

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

Date:	Thursday 18 January 2018	Time:	3.30pm to 5.30pm
Venue:	Lecture Theatre, Listening for Life Centre, Bradford Royal Infirmary	Chair:	Professor Bill McCarthy
Present:	<p>Professor Bill McCarthy (BM) Chairman Professor Marina Bloj (MB) Partner Governor, University of Bradford Mr Alan English (AE) Public Governor, Bradford South Ms Pauline Garnett (PG) Staff Governor, Nursing and Midwifery Ms Ruby Hussain (RH) Public Governor, Bradford West Cllr Tariq Hussain (TH) Partner Governor, Bradford Metropolitan District Council Ms Wendy McQuillan (WMc) Public Governor, Keighley Ms Hilary Meeghan (HM) Public Governor, Bradford East Dr Sulleman Moreea (SM) Staff Governor Medical and Dental Ms Marian Olonade-Taiwo (MO) Public Governor, Keighley Mr Michael Parry (MP) Public Governor, Bradford East Ms Jenny Scott (JS) Public Governor, Bradford West Ms Hardev Sohal (HS) Patient Governor, Out of Bradford Mr David Walker (DWa) Vice-Chair/Public Governor Shipley Mr David Wilmshurst (DWi) Public Governor, Shipley <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	<p>Mr Amjad Pervez (AP) Non-Executive Director Professor Laura Stroud (LS) Non-Executive Director Ms Selina Ullah (SU) Non-Executive Director Mrs Pauline Vickers (PV) Non-Executive Director Mr Barrie Senior (BS) Non-Executive Director Ms Trudy Feaster-Gee (TFG) Non-Executive Director Professor Clive Kay (CLK) Chief Executive Ms Donna Thompson (DT) Director of Governance and Corporate Affairs / Deputy Chief Executive Ms Karen Dawber (KD) Chief Nurse Ms Pat Campbell (PC) Director of HR Mr Matthew Horner (MH) Director of Finance Ms Sandra Shannon (SS) Acting Chief Operating Officer Ms Cindy Fedell (CF) Director of Informatics Dr Ray Smith (RS) Consultant Anaesthetist / Associate Medical Director for Professional Medical Standards (representing the Medical Director) Miss Lilly Hurford (LH) Assistant Director of HR / Head of Organisational Development Ms Fiona Ritchie (FR) Trust Secretary Mrs Sarah Worstead (SW) Corporate Compliance Manager (minute taker)</p>		

No.	Agenda Item	Action
CGo.1.18.1	<p>Apologies for absence</p> <ul style="list-style-type: none"> - Dr Andy Clegg, Partner Governor, University of Leeds - Ms Stella Hall, Public Governor Bradford East - Ms Ruth Wood, Staff Governor All Other Staff Groups - Ms Katherine Wright, Staff Governor AHP&S 	
CGo.1.18.2	<p>Declaration of Interests BM declared an interest in item CGo.1.18.9, Chairman’s Appraisal Process 2017.</p>	
CGo.1.18.3	<p>Minutes of the Meeting held 16 November 2017 The minutes were accepted as a correct record.</p>	
CGo.1.18.4	<p>Matters arising BM asked the Council of Governors to note that the following actions from the log had been concluded.</p> <ol style="list-style-type: none"> 1 CGo.11.17.5. Chairman’s Report: Governors interested in putting their names forward to be nominated for the NHS Providers’ Governor Advisory Committee (GAC) should contact JM. PG was nominated by the Foundation Trust for election to the Governor Advisory Committee. <u>Action concluded.</u> 2 CGo.11.17.7. NRC Membership: Self-nominations were received from DWa and HS. Both were reappointed to the Committee effective from 1 February 2018. <u>Action concluded.</u> 3 CGo.11.17.10. Quality Report 2017/18: Locally Selected Indicator: The Working Group established to develop a recommendation on the indicator for audit has developed a recommendation for presentation to Governors. Item has been added to the agenda . <u>Action concluded.</u> 4 CGo.11.17.17. Report from the Chair of the Finance and Performance Committee: A presentation on the Integrated Dashboard to be delivered to Governors at the meeting scheduled for 18 January 2018. Item has been added to the agenda. <u>Action concluded.</u> 5 CGo.11.17.22. Chief Executive’s Report: The presentation on Winter Planning delivered to the Board of Directors meeting on 9 November 2017 has been circulated to the Governors on 6 December 2017. <u>Action concluded.</u> 6 CGo.11.17.22. Chief Executive’s Report: With regard to the EPR implementation; the Council of Governors formally acknowledged the “enormous, successful achievement, which clearly could not have happened without the huge amount of professional leadership, training and teamwork by amazing committed staff at all levels. Congratulations were due to every single person involved.” The Council of Governors endorsed this statement which was published in Let’s Talk. <u>Action concluded.</u> 	

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	<p>7 CGo.11.17.23. Operational Plans 2018/19: It was agreed that the Governors would receive a presentation on the Foundation Trust's Values. This has been added to the agenda. <u>Action concluded.</u></p> <p>8 CGo.11.17.24. Care Quality Commission (CQC): The information at the link in the presentation delivered on the 'Programmed Reviews of Effectiveness, Safety and Sensitivity' was circulated to Governors. <u>Action concluded.</u></p> <p>9 CGo.11.17.24. Care Quality Commission (CQC): AE joined the planned visits as part of 'Understanding our ProgRESS in a day' on 6 December 2017. <u>Action concluded.</u></p> <p>10 CGo.11.17.24. Care Quality Commission (CQC): A presentation covering the CQC's visit to be presented at the meeting scheduled for January 2018. The item has been added to the agenda. <u>Action concluded.</u></p>	
CGo.1.18.5	<p>Chairman's Report BM formally thanked Mohammed Iqbal, Non-Executive Director, in his absence, for his commitment to the Foundation Trust over the past three years. His term of office comes to an end on 31 January 2018.</p> <p>BM welcomed Ruby Hussain, newly elected Public Governor (Bradford West); Barrie Senior newly appointed Non-Executive Director, Trudy Feaster-Gee newly appointed Non-Executive Director and Sandra Shannon, Acting Chief Operating Officer to their first Council of Governors meeting.</p> <p>He also congratulated Hilary Meeghan on her second term as Public Governor (Bradford South).</p> <p>As per the Chairman's report: Nominations will be sought for the roles of Vice-Chair and Lead Governor in February 2018 and Governors will be notified of the appointments process.</p> <p>It was noted that Pauline Garnett, Staff Governor had been put forward as the BTHFT nomination to the Governor Advisory Committee.</p> <p>BM asked the Governors to note the remaining contents of his report.</p>	Head of Corporate Governance
CGo.1.18.6	<p>Amendments to the Foundation Trust Constitution DT informed Governors that the following amendments were being proposed to the BTHFT Constitution:</p> <p>Correct existing grammatical and numerical errors and provide:</p> <ul style="list-style-type: none"> • Consistency with regard to the grammatical style in use at the Foundation Trust • Consistency with regard to the corporate terminology in use at the Foundation Trust • Updates with regard to regulatory changes • An addition to 'Section 8 Board of Directors' of the BTHFT 	

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	<p>Constitution to:</p> <p>Add the post of 'Deputy Chief Executive (DCE)' to provide for the option of having a DCE post and allow for:</p> <ul style="list-style-type: none"> - Combining the DCE post with a voting Executive Director post - Combining the DCE post with a non-voting Executive Director post - Having a dedicated Deputy Chief Executive post. <p>The Council of Governors approved the amendments to the BTHFT Constitution.</p> <p>The Trust Secretary will notify NHSI (Monitor) of the updated BTHFT Constitution.</p>	Trust Secretary
CGo.1.18.7	<p>Council of Governors Terms of Reference – Review</p> <p>FR advised the Governors that the Council of Governors Terms of Reference (ToR) are required to be reviewed at least annually. The proposed amendments were presented in 'tracked changes' and sought to align the ToR with other corporate documents to ensure consistency with regard to the corporate style in use at the Foundation Trust. There was also one minor amendment under section 5 - Quorum.</p> <p>DWi raised a query regarding para 2.2; should 'corporate' be 'Bradford Teaching Hospitals NHS Foundation Trust'. FR agreed to check the source document.</p> <p>The Council of Governors approved the Council of Governors Terms of Reference subject to checking the query raised by DWi.</p>	Trust Secretary
CGo.1.18.8	<p>Nominations and Remuneration Committee (NRC) Terms of Reference - Review</p> <p>FR advised the Governors that the Nominations and Remuneration Committee (NRC) Terms of Reference (ToR) are required to be reviewed at least annually. The NRC reviewed the ToR at their meeting on 8 December 2017 and proposed the Council of Governors approve the amendments presented in 'track changes' which sought to align the ToR with other corporate documents to ensure consistency with regard to the grammatical style and corporate terminology in use at the Foundation Trust.</p> <p>The Council of Governors approved the amendments to the NRC Terms of Reference.</p>	
CGo.1.18.9	<p>Nominations and Remuneration Committee (NRC) Meeting Report</p> <p>MB stated there was one item to note. She advised that the NRC had undertaken its first annual review of Committee Performance. A lengthy discussion had taken place at the NRC meeting and they agreed it had developed into an effective Committee, with good representation from Governors and benefitted from the participation of the Executive Directors in attendance. They felt the length and frequency of meetings was appropriate and the reporting mechanism back to the Council of Governors worked well.</p>	

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	The Governors noted the contents of the report	
CGo.1.18.10	<p>Non-Executive Director Appointments The Council of Governors noted the report.</p>	
CGo.1.18.11	<p>Chairman's Appraisal Process 2017 BM left the meeting due to his conflict of interest.</p> <p>PV advised the Governors that in undertaking the appraisal she had sought views from the Chief Executive, Executive Directors, Non-Executive Directors and all members of the Council of Governors. The NRC noted that the appraisal had been undertaken in line with the process approved by the Council of Governors in April 2017.</p> <p>She reported that she had suggested to the NRC that the Chairman's appraisal would benefit from the inclusion of external stakeholder feedback.</p> <p>PV thanked the Council of Governors for their input during the Chairman's appraisal process and requested any concerns are raised with PV during the year.</p> <p>The Council of Governors noted the report. BM re-joined the meeting.</p>	
CGo.1.18.12	<p>Quality Report 2017/18: Locally Selected Indicator for Audit AE reminded the Council of Governors that it had a requirement to select an indicator from the Quality Report to be audited by the External Auditor.</p> <p>He informed the Governors that following the presentation by Deloitte's prior to the last Council of Governors meeting, the Governor Working Group had met with James Mackie, Head of Performance and narrowed the selection down to the following four indicators:</p> <ul style="list-style-type: none"> • A&E Mental Health • Supporting measures: number of diagnostic waits >6 weeks • Ambulance handovers taking longer than 30 minutes to handover • Ambulance handovers taking longer than 60 minutes to handover <p>After consideration, the Governor Working Group reached a consensus on "Ambulance handovers taking longer than 30 minutes to handover" as the indicator recommended to the Council of Governors for approval.</p> <p>The Council of Governors approved the "Ambulance handovers taking longer than 30 minutes to handover" as the Locally Selected Indicator.</p> <p>BM thanked AE for leading the Locally Selected Indicator for Audit Governor Working Group.</p>	
CGo.1.18.13	<p>Chief Executive's Report CLK stated there were two key points to highlight from his report:</p> <ul style="list-style-type: none"> • Delivery of financial and performance challenges to the end of March and beyond, while responding to winter pressures, flu and monitoring quality. 	

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	<ul style="list-style-type: none"> Care Quality Commission - the Foundation Trust had undergone an unannounced CQC inspection which lasted three days from 9 to 11 January 2018. An announced well-led review is expected from 6 to 8 February 2018 followed by a further system-wide review to help the CQC understand how the Bradford and Airedale system has coped with winter. <p>CLK stated he was immensely proud of all staff who continued to respond with resilience and openness in spite of all the challenges.</p> <p>WM asked if the Foundation Trust was meeting the requirements set out in the NHS England / NHS Improvement winter pressures letter. SS confirmed that the Foundation Trust was meeting some of the requirements but felt the letter had given the Foundation Trust an opportunity to focus on the areas that were not working well. The Foundation Trust was working closely with social care to manage pressures.</p> <p>The Council of Governors commended staff for their work in managing the pressures.</p> <p>BM thanked CLK for his report.</p>	
CGo.1.18.14	<p>CQC Update</p> <p>DT advised Governors that the Foundation Trust had undergone an unannounced CQC inspection, carried out by a team of 25 inspectors from 9 to 11 January 2018. BTHFT was given a schedule of teams and individuals the CQC inspectors wanted to interview, requests for information around specific key lines of enquiry was still being received. It was noted that the CQC team had commented that staff had been responsive and welcoming.</p> <p>The CQC will carry out a 'well-led' review from 6 to 8 February 2018, interviewing specific staff with senior responsibility in BTHFT and holding focus groups with consultants, divisional managers, Non-Executive Directors and Governors.</p> <p>The unannounced inspection and 'well-led' review reports are expected in 8 to 12 weeks. It was unclear if it would be one report incorporating both elements or two separate reports. DT agreed to inform Governors when clarity was received.</p> <p>DWa stated that he had attended a CQC focus group before and reassured colleagues that the process had been relaxed and open.</p> <p>MB formally thanked DT on behalf of the Council of Governors for her support to Governors. It was noted that this would be DT's last Council of Governors meeting.</p> <p>The Council of Governors noted the CQC update.</p> <p>BM thanked DT for her update.</p>	
CGo.1.18.15	<p>Board of Directors' Dashboard</p> <p>CF delivered a presentation on the Board of Directors' Dashboard.</p>	

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	<p>From the discussion held following the presentation it was noted that:</p> <ul style="list-style-type: none"> • The Dashboard provides a more holistic view of the Trust than previously. • Committees have their own dashboards that are sub-sets of the Board Dashboard. • Indicators which cannot be RAG rated are shown in purple. • The Dashboard is available on the BTHFT website for Governors to access if they are unable to attend the Board of Directors meeting. <p>In response to a question raised regarding how real time is the data included in the dashboard, it was noted that November 2017 data had been included in the Committee dashboards in December 2017 and Board of Directors in January 2018.</p> <p>The Council of Governors noted the content of the presentation and BM thanked CF for her presentation</p>	
CGo.1.18.16	<p>Foundation Trust Organisation Values PC and LH delivered a presentation on the Foundation Trust Organisation Values noting the process taken, how we will ensure the values are embedded in the FT and what the next steps are.</p> <p>DWa asked about staff training within BTHFT. LH confirmed the Education Services Department leads on training and development at all levels with the OD department responsible for leadership development. Professional development is through continuing professional development (CPD) and the Leadership Strategy had recently been approved.</p> <p>It was noted that the values had been linked to the appraisal system</p> <p>HS asked how the effectiveness is measured. LH confirmed that it was measured through the staff survey and the staff Friends and Family test, appraisal rates, etc.</p> <p>SM asked if it would be possible to make touch typing mandatory for staff using EPR. It was noted that medical schools were encouraging this process with students.</p> <p>The Council of Governors noted the content of the presentation and BM thanked LH for her presentation.</p>	
CGo.1.18.17	<p>Report from the Chair of the Workforce Committee: November 2017 SU highlighted the following key items:</p> <ul style="list-style-type: none"> • Recruitment reflecting the community and various ethnicities at senior level. • Staff who have disabilities and the Chair of Disabilities Staff Network <p>A discussion took place regarding the response rate to the staff survey. It was noted that an external company managed the staff</p>	

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	<p>survey. All staff had been invited to complete the staff survey, using a mix of paper and electronic surveys, which had resulted in a similar response rate. There was an element of suspicion among staff that their survey would be traceable due to the unique ID; this was not the case.</p> <p>PC confirmed a 10 year plan to increase representation at senior level had been agreed to increase development and acting up opportunities for Band 7 BME staff.</p> <p>AE raised concern at the flu uptake and in particular the level of uptake in non-patient contact staff. It was noted that all staff had been offered a flu vaccination and BTHFT had reached 71% uptake, meeting the national 70% target ahead of the 28 February 2018 deadline. Further work would be required next year to encourage higher uptake.</p> <p>The Council of Governors noted the report and BM thanked SU for her report.</p>	
CGo.1.18.18	<p>Report from the Chair of the Finance and Performance Committee: December and November 2017</p> <p>PV highlighted the following key items from the Finance and Performance Committee reports:</p> <ul style="list-style-type: none"> • Following EPR implementation full reporting for a number of key access targets remain outstanding including: RTT, Cancer and Diagnostics. For assurance, data is validated on a daily basis. • GE Finnamore has been engaged to deliver the programme of organisational support and leadership <p>The Council of Governors noted the reports and BM thanked PV for her report.</p>	
CGo.1.18.19	<p>Report from the Chair of the Quality Committee: December and November 2017</p> <p>LS highlighted the following key items:</p> <ul style="list-style-type: none"> • The Quality Committee welcomed the new dashboard which progresses the use of indicators from reporting on the monthly contractual position. • The Information Commissioner's Office (ICO) visited BTHFT in November 2016. An action plan was developed and evidence to support the action plan has been submitted to the ICO, the outcome was awaited. <p>Following a query from AE regarding the Serious Incidents (SIs) and the outcomes, it was agreed that DT would share some case studies with the Governors.</p> <p>The Council of Governors noted the report and BM thanked LS for her report.</p>	<p>Director of Governance and Corporate Affairs</p>
CGo.1.18.20	<p>Report from the Chair of the Major Projects Committee: December 2017</p>	

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	<p>AP highlighted the following key items:</p> <ul style="list-style-type: none"> • The Special Purpose Vehicle business case required further development before a decision could be made. • Following the successful implementation of EPR the Committee is working on ensuring benefits are being realised and an initial review on alignment to existing work. • The Committee had received an update on the progress made with respect to the development of the Wolfson Centre for Applied Health Research. <p>The Council of Governors noted the report and BM thanked AP for his report.</p>	
CGo.1.18.21	<p>Report from the Chair of the Partnerships Committee: December 2017</p> <p>BM advised the Governors that this had been the first meeting of the Partnership Committee and highlighted that the Foundation Trust is engaged in a number of partnerships in West Yorkshire and Bradford.</p> <p>The Council of Governors noted the report.</p>	
CGo.1.18.22	<p>Report from Chair of the Audit and Assurance Committee: December 2017</p> <p>BS informed the Governors that in his role as the new Chair of the Audit and Assurance Committee he would:</p> <ul style="list-style-type: none"> • Meet Audit Yorkshire, BTHFT's Internal Auditors. • Meet Deloitte the recently appointed External Auditors <p>He would focus on:</p> <ul style="list-style-type: none"> • Risk management of the Trust, using the BAF and Corporate Risk Register <p>The Council of Governors noted the reports and BM thanked BS for his update.</p>	
CGo.1.18.23	<p>Any Other Business</p> <p>DW a raised four questions regarding an article on compensation in the Telegraph & Argus:</p> <ul style="list-style-type: none"> • Are the figures as reported correct? • If the two schemes mentioned are covered by NHS Resolution what does this cost BTHFT per annum? • If a defence is offered by BTHFT is it handled by the same people each time on our behalf or is there a tendering system in place or a 'rotational' system in operation? • Do all such claims qualify as a never event? <p>DT responded to the questions. It was noted that:</p> <ul style="list-style-type: none"> • The data is accurate and the claims relate to maternity services 20 to 30 years ago. • NHS Resolution is actively working to reduce the timescales it takes to resolve claims • The company that supports BTHFT in dealing with the claims works well; there are no issues or concerns. • Never events were not around at the time of the incidents. If the incidents happen today it would be investigated as a complaint, serious incident or never event. 	

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	DWA thanked DT for responding to his questions. BM thanked DWA for raising the issue.	
CGo.1.18.24	Date and time of next meeting 19 April 2018, Conference Room, Field House, BRI, 3.30pm to 5.30pm	
CGo.1.18.25	Resolution to move into closed session BM announced that “Due to the sensitive nature of the business to be discussed the Council of Governors now needs to move into closed session”	

ACTION LOG: COUNCIL OF GOVERNORS MEETING HELD 18 JANUARY 2018

Date of Meeting	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
18/01/18	CGo.1.18.5	Chairman's Report. As per the Chairman's report; Nominations will be sought for the roles of Vice-Chair and Lead Governor in February 2018 and Governors will be notified of the appointments process.	Head of Corporate Governance	Council of Governors 19 April 2018	Governors advised of the process and invited to self-nominate. Outcome to be presented at the next CofG meeting. <u>Action concluded.</u>
18/01/18	CGo.1.18.6	Amendments to the Foundation Trust Constitution. The Trust Secretary will notify NHSI (Monitor) of the amendments to the BTHFT Constitution.	Trust Secretary	Council of Governors 19 April 2018	Confirmation of receipt by NHSI received 25 January 2018. <u>Action concluded</u>
18/01/18	CGo.1.18.7	Council of Governors Terms of Reference – Review. DWi raised a query regarding para 2.2, should corporate be Bradford Teaching Hospitals NHS Foundation Trust? FR agreed to check the source document.	Trust Secretary	Council of Governors 19 April 2018	Checked and legislation change made. ToR updated and finalised 22 January 2018. <u>Action concluded</u>
18/01/18	CGo.1.18.19	Report from the Chair of the Quality Committee: December and November 2017. Following a query from AE regarding the Serious Incidents (SIs) and the outcomes, it was agreed that DT would share some case studies with the Governors.	Director of Governance and Corporate Affairs	Council of Governors 19 April 2018	