

MINUTES OF THE EXTRAORDINARY OF THE  
BOARD OF DIRECTORS  
HELD ON THURSDAY, 31 MAY 2012  
AT 8.30 AM  
IN THE BOARD ROOM  
THE JAMES COOK UNIVERSITY HOSPITAL  
MARTON ROAD  
MIDDLESBROUGH

PRESENT:

Ms D Jenkins	-	Chairman
Professor P Hart	-	Deputy Chief Executive/Dir of Nursing & Patient Safety
Mr D Kirby	-	Vice Chairman
Mr H Lang	-	Non-Executive Director
Mr C Newton	-	Director of Finance
Mr S Pleydell	-	Chief Executive
Mrs S Watson	-	Director of Operational Services

IN ATTENDANCE:

Mrs M Blakey	-	Corporate Affairs Manager
Mr I Fuller	-	Head of Corporate Finance
Mrs C Parnell	-	Company Secretary
Mr C Harrison	-	Director of Human Resources

**1 APOLOGIES FOR ABSENCE**

Apologies for absence were received from Dr Baxter (chair of SMSF), Dr Ewart (NED), Mrs Moulton (director of planning), Mrs Singleton (NED/senior independent director, Councillor Thompson (NED), Ms Wallace (NED) and Professor Wilson (medical director).

**2 BUSINESS SUSTAINABILITY**

**2.1 APPROVAL OF FINANCIAL ACCOUNTS FOR 2011/2012**

**(a) GOING CONCERN 2011/2012**

**(b) ANNUAL FINANCIAL STATEMENT INCLUDING FULL SET OF ACCOUNTS – 1 APRIL 2011 TO 31 MARCH 2012**

Mr Fuller went through both reports (2.1a and 2.1b) in detail. In relation to item 2.1a he stated that the finance team had assessed the information and there were no significant doubts about the trust's ability to continue as a going concern and that it was appropriate that the accounts be prepared on that

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basis. He asked the Board to agree and adopt the Going Concern for 2011/2012.

In relation to item 2.1b, it was noted that the trust's Statement of Accounts had been reviewed by the Audit Committee and approved in draft, subject to final agreement with the trust's auditors, PwC.

It was noted that some minor changes had been agreed as part of the audit and a statement reconciling the movements from the position reported to the Board at its meeting in April 2012 had moved by £100,000 as a result of the audit and is a presentational change to the final position, as detailed in the report.

It was further noted that there were some unadjusted mis-statements (identified on page 18 of the PwC report to those charged with governance) which would be corrected in 2012/2013, namely level of PFI variances; process systems on accruing of NHS supplies, and provision against North Yorkshire in terms of level of provision.

Mr Newton and Mr Fuller clarified the wording in some parts of the PwC report regarding the Quality Report which appeared to be a double negative and inconsistency in wording. It was agreed that Mr Newton would raise this issue with PwC.

**Action: Mr Newton**

It was agreed that Mr Newton would provide quarterly reports showing the latest management reporting information in the format of the annual accounts.

**Action: Mr Newton**

Following recommendation by the Audit Committee in relation to both reports, and following discussion by the Board at today's meeting, it was noted that PwC would now issue an unqualified opinion on the statements.

In conclusion, the Board congratulated Mr Newton and his team on the significant amount of work undertaken.

**Decision: 2012/May/No 1**

**The Board:**

- (i) **Agreed to adopt the Going Concern 2011/2012.**
- (ii) **Agreed to adopt the Statement of Accounts for 2011/2012.**

c) **EXTRACT FROM THE UNCONFIRMED MINUTES OF THE AUDIT COMMITTEE MEETING HELD ON 24 MAY 2012**

Mr Kirby went through the extract from the unconfirmed minutes of the Audit Committee meeting held on 24 May 2012, recommending adoption of the accounts.

**Decision: 2012/May/No 2**

**The Board:**

- (i) **Noted the unconfirmed minutes of the Audit Committee meeting held on 24 May 2012.**

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**3 FOR INFORMATION WITHOUT DISCUSSION**

**3.1 AUDIT COMMITTEE'S ANNUAL REPORT FOR 2011/2012**

Mr Kirby stated that the purpose of presenting the Audit Committee's Annual Report was namely to inform the Board of the activities of the Audit Committee during the financial year 2011/2012 and provide assurance that the level of adherence to the agreed terms of reference and work undertaken as an independent sub-committee of the Board. The report also provided the Board with assurance to enable its adoption of the accounts. The annual report is in line with the recommendations of the NHS Audit Committee Handbook 2011.

Mr Kirby drew the Board's attention to page 10 of the report which confirmed it should show that the Committee had met 7 times instead of 6 times during the year.

The Board was asked to note the report which had previously been approved by the Audit Committee at its meeting on 24 May 2012.

**Decision: 2012/May/No 3**

**The Board:**

**(i) Noted the report.**

**4 ANY OTHER BUSINESS**

There being no further business, the meeting closed at 8.50 am.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

Chairman