

**Extra Ordinary
Audit Committee
Held on 28 November 2023
1200-1230hrs
via MS Teams**

[Chair: Cynthia Conquest, Non-executive Director]

MINUTES

Present		
Mrs C Conquest (Chair)	CC	Non-executive Director
Mr M Blastland	MB	Non-executive Director
In attendance		
Mr D Burns	DB	Public Governor
Mrs A Colling	AC	Executive Assistant (<i>minutes</i>)
Mrs S Harrison	SH	Chief Finance Officer (Interim)
Mrs A Jarvis	AJ	Trust Secretary
Ms E Larcombe	EM	KPMG, External Auditors
Mrs A Mason-Bell	AMB	BDO, Internal Auditors
Mrs E Midlane	EM	Chief Executive
Mrs O Monkhouse	OM	Director of Workforce & Organisation Dev
Dr H Perkins	HP	Public Governor
Mr A Raynes	AR	Director of Digital/CIO
Mr D Saxton	DS	Head of Business Services
Apologies		
Mr H McEnroe	HMc	Chief Operating Officer
Mrs D Leacock	DL	Associate Non-executive Director
Mr G Rubins	GR	BDO, Internal Auditors
Mrs M Screaton	MS	Chief Nurse
Mr J Shortall	JS	Local Counter Fraud, BDO
Dr I Smith	IS	Medical Director
Mr M Twyford	MT	KPMG, External Auditors

The minutes are noted as per order of discussion, which may differ from Agenda order.

Agenda Item		Action by Whom	Date by When
1	WELCOME, APOLOGIES AND OPENING REMARKS		
23/153	The Chair opened the meeting and apologies were noted as above.		
2	DECLARATIONS OF INTEREST		
23/154	There is a requirement that Board members raise any specific declarations if these arise during discussions. No specific conflicts were identified in relation to matters on the agenda.		

Agenda Item		Action by Whom	Date by When
	A summary of standing declarations of interests are appended to these minutes.		
3	CHARITY – ANNUAL REPORT & ACCOUNTS 2022/23		
3.1	ANNUAL ACCOUNTS		
23/155	<p>Received: The draft Annual Report and Accounts of the Charity for the year ending 31 March 2023.</p> <p>Reported: SH</p> <p>Following review and discussion at the 10 October Audit Committee meeting, EL confirmed that today’s meeting was convened for the Committee’s formal sign-off of the Charity Annual Report & Accounts. EL confirmed that following the last Audit Committee meeting, the Trust had identified some recharge costs which had been missed previously and these are now amended in the final Accounts. An additional control point which has been accepted to close this loop. KPMG are comfortable with the adjustments and the Accounts for signing and can then complete ahead of the deadline.</p> <p>Discussed: SH was content with the Accounts and noted the additions to cover the control point.</p> <p>CC referred to the ISA 260 page 8 ‘unadjusted audit differences’. The £12k sum had been discussed at the 10 October meeting, but CC asked for clarity on the debit/credit expenditure, resulting in a nil balance. Can this be explained such that it is clear to the Trustee Board. It was confirmed that this is a reclassification of the adjusted items and EL will ensure this is explained clearly in the narrative to the Trustee Board.</p> <p>CC asked for clarity on the £900 additional fees. EL explained this is for additional work regarding the error identified. CC noted that the Audit Committee would need to recommend this increase to the Trustee Board. SH explained that the ‘material’ amount of the audit work related to legacy work.</p> <p>Noted: The Audit Committee approved the Charity Annual Accounts 2022/23, with final amendments as discussed, and recommended to the Trustee Board for approval.</p>		
3.2	ANNUAL REPORT		
23/156	<p>Received: The draft Annual Report and Accounts of the Charity for the year ending 31 March 2023.</p> <p>Reported: DS Took the report as read and invited questions.</p> <p>Discussed: No items were raised.</p>		

Agenda Item		Action by Whom	Date by When																																
	Approved: The Audit Committee approved the Annual Report 2022/23 and recommended to the Trustee Board for approval.																																		
3.3	CHARITY ISA 260																																		
23/157	<p>Received: ISA 260 for the Charity. Reported: SH</p> <p>Discussed: Noted as discussed earlier; with clarity on the 'unadjusted audit differences' to be added in from EL.</p> <p>Noted: The Audit Committee approved the Charity ISA 260.</p>	EL	28.11.23																																
3.4	LETTER OF REPRESENTATION																																		
23/158	<p>Received: The Letter of Representation Reported: SH Discussed: No items were raised. Approved: The Audit Committee approved the Letter of Representation.</p>																																		
16	ANY OTHER BUSINESS																																		
23/159	No items were raised.																																		
	FUTURE MEETING DATES: 2024																																		
	<table border="1"> <thead> <tr> <th>2024 Dates</th> <th></th> <th></th> <th></th> </tr> </thead> <tbody> <tr> <td>18 January</td> <td>0930-1130hrs</td> <td>MS Teams</td> <td></td> </tr> <tr> <td>11 March</td> <td>1200-1400hrs</td> <td>F2F</td> <td>HLRI room 89</td> </tr> <tr> <td>11 March (NEDS Private meeting with Auditors)</td> <td>1400-1500hrs</td> <td>F2F</td> <td>HLRI room 89</td> </tr> <tr> <td>23 May (AR & A/cs sign off)</td> <td>0930-1130hrs</td> <td>MS Teams</td> <td></td> </tr> <tr> <td>20 June (AR & A/cs sign off final)</td> <td>1000-1200hrs</td> <td>MS Teams</td> <td></td> </tr> <tr> <td>18 July</td> <td>0930-1130hrs</td> <td>MS Teams</td> <td></td> </tr> <tr> <td>17 October</td> <td>0930-1130hrs</td> <td>MS Teams</td> <td></td> </tr> </tbody> </table>	2024 Dates				18 January	0930-1130hrs	MS Teams		11 March	1200-1400hrs	F2F	HLRI room 89	11 March (NEDS Private meeting with Auditors)	1400-1500hrs	F2F	HLRI room 89	23 May (AR & A/cs sign off)	0930-1130hrs	MS Teams		20 June (AR & A/cs sign off final)	1000-1200hrs	MS Teams		18 July	0930-1130hrs	MS Teams		17 October	0930-1130hrs	MS Teams			
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The meeting finished at 12.10 hrs.

CB Conquest

[Chair authorised electronic signature to be added]

Signed:

Date: 28 November 2023

**Royal Papworth Hospital NHS Foundation Trust
Extra Ordinary Audit Committee meeting
28 November 2023**

Employee Name	Position Title	Interest Declared	Interest Category	Interest Situation	Interest Description	Col Date From
Ahluwalia, Dr Jagjit Singh (Jagjit)	Non-Executive Director	Y	Financial interests	Outside employment	Associate at Deloitte	01/10/2018
Ahluwalia, Dr Jagjit Singh (Jagjit)	Non-Executive Director	Y	Financial interests	Outside employment	Associate at the Moller Centre, Cambridge.	01/10/2018
Ahluwalia, Dr Jagjit Singh (Jagjit)	Non-Executive Director	Y	Financial interests	Outside employment	Fellow at the Cambridge Judge Business School. This is an honorary position, I am not on faculty and not paid for this role. However I do deliver occasional lectures for CJBS, some of which are remunerated.	01/01/2018
Ahluwalia, Dr Jagjit Singh (Jagjit)	Non-Executive Director	Y	Financial interests	Outside employment	With effect from 16.02.2022 I became an employee of the Eastern Academic Health Science Network as their Chief Clinical Officer. This is the same role as I held since April 2019 until 15.02.2022 but during these dates it was as a secondee from CUH Foundation Trust.	16/02/2022
Ahluwalia, Dr Jagjit Singh (Jagjit)	Non-Executive Director	Y	Financial interests	Shareholdings and other ownership interests	Co-director and shareholder in Ahluwalia Education and Consulting Limited. I undertake private work in the field of healthcare management, reviews and healthcare related education and training through this company for a range of clients including but not limited to the NHS, pharmaceuticals and charities.	01/10/2018
Ahluwalia, Dr Jagjit Singh (Jagjit)	Non-Executive Director	Y	Financial interests	Shareholdings and other ownership interests	I have been appointed as a director of Hazelwick Management Company Limited. This is a small private company that oversees a block of property in which my wider family and I have an interest. There are no NHS connections.	06/04/2022
Ahluwalia, Dr Jagjit Singh (Jagjit)	Non-Executive Director	Y	Non-financial professional interest	Outside employment	Member C & P Clinical Ethics Committee. Not remunerated so not employed.	01/05/2020
Ahluwalia, Dr Jagjit Singh (Jagjit)	Non-Executive Director	Y	Non-financial professional interest	Outside employment	Member Eastern Region Clinical Senate (since March 2020 - this is within my role at Eastern AHSN. Not remunerated for this role specifically.	01/03/2020
Ahluwalia, Dr Jagjit Singh (Jagjit)	Non-Executive Director	Y	Non-financial professional interest	Outside employment	Trustee on the main board of Macmillan Cancer Support	01/02/2017
Blastland, Mr. Michael Iain	Non-Executive Director	Y	Financial interests	Outside employment	Board member of the Winton Centre for Risk and Evidence Communication	01/04/2016
Blastland, Mr. Michael Iain	Non-Executive Director	Y	Financial interests	Outside employment	Co-chair of a review of the impartiality of BBC coverage of taxation and public spending	03/03/2022
Blastland, Mr. Michael Iain	Non-Executive Director	Y	Financial interests	Outside employment	freelance writer and broadcaster	01/02/2017
Blastland, Mr. Michael Iain	Non-Executive Director	Y	Non-financial professional interest	Outside employment	Advisor to the Behavioural Change by Design research project	01/08/2017
Conquest, Mrs. Cynthia Bernice	Non-Executive Director	Y	Non-financial personal interests	Loyalty interests	I am a school Governor for North East Essex Co-operative Academy which is a school in Colchester which provides Alternative Provision School for children aged 5 - 16, most of whom have found it difficult to be successful in a mainstream school.	01/09/2023
Conquest, Mrs. Cynthia Bernice	Non-Executive Director	Y	Non-financial professional interest	Loyalty interests	Member of the Seacole Group - Network for BAME NEDs in the NHS	25/02/2021
Fadero, Mrs. Amanda Therese	Non-Executive Director	Y	Indirect interests	Loyalty interests	Trustee of Nelson Trust Charity	01/10/2013
Fadero, Mrs. Amanda Therese	Non-Executive Director	Y	Indirect interests	Outside employment	Consilium Partners is a specialist health consultancy working with health and care organisations to help them plan, improve and deliver successful and sustainable futures	11/10/2021
Fadero, Mrs. Amanda Therese	Non-Executive Director	Y	Indirect interests	Outside employment	Fixed term contract at St Barnabas and Chestnut Tree Hospices as the CEO until May 2023	06/08/2022
Fadero, Mrs. Amanda Therese	Non-Executive Director	Y	Indirect interests	Sponsored research	My brother Matthew Wakefield has recently been appointed as the Chairman of Oxford BioDynamics PLC- a biotechnology company developing personalized medicine tests based on 3D genomic biomarkers	14/12/2020
Fadero, Mrs. Amanda Therese	Non-Executive Director	Y	Non-financial professional interest	Loyalty interests	I am an Associate Non Executive Director at East Sussex Healthcare NHS Trust	01/07/2020
Glenn, Mr. Timothy John	Chief Finance Officer	Y	Non-financial personal interests	Loyalty interests	I am a governor at William Westley Primary School	05/10/2022
Glenn, Mr. Timothy John	Chief Finance Officer	Y	Non-financial professional interest	Loyalty interests	My wife is ICS development lead for the East of England. Currently on secondment to Cambridge University Hospitals, working on their OBC/FBC for the Cambridge Cancer Hospital	31/03/2020
Glenn, Mr. Timothy John	Chief Finance Officer	Y	Non-financial professional interest	Outside employment	I am a Director of Cambridge Biomedical Campus Ltd. I act on behalf of Royal Papworth Hospital NHS Foundation Trust on the Board.	22/06/2021
Leacock, Ms. Diane Eleanor	Non-Executive Director	Y	Financial interests	Loyalty interests	Portfolio Finance Director working on behalf of the CFO Centre through my limited company, ADO Consulting Ltd	26/09/2022
Leacock, Ms. Diane Eleanor	Non-Executive Director	Y	Financial interests	Outside employment	Director, ADO Consulting Ltd	01/12/2020
Leacock, Ms. Diane Eleanor	Non-Executive Director	Y	Indirect interests	Loyalty interests	Daughter works as a trainee chartered accountant with KPMG London	04/10/2021

Leacock, Ms. Diane Eleanor	Non-Executive Director	Y	Non-financial personal interests	Loyalty interests	Trustee, Benham-Seaman Trust	01/12/2020
Leacock, Ms. Diane Eleanor	Non-Executive Director	Y	Non-financial personal interests	Loyalty interests	Trustee, Firstsite	01/12/2020
Leacock, Ms. Diane Eleanor	Non-Executive Director	Y	Non-financial professional interest	Loyalty interests	Member of the Seacole Group, a network for BAME NEDs in the NHS	01/12/2020
McEnroe, Mr. Harvey Lee Anthony	Chief Operating Officer	Y	Non-financial personal interests	Donations	Member of the Labour Party	04/07/2023
McEnroe, Mr. Harvey Lee Anthony	Chief Operating Officer	Y	Non-financial professional interest	Loyalty interests	deputy chair of governors and chair of resources committee - Acorn Schools Federation	03/07/2016
Midlane, Mrs. Eilish Elizabeth Ann	Chief Executive	Y	Indirect interests	Loyalty interests	Chair of the C&P Diagnostic Board	29/03/2022
Midlane, Mrs. Eilish Elizabeth Ann	Chief Executive	Y	Indirect interests	Loyalty interests	Holds an unpaid Executive Reviewer role with CQC	03/08/2020
Midlane, Mrs. Eilish Elizabeth Ann	Chief Executive	Y	Non-financial professional interest	Hospitality	Attendance at staff lunch meeting at CMR (Cambridge Robotics) where I presented to staff.	14/08/2023
Midlane, Mrs. Eilish Elizabeth Ann	Chief Executive	Y	Non-financial professional interest	Hospitality	Attended the Cambridge Lifescience Advisory Council meeting and dinner.	15/05/2023
Midlane, Mrs. Eilish Elizabeth Ann	Chief Executive	Y	Non-financial professional interest	Hospitality	Host and attend a Cardiology Clinical Research dinner at Sidney Sussex College. This was funded by Cambridge University Health Partners (CUHP).	05/09/2023
Midlane, Mrs. Eilish Elizabeth Ann	Chief Executive	Y	Non-financial professional interest	Hospitality	Host and attend a Respiratory Clinical Research dinner at Sidney Sussex College. This was funded by Cambridge University Health Partners (CUHP).	18/09/2023
Midlane, Mrs. Eilish Elizabeth Ann	Chief Executive	Y	Non-financial professional interest	Outside employment	I am a voting member, representing NHS providers and Trusts, on the Cambridge and Peterborough Integrated Trust Board. This includes attendance at the Board, and a number of Board sub-committees.	01/09/2022
Midlane, Mrs. Eilish Elizabeth Ann	Chief Executive	Y	Non-financial professional interest	Outside employment	I am an unpaid Director of CUHP	01/09/2022
Midlane, Mrs. Eilish Elizabeth Ann	Chief Executive	Y	Non-financial professional interest	Sponsored events	Attended one day charity trustee training event in London, hosted by Cazenove Capital.	21/09/2023
Monkhouse, Ms. Oonagh Jane	Director of Workforce and Orga	N	I have no interests to declare			23/12/2020
Raynes, Mr. Andrew Duncan (Andrew)	Chief Information Officer	Y	Financial interests	Patents	CIS UCQ is a Trademark for health and care IT courses established under my consultancy ADR Health Care Consultancy Solutions Ltd	05/04/2021
Raynes, Mr. Andrew Duncan (Andrew)	Chief Information Officer	Y	Financial interests	Shareholdings and other ownership interests	Owner of ADR Health Care Consultancy Solutions Ltd	02/05/2017
Raynes, Mr. Andrew Duncan (Andrew)	Chief Information Officer	Y	Indirect interests	Sponsored events	Orion Healthcare sponsored 1 table at the HSJ Awards 2021 for RPH @ a cost of £4740.00	19/11/2021
Raynes, Mr. Andrew Duncan (Andrew)	Chief Information Officer	Y	Non-financial professional interest	Loyalty interests	Spouse works for Royal College of Nursing (I cant see a situation from the drop down pertinent to this declaration so have selected the most likely reflecting the circumstances)	01/06/2017
Raynes, Mr. Andrew Duncan (Andrew)	Chief Information Officer	Y	Non-financial professional interest	Sponsored events	HSJ Awards Presentation and Dinner	01/03/2023
Robert, Mr. Gavin	Non-Executive Director	Y	Financial interests	Outside employment	Affiliated lecturer, Faculty of Law, University of Cambridge	30/09/2013
Robert, Mr. Gavin	Non-Executive Director	Y	Financial interests	Outside employment	Senior Consultant, Euclid Law (a specialist competition law firm)	01/07/2016
Robert, Mr. Gavin	Non-Executive Director	Y	Indirect interests	Loyalty interests	My spouse is Senior Bursar at St Catherine's College, University of Cambridge	01/06/2019
Robert, Mr. Gavin	Non-Executive Director	Y	Non-financial professional interest	Outside employment	Chair and member of Board of Trustees, REAch2 Multi-Academy Trust	01/10/2018
Screaton, Mrs. Maura Bernadette (Ma	Chief Nurse	Y	Financial interests	Loyalty interests	My husband has set up a limited company, Cambridge Clinical Imaging Ltd., which provides professional imaging services. This is outside the scope of his Royal Papworth employment. I am a named Director and shareholder in Cambridge Clinical Imaging.	02/08/2021
Screaton, Mrs. Maura Bernadette (Ma	Chief Nurse	Y	Financial interests	Shareholdings and other ownership interests	Shareholdings in bio - technology/pharmaceutical companies	02/08/2021
Screaton, Mrs. Maura Bernadette (Ma	Chief Nurse	Y	Indirect interests	Loyalty interests	My husband is a Consultant Radiologist at Royal Papworth Hospital.	02/08/2021
Smith, Dr Ian Edward (Ian)	Consultant	Y	Financial interests	Sponsored research	I am the PI for the Track and Know project at RPH. This is funded by an EU2020 grant	14/09/2020
Smith, Dr Ian Edward (Ian)	Consultant	Y	Financial interests	Sponsored research	I am the PI for the study VoteCo2als which is in part supported by the MND association and by the ALS foundation	14/09/2020

Smith, Dr Ian Edward (Ian)	Consultant	Y	Non-financial professional interest	Clinical private practice	I undertake private clinical practice in the hospital. All appointments are booked through Lorenzo and appropriate fees paid for the use of Trust resources.	14/09/2020
Smith, Dr Ian Edward (Ian)	Consultant	Y	Non-financial professional interest	Loyalty interests	Vice chair of the Sleep Division of the Association of Respiratory Technicians and Physiologists	05/01/2020
Wallwork, Mr. John (John)	Chairman	Y	Financial interests	Outside employment	Independent Medical Monitor for Transmedics clinical trials	21/04/2021
Wallwork, Mr. John (John)	Chairman	Y	Non-financial professional interest	Shareholdings and other ownership interests	Director Cambridge university health partners CUHP	21/04/2021
Wilkinson, Dr Ian Boden	Non-Executive Director	Y	Indirect interests	Clinical private practice	Private health care at the University of Cambridge;	01/03/2021
Wilkinson, Dr Ian Boden	Non-Executive Director	Y	Indirect interests	Loyalty interests	Director of Cambridge Clinical Trials Unit; Member of Addenbrooke's Charitable Trust Scientific Advisory Board; Senior academic for University of Cambridge Sunway Collaboration; University of Cambridge Member of Project Atria Board (HLRI).	01/03/2021
Wilkinson, Dr Ian Boden	Non-Executive Director	Y	Non-financial personal interests	Sponsored research	Grant support for research from Wellcome Trust, BHF, MRC, AZ, GSK, Addenbrooke's charitable Trust, Evelyn Trust	01/03/2021
Wilkinson, Dr Ian Boden	Non-Executive Director	Y	Non-financial professional interest	Loyalty interests	Vice President of the British and Irish Hypertension Society	31/10/2021
Wilkinson, Dr Ian Boden	Non-Executive Director	Y	Non-financial professional interest	Outside employment	Hon Consultant CUHFT and employee of the University of Cambridge	01/03/2021