

confirmed Minutes - Council Of Governors Open Meeting

Date	Thursday 27 April 2023	Time	15:30 – 17:30
Venue	MS teams	Chair	Dr Maxwell Mclean, Chairman
Present	 Dr Maxwell Mclean, Chairman (MM) Mr David Wilmshurst, Public Governor, Mr Dermot Bolton, Public Governor, Mr Mark Chambers, Patient Governor, Ms Raquel Licas, Staff Governor, N Ms Helen Wilson, Staff Governor, Al Ms Ruth Wood, Staff Governor, All O Professor Anne Forster, Partner Go Mrs Aleksandra Atanaskovic – Publi Dr Farideh Javid – Public Governor Mr Khalid Choudhry, Public Governor Professor Alastair Goldman, Partner Dr Farzana Khan, Staff Governor, M 	nor, Shiple Bradford or (MC) ursing & N HP (HW) Other Staf vernor, Ur c Governor , Bradford or, Keighle	West (DB) Midwifery (RL) If Groups (RW) (left the meeting at 5pm) niversity of Leeds (AF) or, Shipley (AA) South (FJ) ey (KC) T, University Of Bradford (AG)
In attendance	Corporate Governance Team	Director (K' rector (SN rector (BA ve (MP) – ance (MH) R (FL) ly and Inte	W) S) I left the meeting at 16:25 egration/Deputy Chief Executive (JH) corate Governance/Board Secretary
Observer	- Ms Ruth Dunlop, Insight NED Place	ment	

No.	Agenda Item	Actions
CGo.4.23.0	Chair's opening remarks Dr Maxwell Mclean, Chairman (MM), welcomed all to the meeting particularly Dr Farzana Khan, Staff Governor, Medical & Dental to her first governor meeting. Due to the ongoing industrial action several Executives sent their apologies.	
CGo.4.23.1	Apologies for Absence The following apologies were noted: Governors - Mr Ibrar Hussain, Public Governor, Bradford West (IH)	



No.	Agenda Item	Actions
	 Mr Kursh Siddique, Public Governor, Bradford East (KS) Mr Adrian Cresswell, Public Governor, Bradford South (AC) Councillor Fozia Shaheen, Partner Governor, Bradford Metropolitan District Council (FS) Mrs Heather Jacklin, Public Governor, Bradford East (HJ) 	
	Board members Dr Paul Rice, Chief Digital & Information Officer (PR) Professor Karen Dawber, Chief Nurse (KD) Dr Ray Smith, Chief Medical Officer (RS) Mr Sajid Azeb, Chief Operating Officer/Deputy Chief Executive (SA) Mr Mark Holloway, Director of Estates & Facilities (MHol) Mr Jon Prashar, Non-Executive Director (JP) Mr Altaf Sadique, Non-Executive Director (AS) Mrs Julie Lawreniuk, Non-Executive Director (JL)	
CGo.4.23.2	Declarations of Interest There were no interests declared.	
CGo.4.23.3	Minutes of the meeting held on 26 January 2023 The previous minutes were accepted as a correct record.	
CGo.4.23.4	 Matters Arising MM referred to the action log appended to the minutes. The status of the following actions were confirmed by the Council: CG23001 – Bradford District & Craven Citizens' Forum: The dates of the Citizens' Forum listening events will be shared with the Governors and all are encouraged to attend. Information circulated via email to Governors – action closed CG23002 – Matters raised with Governors by members, patients and the public: DB noted DW's recent attendance at the Shipley Patient Participation Group (PPG) meeting and asked if Governors could be provided with the list of PPGs taking place along with a list of GP's in the district. Information circulated via email to Governors 6.2.23 – action closed CG23003 – CEO update: KD suggested adding a session to a future meeting to update on the changes to the CQC inspection regime. Item added to April agenda – action closed CG23004 – Annual Council of Governors Effectiveness/Skills and Knowledge Audit: Results to be presented to April COG meeting. Item added to April agenda – action closed 	
CGo.4.23.5	Summary of the pre-meeting with Non-Executive Directors (NEDs) MM advised of the discussion held between NEDs and Governors prior to this meeting. Discussion took place with regard to the People, Quality & Patient Safety and, Finance & Performance Academies. Key points noted from the discussions held were: People Academy: There were four questions raised by Governors and Karen Walker, Chair of People Academy and Non-Executive Director (KW) provided the following response:	



No.	Agenda Item	Actions
	A monthly update is provided via the People Academy which includes the dashboard showing the numbers of contacts with the staff advocacy service and information relating to the freedom to speak up data. She advised that there were issues that they were aware of but they were not picking up any major causes for concern. There have been improvements in the May metrics across the dashboard and across the People Academy remit. There were 8 reports of bullying that were reported on the dashboard. 90% of those cases were 'no case to answer to' and one resulted in some informal action. As part of the Trust wide civility campaign there is a new staff charter, workplace mediation service training and a key focus on 'nipping things in the bud' before escalation. Data relating to Freedom to Speak Up in Q4 highlights six harassment and bullying incidents which remains static and is lower than pre pandemic levels. There have been four contacts with the advocacy service within the last six months with an overall dip in the last six months. There has been a slight increase in cases from 60 in the previous year to 65 last year. KD further advised that she and MM discuss the data with MP and KD to gain assurance on the activity taking place. AG queried if bullying was a factor in staff leaving the Trust and if they were leaving rather than reporting it. FL confirmed that bullying is not a theme that has been identified through exit interviews or questionnaires Work around civility continues to focus on developing good working relationships around the Trust, supported by the implementation of an internal mediation service for staff.	Interim Director of HR CG23005



No.	Agenda Item	Actions
	headcount since December. This is a net loss across nursing and midwifery of 10.28 full time equivalent members of staff. There are currently 236 Band 5 nursing vacancies and 168 Band 2 healthcare support worker vacancies. Vacancies in physio are very low and there are no occupational therapy vacancies. The outstanding pharmacy services initiative is underway resulting in some Band 6 and Band 7 teacher practitioner roles being recruited to. Key items to monitor going forward are the underrepresentation of females at senior level, the disability declaration rate and, the rolling 12 month sickness absence rates. Staff turnover has reduced by half a percent from February to March in all areas except corporate services.	
	KD also reminded the Council that there is a Thrive Leadership Conference taking place on the 6 th June focusing on 'the leader in everyone'.	
	DW raised a concern around the length of time it takes to recruit staff in the early stages. Action: FL agreed to note the discussion and examine the process.	Interim Director of HR CG23006
	The Governors requested that the risk appetite matrix is circulated via email to help them understand the 6 risk appetite levels. Action : LP agreed to circulate once this has been approved at the May board meeting.	Board Secretary CG23007
	Charitable Funds Committee JH provided an update on the recent Charitable Funds Committee meeting which discussed the summary of the unaudited year 2022/23 and the financial position. The total value of the charity funds is just over £2m. Income in the last financial year was approximately £465k and expenditure was approximately £530k, which equated to a decrease in the charitable funds of £65k. The current position was not an issue at present. The value of investments, managed by Rathbones, reduced in value by about 7.5% (£75k) last year which is disappointing, however the market average reductions for this sector were approximately 11%. Overall the net reduction equates to £143k. The Charitable Funds Committee also noted our strategy for future growth.	
	We have successfully bid for funds from the NHS Charities Together which will be used for the development of a strategy, development of a customer relationship management database and, to develop and improve our branding and communications for the charity. A new Charity Director is now in post and it is hoped that she can grow the team and income going forward. Work is ongoing to implement a step change to grow the charity and to work more closely with local businesses. Action: JH suggested inviting Sharon Milner, Charity Director to a future COG meeting to provide an overview of the charity.	Board Secretary CG23008
	DB queried what the charity investment threshold was set at and whether this would provide a surplus income to spend. JH advised that the Fundraising Regulator is very clear that funds raised should be used and not tied into investment portfolios. He felt that the charity was relaxed about spending money, where necessary, up to the point at which we would have to liquidise assets in order to cover the standing charges. In	



No.	Agenda Item	Actions
	the next year or two we will see some flux as the step change involves increasing the size of the team and therefore the salary bill. He confirmed that the work will be tracked closely to see the rebound effect from investing in people, branding and assets. The costs for fundraising are currently 40p in the pound - this should be around 25p in the pound and this is being monitored closely to support a reduction in costs.	
	FJ asked if there were monies available for research. JH advised that our charity focuses predominantly on direct benefits for patients, to improve patient experience and staff welfare. If a research bid is submitted to the charity this would need to fit within the objectives of the charity.	
	Finance & Performance Academy: MH provided an update on waste reduction initiatives, the potential for appointing a waste champion and, the links to the green agenda. At a recent board development session it was suggested that a Non-Executive Director attends the waste reduction group to provide oversight. There is a focused restart this year on our waste reduction ambitions with work taking place within Pharmacy to source 500k biosimilar products. The pathology joint venture is now in profit status which means the Trust received around £300k last year. Work is ongoing with the joint venture to re-patriate work back in house for tests with a potential saving to the Trust. The procurement team are working on areas to save money with product switches, standardisation and contract management.	
	The fundamental purpose of the waste reduction group and our clinical services improvement group is to help our colleagues in the organisation to translate qualitative and quantitative improvements. MH advised that one example of a real transformation opportunity is the work that took place a few years ago to support the reactive emergency assessment community team looking at end of life care and admission avoidance.	
	The main focus over the next 12 months is the opportunity to repatriate our outsourcing or insourcing work with a plan to exit our insourcing capacity by the end of September 2023. Monitoring will be in place by restarting all our detailed tracking arrangements with each Clinical Service Unit (CSU) and specialties using their own waste reduction tracker to identify improvements through to the end of the year. Each individual initiative will be tracked on a monthly basis through the CSUs, executive team, academies and the board.	
	This is not at present linked to the green plan implementation group but there are opportunities being explored to do so.	
	MH re-iterated the aspirations of the Trust to use local suppliers but advised that this is sometimes difficult when you are looking at value for money as it is often the larger companies that can produce at a larger scale compared to local providers. Our tenders now include a 10% social value evaluation criteria and a formal tender process is enacted if the cost is over £30k using the tendering framework. DB queried how well local firms on those frameworks are represented. MH confirmed the national supply chain dictates the criteria and manages the frameworks and not the Trust. He confirmed that the Trust does consider local procurement on the same testing criteria as well as larger companies. He asked the Council to	



No.	Agenda Item	Actions
	note that a paper will be discussed at a future Finance & Performance Committee on the options to put in place a more robust approach in relation to local procurement. As part of the tender process all those that submit a tender do receive feedback. MH also confirmed that there aren't many local suppliers available for specialised clinical products but local firms are used regularly for our estates work. Quality Academy MP provided an update on mitigating the use of outsourcing and our strategy. She advised that there are elements of outsourcing other than our core activity that are beneficial in terms of flexibility, e.g. reporting of radiological films and some admin functions that can be done at scale and off site which don't require capital builds. There is no set plan in place but the focus is to try and eradicate the use of expensive or overly expensive outsourcing.	
	On the question raised around setting up a staff forum; MP advised that we connect with our staff through the Thrive live sessions, the Thrive leadership conference and the three active staff networks. She felt that the highlighting of waste should draw on the expertise and experience of staff through the CSUs. The CSUs will have to tap into the intelligence that exists amongst their teams, both clinical and non-clinical staff, to work together to save money.	
	The Committee noted the verbal update provided.	
CGo.4.23.6	Matters raised with Governors by members, patients and the public There were no matters raised however LP confirmed that the first governor engagement stand event has been held recently on the concourse at BRI. Action: LP confirmed that a summary of any issues raised from the governor engagement stands will be brought back to future COG meetings.	Board Secretary CG23009
CGo.4.23.7	Chairman's Report MM stated that the report should be taken as read. However he asked the Governors to note the following key points: The council thanked John Bolton for his time served as a staff governor Dr Farzana Khan was welcomed to the meeting as John's replacement Thanks to Farideh Javid and Alex Atanaskovic for staffing the governor engagement stand recently. The Council noted the report.	
CGo.4.23.8	CEO update MM expressed his appreciation for the significant efforts of all the executive team to keep patients safe and support those colleagues who are taking industrial action.	
	 MP referred to her report and the appendices provided. She asked the governors to note the following key points: As a key partner in the Bradford District & Craven Health and Care Partnership we are playing our part in working with colleagues to respond to all of the directives that have followed the publication of the 	



No.	Agenda Item	Actions
	operational planning guidance for recovering urgent and emergency care services. - Members of the Royal College of Nursing are due to take industrial action however due to High Court action the length of the industrial action has been reduced. The challenge, compared to previous industrial action, is that it takes place over a bank holiday and there are no derogations. A derogation is an allowance, with the support of the Royal College of Nursing, to acknowledge that there is a requirement to provide minimum staffing levels in some areas. In previous periods of industrial action we have been able to secure a significant number of derogations that largely covered all our inpatient areas. In the last 24 hours a process has been introduced to allocate staff to critical areas but it was felt that this would only be a small number. The areas of primary concern were critical care and A&E and the Trust was seeking to secure a minimum number of registered nurses to staff each of our inpatient areas. To incentivise nurses to work we have increase hourly pay rates. Staff, including volunteers, allied health professionals, healthcare assistants and retirees have been drafted in to cover the gaps in registered nurses taking industrial action. Planned elective operating will be reduced over the period. A planning meeting is due to take place with all the West Yorkshire trusts to plan for any critical care patients, who cannot be cared for at our hospital, to be cared for at an alternative hospital as part of the intra hospital transfer agreement. Patients on the ward who are deemed medically fit and can continue their care at home with support from the virtual hospital or social care colleagues have been discharged. Regular updates at various intervals will be shared with regional colleagues so that Trusts that are not subject to industrial action can offer mutual aid.	
CGo.4.23.9	Changes to the CQC inspection regime Action: This item was deferred to the July Council of Governors meeting due to the absence of Karen Dawber, Chief Nurse (KD)	Board Secretary CG23010
CGo.4.23.10	Code of Governance for NHS Provider Trusts and Guidance on Good Governance and Collaboration Code of Governance LP provided an overview of the updates made to the Code of Governance for NHS Provider Trusts and the new guidance on good governance and collaboration. She highlighted Appendix B which refers to the Council of Governors and the role of the lead governor. LP advised that each section of the Code of Governance is built around a set of principles and provisions that all Trusts have to comply with or explain non-compliance within their annual report. The Code was updated last year and the new version applies from 1 April 2023 onwards. Several updates have been made which are included in the paper. LP explained that our Trust compliance is assessed on an annual basis through reporting to the Board of Directors. Whilst we are not formally required to report against the new code until May 2024 we have already assessed our compliance, with the new or changed provisions, and reported this to the	



No.	Agenda Item	Actions
	January meeting of the Board of Directors. This included an action plan of any partially compliant areas and one non-compliant area relating to NED pay which will be reviewed again at the Governors Nominations and Remuneration Committee in due course.	
	Good Governance and Collaboration LP provided an overview of the new guidance on how providers should work and collaborate with partners through system and place based partnerships and, the provider collaborative and the governance arrangements that need to be in place. There are three collaboration functions that Trusts have to adhere to which are supported by five characteristics of good governance arrangements. The compliance with the guidance has been reviewed and will be discussed at the May Board of Directors as part of our wider review of compliance with the NHS Provider Licence. There are no areas of non-compliance reported.	
	Addendum to the guidance on Governors statutory duties LP referred to the addendum that supplements existing guidance and brings additional considerations for Governors in light of the establishment of integrated care systems. A presentation was provided to Governors in July last year on the addendum. We are in the process of arranging a joint session with Airedale NHS FT and Bradford District Care NHS FT to consider the implications of system working for Governors.	
	The Council noted the report.	
CGo.4.23.11	Governors Nominations & Remuneration Committee (NRC) Report	
	DW advised that the paper reported on the items considered at the NRC meeting held on 21 March 2023 which will be discussed further at agenda items CGo.4.23.12, CGo.4.23.13 and CGo.4.23.14.	
	The Council noted the report.	
CGo.4.23.12	NED and Chairappraisal process LP provided an overview on the appraisal process for our NEDs and Chair which is reviewed on an annual basis. Both processes have been reviewed by the Governors NRC. There are minor changes proposed to the NED appraisal process to include consideration around refreshing committee (and academy) members which is in line with one of the updated provisions in the Code of Governance. There are minor changes proposed to the Chair appraisal process which reflect the implementation of the new Code of Governance and provides clarity on when the outcomes of the NED appraisals will be considered by the NRC and presented to the Council. The NHSE chair appraisal framework states that appraisals should be undertaken during the first quarter of the financial year, therefore it is recommended that the outcome of the Chair appraisal is reported to the NRC in June 2023 and to the Council of Governors in July 2023. The NED appraisals will be reported to the NRC in September 2023 and to the Council of Governors in October 2023. The Council approved the amendments to the processes for 2023.	



No.	Agenda Item	Actions
CGo.4.23.13	Proposed process in the case of removal of a NED or Chair LP advised that this is a new process which outlines the responsibility of governors for the removal of a Chair or NED. The proposed process had been informed by the process used by NHS England for non-foundation trusts and national guidance around governors' statutory duties. Input into the development of the process has been received from the Director of Human Resources. It is recommended that the process is reviewed every two years. The process has been reviewed by the Governors NRC in March 2023. The Council approved the process and confirmed that it supported a review every two years.	
CGo.4.23.14	NED Job Description, Person Specification and, Terms and Conditions Terms and Conditions JM provided an overview of the paper presented and advised that it is within the gift of the Council to approve any proposed deviations from the generic terms and conditions. She highlighted the minor amendments to the terms and conditions. A key change was the inclusion of a statement informing the NEDs that they are able to seek independent advice to support the discharge of their duties. The Council noted that the Trust is awaiting the publication of the Fit and Proper Person test framework and guidance document from NHS England as part of the Kark review. The terms and conditions will be reviewed again by the Governors NRC once the guidance is received and if required, will be presented again for approval by the Council.	
	Job description and person specification JM advised that there are some minor amendments to the job description and person specification as highlighted within the paper. With regard to the job description for the Audit Committee Chair, specific additions are highlighted in blue on the document. She asked the Council to note that further discussions would take place at the Governors NRC meeting as to any additional requirements they would like to add regarding that role. Advice will also be sought from external agencies and human resources. Any further amendments will however require approval from the Council of Governors. The Council approved the minor amendments - noting that any further amendments resulting from review by the NRC with regard to specific roles will be presented to the Council for final approval.	
CGo.4.23.15	Annual Effectiveness/Skills and Knowledge Audit JM provided a summary of the results from the recent governors' annual effectiveness/skills and knowledge audit evaluation. The annual effectiveness report shows the work undertaken to address the three amber areas recorded last year. The scores for each of those areas, for this year, have now risen and are rated as green. The evaluation was undertaken by 14 out of 16 governors and overall the report shows continued improvements have been made. There are no red areas and only one amber.	



No.	Agenda Item	Actions
	In terms of the key outcomes of the skills and knowledge audit, three key areas were highlighted with improved results in each area. It was felt that there was space on the governors' agenda throughout the year to focus on a number of areas for learning and development: • performance • capital programme • quality, safety and patient experience • our role as a teaching hospital • CQC inspections • integrated care and partnership working • role of the NHS in England The main priority for individual and personal development needs was in	
	relation to member and public engagement. It was felt the increased engagement with members and visitors planned throughout the year will build confidence in this area.	
	The only amber area highlighted in this year's report relates to governors having the opportunity to influence the setting of the Council of Governors agenda. Action: Any suggestions on how to better influence the setting of the agenda can be emailed to the Corporate Governance team with a view to reporting back to the July Council of Governors meeting.	Board Secretary CG23011
	The Council approved the action and noted the contents of the paper.	
CGo.4.23.16	Governors Standing Orders review LP noted that both the Governors Standing Orders and the Governors Terms of Reference have received an annual review. There are some minor amendments proposed to ensure they remain up to date.	
	The Council approved the standing orders and Terms of Reference	
CGo.4.23.17	Governors Terms of Reference Review This item was discussed under CGo.4.23.16	
CGo.4.23.18	Planning for the Annual General Meeting/Annual Members Meeting 2023 A small working group of at least three governors is required to develop the agenda and the plans for the next AGM. Any governors who were interested in taking part were asked to email Sheridan Osbourne in the Corporate Governance office. The Council noted the paper.	
CGo.4.23.19	Reports from the Board The Council took the reports as read and noted the discussion that had	
	taken place under agenda item CGo.4.23.5 (Summary of the pre-meeting with Non-Executive Directors (NEDs)).	
	The Council noted the reports.	
CGo41.23.20	Any Other Business No other business was discussed.	



No.	Agenda Item	Actions
CGo.4.23.21	Review of meeting No comments were provided.	
CGo.4.23.22	Date and time of next meetings Thursday, 20 July 2023, 3.30-5.30pm (external venue TBC)	
CGo.4.23.23	Resolution to move into closed session This was approved.	



Actions from the Council of Governors meeting held 28 April 2023

Date of Meeting	Action log ID	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
28.4.23	CG23005	CGo.5.23.5	Summary of pre meeting with NEDs FL agreed to provide data with regard to the ethnicity of apprentices. This would be circulated to Governors via email.	Acting Director of HR	July 2023	Data circulated to governors via email 4.7.23 . Action closed.
28.4.23	CG23006	CGo.5.23.5	Summary of pre meeting with NEDs 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	July 2023	
28.4.23	CG23007	CGo.5.23.5	Summary of pre meeting with NEDs The Governors requested that the risk appetite matrix is circulated via email to help them understand the 6 risk appetites. LP agreed to circulate once this has been approved at the May board meeting.	Board Secretary	July 2023	Circulated via email 10.7.23. Action closed
28.4.23	CG23008	CGo.5.23.5	Summary of pre meeting with NEDs JH suggested inviting Sharon Milner to a future COG meeting to give an overview of the charity.	Board Secretary	July 2023	Invited to the November meeting. Action closed.
28.4.23	CG23009	CGo.5.23.6	Matters raised with Governors by members, patients and the public LP confirmed that a summary of any issues raised from the governor engagement stands will be brought back to future COG meetings.	Board Secretary	July 2023	Included on the agenda. Action closed.
28.4.23	CG23010	CGo.5.23.7	Changes to the CQC inspection regime Item deferred to July meeting	Chief Nurse	July 2023	Included on the agenda. Action closed.
28.4.23	CG23011	CGo.5.23.15	Annual Effectiveness/Skills and Knowledge Audit Any suggestions on how to better influence the setting of the agenda can be emailed to the Corporate Governance team with a view to reporting back to the July Council of Governors meeting.	Board Secretary	July 2023	No further communications received. Action closed.