Council of Governors

Minutes of the Council of Governors Meeting on Wednesday, 21 October 2015 at 18:00 in Flora Anderson Hall, Somerville College.

**Present:**
- Dame Fiona Caldicott FC Chairman
- Mrs Teresa Allen TA Public Governor, Cherwell
- Mrs Sue Chapman SC Public Governor, West Oxfordshire
- Mrs Sally-Jane Davidge SD Public Governor, Bucks, Berks, Glos & Wilts
- Dr Jeremy Dwight JDw Staff Governor, Clinical
- Prof June Girvin JG Nominated Governor, Oxford Brookes University
- Dr Cecilia Gould CGI Public Governor, Oxford City
- Mrs Jill Haynes JHa Public Governor, Vale of White Horse
- Mrs Rosemary Herring RH Public Governor, Northants & Warks
- Mrs Anita Higham OBE AH Public Governor, Cherwell
- Mr Martin Havelock MHa Public Governor, Vale of White Horse
- Mr Martin Howell MHo Nominated Governor, Oxford Health NHS Foundation Trust
- Mr Raymond James RJ Staff Governor, Non-Clinical
- Dr Tom Mansfield TM Staff Governor, Non-Clinical
- Dr Roger Morgan OBE RM Public Governor, Rest of England & Wales
- Dr Catherine Paxton CP Nominated Governor, Oxford University
- Dr Ian Roberts IR Public Governor, South Oxfordshire
- Mr Brian Souter BSo Public Governor, Bucks, Berks, Glos & Wilts
- Mr Blake Stimpson BSt Public Governor, Northants & Warks
- Ms Julie Stockbridge JS Staff Governor, Clinical
- Dr Chris Winearls CW Staff Governor, Clinical
- Mrs Susan Woollacott SW Public Governor, South Oxfordshire

**In attendance:**
- Ms Susan Brown SB Senior Communications Manager
- Mr Christopher Goard CGr Non-Executive Director
- Mr Jonathan Horbury JHo Programme Director
- Ms Susan Polywka SP Head of Corporate Governance
- Ms Melanie Proudfoot MP Associate Director of Communications and Marketing
- Mr Geoffrey Salt GS Non-Executive Director
- Ms Caroline Rouse CR Foundation Trust Governor and Membership Manager
- Dr Neil Scotchmer NS Programme Manager

**Apologies**
- Mrs Margaret Booth MB Public Governor, Oxford City
- Mrs Jane Doughty JDo Public Governor, West Oxfordshire
- Mr Chris Cunningham CC Staff Governor, Clinical
- Dr Paul Park PP Nominated Governor, Oxfordshire Clinical Commissioning Group

**CoG15/02/01 Apologies and declarations of interest**

Apologies for absence were received from Mr Chris Cunningham, Dr Paul Park, Mrs Margaret Booth and Mrs Jane Doughty.

AH declared that she chairs the North Oxfordshire Locality Forum.
CoG15/02/02 Minutes of the meeting held on 21 July 2015
The minutes of the meeting were accepted.

CoG15/02/03 Matters arising from the minutes
RM asked if there has been any progress regarding the nomination of a young person’s governor.
FC informed the Council that Scott Lambert had taken up the post of Project Lead for Patient Experience for Children and would be looking to identify a suitable individual.
JDw asked if individuals could be recommended to him and FC indicated that this would be welcomed.

CoG15/02/04 Chairman's Business
The Chairman had no additional business to communicate.

CoG15/02/05 Constitution for Oxford University Hospitals NHS Foundation Trust
The Chairman presented a paper outlining the process that had been undertaken to develop the Constitution and recommending that it be adopted.
The Constitution was adopted by the Council.

CoG15/02/06 Code of Conduct for Oxford University Hospitals NHS Foundation Trust Council of Governors
The Chairman presented a paper introducing the Code of Conduct and recommending that it be adopted.
It was clarified that Susan Polywka is currently the Head of Corporate Governance as referred to within the Code of Conduct.
The Code of Conduct was adopted by the Council.
It was confirmed that signed copies of the Code would be required from governors. These were to be provided to NS following the meeting.

Action: All

CoG15/02/07 Non-Executive Appointments and the External Auditor
The Chairman presented a paper outlining the non-executive appointments that require ratification by the Council of Governors upon authorisation as a foundation trust.
RM asked whether it had been confirmed that CGr and Professor Mant had confirmed that they were happy with the extension of their non-executive director roles to October 2016.
CGr confirmed that this was so in his case. FC indicated that this would formally be followed up with Professor Mant.

Action: FC
Pending this confirmation the appointments of the Chairman and non-executive directors were ratified.
The appointment of Mr Christopher Goard as the Senior Independent Director was ratified and Mr Geoffrey Salt was appointed as the Deputy Chairman of the Council of Governors.

The appointment of Dr Bruno Holthof as Chief Executive was noted.

RJ asked for clarification of whether the appointment of the external auditor was by competitive tender and FC confirmed that this was the case.

The reappointment of Ernst and Young as the Trust’s external auditors was agreed.

CoG15/02/08 Role of and appointment process for the Lead Governor

The Chairman presented a paper proposing a definition of the role of Lead Governor further to discussion at the Council’s July meeting and outlining a possible process for appointing a governor to this post.

AH asked whether it was felt that the forthcoming merger of the TDA and Monitor would be likely to affect the lead governor role. It was noted that there was no current indication or expectation that this would be the case.

FC asked MHo to comment on the appropriateness of the role description based on Oxford Health NHS FT’s experience. MHo explained that the role had worked at Oxford Health but that Monitor had had no cause to call upon it. The Council needs to consider what role they expect the lead governor to play and most trusts choose to develop it from the basic job description.

RM noted that he was happy that the paper presented reflected what had been agreed during the discussion at the last meeting. This covered the short term plan but there would be a need to identify a process for looking in the longer term at a more advanced role.

The Council agreed to make an appointment to the role as described in the paper for one year.

Several governors noted that they would prefer a postal ballot as they would not be able to be present at the seminar on 5 November.

It was agreed that selection of the Lead Governor would be via a postal ballot with individuals wishing to stand contacting NS with a supporting statement by 30 October.

The statement should be a maximum of 250 words to provide additional information that may support governors in making their decision.

NS will send an email to all governors to outline the arrangements for the benefit in particular of those governors not present.

Action: NS

CoG15/02/09 Remuneration and Nominations Committee

The Chairman presented a paper proposing terms of reference for the Remuneration and Nominations Committee and an approach to forming the Committee.

FC noted following recent discussions with Monitor that it was in principle possible to have a single Remuneration and Nominations Committee for the Trust to cover the appointment and remuneration of both executive and non-executive directors. This is not an option that had been considered and it was thought that a merger of the committees at this stage would be complex given the various functions of the pre-
existing Remuneration and Appointments Committee. MHo noted that he wouldn’t recommend a single committee and JHo commented that such an arrangement was legally possible but rarely used.

AH asked MHo whether there was an issue with unpaid governors determining remuneration for non-executive directors. MHo noted that this should not be an issue but emphasised that governors would need appropriate support and information about salaries.

MHa asked whether it would be possible for governors to commission work if they needed more information, particularly if there was significant expense associated with this. MHo explained that governors would want and should have good information which should be provided in the most cost effective way. He noted that NHS Providers can usually provide good data without charge. This is an important issue and some expenditure would be justified. FC commented that it might be worthwhile to consider commissioning some work to review both executive and non-executive pay jointly.

RH asked whether the terms of reference should include the appraisal of the Chair as is the case for Northamptonshire Healthcare NHS FT. FC explained that currently this is part of the role of the Senior Independent Director.

SC asked how many people it was anticipated would be members of the Committee. FC suggested that this should be 4-6 and AH commented that an odd number might be preferable to avoid the Chair needing to use a casting vote.

CGI noted that it would be good to have a mixture of individuals on the Committee and to ensure that it was not dominated by staff governors.

RH suggested that it would be normal for the Lead Governor to be a member and MHo supported this view.

FC raised the issue of whether she should chair this committee. GS suggested that this would be helpful given FC’s experience with and knowledge of the existing non-executive directors.

The terms of reference were **agreed** and FC asked governors who were interested in being members of the committee to notify her of their interest in doing so.

**Action: All**

FC asked for clarification of the overall timescales for the Committee to make initial recommendations. NS indicated that there was now slightly more flexibility for this given that no non-executives would have terms of office ending for a further twelve months.

CW asked whether non-executives had previously been recruited by recommendation or advertisement and FC confirmed that it had been the latter. CW suggested that there might be merit in the use of a search committee which FC indicated could be considered. CGr noted that this might not be regarded as economic as the bill was generally a percentage of the salary. BSo expressed the desire for a transparent process.

FC noted that she had been asked to act as the external member for the appointment of the Chair at Southampton which should allow her to bring back useful experience regarding the process.

CP asked whether diversity in the makeup of the Board was a consideration as this was not reflected in the terms of reference. FC explained that this was something
that Monitor had questioned the Trust on and that this was something that the governors should consider. It was suggested that the terms of reference be strengthened in this regard using the form of words which had been employed in the Trust’s response to Monitor.

Action: NS

CoG15/02/10 Membership Strategy

The Chairman presented a paper introducing the Trust’s current Membership Action Plan, outlining some key issues around membership and proposing the formation of a membership working group to produce recommendations in relation to these.

RM noted that this was an important focus for governors and supported the recommendation of forming a working group. SC supported the need for this and suggested that within constituencies there should be a responsibility for governors to recruit and to communicate with members in their area. SW added her support and commented that this would assist governors in taking a standard approach; currently it is unclear what the protocols are for communication with members.

FC noted that this would be a helpful topic to discuss in a seminar with established governors from other trusts.

AH suggested that the Community Partnership Network in the north could notify the public that governors were available at the Horton on particular dates to discuss any issues.

JDw noted that it would be helpful to understand what went on currently. JHo explained that there was a great deal of activity but that having governors gave the Trust an opportunity to refresh this. MHa asked what was the best way to access current experience as it would be useful to have some standard paragraphs that could be used when contacting people.

SB explained that the membership office could outline their experience in materials and approaches that were effective in recruitment. They use the membership as a vehicle for communicating with the public in a targeted way based on the interests they have expressed. She commented that a working group could be used to explore how governors could best be supported with recruitment and that the membership office was always happy to assist with individual plans and proposals. There is also a need to agree protocols for communications with membership with a range of possible options existing for this.

RH noted that Northamptonshire Healthcare NHS FT has a standing committee for membership as well as for finance and for care quality and suggested that it would be beneficial for the Council of Governors to have a seminar to discuss how it wished to organise itself.

CW asked what issues it would be appropriate for members to bring directly to governors given that it was not their role to resolve issues on behalf of individuals. FC noted that it would be useful for governors to establish members’ views on our services and what developments they would like to see.

CW also raised the issue of whether it would be useful for governors to provide their perspective to relevant local MPs. MHa suggested that there might already be sufficient contact with MPs via Trust directors.
RM recommended that the membership working group should include members of the existing membership office, noting that he had found discussions with them very helpful.

It was agreed that a membership working group should be established to explore the issues outlined in the paper and to report back to the Council of Governors with recommendations. Governors who were interested in being members of the group should notify NS of their interest in doing so.

Action: All

CoG15/02/11 Council of Governors Seminar Programme

The Chairman presented a paper asking the governors to consider whether they wished the existing seminar programme to continue and what topics they would like future sessions to cover.

It was agreed that the governors wished to have further seminars.

SC noted that attendance had not been as good for the Banbury session and that it might be better to use more central venues. She noted that it would be good to have more time for discussion.

CW suggested that his priority would be a session involving governors from other trusts. It would be useful to have an honest discussion of problems.

In selecting other trusts to invite MH noted that Oxford Health had very different issues and that it would be better to look to include other teaching hospitals.

FC proposed a session with short presentations from other trusts followed by plenty of time for an unstructured discussion.

SC suggested that she would like to hear from divisions on an individual basis about issues, research and how things felt ‘on the ground’. TA suggested that these could be built into the current series and RH proposed that each meeting could begin with a talk from a division.

JG felt that it would be helpful to have a session digging deeper into workforce and safe staffing issues. CG supported this, noting that it appeared to have been an issue at Cambridge University Hospitals NHS FT. He asked if this had been a factor in the delay in OUH’s FT application. FC clarified that this hadn’t been the case and that the sustainability of performance was the key factor.

JG also suggested a session on future scanning for health and healthcare looking at self-care, digital healthcare and the expert patient.

JD commented that there was not currently clarity for staff and patients about what foundation trust status would deliver. FC explained that the Board was embarking on a review of its clinical strategy and that this could provide a structure for explaining this.

SW noted that the financial information at the AGM had been very helpful and that governors needed to be well-versed in this. It might be helpful to have an updated version of this and would be useful for governors to have a briefing paper with key facts on file. TA agreed that it was helpful to have key information available if asked.

SD highlighted that not all governors represent Oxfordshire and that this should be remembered when producing information. IR noted that it would be helpful to have relevant information and articles circulated to governors and JG suggested that items could be shared via the Governors’ Forum. CG noted that comparisons with other
tertiary centres were most helpful. TM commented that there is a lot of information
generated by the Information Team that it might be helpful for governors to see. SW
proposed a ‘data bank’ for governors to be updated centrally which could be
managed by the Foundation Trust Office. FC suggested that this would probably be
possible if a set of key facts was agreed.

**CoG15/02/12 Governors Complaints Protocol**

A suggested Governors Complaints Protocol was presented for information and the
Chairman invited comments on this.

CP welcomed such a clear statement, noting that nothing similar had been provided
to her as a school governor.

SW highlighted a concern that there was a complainant she was aware of who had
indicated that she had not received any response and asked what governors could
do in situations of this nature.

NS suggested that the specific case be picked up outside the meeting. However he
suggested that the protocol be amended to suggest that governors be informed of
any delay regarding a complaint where they had highlighted an interest. Additionally
it would be made clear who could be contacted to provide more information about
the status of an investigation into a complaint.

**Action: NS**

**CoG15/02/13 Any other business**

**Chief Executive Attendance at Council of Governors Meetings**

AH asked whether it was anticipated that Dr Holthof would join these meetings. FC
noted that the Chief Executive was not formally a member of the Council of
Governors but that she expected that he would be happy to join meetings
occasionally or to speak at a seminar.

**Junior Doctors Contract**

RH asked for confirmation that plans were in place in the event of any industrial
action taken by junior doctors in relation to the dispute regarding changes to their
contract. FC explained that she would have to consult with colleagues in order to be
in a position to comment on this and that she would do so and add a note to the
Governors’ Forum.

**Action: FC**

Post Meeting Note:

The dispute between the government and the British Medical Association (BMA)
regarding proposed reforms to the junior doctor contract shows little prospect of
being resolved in the short term. The BMA is currently balloting its junior doctor
members in order to seek a mandate for industrial action. The BMA has confirmed
that, should this mandate be achieved, action will begin with an “emergency care-
only model”, whereby junior doctors will provide the same level of service that
happens in their given specialty on Christmas Day. In this event, a partial ‘walk out’
by junior doctors is planned for 8am Tuesday 1 December to 8am Wednesday 2
December. Thereafter, action will be escalated to a full walk-out by junior doctors
between 8am and 5pm on Tuesday 8 and Wednesday 16 December.
The outcome of the ballot will be confirmed on Wednesday 18 November and it is anticipated that junior doctors will vote for action. Therefore, we are beginning to contingency plan how we ensure the inevitable disruption to our hospitals’ services will be mitigated. Whilst our emergency provision will be protected, it is highly likely there will be some interruption to our elective work. In our contingency planning our overriding concern will be to maintain patient safety at all times.

On Wednesday 11 November the Chief Executive, Medical Director and Director of Workforce met with a representative group of the junior doctor workforce. Our junior doctors recognise this is a national rather than a local dispute and are concerned that any action they feel compelled to take will not affect the care of their patients. The discussion was extremely productive and highlighted the desire and need to maintain an open dialogue during this difficult period.

**CoG2015/02/14 Date of the next meeting**

A meeting of the Council of Governors will take place on Thursday, **14 January 2016** at **14:30** in the Main Hall, Didcot Civic Centre.