

## Confirmed Minutes - Council of Governors Meeting in Public

<b>Date</b>	Thursday, 15 January 2026	<b>Time</b>	15:30-17:15
<b>Venue</b>	Conference Room, Field House, BRI	<b>Chair</b>	Sarah Jones, Chair
<b>Present</b>	<ul style="list-style-type: none"> <li>- Sarah Jones, Chair (SJ)</li> <li>- Dermot Bolton, Public Governor, Bradford West (DB)</li> <li>- Mark Chambers, Patient Governor, and Lead Governor (MC) – via MS teams</li> <li>- Imran Ellam, Public Governor, Bradford East (IE) – via MS teams</li> <li>- Helen Fearnley, Staff Governor, Nursing &amp; Midwifery (HF)</li> <li>- Emma Fleary, Staff Governor, Nursing &amp; Midwifery (EF) – via MS teams</li> <li>- Professor Anne Forster, Partner Governor, University of Leeds (AF)</li> <li>- Ruth Houghton, Staff Governor, All Other Staff Groups (RH) – via MS teams</li> <li>- Ibrar Hussain, Public Governor, Bradford West (IH)</li> <li>- Kameel Khan, Staff Governor, Allied Health Professionals &amp; Scientists (KK)</li> <li>- Dr William Martin, Partner Governor, University of Bradford (WM)</li> <li>- Helen Rushworth, Partner Governor, Healthwatch (HR)</li> <li>- Sharon Taylor, Public Governor, Bradford South (ST)</li> <li>- Fiona Thompson, Public Governor, Shipley (FT)</li> <li>- Philip Turner, Public Governor, Keighley (PT)</li> <li>- Andy Waller, Public Governor, Rest of England and Wales (AW)</li> <li>- John Waterhouse, Public Governor, Bradford East (JW)</li> </ul>		
<b>In attendance</b>	<ul style="list-style-type: none"> <li>- Mel Pickup, Chief Executive Officer (MP)</li> <li>- Sajid Azeb, Chief Operating Officer &amp; Deputy Chief Executive (SA)</li> <li>- John Bolton, Chief Medical Officer (JB)</li> <li>- Professor Karen Dawber, Chief Nurse (KD)</li> <li>- Mark Hindmarsh, Director of Strategy and Transformation (MH)</li> <li>- David Moss, Director of Estates and Facilities (DM)</li> <li>- Ben Roberts, Chief Finance Officer (BR)</li> <li>- Faeem Lal, Director of HR (FL)</li> <li>- Vikki Lewis, Chief Digital &amp; Information Officer (VL)</li> <li>- Justine Andrew, Non-Executive Director (JA)</li> <li>- Geoff Hall, Non-Executive Director (GH)</li> <li>- Bryan Machin, Non-Executive Director (BM)</li> <li>- Altaf Sadique, Non-Executive Director (AS)</li> <li>- Karen Walker, Non-Executive Director (KW)</li> <li>- Jacqui Maurice, Head of Corporate Governance (JM)</li> <li>- Laura Parsons, Associate Director of Corporate Governance/Board Secretary (LP)</li> <li>- Carl Stephenson, Associate Director of Performance (CS) for agenda item CGo.1.26.6 only</li> <li>- Shak Rafiq, Strategic Communications and Engagement Lead (SR) for agenda item CGo.1.26.10 only</li> </ul>		

No.	Agenda Item	Actions
CGo.1.26.1	<p><b>Apologies for Absence</b> SJ welcomed KK and FT to their first Council of Governors meeting since being elected.</p> <p>Apologies were noted from:</p> <ul style="list-style-type: none"> <li>- Dr Farideh Javid, Public Governor, Bradford South</li> <li>- Osman Rafiq, Public Governor, Keighley</li> </ul>	

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	<ul style="list-style-type: none"> <li>- Councillor Fozia Shaheen, Partner Governor, Bradford Metropolitan District Council</li> <li>- Charlotte Szpara, Staff Governor, All other staff groups</li> </ul>	
CGo.1.26.2	<p><b>Declarations of Interest</b> No interests were declared.</p>	
CGo.1.26.3	<p><b>Minutes of the meeting held on 9 October 2025</b> The minutes were accepted as a correct record.</p>	
CGo.1.26.4	<p><b>Matters Arising</b> LP referred to the action log appended to the minutes. The Council noted and agreed the outcomes to the following actions:</p> <ul style="list-style-type: none"> <li>• <u>CGo25011 Holding to account: EDI briefing.</u> In relation to the UK Supreme Court judgment on 16 April 2025 regarding the legal definition of a ‘woman’ for the purposes of the Equality Act 2010 and a query raised regarding implications for the Trust, a briefing has been provided to the Governors by the Head of Equality, Diversity and Inclusion. JW noted that the briefing stated that the Equality and Human Rights Commission (EHRC) <i>would</i> submit a draft Code of Practice to the Government, however the draft Code had in fact already been submitted on 4 September 2025. It was agreed that this would be confirmed with the Head of Equality, Diversity and Inclusion. <u>Action to remain open.</u></li> <li>• <u>CGo2512 Digital Strategy.</u> Added to January 2026 agenda. <u>Action closed</u></li> <li>• <u>CG02513 Policy &amp; Procedures task and finish group.</u> Following call for governor volunteers, William Martin and Farideh Javid had joined the group. <u>Action closed.</u></li> </ul>	
CGo.1.26.5	<p><b>Holding to Account</b></p> <p><b>a. Chairs Report</b> SJ presented a summary of her report highlighting the following key points.</p> <ul style="list-style-type: none"> <li>• <u>Reference to key updates:</u> All existing NEDs have had a mid-year appraisal.</li> <li>• <u>Governor elections update:</u> SJ congratulated those governors that had been re-elected since the last Council meeting. The Council thanked Helen Jepps who has stepped down as Staff Governor - Medical &amp; Dental for her contribution on the Governors NRC and the Council of Governors meetings. An election process will formally launch on 16 January 2026 for a Staff Governor - Medical &amp; Dental, Public Governor – Shipley, and a Patient Governor.</li> <li>• <u>Strategic Advisory Forums:</u> The next session is scheduled for 5 February and will cover ‘Anchor Institutions’.</li> <li>• <u>NHS Oversight Framework and performance dashboards:</u> A session was delivered to Governors on 2 December 2025 and a recording of the session made available to the full Council. SJ confirmed that for future Council meetings the key elements will be reported.</li> </ul> <p><b>b. NED feedback (reports from Board)</b></p> <ul style="list-style-type: none"> <li>• <b>Quality Committee:</b> JA presented the following key highlights from the committee meeting reports: <ul style="list-style-type: none"> <li>- <u>Respiratory risk and service backlogs:</u> Work is ongoing to mitigate the risks.</li> <li>- <u>Clinical mortality performance:</u> Performance is below average in comparison with other Trusts.</li> <li>- <u>ExCEL programme (AED):</u> Work is ongoing to mitigate the risks in terms of</li> </ul> </li> </ul>	

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	<p>working with partners to reduce demand and working with staff in relation to risks around AED. The clinical mortality performance is below the average across other Trusts which is an indication of the quality of care that we provide.</p> <ul style="list-style-type: none"> <li>- <u>Adult inpatient survey</u>: Work has been undertaken to address the findings from last years survey in relation to patients getting a good night's sleep. The programme put in place is showing improvements.</li> </ul> <p>WM asked how the Quality Committee is assured on historic issues in AED and the medium-term plan to address these. JA confirmed that the medium-term plan is a significant element of the discussions taking place at the Quality Committee as it encompasses capital investment and workforce improvements within AED. The data is triangulated across the Finance and Performance Committee and the People Academy. SA added that the key programmes that form the ExCEL programme correlate with national priorities in terms of the Urgent and Emergency Care Strategy. The Trust continues to monitor its AED performance and ranks in the top 10 nationally and the top 4 within the region.</p> <ul style="list-style-type: none"> <li>• <b>Finance and Performance Committee</b>: BM presented the following key highlights from the committee meeting reports: <ul style="list-style-type: none"> <li>- <u>Financial position</u>: BM highlighted the level of concern around the financial position and the steps undertaken by the committee to understand the position and the Trust response.</li> <li>- <u>Operational Performance</u>: The report highlights areas that the committee needs to be sighted on and these are reviewed in detail to understand where the mitigations are and the plans in place to ensure improvements.</li> <li>- <u>Estates and Facilities</u>: Assurance has been sought that the estate is operationally safe and this has been provided in the key documents and action plans presented at the committee.</li> <li>- <u>High level risks</u>: JB provided an update on high-level risk relating to the potential loss of Nuclear Medicine Services. An action plan is in place to mitigate the risk, and the last component of the new installation is being delivered imminently. There would be a 6-8 week period of re-commissioning before the machine can be used.</li> </ul> </li> </ul> <p>DB stated that the November report suggests the 'committee notes the discussion in relation to the Digital &amp; Data Strategy.' DB asked if BM had given any consideration to this and if it is being factored into the planning around Finance &amp; Performance. BM confirmed that this would be included on the agenda for the January committee meeting. JW asked about the Trust's cash position. BR stated that regular updates are provided to NHS England and provided further detail on the various cash streams and the deficit plan.</p> <ul style="list-style-type: none"> <li>• <b>People Academy</b>: KW presented the following key highlights from the committee meeting reports: <ul style="list-style-type: none"> <li>- <u>Medical appraisal and revalidation</u>: KW reported that compliance is high with no unapproved missed appraisals reported. These positive results were backed up by the significant assurance internal audit report.</li> <li>- <u>Voluntary services annual report</u>: The first Voluntary Services Annual Report (since 2011) was shared and demonstrated good recruitment practice across our Place, how volunteers were made to feel valued and connected to our Trust and how the collection of demographic data had been developed to ensure a diverse group of volunteers across our Trust.</li> </ul> </li> </ul>	

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	<ul style="list-style-type: none"> <li>- <u>Sickness absence</u>: Whilst the flu vaccine uptake rate for this year is 43% (11% increase on last year) this has had an impact on sickness absence which was 6.62% for September. The HR team continue to explore long and short-term absence reasons to target interventions.</li> <li>- <u>Pharmacy team development</u>: The team previously struggled with high absence, turnover and vacancy rates, and low appraisal completion rates. The Outstanding Pharmacy Programme was created to tackle some of the issues within the department. Progress has been reported to the Academy which was assured by the learning and improvement detailed. KW felt that the practices adopted should be rolled out Trust wide.</li> <li>• <b>Audit Committee</b>: BM presented the following key highlights from the committee meeting report: <ul style="list-style-type: none"> <li>- <u>Absence management Internal Audit Report</u>: Whilst significant assurance was provided in terms of the management of this area; the Trust is not meeting the absence target set. A further internal audit deep dive has been requested.</li> <li>- <u>Internal audit recommendations</u>: The volume of overdue recommendations continues to gradually reduce due the direct intervention of the Chief Finance Officer.</li> </ul> </li> <li>• <b>Charitable Funds Committee</b>: AS presented the key highlights from the committee meeting: <ul style="list-style-type: none"> <li>- <u>Full Charity team in-situ</u>: A full complement of staff was now in place allowing the team to focus on the business plan delivery and the move to independence.</li> <li>- <u>Relaunch of the 100 club</u>: A successful event was held at the St Luke's Hospital Orthodontics &amp; Facial Reconstruction Unit showcasing innovation and the impact of the charity. This was an opportunity to meet with old and new members of the 100 club.</li> <li>- <u>Charity website review</u>: A recent audit carried out noted that the charity website does not meet the Web Content Accessibility guidelines. A proposal will be taken to the Charitable Operational Committee to discuss the functionality required and the potential legal implications.</li> </ul> </li> </ul> <p><b>c. Chief Executive's Report</b> MP covered the following key points from her report:</p> <ul style="list-style-type: none"> <li>• The recent industrial action by BMA resident doctors and the plans the Trust had in place to mitigate the impact of their absence by filling rotas and avoiding any cancellations to patients.</li> <li>• A series of unannounced CQC inspections that had taken place in Maternity, Outpatients, Community services, AED and Well Led. The Maternity report was rated as 'good' with the reports for the other areas expected within the next 6 weeks. On 1 and 2 December the maternity and neonatal teams met with the Baroness Amos inspection team. Further data has been requested along with scheduled interviews with staff planned. A generic interim report has been received relating to the 12 Trusts that have been visited. A report specifically relating to Bradford is awaited but it was noted that this would not necessarily contain any recommendations.</li> </ul> <p>AW referred to a presentation at a recent patient experience meeting relating to 'Health on the High Street' and asked if this could be shared with governors.</p> <p>MP suggested that colleagues could be invited to attend a future Council of</p>	<p style="text-align: right;">Director of Strategy &amp; Transformati on CGo2601</p>

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	<p>Governors meeting to provide an update on progress on the integrated neighbourhood health workstream. SJ further suggested that it might be beneficial to combine this with a visit to the relevant services, for example at the Broadway centre.</p> <p>The Council received and noted the reports.</p>	<p>Board Secretary CGo2602</p>
<p><b>CGo.1.26.6</b></p>	<p><b>Five-year plan</b></p> <p>Carl Stephenson (CS) joined the meeting to present an update and next steps. He provided an overview of the National Planning Framework published in September 2025. The aim is to move from a one-year planning cycle to a five-year planning cycle for submitting strategic plans. He referred to the Medium-Term Planning Framework, published in October 2025, which sets out the plan for this year 2025/26 and the planning expectations and strategic priorities. CS provided further detail on the targets and expectations and the updated set of metrics for Acute Providers. CS further advised that support for each of the Trust Clinical Service Units (CSUs) and departments is in place to understand the ask and test the process. The Council noted that a revised governance structure has been implemented with the aim of aligning this with partnership and internal processes that are needed to support it. CS drew attention to the engagement plan and the various meetings these feed into. The current position is that a plan was submitted in December 2025 along with the Board Assurance Statements.</p> <p>CS provided an overview of the planning timeline for Q4 which works in parallel to develop the details for the 5-year plan with partners, the Board and CSU leadership teams taking account of any further guidance received from NHSE. The next version of the three-year plan and the five-year narrative plan is due to be submitted to NHSE on 12 February 2026. Formal feedback on the previous return is due during the week commencing 19 January 2026. Formal structures are in place to track progress against the planning commitments made.</p> <p>PT asked what the Council of Governors briefing papers, referred to in the engagement plan, would look like. CS confirmed that the content would be a high-level briefing paper presented at future Council meetings.</p> <p>The Council noted the update provided.</p>	
<p><b>CGo.1.26.7</b></p>	<p><b>Code of Conduct NEDs/Governors</b></p> <p>LP advised that the policies and procedures task and finish group agreed that it would be beneficial to have a joint code of conduct for both governors and NEDs. The draft has been informed by codes of conduct from other NHS trusts as well as our governance advisors. The Council was asked to note that the process for managing potential breaches of the Code has been removed from the code of conduct and is set out in the separate 'managing concerns' process rather than within the code itself.</p> <p>FT felt that the inclusion of the word 'gender' within the document is problematic and could lead to confusion and suggested that this is replaced with sex and gender re-assignment.</p> <p>DB felt that there were some definitions that needed to be clarified in both the Code and the Process for Managing Concerns documents. SJ advised that these documents have been reviewed by a wide group of people along with our governance advisors and felt that if the documents were overly prescriptive, they</p>	

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	<p>could become unwieldy to manage, and there was also a need to rely on professional judgement. She was of the view that the framework provided clarity of expectation, and both an informal and formal process for managing concerns which was a step forward from the previous version which only included a formal process.</p> <p>AW felt that the Code of Conduct could benefit from more clarity in certain areas. It was agreed that he would provide his suggested changes to LP. HR also felt that there were some grey areas specifically relating to governors who had external jobs which might conflict with their governor role.</p> <p>LP agreed to make the changes discussed and circulate an updated version via email.</p> <p>The Council of Governors approved the Code of Conduct in principle, subject to the changes noted above.</p>	<p>Andy Waller CGo2603</p> <p>Board Secretary CGo2604</p>
<p><b>CGo.1.26.8</b></p>	<p><b>Process for managing concerns</b> A combined discussion took place at agenda item CGo.1.26.7.</p> <p>HF asked about the process concerning registrants and how this would affect staff who were also staff governors. LP agreed to include a section in the process.</p> <p>The Governors approved the Process for Managing Concerns in principle, subject to the changes also noted at CGo.1.26.7 above.</p>	<p>Board Secretary CGo2605</p>
<p><b>CGo.1.26.9</b></p>	<p><b>Governors Nominations and Remuneration Committee report</b> MC provided an overview of the paper. The Council was asked to note that the item relating to Non-Executive Director and Chair remuneration will be discussed at today's private Council of Governors meeting.</p> <p>The Council noted the update provided.</p>	
<p><b>CGo.1.26.10</b></p>	<p><b>Communications headlines</b> SR joined the meeting to provide an overview of the communications headlines since the last meeting of the Council. The Council noted the following.</p> <ul style="list-style-type: none"> <li>• A revised Women's health strategy will be published in summer 2026. Locally a women's health movement was launched in February 2025.</li> <li>• The Government launched the Men's Health Strategy for England on 19 November which includes £3.6 million investment over the next three years specifically for suicide prevention projects.</li> <li>• Andy's Man Club will be running a one-hour session, on 19 January, 12-1pm, Sovereign Lecture Theatre, BRI. All are welcome to attend.</li> <li>• The Mental Health Act 2025 has received Royal Assent, making changes to the Mental Health Act 1983.</li> <li>• On 3 December 2025, the government launched an independent review into mental health conditions, ADHD, and autism. The findings will be published in summer 2026.</li> <li>• On 16 October, the Prime Minister announced measures to tackle antisemitism and other forms of racism in the NHS. These issues have already been discussed at our Board meeting on 27 November 2025 on the work the Trust is doing on anti-racism.</li> <li>• A voluntary redundancy scheme was launched as part of the organisational</li> </ul>	

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	<p>changes taking place at NHS West Yorkshire ICB. More details on the proposed structures will follow in due course.</p> <p>LP agreed to circulate the communications headlines slide pack to the Council.</p> <p>The Council noted the update provided.</p>	<p>Board Secretary CGo2606</p>
<p>CGo.1.26.11</p>	<p><b>Digital Strategy</b></p> <p>VL provided an overview of the paper which articulated the five strategic objectives agreed as part of the Digital &amp; Data Transformation Strategy in May 2025. VL confirmed that the strategy is aligned with the NHS Long Term Plan. With the appointment of key leadership positions (notably the Associate Director of Data, Analytics and AI in September 2025), progress across all strategic objectives has begun.</p> <p>The underlying business plan for the ‘Brilliant Basics’ part of the strategy remains positive. The transforming element (as with the strategy in totality) requires continued focus and a refresh in recognition of the medium-term planning document recently published by NHSE. To further build the team’s capabilities, VL confirmed there was a commitment to fully using the learning and development budget throughout the financial year. Digital Advocates are in place across the CSUs, who can engage with the IT team. An initial 3-way meeting has taken place with Airedale, BTHFT and Bradford District Care Trust to discuss how to support some of the corporate review work, to draw on the capacity and capability that exists across Bradford District and Craven.</p> <p>DB asked which elements of the digital strategy VL expects to deliver the most tangible productivity gain over the next 6-12 months. VL stated that key elements would be recognising the Trust’s income position through the clinical coding work being undertaken, and the use of Microsoft Copilot within clinical administration. Work is ongoing regarding the use of virtual appointments and how these link into the Airedale digital hub.</p> <p>As part of the long-term plan, DB asked how the alignment between productivity and workforce sustainability is being translated in Bradford. DB agreed to email VL with his questions so she could provide a comprehensive response.</p> <p>DB queried what the Trust’s capacity is to be able to deliver on the strategy. VL confirmed that capacity is currently challenged particularly due to the vacancy freeze in place at present. The IT team are working together to work smarter on the optimisation work. VL felt that the Trust needs to build further on strategic partnerships in relation to digital.</p> <p>HR asked how patient experience and views are being included within the digital transformation work. VL stated that the ExCEL programme has worked with communities and further discussion needs to take place as to where the Patient and Public Involvement Forum fits in. HR agreed to email VL the recent Healthwatch report on digital.</p> <p>The Council noted the update provided.</p>	
<p>CGo.1.26.12</p>	<p><b>Matters raised with Governors by members, patients and the public</b></p> <p>No matters were raised.</p>	

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CGo.1.26.13	<p><b>Any other business</b> AW provided an update on his recent site visit to St Lukes Hospital (SLH) on 5 January 2026. He raised some issues that he encountered, and DM provided an overview of work ongoing at SLH in relation to understanding what estate is viable for the future and what can be disposed of, within the limitations of listed buildings. RH added that a recent site visit had taken place involving members of the Executive Team who walked the site and discussed site issues with staff. She felt that there was greater Executive oversight and confirmed that improvements had been made.</p>	
CGo.1.26.14	<p><b>Review of meeting</b> No feedback was received.</p>	
CGo.1.26.15	<p><b>Date and time of next meeting</b> 15 April 2026 3.30pm – 5.30pm</p>	
CGo.1.26.16	<p><b>Resolution to move into private session</b> The Council approved the resolution to move into private session, by reason of the confidential nature of the business to be transacted.</p>	

Date of Meeting	Action log ID	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
	CGo2607		<i>Next number in sequence</i>			
10.4.25	CGo2501	CGo.4.25.5	<b>Holding to account – NED feedback Quality Committee</b> HR suggested the inclusion of a member of staff from Healthwatch Bradford join the QC meetings. JL agreed to consider this further and confirm with HR.	Board Secretary	October 2025	9.10.25 – suggested that Healthwatch could be a member of the Trust's Quality Committee with arrangements to be discussed with the new NED Chair – <u>action to remain open.</u> LP and SJ agreed to discuss with HR, outside of the meeting.
15.1.26	CGo26001	CGo.1.26.5	<b>Holding to account – Chief Executive's Report</b> AW referred to a presentation at a recent patient experience meeting relating to 'Health on the High Street' and asked if this could be shared with governors.	Director of Strategy & Transformation	April 2026	
15.1.26	CGo26002	CGo.1.26.5	<b>Holding to account – Chief Executive's Report</b> MP suggested that colleagues could be invited to attend a future Council of Governors meeting to provide an update on progress on the integrated neighbourhood health workstream. SJ further suggested that it might be beneficial to combine this with a visit to the relevant services, for example at the Broadway centre.	Board Secretary	April 2026	
15.1.26	CGo26003	CGo.1.26.7	<b>Code of Conduct NEDs/Governors</b> AW felt that the Code of Conduct could benefit from more clarity in certain areas. It was agreed that he would provide his suggested changes to LP. HR also felt that there were some grey areas specifically relating to governors who had external jobs which might conflict with their governor role.	Governor (AW)	April 2026	Changes made and updated version circulated via e-mail. <u>Action closed.</u>
15.1.26	CGo26004	CGo.1.26.7	<b>Code of Conduct NEDs/Governors</b> LP agreed to make the changes discussed and circulate an updated version via email.	Board Secretary	April 2026	Changes made and updated version circulated via e-mail. <u>Action closed.</u>
15.1.26	CGo26005	CGo.1.26.8	<b>Process for managing concerns</b>	Board Secretary	April 2026	Reference added to process for

Date of Meeting	Action log ID	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
			HF asked about the process concerning registrants and how this would affect staff who were also staff governors. LP agreed to include a section in the process.			managing concerns. <u>Action closed.</u>
15.1.26	CGo26006	CGo.1.26.10	<b>Communications headlines</b> LP agreed to circulate the communications headlines slide pack to the Council.	Board Secretary	April 2026	The slide pack was uploaded to Admincontrol. <u>Action closed.</u>