

Confirmed Minutes - Council of Governors Meeting in Public

Date	Monday, 17 August 2026	Time	15:30-17:30
Venue	Conference Room, Field House, BRI	Chair	Karen Walker, Acting Chair
Present	- Karen Walker, Acting Chair (KW) - Zulfiqar Ahmed – Patient Governor, Out of Bradford (ZAh) - Dermot Bolton, Public Governor, Bradford West (DB) - Mark Chambers, Patient Governor, and Lead Governor (MC) - Helen Fearnley, Staff Governor, Nursing & Midwifery (HF) - Emma Fleary, Staff Governor, Nursing & Midwifery (EF) - Ruth Houghton, Staff Governor, All Other Staff Groups (RH) - Ibrar Hussain, Public Governor, Bradford West (IH) - Farideh Javid, Public Governor, Bradford South (FJ) - Kameel Khan, Staff Governor, Allied Health Professionals & Scientists (KK) - William Martin, Partner Governor, University of Bradford (WM) - Helen Rushworth, Partner Governor, Healthwatch (HR) - Charlotte Szpara, Staff Governor, All other staff groups (CS) - Sharon Taylor, Public Governor, Bradford South (ST) - Fiona Thompson, Public Governor, Shipley (FT) - Andy Waller, Public Governor, Rest of England and Wales (AW) - John Waterhouse, Public Governor, Bradford East (JW)		
In attendance	- Zafir Ali, Non-Executive Director (ZA) - Bryan Machin, Non-Executive Director (BM) - Altaf Sadique, Non-Executive Director (AS) - Mel Pickup, Chief Executive (MP) - Sajid Azeb, Chief Operating Officer & Deputy Chief Executive (SA) - John Bolton, Chief Medical Officer (JB) - Karen Dawber, Chief Nurse (KD) - Vikki Lewis, Chief Digital & Information Officer (VL) - Ben Roberts, Chief Finance Officer (BR) - Faeem Lal, Director of HR (FL) - David Moss, Director of Estates and Facilities (DM) - Jacqui Maurice, Head of Corporate Governance (JM) - Laura Parsons, Associate Director of Corporate Governance/Board Secretary (LP) - Kez Hayat, Head of Equality, Diversity and Inclusion (KH), for item CGo.8.26.6 only - Alison Smith, Head of Strategy & Partnerships (ASm) and Sophia Hussain, Service Improvement Lead for Strategy & Partnerships/Programme Lead for Health on the High Street (SH), for item CGo.8.26.7 only - Shak Rafiq, Strategic Communications & Engagement Lead (SR), for item CGo.8.26.9a only		

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CGo.8.26.1	Apologies for Absence - Imran Ellam, Public Governor, Bradford East - Osman Rafiq, Public Governor, Keighley - Justine Andrew, Non-Executive Director - Tim Swift, Non-Executive Director - Mark Hindmarsh, Director of Strategy and Transformation	

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CGo.8.26.2	Declarations of Interest ZAh made a declaration in relation to agenda item CGo.8.26.7 (Health on the High Street) explaining that his organisation (The Leap) had a community led research lab working with the Trust to gather data and insights on public perceptions of Health on the High Street. As no decisions were required, it was agreed that ZAh did not need to leave the meeting and could take part in the discussion for this item.	
CGo.8.26.3	Minutes of the meeting held on 15 April 2026 The minutes were accepted as a correct record.	
CGo.8.26.4	Matters Arising LP referred to the action log appended to the minutes. The Council noted and agreed the outcomes to the following actions: • <u>CGo26008 Holding to account: MARS (Mutually Agreed Resignation Scheme)</u> KW advised that 83 applications had been reviewed and 17 had been approved, with a further 3 awaiting clarity on whether they should be included in the Trust numbers. Six individuals left in June and 11 had left in July or were expected to leave during August. <u>Action closed</u> • <u>CGo26009 Quality Account Improvement Priorities</u> LP advised that a number of governors had expressed an interest in attending a governor session on incident reporting and that a date would be arranged in due course. <u>Action to remain open.</u> • <u>CGo26002 / CGo26007. Health on the High Street.</u> Item included on agenda. <u>Actions closed.</u> • <u>CGo26010 New Communications Strategy.</u> Item included on the agenda. <u>Action closed.</u> KW reminded Governors that a standalone governors' session had been arranged for 27 August, 10am to 11am, via Teams to cover the national maternity and neonatal investigation.	
CGo.8.26.5	Holding to Account a. Chairs Report KW presented the Chair's report, which was taken as read. KW stated that Anne Forster, Partner Governor had retired. A new nomination for the BMDC partner Governor had been received and would be confirmed following the conclusion of the pre-appointment checks. The next Strategic Advisory Forum would take place on Thursday, 3 September from 9.30 to 11.30 at the Cellar Trust in Shipley. Governors were asked to confirm their availability to support planning and numbers. b. NED feedback (reports from Board) Quality Committee and People Committee: In the absence of TS and JA, KW presented a summary of the reports highlighting the following key points: • EXCEL programme. KW confirmed that the EXCEL programme was continuing, but that the stakeholder engagement element had been paused temporarily to allow the team to focus on the learning element. SA stated that the programme continued through three workstreams, focused on	

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	decongesting A&E to improve patient experience, staff experience and morale. • Amos Report. This would be considered at the separate governor session on 27 August. Finance and Performance Committee: BM presented a summary of the report highlighting the following key points: • Estates. BM advised that the Committee was now receiving improved reports, with more detailed analysis. An assurance map had been developed, which was helping the Committee to assess the risks associated with estates and facilities. • Operational performance. Performance continued to be monitored and on the balance of year-end forecasts, the Trust was likely to meet most of its planning targets and improve its NHS Oversight Framework (NOF) ranking if current trends were sustained. Significant risks remained but the overall operational performance remained good when viewed nationally. • Finance. BM advised that, based on Month 3, the likely position was that the Trust would not achieve its financial target, although the Month 4 position had improved. The Committee had discussed improved governance and internal arrangements for financial recovery, the need to increase pace, and the use of additional capacity. The Board and committees were having appropriate conversations about the challenge of delivering one of the most difficult financial asks in the country while maintaining operational performance, safety and quality. JW asked whether BM was suggesting that the Trust was now facing an increasingly difficult intersection between financial and clinical constraints, and whether it could become impossible to deliver both. BM described the position as increasingly difficult rather than impossible. JW observed that governors needed to understand this challenge and any further resources required. BM noted that any recommendation requiring additional financial resource created a challenge for a Trust. BM added that the Board, committees and wider Trust communications were aligned in recognising the scale of the challenge faced by the organisation and the wider NHS. ZAh sought further details on the scenario planning being undertaken and the potential impacts of different financial scenarios. BR confirmed that the Trust undertook best, worst and mid-case financial scenario planning each month which was shared with the Finance and Performance Committee and submitted to NHS England monthly. BR confirmed that any difficult decisions would be made in collaboration with ICB and NHS England colleagues, with relevant risk assessments. Audit Committee: ZA presented a summary of the report highlighting the following key points: • Internal Audit reports. The Closing the Gap internal audit report had received low assurance, but the Committee had received assurance that a Recovery Director had been appointed to provide support. The Board Assurance Framework (BAF) internal audit report had received limited assurance, however the BAF had undergone significant change and improvement and was now in a better position when benchmarked against good practice in other NHS trusts. • Audit Recommendations. The number of audit recommendations had	

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	reduced to zero, which was an exceptional achievement. • Routine Annual Governance reports. ZA also noted that routine annual governance reports had been approved in time for the annual accounts. Charitable Funds Committee: AS presented a summary of the report highlighting the following key points: • Groundbreaking ceremony. A highly successful groundbreaking ceremony had taken place on site, attended by more than 100 staff, benefactors and key donors. Nearly £2.3 million of the initial ask had been raised and that the Charity was well placed to raise the remaining £700,000. • Fundraising activity. Fundraising activity was moving into a more proactive phase to secure more recurring revenue for the Charity. The '100 club' continued to grow with a strong pipeline of local businesses signed up. • Independence Committee. The Independence Committee had been established and was operating as a shadow board, chaired by trustee-designate Russell Andrews, who was also attending Charitable Funds Committee meetings. • Charity Independence. This remained on track for April or May 2027. c. Chief Executive's Report MP highlighted the following key points: • The appointment of Andy Burnham as the new Prime Minister and Yvette Cooper as Secretary of State. MP had participated in a webinar with Yvette Cooper, attended by provider chief executives, NHS England and ICB staff, where she introduced her priorities. MP highlighted the integration of social care and legislation around parity between health and social care, linked to the Prime Minister's ambition for a national care service. MP stated that the Trust would engage with opportunities arising from this work, particularly through neighbourhoods and place-based partnerships with the local authority. • A meeting had taken place with Councillor Stephen Place, the new leader of Bradford Council, who had shown particular interest in the Trust's Health on the High Street plans and was supportive of the concept. • MP, KD and the Director of Midwifery had met with Baroness Amos following publication of her report. MP reported that Baroness Amos had been complimentary about the improvements the Trust had made and about the Trust's openness in recognising where more work was required, particularly with communities. • There had been a successful visit with Professor Habib Naqvi from the National Race and Health Observatory, during which he met colleagues from maternity services, research, the executive team and community representatives. MP advised that the Trust had agreed to participate in a national pilot with the Race Observatory to support the implementation of the seven principles of anti-racism, with community partners involved in future work. The Council received and noted the reports.	
CGo.8.26.6	Equality and Human Rights Commission (EHRC) Code of Practice update KW introduced the item by noting that there had been significant governor	

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	interest in the Trust's response to the EHRC Code of Practice and the relevant Supreme Court ruling. In response to a query from DB about Airedale providing interim guidance, KH had contacted Airedale who had confirmed they had not made any changes and were awaiting national guidance. KH confirmed that no formal national NHS England guidance had yet been issued in relation to the ruling. KH advised that the EHRC guidance had come into effect on 5 August 2026. He explained that the issue related to the interpretation of the Equality Act and the provision of sex-based services following the Supreme Court ruling in 'For Women Scotland Ltd v Scottish Ministers'. It was expected to cover staff facilities, including toilets, changing rooms, showers, ritual washing facilities and breastfeeding spaces. NHS organisations had been advised to undertake a detailed audit of staff facilities, and this was underway. NHS England had completed a national equality impact assessment, but this had not yet been shared. In the meantime, work has started on the Trust's own impact assessment, engagement had taken place with the LGBT+ Staff Equality Network and information was being gathered relating to the provision and use of staff facilities. KH had also facilitated a regional EDI meeting with West Yorkshire EDI leads. KH outlined the expected next steps from NHS England and explained that regional NHS trusts had agreed to work collectively to avoid duplication and inconsistency. Although the current update focused primarily on staff facilities, the ruling could also have implications for patients and KD stated that the Trust's approach would be guided by legal compliance, the NHS People Promise, Trust values, dignity and respect. KW asked about timescales for interim guidance. KH advised that NHS England had not provided a specific timescale but had asked organisations to start the three areas of work immediately. DB asked two specific data-related questions: firstly, what adjustments would be made to the Trust's EPR system to ensure that both sex and gender were captured; and secondly, how HR records for staff would be managed, particularly historical records of previous identities and employee relations matters. VL advised that the Trust would normally expect an information standards notice to be issued by NHS England instructing system suppliers on mandatory changes. VL stated that she did not recall seeing such a notice and agreed to investigate further. FL explained that staff data was managed through ESR, a national system, and that any changes to recording requirements would be rolled out nationally. He also confirmed that historical employee relations records would remain on an individual's personal file and follow the individual's employment record. FL confirmed that local systems would incorporate national changes when those became available. FT asked about the pace of the Trust's response and the extent of the risk and noted that organisations had been criticised for awaiting EHRC guidance. She asked how quickly the Trust intended to act and what the extent of the litigation risk was, given that the Trust had been advised this was low risk and it would be helpful to understand what this means in practice. KH responded that equality monitoring was a key issue and that NHS	CGo2611 CDIO

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	England had indicated that the national guidance would include a section on equality monitoring, including ESR and EPR. Focus would remain on equality monitoring whilst awaiting the national guidance. MP explained that she was the executive sponsor for the LGBT+ staff network and these issues were reviewed on a regular basis with the Network Chair. It was felt that existing policies provided some safeguards in relation to respect and dignity for transgender patients, although they might not be technically compliant with the new position. MP added that staff concerns could be escalated through mechanisms such as Freedom to Speak Up, HR or other routes, enabling the Trust to act quickly if required during the interim period. JW observed that the discussion had referenced transgender colleagues and patients but had not explicitly referenced women. FL responded that the Trust had a gender equality network and that approximately 80% of the workforce was female. FL reassured governors that staff networks and staff-side relationships provided open channels for dialogue and that the Trust considered individual circumstances carefully, while recognising the needs of its predominantly female workforce. The Council noted the update provided.	
CGo.8.26.7	Health on the High Street and Integrated Neighbourhood Health workstream ASm and SH joined the meeting and gave a comprehensive overview of the work being undertaken across Bradford District and Craven (BDC) to build neighbourhood health services and shift care from hospital into community settings. The BDC Place Strategy aims to move the focus of care into homes, communities and high streets, increase use of digital and virtual services, and reserve hospital-based care for the most specialist activity. ASm advised that Bradford was one of 43 sites in Wave One of the National Neighbourhood Health Implementation Programme (NNHIP). She provided further detail on the National Neighbourhood Health Framework that has recently been published and its links with the Excel programme, Gateway to Care, outpatient transformation and the development of specialist clinics in community settings. SH explained that Health on the High Street was a national concept and a direction of travel for healthcare providers to implement the hospital-to-community shift. SH described it as moving appropriate healthcare services out of traditional hospital settings into accessible town-centre locations. The programme team had visited established Health on the High Street models in other hospitals with two broad models emerging: community diagnostic centres providing accessible diagnostics and outpatient services and health and wellbeing hubs. The Trust was exploring a potential Health on the High Street location. SH outlined the proposed governance structure and emphasised that the model should not be developed by the Trust in isolation but with input from outside factors including the public which would help shape the model. SH encouraged governors to contact her to volunteer or engage further. FJ asked whether new staff would be employed for the new site and SH responded that the intention was to move existing services rather than recruit additional staff specifically for the site. SH explained that the programme aimed to change where services were delivered, release capacity on acute sites and transform service models rather than simply 'lift and shift' activity.	

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	FT suggested that the team ensure that population 'need' and inequalities are considered in developing Integrated Neighbourhood and Health on the High Street models. The Council noted the presentation.	
CGo.8.26.8	Health Bill and emerging impact on Foundation Trusts KW provided an update on the Health Modernisation Bill and potential implications for foundation trusts and governor roles. Some Governors had attended a joint session with governors from Airedale and Bradford District Care Trusts on the future governor role. The slides and feedback from the session had been circulated to Governors and NEDs. MC reflected that attendees were able to share concerns and creative ideas. Although the position was uncertain and causing anxiety, attendees remained focused on improving governance. KW reported that she had also attended a national NHS Alliance session for Chairs and NEDs. 124 foundation trusts had requested to attend, and only three reported having effective engagement plans in place. KW advised that government expected foundation trusts to develop more dynamic arrangements to take account of patient, staff and stakeholder insight. MP reflected on the recent Race and Health Observatory community event, describing it as a strong example of informal engagement with diverse community groups. Many participants had responded positively afterwards, expressing willingness to remain involved and inviting the Trust to engage with their own work. KW noted that there were many existing engagement models and channels across the Trust and advised that she had asked LP to compile a list of these. KW suggested that the Trust should examine existing good practice, including how Governors currently represent their constituencies through different means. MC highlighted that a key concern not yet fully addressed was the removal of statutory responsibility. MC stated that the Council's current statutory responsibilities, including appointment of the Chair and NEDs, gave the Council a degree of additional weight and influence. MC cautioned that replacing the Council with engagement mechanisms could significantly change the nature of accountability. KW agreed that accountability to the local area had been a key theme nationally. KW proposed establishing a task and finish group for Bradford to explore engagement and accountability. KW proposed that the group include one public governor, one partner governor, one staff governor, two NEDs and two executive directors, and offered to chair the group. KW invited governors to email her if they wished to join and stated that she would follow up if necessary to ensure participation, particularly from populations and perspectives not always represented. The Council noted the paper.	CGo26012 Chair

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CGo.8.26.9	Communications Strategy and Strategic headlines from comms perspective SR presented the Trust's communications strategy which had been approved by the Board in March 2026. SR advised that the strategy would be monitored and evaluated via regular reporting to the Executive Team Meeting (ETM) and an annual summary report to the Board. SR explained that the strategy was built around three pillars; organisational awareness and brand positioning, our people and our patients and community engagement and relations. He clarified that the engagement work would not duplicate existing patient experience and engagement structures, including the Patient Experience Group and work already undertaken through the EXCEL programme. He described recent work with the Bradford Black Health Forum, noting that ST had attended the forum and that concerns and experiences had been shared. SR provided an overview of the work being undertaken to create stronger and deeper connections with community groups, community partners, education and local business. ST endorsed SR's comments regarding engagement with Bradford Black Health Forum and MH, describing the approach as collaborative. MP also reflected on the NHS Race and Health Observatory engagement event, describing it as positive and noting the presence of many people working on community issues in Bradford. The Council noted the presentation.	
CGo.8.26.10	Matters raised with Governors by members, patients and the public LP advised that there were no matters to report.	
CGo.8.26.11	Council of Governors Effectiveness Review JM presented the Council of Governors Effectiveness Review advising that the questionnaire had been issued to 20 governors and 13 responses had been received. JM explained that three areas had been flagged due to higher levels of "neither agree nor disagree" and "disagree" responses, and that the purpose was to explore whether actions were required. KW noted one area that had mixed scoring related to communications between the Council and the Board. KW noted that executive and non-executive directors attended Council meetings regularly and that governors could also attend events, '15 steps' visits, Team of the Month judging, committee observations and Board meetings. KW asked governors to suggest additional ways to improve communication. KW then discussed governor involvement in agenda setting. KW suggested that MC, as Lead Governor, could gather views from governors ahead of meetings and feed these into discussions and invited further suggestions on how governors could influence agendas. KW referred to input from interested parties, noting that the Trust sought to include topics of interest to governors, such as the Health on the High Street presentation. In support of agenda-setting KW also encouraged governors to identify any other subjects or presenters they would like to see. KW noted the comments received on induction and that a buddy system for new governors had been suggested. MC agreed to work alongside KW on	CGo26013 Lead Governor

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	improving the buddy system for new governors. KW also noted a comment that NEDs could be more specific about the questions they had asked at Board and committee meetings to provide transparency and assurance to governors that appropriate challenge was taking place. KW suggested that questions from NEDs should be captured routinely in meeting minutes and asked the corporate governance team to consider how committee AAA reports and/or Board minutes can better evidence areas of challenge and questioning. JM clarified that governors did not routinely receive committee minutes but did receive AAA reports. JM asked whether the request related to Chair reports reflecting questions and challenge more clearly. KW clarified that she had been referring partly to Board minutes but agreed there was value in highlighting within AAA reports where significant challenge had taken place. BM expressed caution, noting that the purpose of AAA reports was assurance and escalation rather than detailed minutes, and that minutes were the appropriate record of specific challenge. KW acknowledged this but suggested that references to challenging conversations could be useful. FT commented that she felt the effectiveness review covered the right areas but raised concern around the number of governors who had not completed the questionnaire. ST also observed that governors could better understand NED challenge by observing committees which would help in understanding the rigour of their questioning. The Council reviewed the outcomes from the effectiveness review and provided feedback as noted above.	
CGo.8.26.12	Governors Nominations and Remuneration Committee report MC presented the report and advised that the NRC had considered the outcomes of the Chair and NED appraisals, which would be discussed further in the private Council meeting. Two non-executive directors would come to the end of their second terms of office later in the year, and the Governors NRC had begun working on the NED appointment process. MC also highlighted that the Governors NRC had reviewed its own effectiveness, with comments included in the paper. a. Process for the appointment of a Chair/NED: LP presented the proposed amendments to the process for appointment of a Chair/NED and advised that the amendments were minor and had been considered by the Governors NRC. b. NED Terms of Appointment: LP presented the proposed amendments to the NEDs Terms of Appointment and advised that the amendments were minor and had been considered by the Governors NRC. FT asked how the end of KW's second term as a NED would affect chairing arrangements. KW responded that conversations were ongoing with Sarah Jones, substantive Chair and local NHS colleagues. The NED recruitment process would continue with Chair-related conversations taking place in parallel. KW confirmed that an update would be shared when available to provide further clarity on the position. The Council:	

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	- noted the Governors NRC report; and - approved the proposed amendments to the Process for the appointment of a Chair/NED and the NED terms of appointment.	
CGo.8.26.13	Annual Members Meeting – planning LP presented the proposed plan for the Annual Members Meeting and advised that the proposed format was similar to previous years. A date had not yet been confirmed, but the team was considering holding the meeting on the same day as the next Council of Governors meeting on 30 September, to make attendance easier for governors. LP advised that room arrangements were being explored and that confirmation would follow. The Council approved the proposed plan for the Annual Members Meeting.	
CGo.8.26.14	Council of Governors Standing Orders and Terms of Reference LP presented the revised Standing Orders and Terms of Reference for approval and explained that the Standing Orders included several amendments as highlighted in the paper and were aligned with similar changes made to the Board Standing Orders. LP stated that the Terms of Reference contained only minor updates to terminology. FT raised a detailed query regarding paragraph 3.3 on page 8, which referred to the Deputy Chair chairing in the Chair's absence and cited appointment under paragraph 2.9. FT queried whether this was an outdated reference following removal of the Vice Chair role. LP clarified that the reference was to the Deputy Chair of the Board under the Board Standing Orders rather than a Council Vice Chair. The Council approved the proposed amendments to the Council of Governors Standing Orders and Terms of Reference.	
CGo.8.26.15	COG work programme LP presented the work plan for information and advised that the Constitution and the Engagement Policy had been deferred to the next meeting. LP also explained that the report from the external auditor on the accounts and the Audit Committee's report on the work of external audit would come to the next meeting, following completion of audit work and the Audit Committee meeting in September. The Council noted the updates to the work plan.	
CGo.8.26.16	Review of meeting KW acknowledged that the agenda had been substantial and that some items had been covered at pace. KW reminded Governors that papers were taken as read to allow more time for discussion but recognised that the agenda had been demanding. No specific feedback was raised.	
CGo.8.26.17	Date and time of next meeting 30 September 2026 3.30pm to 5.30pm. KW advised that confirmation would follow on whether the Annual Members Meeting could be held after the Council meeting.	

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CGo.8.26.18	Resolution to move into private session The Council approved the resolution to move into private session, by reason of the confidential nature of the business to be transacted.	

Date of Meeting	Action log ID	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
	CGo26014		Next number in sequence			
15.4.26	CGo26009	CGo.4.26.5	Quality Account Improvement Priorities KD suggested that it may be beneficial to Governors to hold a deep dive session around incident reporting.	Board Secretary	September 2026	Session to be arranged. <u>Action to remain open.</u>
17.8.26	CGo26011	CGo.8.26.6	Equality and Human Rights Commission code of practice update VL advised that the Trust would normally expect an information standards notice to be issued by NHS England instructing system suppliers on mandatory changes. VL stated that she did not recall seeing such a notice and agreed to investigate further.	Chief Digital & Information Officer	September 2026	Verbal update to be provided.
17.8.26	CGo26012	CGo.8.26.8	Health Bill and emerging impact on Foundation Trust KW proposed establishing a task and finish group for Bradford to explore engagement and accountability. KW proposed that the group include one public governor, one partner governor, one staff governor, two NEDs and two executive directors, and offered to chair the group. KW invited governors to email her if they wished to join and stated that she would follow up if necessary to ensure participation, particularly from populations and perspectives not always represented.	Chair	September 2026	Verbal update to be provided.
17.8.26	CGo26013	CGo.8.26.11	Council of Governors Effectiveness review KW suggested that MC, as lead governor, could gather views from governors ahead of agenda-setting meetings, if not already doing so, and feed these into discussions	Lead Governor	September 2026	MC has shared agendas to seek views from governors. <u>Action closed.</u>