

**CONFIRMED MINUTES OF THE MEETING OF THE COUNCIL OF GOVERNORS
MINUTES, ACTIONS & DECISIONS**

Date	Tuesday 16 October 2018	Time	3.30pm – 5.30pm
Venue	Conference Room, Field House, Bradford Royal Infirmary	Chair	Professor Bill McCarthy, Chairman
Present	<ul style="list-style-type: none"> - Professor Bill McCarthy (BM), Chairman - Professor Marina Bloj (MB), Mr Alan English (AE), Public Governor, Bradford South - Ms Pauline Garnett (PG) Staff Governor, Nursing and Midwifery - Ms Stella Hall (SH), Public Governor, Bradford East - Ms Ruby Hussain (RH), Public Governor, Bradford West - Ms Wendy McQuillan (WMc), Public Governor, Keighley - Ms Jenny Scott (JS), Public Governor, Bradford West - Ms Hardev Sohal (HS), Patient Governor, Out of Bradford - Mr David Walker (DWa), Public Governor, Shipley - Mr David Wilmshurst (DWi), Vice-Chair/Public Governor Shipley - Ms Katherine Wright (KW), Staff Governor, Allied Health Professionals & Scientists - Ms Hilary Meeghan (HM), Public Governor Bradford South <p><i>Under Standing Orders, the meeting was quorate with at least ten Governors in attendance including at least five Public / Patient Governors</i></p>		
In attendance	<ul style="list-style-type: none"> - Mr Amjad Pervez (AP), Non-Executive Director - Professor Laura Stroud (LS), Non-Executive Director - Ms Selina Ullah (SU), Non-Executive Director - Mr Barrie Senior (BS), Non-Executive Director - Dr Trevor Higgins (THi), Non-Executive Director - Dr Bryan Gill (BG), Chief Medical Officer (also representing Professor Clive Kay, Chief Executive) - Mr Matthew Horner (MH), Director of Finance - Ms Pat Campbell (PC), Director of Human Resources - Ms Sally Scales (SS), Deputy Chief Nurse (representing Ms Karen Dawber, Chief Nurse) - Ms Terry Saunderson (TS), Deputy Chief Operating Officer (representing Ms Sandra Shannon, Chief Operating Officer) - Mr David Griffiths (DG), Deputy Director of Informatics (representing Ms Cindy Fedell, Chief Digital and Information Officer) - Ms Jacqui Maurice (JM), Head of Corporate Governance (minute taker) 		

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CGo.10.18.1	<p>Apologies for Absence</p> <ul style="list-style-type: none"> - Dr Sulleman Moreea, Staff Governor Medical and Dental - Cllr Tariq Hussain, Partner Governor, Bradford Metropolitan District Council - Ms Marion Olonade-Taiwo, Public Governor Keighley 	

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	<p>that took place covered:</p> <ul style="list-style-type: none"> - The scope of the work of the External Auditor - The key findings from the audit of the Annual Report and Accounts - The key findings from the audit of the Quality Report <p>The Governors noted the following key findings:</p> <ul style="list-style-type: none"> - An unmodified audit report was issued to the Foundation Trust - There were no issues identified in relation to the content and consistency aspects of the Quality Report. - Recommendations were raised in relation to two of the indicators tested. <p>The two mandated indicators tested were; ‘Accident and Emergency 4hr Wait’ and ‘18 Week Referral to Treatment (RTT)’. The local indicator tested, which was selected by the Council of Governors, was ‘Ambulance Handovers’.</p> <p>BM invited TS to deliver her report on the actions taken by the Trust in response to the recommendations made by the External Auditor.</p> <p>TS reported that there were three recommendations made by Deloitte with regard to 18 Week Referral to Treatment (RTT). She advised that during the year the Trust had gone live with the new Electronic Patient Record (EPR) which had wide ranging effects on the Trust’s operations. She referred to the paper at the following agenda item and provided a report on the actions taken to in response to the recommendations from the Auditor.</p> <p>With regard to ‘18 Week Referral to Treatment (RTT)’ the Governors discussed and noted:</p> <ul style="list-style-type: none"> - The validation that now takes place with regard to the data; - How supporting information is used to ensure accuracy; - How all pathway activity is now recorded within EPR, and supported by a range of clinical documentation; - That all patient information has now been transferred from the Trust’s old IPM patient administration system (PAS) to the Trust’s new EPR system and has supported the full waiting list validation process requiring no further supplementary checks to be made. <p>With regard to ‘Ambulance Handovers’ the recommendations concerned completeness of reporting and data recording. TS reported that the Emergency Care Department are now focussed on improving the responsiveness of Ambulance Handovers and have introduced a number of initiatives to address the issues raised. The Governors discussed with TS the actions that had been put in place and noted that;</p> <ul style="list-style-type: none"> - staff have implemented a standard operating procedure for ambulance service triage - reception staff within the Department have all received training in the new EPR registration system - There is a daily validation process in place of ambulance service data which is used to cross reference in any cases that are challenged with the Ambulance Service. <p>BM thanked TS for her report.</p> <p>NR discussed with the Governors the final section within his presentation</p>	

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	<p>which provided advice on what Governors should consider when selecting an indicator for audit.</p> <p>BM thanked NR for his report. NR left the meeting.</p>	
CGo.10.18.6	<p>RTT & Ambulance Handovers: Response to recommendations from External Auditor 2017/18</p> <p>The Council of Governors noted that this item had been covered in full under the previous agenda item.</p>	
CGo.10.18.7	<p>Quality Report 2018/19: Locally selected Indicator</p> <p>The Council of Governors noted the report and approved the recommendation to establish a governor task and finish group that would make a recommendation to the Council of Governors in January 2019 on the indicator to be selected for audit from the Quality Account 2018/19. JM requested that any Governor who was interested in joining the group should contact her directly.</p>	
CGo.10.18.8	<p>Chairman's Report</p> <p>BM presented his report. He drew attention to the Board and Committee review that was underway and the plans for the appointment of a new Senior Independent Director. He shared with the Governors the outcomes from the 'Quarterly meeting with the Vice-Chair and Lead Governor' that had taken place on 12 October. The Governors noted that the outcomes included support for the development of an annual programme for Governors covering specific subject areas. The proposed areas to cover included:</p> <ul style="list-style-type: none"> - New Models of Care - Long Term Workforce Strategy - Future Estates and Facilities plans - The Trusts Digital and Informatics Strategy - Future demands on Bradford Health Services <p>BM further proposed that the annual programme be delivered through a range of mechanisms which should include dedicated development sessions for Governors and presentations at Council of Governor meetings. BM added that there would be some merit in placing some of these into the Board Development days and inviting the Governors to join the Board for specific items.</p> <p>The Chairman's Report was noted by the Council of Governors.</p> <p>DWi referenced the reports that had been in the press recently regarding the issues affecting a large number of Trusts with regard to clinical waste disposal. BG summarised the background to the issues that have affected a consortium of Trust's in the North and the concerns raised regarding the contractors disposal of waste that have been covered within the media. The Director of Governance and Corporate Affairs has been involved in regular conversations with the national team that took over handling the issue on behalf of those Trust's affected. The national team were involved in the negotiations and secured alternatives on behalf of all the Trusts involved.</p>	<p>Head of Corporate Governance</p>

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	<p>BTHFT secured its own legal advised to ensure that we were in the safest position. At the present time the Trust is currently managing waste in a safe way with direct oversight from the Director of Governance and Corporate Affairs. Reports have been submitted to NHS England from the Foundation Trust that demonstrates strong assurance around the interim arrangements for the management of clinical waste. BG stated that it was not yet clear when a substantive solution will be in place.</p> <p>PG reported that she had attended the NHS Providers Governor Advisory Committee (GAC) early in October. At the meeting questions were raised in relation to Governor interaction with the CQC and how Governors were helping to drive improvements within their own Trust's. BM thanked PG for her report and further encouraged the Governors to take part in the Foundation Trust's Mock Inspections programme.</p>	
CGo.10.18.9	<p>Nominations and Remuneration Committee (NRC) Report</p> <p>BM agreed to include agenda item 'CGo.10.18.12: Non-Executive Director Recruitment' under this agenda item.</p> <p>MB stated that the report detailed the items discussed at the NRC meeting held on 14 September 2018. She asked the Council of Governors to take the NRC report as read however there were a couple of items that she would like to highlight. MB asked the Council to note that;</p> <ul style="list-style-type: none"> - Due to the conflict of BM, she had chaired the meeting during the discussion of the Chair's appraisal which was now underway. - MB was pleased to inform the Council that the checks regarding 'Fit and Proper Persons' had been completed with regard to the appointment of Mr Andrew McConnell, Associate NED, and Mr McConnell had formally started his term on 24 September 2018 and attended his first Finance and Performance Committee meeting on 27 September 2018. - The next NRC meeting would take place on 7 December 2018. <p>MB stated that the NRC meeting received formal notice of the resignation of Ms Pauline Vickers, Non-Executive Director under 'any other Business' which would be effective from the end of November 2018. MB asked that it be formally recorded that the Council of Governors expressed their sincere thanks to Ms Vickers for her contributions to the Foundation Trust as a Non-Executive Director and as Senior Independent Director. The Council endorsed the statement made by MB.</p> <p>The Council of Governors noted the vacancy that would be left on the Board following the departure of Ms Vickers. The Council of Governors also note that the term end of Dr Trevor Higgins was 20 May 2018. The Council approved a recommendation for the NRC to undertake an appointment process to o undertake an appointment process for two NEDs, one to cover the vacancy that would be left by Ms Vickers and a second appointment to cover the vacancy that will arise following the term end of Dr Trevor Higgins in May 2019.</p> <p>The Council of Governors approved the recommendation.</p>	

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CGo.10.18.10	<p>NRC Membership</p> <p>The Council of Governors noted that the DWs term as a member of the Nominations and Remuneration Committee would end on 4 December.</p> <p>The Council of Governors approved the process for appointment to the NRC as detailed in the paper. JM requested that any Governor interested in putting themselves forward for membership of the Committee should confirm their interest by the close of 30 October 2018 as stated in the paper.</p>	
CGo.10.18.11	<p>Non-Executive Director Appraisals 2018</p> <p>BM asked the Governors to note that the report detailed the process undertaken for the Non-Executive Director appraisals for 2018. The Governors noted that all appraisals had been carried out in line with the process approved by the Council in April 2018.</p> <p>Following discussion the Governors noted and received the report.</p>	
CGo.10.18.12	<p>Non-Executive Director Recruitment</p> <p>This item was covered under agenda item CGo.10.18.9</p>	
CGo.10.18.13	<p>Chief Executive's Report</p> <p>BG presented the report. He asked the report to be taken as read however he would like to draw attention to a few key items. The Council of Governors discussed and noted the</p> <ul style="list-style-type: none"> - Developments regarding the Wholly Owned Subsidiary and the 'pause' requested by NHSI. BM stated that a detailed discussion regarding this had taken place at the joint NED/Governors session prior to the Council of Governors meeting. - Outcomes from the highly successful visit from Professor Nick Bosanquet, Emeritus Professor of Health Policy at Imperial College, London and the positive feedback received with regard to the Trust's development of the Virtual Ward. - Publication of the CQC report: Beyond Barriers - How Older People Move between Health and Social Care in England. - The letter sent to all Trust's from Ian Dalton, Chief Executive, NHSI detailing the elective care expectations of NHSI from NHS acute providers, and the risk of Trusts not delivering against the current elective care patient trajectories. <p>AE referred to the Team and Employee of the Month awards and commented that he had been part of the assessment group and through this experience has had insight into the high level of quality that teams and employees are delivering - which at times, makes for very difficult decisions with regard to the winners.</p> <p>BM added that during his walk rounds he is aware that people are uniformly</p>	

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	<p>delighted to receive recognition and it is not about being the ‘winner’. BM thanked AR for his feedback. BM requested that Governors each receive an invitation to the staff awards ceremony.</p>	
CGo.10.18.14	<p>Patient Engagement Strategy: Consultation with Governors</p> <p>SS delivered a detailed presentation on the Foundation Trust’s draft Patient Experience Strategy; Embracing Kindness. She informed the Governors that that the strategy was developed in response to feedback received from staff, patients, patients’ families and carers. The findings from the feedback indicated that kindness was what mattered most to people. Embracing Kindness describes the Foundation Trust’s overarching ambition and sets out its commitment to patients, their families and carers.</p> <p>PG commented that it would be good if this was promoted widely amongst patients and their family members and to support messages of thanks to staff when things do go well. SS stated that this would be encouraged as part of the launch event for the Strategy and further that greater use of the website would be encouraged for people to share messages and feedback.</p> <p>There followed a detailed discussion which covered the following;</p> <ul style="list-style-type: none"> - The good use of the strapline ‘Spirit of Kindness’ rather than producing a strategy that was purely action oriented which allowed people to hone in on the key message. - The use of the Yorkshire Patient Experience Toolkit to support the development of the Strategy and the view that it would be useful to ensure that this was made explicit in related communications. - The development of a suite of tools for staff to support the delivery of the ‘Spirit of Kindness’. - The expectation that the strategy was expected to be dynamic and evolve over time. - The importance of dealing with people as individuals and recognising that they may be frightened of coming to hospital and so being attuned to how they express anxieties - The importance of being honest and transparent in engaging with patients and their families - The importance of supporting staff to ensure that they are also well cared for supported and supervised well to better enable staff to be kind. <p>PC advised that with regard to staff, the Foundation Trust was focussing on shared values and delivering workshops which focussed on staff interactions with each other. KW added that Schwartz Rounds were now taking place in the Trust – these provided opportunities for hospital staff from all backgrounds to come together to talk and share their experiences.</p> <p>BM thanked SS for the presentation and commented on the good discussion that had taken place and thanked the Governors for their reflections. The Governors noted that the Strategy would be presented to the Board of Directors at their meeting in November for approval.</p>	

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CGo.10.18.15	<p>Report from the Chair of the Workforce Committee</p> <p>SU asked that the Governors to note the report from the Committee and requested questions.</p> <p>HS asked if there were any implications for Trust's staffing position with regard to Brexit.</p> <p>PC stated that the Foundation Trust was contributing to three monthly surveys with regard to workforce movement around Brexit. She asked the Governors to note that the Trust had not seen any downturn in terms of retention however there has been a dip in the number of candidates from EU Countries.</p>	
CGo.10.18.16	<p>Report from the Chair of the Finance and Performance Committee</p> <p>DWi asked for an update on the financial position. MH provided an overview of the financial position over the last six months. From the discussion held BM asked the Governors to note that the significant risks were around;</p> <ul style="list-style-type: none"> - Productivity - Ability of Commissioners to pay for the work undertaken by the Trust. - The Trust has been good previously at identifying non-recurrent measures but those options are no longer available and there are significant risks around the performance targets which will affect the bonus available. <p>TH asked the Council of Governors to note the high level of scrutiny being applied to Finance and Performance by the Committee.</p>	
CGo.10.18.17	<p>Report from the Chair of the Quality Committee</p> <p>LH asked the Governors to note the contents of the report. She stated that she had now been Chair of the Committee for almost a year and had reflected on the improving quality of the discussions held at Committee. There was a huge volume of information received by the Committee and there had been an increasing focus on the provision of assurance. Here the Committee had wanted to examine this further then opportunities to speak directly with Teams were planned into the agendas. LH stated that for the current report she was pleased to highlight the results of the recent SSNAP report (Sentinel Stroke National Audit Programme data) which is a testament to the improvement work led by the Medical Director and delivered by the Team. She asked the Governors to note that when considering the trajectory over the year there, were clearly significant improvements in the service delivered by BTHFT and Airedale NHS FT.</p> <p>The Council of Governors noted the report.</p>	
CGo.10.18.18	<p>Report from the Chair of the Partnerships Committee</p> <p>The Council of Governors noted the report.</p>	
CGo.10.18.19	<p>Report from the Chair of the Major Projects Committee</p> <p>AP asked the Governors to note the contents of the Report. A key consideration of the Committee he stated was to examine how long projects</p>	

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	<p>remained a focus of the Committee. In general the remit of the committee is to consider the large business case projects pre approval and post approval to monitor and scrutinise the delivery for at least six months to see if they are on track to deliver what is planned. By this measure then EPR and the Pathology Joint Venture will require less scrutiny from the committee and at some point they will move off the agenda for major projects.</p> <p>In response to question raised by DWi, AP stated that the Committee applies focus to the benefits realisation from the projects and there are lessons learnt which can also feedback into the development of future projects which it is important not to lose. BM added that all projects should have time allocated for the post-project appraisal and one of the areas of focus from the Committee and the Board is about the arrangements in place to keep securing the benefits. He asked the Council of Governors to note that the responsible director will be providing reports to Board as part of the overall performance.</p> <p>DWi referred to section of report covering EPR benefits. AP discussed in detail what the Committee had covered and also referred to the focus on data quality and how data would be used to feed into the new Command Centre. BG referenced the tangible benefits coming from EPR, and used as an example VTE where real time feedback on every patient with a risk of clots had supported improvements in performance.</p> <p>WM referred to conversations she had had with staff whereby some were saying that the system was not doing what they expected it to do. BG stated that previously the CQC raised concerns about the quality of care assessment in the Emergency Department. They had just received the EPR internal report from the EPR system which showed that had scored 100% on every measure. BG stated that staff could do with more of these enablers. EPR has slowed down some processes and has also shifted some of the administrative processes to different groups – however there have been real benefits including the depth of coding provided and more accurately being able to determine the finances due to the Trust as a result of activity undertaken.</p>	
CGo.10.18.20	<p>Report from Chair of the Audit and Assurance Committee</p> <p>The Governors noted the report from the Audit and Assurance Committee.</p>	
CGo.10.18.21	<p>Any Other Business</p> <p>BM presented DW with a commemorative plaque and asked the Council to note that this was DWs last meeting as his term as a Governor would end at the beginning of December 2018. BM paid tribute to the contributions David had made throughout his term as a Governor. The Governors echoed the sentiments expressed by the Chairman and DW thanked BM for his kind words.</p>	
CGo.10.18.22	<p>Date and time of next meeting: Thursday 17 January 2019, 3.30pm to 5.30pm Conference Room, Field House, BRI</p>	

ACTION LOG: COUNCIL OF GOVERNORS MEETING HELD 16 OCTOBER 2018

Date of Meeting	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
19/07/18	CGo.7.18.3	<p>Minutes of the Meeting held on 19 April 2018 <u>Any Other Business.</u> The addition of an action for BM and PP to refine the Committee Chair reports to Governors to reflect more clearly where NEDs have provided challenged and, to reflect the actions agreed to support improvements. BM asked the Committee to note that it would take time for the reports to evolve and provide the right balance of information.</p> <p>CGo.4.19.7 - Chairman's Report <i>With regard to the reports from the Committees - attention to be focused on developing them to ensure that helpful information is available to Governors to support them in the discharge of their function to hold the NEDs to account.</i></p> <p>Matters arising - 16 October 2018: <i>the Vice-Chair and the Lead Governor meet with the Director of Governance and Corporate Affairs and the head of Corporate Governance to consider the reporting from the Committee Chairs to Governors. An update would be provided at the meeting in January 2019.</i></p>	Chairman / Head of Corporate Governance	Council of Governors 17 January 2019	<p>The reports are under review. Further development required to address the needs of Governors.</p> <ol style="list-style-type: none"> 1. The resignation of the Trust Secretary has meant a delay in taking this forward however research is underway to see what Governors at other Trust's receive. Would recommend that a small group of Governors is convened to liaise over new report style from Committees to Governors. 2. Action below (CGo.4.19.7) to be combined with this one. 3. Meeting held in December 2018 with DWi and MB, TC and JM. Discussed ways of seeking assurance. Agreed presentation to Governors in January from TC on what their distinct report might look like. <u>Action concluded.</u>
19/04/18	CGo.4.19.7	<p>Chairman's Report Two briefings to be provided to Governors - one in relation to the Special Purpose Vehicle and the other in relation to Capacity and Estates planning in the long term. BM stated that these should be delivered in private session due to the related commercial considerations.</p>	Director of Finance / Director of Strategy and Integration	Council of Governors 17 January 2019	<ol style="list-style-type: none"> 1. SPV session scheduled for 19 July 2018. 2. Session regarding Capacity and Estates provisionally scheduled for 14 September 2018. <i>Cancelled due to schedule conflict with NRC.</i> 3. Noted that briefing from Dir of Finance included reference to Capacity and Estates. 4. Private briefing to be delivered to the Governors with regard to progress on the WOS. <u>Session being scheduled.</u>

Date of Meeting	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
16/10/18	CGo.10.18.3	<p>Minutes of the Meeting held on 16 October 2018 Amendments required to the minutes.</p> <ul style="list-style-type: none"> - Hilary Meeghan, Public Governor Bradford South, to be added as 'present'. - Dr Ray Smith, Deputy Medical Director, to be added as 'in attendance', representing Dr Bryan Gill, Medical Director. 	Head of Corporate Governance	Council of Governors 17 January 2019	Minutes amended. <u>Action concluded.</u>
16/10/18	CGo.10.18.8	<p>Chairman's Report: Outcomes from 'Quarterly meeting with the Vice-Chair and Lead Governor' Session on 12 October included support for the development of an annual programme for Governors covering specific subject areas. The proposed areas to cover included:</p> <ul style="list-style-type: none"> - New Models of Care - Long Term Workforce Strategy - Future Estates and Facilities plans - The Trusts Digital and Informatics Strategy - Future demands on Bradford Health Services 	Head of Corporate Governance	Governors 17 January 2019	Annual Programme being developed. Expect to confirm the programme with the Governor in March with view to launching the programme in April.