

UCL Partners Board

Meeting held on Tuesday 23rd July 2013 at 4.00pm in Meeting Room 1, UCLP Offices, Tottenham Court Road

MINUTES

Present Tessa Blackstone
 Cyril Chantler (Chair)
 Dominic Dodd
 Steve Field
 David Fish
 Simon Gaskell
 Malcolm Grant
 Ajay Kakkar
 Richard Murley
 Stephen O'Brien
 Cliff Prior
 John Tooke
 Ajay Kakkar
 Richard Trembath

Observers: Chris Beasley
 Julian Dixon
 Andrew Whalley

1. Apologies for absence

- Apologies were received from Chris Beasley and Roger Jackling.

2. Minutes of the previous meeting

- AGREED that the minutes of the meeting held on 23rd April 2013 were a correct record, without amendment.
- AGREED that the Board will in future approve its minutes by email circulation so that they may be posted to the UCLP website as soon as possible, to maximise transparency.

3. a) Amendments to the Articles and Memorandum of Understanding

- NOTED that the proposed amendments a) reflected the Company's aspiration (now achieved) to hold Academic Health Science Network status alongside its existing

Academic Health Science Centre status; and b) enabled the payment of company Directors under certain circumstances set out in the proposal.

- APPROVED the proposed changes to the Articles and Memorandum of Understanding.
- **ACTION: Andrew Whalley to lead the process necessary to amend formally the Articles and MoU.**

3. b) Nominations Committee

- NOTED that the Nominations Committee had recommended that Ajay Kakkar should succeed Cyril Chantler as Chair of UCL Partners. The Board enthusiastically APPROVED the recommendation.
- NOTED that the Nominations Committee had met with Ms Liz Chidgey earlier that day to discuss the possibility of her joining UCL Partners as the Non-Executive Director with particular skills in local government. The Committee had found her capable and engaging and noted in particular her significant experience in leading change in social care in Essex. The Committee recommended Ms Chidgey's appointment to the role. The Board APPROVED the recommendation with enthusiasm.
- NOTED that Dr Dennis Gillings had not been able to attend the meeting, but had previously met separately with committee members and company officers. The Committee recommended that he should be appointed to the position of Non-Executive Director with particular skills in wealth creation, subject to a meeting with Stephen O'Brien to take place as soon as possible. The Board enthusiastically APPROVED the proposal.

3. c) Audit and Risk Committee

- The Board APPROVED the Audit and Risk' committee's recommendation to approve the draft Annual Accounts for 2012-13.
- NOTED the company's strategic risks set out at the end of the Management Report. NOTED that the A&R committee had identified a number of additional risks that it might be useful to capture in the same document. These included Programme-level risks with company-wide ramifications; and the risk that the company might take on too many programmes and projects for the available resources.
- The Board agreed with the proposal, and noted – in the context of UCLP's original focus on secondary and tertiary care organisations - the particular force of Risk 9, relating to a failure to engage with Primary Care, CCGs and Social Care, which needed particular attention. The Managing Director reassured the Board that mitigating this risk was being treated as a priority.

- The Board also NOTED a potential risk in the tension between the company's important aspiration to inclusivity and organisational equality, and the requirements of AHSC to focus on global partnerships and, as an elitist organisation, to demonstrate world-class performance.
- AGREED that it would be desirable for Board members to be more directly involved in the process of developing and refining the Register, so that it is a document wholly owned by the Board.
- The Chair invited the Non-Executive Directors to think about the current list and possible additional risks to include.
- AGREED to consider at greater length and perhaps to extend a future Board meeting for a more detailed strategy discussion.
- **ACTION: Non-Executive Directors to consider the content of the Risk Register.**

3. d) Feedback from Members & Stakeholders Council

- NOTED that the Council was still in a formative stage at present. The Council will act as a voice to help the Board understand whether the partnership is on track to deliver its strategy, but it is too early at present for granular feedback.
- NOTED the problem that the LETB only covers half of UCLP's constituency, with Essex and Herts being part of the East of England LETB. UCLP will chair alternate meetings and stakeholders from across the whole AHSN geography will attend. All Board members are invited to attend.
- AGREED to circulate dates of future Council meetings.
- **ACTION: Andrew Whalley to circulate dates of future Members and Stakeholders Council meetings**

4. Invitation to LSHTM to become a Founding Member of UCLP

- NOTED the letter from Professor Peter Piot asking that the London School of Tropical Medicine should be admitted as a 'founding partner' of UCL Partners. The Board reiterated its enthusiastic collective agreement to the proposal
- NOTED the formal process required to admit the School, entailing written approval by each current Director, reflecting, where applicable, the approval of each organisation's governing body.
- **ACTION: Andrew Whalley to coordinate the formal process for admission.**

5. Terms of Reference for the Board and the Executive Group

- RECEIVED, CONSIDERED and APPROVED the draft Terms of Reference for each body.

6. Mental Health Programme

- RECEIVED a report from Professor Peter Fonagy on the Integrated Mental Health Programme. NOTED how poorly mental health is dealt with at present, across the patient pathway. The Programme's aim is to identify the gaps and areas of under-performance in the patient pathway and suggest cost-effective ways of improving.
- Co-morbidity is a major issue. Many physical health problems prove intractable unless mental health issues are addressed first or in parallel. The problems are difficult to resolve, but both greater community engagement and much broader and more effective training will contribute to a solution.
- The Board thanked Professor Fonagy and welcomed his presentation, agreeing that both costs and mortality statistics demonstrate the need to prioritise this programme. Mental Health training for new and postgraduate clinicians remains poor, and stigma prevails in many environments.
- NOTED some examples of leadership in the context of integrated care, such as Sam Everington's practice.
- NOTED also the substantial academic strength in depth of the partnership, with some 300+ Principal Investigators.
- NOTED also the need to develop the means of measuring any success that UCLP-promoted approaches might have. Measurement is core to UCLP's mission, as without it, good practice cannot be demonstrated and disseminated.

7. Wealth Creation issues

- NOTED two issues set out in Paper 7 on which the company officers sought the Board's support.
- In respect of MedTech, NOTED that profits from the activity would be reinvested into translation.
- The Board was in favour of the proposal in principle, agreeing that the use of public funds was justified in the context of wider patient health benefit. There was also a need to address issues of intellectual property.

- AGREED to develop a more detailed business plan with input from the newly-appointed NED (Wealth Creation).
- In respect of the Informatics proposal, the Board was again comfortable with the proposal to use AHSN monies to work with a commercial partner to co-create products that might be sold on to parts of the NHS, as the potential for patient benefit was again clear.
- The Board sought reassurance on the availability of effective commercialisation skills and suggested that more detail was again needed before a firm commitment could be made.
- ACTION: David Fish and Julian Dixon to develop further the business plans and governance models for each proposal for approval by the new commercial NED on behalf of the Board.

8. Management Report

- The Board RECEIVED the Management Report and noted particular highlights.
- NOTED that both the CRN and CLAHRC interviews had taken place recently, with positive feedback on both events.
- NOTED that a full application has now been invited for the AHSC process, and the team is considering how best to re-organise the themes to greatest benefit.
- NOTED that the Cancer –Cardiovascular re-alignment was at a crucial tipping-point. The decision on whether to proceed was to be taken in the first week of September. A remarkable consensus had been reached across many groups. Some stakeholders continued to have concerns, especially in the light of the recent announcement from Barts Health on their plans to address the financial challenges faced by the Trust. But this final stage required real will and unity of purpose by Trust leaders. UCLP was committed to use its best offices to secure a positive decision.

9. The next meeting would take place on Tuesday 22nd October 2013 at 4pm in the UCL Partners Boardroom.