

CONFIRMED MINUTES - COUNCIL OF GOVERNORS OPEN MEETING

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| Date | Friday, 17 May 2019 | Time | 12.00 - 13.00 |
| Venue | Conference Room, Field House, Bradford Royal Infirmary | Chair | Dr Maxwell Mclean, Chairperson |
| Present | <ul style="list-style-type: none"> - Dr Maxwell Mclean (MM), Chairperson - Dr Andrew Clegg (AC), Partner Governor University of Leeds - Ms Pauline Garnett (PG) Staff Governor Nursing and Midwifery - Ms Wendy McQuillan (WMc), Public Governor, Keighley - Dr Sulleman Moreea (SM), Staff Governor Medical and Dental - Dr David Robertshaw (DR), Public Governor Shipley - Mr Kursh Siddique (KS), Public Governor Bradford East - Ms Jenny Scott (JS), Public Governor, Bradford West - Ms Hardev Sohal (HS), Patient Governor (Out of Bradford) - Mr David Wilmshurst (DW), Public Governor, Shipley <p><i>MM noted that the meeting was not quorate, with 9 Governors in attendance instead of the required minimum of 10. MM agreed with the Council that the meeting would proceed with any decisions made subject to virtual approval by the full Council of Governors.</i></p> <p><i>In seeking virtual approval those Governors not present have been required to declare their eligibility to continue as a Governor under the terms of Schedule 7, Paragraph 8 of the NHS Act 2006 and paragraph 7.16.8 of the BTHFT constitution.</i></p> | | |
| In attendance | <ul style="list-style-type: none"> - Dr Trevor Higgins (THi), Non-Executive Director - Professor Laura Stroud (LS), Non-Executive Director - Ms Selina Ullah (SU), Non-Executive Director - Mr John Holden, Acting Chief Executive - Dr Bryan Gill (BG), Chief Medical Officer - Ms Pat Campbell (PC), Director of Human Resources - Mr Chris Smith (CS), Assistant Director of Finance <i>representing Mr Matthew Horner, Director of Finance</i> - Ms Tanya Claridge (TC), Director of Governance and Corporate Affairs - Ms Jacqui Maurice (JM), Head of Corporate Governance [Minutes] - | | |

| No. | Agenda Item | Action |
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| CGo.5.19.1 | Apologies The following apologies were noted <ul style="list-style-type: none"> - Mr Alan Edmonds, Public Governor, Bradford West - Mr Alan English, Public Governor Bradford South - Ms Hilary Meeghan (HM), Public Governor Bradford South - Cllr Tariq Hussain, Partner Governor, BMDC - Ms Marion Olonade-Taiwo, Public Governor Keighley - Ms Hardev Sohal, Partner Governor - Ms Ruth Wood, Staff Governor 'All Other Staff Groups' | |
| CGo.5.19.2 | Declarations of Interest MM declared an interest with regard to items: <ul style="list-style-type: none"> - CGo.5.19.8 NED and Chair Appraisal Process 2019 and, - CGo.5.19.9 BTHFT Chair appointment. TH, SU and LS declared their interests with regard to item <ul style="list-style-type: none"> - CGo.5.19.8 NED and Chair Appraisal Process 2019. | |

| No. | Agenda Item | Action |
|-------------------|--|-------------|
| | The Council noted that for these agenda items; David Wilmshurst, Vice-Chair of the Council of Governors would chair the meeting. | |
| CGo.5.19.3 | Minutes of the Meeting held 17 January 2019 The minutes were accepted as a correct record, subject to final virtual approval. <i>Post meeting note: Approval of the minutes confirmed on 21 May 2019.</i> | |
| Cgo.5.19.4 | Matters Arising MM reviewed with the Council the actions from the log with a due date of April 2019. All actions listed as concluded were confirmed as closed. TC referenced the last action on the log related to 'CGo.1.19.15 Assurance the Way Forward: Future reporting from the Board Committees' which was due for review in July 2019. She informed the Council of the meeting held with Marina Bloj (former Partner Governor University of Bradford) and David Wilmshurst to discuss the kind of assurance to be presented to the Governors. She asked the Council to note the paper presented under item CGo.5.19.14 covering the work of the Board Committees. This was she stated a work in progress adding that as recorded against the action a consultative group would be established prior to the next Council of Governors meeting to further consider and develop the reporting received by Governors. Governors interested in attending that consultation session should contact the Head of Corporate Governance. | |
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| CGo.5.19.5 | Council of Governors Standing Orders The Council noted that the Governors Standing Orders had previously been circulated to all Governors for review and receipt of their virtual approval following postponement of the Council of Governors meeting scheduled for 18 April 2019. The Council formally noted that the Council of Governors Standing Orders had been approved. | |
| CGo.5.19.6 | Chairperson's Report MM requested that in general the report should be taken as read. There was however one particular item he would like to draw attention to namely item 4 and the outcomes from the Governors Self-Assessment. MM stated the he would like to meet with Governors in a specially convened session to review the outcomes and agree any actions required in response. | Chairperson |
| CGo.5.19.7 | Governors Nominations and Remuneration Committee (NRC) Report WM presented the report and asked the Governors to note the items discussed at the meetings of the NRC held since the last Council of Governors meeting. WM highlighted the detailed work that had taken place with regard to the NED and the Chair appointments which would be picked up under other agenda items. The Council of Governors noted the report. | |
| CGo.5.19.8 | NED and Chair Appraisal Process 2019 DW chaired the meeting for this item. He asked the Council to note the report which incorporated positive feedback on the processes in place for 2018. The Council was also reminded of the reports it had previously received in October 2019 on the outcomes from the NED appraisals process and, in January 2019 on the outcome of the Chair appraisal process. There | |

| No. | Agenda Item | Action |
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| | <p>were no significant changes proposed to the processes presented for 2019 and DW asked the Council of Governors to note the recommendation presented from the NRC for approval. The Governors accepted the NED and Chair Appraisal Processes for 2019 subject to final virtual approval.</p> <p><i>Post meeting note: The Council of Governors Approved of the NED and Chair Appraisal Processes for 2019 on 21 May 2019.</i></p> | |
| CGo.5.19.9 | <p>BTHFT Chairperson Appointment</p> <p>DW chaired the meeting for this item. He reminded the Council that it had approved the appointment of the BTHFT Chairperson at the closed Council of Governors meeting held on 15 March 2019; subject to the completion of the FPP requirements. DW highlighted the detailed process undertaken with regard to all elements of the appointment process and the lead role played by the NRC as outlined within the paper. DW confirmed that Dr Maxwell Mclean had formally taken up his three-year appointment from 1 May 2019. The Council of Governors noted the report.</p> | |
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| CGo.5.19.10 | <p>Chief Executive's Report</p> <p>MM resumed the chair and invited JH to present his report. JH asked the Governors to primarily note the contents of the paper as the report had initially been prepared for the Council meeting originally scheduled for 18 April 2019. There were however a number of key items that he would like to draw attention to which concerned;</p> <ul style="list-style-type: none"> - The departure of Professor Clive Kay, Chief Executive at the end of March 2019 - The changing positions with regard to BREXIT and, in response, the Trust temporarily standing down the arrangements currently in place. - The changes being made to the way in which the Trust's Emergency Department was structured. - The work ongoing to make BTHFT a smoke free site - The excellent key appointments recently made to the Trust's Consultant body. - The staff survey results which demonstrate year on year improvements in the majority of the metrics. JH cautioned that there still remains an issue with regard to the low response rate of staff in completing the survey - Celebration of success with the winners of the employees of the month and the team of the year. <p>MM thanked JH for the summary of his report and opened for discussion.</p> <p>DW asked about the Kark Review of the Fit and Proper Person Test and the timescales in relation to the recommendations made. PC advised that the Trust was still awaiting further details as to their implementation and for now the fit and proper persons tests would continue to be applied as per previous guidance.</p> <p>PG referred to the staff survey results and the Trust's below average results for staff recommending the Trust as a place to work. PC stated that the Trust's Q4 position had shown improvements and referred to the reporting from the workforce committee to the Board of Directors. LS added that the Board was aware of the inherent problem with regard to the completion of the survey and the low response rate. The Board had recognised that it was</p> | |

| No. | Agenda Item | Action |
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| | <p>important for the Trust to triangulate with other intelligence available as well as the Trust continuing to encourage staff to complete the surveys. PC detailed the range of initiatives underway to encourage completion of the survey. It was however noted that with regard to the challenges some staff were concerned about the confidentiality of their responses and work was ongoing to assure staff of the anonymity of those responses.</p> <p>The Council noted the report from the Acting Chief Executive.</p> | |
| <p>CGo.5.19.11</p> | <p>Operational Plan 2019/20</p> <p>CS provided a verbal update on the BTHFT Operational Plan for 2019/20 which had now been submitted to the NHS providers. The discussion covered the following key points;</p> <ul style="list-style-type: none"> - The shared savings target that the Trust had with the CCGs (Clinical Commissioning Groups) of £3m each and the need to focus on reducing costs. - The new 2020 contract with the CCG, which moved away from PBR (payment by results) - A guaranteed income figure for the year which has allowed the Trust and the Commissioners to work together with more of a focus on integration and collaboration. - Increased transparency with regard to the Commissioners funding and the sharing of financial plans has resulted in a substantial increase in income this year of £18m which still results in a significant affordability challenge for both the Trust and the Commissioners. - With regard to the 'out of Bradford Commissioners', the contracts are still PBR based. - Other areas of the plan focus on developments with the Trust's partners. Together with other Trust's BTHFT has signed up to the ICS financial framework. As a region this enables access to £25m of additional funding for transformation schemes. To access these schemes there is a need to sign up with other partners to deliver the control total in aggregate - providing incentives to work collaboratively. - With regard to the Capital Programme; the Trust has developed its proposal for 2019/20 however it was noted that until the final audited accounts had been agreed the total spend available could not be confirmed. <p>The Council further discussed with Board members the financial benefits that had been achieved as a result of improved coding through EPR particularly with regard to supporting improvements in the delivery of patient care.</p> <p>MM thanked CS for the comprehensive summary provided and asked that the Governors note the focus and reliance on collaboration given the new financial ways of working. MM noted the Councils interest in the Capital Programme and requested that the full Operational Plan be made available to the Governors and supported by a scheduled session to discuss in further detail with a particular focus on the Capital Programme.</p> | <p>Director of Finance</p> |
| <p>CGo.5.19.12</p> | <p>FT Membership Plan 2019/20</p> <p>The Council noted and welcomed the plan approved by the Board of Directors on 7 March 2019. The Governors noted the establishment of the task and finish group to develop the longer-term membership plan and further noted that, in line with the request in the paper, a number of Governors had put themselves forward for membership of the task and</p> | <p>Head of Corporate Governance</p> |

| No. | Agenda Item | Action |
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| | finish group. Any additional Governors interested in being a part of the group were requested to contact the Head of Corporate Governance at the earliest opportunity. | |
| CGo.5.19.13 | <p>NHS Provider Licence Self Certification 2018/19</p> <p>Governors noted that the document had been previously circulated to the Council of Governors on 18 April 2019, for review and had been requested to provide comments prior to submission of the final self-certification to the Board of Directors for approval on 9 May 2019. The Council noted that no additional comments had been received and the self-certification had been approved by the Board of Directors.</p> | |
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| CGo.5.19.14 | <p>Our Strategic Objectives - The Work of the Board Committees</p> <p>TC provided a detailed summary of the paper presented which described the assurance functions of the assuring Committees of the Board of Directors. The paper also detailed the roles that Non-Executive Directors held within those Committees. TC explained that the paper provided a ‘first step’ with regard to what future reporting to the Governors might ultimately include. From the paper presented TC and the Governors discussed;</p> <ul style="list-style-type: none"> - The specific roles of the Committees with regard to oversight and assurance as specified within their Terms of Reference - The reporting received by the Board of Directors - The Strategic Objectives aligned with the Committees but also the cross over that some of these may have with other Committees. - The role of the IGRC (Integrated Governance and Risk Committee) which is chaired by the acting CEO that holds the Executive Directors to account for their mitigations and effectiveness of the actions they have taken in response to the risks identified and recorded on the Trust’s Corporate Risk Register. - The particular role of the Audit and Assurance Committee to review the effectiveness of the assuring functions. <p>TC added that in setting the Committee Terms of Reference attention has been focussed on ensuring that they reflect the key controls designed to support the management and control of risk that exists within the Trust. She asked the Governors to note that those key controls are referenced in the Committee work plans with a view to forming the control framework for Committee. All of these are described within the Board Assurance Framework (BAF). At every meeting each Committee is in receipt of their assigned Strategic Objectives and they consider the key performance indicators and utilise the dashboards to support that. The Non-Executive Directors consider the indicators, primarily by exception, with the Executive Directors. Each Committee also routinely considers its risk appetite and how much risk it is willing to tolerate to achieve the Strategic Objectives – further it considers its strategic risks and individual risks as directed by the Executive Director who will highlight any concerns or changes. The Committee considers the controls and will challenge the Executives if there are gaps and will require the Executives to put plans in place to address those gaps and build those controls into the BAF. As part of this the Committees consider the assurance received to determine if the right level has been provided or if additional assurance is required, and on occasion the Committee may request something in addition, such as a detailed exception report, a ‘deep dive’, or an external source of assurance. In making such deliberations the Committee considers if the assurance</p> | |

| No. | Agenda Item | Action |
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| | <p>provided is right and proportionate, is it positive or negative and from this the BAF is populated.</p> <p>These, stated TC, are the kinds of discussions held at Committee and led by the NED Committee Chair. At the end of each meeting the Committee considers its overall assurance statement and agrees how confident it is that the Trust is on track to achieve the strategic objectives and this is what is presented to the Board of Directors in the reporting from the Committee Chairs. TC added that the information presented in this report to the Governors represented what was presented to the regulators if challenged with regard to the assurance system in place here at BTHFT.</p> <p>MM thanked TC for the detailed presentation of the report and sought further comments from the Governors and those in attendance with regard to clarification on any of the points raised by TC.</p> <p>PG stated that she was pleased to receive such a comprehensive overview however, the use of acronyms within the BAF in particular made comment difficult and as such any future reporting to the Governors should ensure that acronyms were explained in full.</p> <p>SU stated that the summary provided by TC was excellent and suggested that the summary TC presented with regard to the document might serve to support wider understanding of the Trust's approach to risk and how it was working to deliver the strategic objectives linked to the Trust's Clinical Strategy. WMc echoed SU's comments adding that she would find it useful if the Non-Executive Directors could reference specific key items in their reports that had been flagged and the actions taken and/or requested by the Non-Executive Directors to address gaps or issues identified.</p> <p>PG referred to some duplications within the dashboards for each of the Committees and TC asked the Governors to note that at times indicators were relevant to a number of Committees rather than just one and so a Committee may request that another Committee considers the indicator or risk identified with regard to their remit; for example stated TC, the Quality Committee may consider the indicator or risk identified from a patient perspective however it may refer that indicator or risk to the Workforce Committee for them to consider with regard to staffing. At the Board of Directors meeting all are aware of what particular items have flowed through each of the Committees.</p> <p>DWi stated that having the opportunity to discuss key areas in detail with the Non-Executive Directors during the joint sessions with the Non-Executive Directors that took place prior to each Council of Governors meeting was beneficial.</p> <p>MM thanked all for their contributions to the discussion and the suggestions made which would be taken forward to improve the way in which the Board opened itself up to challenge. TC stated that, as mentioned previously, a further session would be scheduled with Governors to continue the discussion with regard to the kind of reporting from the Non-Executive Directors that the Governors would like to receive along with identifying any further actions that would support them in their role to hold the Non-Executive Directors to account for the performance of the Board.</p> | |

| No. | Agenda Item | Action |
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| CGo.5.19.15 | <p>Any Other Business</p> <p>The Governors noted that this was the last meeting of the Council of Governors that Dr Trevor Higgins would attend following the completion of his term as Non-Executive Director. The contributions made to the Board of Directors by TH during the last seven years were acknowledged by the Governors. TH commended the strong team of Governors and Board at BTHFT and wished them continued success moving forward. MM formally thanked TH for his contributions to the development of the Trust.</p> <p>There was no other business discussed</p> | |
| CGo.5.19.16 | <p>Date and time of next meeting: <i>Thursday 18 July, 2019, 3.30pm to 5.30pm</i> <i>Conference Room, Field House, BRI.</i></p> | |
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| CGo.5.19.17 | <p>Resolution to move into closed session The Governors moved into closed session.</p> | |

ACTION LOG: COUNCIL OF GOVERNORS MEETING HELD 17 May 2019

| Date of Meeting | Agenda Item | Required Action | Lead | Timescale | Comments/Progress |
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| 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 | Council of Governors 18 July 2019 | <p>- Annual Programme being developed.</p> <p>Following approval of the Membership Plan by the Board on the 7 March: the annual programme will be aligned with the programme developed as part of the member plan for 2019/20. The programme will also include session on Wholly Owned Subsidiary (WOS).</p> <p>Update 18 July:</p> <ul style="list-style-type: none"> - Session on WOS delivered to Governors on 20 June 2019. - First meeting of the Membership Plan Task and Finish Group scheduled for 8 August 2019. |
| 17/01/19 | CGo.1.19.11 | <p>Quality Report 2018/19: Locally selected Indicator Two showcase sessions to be scheduled during 2019/20 for Governors, members and the public covering;</p> <ul style="list-style-type: none"> - The Maternity Indicators and the Quality work that has taken place to support improvements in that area and, - A session showing how, following the implementation of the Electronic Patient Record, data collection has been improved and is benefiting Patient Care. | Head of Corporate Governance | Council of Governors 18 July 2019 | <p>To be considered as part of the Annual Programme to be developed under action CGo.10.18.8</p> <p>Update 18 July: First meeting of the Membership Plan Task and Finish Group scheduled for 8 August 2019.</p> |
| 17/01/19 | CGo.1.19.15 | <p>Assurance the Way Forward: Future reporting from the Board Committees</p> <p>BM suggested that it would be useful for the reports to be delivered by TC and then reviewed over a six month period. During that time it would be good for a small group to review the reporting and see how this is working. TC stated that sessions are routinely run for staff and Governors would be invited to attend the next one when this area would be covered.</p> | Director of Governance and Corporate Affairs | Council of Governors 18 July 2019 | <p>Consultative Group to be identified and meeting dates to be confirmed.</p> <p>Update 18 July: Group met on 24 June 2019. The outcomes from the session to be reported on 18 July.</p> |

| Date of Meeting | Agenda Item | Required Action | Lead | Timescale | Comments/Progress |
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| 17/05/19 | CGo.5.19.6 | Chairperson's Report: Governors Business Review. MM to meet with Governors in a specially convened session to review the outcomes and agree any actions required in response. | Chairperson | Council of Governors 18 July 2019 | Session took place on 9 July 2019. The outcomes from the session to be reported on 18 July. |
| 17/05/19 | CGo.5.19.11 | Operational Plan 2019/20 MM noted the Councils interest in the Capital Programme and requested that the full Operational Plan be made available to the Governors and supported by a scheduled session to discuss in further detail with a particular focus on the Capital Programme. | Director of Finance | Council of Governors 18 July 2019 | Update: Session scheduled for 23 August 2019. |