

Unconfirmed Minutes - Council Of Governors Meeting

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| Date | Thursday 17 October 2019 | Time | 15:00 – 16:00 |
| Venue | Conference Room, Field House, BRI | Chair | Dr Maxwell Mclean, Chairman |
| Present | <ul style="list-style-type: none"> - Dr Maxwell Mclean (MM), Chairperson - Mr Alan Edmonds (AEd), Public Governor Bradford West - Mr Alan English (AEng), Public Governor Bradford South - Ms Pauline Garnett (PG) Staff Governor Nursing and Midwifery - Ms Stella Hall (SH), Public Governor Bradford East - Ms Wendy McQuillan (WM), Public Governor, Keighley - Ms Hilary Meeghan (HG), Public Governor Bradford South - Dr Sulleman Moreea (SM), Staff Governor Medical and Dental - Ms Marian Olonade-Taiwoo, Public Governor Keighley - Mr Kursh Siddique (KS), Public Governor Bradford East - Mr David Wilmshurst (DW), Public Governor, Shipley | | |
| In attendance | <ul style="list-style-type: none"> - Mr Barrie Senior (BS), Non-Executive Director - Ms Selina Ullah (SU), Non-Executive Director - Ms Trudy Feaster-Gee (TF-G), Non-Executive Director - Professor Laura Stroud (LS), Non-Executive Director - Mr Mohammed Hussain (MH), Non-Executive Director - Mr John Holden (JH), Acting CEO - Ms Pat Campbell (PC), Director of Human Resources - Ms Sally Scales, Deputy Chief Nurse (SS) representing Karen Dawber, Chief Nurse - Ms Sandra Shannon (SES), Chief Operating Officer - Mr Matthew Horner (MH), Director of Finance - Ms Tanya Claridge (TC), Director of Governance and Corporate Affairs - Ms Jacqui Maurice (JM), Head of Corporate Governance [Minutes] | | |

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| | Chair's opening remarks MM welcomed all to the meeting. He outlined the schedule of activities arranged which included an opportunity for Governors to visit to the World café exhibition to enable engagement with staff and visitors followed by the joint Annual General Meeting and Annual Members meeting at 6.00pm. MM requested that an item be added to any other business for JH to provide an update as to the position of the Trust with regard to the Long Term Plan. MM asked if there were any other additional items that Governors wished to add to the agenda. There were no other items. | |
| CGo.10.19.1 | Apologies for Absence The following apologies were noted: <ul style="list-style-type: none"> - Dr Andrew Clegg, Partner Governor, University of Leeds - Ms Hardev Sohal, Patient Governor - Professor Alastair Goldman, Partner Governor University of Bradford | |
| CGo.10.19.2 | Declarations of Interest There were no interests declared. | |

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| CGo.10.19.3 | Minutes of the Meeting held on 18 July 2019 The minutes were accepted as a correct record. | |
| CGo.10.19.4 | Matters Arising MM referred to the action log appended to the minutes and the Council discussed and noted the following with regard to the actions. <ul style="list-style-type: none"> - <u>CGo.7.19.3 Minutes of the Meeting held on 18 May 2019:</u> The amendments as listed on the action log have been completed. <u>Action closed.</u> - <u>CGo.7.19.7 Appointment of the External Auditor.</u> Jenny Scott was confirmed as the third member of the Auditor Appointment Working Group (AAWG) following a request for an additional Governor Volunteer. <u>Action closed.</u> - <u>CGo.7.19.7 Appointment of the External Auditor.</u> The first meeting of the AAWG had taken place and developed a recommendation regarding the appointment process to be presented to the Council of Governors for Approval. <u>Action closed.</u> - <u>CGo.7.19.14 AOB: Governors Attending Board Committees.</u> Protocols governing attendance were developed by WM and DW, shared with the MM and TC for review and, discussed with Governors at the pre-meeting earlier in the day. AEd suggested that the protocols would benefit from further review particularly with regard to the inclusion of the 'confidentiality clause' which he felt might prevent a Governor raising an issue under FTSU if they felt it appropriate to do so. It was agreed that the principles would be amended and circulated in their final version however there was an expectation that the Governors would respect that the Committees of the Board are not held in public. This did not preclude Governors from raising an issue in line with the Trust's FTSU policy if they wished. MM requested that the Governors confirm which Committee meetings they would be attending and, that TC shares attendance information with the Committee Chairs. - <u>CGo.7.19.14 AOB: Issue of Quoracy.</u> JM reported that the levels of quoracy required for the Council of Governors were set in relation to the total number of Governors within a Council and required that just over half the total number were required to be present at a formal meeting. As such it would not be appropriate to change the quorum required at BTHFT. <u>Action closed.</u> - <u>CGo.7.19.14 AOB: Update on Command Centre.</u> A stand alone session would be scheduled for Governors. | Director of Governance and Corporate Affairs. |
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| CGo.10.19.5 | Chair's Report MM referred to his report which he assumed all colleagues had read. He drew particular attention to those key items shared with the Board of Directors - in particular an update on the election process which had returned four governors for the public and patient seat but no nominations for the two staff governor seats. The Governors noted that a new election process would take place at the end of January 2019 to seek to fill these two remaining. MM also referred to item 7 concerning the Chair's quarterly informal meeting with Governors. He advised that with regard to those subjects discussed at the session, of particular note was the Governors attendance at Committees as referenced previously. MM added that he | |

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| | would like to see this expedited as quickly as possible. | |
| CGo.10.19.6 | <p>Non-Executive Director Appraisals Process</p> <p>MM advised that, as reported in the paper, he had undertaken appraisals in line with the process agreed by the Council of Governors. Appraisals had been conducted with all six Non-Executive Directors and meetings were scheduled meetings with the two new Non-Executive Directors (Julie Lawreniuk and Mohammed Hussain) to share with them the Non-Executrive Director group objectives and agree with them any learning and development needs they may have identified. MM further advised that he wold be meeting with both Non-Executive Directors in the new year to set their personal objectives. The Govenros noted that the report had been discussed and reviewed with the Governors Nominations and Remuneration Committee. The Council confirmed that it derived assurance from the report.</p> | |
| CGo.10.19.7 | <p>Process for the Appointment of the External Auditor</p> <p>DW asked the Council to note that the first meeting of the AAWG had taken place. As detailed in the paper the group had worked to develop the process to be followed and agreed on the key elements of that process (following advice from the Head of Procurement) with a view to presenting a recommendation regarding the appointment to the Council of Governors in April 2020.</p> <p>DW asked the Council of Governors to approve the process presented at Appendix 1. The Council of Governors approved the process.</p> <p>MM thanked DW for his report.</p> | |
| CGo.10.19.8 | <p>Quality Report 2019/20: Locally selected Indicator</p> <p>JM advised that, as per the paper, a small group of Governors was required to undertake the annual requirement to develop a recommendation to be presented to the Council for approval on the indicator to be selected from the Trust's Quality Report. This indicator would be subject to audit by the Trust's External Auditor. Those Govenrors interested in being part of the selection group were asked to contact JM by close of 31 October 2019.</p> | |
| CGo.10.19.9 | <p>Membership Plan 2020/2022 – Update</p> <p>AEd reminded the Council that the membership of the group comprised himself, JS, PG, the Chief Nurse and Selina Ullah, Non Executive Director. He advised that the group had met a total of three times since its inception. AEd reported that lots of good discussion had taken place which had been driven by the following key headlines.</p> <ul style="list-style-type: none"> - Being a Foundation Trust member - Public/Patient member involvement - Staff Member Involvement and; Communications and engagement between Governors and public/patient members - Our membership base <p>AEd reported that the group had discussed the Governors responsibilities with regard to engagement with members and the public and, the Governors requirement to share views and feedback from members and the public to the Board of Directors. AEd stated that the focus was on the delivery of a few key events that could support that objective, the different levels and methods of communications required and further, thinking about</p> | |

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| | <p>how agendas are set for the Council of Governors meetings.</p> <p>At the meeting held on 3 October the many items discussed at 6 September were reviewed and the group has now started to consider how the plan itself would be formulated. A discussion did take place with regard to current membership figures (still at the third highest in the country) and a determination does need to be made about maintaining that level of membership. What is clear stated AEd is that the group is keen that the Trust builds a solid and beneficial relationship with our members.</p> <p>AEd stated that with regard to the original schedule, the group is not yet in a position to meet the timescale of seeking sign off of the Membership Plan from the Board of Directors in January 2020. As agreed on 3 October, with Membership Task and Finish Group there are key items to be considered at the next meeting planned for 13 November. These are;</p> <ul style="list-style-type: none"> - Delivery of a one-off communication with our membership - The need to undertake targeted membership recruitment particularly with regard to our Eastern European communities. - Delivery of a quarterly or bi-annual member/public e-newsletter - Roving Governor stands to support recruitment and member/public engagement - Consideration of the new overarching Patient and Public Engagement Strategy being developed at the Trust - Preparation and review of the draft of the Membership Plan <p>Therefore the group is proposing that it would</p> <ul style="list-style-type: none"> - Seek Governors feed back on the plan in January 2020 - Seek Board Approval of the plan in March 2020 - Implement the plan in April 2020 <p>MM thanked AEd for his comprehensive report and requested that he be kept closely advised on the work of the group as this was an area that he particularly wished to be closely sighted on.</p> | |
| CGo.10.19.10 | <p>Nominations and Remuneration Committee (NRC) Report</p> <p>WM asked the Council to note the contents of the report which described the work covered by the Committee during its last meeting. The key focus of the last meeting of the NRC was the report received from the Chair on the NED Appraisals.</p> <p>The Council noted the content of the report.</p> | |
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| CGo.10.19.11 | <p>Acting Chief Executive's Report</p> <p>JH drew attention to the period covered by the report (July through to September). JH stated that whilst the report may be quite lengthy he wanted to ensure that there was effective and comprehensive communications with Governors about a range of subjects. He also noted that Governors were kept up to date through a range of communications which were now facilitated through their own personal Trust email accounts.</p> <p>With regard to the report JH stated that there were a number of key items that he would like to draw attention to. He asked that Governors note in</p> | |

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| | <p>particular,</p> <ul style="list-style-type: none"> Item 2c: Launch of the NHS England and NHS Improvement West Yorkshire Vascular Services Consultation to decide on where an arterial centre should be located. The proposals being consulted on could result in all specialised vascular surgery that requires an overnight hospital stay being transferred from Huddersfield Royal Infirmary to Bradford Royal Infirmary, which would potentially affect up to 800 patients a year. Item 3a: New Consultant appointments. BTHFT has good news to report on the new appointments particularly at a time when other Trust's are struggling to fill posts at this senior level. There is an implied vote of confidence in our Trust that these Consultants have also chosen to work here. Items 4b and 4c: The success of staff at the Trust in winning two national awards, the first being the Quality Improvement Team and a member of it's staff becoming the recipient of the HSJ Patient Safety Innovation of the Year Award and; the Informatics Team being named Team of the Year at the Digital Health Awards that celebrate achievements of health care IT leaders throughout the UK. <p>JH asked for any questions. TH asked about the Trust's preparedness for Brexit. JH advised that the Trust is as prepared as it could be and has been following the national guidance and rules laid down. A special committee has been mobilised comprised of subject matter experts which is chaired by the Director of Governance and Corporate Affairs. Assurance is sought from each area of the Trust on arrangements in place. JH stated that, as Acting CEO, he is satisfied that robust arrangements are in place to actively look at all the possible risks.</p> <p>AEd commented on the success of Governors now having being a part of the Trust's email system which has allowed for the provision of updates on a wide range of topics which Governors should ensure they note. This is great step forward.</p> <p>AEd also commented on the length of this Council of Governors meeting which he felt had 'rushed' in order to accommodate the visit to the World Café and the AGM. In future the Governors should have the full two hours set aside for the meeting.</p> | |
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| CGo.10.19.12 | <p>Reports from the Committee Chairs'</p> <p>The Council of Governors noted the reports from the Chairs of the Committee.</p> | |
| CGo.10.19.13 | <p>Any Other Business</p> <p>JH referred to the Long Term Strategy and agreed with the Council of Governors that a stand alone session would be scheduled to provide Governors with an indepth update with regard to the BTHFT response and developments.</p> | Head of Corporate Governance |
| CGo.10.19.14 | <p>Date and time of next meeting:</p> <p>Thursday 16 January 2020, 3.30pm to 5.30pm</p> <p>Conference Room, Field House, BRI</p> | |

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| CGo.10.19.15 | Resolution to move into closed session The Council of Governors confirmed that it would now move into closed session to discuss an item that required private and confidential consideration in the first instance. | |
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| Date of Meeting | Agenda Item | Required Action | Lead | Timescale | Comments/Progress |
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| 18.7.19 | CGo.7.19.14 | Any other Business 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 | Date to be confirmed in February 2019. |
| 17.10.19 | CGo.10.19.4 | Matters arising: Governors Attending Board Committees It was agreed that the protocols would be amended and circulated in their final version however there was an expectation that the Governors would respect that the Committees of the Board are not held in public. | Director of Governance and Corporate Affairs | Council of Governors January 2020 | Protocols update and circulated. <u>Action concluded.</u> |
| 17.10.19 | CGo.10.19.13 | Any Other Business A session on the Long Term Strategy to be scheduled to provide Governors with an indepth update with regard to the BTHFT response and developments. | Director of Strategy and Integration | Council of Governors January 2020 | Date to be confirmed in February 2019. |