

Confirmed Minutes - Council of Governors Open Meeting

Date	Thursday 20 July 2023	Time	15:30 – 17:30
Venue	The McCall Suite, Bradford City Football Ground, Valley Parade, Bradford, BD8 7DY	Chair	Dr Maxwell Mclean, Chairman
Present	<ul style="list-style-type: none"> - Dr Maxwell Mclean, Chairman (MM) - Adrian Cresswell, Public Governor, Bradford South (AC) - Helen Wilson, Staff Governor, AHP (HW) - David Wilmshurst, Public Governor, Shipley (DW) - Raquel Licas, Staff Governor, Nursing & Midwifery (RL) - Dermot Bolton, Public Governor, Bradford West (DB) - Mark Chambers, Patient Governor (MC) (via MS teams) - Dr Farzana Khan, Staff Governor, Medical & Dental - Councillor Fozia Shaheen, Partner Governor, Bradford Metropolitan District Council (FS) - Ruth Wood, Staff Governor, All Other Staff Groups (RW) - Aleksandra Atanaskovic – Public Governor, Shipley (AA) - Dr Farideh Javid, Public Governor, Bradford South - Kursh Siddique, Public Governor, Bradford East (KS) 		
In attendance	<p>Non-Executive Directors</p> <ul style="list-style-type: none"> - Mohammed Hussain, Non-Executive Director (MHu) - Karen Walker, Non-Executive Director (KW) (via MS teams) - Sughra Nazir, Non-Executive Director (SN) - Jon Prashar, Non-Executive Director (JP) - Altaf Sadique, Non-Executive Director (AS) - Julie Lawreniuk, Non-Executive Director (JL) - Professor Louise Bryant, Non-Executive Director (LB) <p>Executive Directors</p> <ul style="list-style-type: none"> - Matthew Horner, Director of Finance (MH) - Professor Karen Dawber, Chief Nurse (KD) - John Holden, Director of Strategy and Integration/Deputy Chief Executive (JH) <p>Corporate Governance Team</p> <ul style="list-style-type: none"> - Laura Parsons, Associate Director of Corporate Governance/Board Secretary (LP) - Jacqui Maurice, Head of Corporate Governance (JM) 		

No.	Agenda Item	Actions
CGo.7.23.0	<p>Chair's opening remarks</p> <p>The Chair advised that there were several members of the executive team absent from today's meeting due to the start of the consultant strike. He expressed his appreciation to those who were able to attend the meeting today.</p> <p>MM further expressed his sincere thanks to John Holden for his contribution to the Council of Governors meetings and wished him well on his retirement in August.</p>	
CGo.7.23.1	<p>Apologies for Absence</p> <p>The following apologies were noted:</p>	

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	<p><u>Governors</u></p> <ul style="list-style-type: none"> - Professor Alastair Goldman, Partner Governor, University of Bradford (AG) - Khalid Choudhry, Public Governor, Keighley (KC) - Professor Anne Forster, Partner Governor, University of Leeds (AF) - Ibrar Hussain, Public Governor, Bradford West (IH) - JM <p><u>Executive Directors</u></p> <ul style="list-style-type: none"> - Dr Ray Smith, Chief Medical Officer (RS) - Sajid Azeb, Chief Operating Officer/Deputy Chief Executive (SA) - Faem Lal, Interim Director of HR (FL) - Professor Mel Pickup, Chief Executive (MP) - Dr Paul Rice, Chief Digital & Information Officer (PR) - Mark Holloway, Director of Estates & Facilities (MHol) <p><u>Non-Executive Directors</u></p> <ul style="list-style-type: none"> - Barrie Senior, Non-Executive Director (BAS) 	
CGo.7.23.2	<p>Declarations of Interest No interests were declared.</p>	
CGo.7.23.3	<p>Minutes of the meeting held on 27 April 2023 The previous minutes were accepted as a correct record.</p>	
CGo.7.23.4	<p>Matters Arising MM referred to the action log appended to the minutes. The status of the following actions were confirmed by the Council:</p> <ul style="list-style-type: none"> • <u>CG23005 – Summary of pre meeting with NEDs - FL agreed to provide data with regard to the ethnicity of apprentices. This was circulated to Governors via email on 4.7.23. Action closed.</u> • <u>CG23007 – 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. Circulated to governors via email on 10.7.23. Action closed.</u> • <u>CG23008 – Summary of pre meeting with NEDs - JH suggested inviting Sharon Milner to a future COG meeting to give an overview of the charity.</u> • <u>CG23009 – 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 meeting. Included on the agenda. Action closed.</u> • <u>CG23010 – Changes to the CQC inspection regime – Item deferred to July meeting. Included on the agenda. Action closed.</u> • <u>CG23011 – 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. No further communications received. Action closed.</u> • <u>CG23006 – 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 – MM noted that as part of the People Academy there is 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> 	<p style="text-align: right;">Board Secretary CG23006</p>

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CGo.7.23.5	<p>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:</p> <p><u>Finance & Performance Academy</u> A discussion took place focusing on the challenges and developments and the strong financial management input into the Finance & Performance Academy. It also recognised the difficulties in continuing to achieve that input from the Board. MH provided an update on the key issues raised:</p> <ul style="list-style-type: none"> • Agency spends – there is a £9.9m regional plan around vacancy spends this year. We are currently trending below that trajectory with a spend of around £800k in April and £700k in May. This equates to about 2.5% of our overall pay bill against the national ceiling which is 3.5%. Over recent weeks the level of scrutiny expected from the national team has heightened because of the overall financial challenge that the NHS is facing. All NHS providers in West Yorkshire have received a letter setting out the expectations around a range of controls that need to be in place. One is to establish an agency approvals panel and these have been set up at Clinical Service Unit (CSU) level. The letter states that there will be no non-clinical agency recruitment. At present we are not compliant as we are using agency staff within the Estates & Facilities directorate. Work is ongoing to consider the appropriateness of the controls that we have in place for non-clinical agency staff and the additional pressure this will entail. Further to FK’s question on outsourcing specific pieces of work he felt that this would be classed as consultancy support and would not be included as agency staff spends. MH noted that we have to demonstrate that we have the right controls in place to cover vacancies using agency staff and that no specific reduction targets for departments have yet been set. <p><u>People Academy</u> A discussion took place around the issue of recruitment. FS raised a question around the balance of duties, on the ward, between Health Care Assistants (HCAs) and nurses. KD provided an overview of the various nursing posts and their bandings within the Trust. She advised that the main difference, apart from qualifications, was that the registered nurse is in charge and accountable for all the patients on the ward whereas the HCA does not have that responsibility. She highlighted the process for progression from a HCA through to a registered nurse. KD advised that more paperwork had become computer based, leading to staff having to spend more time sitting at a computer to input information. She highlighted that all staff are given the opportunity for progression in the Trust. There are still vacancies for HCA and nursing staff which is creating added pressure for staff on the wards. This month a recruitment session has taken place to encourage HCAs back into the NHS. There will be an intake every month with a two-week ‘boot camp’ to cover the basics before the HCAs move onto the wards. The nursing associate programme is ongoing which bridges the gap between the HCA and the registered nurse. There remains a registered nurse vacancy gap of approximately 240 at present. By October 2023 we are aiming to have recruited 150 overseas</p>	

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	<p>nurses and 130 newly qualified nurses.</p> <p><u>Quality & Patient Safety Academy</u> A discussion took place around the issues arising from Quality & Patient Safety Academy meetings and MHu provided an update on the three key themes:</p> <ul style="list-style-type: none"> • Summary Hospital Level Mortality Indicator (SHMI) data - It was noted that the Trust's SHMI value was increasing. A deep dive into the data was requested by KD to review the data. From the review it was felt that it was important to understand the context around the data and it was highlighted that SHMI is not an indication of avoidable deaths or the quality of care, but it serves as an early warning system so that any potential issues can be investigated. It was noted that the crude mortality rate is lower than expected given our population, and all deaths are subject to a review. Some issues were noted in relation to the depth of coding and action is being taken to understand and address this. • Electronic Patient Record (EPR) – The Academy has agreed previously for regular updates on the EPR priorities so these can be reviewed and aligned with ongoing or emerging requirements and provide more transparency and visibility. • Neonatal deaths – There have been five reported deaths in the last reporting period. Work to identify any emerging themes has taken place and none have been identified. Each case was different in its own way and there was nothing to cause any additional concern. DW raised the issue of a spike in deaths around September last year. MHu confirmed that data tracking takes place to detect any variables in the deaths and there can be spikes in data that have no real correlation or link between them. He confirmed that a report is presented to every Board meeting which contains the full analysis of the numbers and the narrative behind each death. KD provided further details into the five deaths and noted that the procedures and training put in place over the last 5 years has made a difference. <p>The Council noted the verbal updates provided.</p>	
<p>CGo.7.23.6</p>	<p>Matters raised with Governors by members, patients and the public DB attended a Bradford District Credit Union event recently and raised the issue of BTHFT's involvement with a member of their team. He gave an overview of the Credit Union's role and their contribution towards poverty reduction. There are 100 members of staff at BTHFT involved in the payroll giving scheme and DB stated that the Credit Union would like to have more engagement from BTHFT's executive team. DB asked if there was more that the Trust could do to engage staff and promote the Credit Union across the Trust. JH stated that the financial wellbeing of our staff was important and that there is a great deal of information available to staff via the staff intranet in particular through our 'Thrive' pages. Thrive provides a substantial amount of information on staff wellbeing, job opportunities, education and a dedicated section on financial guidance and wellbeing. This includes information regarding the Bradford Credit Union. The Trust has also partnered with Salary Finance which can be accessed through Thrive. JH further advised that in November 2022 the Trust supported the Credit Union in a relaunch event which involved speaking</p>	

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	<p>with Estates & Facilities staff and a poster campaign. He acknowledged that promotion through the Thrive pages wasn't implemented in the same way as Salary Finance however this has now been rectified.</p> <p>JM directed attention to the paper presented for this item and advised governors on the role of the patient experience team in dealing with personal issues raised by the public.</p> <p>JM also referred to the governor's engagement events that have been taking place monthly to engage with staff and members of the public. She added that they provide governors with the opportunity to talk to people and raise the profile of governors. JM reminded governors of the priorities set within the membership engagement plan and in particular to increase the number of young members aged between 16-21 years. All governors were encouraged to recruit young people using the QR code contained within the membership leaflets circulated today. AA felt that the way to encourage engagement with young people was through careers events and speaking with secondary schools.</p> <p>KD also encouraged governors to contribute to the whole patient experience/engagement piece of work taking place within the hospital for example the '15 step challenge', the outcomes of which were reported to Board in July.</p>	
<p>CGo.7.23.7</p>	<p>Chairman's Report MM stated that the report should be taken as read. However, he asked governors to note that both he and JL would be attending the Partnership Board meeting on 21 July 2023.</p> <p>The Council noted the report.</p>	
<p>CGo.7.23.8</p>	<p>CEO update JH presented the report in the absence of MP. He referred to the report and the appendices provided and asked the governors to note the following key points:</p> <ul style="list-style-type: none"> • Industrial action – JH reiterated that the Trust respects the decision of our staff if they choose to take industrial action. We are in the 7th or 8th month of consecutive industrial action to date. The junior doctors' strike recently ended, and the 2-day consultant strike has commenced. This has a significant impact on the organisation, particularly on those planning and providing cover to keep the organisation and our patients safe. A robust plan is in place for industrial action and the risk assessments that are undertaken to understand the implications of the services we can provide. As of today our services are running at: <ul style="list-style-type: none"> ○ 80% of our outpatient appointments. ○ Fast-track cancer services are running at 96%. ○ 3 of 13 inpatient surgeries have been cancelled. ○ 25 of the 73 day case surgery patients have been cancelled. <p>JH felt that this was a constructive response from all staff involved to continue to run services at this level. There is a cumulative effect of</p>	

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	<p>the slippage and a huge priority for the organisation to catch up on the backlog which has grown as a consequence of the pandemic. There is another 2-day strike planned for August by the BMA which runs alongside the bank holiday and it is anticipated that there will be another junior doctor strike. The physical health and wellbeing of staff also needs to be taken into consideration. MM expressed his thanks to those colleagues who have continued to maintain services particularly in the outpatient and cancer areas.</p> <p>The Council noted the report.</p>	
<p>CGo.7.23.9</p>	<p>Changes to the CQC inspection regime KD stated that the presentation should, on the whole, be taken as read. She provided an overview of the inception of the CQC and how they are constituted. KD advised that the CQC decided a couple of years ago to review their inspection regime which was aimed at making the CQC more agile and responsive. Throughout the year the CQC will look at each organisation to gather intelligence and focus on the following main areas: quality improvement and continuous improvement; learning; and fundamental standards on documentation. They will form a view as to whether they inspect particular areas of an organisation. KD was unsure as to how the overall hospital rating will be affected if individual visits take place. KD confirmed that a new single assessment framework will cover all service providers. The regulations and the five key questions remain the same but there will be shorter statements and reports provided. The Key Lines of Enquiry (KLOE) will be replaced by Quality Statements. The CQC will collaborate more with other inspectors, organisations and regulators, e.g. local authority, local pharmacies, NHSE etc. to gain an insight on the organisation being inspected. The CQC aim to become more efficient in their request for documentation from organisations and aim to cut down on the number of repeat requests for information.</p> <p>The Council noted the update.</p>	
<p>CGo.7.23.10</p>	<p>Membership Plan LP noted that the Board of Directors, in November 2021, approved the Membership Plan for the Foundation Trust. Due to Covid, work didn't commence on the plan until Spring 2022. The Membership Plan delivery group reviewed the plan which covers three core themes around engagement/involvement, communication and recruitment. Progress to date includes:</p> <ul style="list-style-type: none"> • A regular monthly newsletter is circulated via email to our members. • The staff intranet has been updated to ensure that clear information is available to staff about our staff governors. • The Trust's external website has been updated also to ensure the information to members is current including the option to join online as a member. <p>For 2022/23 progress on the three key targets shows:</p> <ol style="list-style-type: none"> 1. There has been an increase in the number of people with email address by 934 (against the ambition of 1,000). 	

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	<p>2. We have not recruited any new members in the public membership constituency of Keighley.</p> <p>3. We have not recruited any new members between the ages of 16 and 22.</p> <p>Further focus on targets 2 and 3 will continue in the coming year. Work is ongoing with the widening participation team, education team and patient experience team to engage younger members at events being held at the Trust.</p> <p>Additional governors are welcome to join the Membership Plan Delivery Group particularly those with a focus on education. Any governors who were interested in taking part were asked to email the Head of Corporate Governance. DB suggested contacting AG in his capacity at the University of Bradford with a view to him joining the group. He also suggested contacting Bradford College and sixth form schools to promote our membership and providing them with information on careers fairs, and work experience opportunities and job opportunities. It was suggested utilising the induction weeks at the Faculty of Health Studies at the University of Bradford and the graduation ceremonies to promote membership.</p> <p>A discussion focussed on the good representation of members and the improved communications with them. LP noted that more work is being undertaken on the use of social media to interact with members. Further discussion took place around engaging with the retailers in the hospital with a view to providing discounts to members or other incentives. It was noted that the comments and suggestions provided here would be taken back to the membership planning group for further review. JM agreed to provide an update to the January 2024 COG meeting.</p> <p>The Council noted the update.</p>	<p>Head of Corporate Governance CG23012</p>
<p>CGo.7.23.11</p>	<p>Annual General Meeting/Annual Members Meeting proposal</p> <p>LP provided an overview of the paper and noted that the format of the event worked very well in 2022 and it is recommended that this is repeated for 2023. A governor video will be produced similar to last year that can be used for other events, promotions and the website. The keynote topic proposed for this year is the Virtual Royal Infirmary. It is proposed that showcase stands will be set up around the Sovereign Lecture Theatre prior to the AGM/AMM.</p> <p>The Council approved the proposal for delivery of the AGM/AMM.</p>	
<p>CGo.7.23.12</p>	<p>Governor Code of Conduct – Annual Review</p> <p>The Council was reminded that it had previously agreed that the Code of Conduct will be reviewed on an annual basis to ensure that it is kept up to date. LP confirmed that there are no amendments proposed. The next full review is scheduled to take place in 2024.</p> <p>The Council approved the Governors’ Code of Conduct.</p>	
<p>CGo.7.23.13</p>	<p>Governors Nominations & Remuneration Committee (NRC) Report</p>	

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	<p>DW advised that the paper reported on the items considered at the NRC meeting held on 16 May and 20 June 2023. He provided an update on the progress to date on the two Non-Executive Director interviews taking place on 10th & 11th October to replace, Barrie Senior and Jon Prashar.</p> <p>The Council noted the report.</p>	
<p>CGo.7.23.14</p>	<p>Chair/NED/Associate NED appointment process (annual review) The process for appointment of a Chair / NED / Associate NED was previously approved by the Council in July 2022. The process was reviewed by the NRC on 20 June 2023 and JM highlighted the key amendments to the process:</p> <ul style="list-style-type: none"> • <u>The addition of section 1.3 to provide clarity with regard to a decision to appoint a NED/Chair beyond 6 years</u> – the guidance states that a NED/Chair can be appointed beyond 6 years but this would have to go through a rigorous process via the Governor’s NRC and the Council of Governors for approval and would be reviewed on a year by year basis. • <u>An addition made to 3.3.5 regarding the requirement stipulated in the Code of Governance for NHS Provider Trusts to include an ‘external assessor from NHS England and/or a representative from a relevant ICB’ within interview panels</u> - All future interview panels/stakeholder panels will include and external assessor. <p>The Council approved the process.</p>	
<p>CGo.7.23.15</p>	<p>NRC terms of reference review The Governors NRC terms of reference are required to be reviewed annually and JM drew attention to the one addition at section 7.13 to ‘Review the annual appraisal process for the Non-Executive Directors with the Chair’. Although this takes place at present it was not clearly documented within the terms of reference.</p> <p>The Council approved the NRC Terms of Reference.</p>	
<p>CGo.7.23.16</p>	<p>Constitution review The Trust’s Constitution was previously reviewed and approved by the Council of Governors in July 2022. JM highlighted the minor amendments made to the constitution and the key amendment that has been added to ensure that the Constitution is aligned with the ‘Model Core Constitution’ with regard to the ‘removal of a Governor’ in line with the process described within the Governors’ Code of Conduct.</p> <p>The Council approved the proposed amendments to the Constitution.</p>	
<p>CGo.7.23.17</p>	<p>Reports from the Board The Council took the reports as read and noted the discussion that had taken place under agenda item CGo.7.23.5 (Summary of the pre-meeting with Non-Executive Directors (NEDs)).</p> <p>The Council noted the reports.</p>	

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CGo.7.23.18	Any Other Business No other business was discussed.	
CGo.7.23.19	Review of meeting No comments were provided.	
CGo.7.23.20	Date and time of next meetings Thursday, 9 November 2023, 3.30-5.30pm (MS teams)	
CGo.4.23.21	Resolution to move into closed session This was approved.	

Actions from the Council of Governors meeting held 20 July 2023

Date of Meeting	Action log ID	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
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	November 2023	20.7.23 - MM noted that as part of the People Academy there is 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.
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	November 2023	Item on the November agenda – <u>action closed</u>
20.7.23	CG23012	CGo.7.23.10	Membership Plan Further discussion took place around engaging with the retailers in the hospital with a view to providing discounts to members or other incentives. It was noted that the comments and suggestions provided here would be taken back to the membership planning group for further review. JM agreed to provide an update to the January 2024 COG meeting.	Head of Corporate Governance	January 2024	
	CG23013		Next number in sequence			