

## CONFIRMED MINUTES - COUNCIL OF GOVERNORS OPEN MEETING

<b>Date</b>	Thursday 18 July 2019	<b>Time</b>	3.30pm – 5.15pm
<b>Venue</b>	Conference Room, Field House, BRI	<b>Chair</b>	Dr Maxwell Mclean, Chairman
	<ul style="list-style-type: none"> <li>- Dr Maxwell Mclean (MM), Chairperson</li> <li>- Dr Andrew Clegg (AC), Partner Governor University of Leeds</li> <li>- Mr Alan Edmonds (AEd), Public Governor Bradford West</li> <li>- Mr Alan English (AEng), Public Governor Bradford South</li> <li>- Ms Pauline Garnett (PG) Staff Governor Nursing and Midwifery</li> <li>- Ms Stella Hall (SH), Public Governor Bradford East</li> <li>- Ms Wendy McQuillan (WM), Public Governor, Keighley</li> <li>- Ms Hilary Meeghan (HG), Public Governor Bradford South</li> <li>- Dr Sulleman Moreea (SM), Staff Governor Medical and Dental</li> <li>- Mr Kursh Siddique (KS), Public Governor Bradford East</li> <li>- Ms Hardev Sohal (HS), Patient Governor (Out of Bradford)</li> <li>- Mr David Wilmshurst (DW), Public Governor, Shipley</li> </ul>		
	<ul style="list-style-type: none"> <li>- Mr Amjad Pervez (AP), Non-Executive Director</li> <li>- Ms Selina Ullah (SU), Non-Executive Director</li> <li>- Mr Barrie Senior (BS), Non-Executive Director</li> <li>- Mr Jon Prashar (JP), Non-Executive Director</li>   <li>- Mr John Holden (JH), Acting CEO</li> <li>- Ms Pat Campbell (PC), Director of Human Resources</li> <li>- Ms Karen Dawber (KD), Chief Nurse</li> <li>- Ms Sandra Shannon (SES), Chief Operating Officer</li> <li>- Mr Matthew Horner (MH), Director of Finance</li> <li>- Mr Ray Smith (RS), Deputy Chief Medical Officer (representing Dr Bryan Gill, Chief Medical Officer)</li> <li>- Mr Nick Rayner (NR), External Auditor, Deloitte LLP</li> <li>- Ms Jacqui Maurice (JM), Head of Corporate Governance [Minutes]</li> </ul>		

No.	Agenda Item	Action
	<p><b>Chair's opening remarks</b></p> <p>MM welcomed all to the meeting and asked the Council of Governors if there were any additional items that they wished to discuss.</p> <ul style="list-style-type: none"> <li>- DW requested an update with regard to Governors attendance at Committees to support their role in holding the Non-Executive Directors to account.</li> <li>- AEd stated that he would like to share the outcome of an issue raised by a local resident, with Bradford West Public Governors, regarding parking.</li> </ul> <p>MM agreed that these would be addressed under 'any other business'.</p>	
CGo.7.19.1	<p><b>Apologies for Absence</b></p> <p>Apologies were noted from the following Governors:</p> <ul style="list-style-type: none"> <li>- Cllr Tariq Hussain, Partner Governor BMDC</li> <li>- Ms Jenny Scott, Public Governor Bradford West</li> <li>- Ms Marian Olonade-Taiwo, Public Governor Keighley</li> <li>- Dr David Robertshaw (DR), Public Governor Shipley</li> <li>- Ms Ruth Wood, Staff Governor</li> </ul>	

No.	Agenda Item	Action
CGo.7.19.2	<p><b>Declarations of Interest</b> It was noted that JH held an interest with regard to 'Go.7.19.9 Appointment of the Chief Executive'. The Meeting agreed that due to the nature of the discussion to be held there was no requirement for JH to leave the room during consideration of this agenda item.</p>	
CGo.7.19.3	<p><b>Minutes of the Meeting held on 17 May 2019</b> The following two amendments were required:  <ul style="list-style-type: none"> <li>- Mr John Holden, Acting Chief Executive to be added as 'in attendance'.</li> <li>- Apologies to be recorded for Ms Hardev Sohal.</li> </ul>           Subject to these amendments the minutes were accepted as a correct record.</p>	Head of Corporate Governance
CGo.7.19.4	<p><b>Matters Arising</b> The following updates were received with regard to the action log.</p> <p><b>CGo.10.18.8 Outcomes from 'Quarterly meeting with the Vice-Chair and Lead Governor' Session.</b> Sessions have been delivered with regard to the Long Term Plan and, the Future Estates and Facilities plans (Wholly Owned Subsidiary). For remaining sessions; dates to be scheduled as part of Governor Annual Programme. <u>Action concluded.</u></p> <p><b>CGo.1.19.11 Quality Report 2018/19: Locally selected Indicator.</b> Show-case session to be scheduled during 2019/20 for Governors, members and the public. To be scheduled in early 2020 as part of this year's Member Plan. <u>Action concluded.</u></p> <p><b>CGo.1.19.15 Assurance the Way Forward: Future reporting from the Board Committees.</b> Verbal update provided by JM. She reported that a productive session was held with Governors on 24 June. Key areas of focus for Governors discussed in addition to the production of the report aimed at supporting Governors in the assurance they receive from Non-Executive Director Committee Chairs. With regard to the reports - Governors confirmed they required a few key messages covering the last quarter, distilled from the reports produced for the Board, with a focus on: <i>'the things that have gone well and not so well and the actions to be taken to address'</i>. Governors also confirmed they would be interested in receiving the annual assurance reports to be presented to the AAC in line with the Committee terms of reference. Governors discussed in detail with TC other ways in which they could receive assurance and whilst it was noted that Governors should continue to be oriented to the governance structure it was agreed that, annually a session would be delivered to provide insight into the Trust's governance infrastructure, how the Committee work-plans have been developed, the Board Assurance Framework and how exceptions are dealt with. Governors also welcomed a number of other suggested opportunities to engage and observe at an operational level to understand how the Trust responds to Quality issues and risks. Two other key areas discussed were:  <ul style="list-style-type: none"> <li>- Governor attendance at Board Committees as observers.</li> <li>- Ensuring the routine receipt of press releases and any other key special communications so that there are 'no surprises'. <u>Action concluded.</u></li> </ul> </p> <p><b>CGo.5.19.6 Chairperson's Report: Governors Business Review.</b> Update to be provided as part of the Chairman's report. <u>Action concluded.</u></p>	

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	<p><b>CGo.5.19.11 Operational Plan 2019/20.</b> Full Operational Plan has been made available to Governors and a session arranged for 23 August with a particular focus on the Capital Programme. <u>Action concluded.</u></p>	
CGo.7.19.5	<p><b>2018/19 External Audit: Report to the Council of Governors</b> NR reported that Deloitte LLP (external auditor) had issued a 'limited assurance' report with regard to the 2018/19 External Audit. NR presented a detailed overview of the scope of the work undertaken and the outcomes of the external audit. The key points discussed with the Governors related to the:</p> <ul style="list-style-type: none"> <li>- Uncorrected misstatement identified and, the</li> <li>- Control finding with regard to the review of plant and machinery held on the fixed asset register.</li> </ul> <p>The Governors noted that the review of the Trust's Annual Governance Statement identified no significant issues.</p> <p>NR detailed the work undertaken in relation to the Quality Report and the three indicators they were required to audit. The Governors were reminded of the two indicators mandated by NHS Improvement for audit; 'A&amp;E 4 hour Waits' and '62 day Cancer waits'. The third indicator was the Standardised Hospital Mortality Indicator (SHMI) which had been selected by the Council of Governors for audit. The Governors discussed the outcomes with NR and noted that the audit of the SHMI indicator was 'green' with 'no issues noted'. The outcome with regard to the audit of the '62 day Cancer waits' was also 'green' with no issues noted. With regard to the 'A&amp;E 4 hour Waits'; one area was highlighted for improvement regarding the correct recording of data in line with the methodology'. This was being addressed by the team within A&amp;E.</p> <p>MM thanked NR for the report which was received and noted by the Council of Governors. NR left the meeting.</p>	
CGo.7.19.6	<p><b>Chairperson's Report</b> MM drew attention to the following key items from his comprehensive report.</p> <ul style="list-style-type: none"> <li>- His meeting with new Partner Governor Professor Alistair Goldman</li> <li>- The attendance of Alan Edmonds at the 'Public and Membership Engagement' event delivered by Governwell and the feedback provided by Alan Edmonds which MM confirmed he had sight of.</li> <li>- The excellent Quality Improvement event attended by a number of Governors.</li> <li>- The forthcoming elections to the Council of Governors which the Chair asked to be supported by Governors through their networks.</li> </ul> <p>The Council of Governors received and noted the report.</p>	
CGo.7.19.7	<p><b>Appointment of the External Auditor</b> JM presented the paper. The Governors noted that the contract with the current External Auditor Deloitte LLP would conclude at the end of May 2020. The paper called for the establishment of an Auditor Appointment Working Group to develop a recommendation to the Council of Governors to approve the appointment of the External Auditor in line with the Governor's statutory duty. It was recommended that the working group should comprise three members of the Council of Governors, the Non-Executive members of the</p>	

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	<p>Audit and Assurance Committee and, the Director of Finance. In line with the recommendation presented in the paper the Council of Governors approved the establishment of the working group.</p> <p>DW and AEd volunteered to join the AAWG. One other Governor was required to join the working group. Governors interested were invited to contact the Head of Corporate Governance. The inaugural meeting would be scheduled shortly where the group would discuss the appointment process which would be presented to the full Council of Governors for approval.</p>	<p>Head of Corporate Governance</p>
CGo.7.19.8	<p><b>Non-Executive Director Appointments</b></p> <p>DW asked Governors to note the comprehensive paper detailing the process undertaken for the appointment of Ms Julie Lawreniuk as the NED Chair of the Finance and Performance Committee and, Mr Mohammed Hussein as Non-Executive Director. DW reminded Governors that the appointments had first been discussed in closed session at the meeting held in May 2019 where the Council of Governors had approved the recommendations from the NRC to appoint Ms Lawreniuk and Mr Hussain. PC advised that the provisional start date for both positions was expected to be 1 September 2019 subject to the completion of the checks.</p> <p>MM commended the Council of Governors on the two excellent appointments and further advised that the Board was looking forward to working with their new Non-Executive Director colleagues.</p>	
CGo.7.19.9	<p><b>Appointment of the Chief Executive</b></p> <p>MM asked the Council to note the contents of the report containing a detailed overview of the process undertaken for the appointment of the Chief Executive Officer / Partnership Lead.</p> <p>MM advised that in line with the Council of Governors Statutory duties, the Governors were presented with the recommendation for appointment from the Interview Panel. Following the robust discussion about the process and the appointment at the closed Council of Governors meeting held 2 July 2019, the Council of Governors approved the appointment of Ms Melany Pickup as Chief Executive Officer/Partnership Lead; in line with their statutory duty and the recommendation from the interview panel.</p> <p>MM added that the meeting was clear about the quality of all three candidates and that it was not an easy decision. MM expressed his support for the appointment of Melany Pickup and stated that she would be a credit to the Trust and he looked forward to working with her. MM also wished to record his thanks to the Governors and the role they played within the appointment process. The Council of Governors also wished to record their immense thanks to Mr John Holden for his exceptional leadership of the organisation as Acting Chief Executive Officer.</p>	
CGo.7.19.10	<p><b>Nominations and Remuneration Committee (NRC) Report</b></p> <p>WM drew attention to the items considered by the Nominations and Remuneration Committee at the meeting held on 7 June 2019 as detailed within the report.</p> <p>WM referred to the draft of the Chair/NED/Associate NED appointment process attached at Appendix 1. The Governors were required to review and approve the process annually. The NRC recommended the inclusion of</p>	

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	<p>reference to an 'Associate NED' in light of the previous appointment of an Associate NED in September 2018 to support the Board Finance and Performance Committee. Explicit inclusion of 'Associate NED' appointments within this appointment process document would support any such subsequent appointments. MM referred to the recommendation presented in the paper and asked the Council of Governors if it approved the process to be in place for Appointing a Chair, NED or an Associate NED during 2019/20.</p> <p>The Council of Governors approved the recommendation.</p> <p>MM thanked WM for the report.</p>	
CGo.7.19.11	<p><b>Acting Chief Executive's Report</b></p> <p>MM referenced the joint NED and Governor session held prior to the Council of Governors meeting and requested that JH include within his report updates in with regard to the Wholly Owned Subsidiary (WOS); Command Centre and the Cancer Performance Standards.</p> <p>MM also referred to the proposal of Governor attendance at Board Committees and stated that he was in clear support of this however there would need to be a clear separation of duties and responsibilities. JH commented that there would be a need to work to ensure that this was aligned in the most appropriate way.</p> <p>MM asked the meeting to note that the outcomes from the inpatient survey which had also been referenced at the joint NED and Governor meeting would be covered under the next agenda item.</p> <p>MM invited JH to present his report.</p> <p>JH discussed with Governors the following key items</p> <ul style="list-style-type: none"> <li>- <u>Interim NHS People Plan</u>: The Governors noted that the final plan would be published following the spending review however the plan did highlight a number of the actions that would be required to support the delivery of the Long Term Plan. One key area in particular would be the focus required on the delivery of shared services at scale.</li> <li>- <u>Increase in Compliments</u>: JH stated that he is pleased to have the opportunity to draw attention to the noticeable increase that has been seen in the compliments received from our service users. Where permission has been granted from the sender these are shared on the website.</li> <li>- <u>Cardiac Rehabilitation Team National Accreditation</u> JH highlighted the excellent achievement of the Cardiac Rehabilitation team in achieving national accreditation for the outstanding service they deliver to patients adding that it is of particular significance to have an independent audit to attest to performance of a high standard.</li> <li>- <u>Wholly Owned Subsidiary (WOS)</u> – JH referred to the update included within his paper. He noted that in addition Governors had attended a specially convened session with PC and with MH on 20 June regarding the WOS which included discussion of the possibility of industrial action. On 24 June he was in receipt of a letter from UNISON (included at appendix 5a of his report) which stated that they would be taking industrial action. Industrial action took place from 8 July to 15 July. JH detailed the Trust's response to ensure the safe delivery services to</li> </ul>	

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	<p>patients during the strike action. The Governors noted that further meetings have taken place with UNISON and that at the present time the indications are that there will be further industrial action. JH reported on the meetings held with the Board of Directors and the assurances provided with regard to further contingencies being put in place to continue to ensure that services remain safe for patients. JH stated that the Trust did not want to be in this position and would continue to seek to UNISON's main concerns and Directors were working hard to find ways in which to lock in safeguards. JH stated that discussions are also continuing with staff and stakeholders.</p> <p>HS referred to the session held with PC and MH and the robust discussion that had taken place with regard to the WOS. She stated that she thought it was worth registering the Governors concerns with regard to the Trust being subject to strike action and the consequences thereof. HS stated that she was pleased to hear of the actions taken by the Trust and would wait to hear further outcomes. HS added that if the Board was looking at providing assurances to staff affected then they might consider having workers voting rights as part of the WOS Board. JH stated that this was a helpful suggestion which the Board would reflect upon. The Governors discussed with JH the communications they had received which some felt had been sporadic. JH confirmed that if there was any further industrial action he and the Chairman would ensure that the Governors were kept abreast of developments.</p> <p>- <u>Cancer Performance Standards.</u> WM raised her concern regarding the surprising news of the Trust's deteriorating position and extremely low ranking with regard to performance against the standards and discovering that this was the position from news and media reports. JH explained that the data used was significantly out of date and did not cover the current position however, he apologised that the Governors had received information in the way that they had. JH invited SES to provide additional information. SES confirmed that the data was between 6 and 9 months out of date and that the Trust was in a different position now than it was during the period reported on with regard to both waiting times for Cancer and, elective care for 'referral to treatment' (RTT). A structured improvement programme was now in place and the Trust had seen a significant reduction in patients waiting. Overall the Trust was meeting the Cancer 2 week wait standards for June however the Trust was still in the recovery phase with regard to a couple of areas. With regard to RTT; significant improvements have been made with regard to how the Trust manages pathways with a focus on the time from referral. SES cautioned that this is still work in progress but improvements are being made. AEng stated that the key issue was that this was played out in the media and Governors were not advised of this. JH stated that in this particular case the report 'came out of the blue' however he had noted the need to ensure that Governors were provided with accurate and timely counter communications to such reports and that comparative information would also be helpful to ensure 'no surprises'.</p> <p>MM thanked JH and the Governors for a very considered discussion.</p>	

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CGo.7.19.12	<p><b>Inpatient Survey</b></p> <p>KD apologised to Governors for the way in which they had received the results of the Inpatient Survey via a website rather than from the office of the Chief Nurse. She hoped that the presentation would help to alleviate any concerns that the Governors held with regard to the results and the actions the trust was undertaking to address the concerns.</p> <p>KD reminded governors of the Patient Experience Strategy; ‘Embracing Kindness’ launched in January 2019 which had been developed to improve the focus on patient experience within the Trust. She asked the Governors to note that dedicated work in this area has increased during 2019. KD delivered the comprehensive presentation that covered the range of work underway to deliver ‘embracing kindness’. The key items noted were:</p> <ul style="list-style-type: none"> <li>- The key areas of concern raised in the inpatient survey and the actions in place to address – which included a focus on alleviating noise at night and addressing concerns with regard to the level of communications with Drs and Nurses which the Trust did not score well on.</li> <li>- The new Clinical Business Unit Structure that had been implemented and where for the first time Nursing had a direct line of sight via the Health Care Assistants up to the Chief Nurse.</li> <li>- Actions to support improved patient experience with regard to patients with Dementia such as the development of carers bags and the refurbishment of the Dementia Clinic</li> <li>- The focus on Quality as reflected in the recent Quality Improvement Event (attended by a number of Governors) which showcased the initiatives and improvements that have been made since January 2019.</li> <li>- The position from 1 July where a Matron was now on site from 9pm daily and whose duties included walking the site and talking with patients. KD referred to the badges worn by staff which say ‘tell me how was your care today’ to support starting conversations with patients.</li> </ul> <p>The Governors shared with the Chief Nurse recent patient experiences that they had experienced directly or which had been shared with them which reflected both good experiences and poor experiences. SM commended KD on the presentation and stated that, he as a Clinician, understands that we can’t always get it right and that we should do more to manage expectations around levels of care and that there may be other mitigations that could be put in place to help reduce complaints. KD stated that there was a conversation needed when the patient was admitted and when a ward round was underway. To explain about why a doctor or nurse might not be talking but inputting information into EPR. SM also suggested that there may be a gain for staff in being able to touch type so they are able to type into EPR more quickly. KD thanked Governors for their feedback. She stated that for a lot of the results from the inpatient survey the Trust were in the middle which was the same position held by other Trusts. However it was clear that in certain areas we fared badly and in other areas we were a lot better.</p> <p>PG suggested that more should be done to share good practice – particularly with regard to the initiatives described as part of the presentation. WM commented that it was important to get the key messages out to challenge the perceptions that people have about receiving treatment at BTHFT. KD agreed that this did need to be addressed and that Governors could support the Trust in sharing and spreading these messages.</p>	

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	<p>MM thanked KD for the presentation and asked the Governors if they were significantly assured and better informed following the presentation. Governors agreed that they were. MM encouraged Governors to take on board the suggestion from the Chief Nurse and share the good news messages regarding developments at BTHFT.</p>	
CGo.7.19.13	<p><b>Reports from the Committee Chairs'</b></p> <p>MM reported that key items for discussion had been covered within the pre-meet session with Governors and NEDs. The Governors confirmed that there was nothing else of note to be discussed.</p>	
CGo.7.19.14	<p><b>Any Other Business</b></p> <p>MM reminded Governors of comments heard previously with regard to Governors attending at Board Committees. It was noted that this proposal was approved and MM requested that DW and WM draw up some principles that could be shared to determine how this would work.</p> <p>AEd asked that Governors note a communication had been received addressed to the with regard to a parking issue raised by a local resident to BRI with both Bradford West Governors. AEd advised that they had both been privy to the letter and response sent back to the local resident. Both governors considered the Trust response to be both relevant and proportionate.</p> <p>WM raised the issue of quoracy with regard to recent Council of Governor meetings as a result of late apologies. She asked if a re-examination of the quoracy rules could take place to see if it was possible to lower the number of governors required.</p> <p>JH referred to the request for an update on the Command centre which had not been addressed previously. It was agreed that a stand alone session would be scheduled.</p>	<p>Vice Chair and Lead Governor</p> <p>Head of Corporate Governance</p> <p>Head of Corporate Governance</p>
CGo.7.19.15	<p><b>Date and time of next meeting:</b> Thursday 17 October 2019, 3.30pm to 5.30pm Conference Room, Field House, BRI</p>	
CGo.7.19.16	<p>Resolution to move into closed session approved.</p>	



Date of Meeting	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
18.7.19	CGo.7.19.3	<b>Minutes of the Meeting held on 18 May 2019</b> The following two amendments were required: -Mr John Holden, Acting Chief Executive to be added as 'in attendance'. -Apologies to be recorded for Ms Hardev Sohal. Subject to these amendments the minutes were accepted as a correct record.	Head of Corporate Governance	Council of Governors 17 October 2019	Minutes updated. <u>Action completed.</u>
18.7.19	CGo.7.19.7	<b>Appointment of the External Auditor</b> DW and AEd volunteered to join the AAWG. One other Governor was required to join the working group. Governors interested were invited to contact the Head of Corporate Governance.	Head of Corporate Governance	Council of Governors 17 October 2019	Jenny Scott is the third confirmed Governor member of the Group. <u>Action completed</u>
18.7.19	CGo.7.19.7	<b>Appointment of the External Auditor</b> The inaugural meeting would be scheduled shortly where the group would discuss the appointment process which would be presented to the full Council of Governors for approval.	Head of Corporate Governance	Council of Governors 17 October 2019	<u>Action completed</u>
18.7.19	CGo.7.19.14	<b>Any Other Business – Governors Attending Board Committees</b> It was noted that this proposal was approved and MM requested that DW and WM draw up some principles that could be shared to determine how this would work.	David Wilmshurst & Wendy McQuillan	Council of Governors 17 October 2019	Principals have been drawn up. <u>Action completed.</u>
18.7.19	CGo.7.19.14	<b>Any Other Business</b> WM raised the issue of quoracy with regard to recent Council of Governor meetings as a result of late apologies. She asked if a re-examination of the quoracy rules could take place to see if it was possible to lower the number of governors required.	Head of Corporate Governance	Council of Governors 17 October 2019	
18.7.19	CGo.7.19.14	<b>Any other Business</b> JH referred to the request for an update on the Command centre which had not been addressed previously. It was agreed that a stand alone session would be scheduled.	Head of Corporate Governance	Council of Governors 17 October 2019	