

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

<b>Date:</b>	Thursday 19 April 2018	<b>Time:</b>	3.30pm to 5.20pm
<b>Venue:</b>	Conference Room, Field House, Bradford Royal Infirmary	<b>Chair:</b>	Professor Bill McCarthy
<b>Present:</b>	<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 Stella Hall (SH) Public Governor, Bradford East          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          Dr Sulleman Moreea (SM) Staff Governor Medical and Dental          Ms Marian Olonade-Taiwo (MO) Public Governor, Keighley          Ms Jenny Scott (JS) Public Governor, Bradford West          Ms Hardev Sohal, Patient Governor, Out of Bradford          Mr David Walker (DWa) Vice-Chair/Public Governor Shipley          Mr David Wilmshurst (DWi) Public Governor, Shipley          Ms Katherine Wright (KW) Staff Governor, Allied Health Professionals &amp; 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>		
<b>In Attendance</b>	<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            Mr Matthew Horner (MH) Director of Finance          Ms Karen Dawber (KD) Chief Nurse          Dr Bryan Gill (BG) Medical Director          Ms Sandra Shannon (SS) Chief Operating Officer          Ms Pat Campbell (PC) Director of HR          Ms Cindy Fedell (CF) Director of Informatics          Mr John Holden (JH) Director of Strategy and Integration          Ms Tanya Claridge (TC) Director of Governance and Corporate Affairs          Mr Matthew Howson (MHo) Head of Planning          Mr Jonathan Barber (JB) Associate Medical Director for Strategy &amp; Integration            Ms Jacqui Maurice (JM) Head of Corporate Governance (minute taker)</p>		

No.	Agenda Item	Action
CGo.4.19.1	<p><b>Apologies for absence</b></p> <ul style="list-style-type: none"> <li>- Dr Andy Clegg, Partner Governor, University of Leeds</li> <li>- Mr Michael Parry, Public Governor Bradford East</li> <li>- Ms Hilary Meeghan, Public Governor Bradford South</li> <li>- Ruth Wood, Staff Governor, All Other Staff Groups</li> </ul>	

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CGo.4.19.2	<b>Declaration of Interests</b> BM declared an interest with regard to item CGo.4.19.12: Divisional Plans 2018/19 and 'research-led care and learning'.	
CGo.4.19.3	<b>Minutes of the Meeting held 18 January 2018</b> The minutes were accepted as a correct record.	
CGo.4.19.4	<b>Matters arising</b> BM asked the Council of Governors to note that the following actions from the log had been concluded. <ol style="list-style-type: none"> <li>1. CGo.1.18.5 <b>Chairman's Report.</b> Nominations had been sought for the roles of Vice-Chair and Lead Governor . <u>Action concluded.</u></li> <li>2. CGo.1.18.6 <b>Amendments to the Foundation Trust Constitution.</b> Confirmation of receipt received from NHSI (Monitor) of changes to the BTHFT Constitution on 25 January 2018. <u>Action concluded</u></li> <li>3. CGo.1.18.7 <b>Council of Governors Terms of Reference – Review.</b> ToR updated with regard to query raised regarding paragraph 2.2. Amendment made to reflect current legislation. ToR finalised on 22 January 2018 and circulated. <u>Action concluded</u></li> <li>4. CGo.1.18.19 <b>Report from the Chair of the Quality Committee: December and November 2017.</b> Following a query from AE regarding the Serious Incidents (SIs) and the outcomes. Internal newsletters regarding learning circulated to Governors. <u>Action concluded.</u></li> </ol>	
CGo.4.19.5	<b>Council of Governors Standing Orders</b> TC advised the Governors that the Council was required to review the Council of Governors Standing Orders annually. She referred to the executive summary and the amendments proposed. The Council of Governors approved the amendments to the Standing Orders.	
CGo.4.19.6	<b>Council Of Governors Engagement Policy</b> JM presented the amendments proposed to the Governors Engagement Policy. It was noted that the policy was required to be reviewed and approved by the Council bi-annually. Following discussion there was a request by DWi for the policy to be reviewed with regard to the provisions in the Foundation Trust's Whistle-blowing Policy. The Council of Governors supported this action. BM requested that the Trust Secretary, once in post, present the policy for approval to the next Council of Governors meeting having taken account of the action requested by the Council.	Trust Secretary
CGo.4.19.7	<b>Chairman's Report</b> BM stated that the written report should be taken as read. BM reported on discussions he had recently had with Governors regarding the reports from the committees and requested that attention 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. BM also requested that two briefings be provided to	Trust Secretary

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	<p>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> <p>The Council of Governors noted the report.</p>	<p>Head of Corporate Governance</p>
CGo.4.19.8	<p><b>Nominations and Remuneration Committee Report</b></p> <p>MB stated that the report described the items discussed at the NRC held on 9 March 2018. She asked the Governors to note that the items referring to the NED's End of Term Review and the Associate NED role would be discussed in the Governors closed session. MB stated that the NRC had approved its work plan for 2018 to 2020 and had also been consulted on the Board appointment of the Senior Independent Director which would be considered by the Board of Directors at their meeting on 10 May.</p>	
CGo.4.19.9	<p><b>NED and Chair Appraisal Process 2018</b></p> <p>MB advised that the process agreed by Governors in April 2017 had now been completed. The review by the NRC had taken account of the positive feedback received from Governors and the Board which led to the conclusion that the process for both the NEDs and the Chair had worked well. There were minor suggestions for improvements to the processes for 2018. For the 2018 NED appraisal process more structured feedback would be sought from Governors via a questionnaire. With regard to the Chair's appraisal the views of external stakeholders would be sought and the NRC would liaise with the Senior Independent Director on which external stakeholders would be approached. MB stated that the NRC recommended that the Council of Governors approve the NED and Chair appraisal process for 2018.</p> <p>The Council of Governors approved the processes.</p>	
CGo.4.19.10	<p><b>Chief Executive's Report</b></p> <p>CLK stated that there were a few key items from the report presented that he would draw attention to. CLK highlighted the two external visits that had taken place; one from the Chief Executive of NHS Providers and the second involving the Regional Director of NHS England. CLK also asked the Governors to note the three CQC inspections that had taken place; namely the Unannounced Inspection, the Well-led Review and, the System-wide Review. He advised Governors that updates would be provided once the Foundation Trust received the formal conclusions of the reviews from the CQC. CLK referred to the section of his report that covered the A&amp;E Delivery Board which had recognised the sterling work of staff who had gone above and beyond in providing the best patient care in response to the winter pressures.</p> <p>BM stated that the CQC inspections and the pressures experienced in A&amp;E had been reflected in the discussions between the Governors and the Non- Executive Directors in their earlier pre-meeting. BM added that the Council of Governors wished to formally note their thanks to staff across the Foundation Trust for their incredible work over the last</p>	

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	<p>quarter in response to the winter pressures, the inspections and not least the resilience demonstrated by staff in continuing to deliver the best patient care possible during the recent difficulties experienced due to the snow.</p>	
<p>CGo.4.19.11</p>	<p><b>Five Year Capital Investment Programme</b></p> <p>MH delivered a presentation that focussed on the Capital programme. The key areas covered were;</p> <ul style="list-style-type: none"> <li>- Investment Profile of the Trust from 2015 through to 2018</li> <li>- The sources of funds for the Capital Programme and;</li> <li>- the Indicative Capital Programme from 2018 to 2021</li> </ul> <p>The key points noted were that;</p> <ul style="list-style-type: none"> <li>- the delivery of full programme was dependent on the Foundation Trust securing the Income and Expenditure Plan.</li> <li>- In 2018/19 the Trust was putting in place a prioritisation and approval process.</li> <li>- Alignment would be made with the Clinical Strategy and the Divisional plans and</li> <li>- Attention was focussed on risks and assurance.</li> </ul> <p>The detailed discussion covered</p> <ul style="list-style-type: none"> <li>- The liquidity profile</li> <li>- The challenges with regard to the delivery of the £12m capital programme given the current financial situation.</li> <li>- The importance of the Trust achieving its control total for 2017/18</li> <li>- The exploration of opportunities in partnership with other key organisations to enable more joined up services</li> </ul> <p>BM thanked MH for the presentation</p>	
<p>CGo.4.19.12</p>	<p><b>Divisional Plans 2018/19</b></p> <p>JH, MHo and JB delivered an in depth presentation. MH reminded the Governors of the briefing provided to them in November which focussed on the Clinical Strategy, its four key themes and the factors and discussions that had influenced its development. The presentation covered the progress to date with regard to the development of the Divisional Plans.</p> <p>Following the presentation a detailed discussion took place. The key points noted were that;</p> <ul style="list-style-type: none"> <li>- The Divisions have reworked their initial plans through the lens of the Clinical Strategy and its four domains.</li> <li>- The level of clinical buy in has been good with teams enthused and coming up with positive ideas to improve their services for patients..</li> <li>- These are very much plans that are and were clinically derived. The ideas have come from clinicians who are involved in delivery of services from the bottom up. They are looking at how services can be improved and also considering the regional footprint.</li> <li>- These have been sense checked and prioritised and the next stage of the process is to present the plans to colleagues, the Clinical Management Team and the Executive Team.</li> <li>- Clinicians are keen to work with other partners across the region</li> </ul>	

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	<p>and consideration is being given to how they can work with other community providers of healthcare.</p> <p>The discussion then focussed on the high level plans presented for each of the Divisions. The Governors noted that there were numerous other proposals but the ones highlighted in the slides were the ones to take forward. The process would involved presenting them to the Executive Management Team and Divisional clinical colleagues and if approved the plans would then go forward through an internal monitoring process.</p> <p>TH asked if the plans involved expanding the footprint of the hospital and if so stated that there might be issues if there was no adequate parking. JH stated that some of the plans were aspirational and others had been worked up in more detail. They would first have to go through the review process and then a formal business case would need to be developed and at that stage there would be a need for a clinical justification and the assurance that the Trust had the infrastructure in place to deliver. The strategic approach was key to planning rather than doing things piecemeal.</p> <p>MB referred to the next stage of EPR. JH advised that EPR will inform the discussions between the Executives and the Divisions.</p> <p>In summing up BM stated that there were three key things to note from the presentation and the discussion.</p> <ol style="list-style-type: none"> <li>1. We are well sighted on a number of things and a couple of things stood out - one was that the Trust could be quite different if we really embedded research into what we do rather than set it up as something separate and so as plans develop it would be interesting to see a focus on that area.</li> <li>2. When all this is added together what does it mean for the Trust's virtual ward. This resonates with a lot of people and it was important to think about where next. The four themes within the Clinical Strategy were useful in understanding the direction of travel for the Trust.</li> <li>3. There is the test being undertaken by the Executives as part of the process and here we have a comparative advantage. We understand where there is a huge need in our population therefore we must benchmark well so that when we come to prioritising decisions we have a sense of where to put our resources.</li> <li>4. This provides Governors with the background material needed when Governors are asking the Chairs of the Committees about what progress is made. Governors can use this as a check on what is happening. Being able to test that is good Governance.</li> </ol> <p>BM thanked JH, MHo and JB for the excellent presentation.</p>	
CGo.4.19.13	<p><b>NHS Provider Licence Self Certification</b></p> <p>TC delivered a presentation which covered the requirement from NHSI that the Board makes a declaration of compliance in relation to certain</p>	

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	sections of the NHS Provider Licence. She advised that as part of the process the Board was required to consult with the Governors with regard to the declaration made. TC advised that the declaration would be circulated to Governors prior to the Board considering the declaration at its meeting on 10 May 2018 for their feedback.	Director of Governance and Corporate Affairs
CGo.4.19.14	<b>Report from the Chair of the Workforce Committee:</b> January 2018 HS asked about progress in relation to the Workforce Race Equality Standard (WRES) . SU stated that the Committee had discussed it in detail and had reviewed the action plan in place. There were a number of initiatives which included training for staff who aspired to leadership positions however, if the Trust continued on the current trajectory then it would miss the target in seven years. Additional initiatives were being considered such as coaching and mentoring and how the Trust could best support acting up development opportunities. PC added that the and the Staff Networks were also being consulted and the recruitment policy was being scrutinised to see if it required strengthening.	
CGo.4.19.15	<b>Report from the Chair of the Finance and Performance Committee:</b> The Council of Governors noted the report.	
CGo.4.19.16	<b>Report from the Chair of the Quality Committee:</b> The Council of Governors noted the report.	
CGo.4.19.17	<b>Report from the Chair of the Partnerships Committee:</b> The Council of Governors noted the report.	
CGo.4.19.18	<b>Report from Chair of the Audit and Assurance Committee:</b> February 2018  DWi stated that the report from the Public Accounts Committee stated that approximately 200 Trusts failed the cyber essentials plus certification following the ransom-ware attack. Did the 200 include BTHFT and what assurance has the Audit and Assurance Committee received with regard to the Trust.  BS stated that the report received by the Committee on the Trusts cyber security arrangements has provided a significant level of assurance. The Director of Informatics has made it clear that total protection is not possible. CF added that the Trust did participate in the cyber essentials plus certification and we were one of the first Trust's to do so and we received recommendations that we acted on. BTHFT has no outstanding actions and we continue to have fully trained members of staff in relation to cyber essentials.	
CGo.4.19.20	<b>Any Other Business</b> There was no other business discussed	
CGo.4.19.21	<b>Date and time of next meeting</b> 19 July 2018, Listening For Life Centre, BRI, 3.30pm to 5.30pm	
CGo.4.19.22	<b>Resolution to move into closed session</b> 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 19 APRIL 2018**

Date of Meeting	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
19/04/18	CGo.4.19.6	<p><b>Council Of Governors Engagement Policy</b>            Following discussion there was a request by DWi for the policy to be reviewed with regard to the provisions in the Foundation Trust's Whistle-blowing Policy. BM requested that the Trust Secretary, once in post, present the policy for approval to the next Council of Governors meeting having taken account of the action requested by the Council.</p>	Trust Secretary	Council of Governors 19 July 2018	Account has been taken of the Trust's whistle-blowing policy. The Governors Engagement policy is on the agenda for 19 July 2018. <u>Action concluded.</u>
19/04/18	CGo.4.19.7	<p><b>Chairman's Report</b>            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	The reports are under review. Further development required to address the needs of Governors.
19/04/18	CGo.4.19.7	<p><b>Chairman's Report</b>            Two briefings 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>	Head of Corporate Governance	Council of Governors 19 July 2018	SPV session scheduled for 19 July 2018. Session regarding Capacity and Estates provisionally scheduled for 14 September 2018.
19/04/18	CGo.4.19.13	<p><b>NHS Provider Licence Self Certification</b>            The Board is required to consult with the Governors with regard to the declaration made. TC advised that the declaration would be circulated to Governors prior to the Board considering the declaration at its meeting on 10 May 2018 for their feedback.</p>	Director of Governance and Corporate Affairs	Council of Governors 19 July 2018	Declaration circulated to Governors for feedback. <u>Action concluded</u>

