

## Confirmed Minutes - Council of Governors Open Meeting

<b>Date</b>	Tuesday, 6 February 2024	<b>Time</b>	15:30 – 16:35
<b>Venue</b>	Carlisle Business Centre, 60 Carlisle Rd, Manningham, Bradford BD8 8BD	<b>Chair</b>	Helen Hirst, Interim Chair
<b>Present</b>	<ul style="list-style-type: none"> <li>- Helen Hirst, Interim Chair (HH)</li> <li>- Aleksandra Atanaskovic – Public Governor, Shipley (AA)</li> <li>- Dermot Bolton, Public Governor, Bradford West (DB)</li> <li>- Mark Chambers, Patient Governor (MC)</li> <li>- Professor Anne Forster, Partner Governor, University of Leeds (AF)</li> <li>- Professor Alastair Goldman, Partner Governor, University of Bradford (AG)</li> <li>- Ibrar Hussain, Public Governor, Bradford West (IH)</li> <li>- Dr Farideh Javid, Public Governor, Bradford South (FJ)</li> <li>- Dr Farzana Khan, Staff Governor, Medical &amp; Dental (FK)</li> <li>- Raquel Licas, Staff Governor, Nursing &amp; Midwifery (RL)</li> <li>- Kursh Siddique, Public Governor, Bradford East (KS)</li> <li>- Helen Wilson, Staff Governor, AHP (HW)</li> <li>- Ruth Wood, Staff Governor, All Other Staff Groups (RW)</li> </ul>		
<b>In attendance</b>	<ul style="list-style-type: none"> <li>- Zafir Ali, Non-Executive Director (ZA)</li> <li>- Professor Louise Bryant, Non-Executive Director (LB)</li> <li>- Faeem Lal, Interim Director of HR (FL)</li> <li>- Julie Lawreniuk, Non-Executive Director (JL)</li> <li>- Bryan Machin, Non-Executive Director (BM)</li> <li>- Jacqui Maurice, Head of Corporate Governance (JM)</li> <li>- Sughra Nazir, Non-Executive Director (SN)</li> <li>- Eleanor Nossiter, Communications Advisor (EN)</li> <li>- Laura Parsons, Associate Director of Corporate Governance/Board Secretary (LP)</li> <li>- Professor Mel Pickup, Chief Executive (MP)</li> <li>- Altaf Sadique, Non-Executive Director (AS)</li> <li>- Karen Walker, Non-Executive Director (KW)</li> </ul>		
<b>Minute taker</b>	- Katie Shepherd, Corporate Governance Manager via Teams recording		

No.	Agenda Item	Actions
<b>CGo.2.24.1</b>	<b>Apologies for Absence</b> The following apologies were received: <ul style="list-style-type: none"> <li>- Khalid Choudhry, Public Governor, Keighley</li> <li>- Councillor Fozia Shaheen, Partner Governor, Bradford Metropolitan District Council</li> <li>- David Wilmshurst, Public Governor, Shipley</li> </ul>	
<b>CGo.2.24.2</b>	<b>Declarations of Interest</b>  There were no interests declared.	
<b>CGo.2.24.3</b>	<b>Minutes of the meeting held on 9 November 2023</b>  The previous minutes were accepted as a correct record.	

No.	Agenda Item	Actions
CGo.2.24.4	<p><b>Matters Arising</b></p> <p>HH referred to the action log appended to the minutes. The status of the actions was confirmed by the Council, as follows:</p> <ul style="list-style-type: none"> <li>• <u>CG23006 Summary of pre meeting with NEDs</u>: DW raised a concern around the length of time it takes to recruit staff in the early stages. FL agreed to provide a briefing to Governors. <u>Action held over to the next meeting.</u></li> <li>• <u>CG23012 Membership Plan</u>: Further discussion took place around engaging with the retailers in the hospital with a view to providing discounts to members or other incentives. Item included within report on agenda. <u>Action closed.</u></li> <li>• <u>CG23013 Summary of the Pre- meeting with NEDs</u>: A question was raised around the provision of analysis relating to discharges and discharge planning. An item has been added to the agenda for the April Council of Governors meeting. <u>Action closed.</u></li> </ul>	
CGo.2.24.5	<p><b>Summary of the pre-meeting with Non-Executive Directors (NEDs)</b></p> <p>HH advised of the discussions held between the NEDs and governors immediately prior to this meeting regarding outcomes from the Academy meetings. Key points noted were:</p> <ul style="list-style-type: none"> <li>- JL had discussed with governors the risks to the delivery of the financial plan and the actions being taken to mitigate the risks. The Council also noted that guidance is still awaited regarding operational planning. HH advised that these areas will be covered via the report from the CEO later in the meeting.</li> <li>- KW had provided a comprehensive update which included coverage of recruitment campaigns, the People Plan, the development of a 'Just Culture' and progress related to the Outstanding Pharmacy Programme. A discussion took place regarding recruitment challenges and the need to ensure that the end-to-end processes were made more efficient.</li> <li>- MC suggested that consideration should be given to the format of the NED reports to better help governors in holding the NEDs to account and HH had referred to the highlight reports NEDs provide to the Board.</li> </ul> <p>LP advised that these reports were included routinely on the Council of Governors meeting agendas and were available at item 'CGo.2.24.14 Reports from the Board'.</p> <p>The Council noted the verbal updates provided.</p>	
CGo.2.24.6	<p><b>Matters raised with Governors by members, patients and the public</b></p> <p>There was nothing to report.</p>	

<p><b>CGo.2.24.7</b></p>	<p><b>Interim Chair's Report</b></p> <p>HH presented her report and highlighted the following:</p> <ul style="list-style-type: none"> <li>- The thanks conveyed to outgoing NEDs, Jon Prashar, and Barrie Senior, who had each completed their final NED terms on 31 January 2024.</li> <li>- The development support for the Board from ANHH Consulting, who were undertaking a review of 'governance mechanics' to improve systems and processes and clarify roles and responsibilities.</li> <li>- ANHH Consulting had supported two Governor Development sessions during January 2024. The Council was asked to note the separate agenda item covering this at CGo.2.24.11.</li> <li>- Elections to the Council of Governors which would commence 9<sup>th</sup> February 2024. <i>Post meeting note: On review, due to the upcoming local authority elections the current governor election schedule will run into the pre-election period for those local authority elections. Therefore, the governor election process will be moved forward and formally commence on 7 May 2024 to ensure there is no conflict.</i></li> </ul> <p>The Council noted the report.</p>	
<p><b>CGo.2.24.8</b></p>	<p><b>Chief Executive's Report</b></p> <p>MP provided a comprehensive summary of the report that had been received by the Board of Directors on 18 January 2024. The key highlights from her summary included:</p> <ul style="list-style-type: none"> <li>- The Rapid Quality Review process initiated by NHS England which had received positive assurances following the commissioner visit to Neonatal services. This has now transitioned into the Quality Improvement Group (QIG). The QIG met on 26 January 2024 with the outcomes of the meeting providing a positive step forward.</li> <li>- Industrial action involving the Junior Doctors had taken place during December 2023 and January 2024. Staff at BTHFT were commended for the excellent work they had provided during the period to ensure that safe services were maintained. No issues or incidents had been reported during the period of industrial action. It was however noted that the impact on patients who had appointments cancelled during the period was not yet known.</li> <li>- The challenging financial position facing our Trust and our partner organisations alongside the financial challenges also being faced by the local authority.</li> <li>- Three newly appointed Executive Directors would commence in post on 1 April 2024, pending pre-employment checks, in the roles of Chief People and Purpose Officer, Director of Estates and Facilities and Director of Strategy and Transformation.</li> <li>- The planned opening for the Community Diagnostic Centre at Eccleshill was 27 February 2024. This would provide much needed diagnostic capacity and was a shared endeavour between our Trust and Airedale NHS Foundation Trust.</li> <li>- Work to respond to the requests from NHS England on Health Inequalities had commenced and an update would be provided to the Board in due course.</li> </ul> <p>The Council noted the report.</p>	

<p><b>CGo.2.24.9</b></p>	<p><b>Operational Planning</b></p> <p>MP advised that the Trust was yet to receive the Planning Guidance for 2024/25 however, the financial settlement for the NHS would be based on a three-year projection - received in the previous year. As such there is an indication of resources available to the Trust. The first draft plan had been submitted, and the principal concern was a significant financial deficit of approximately £50m. To achieve a financial balance in 2024/25, this gap would need to be closed during the financial year, which would be extremely challenging. Work was ongoing across Bradford District and Craven, and it was anticipated that there would be a c.£90m deficit plan for the Place with an additional deficit plan for Bradford Metropolitan District Council (BMDC) of approximately £120m.</p> <p>In response to a question from DB relating to the potential cuts to be made during 2024/25 by the local authority, and if this would directly impact on the accommodation provided to patients in hospital to assist the flow into secondary care; MP advised that it could impact that area of work, and certainly other areas of work. BMDC was consulting on proposals to achieve significant savings in year, and it has applied to the Department for Levelling Up, Housing and Communities for emergency funding. The outcome from this request would be known at the end of February 2024. Some proposals had been shared with the system which was working through these to mitigate the impact of intermediate care, and there are other proposals related to, for example, the investment in voluntary sector arrangements. MP added that two years prior, there were approximately 150 intermediate-care beds, now down to circa 120. This was due to a variety of reasons resulting from staffing, infection control and bed closures because of improvements required by the CQC in those facilities. We are now operating at approximately 85 beds and for the foreseeable future this level is what the Place is working to, and this will have an impact on length of stay.</p> <p>In response to a question from AG relating to the savings strategy and the involvement of staff within this; MP advised that the newly appointed Director of Strategy and Transformation would have overarching responsibility for maintaining the theme from the 'outstanding programmes' that had taken place over the previous years, and as part of the financial sustainability programme there would be a bottom-up approach where each CSU will have an executive 'buddy' to support engagement events and workshops with staff where ideas can be identified and tested for their reputability. Executives would also take the lead on individual initiatives aligned to GIRFT (Getting it right first-time programme) to see where those opportunities lie.</p> <p>MC asked if the most junior members of staff would be involved in identifying savings so that their experiences could be understood. MP stated that there would be the opportunity for all staff to have a view and as such have an impact on the challenges. The Trust's single biggest priority over the next 12 to 24 months is to achieve financial stability. Reporting may be to a range of the Academies which provides the NEDs with a view and an opportunity to influence through challenge. KW envisaged that, as at present there would be continued feedback from staff presented. There would however need to be a good triangulation of data and the reliance on key staff to ensure that information is brought to the Academies. HH further alluded to the operational plan which would come</p>	
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	<p>back to the governors in April where they would be able to see how this work would be taken forward.</p> <p>As the operational and financial plans would be submitted prior to the next meeting of the Council, a dedicated session would be scheduled with the Director of Finance and the Chief Operating Officer to keep governors informed. This would be dependent on the publication of national planning guidance and the expectations within the ICB prior to this.</p> <p>The Council noted the verbal update.</p>	<p>Board Secretary CG2401</p>
CGo.2.24.10	<p><b>Membership Plan update</b></p> <p>JM provided an update on progress against the delivery on the Membership Plan. The highlights from the report were:</p> <ul style="list-style-type: none"> <li>- The Governor engagement stands would restart in April 2024, and would join with other teams such as the Freedom to Speak Up and Widening Participation.</li> <li>- From a staff poll that took place in June/July 2023, approximately 80 members of staff had signed up to join a small consultation group for staff governors to engage with.</li> <li>- The first staff governor bulletin was launched in November 2023, feeding back on the business of the Council of Governor meetings.</li> <li>- Work would commence with the staff governors to engage with the staff consultation group.</li> <li>- The number of young members remained low and therefore work would continue with the Widening Participation team to seek further support to help increase membership amongst this age group.</li> <li>- A further ambition of the Membership Plan was to increase the number of members in Keighley, and this would form part of the promotion activity for the upcoming Governor elections as there was a vacancy in the Keighley constituency.</li> </ul> <p>The reporting route for the Membership Plan update had previously been via the Board of Directors followed by the report being presented to the Council of Governors. In November the Board noted the update provided and agreed that the Council of Governors should lead on oversight of the Membership Plan with support provided from the Board as and when required.</p> <p>A detailed discussion followed regarding the recruitment of younger members. The key points noted were:</p> <ul style="list-style-type: none"> <li>- In response to a question from FK relating to encouraging the relatives of patients in attendance at A&amp;E to become members; JM advised that further work would be undertaken with the Patient Experience Team to further promote membership across a range of areas within the Trust.</li> <li>- DB advised that there were many secondary schools that had specialisations in health, therefore, linking with them to promote membership at the Trust might be beneficial. JM advised that work was underway to continue to develop links with the Widening Participation team (as they maintained those links with secondary schools) to find the most effective and efficient way to encourage young people to register as members.</li> <li>- MC acknowledged the request from Board for the Council to take responsibility for the delivery of the Membership Plan however he did raise a concern regarding the difficulties of him personally engaging with patient members. LP assured MC that it was the oversight of the</li> </ul>	

	<p>plan which would fall within the remit of the Council. In terms of individual engagement activities involving Governors this would be discussed outside of this meeting and within the Membership Plan Development Group.</p> <ul style="list-style-type: none"> <li>- MP stated that there were often events taking place across the Trust within different teams where school age children were invited and therefore there were missed opportunities to promote membership in that way. MP cited an event she had attended delivered by the Theatres team.</li> <li>- AA described some of the work she was involved with, and JM invited AA to share her views with the Membership Plan Development Group to discuss further and see if any of these ideas could be put into practise.</li> <li>- FL also described his role as the Lead within Act as One for Careers and Technical Education. He referenced the promotion of apprenticeships under this banner and the opportunities for membership recruitment at planned engagement events.</li> </ul> <p>JM acknowledged the need to undertake work to 'connect' in a more sustained way with different teams across the Trust to ensure that the offer of trust membership became routinely embedded as part of their engagement programmes. She also welcomed the offer from KS to draw upon his expertise in developing a plan for engaging young people to register as members - as this was his area of expertise. JM welcomed seeing him at the next Membership Plan Development Group meeting so that this offer could be progressed.</p> <p>The suggestions presented regarding young people and membership recruitment would be taken to the next Membership Plan Group to agree how these should be progressed.</p> <p>HH thanked all for the discussion and stated that it was clear that there were multiple opportunities within the Trust that could be maximised to support the recruitment of young people.</p> <p>The Council noted the report.</p>	<p>Head of Corporate Governance CG2402</p>
<b>CGo.2.24.11</b>	<p><b>Annual effectiveness/skills &amp; knowledge audit</b></p> <p>LP provided a comprehensive overview of the paper and described the areas covered by the development sessions that had been held recently with ANHH Consulting on 23 and 30 January 2024.</p> <p>The Council noted that it will receive a write up from the sessions with ANHH including recommendations to improve effectiveness.</p> <p>As this work had already taken place, the Council agreed with the proposal that the Council does not need to undertake a separate internal evaluation of effectiveness this year, as this would duplicate the work already undertaken.</p>	
<b>CGo.2.24.12</b>	<p><b>Governors Nominations &amp; Remuneration Committee (NRC) report</b></p> <p>MC stated that the paper provided a summary of the extraordinary meetings held by the NRC between 20 November and 19 January. These primarily covered arrangements for the Chair appointment. MC wished to</p>	

	<p>thank all governors and colleagues who had been involved in the Chair recruitment process adding that the NRC had appreciated the positive feedback received from all quarters on how the process had been run.</p> <p>MC handed over to LP as he had an interest in the section of the report covering nominations being sought for membership of the NRC due to the forthcoming NRC term ends of himself and DB.</p> <p>LP advised the Council that as per the information included within the paper, self-nominations were open for Governors from the public/patient constituencies to fill two vacancies on the NRC. Self-nominations should be sent to the Head of Corporate Governance no later than 12 noon on Friday 29 March 2024. Where only two nominations are received, they would be appointed to the Committee from 1 May 2024 to 30 April 2027. This outcome would be reported to the Council on 25 April 2024. Where more than two self-nominations are received, membership would be considered and confirmed by the Council at its closed meeting on 25 April 2024, and reported at its open meeting on 18 July 2024.</p> <p>The Council noted the report.</p>	
<b>CGo.2.24.13</b>	<p><b>Constitution amendments</b></p> <p>LP presented the report which highlighted the proposed amendment to the Trust's Constitution which was approved by the Board on 18 January 2024.</p> <p>The Council noted that previously, the voting executives of the Board included two Deputy CEO roles however, since the retirement of the Director of Strategy and Integration (who was also one of the Deputy CEOs) there would be only five voting executives. The amendment, which includes the new Executive role of 'Director of Strategy and Transformation' would ensure that there were six voting executives on the Board.</p> <p>The Council approved the amendments.</p>	
<b>CGo.2.24.14</b>	<p><b>Reports from the Board</b></p> <p>HH advised that the Academy Chair reports from the Board had been referred to under item 'CGo.2.24.5; Summary of the pre-meeting with Non-Executive Directors (NEDs)' and the detailed discussion undertaken at the NEDs and Governors joint meeting earlier in the day. The Council also noted the reports included from the Chairs of the Audit Committee and Charitable Funds Committee.</p> <p>The Council noted the reports, confirming they had no further questions or comments.</p>	
<b>CGo.2.24.15</b>	<p><b>Any Other Business</b></p> <p>HH advised that Adrian Cresswell, Public Governor for Bradford East has stepped down from his role as he had recently moved out of the Bradford East area. The Council formally thanked Adrian for his welcome contributions during his time as a Governor.</p>	

<b>CGo.2.24.16</b>	<b>Review of meeting</b>  There were no comments.	
<b>CGo.2.24.17</b>	<b>Date and time of next meetings</b>  25 April 2024 – 3.30pm (venue TBC)	
<b>CGo.2.24.18</b>	<b>Resolution to move into closed session</b>  This was approved.	

### Actions from the Council of Governors meeting held 6 February 2024

Date of Meeting	Action log ID	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
28.4.23	CG23006	CGo.4.23.5	<b>Summary of pre meeting with NEDs</b> DW raised a concern around the length of time it takes to recruit staff in the early stages. FL agreed to note the discussion and examine the process	Acting Director of HR	April 2024	20.7.23 - MM noted that as part of the People Academy there was an objective to be achieved in respect of trying to reduce the recruitment time for new employees. LP agreed to ask FL for a briefing note for governors to be shared via email.  <u>6.2.24 - Action to remain open and held over to the next meeting.</u>
6.2.24	CG2401	CGo.2.24.9	<b>Operational Planning</b> As the operational and financial plans would be submitted prior to the next meeting of the Council, a dedicated session would be scheduled with the Director of Finance and the Chief Operating Officer to keep governors informed. This would be dependent on the publication of national planning guidance and the expectations within the ICB prior to this.	Board Secretary	April 2024	Session scheduled for 11 March 2024. <u>Action closed.</u>
6.2.24	CG2402	CGo.2.24.10	<b>Membership Plan Update</b> The suggestions presented regarding young people and membership recruitment would be taken to the next Membership Plan Group to agree how these should be progressed.	Head of Corporate Governance	July 2024	