

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

Date	Thursday 19 July 2018	Time	3.30pm – 5.15pm
Venue	Listening for Life Centre, Bradford Royal Infirmary	Chair	Professor Bill McCarthy, Chairman
	<p>Professor Bill McCarthy (BM) Chairman</p> <p>Mr Alan English (AE) Public Governor, Bradford South</p> <p>Ms Pauline Garnett (PG) Staff Governor, Nursing and Midwifery</p> <p>Ms Stella Hall (SH) Public Governor, Bradford East</p> <p>Ms Ruby Hussain (RH) Public Governor, Bradford West</p> <p>Cllr Tariq Hussain (TH) Partner Governor, Bradford Metropolitan District Council</p> <p>Ms Wendy McQuillan (WMc) Public Governor, Keighley</p> <p>Dr Sulleman Moreea (SM) Staff Governor Medical and Dental</p> <p>Ms Jenny Scott (JS) Public Governor, Bradford West</p> <p>Ms Hardev Sohal, Patient Governor, Out of Bradford</p> <p>Mr David Walker (DWa) Vice-Chair/Public Governor Shipley</p> <p>Mr David Wilmshurst (DWi) Public Governor, Shipley</p> <p>Ms Ruth Wood (RW) Staff Governor, All Other Staff Groups</p> <p>Ms Katherine Wright (KW) Staff Governor, Allied Health Professionals & Scientists</p> <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>		
	<p>Mr Amjad Pervez (AP) Non-Executive Director</p> <p>Professor Laura Stroud (LS) Non-Executive Director</p> <p>Ms Selina Ullah (SU) Non-Executive Director</p> <p>Mrs Pauline Vickers (PV) Non-Executive Director</p> <p>Mr Barrie Senior (BS) Non-Executive Director</p> <p>Ms Trudy Feaster-Gee (TFG) Non-Executive Director</p> <p>Dr Trevor Higgins (THi) Non-Executive Director</p> <p>Professor Clive Kay (CLK) Chief Executive</p> <p>Mr Matthew Horner (MH) Director of Finance</p> <p>Ms Karen Dawber (KD) Chief Nurse</p> <p>Dr Bryan Gill (BG) Medical Director</p> <p>Ms Sandra Shannon (SS) Chief Operating Officer</p> <p>Ms Pat Campbell (PC) Director of HR</p> <p>Ms Cindy Fedell (CF) Director of Informatics</p> <p>Mr John Holden (JH) Director of Strategy and Integration</p> <p>Ms Tanya Claridge (TC) Director of Governance and Corporate Affairs</p> <p>Mr Paul Pallister (PP) Trust Secretary</p> <p>Ms Jacqui Maurice (JM) Head of Corporate Governance (minute taker)</p>		

No.	Agenda Item	Actions
CGo.7.18.1	<p>Apologies for Absence</p> <ul style="list-style-type: none"> - Professor Marina Bloj (MB), Partner Governor - Ms Marian Olonade-Taiwo, Public Governor 	
CGo.7.18.2	<p>Declarations of Interest</p> <p>BM declared an interest in relation to agenda item 'CGo.7.18.7 Nominations and Remuneration Committee Report' and the section concerning Non-Executive Director (NED) and Chair Remuneration. The Council of Governors further noted that a proposal regarding the Remuneration of the NEDs and the Chairman would be discussed in the closed meeting of the Council of Governors.</p>	

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CGo.7.18.3	<p>Minutes of the Meeting held on 19 April 2018</p> <p>There were two amendments requested and approved.</p> <ol style="list-style-type: none"> 1. Any Other Business. 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. 2. Dr Trevor Higgins, Non-Executive Director, to be added to the attendance list. <p>Subject to these amendments the minutes were accepted as a correct record.</p>	<p>Head of Corporate Governance</p> <p>Trust Secretary / Chairman</p>
CGo.7.18.4	<p>Matters Arising</p> <p>The Council noted that the following actions from the log had been concluded and were now closed.</p> <ol style="list-style-type: none"> 1. CGo.4.19.6 <u>Council of Governors Engagement Policy</u>: Included on the agenda for this meeting. <u>Action concluded.</u> 2. CGo.4.19.13 <u>NHS Provider Licence Self Certification</u>: The Board declaration was circulated to Governors in advance of the Board of Directors meeting on 10 May. A number of Governors had provided feedback. <u>Action concluded.</u> 3. CGo.4.19.7 <u>Chairman's Report: Private briefing for Governors on Alternative Delivery Model</u>. The Director of Finance delivered a briefing to Governors at a meeting earlier in the day. <u>Action concluded.</u> 	
CGo.7.18.5	<p>Chairman's Report</p> <p>BM requested that the report be taken as read however he would like to draw attention to the successful delivery of the AGM/ Annual Members Meeting on 5 July 2018, the anniversary of the NHS. BM referred to the celebrations held to mark the 70th Anniversary of the NHS and commended staff at the hospital for the efforts they had put in to mark the special occasion. BM also referred to the noteworthy presentation delivered by Professor John Wright, Director of the Institute of health Research. THu stated that the Trust's NHS 70 celebrations had received favourable comment in the council chambers at BMDC.</p> <p>DWi commented on the launch of the new Focus On membership magazine and asked how many members were in receipt. It was noted that the magazine was circulated to those members with an email address and the Trust had approximately 3,000. It was further noted that that the magazine had been circulated to third sector networks across the district and, that a number of copies had been printed and forwarded to GP surgeries.</p> <p>The Council of Governors noted that a call for nominations for Governor seats would soon take place with regard to three of the Trust's public constituencies and the Trust's Patient Constituency. BM encouraged Governors to support the process by encouraging nominations via their own networks within the community.</p> <p>DWa asked the Council to note that he would not be seeking re-election</p>	

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	<p>following the end of his term on 4 December 2018. BM paid tribute to the enormous contribution made by David Walker during his two separate terms as the Public Governor for Shipley. BM remarked on David's other engagement activities at the Trust, adding that he hoped that David would continue to be a great friend of BTHFT. The Council of Governors echoed the sentiments expressed by the Chairman. It was noted that David's last Council of Governors meeting would be 16 October 2018.</p> <p>The Governors noted the Chairman's report.</p>	
CGo.7.18.6	<p>Council Of Governors Engagement Policy</p> <p>PP drew attention to the executive summary presented in the paper. It was noted that that Engagement policy had been presented for approval at the previous Council of Governors meeting held in April 2018. At that time the Council had requested that the policy be reviewed with regard to the Trust's whistleblowing policy. PP stated that he had undertaken the review and determined there was no conflict, nor any additions to be made to the Engagement Policy with regard to the Whistleblowing Policy. He stated that the draft of the Engagement Policy presented at this meeting for review had a few more minor changes in addition to those presented in April. The policy was presented for approval.</p> <p>The Council of Governors accepted and approved the policy.</p>	
CGo.7.18.7	<p>Nominations and Remuneration Committee Report</p> <p>JM highlighted the contents of the report which provided an overview of the items reviewed at the Governors Nominations and Remuneration Committee held on 15 June 2018.</p> <p>The Council of Governors received and noted the report.</p>	
CGo.7.18.8	<p>Proposal for the Non-Executive Director and Chair Appointment Process</p> <p>JM presented the proposal to the Council. The Council considered the proposed changes to the process approved in the previous year to:</p> <ol style="list-style-type: none"> 1. Make it explicit that the process also relates to the appointment of a Chair and; 2. The Terms and Conditions to be presented for approval to the Council of Governors at the same time that a reappointment or appointment is considered. <p>The Council of Governors approved the process.</p>	
CGo.7.18.9	<p>Chief Executive's Report</p> <p>CLK drew attention a number of key items from his comprehensive report. The Council noted;</p> <ol style="list-style-type: none"> 1. The appointments to two Deputy Chief Executive roles; namely Sandra Shannon, Chief Operating Officer and John Holden, Director of Strategy and Integration. 	

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	<p>2. The NHS70 celebrations and the tremendous engagement that had taken place on 5 July with both staff and the local population. CLK singled out the efforts of those staff involved in organising the extensive and well received range of celebratory events and activities.</p> <p>3. NHS Improvement and NHS England working more closely together to support the provision of better integrated working between providers and commissioners.</p> <p>4. Care Quality Commission (CQC) Report into Bradford Teaching Hospitals NHS Foundation Trust; the Council noted that the CQC report had been published on 15 June 2018 following the unannounced inspection in January 2018 and the 'Well-Led' inspection in February 2018 which Governors participated in. CLK asked the Governors to note these inspections had taken place as part of the new CQC operating model. The previous inspection of the Trust's services (in 2016) had taken place as part of the old model. CLK stated that the Board has welcomed the report which confirmed what the Board was already focussed on in terms of those areas that required improvements. The CQC comments regarding the positive improvements it had observed since the previous visit were welcomed along with the CQC's recognition of the patient-centred and compassionate care being delivered by staff. CLK stated that it was disappointing that the Trust's overall rating of 'requires improvement' could not be raised as two of the services that were inspected previously (in 2016) had elements of requires improvement at that time and they were not inspected again in January 2018. As such the Trust remains as 'requires improvement'. CLK stated that it was pleasing that the Well-Led rating had moved up to 'good'.</p> <p>In response to a question raised by DWa; CLK stated that the CQC is required to inspect any service that Requires Improvement' within two years. There will also be an annual Well-Led Review that will take place and there is also a separate Use of Resources rating that is applied by the CQC.</p> <p>SJ stated that she would like to commend the Trust for the improvements that have been made. She added that having been part of inspection teams in other areas she understood that when undertaking spot inspections it can at times be difficult to determine what is good and what is not. The Trust has itself already recognised those areas that do require improvement and is tackling them. SJ stated that she also recognised the potential impact on staff morale from the rating received; particularly given that the inspection excluded those areas previously inspected. SJ stated that the words she would offer to staff were that 'the world in which you operate is always changing and it is never really disempowering to say that you need to improve. We are celebrating the 70th anniversary of the NHS and there have been many improvements that have taken place since 7 July 1948. The Trust is different every day and it continues to learn'. BM thanked SJ for her comments. He echoed the disappointment expressed by the Chief Executive on the rating provided however there was also a recognition that the Trust could do better particularly with regard to Maternity Services and Medicine. There is information included within the inspection report that is of benefit to the Trust to support us in providing better services to our communities.</p> <p>Care Quality Commission (CQC) Local Service Review Final Report; CLK asked governors to note BTHFT's participation within a programme of</p>	

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	<p>targeted reviews of local authority areas. The review took place between 12 and 16 February 2018 and the report was published on 25 May 2018. The report describes what is working well in Bradford and identifies where there are opportunities for improving how the system works for patients using services.</p> <p>THi asked no CQC rating was provided for the Local Service Review. TC explained that the CQC had no authority to provide a rating as the review did not take place under the regulatory framework however, if any overt concerns were raised as a result of the review the CQC would be able to move into its regulatory mode.</p> <p>5. Five-year funding settlement for the NHS: CLK drew attention to the announcement made in June from the government regarding the settlement linked to the NHS development of a 10 year plan to improve performance.</p> <p>BM cautioned that there was a need to be realistic about what the settlement represents. The amount overall was significantly below the increase that the NHS has determined that it needs and local and frank discussions needed to take place on how to get services back on to a stable footing.</p> <p>BM asked if there were any other questions or comments in relation to the Chief Executive's report.</p> <p>PG referred to the CQC Local System Review and commented on the reported difficulties that patients were experiencing in getting appointments and so presenting at A&E. She asked if work was underway to tackle those issues. CLK confirmed that this was being addressed in a host of forums across the patch. It was noted that for the month of June there had been a 7.9% increase in patients attending compared to the same time last year.</p>	
CGo.7.18.10	<p>Development of the Foundation Trust's Quality Plan</p> <p>TC advised that the Foundation Trust's Quality Strategy was due to expire in 2018/19 and, in April 2019 a five year plan would be launched. TC delivered a presentation which focussed on the development of a balanced approach to service improvement and the implementation of a single model for quality improvement. The Governors noted the elements already in place and the further work to support the development of the five year plan – this work would focus on:</p> <ol style="list-style-type: none"> 1. Developing an agreed Trust wide definition and understanding of what quality means 2. Continuing to implement the Trust's Quality Improvement Programme for 18/19 and work with staff, patients and partners to develop the programme for the future. 3. Challenge, review and confirm the Trust's quality goals in light of the Clinical Strategy and feedback from staff, patients and partners <p>As part of the interactive presentation TC led a small workshop to discover:</p> <ol style="list-style-type: none"> 1. How those present defined Quality, 2. How these definitions mapped against the CQC domains of Safety, Effectiveness, Caring, Responsive and Well-Led. In particular where the Quality Definitions were aligned and where there were gaps 3. Thoughts on the key actions that would be required to deliver quality 	

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	<p>improvements as well as how those improvements should be delivered.</p> <p>BM thanked TC for the presentation and the accompanying development session.</p>	
CGo.7.18.11	<p>‘Work as One Week’</p> <p>SS delivered a comprehensive presentation which covered the evaluation and outputs from the ‘Work as one Week’ which ran from 14 May through to 20 May 2018.</p> <p>In particular SS focussed on the benefits to patients which included:</p> <ol style="list-style-type: none"> 1. Capacity freed up earlier in day which meant that long waits in the emergency department were prevented 2. A reduced number of patients waiting unnecessarily for discharge 3. A reduced overall bed occupancy 4. Improved patient flow across all hospital sites 5. Improvements in the Emergency Care Standard performance <p>ThSS covered the positive outcomes for staff and the implementation of new ways of working developed across a range of wards, departments and in respect of service provision as a result of the work as one week as highlighted in the presentation.</p> <p>The Governors also noted the next steps in relation to the ‘work as one’ initiative to maintain motivation and sustainable improvements. Regular ‘work as one weeks were now scheduled’ and would continue every few months.</p> <p>RW shared her experience as a member of staff within the Division of Medicine, of participating within the Work as One Week. She stated that it had been extremely beneficial and it had supported both new ways of working from which improvements had been seen. RW referred to the Multi-Disciplinary Team ward round which involved all the care providers attending the ward rounds together which mean that the patients then have the opportunity to ask any of the questions with all hearing the exchange first hand and so all receive the same messages. RW added that the patients have responded favourably to this and so have the staff. SS advised that there will be further testing of other new models in different areas as a result of the Work as One Week to see how they bed in.</p> <p>THu commended SS for her presentation and asked about the measures in place to assure patient safety during the Work as One Week. SS stated that patient safety remained the number 1 priority which underpinned the work as one week. Also, new ideas were encouraged and people given permission to try them out with the proviso that there was no risk to patient safety. During the work as one week there was also a close review of incidents. Think there was improvement in patient safety – there was less pressure and less crowding which has a negative impact on patient safety.</p> <p>SJ and PG referenced the positives that had come out of the Work as one Week and asked if there were plans for the Trust to publish the outcomes and share the learning. SS confirmed that the benefits of the Work as One Week have been shared and the learning has all been captured.</p>	

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	<p>BM stated that, the Governors should look upon the Work as One Week as a key element to the approaches undertaken by BTHFT to support improvements. BM reminded the Governors that at a previous meeting SS had delivered a presentation on Capacity Planning, another essential key element in the drive to support improvements. The Work as One Week, stated BM, is about the culture of the organisation and how we work as teams. It highlighted the dependency staff have on each other. The third essential element in driving improvements is the support from those in leadership roles in the organisation. This has all been discussed in detail at Board level. BM emphasised the need to ensure the discussions included the culture, values and leadership support to help improve performance rather than falling back on a 'carrot and stick approach' to addressing the performance issues experienced by the Trust.</p> <p>The Council of Governors noted the presentation.</p>	
CGo.7.18.12	<p>Report from the Chair of the Workforce Committee The Council received and noted the report.</p>	
CGo.7.18.13	<p>Report from the Chair of the Finance and Performance Committee The Council received and noted the report.</p>	
CGo.7.18.14	<p>Report from the Chair of the Quality Committee The Council received and noted the report.</p>	
CGo.7.18.15	<p>Report from the Chair of the Partnerships Committee The Council received and noted the report.</p>	
CGo.7.18.16	<p>Report from the Chair of the Major Projects Committee The Council received and noted the report.</p>	
CGo.4.18.17	<p>Report from Chair of the Audit and Assurance Committee The Council received and noted the report.</p>	
CGo.7.18.18	<p>Any Other Business There was no other business discussed</p>	
CGo.7.18.19	<p>Date and time of next meeting: Tuesday 16 October 2018, 3.30pm to 5.30pm, Conference Room, Field House, BRI</p>	
CGo.7.18.20	<p>Resolution to move into closed session The meeting moved into closed session to discuss the Remuneration of the Chair and Non-Executive Directors and, the appointment of an Associate Non-Executive Director.</p>	

ACTION LOG: COUNCIL OF GOVERNORS MEETING HELD 19 JULY 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 Two amendments requested and approved.</p> <ol style="list-style-type: none"> 1. Any Other Business. 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. 2. Dr Trevor Higgins, Non-Executive Director, to be added to the attendance list. <p>Subject to these amendments the minutes were accepted as a correct record.</p>	Head of Corporate Governance	Council of Governors October 2018	Minutes updated. <u>Action Concluded.</u>
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>	Chairman / Head of Corporate Governance		<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.

Date of Meeting	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
					2. Action below (CGo.4.19.7) to be combined with this one.
19/04/18	CGo.4.19.7	<p>Chairman's Report 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.</p>	Trust Secretary	Council of Governors October 2018	<p>The reports are under review. Further development required to address the needs of Governors.</p> <p><u>16/10/2018</u>. Would recommend that this action is combined with the one above, CGo.7.18.3</p>
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 16 October 2018	<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. Discussed with Director of Finance and noted that briefing from Dir of Finance included reference to Capacity and Estates. 4. Dir of Finance / Dir of Strategy and Integration recommend that a private briefing is scheduled for Governors <u>in January 2019</u> with regard to progress on the WOS.