

## Unconfirmed Minutes - Council of Governors Open Meeting

<b>Date</b>	Thursday 9 November 2023	<b>Time</b>	15:30 – 17:30
<b>Venue</b>	MS teams	<b>Chair</b>	Helen Hirst, Interim Chair
<b>Present</b>	<ul style="list-style-type: none"> <li>- Helen Hirst, Interim Chair (HH)</li> <li>- Helen Wilson, Staff Governor, AHP (HW)</li> <li>- David Wilmshurst, Public Governor, Shipley (DW)</li> <li>- Raquel Licas, Staff Governor, Nursing &amp; Midwifery (RL)</li> <li>- Dermot Bolton, Public Governor, Bradford West (DB)</li> <li>- Mark Chambers, Patient Governor (MC)</li> <li>- Councillor Fozia Shaheen, Partner Governor, Bradford Metropolitan District Council (FS)</li> <li>- Ruth Wood, Staff Governor, All Other Staff Groups (RW)</li> <li>- Dr Farideh Javid, Public Governor, Bradford South (FJ)</li> <li>- Kursh Siddique, Public Governor, Bradford East (KS)</li> <li>- Professor Alastair Goldman, Partner Governor, University of Bradford (AG)</li> <li>- Dr Farzana Khan, Staff Governor, Medical &amp; Dental (FK)</li> <li>- Professor Anne Forster, Partner Governor, University of Leeds (AF)</li> <li>- Ibrar Hussain, Public Governor, Bradford West (IH)</li> </ul>		
<b>In attendance</b>	<p><b>Non-Executive Directors</b></p> <ul style="list-style-type: none"> <li>- Mohammed Hussain, Non-Executive Director (MHu)</li> <li>- Karen Walker, Non-Executive Director (KW)</li> <li>- Sughra Nazir, Non-Executive Director (SN)</li> <li>- Jon Prashar, Non-Executive Director (JP)</li> <li>- Altaf Sadique, Non-Executive Director (AS)</li> <li>- Julie Lawreniuk, Non-Executive Director (JL)</li> <li>- Barrie Senior, Non-Executive Director (BAS)</li> </ul> <p><b>Executive Directors</b></p> <ul style="list-style-type: none"> <li>- Matthew Horner, Director of Finance (MH)</li> <li>- Professor Karen Dawber, Chief Nurse (KD)</li> <li>- Dr Ray Smith, Chief Medical Officer (RS)</li> <li>- Sajid Azeb, Chief Operating Officer/Deputy Chief Executive (SA)</li> <li>- Faeem Lal, Interim Director of HR (FL)</li> <li>- Professor Mel Pickup, Chief Executive (MP)</li> </ul> <p><b>Corporate Governance Team</b></p> <ul style="list-style-type: none"> <li>- Laura Parsons, Associate Director of Corporate Governance/Board Secretary (LP)</li> <li>- Jacqui Maurice, Head of Corporate Governance (JM)</li> </ul> <p><b>For individual items only</b></p> <ul style="list-style-type: none"> <li>- Sharon Milner, Charity Director (SM) for agenda item CGo.11.23.10</li> <li>- Nick Rayner, External Auditor (NR) for agenda item CGo.11.23.13</li> </ul>		

No.	Agenda Item	Actions
CGo.11.23.1	<p><b>Apologies for Absence</b> The following apologies were received:</p> <p><u>Governors</u></p> <ul style="list-style-type: none"> <li>- Adrian Cresswell, Public Governor, Bradford South (AC)</li> </ul>	

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	<ul style="list-style-type: none"> <li>- Khalid Choudhry, Public Governor, Keighley (KC)</li> <li>- Aleksandra Atanaskovic – Public Governor, Shipley (AA)</li> </ul> <p><u>Executive Directors</u></p> <ul style="list-style-type: none"> <li>- Dr Paul Rice, Chief Digital &amp; Information Officer (PR)</li> </ul> <p><u>Non-Executive Directors (NEDs)</u></p> <ul style="list-style-type: none"> <li>- Professor Louise Bryant, Non-Executive Director (LB)</li> </ul>	
CGo.11.23.2	<p><b>Declarations of Interest</b></p> <p>An interest was declared by MHu as a donor to the ‘100 club’, which was referenced at agenda item CGo.11.23.10.</p>	
CGo.11.23.3	<p><b>Minutes of the meeting held on 20 July 2023</b></p> <p>The previous minutes were accepted as a correct record.</p>	
CGo.11.23.4	<p><b>Matters Arising</b></p> <p>HH 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"> <li>- <b>CG23006 - Summary of pre meeting with NEDs</b> - DW raised a concern around the length of time it takes to recruit staff in the early stages. FL agreed to note the discussion and provide a briefing to Governors. <u>Action is held over to the next meeting.</u></li> <li>- <b>CG23008 – Summary of pre meeting with NEDs</b> - JH suggested inviting Sharon Milner to a future COG meeting to give an overview of the charity. Invited to November meeting – <u>action closed.</u></li> </ul>	
CGo.11.23.5	<p><b>Summary of the pre-meeting with Non-Executive Directors (NEDs)</b></p> <p>HH advised of the discussion held between NEDs and Governors prior to this meeting. Discussion took place regarding the People, Quality &amp; Patient Safety and Finance &amp; Performance Academies. Key points noted from the discussions held were:</p> <p><u>Finance &amp; Performance Academy</u></p> <ul style="list-style-type: none"> <li>- JL provided an update on winter planning, elective recovery and stroke beds that will hopefully impact on our Sentinel Stroke National Audit Programme (SSNAP) performance.</li> <li>- JL updated on the financial position including cost improvement concerns.</li> <li>- MP provided an update on the government funding for strike action which amounts to 40 days to date. The consequences nationally amount to approximately £1bn with a commensurate loss of elective activity. NHSE has identified, in conjunction with the Treasury, an additional £800m which will be allocated to the 42 integrated care systems to address the financial pressures. There is also a reduction in the expectation of the level of elective activity that was planned to take place. This has been recalibrated down to 103% compared to the baseline of 2019. The West Yorkshire Integrated Care Board will be required to submit a new operational and financial plan which will</li> </ul>	

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	<p>include BTHFT's recalibrated financial and operational plans. The foundations of the reset are to protect patient safety, including maternity and neonatal care, prioritise urgent and emergency care and progress on existing commitments on elective and primary care recovery programmes as well as our other goals. MH clarified that the £800m and the additional Elective Recovery Funding (ERF) only relates to the periods of industrial action that have already taken place.</p> <p><u>People Academy</u></p> <ul style="list-style-type: none"> <li>- KW highlighted the improvements relating to staffing numbers and staff absences.</li> <li>- The Neonatal department was at full establishment in terms of staffing although there were still some challenges in the Emergency Department (ED) and the Intensive Care Unit (ICU).</li> <li>- FL provided an update on the international recruitment commitment made to NHSE. There are 150 internationally trained nurses due to be in post by the end of December 2023 with 84 already in post and 66 due to start by the end of the year. A programme is in place for the new nurses to undertake the Objective Structural Clinical Examination (OSCE) exam. A support system is in place for the international nurses to help them adapt to a new culture and new ways of working and to seek advice from colleagues. The Trust has partnered with Kerala in India and KD noted that the nurses appointed are exceptional. KD noted that there are several countries on the 'red list' that we cannot actively recruit from, Pakistan being one of them, although nurses can choose to come and work here if they wish. The Trust and the University of Bradford are working towards a joint four-year training programme for nurses. Two years training in Lahore and two years in the UK will provide dual registration with the Pakistani Nursing Council and the English Nursing Council which would enable people to work in both countries.</li> <li>- RS provided an update on the Datix incident reporting system used within the Trust and the process of adding an incident to Datix. The Trust receives around 250 Datix reports per week on average, and it is well recognised that a high reporting organisation tends to be a generally safer organisation. RS provided an overview of the meetings that take place where safety is discussed throughout the Trust. To ensure triangulation of the multiple sources of information RS confirmed that the Trust had sourced a new provider for our incident reporting system which will provide greater flexibility on reporting processes as well as providing feedback on progress to the reporter. The new system is due to be live by the end of December 2023. In response to AG's questions, RS confirmed that other local Trusts are moving in the same direction so that would provide an opportunity for better oversight and shared learning regarding benchmarking data. RS confirmed that feedback from incidents will not only be received automatically from the system but queries relating to the feedback or further questions can be discussed in person.</li> <li>- JL had provided the Governors with an update, at their Governor &amp; NED pre meeting, on the impact on colleagues, patients and families because of publicity around the departure of the former Chairman. NHSE together with West Yorkshire ICB will be reviewing the Trust's governance and approach to serious incidents including these specific cases.</li> </ul>	

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	<p><u>Quality &amp; Patient Safety Academy (QPSA)</u></p> <ul style="list-style-type: none"> <li>- MHu felt that there had been good assurance and challenge at the QPSA meetings. He felt that the neonatal item now needed to progress to the learning stages as it had completed the assurance process. The rapid quality review had become more focused on improvement.</li> <li>- The Non-Executive Directors (NEDs) spoke positively about the patient Safety Incident Response Framework (PSIRF) training that took place recently.</li> <li>- A question was raised around the provision of analysis relating to discharges and discharge planning. It was agreed to add this to the work plan for discussion at a future meeting.</li> </ul> <p>The Council noted the verbal updates provided.</p>	<p style="text-align: center;"><b>Board Secretary CG23013</b></p>
<p><b>CGo.11.23.6</b></p>	<p><b>Matters raised with Governors by members, patients and the public</b></p> <p>DW stated that several members had queried with him the resignation of the former Chairman. HH confirmed that the letter received from NHSE in relation to the review commissioned by the Trust, will be shared at the open Board of Directors meeting on 16<sup>th</sup> November. The letter details a set of expectations from NHSE which are highlighted below:</p> <ul style="list-style-type: none"> <li>- appoint an Interim Chair to oversee the internal improvement work – Helen Hirst appointed</li> <li>- to immediately recruit to a substantive Chair – process underway via the Governors NRC</li> <li>- continue to be involved with the quality review process – update provided to Governors at their Governor &amp; NED pre meeting. The focus of which has now moved to learning and improvement.</li> <li>- the Trust to undertake a ‘well led’ review delivered by an independent provider to cover aspects of quality reporting, capacity, capability, culture strategy, governance improvement, innovation, data and information risk and performance management. The independent provider will be sourced using the national framework.</li> <li>- the ICB Chair and Chief Executive work closely with the Trust on these matters as local partners and commissioners to provide oversight.</li> </ul> <p>The action plan, responding to the recommendation from the review, will be shared at the Board of Directors meeting on 16<sup>th</sup> November prior to submission to NHSE. HH stated that the Trust is under a great amount of scrutiny both regionally and nationally in terms of how we respond to this situation. HH confirmed that some board development sessions will be arranged to allow the board to reflect and recover from recent events. Likewise, sessions will be arranged for the Council of Governors to reflect and review on their perceived lack of involvement in the process and to work towards developing and improving this going forward. AG felt that the well led review should include an understanding of the governor role within the organisation and their involvement in future processes.</p> <p>IH asked how the Trust intended to recover from the perceived loss in public confidence in relation to recent events. HH said that the organisation needed to regain confidence and trust particularly at Board level. In response to a question about how Governors could help with</p>	

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	<p>better public messaging, HH suggested some guidance and practical help could be considered for Governors. MP stated that there are currently no plans for any regulatory interventions or additional actions from NHSE in relation to the Neonatal unit as there is little foundation to the points that have been made publicly. Communications with the public will continue to demonstrate our openness and convey that the organisation is safe. AG queried if in future the communications team would benefit from independent advice and HH noted that these were exceptional circumstances and on reflection there may have been a more effective way to communicate.</p> <p>HH confirmed that the independent 'well led' review will be conducted in relation to a common framework and, the internal development work with the Board and Council of Governors will focus on learning and improvement, self-reflection, and communication with a focus on moving forward.</p> <p>The Council noted the update.</p>	
<p><b>CGo.11.23.7</b></p>	<p><b>Deputy Chair's Report</b></p> <p>JL referred to the NHS Providers development session that took place in July 2023 which discussed the role of the NED and role of a Governor. She suggested that some of the material from that session is used as part of the development sessions for the Board and the Council of Governors.</p> <p>The Council noted the report.</p>	
<p><b>CGo.11.23.8</b></p>	<p><b>Chief Executive's Report</b></p> <p>MP presented the report and referred to the appendices provided. Several items had been covered at agenda item CGo.11.23.6.</p> <p>AG queried how the strikes have impacted on our previously good cancer wait performance. MP confirmed that the industrial action had had an impact and the reset of the operational plan, relative to the financial envelope, will need to account for cancer being a priority area that we need to address.</p> <p>She noted that the targets vary by speciality, but our performance has been consistent with some notable specialty-based exceptions. The 62-day target is harder to achieve as this often involves a different mix of inputs of different specialties. SA has volunteered to lead, on behalf of WYAAT, some dedicated work around cancer and reaching the targets. It has been agreed to have a similar approach to the WYAAT urgent care and elective care programmes to deal with cancer pressures. SA provided clarification around the simplification of the 10 different cancer standards, that were historically in place, in particular the 3 main cancer standards: 28 days faster diagnosis standard, 62-day standard, and 31-day standard. He gave an overview of the Trust's response to these standards but confirmed that industrial action has had an impact, but the priority remains to bring forward the appointments for those that are deemed clinically most urgent. He confirmed that we are no longer required to report against the</p>	

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	<p>2 week wait target but the Trust continues to monitor it.</p> <p>The Council noted the report.</p>	
<p><b>CGo.11.23.9</b></p>	<p><b>Disciplinary policy briefing</b></p> <p>FL provided an overview of the paper which provided an analysis of all disciplinary cases by gender, ethnicity and progression group, and outlined the findings of a comprehensive review undertaken by HR and EDI management teams. A report is also provided to the Board and People Academy meetings. The disciplinary policy and process has been reviewed recently and a new policy, due to be launched imminently, will contain refresher training for managers to ensure that they are clear on the new process. The key focus of the new policy is the 'Just culture' approach to those staff going through a disciplinary process.</p> <p>The Council noted the report.</p>	
<p><b>CGo.11.23.10</b></p>	<p><b>Bradford Hospitals Charity update</b></p> <p>SM joined the meeting and provided an overview of the Charity and the small team working to fundraise for the hospital. A recent £30,000 grant from NHS Charities Together has been received which allowed for a rebrand of the Charity and to update the Charity website. A new contact management system called 'Donorfy' is being considered, to replace the current system Harlequin, which will ensure a smoother process when dealing with donors. A new strategy is due for publication in the new year which will include a fundraising plan. One of the priority projects is the NNU accommodation for parents which will include wrap-around holistic wellbeing care, and this is being delivered in conjunction with support from the Sick Children's Trust. The costings for this project are around £3m with the Sick Children's Trust pledging half of the costs. SM updated on work involving the '100 Club' which has at present 25 local businesses and local organisations involved, with the aim of reaching 100. A corporate fundraiser will be employed to oversee these projects.</p> <p>HH commented that there was potential for the Governors to become involved in campaigns in terms of their reach and networks in the community, particularly around the NNU appeal. SA felt that the NNU appeal would go some way to re-build the confidence in our services provided to the local community and the wider service users in our Neonatal unit. SM provided an update on the charity work ongoing with staff, EDI and the SPaRC team and how we celebrate all the different cultural celebrations and festivities including the Ramadan Allies campaign which is important for staff morale.</p> <p>The Council noted the update.</p>	
<p><b>CGo.11.23.11</b></p>	<p><b>Governors Nominations &amp; Remuneration Committee (NRC) Report</b></p> <p>DW advised that the paper reported on the items considered at the NRC meetings held throughout September, October and November 2023. These items included:</p>	



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	<ul style="list-style-type: none"> <li>- appointment process of two new Non-Executive Directors</li> <li>- appointment process of Interim Chair</li> <li>- recruitment process of a new Chair and the tendering process underway to appoint a recruitment agency</li> </ul> <p>The Council noted the report.</p>	
<p><b>CGo.11.23.12</b></p>	<p><b>External auditor report</b></p> <p>NR from Deloitte joined the meeting and explained the processes undertaken by the auditors to produce the annual report 2022/23. He focussed on the summary of high-level points in relation to the opinion on the financial statements contained within the report. He drew attention to the process undertaken in relation to the financial statements audit and the significant risk of material misstatements that were identified. This process goes through the Audit Committee and is presented for approval at the Board of Directors meeting.</p> <p>He further explained the value for money audit undertaken to ensure that good governance processes are in place to achieve financial sustainability, effectiveness and efficiency. One of the main recommendations raised in relation to financial sustainability was that the Trust focusses on identification, development and delivery of recurrent schemes as opposed to non-recurrent savings. The more that savings efficiencies that can be delivered on a recurrent basis will make things easier for the Trust in the future.</p> <p>Governance was reviewed focusing on the review processes the Trust has in place including the committee structure, role of the Audit Committee and the Trust's use of internal audit and the feedback around the internal controls that the Trust has in place. The new Provider Code of Governance was also reviewed which is effective for 2024/24 and the Trust has made good progress in preparing for implementation. NR highlighted the COVID thankyou payments to staff, as part of the outcome of the financial statements order, to ensure correct approval processes are in place. Also, the use of vesting certificates was touched upon which relates to capital expenditure where the goods have not been delivered specifically making sure there is a strong process in place to only use where it is appropriate commercially. Overall, there were no significant weaknesses identified in the Trust's governance arrangements.</p> <p>The final area addressed as part of the value for money audit is improving economy, efficiency, and effectiveness to ensure appropriate decisions are made. There is now much greater integration across the ICS and there is a requirement to ensure that the correct information is fed through so that the Trust arrangements and decisions are integrated into the plan. Overall, there were no significant weaknesses identified in the Trust's arrangements in relation to improving economy, efficiency and effectiveness.</p> <p>DB asked if the government's decision not to provide additional funding would have a substantial impact. MH alluded to the £800m mentioned in MP's report which will be allocated out to each system with the ICS determining how that is distributed across the various organisations. Each</p>	

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	<p>acute provider is carrying a cost associated with addressing the periods of industrial action with approximately £20m already incurred across the West Yorkshire system.</p> <p>The Council noted the report.</p>	
<p><b>CGo.11.23.13</b></p>	<p><b>Reports from the Board</b></p> <p>The Council took the reports as read with the NEDs providing a further update at their NED and governor pre meeting.</p> <p>The Council noted the reports.</p>	
<p><b>CGo.11.23.14</b></p>	<p><b>Any Other Business</b></p> <p>No other business was discussed.</p>	
<p><b>CGo.11.23.15</b></p>	<p><b>Review of meeting</b></p> <p>HH asked if there was any merit of including the Governor &amp; NED pre meeting into the open Council of Governors meeting. DW noted that the pre-meeting was originally arranged to ensure that the Governors could speak candidly and openly with the NEDs without input from the Executives.</p> <p>It was felt that the meeting had been well chaired and it was noted that it had also finished on time.</p>	
<p><b>CGo.11.23.16</b></p>	<p><b>Date and time of next meetings</b></p> <p>Thursday, 24 January 2024, 3.30-5.30pm (venue TBC)</p>	
<p><b>CGo.11.23.17</b></p>	<p><b>Resolution to move into closed session</b></p> <p>This was approved.</p>	



**Actions from the Council of Governors meeting held 9 November 2023**

Date of Meeting	Action log ID	Agenda Item	Required Action	Lead	Timescale	Comments/Progress
28.4.23	CG23006	CGo.4.23.5	<p><b>Summary of pre meeting with NEDs</b> DW raised a concern around the length of time it takes to recruit staff in the early stages. FL agreed to note the discussion and examine the process</p>	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. <u>Action to remain open and held over to the next meeting.</u>
20.7.23	CG23012	CGo.7.23.10	<p><b>Membership Plan</b> 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>	Head of Corporate Governance	January 2024	Item added to 6.2.24 agenda <u>Action closed</u>
9.11.23	CG23013	CGo.11.23.5	<p><b>Summary of the pre-meeting with Non-Executive Directors (NEDs)</b> A question was raised around the provision of analysis relating to discharges and discharge planning. It was agreed to add this to the work plan for discussion at a future meeting.</p>	Board Secretary	January 2024	