; and consideration of procurement of an automated system for appraisal and revalidation. John Allison asked what the output was for the Trust in terms of understanding performance. The Medical Director replied that medical appraisal and revalidation was not a system of performance management although medics would need to demonstrate appropriate attainment of CPD (Continuing Professional Development) activity, a professional development plan and reflection upon involvement in complaints and incidents. The Chief Executive added that it also demonstrated professional responsibility and maintenance of practitioner status. John Allison expressed lack of confidence in a national appraisal system which did not witness how consultants performed in practice. The Medical Director replied that the appraisals were informed by statements from clinical directors and feedback from the multi-disciplinary teams which the consultants operated in on a daily basis and which allowed concerns to be raised. Jonathan Asbridge asked if appraisers also sought out feedback in relation to any private practice which consultants had undertaken. The Medical Director confirmed that, in accordance with national policy, appropriate information was shared across responsible officers. Jonathan Asbridge declared an interest in the discussion through his membership of the national oversight committee set up by Sir Bruce Keogh on the development of a new framework for how consultants are overseen in independent hospitals (the Consultant Oversight Framework). He commented that he had observed the NHS consultant appraisal system to be excellent, robust and thorough and recommended that interested Non-Executives review an appraisal document with the Medical Director. **The Board noted the report.**  |  |
| **BOD 103/****19**ab | **Quality and Safety Report: Patient Experience & Involvement**The Chief Nurse presented the report BOD 78/2019 which focused on patient, carer and family experience. She highlighted that the majority of feedback was positive. She reported that the second annual carers’ conference had taken place during carers’ week in June 2019 and that she had taken over chairing of the carers’ committee from the former Chief Operating Officer, which would monitor the implementation of the ‘I Care, You Care’ family, friends and carers’ strategy. **The Board noted the report.**  |  |
| **BOD 104/****19**abcd | **Finance Report** The Chief Executive, in the absence of the Director of Finance, presented the report BOD 79/2019 which summarised the financial performance of the Trust for June 2019 (Month 3, FY20). He referred to his report at BOD 73/2019 for the background and highlighted the impact of pressures from social care placements/residential care, Oxfordshire CAMHS and OAPs. He summarised that the picture was not untypical of that being experienced across the NHS. In relation to Cost/Productivity Improvement Programme (**CIP/PIP**)performance, he noted that the Director of Strategy & CIO was undertaking a stocktake of performance. Chris Hurst commented that flexibility to deliver the results as at the end of Quarter 1 of FY20, including achievement of Provider Sustainability Funding and a better than plan cash balance and Income & Expenditure result, may not be available in the latter part of FY20 and there may need to be increased focus upon delivery of CIP/PIP. **The Board noted the report.**  |  |
| **BOD 105/****19**abc | **Board Assurance Framework (BAF) report** The Assistant Trust Secretary presented the report BOD 81/2019 on the position of the BAF at the end of Quarter 1/start of Quarter 2 FY20. She highlighted the development of a new strategic risk that increasing demand for services would drive cost and staffing pressures which the Trust was limited from being able to mitigate because a health and social care system-wide plan and action would be required to influence this pattern of demand. John Allison commented upon the difficulties in ameliorating certain strategic risks especially when the Trust lacked the ability to act or make a more effective difference to them, or when a high tolerance/risk appetite had developed (for example in relation to meeting CIP/PIP targets). Lucy Weston noted that the next stage may be to revisit tolerance levels and mitigating actions. **The Board noted the report.**   |  |
| **BOD 106/****19**abc | **Updates from Committees** ***Quality Committee – meetings on 08 May and 10 July 2019***Jonathan Asbridge presented the minutes of the meeting on 08 May 2019 at BOD 82/2019 and highlighted the presentations on Quality Improvement projects; he noted that the committee intended to have a focused session on the theme of Quality Improvement with Charles Vincent, Director of the Oxford Healthcare Improvement Centre. He provided an oral update from the recent meeting in July and highlighted: the presentation which the committee had received on the work of the Effectiveness Quality Sub-Committee, commending in particular the progress made by the Clinical Audit team; and progress against CQC actions. ***Finance & Investment Committee – meetings on 09 May and 09 July 2019***Chris Hurst presented the minutes of the meeting on 09 May 2019 at BOD 83/2019 and provided an oral update from the recent meeting in July, highlighting discussion around: * capital expenditure and setting capital priorities and scheduling expenditure for the years ahead, especially in anticipation of the need for tighter cash management; and
* CIP/PIP delivery, noting that although a more sustainable approach to CIP/PIP delivery was being developed, a number of schemes may not start to deliver until later in FY20. To seek assurance, without unnecessary bureaucracy in reporting, some more insight into progress until delivery may be required.

**The Board received the minutes.**  |  |
| **BOD 107/****19**ab | **Communications & Engagement report**The Director of Communications & Engagement joined the meeting and presented the report BOD 80/2019 which highlighted the range of Communications & Engagement activity taking place and the broad portfolio of the team. He emphasised that Communications & Engagement was also everyone’s responsibility, not just the job of the central team. He referred to the detail in the report and highlighted particular achievements in relation to social media and the recent BBC1 documentary with Bake Off winner Nadiya Hussein, as part of Mental Health Awareness Week. He noted that demand and capacity was also an issue for the central team, especially when it came to dealing with complex matters across a broad geography. The Board discussed challenges with: * managing the reputation of the organisation, noting that this may only ever be partial due to the differing audiences with differing needs which the Trust communicated with; and
* knowing when to cut back on activity, such as the volume of information leaflets which were printed inhouse. Differing views on whether printed material was useful or anachronistic were expressed; the new ‘Insight’ magazine, which could be accessed online as well as in print, was commended. It was recognised that printed copies of the staff survey had helped to increase participation from staff groups who did not regularly access computers.
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| c | **The Board noted the report.**  |  |
| **BOD 108/****19** | **Any Other Business and Updates to Strategic Risks**None. |  |
| **BOD 109/****19**a | **Questions from Observers** Mike Hobbs, Governor, asked:* the Medical Director whether the Trust employed doctors in community services and whether the same quality of appraisal applied to them as in mental health services.
	+ The Medical Director replied that although a few doctors in community services were employed directly by the Trust, the majority were GPs working in Out Of Hours services and who were separately appraised through NHSE;
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|  | * the Director of Strategy & CIO whether there was any analysis which would indicate which parts of Oxfordshire generated the higher rates of referral (in relation to demand for adult mental health services in Oxfordshire compared to Buckinghamshire).
	+ The Director of Strategy & CIO replied that profiling work was currently underway to review at a postcode level where referrals were coming from; and
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|  | * the Chief Executive whether the shortfall between the Trust’s understanding of historic underfunding of mental health services and the CCG’s had already been allocated or whether there was a risk that the Trust would be required to meet the shortfall in mental health services funding by clawing back a proportionate amount from community services.
	+ The Chief Executive replied that it was not a question of allocation, or taking from a service to balance another, but the risk was to the Trust’s overall financial position. He noted that the Trust may also be losing out on funding in community services but not to the same extent as in mental health services.
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| b | The Chief Executive emphasised that the more fundamental issue for an integrated system was the relationship between resources, demand, relative priorities across the local population and variations in referral rates and access criteria (including the impact upon staff of potentially unsustainable levels of demand). He referred to his report at BOD 73/2019 and the section on System Integration and the set up of 45 Primary Care Networks across the BOB as well as the proposed integrated sub-systems in Oxfordshire. He noted how these structures could have the potential to support allocation of resources and patient flow.  |  |
| **BOD 110/****19**a | In accordance with Schedule 7 of the NHS Act 2006, the Board resolved to exclude members of the public from Part 2 of the board meeting having regard to commercial sensitivity and/or confidentiality; personal information; and legal professional privilege in relation to the business to be discussed. |  |
|  | The meeting was closed at 12:14. **Date of next meeting: 25 September 2019**  |  |

1. Quorum is 2/3 of the whole number of members of the Board (including at least 1 NED and 1 Executive) i.e. where voting members of the Board are 13 (from March 2019), quorum of 2/3 with a vote is 9 [↑](#footnote-ref-1)
2. \* = non-voting [↑](#footnote-ref-2)