

APPROVED Minutes of the ad hoc Board meeting held on 27 May 2025 via VC

CHAIR

Gill Kilpatrick, Chief Operating Officer

NON-EXECUTIVE MEMBERS

Polly Curtis, (Senior Non-Executive Member)

John Ainsworth

Anne Davies

Michael Parsons

Anu Singh

EXECUTIVE MEMBERS

Karl Banister, Director, Operations, Legal & Clinical

IN ATTENDANCE

Barry Topham, Chief Digital and Transformation Officer

Roz Pedersen, Assistant Director, Finance

Hazel Waddington, Assistant Director, Transformation

Andrew Dawson, Governance Officer (minutes)

APOLOGIES

Amerdeep Somal

Sir Dave Thompson

Rebecca Hilsenrath, Chief Executive Officer

Maria Mansfeld, Chief of Staff

Scott Stevenson, Director of Strategy

Angharad Jackson, Assistant Director, Digital

1. Chair's Introduction and Welcome

1.1 The Chair welcomed members and attendees to the meeting.

1.2 The Chair noted apologies from Amerdeep Somal, Dave Thompson, Rebecca Hilsenrath, Scott Stevenson, Maria Mansfeld and Angharad Jackson

2. Declarations of Interest

- 2.1 No interests relevant to matters on the agenda were declared.

3. Digital Partner Procurement

- 3.1 The Board received a paper from the Chief Digital and Transformation Officer (CDTO) seeking the Board's ratification of the Executive Team's decision to award the Digital Partner contract to **Reply**.
- 3.2 The CDTO outlined the procurement process and informed the Board that several strong bids had been received from suppliers who confirmed they were able to meet the project specifications within both budget and timelines. This had provided assurance that the objectives were realistic. Following consideration, the evaluation panel had selected **Reply** as their preferred supplier. The Executive Team had confirmed this decision on 21 May 2025.
- 3.3 Members asked about the nature of the contract. The CDTO confirmed that the contract was aligned to the project delivery plan, rather than for time and materials.
- 3.4 Members discussed the project cost. The CDTO confirmed that there was no risk of overpayment. The contract was for a fixed sum, which was less than the amount budgeted for the project. This gave the organisation the flexibility that would be necessary to address requirements for, for example, additional software that arose during the programme. It also could give the opportunity to accelerate our ambitions in for example, improving access to our service. As the onboarding and discovery phases progress, these requirements and opportunities would become clearer.
- 3.5 The CDTO confirmed that a poor CSR settlement in 2026/29 would not impact on delivery of the contract, but may impact on the pace of delivery in future years.
- 3.6 Members discussed contract management arrangements and were assured that the contract would be managed by a dedicated procurement and contract manager.
- 3.7 The Chief Operating Officer confirmed that the incoming Ombudsman was aware of the procurement proposals.
- 3.8 The Board **agreed** the proposal to award the Digital Partner contract to **Reply**.

The meeting ended at 10:50