

Unconfirmed Minutes - Council Of Governors Meeting

Date	Thursday 15 April 2021	Time	15:30 – 17:30
Venue	Meeting held via MS teams	Chair	Dr Maxwell Mclean, Chairman
Present	<ul style="list-style-type: none"> - Dr Maxwell Mclean, Chairman - Mr Dermot Bolton, Public Governor, Bradford West - Mr Mark Chambers, Patient Governor - Ms Pauline Garnett, Staff Governor, Nursing And Midwifery - Professor Alastair Goldman, Partner Governor, University Of Bradford - Ms Wendy Mcquillan, Public Governor, Keighley - Mr David Wilmshurst, Public Governor, Shipley - Mr Kursh Siddique, Public Governor - Ms Hardev Sohal, Patient Governor - Ms Helen Wilson, Staff Governor - Ms Stella Hall, Public Governor, Bradford East 		
In attendance	<ul style="list-style-type: none"> - Mr Mohammed Hussain, Non-Executive Director - Ms Julie Lawreniuk, Non-Executive Director - Mr Altaf Sadique, Non-Executive Director - Mr Barrie Senior, Non-Executive Director - Mrs Karen Walker, Non-Executive Director - Ms Mel Pickup, Chief Executive - Mr John Holden, Director Of Strategy and Integration/Deputy Chief Executive - Mr Sajid Azeb, Chief Operating Officer - Ms Pat Campbell, Director Of Human Resources - Ms Karen Dawber, Chief Nurse - Mr Mark Holloway, Director of Estates - Mr Matthew Horner, Director Of Finance - Dr Ray Smith, Chief Medical Officer - Ms Laura Parsons, Associate Director Of Corporate Governance/Board Secretary - Ms Jacqui Maurice, Head Of Corporate Governance 		

No.	Agenda Item	Actions
CGo.4.21.0	Chair's opening remarks Dr Maxwell Mclean, Chairman, welcomed all to the meeting and highlighted the agenda items to be covered.	
CGo.4.21.1	Apologies for Absence The following apologies were noted. <ul style="list-style-type: none"> • Ms Ruth Wood, Staff Governor • Ms Kavitha Nadesalingam, Staff Governor • Ms Selina Ullah, Non-Executive Director • Mr Paul Rice, Chief Digital and Information Officer 	
CGo.4.21.2	Declarations of Interest The Chairman declared an interest in agenda items CGo.4.21.15 and CGo.4.21.16 however, given that they are process documents, the Council agreed that Dr Mclean would continue to chair the meeting.	
CGo.4.21.3	Minutes of the meeting held on 21 January 2021 The previous minutes were accepted as a correct record.	

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	<p>Amit Bhagwat proposed some significant amendments in relation to his comments under item CGo.1.21.5. These have been reviewed by LP and she felt that the written minutes as tabled included sufficient detail to cover the item so no further amendments have been made however Mr Bhagwat's comments will remain on file.</p>	
<p>CGo.4.21.4</p>	<p>Matters Arising</p> <p>The Chairman referred to the action log appended to the minutes. The following items were confirmed as closed by the Council:</p> <ul style="list-style-type: none"> • CG21001 - Council of Governors Terms of Reference • CG21002 - Chair Appraisal process 2020 • CG21003 - Governors Annual Evaluation and, Skills and Knowledge Audit • CG21004 - Chairs opening remarks • CG21005 - Minutes 15 October 2020 • CG20011 - NHS providers CAC elections 	
<p>CGo.4.21.5</p>	<p>Summary of the pre-meeting with Non-Executive Directors (NEDs)</p> <p>The Chairman confirmed the pre meeting held prior to this meeting has taken place with the governors and the NED's. Very productive discussions took place regarding Academy business and Audit Committee business.</p> <p>A debate took place with regard to the Capital rules and the requirement to complete any spend before year-end. The Governors praised the Act as One programme and said they would find it useful to have good visible examples of how we as a Trust contribute to that agenda.</p> <p>Questions regarding Research were raised by Governors. In general they thought it was good to see Research being brought to Board via a direct line from the Quality Academy.</p> <p>Governors, in their initial meeting noted that it wasn't always clear to them how they should share issues with the Trust that might have been raised with them by their constituents. Some further guidance and support is requested for Governors to fulfil their duties to constituents when matters were raised. The Associate Director of Governance and Corporate Affairs / Board Secretary agreed to convene a session for Governors.</p> <p>The Council noted the verbal update.</p>	<p>Board Secretary CG21006</p>
<p>CGo.4.21.6</p>	<p>Chairman's Report</p> <p>The Chairman highlighted the following key points with regard to his report and the Council noted that:</p> <ul style="list-style-type: none"> • We will remain working virtually until the end of September by which time this will be reviewed. • Three governors; Marian Olonade-Taiwo, Andrew Clegg, and Alan English have stood down from the Council. • Elections are underway for Governors to represent Bradford West (1), Shipley (1) and Bradford South (2). • The Chairman expressed his thanks to Pauline Garnett for her the commitment she gave to her role on the NHS Providers Governor Advisory Committee. 	

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	<ul style="list-style-type: none"> Each member bulletin will now be made available in an easy read format. <p>The Council noted the report.</p>	
CGo.4.21.7	<p>Chief Executive's Report (including maintaining patient safety and experience during the pandemic and the NHS staff survey results 2020)</p> <p>The Chief Executive felt previous opportunities for her executive colleagues to speak at the Council meetings was quite limited and that this was a missed opportunity to highlight the great work taking place across the Trust. She advised that questions raised by Governors at their pre meeting would be covered under this agenda item by members of the Executive Team.</p> <p>The Chief Executive asked the Council to note that our Trust was in a new phase of Covid recovery and re-start and that this would be our 'new normal' alongside the relaxation of lockdown. The Trust had also recently received the Operational Financial Planning Guidance from NHS England / Improvement (NHSE/I). This is a document that we usually receive in late December which gives us time to plan ahead of the financial year-end. The main focus of the guidance is recovery from the pandemic and the new way of working. Governors should note that the operational priorities for the coming year were:</p> <ul style="list-style-type: none"> Supporting the health and wellbeing of staff and taking action on recruitment and retention Delivering the Covid vaccination programme and continuing to meet the needs of patients with Covid-19. Restoring elective and cancer care Expanding primary care capacity to improve access Transforming community and urgent emergency care to prevent inappropriate attendance at emergency departments Working collaboratively across systems to deliver on the priorities <p>In response to questions raised by the Governors the following presents a summary of the key points discussed with the Chief Operating Officer, Chief Medical officer, Chief Nurse and, Director of Human Resources discussed with the Council the following.</p> <p>The Chief Operating Officer advised that we still have 33 Covid patients in the hospital which is relatively high over the West Yorkshire area. Work is ongoing to restart and part of that is to segregate our estate so that we can safely care for those Covid patients. Independent sector providers are still being used until the end of September. The Chief Medical Officer confirmed that the numbers of Covid patients needing intensive care and non-invasive ventilation is a proportion of the overall number of Covid inpatients. The Chief Operating Officer reported that there is a huge backlog of work to be undertaken to re-start and, patients will be prioritised based on clinical need. There are four main priority groups which have been agreed in line with national bodies and are defined in the following ways;</p> <ul style="list-style-type: none"> Priority one patients – emergency cases Priority two patients – to be seen within one month Priority three patients – to be seen within three months Priority four patients – to be seen at a period greater than three months <p>Regular weekly meetings are taking place to review the theatre lists and</p>	

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	<p>how we allocate these in line with the priorities patient's schedule. In parallel with this we have a programme of work to review patients that have waited past their review date.</p> <p>The Chief Nurse provided an update on the vaccination programme. The Council noted that since the middle of December 2020 we have vaccinated 270,000 people from across Bradford. This includes;</p> <ul style="list-style-type: none"> • 93% of care home residents • over 90% of 65 year olds • 75% of NHS staff <p>Work is ongoing to improve the number of staff being vaccinated with specific sessions held at the Trust to encourage uptake. A lot of hesitancy relates to the long term effects of the vaccine and the impact on fertility. Sessions have been held around fertility and the content of the vaccine for our staff that are Muslim. There will however always be a cohort of people who do not want to be vaccinated. Conversations have taken place with the University with students that do not want to be vaccinated as we do not want to have the risk of unvaccinated students working in some of our most high risk areas. We would expect students wanting to work in ICU or neonatal to have had their vaccine. It may be that for future working unvaccinated staff would need to be allocated to low risk areas. A letter was sent to all frontline staff not recorded as receiving the vaccine encouraging them to take up the offer or, report if they had received a vaccination elsewhere. This letter will be replicated with our new starters who have joined the Trust within the last two months. The Council further noted that a city wide Equality Plan is in place which looks at staff and, health and social care workers and how to provide the best vaccine coverage. The Trust also has a strategic risk on our register focussed on staff declining to be vaccinated. The Chief Nurse further advised that during the pandemic we have focussed on communication with staff, patients and visitors with regard to infection prevention and control. The Trust also set up a PPE hub was set up to provide staff with PPE equipment throughout the pandemic. Additional checks were also undertaken by senior staff on a daily basis during visits to Covid wards.</p> <p>The Chief Nurse stated that as we move out of the pandemic Bradford still remains one of the highest areas for Covid infections nationally and we want to remain cautious in how we re-instate visiting. We have re-instated visiting for patients who have been at the Trust for over 14 days, patients at end of life, patients with cognitive impairments and, child patients and maternity services. Moving forward we have engaged with the Maternity Voices Partnership around further relaxation of visiting within maternity and the feedback is that women do not want to go back to fully open visiting as was previously in place. Our Trust wants to ensure that when visiting is re-instated across all wards this is done in a controlled way and guided by the best interest of the patients however, we will not be returning to what we recognised as normal anytime soon.</p> <p>The Director of Human Resources provided an update on the NHS Staff Survey results for 2020 and highlighted the following key themes from the slides presented:</p> <ul style="list-style-type: none"> • The Staff Survey ran between September and December 2020 • We had more staff who worked on a Covid ward or department, more staff who were redeployed and less staff working remotely compared to the national picture. • We saw a statistically significant reduction in five areas of the results 	

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	<p>which were related to immediate managers, morale, safe environment, staff engagement and team working.</p> <ul style="list-style-type: none"> Results were affected by the number of staff re-deployed and working in different teams and the extreme pressure that staff were under during the pandemic. Improvements were seen on the quality of care indicators, safety culture and staff feeling that the Trust took positive action with regard to health and wellbeing. Improvements were also seen in the key areas of recommending the organisation as a place to work and recommending the hospital to a friend or relative for treatment. <p>The Council was advised of the discussion that took place at the People Academy meeting in March on the staff survey results. The results have been shared with our Clinical Business Units (CBUs) and Corporate departments. Focus groups have taken place recently and we will be presenting outcomes to the next Equality and Diversity Council meeting. From this key corporate actions will be collated going forward and work will take place with the CBU's in terms of areas to improve. Our corporate focus is around creating a culture of civility, respect and kindness in the workplace.</p> <p>The Director of HR referred to another question raised by the Council on seating / break out areas for staff taking breaks. She confirmed that most of the seating on the public areas has been removed during the pandemic to discourage people sitting as this would clearly be breaking the social distancing rules. Work has been ongoing around safe workspaces for staff in non-clinical areas. The plan is to maintain social distancing indoors until this is safe to do so. The Chief Executive added that during the pandemic it was highlighted that we had very poor changing facilities for staff. A complete revamp of staff changing facilities is underway at both BRI and SLH. Issues raised by staff cover access to hot food and drinks out of hours and the availability of spaces for a break/downtime. A staff hub is planned to be established later in the year in the courtyard outside Costa which will have a kitchen, internet access, and a TV which staff can use to relax whilst on a break. We are also taking the opportunity to enhance our gardens by putting in some benches and picnic tables for staff. To encourage cycling we have recently added two new cycling compounds which are due for delivery at BRI and SLH – these will each store 30 bikes securely.</p> <p>Jon Prashar, Non-Executive Director, emphasised that the patience and focus staff have shown has been spectacular. The whole concept of kindness, civility and respect - so much of what we do as an organisation has been built on this and culturally we are moving in the right direction. He also praised the excellent leadership shown from the Chief Executive, Executives and the Head of Equality and Diversity for their work with regard to the delivery of the equality agenda. Pauline Garnett, Staff Governor, echoed the sentiments expressed by Jon Prashar.</p> <p>The council noted the verbal update.</p>	
CGo.4.21.8	<p>Academy Governance Model – Update</p> <p>The Associate Director of Corporate Governance / Board Secretary confirmed that the new Board governance structure is now in place and operational. All Academy meetings take place on a monthly basis and the terms of reference and work plans have now been agreed. The updated</p>	

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	<p>terms of reference have also been agreed for the Regulation and Assurance Committee and, the Audit Committee terms of reference have recently been reviewed. The Associate Director of Corporate Governance / Board Secretary referred to the slides which gave a brief overview of the Board and Committee structure and provided further detail for the Academies. An interim review of the Academies will take place in July 2021 and an annual review will take place in March 2022.</p> <p>The Chief Medical Officer provided an overview of the Quality Academy. He advised that meetings are scheduled on a monthly basis apart from August and December. He and the Chief Nurse are joint chairs of the Academy. There is a wide membership to ensure that all areas are represented. Key areas which had been considered to date by the Academy included;</p> <ul style="list-style-type: none"> - Quality dashboard which was currently subject to a detailed review - Quality oversight and exception profile. This report was developed in response to the pandemic to ensure that the quality of patient care was maintained and managed despite the challenges we have been facing. <p>The Director of HR provided an overview of the People Academy. Meetings are scheduled on a monthly basis apart from August and December. The membership is wide and diverse and this has enabled good debate on topics discussed. We try to incorporate a key topic/key focus at each meeting which is linked to an area of the NHS People Plan. The focus at the April meeting will be flexible working as this is a key priority. Equality, Diversity and Inclusion will be the key theme at the May meeting.</p> <p>Julie Lawreniuk, Chair of the Finance and Performance Academy advised that they too hold meetings monthly apart from August and December. She advised that most of the assurance items were previously discussed at the Finance and Performance Committee and that Act as One, WYAAT and ICS programme updates will be received by the Academy. New members have joined the Finance and Performance Academy as it is developing and the Academy will also receive quarterly updates on the Estates improvement plan.</p> <p>The Chairman queried if work had taken place on how we make Academy business more visible to governors in the future. The Director of Strategy and Integration confirmed that this would be discussed further with Executive colleagues. Wendy McQuillan, Governor, suggested that some working examples of the learning and outcomes that have been discussed at Academy level be provided to Governors. The Director of HR cited a recent example regarding 'improving our disciplinary practices' which was discussed at People Academy and then presented at Board. As such a number of items are available as part of the Board of Directors agendas.</p> <p>The council noted the presentation.</p>	
CGo.4.21.9	<p>Annual Members Meeting/Annual General Meeting (AMM/AGM)</p> <p>The Head of Corporate Governance provided a verbal update on the AMM/ AGM scheduled for 28 September 2021 from 5pm to 7pm. Last year our AMM/AGM received 536 views on YouTube and approximately 70 people watched it live. We will be delivering the AMM/ AGM virtually again this year and Governors are asked to get in touch if they would like to be part of the governor working group by 26 April 2021. A report will be</p>	

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	<p>provided on progress to the July Council of Governors meeting.</p> <p>The council noted the verbal update.</p>	
CGo.4.21.10	<p>Annual Governor Evaluation</p> <p>The Head of Corporate Governance provided a brief summary on the outcomes of the Governors Annual Evaluation with 14 out of 16 governors completing the self-assessment tool. Overall, generally, we received good feedback. She highlighted the red rated areas which included Governor Induction, Representing the interests of FT members and local population and, the Council's satisfaction with how the business and decisions from the Council are communicated externally. The Council agreed to a stand along session to be scheduled to discuss the actions within the paper and the proposed actions particularly focusing on the red and amber areas.</p> <p>The council agreed to the recommendations.</p>	
CGo.4.21.11	<p>Governors' Skills and Knowledge Audit</p> <p>The Head of Corporate Governance provided a brief summary of the outcomes from the Governor's skills and knowledge audit 2021. 14 out of 16 governors completed the audit. The top five areas identified for key discussions were:</p> <ul style="list-style-type: none"> - Quality, Safety and Patient Experience - Performance - Foundation Trust Strategy - Workforce development in line with the People Plan - Integrated care: local strategic plans and partnership <p>The Council noted that the Governor induction is currently being developed and it is envisaged that most of the key areas highlighted in terms of Governors development will be included within that programme, particularly in terms of the delivery of duties and responsibilities relating to membership engagement. The Council noted that we will also be arranging a number of Governwell sessions aimed at member and public engagement and NHS finance and business skills. If further discussion is required with governors on the action plan this can be incorporated into the session discussion on the annual governor evaluation session.</p> <p>The council agreed with the actions proposed.</p>	
CGo.4.21.12	<p>Governors' Code of Conduct</p> <p>The Associate Director of Corporate Governance / Board Secretary and the Head of Corporate Governance facilitated a review of the Council's Code of Conduct. Three governors; Amit Bhagwat, Stella Hall and Wendy McQuillan volunteered to take part in the review. There are a number of key amendments made to the original code which are shown in the appendices. The Code of Conduct presented supports Governors in their role and clarifies the expected standards of conduct and behaviour. Governors are required to confirm that they will comply with the code when they are first appointed to the council. The code will be reviewed on an annual basis and a full review will take place every three years. It was agreed that all Governors would re-sign the updated version of the code of conduct.</p> <p>The council approved the revised document.</p>	<p>Board Secretary CG21007</p>

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CGo.4.21.13	<p>Council of Governors Standing Orders</p> <p>The Associate Director of Corporate Governance / Board Secretary presented the updated standing orders which have been reviewed for approval by the Council and are presented in track changes. The next review of the document is due in April 2022.</p> <p>The Associate Director of Corporate Governance / Board Secretary proposed a further amendment at para 3.2.1 which refers to the notice of meetings being place in the local media. This hasn't previously been done routinely so it is proposed that this is removed. Meetings are advertised via the Trust website but not in the local media. Amit Bhagwat felt we should be advertising in the local media to gain as much publicity as we could. All were in agreement to use local media to publicise our forthcoming council of governors meetings and 3.2.1 would remain within the standing orders.</p> <p>The Head of Corporate Governance confirmed that the viewing figures for a recent Council meeting on YouTube sat at approximately 30/40 people with approximately 100 for the most recent Board recording. Further google analytics is awaited from the Communications team. The Council noted that information regarding the recordings of the meetings were published in global email and the membership update.</p> <p>The council approved the revised standing orders</p>	Board Secretary CG21008
CGo.4.21.14	<p>Governors' Nomination & Remuneration Committee (NRC) report</p> <p>The Council noted the contents of the report presented by Wendy McQuillan, Public Governor. The Chairman referenced the item with regard to Selina Ullah concluding her second term as a Non-Executive Director. The Council formally thanked Selina Ullah, Non-Executive Director (Senior Independent Director and Deputy Chair) for her contributions to the Council and the Board.</p> <p>The council noted the report</p>	
CGo.4.21.15	<p>Appraisal Process: Chair / NED 2021</p> <p>The Associate Director of Corporate Governance / Board Secretary presented the paper which proposed a couple of amendments to the appraisal process. These included a personal development plan (PDP) to be included in both processes which supports the evidence required for the Fit and Proper Persons Test. Amendments have also been made to reflect the requirements to the NHSE/I Chair appraisal framework which means that the appraisals will be carried out during the first quarter of the financial year as we are required to send a copy of the chairs appraisal to NHSE/I. The Chair appraisal process also includes the requirement to seek feedback from the NHSE/I Regional Director which is in line with the national framework. The Governors NRC reviewed the proposed amendments and these were agreed to be presented to the Council with a recommendation for approval.</p> <p>The council approved the Chair and NED appraisal processes.</p>	
CGo.4.21.16	<p>Amendment to Chair / NED / Associated NED Appointment Process</p> <p>The Governors NRC agreed that an amendment was required to the Chair / NED / Associate NED appointment process to provide clarity that all recommendations regarding reappointments should be referred to the</p>	

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	<p>NRC and then to the Council of Governors for a final decision, whether the Chair, Senior Independent Director and the NRC are in agreement or not.</p> <p>The Council approved the proposed amendment.</p>	
CGo.4.21.17	<p>Reports from the Board</p> <p>The Council noted the reports.</p>	
CGo.4.21.18	<p>Any Other Business</p> <p>There was no other business discussed.</p>	
CGo.4.21.19	<p>Review of meeting</p> <p>The Chairman noted that requests from previous discussions were now being brought forward to the Council meetings. There has also been more input from other Executive colleagues through the Chief Executive's report and, there has been an opportunity for Governors to question each of the Academy Chairs in relation to work of the Academies. There were no other comments with regard to the review of the meeting.</p>	
CGo.4.21.20	<p>Date and time of next meeting</p> <p>15 July 2021, 3.30-5.30pm</p>	
CGo.4.21.21	<p>Resolution to move into closed session</p> <p>The Council moved into a closed session in line with section 7.16.3 of the Constitution.</p>	

Actions from the Council of Governors meeting held 15 April 2021

Date of Meeting	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
15.4.21	CGo.4.21.5	LP to convene a session for governors on how to deal with issues raised by constituents	Board Secretary CG21006	15 July 2021	Session arranged for 2 June 2021. <u>Action concluded.</u>
15.4.21	CGo.4.21.12	It was agreed that all governors would re-sign the updated version of the code of conduct.	Board Secretary CG21007	15 July 2021	All Governors have resigned. <u>Action concluded.</u>
15.4.21	CGo.4.21.13	All were in agreement to use local media to publicise our forthcoming council of governors meetings and 3.2.1 would remain within the standing orders.	Board Secretary CG21008	15 July 2021	Dates of meetings would be provided to the Communications teams for routine circulation of the meeting dates, how to access agenda and papers and raise questions and, where to view. <u>Action concluded.</u>