

## confirmed Minutes - Council Of Governors Meeting

Date	Thursday 21 July 2022	Time	15:30 – 18:00		
Venue	Indus Hall, Kala Sangam Arts Centre, St Peter's House, 1 Foster Square, Bradford, BD1 4TY.	Chair	Dr Maxwell Mclean, Chairman		
Present	<ul> <li>Mr David Wilmshurst, Public Governor,</li> <li>Ms Caroline Chapman, Public Governor,</li> <li>Mr Dermot Bolton, Public Governor,</li> <li>Mr Ibrar Hussain, Public Governor,</li> <li>Mr Mark Chambers, Patient Governor,</li> <li>Mr Khalid Choudhry, Public Governor,</li> <li>Mrs Heather Jacklin, Public Governor,</li> <li>Mr John Bolton, Staff Governor, Med</li> <li>Ms Raquel Licas, Staff Governor, A</li> <li>Ms Helen Wilson, Staff Governor, A</li> </ul>	·			
In attendance	<ul> <li>Mr Mohammed Hussain, Non-Executive Direster Walker, Non-Executive Direster Directer Direster Directer Directer</li></ul>	rector Director ector e Director Director rector ance in Resource	ces porate Governance/Board Secretary		

No.	Agenda Item	Actions
CGo.7.22.0	Chair's opening remarks Dr Maxwell Mclean, Chairman (MM), welcomed all to the meeting and in particular the new governors. He commended the Chief Nurse on her recent receipt of an honorary professorship from the University of Bradford in recognition of her contribution to health and patient safety throughout the Bradford area.	
CGo.7.22.1	Apologies for Absence The following apologies were noted:  Mr Adrian Cresswell, Public Governor, Bradford South  Ms Kathryn Simons-Porter, Public Governor, Bradford East  Ms Ruth Wood, Staff Governor, All other staff groups  Mr Barrie Senior, Non-Executive Director  Dr Ray Smith, Chief Medical Officer  Tr Paul Rice, Chief Digital & Information Officer  Mr John Holden, Director Of Strategy and Integration/Deputy Chief	



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	<ul> <li>Executive</li> <li>Mr Mark Holloway, Director of Estates &amp; Facilities</li> <li>Mr Sajid Azeb, Chief Operating Officer</li> </ul>	
CGo.7.22.2	Declarations of Interest  MM noted his interest in agenda item CGo.7.22.14. The Vice-Chair of the Council, David Wilmshurst (DW) would chair the meeting for this item.	
	Julie Lawreniuk, NED (JL) and Mohammed Hussein, NED (MH) declared their interest in agenda item CGo.7.22.13 and, MC declared his interest in agenda item CGo.7.22.17.	
CGo.7.22.3	Minutes of the meeting held on 28 April 2022 The previous minutes were accepted as a correct record.	
CGo.7.22.4	Matters Arising MM referred to the action log appended to the minutes. The status of the following actions were confirmed by the Council:	
CGo.7.22.5	<ul> <li><u>CG21013 – Summary of the pre-meeting with NEDs</u> – Update noted. Action closed.</li> <li><u>CG22004 – Summary of pre meeting with NEDs</u> – fixed term contracts – action closed. DB queried whether there was a long term strategy in reducing the numbers of fixed term contracts within the organisation. PC confirmed there is a four year plan in place to reduce fixed term contacts however each non medical post was reviewed on a case by case basis.</li> <li><u>CG22005 – Chairman's Report</u> – Helen Rushworth, Healthwatch has been invited to October meeting. Her attendance has yet to be confirmed. Action to remain open.</li> <li><u>CG22006 – Inpatient Survey.</u> Update noted. Action closed.</li> <li><u>CG22007 – Governors Annual Evaluation/Skills and Knowledge and Development audit.</u> Update noted. Action closed.</li> <li><u>CG22008 – AMM/AGM</u>. Update noted. Action closed.</li> <li><u>CG22009 – Standing orders review.</u> Update noted. Action closed.</li> <li><u>CG22009 – Standing orders review.</u> Update noted. Action closed.</li> <li>Summary of the pre-meeting with Non-Executive Directors (NEDs) MM advised of the discussion held between NEDs and Governors prior to</li> </ul>	
	this meeting. The following highlights the key areas discussed and questions raised:  Discussion took place with regard to the People, Quality & Patient Safety and Finance & Performance Academies. Two matters of interest arose:  1. Visibility of staff survey action plans - do staff have sight of the action plans and is it appropriate to share this with the governors?  Pat Campbell, Director of HR (PC) confirmed that the corporate action plan is reviewed at the Executive Team Meeting and the People Academy. There are also Clinical Businss Unit (CBU) level action plans in place. The	
	results and action plan is on the Thrive intranet site and updates are also provided to staff via Let's Talk and the Thrive bulletins. PC confirmed quarterly reports are produced for the People Academy and suggested a six monthly report from the People Academy to the Board could be produced so Governors can access the document via that platform. PC agreed to produce a report for the November Board of Directors meeting	Director of HR CG22010



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No.	<ul> <li>which would in the first instance be presented at the September People Academy.</li> <li>2. Issues raised by a foundation trust member regarding A&amp;E performance and the current challenges related to waiting times, staffing issues and mask wearing.</li> <li>MM advised that a similar matter was raised recently in a T&amp;A article. A good discussion had taken place between Governors and NEDs in relation to the volume of patients in A&amp;E and the system approach to issues.</li> <li>Karen Dawber, Chief Nurse (KD) confirmed that: <ul> <li>Mask wearing for staff remains compulsory in clinical areas however it was proving more difficult to enforce mask wearing with members of the public especially when case numbers had been reducing and mask wearing was no longer compulsory in the community. However, in the last couple of weeks, as Covid numbers have started to increase, the Trust has made masks available again at main entrances and asked visitors/patients to wear masks - although it should be noted that the Trust does not have the power to enforce this.</li> <li>Over the last 12 months additional cleaning now takes place in A&amp;E although this can be difficult due to the numbers of people in the department at any given time.</li> <li>We are seeing significant delays in A&amp;E but we continue to perform in the upper quartile regionally. Staffing shortages in the department</li> </ul> </li> </ul>	Actions
	- We are seeing significant delays in A&E but we continue to perform in	Board Secretary CG22011
	evaluation survey with SA and will ensure urgent care and a briefing to Governors is included as part of that discussion.  The Council noted the verbal update.	
CGo.7.22.6	Matters raised with Governors by members, patients and the public LP referred to the paper which highlighted two matters which have been raised with Governors since the last meeting of the Council in April 2022:  The Council noted the formal response provided by the Director of HR to a question raised regarding the RCN Employment Survey Report 2021: Workforce diversity and eployment experiences which had been shared	
	with the foundation trust member who raised the query.  With regard to the experiences and questions shared by a foundation trust member regarding Accident & Emergency and the Trusts policy on Covid and mask wearing enforcement - it was noted the issues are being dealt with via the Trust's complaints process.  The Council noted the report.	
CGo.7.22.7	Chairman's Report	



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	<ul> <li>MM stated that the report should on the whole be taken as read. However he asked the Governors to note the following key highlights.</li> <li>Five new governors have joined the Council following elections at the end of May.</li> <li>Khalid Choudry, Public Governor and Raquel Licas, Staff Governor have joined the Membership Planning Group.</li> <li>Helen Wilson, Staff Governor has joined the Governors NRC.</li> <li>Excellent briefing attached from the Governors Summer e-bulletin provided by the Chief Digital and Information Officer.</li> </ul> The Council noted the report.	
CGo.7.22.8	CEO update  Mel Pickup, Chief Executive (MP) provided the following key updates to the Council which noted that:  - The Trust has seen a reduction in Covid patient numbers throughout May and June which allowed us to work on reducing the number of patients who are waiting for elective procedures and diagnostic tests. At the end of June there were no patients, who were fit to be treated or were a clinical priority to warrant treatment, waiting more than 104 weeks which is the nationally set target issued to NHS Trusts in December 2021. All patients who were able to be treated were treated apart from 12 patients, 4 being medically unfit and 6 not categorised as urgent (this may also refer to people who refuse an appointment if they are unavailable).  - The Trust aims to have a zero position at the end of March 2023 that no patients wait longer than 78 weeks for treatment. MP thanked all the staff involved in reaching these targets.  - In recent weeks there has been an increase of Covid patients from a low of approximately 19 at this time last year to 65 to date. Unusually more patients are requiring ITU intervention but none are requiring non-invasive ventilation.  - As a matter of routine we are seeing 420-480 patients a day through our A&E department. Prior to Covid the numbers were sub 400 highlighting the demand across the population for urgent care.  - Work is ongoing to accommodate the rising number of Covid patients whilst trying to make inroads into the backlog of elective patients. The overriding priority is the safety of our patients and this is shown in the re-introduction of infection control measures to seek to keep numbers in the community down and slow transmission.  - The Trust has recently sought to increase the provision of opportunites to support our staff in physical and mental wellbeing. A leadership event took place in person (for the first time in the last 2 years). 320 staff attended the external event which was also live streamed to our Sovereign Lecture Theatre. Two highly respected speak	



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	Board at West Yorkshire level and further advised that in the last week the first Integrated Partnership Board for Bradford District and Craven had taken place. MP stated that our Trust's aim is to work much more cohesively as a system with our partners and to champion the Trust not just as an acute hospital but as a major employer. The priorities endorsed by our new partnership board focus on:  - Resilient communities  - Access to care (after effects of Covid and addressing the paitnet backlog)  - Children and Young People and families  - Mental Health, learning disabilities and neurodiversity  - Ensuring the right workforce is in place with the right numbers with the right skills  MP advised that an update on the work of the Act as One Partnership is on the schedule for the October meeting where they will also consider how	
	governors may be able to contribute.	Board
	DW noted that the Covid updates had ceased and asked if this could be re-instated for governors. MP agreed this could be re-instated however the format would be slightly different to that received previously. LP agreed to action.	Secretary CG22012
	The Council noted the verbal update.	
CGo.7.22.9	Governors Statutory Duties in light of emerging Health & Care partnerships	
	LP delivered the detailed presentation. She drew attention to the addendum published by NHS England which supplements existing guidance for NHS Foundation Trust Governors and explains how the legal duties of Councils of Governors support system working and collaboration.	
	<ul> <li>The Council in particular noted the following:         <ul> <li>Integrated Care Systems (ICS): each ICS has an Integrated Care Board (ICB) and a Integrated Care Partnership (ICP). Our ICS is known as the West Yorkshire Health &amp; Care Partnership</li> <li>Place Based Partnerships: The West Yorkshire Health &amp; Care Partnership includes five place based partnerships, Bradford District and Craven Health and Care Partnership, Calderdale Cares Partnership, Kirklees Health and Care Partnership, Leeds Health and Care Partnership and Wakefield District Health and Care Partnership</li> <li>Bradford District and Craven Health &amp; Care Partnership: The vision of Act as One ot keep people happy, healthy and at home. The place lead is Professor Mel Pickup with the Partnership Board meetings are held in public.</li> <li>LP highlighted the three statutory duties of Governors that will be most affected by the transiton to system-working:</li></ul></li></ul>	



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No.	system and not just the Trust.  MM provided his view that, with MP as our place-based-lead and our CEO we would always include a placed based element/understanding of how we are fitting into the system and, how our decision making takes into account the impact of the wider system. MP added that he would expect that the Council would expect to see more of the 'joined up thinking and working' as we progress.  Mark Chambers, Patient Governor (MC) stated that he felt that the Council should seek to link the evidence regarding collaboration and the development of system thinking via the engagement/challenge made by the NEDs. Dermot Bolton, Public Governor (DB) was keen to see what opportunities the new arrangements would provide particularly as the Trust was already working well with regard to its partnerships.  MM asked if there was an appetite for the establishment of a Bradford District Governors Forum to assure ourselves that we are thinking system wide. It was noted that prior to Covid a session with the governors from BTHFT, Airedale NHS FT and Bradford District Care NHS FT was scheduled regarding Act as One. Jaui Maurice, Head of Corporate Governance (JM) agreed to discuss with LP the feasibility of a joint session with Airedale and NHS FT and Bradford District Care NHS FT being arranged.  MP stated that the look and feel of the impact of this national shift will be variable depending on the maturity and efficacy of existing partnership collaborations and the regional systems in the WY ICS. For us it hasn't represented a step change as it has in other parts of the country and we will wait to see what the benefits are as we are laying the foundations. The desire is to have the ability to be more autonomous across the West Yorkshire area and this will be played out in the fullness of time. Decision making ought to be made at the most appropriate level and we are signed up to the West Yorkshire level with decisions needed to be made on what is required in Bradford District.  MM welcomed any further input/views f	Head of Corporate Governance CG22013
	The next steps were to determine how to tackle those inequalities moving forward.  The Council noted the paper.	
CGo.7.22.10	Action plan relating to Governors' Annual Evaluation	
	LP provided an overview of the paper which presented the proposed action plan in response to the Governors annual evaluation. The Council noted the priorities for improvement and the areas identified for further discussion/debate included within the plan.	
	The Council confirmed it was content with the proposals presented.	



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CGo.7.22.11	Annual Members Meeting/AGM 2022 LP presented the paper which described the arrangements for the joint AMM/AGM 2022 scheduled for 12 October 2022. The Council noted that the AMM/AGM will inclue a combination of in person presentations and pre recorded video. The whole event will be recorded and uploaded to the website.	
	The Council approved the programme.	
CGo.7.22.12	Governors Nominations & Remuneration Committee (NRC) Report DW asked that the paper be taken as read. The paper reported on the items considered at theNRC meeting held on 21 June 2022. He advised that an additional member of the committee is still being sought and requested that any governors interested in the role should email JM with a self-nominations by the end of August.  The Council noted the paper.	
CGo.7.22.13	Confirmation of NED Re-appointments LP requested that the paper be taken as read. The paper referred to the reappointments of Julie Lawreniuk, NED and Mohammed Hussain, NED as approved at the closed Council of Govenrors meeting on 28 April 2022.  The Council noted the paper.	
CGo.7.22.14	Report on the outcomes of the Chairmans' Appraisal 2022  MM left the meeting and DW undertook the chair role for this item. JL provided an overview of the process undertaken for the Chair's appraisal which took place on the 19 <sup>th</sup> May 2022 as detailed within the report. JL stated that, as recorded at the end of the paper, the outcome confirms that the Chair continues to be effective in his role and demonstrates commitment to the role.  The Council noted the paper and the assurance provided.	
	Mr John Bolton, Staff Governor and Heather Jacklin, Public Governor left the meeting.	
CGo.4.22.15	Annual Review: Process for the appointment of a Chair / Non-Executive Director / Associate Non-Executive Director  LP referred to the contents of the paper provided on the process for the appointment of a Chair/Non-Executive Director/Associate Non-Executive Director. The Council noted that the process was reviewed previously by the NRC on the 21 June following which no further changes were proposed.	
	LP noted that as the Council meeting was now not quorate a request would be made to those governors no longer present for their approval via email.	Board secretary CG22014
	The Council members present provided their approval.	
CGo.7.22.16	NRC Terms of Reference Review LP asked that the paper be taken as read. There were no changes recommended by the NRC to the Terms of Reference.	
	As with the previous item as the Council meeting was now not quorate a	Board secretary



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	request would be made to those governors no longer present for their approval via email.	CG22014
	The Council members present provided their approval.	
CGo.7.22.17	Appointment of the Lead Governor of the Council of Governors JM provided an overview of the paper relating to the appointment of a Lead Governor to the Council of Governors for a two year period. The Council noted that the appointment of Mark Chambers was approved at the closed Council of Governors meeting on the 28 April 2022.  The Council noted the update from the closed Council of Governors.	
CGo.7.22.18	Governors Code of Conduct Review  JM presented the Code of Conduct to the Council for review. The Council noted the detailed work undertaken in April 2021 and the subsequent approval of the Code by the Council in July 2021. At that time the Council agreed that it would be brought back for annual review with a full review to be undertaken at least every three years. The full review is scheduled to take place in April 2024. There are no proposed amendments this year.	
	As with previous items as the Council meeting was now not quorate a request would be made to those governors no longer present for their approval via email.	Board secretary CG22014
	The Council members present provided their approval.	
CGo.7.22.19	<ul> <li>Annual Review of the BTHFT Constitution</li> <li>LP provided an overview of the proposed amendments to the Constitution previously agreed by the Board of Directors on 14 July 2022.</li> <li>The amendments relate to</li> <li>Section 7.1.2 (Composition of the Board of Directors), to include up to two Deputy Chief Executives on the Board rather than a single Deputy Chief Executive.</li> <li>All references to 'NHSE/I' will also be amended to 'NHSE' as a consequence of the formal merger of NHS England and NHS Improvement from 1 July 2022.</li> <li>MM confirmed that the two Deputy CEO's have full equality in their roles</li> </ul>	
	and responsibilities in day to day matters and alternate cover for the CEO as and when required.	
	As with previous items as the Council meeting was now not quorate a request would be made to those governors no longer present for their approval via email.	Board secretary CG22014
	The Council members present provided their approval.	
CGo.7.22.20	Reports from the Board	
	The Council noted the reports.	
CGo.7.22.21	Any Other Business	
	There was no other business to discuss.	



No.	Agenda Item	Actions
CGo.7.22.22	Review of meeting	
	The Chairman noted that the NED/Governors session was particularly informative and in particular he would like the meeting to note the quality of the discussion relating to operational matters.	
	MM Advised that a discussion would take place on the venue for the October 2022 meeting and the Council would be informed in due course.	
CGo.7.22.23	Date and time of next meetings Thursday, 20 October 2022, 3.30-5.30pm	



## Actions from the Council of Governors meeting held 21 July 2022

Date of Meeting	Action log ID	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
28.4.22	CG22005	CGo.4.22.7	Chairman's Report Helen Rushworth from Healthwatch would be invited to speak to governors about the role of the citizen panel.	Head of Corporate Governance	October 2022	Helen Rushworth has confirmed that she will attend the October Council meeting. Action closed
21.7.22	CG22010	CGo.7.22.5	Summary of the pre-meeting with Non-Executive Directors (NEDs) PC agreed to produce a report for the November board which will first go to the September People Academy in relation to staff survey action plans.	Director of HR	October 2022	The report was presented to the People Academy in September and to the Board of Directors in November. Action closed.
21.7.22	CG22011	CGo.7.22.5	Summary of the pre-meeting with Non-Executive Directors (NEDs) KD suggested the Patient Exerience team are invited to present an Executive Briefing session for Governors. It was agreed that this would be considered. LP further informed the Council that she was discussing the key areas of interest picked up through the governor's evaluation survey with SA and will ensure urgent care and a briefing to Governors is included as part of that discussion.	Board Secretary	October 2022	A patient experience briefing will be included as the special Executive briefing in the Autumn Bulletin for the Governors and subsequently in the Autumn bulletin for Members - publication is expected before the end of October.  The Board Secretary has met with the Chief Operating Officer and a session will be scheduled for the Council early in 2023.
21.7.22	CG22012	CGo.7.22.8	CEO Update  DW noted that the Covid updates had ceased and asked if this could be re-instated for governors. MP agreed this could be re-instated and LP agreed to action	Board Secretary	October 2022	Emails to governors reinstated. Action closed
21.7.22	CG22013	CGo.7.22.9	Governors Statutory Duties in light of emerging Health & Care partnerships  JM agreed to discuss with LP the feasibility of a joint session with Airedale and Bradford District Care Trust being arranged.	Head of Corporate Governance	October 2022	An invitation has been extended to the Airedale NHSFT and Bradford District Care trust NHSFT to see if there is an appetite for a joint session.
21.7.22	CG22014	CGo.4.22.15 CGo.7.22.16 CGo.7.22.18 CGo.7.22.19	<ul> <li>CGo.4.22.15: Annual Review: Process for the appointment of a Chair / Non-Executive Director / Associate Non-Executive Director</li> <li>CGo.7.22.16: NRC Terms of Reference Review</li> <li>CGo.7.22.18: Governors Code of Conduct Review</li> <li>CGo.7.22.19: Annual Review of the BTHFT Constitution</li> </ul>	Board Secretary	October 2022	Those governors not in attendance at the time the items were discussed were contacted and the required approval comfirmations were received via email. Action closed.



Date of Meeting	Action log ID	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
			As the Council meeting was not quorate at the time these items were discussed - approval would be sought via email from those governors not present to confirm their approval (or not) of these items.			
	CG22015					