Council of Governors

Minutes of the Council of Governors Meeting held on **Wednesday 31 March 2021** via video conference

Present:

Name	Initials	Job Role
Prof Sir Jonathan Montgomery	JM	Trust Chair, [Chair]
Mr Tony Bagot-Webb	TBW	Public Governor, Northamptonshire & Warwickshire
Mr Stuart Bell	SB	Nominated Governor, Oxford Health Foundation Trust
Dr Art Boylston	AB	Public Governor, South Oxfordshire
Ms Rebecca Cullen	RC	Staff Governor, Non-Clinical
Mrs Sally-Jane Davidge	SJD	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Dr Cecilia Gould	CG	Public Governor, Oxford City
Mr Martin Havelock	MH	Public Governor, Vale of White Horse
Mrs Jill Haynes	JH	Public Governor, Vale of White Horse
Mrs Rosemary Herring	RH	Public Governor, Northamptonshire & Warwickshire
Mr David Heyes	DH	Public Governor, West Oxfordshire
Mrs Anita Higham OBE	AH	Public Governor, Cherwell
Prof Helen Higham	HH	Nominated Governor, University of Oxford
Dr Shad Khan	SH	Staff Governor, Clinical
Mrs Janet Knowles	JK	Public Governor, South Oxfordshire
Dr Tom Law	TL	Staff Governor, Clinical
Dr Astrid Schloerscheidt	AS	Nominated Governor, Oxford Brookes University
Mr Graham Shelton	GS	Public Governor, West Oxfordshire
Mr Tommy Snipe	TS	Staff Governor, Non-Clinical
Ms Jules Stockbridge	JS	Staff Governor, Clinical
Mrs Sue Woollacott	SW	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Mr Jonathan Wyatt	JW	Public Governor, Rest of England and Wales
Ruby	R	Nominated Governor, Young People's Executive

In Attendance:

Caroline Rouse	CR	Foundation Trust Governor and Membership Manager, [Minutes]

Mr Jason Dorsett	JD	Chief Finance Officer
Ms Claire Flint	CF	Non-Executive Director
Ms Paula Hay-Plumb	PHP	Non-Executive Director
Ms Sarah Hordern	SH	Non-Executive Director
Ms Katie Kapernaros	KK	Non-Executive Director
Prof Meghana Pandit	MP	Chief Medical Officer
Mr Terry Roberts	TR	Chief People Officer
Prof Tony Schapira	TS	Non-Executive Director
Prof Gavin Screaton	GS	Non-Executive Director

Apologies:

Ms Ruth Barrow		Public Governor, Cherwell
Dr Simon Brewster		Staff Governor, Clinical
Dr John Harrison		Public Governor, Oxford City
Mr Gareth Kenworthy		Nominated Governor, Oxfordshire Clinical Commissioning Group
Mr David Radbourne		Nominated Governor, NHS England

CoG21/02/01 Welcome, Apologies and Declarations of Interest

1. Prof Sir Jonathan Montgomery opened the meeting by noting the passing of Dame Fiona Caldicott, former Chair of the Trust. The Chair reported that there had been many tributes and obituaries to Dame Fiona and that on a personal note she was somebody who had influenced Sir Jonathan for some time. He expressed his gratitude for the strong platform she had created for the Trust to benefit staff and patients.
2. Apologies had been received from John Harrison, Simon Brewster and Gareth Kenworthy.
3. No declarations of interest were made.

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4. CG asked requested that paragraph 25 on page 6 be rephrased.
5. SW advised that she was governor for the Buckinghamshire, Berkshire, Gloucestershire and Wiltshire constituency, and not South Oxfordshire.
6. Other than the amendments above, the minutes were approved as an accurate record.

CoG21/02/03 Action Log and Matters Arising

<u>Automated Number Plate Recognition (ANPR)</u>

7. JD informed governors that two years ago the Board had authorised the installation of ANPR. However, there had been difficulties in finding a contractor as the Board were not happy with the estimates received. The Trust had now investigated wireless technology to reduce costs and avoid the need to dig trenches and had identified a supplier that could install this. Installation was projected to take place in late spring and go live during the summer. The system would cover the John Radcliffe and Churchill

hospital car parks. Parking at the Nuffield Orthopaedic Centre was run by the PFI company and the Horton already had contactless payment for its parking.

8. The system would initially be operated by the existing parking operator to ensure that it was operated in a proportionate way. The Trust needed to ensure that the operator was not incentivised by charges for non-compliant parking.
9. ANPR would operate over patient and visitor car parks only. Staff car parks remained free, although rationed due to lack of capacity.
10. DH pointed out that patient and visitor parking at present isn't working effectively, as people needed change to pay and the Trust need to look at the methods of payment accepted.
11. JD confirmed that the new system would permit contactless payment. Those who were frequent visitors to the JR and Churchill hospitals could arrange for their bank account to be debited when their car was on-site. The system would still allow cash payments, but this would no longer be the default option.
12. It was agreed that governors receive an update on parking and the implementation of ANPR. As Sam Foster, Chief Nursing Officer would be taking over the Estates portfolio, including parking from JD, JM would agree with Sam when it was best to take stock of how ANPR was operating.

Katharine House Hospice

13. AH noted her willingness to volunteer as a trustee for Katharine House Hospice but the Chair clarified that the Trust was not required to nominate a trustee. He explained that it was of the utmost importance that the Katharine House Hospice trustees maintained their independence and autonomy. However, he noted that the hospice might establish a liaison committee once it became a fundraising charity.

COG21/02/01 Chair's Business

14. JM reported that the Council of Governors elections had now taken place. This would be the last meeting for some governors and JM would be writing to them to thank them for their contribution.
15. Details of who had been elected were available online and an induction session would take place for new governors on 9 April. This session would be open to all governors as a refresher on the governor role if needed. Informal virtual coffee sessions would take place after induction with governors and members of the Board. JM highlighted that the Trust were very happy to have held well contested elections. The election process was reviewed at the last Patient Experience, Membership and Quality Committee which also considered ways to increase the membership of the Trust.
16. JM confirmed that a new non-executive director would start in post the following week with details to be confirmed in the private session of the meeting.
17. JM reported that the launch of the BAME staff network had taken place that week. He noted that he thought this would be a vibrant network. The network was sponsored by Sam Foster from the Executive side and would ensure that BAME staff had a stronger

voice. JM recalled that at the last Health and Wellbeing Board meeting Healthwatch had showed a very interesting and challenging video around access to services for particular communities. He had recently met with two people from Community Action who featured in the video to see how to open up channels of communication and had linked them to the BAME Network.

18. JW asked whether 'BAME' was the correct term to use, noting that many people did not favour it. JM explained that the Board had asked the same question but that this was the name the Network had chosen to use. It was recognised, however, that there needed to be some sophistication in considering the right terms to use for different groups.

COG21/02/01 Update on Response to COVID-19 Pandemic and Recovery Planning

19. MP reported that at the pandemic's peak, the Trust had dealt with almost 350 patients with COVID-19, along with a large number of patients requiring respiratory support. It was noted that ventilated patients took a long time to wean.
20. MP informed governors that the Trust had provided mutual aid to other trusts at the beginning of the year via BOB, the South East and to Birmingham.
21. As of 7 December the vaccination team had vaccinated circa 22,000 people. That included health and social care staff from the region, clinically vulnerable patient groups and particular age groups. So far 6,500 people had had their second dose of the vaccine from the team.
22. Testing continued, including lateral flow tests, which were used regularly for staff along with PCR testing. The Trust provided asymptomatic testing of 2,500 to 4,500 staff every month and all testing made available had helped inform the infection control policies across the organisation. The Trust was continuing with social distancing, masks, hand gel and the use of antiseptic wipes.
23. Planning guidance emphasised people recovery and acknowledged that staff were very tired. It also focused on having at least 25% of outpatient appointments undertaken virtually. Maternity Services and the Ockendon report were also priorities.
24. All staff that had been redeployed had returned to their original places of work and nearly all services were back to normal, with the majority of theatres opened.
25. CG asked if there had been a change in other hospital acquired infections. MP confirmed that there had been a spike in *C.diff.* infections particularly during the second peak. MP informed governors that there had been a change in the antibiotic prophylaxis procedure during the pandemic which had been one of the causes, but that this had now returned to the original policy. MP advised that working in level 2 PPE in intense environments caused some infection control issues with the long sleeved gowns. Staff also saw a lot of patients with ventilated pneumonia, which causes MRSA.
26. An action plan had been developed which was a quality priority for the rest of the year looking at antibiotics, PPE and screening to prevent healthcare associated infections.

JM noted that this was an issue that had also been explored by the non-executive directors.

27. JM informed the Council that there was not a big differential in vaccine uptake based on ethnicity. MP advised that there had been a lot of engagement with many staff groups, using videos and other engagement activity to reduce any reluctance to receiving the vaccine.
28. JK asked about the process for electronic appointments. The information provided was not very clear and it was thought that this had the potential to cause confusion. MP advised that she would make David Walliker aware of this, so he could ensure that communications were clear for patients.

COG21/02/01 Our People Recovery Programme: "Growing Strong Together"

29. TR introduced Jo Phillips, Director of Culture and Leadership, who would talk about wellbeing issues that had emerged from the staff survey and those had been raised due to COVID-19.
30. JP provided context for the People Recovery Programme, for which the key objective was for staff to rest and recover from the experience in line with feedback received from the staff survey.
31. It was recognised that there was a need for recovery time, as the pandemic had impacted heavily on staff. There were feelings of stress, at the same time that existing challenges for staff had been exacerbated by high workloads, with some staff were working far more hours than they were contracted for.
32. The aim of the working programme was to look after the wellbeing of staff and teams and to enable their recovery following the pandemic and transition into a 'new normal'.
33. The scope of the people recovery programme was based on the Kings Fund ABC Programme, with five overarching key priorities, which were:
    - Meeting the immediate need for rest and recovery;
    - Build the culture of learning, compassion and inclusion;
    - Facilitate post traumatic growth: develop and implement the two-part support package;
    - Supporting sustainable service recovery and workforce planning; and
    - Build working lives that have more flexibility and autonomy.
34. The key risks of not delivering the plan included increased rates of sickness, staff attending work when they were not well, increased turnover rates, increased inequalities in the workforce, a reduction in staff engagement and an increase in staff claims.
35. The Trust's engagement approach was via a range of different avenues to co-create the recovery programme. On the evidence so far, there were many different needs. Engagement had been taking place with staff to find out how individuals and teams

could be recognised and thanked for their contributions and how opportunities could be created for commemoration.

36. JP asked governors for their views on how they thought the Trust should recognise and thank staff.
37. RH thanked JP for the presentation, noting that it was thought provoking, and highlighting that the Trust was still not quite through the pandemic. She suggested contacting charitable funds so that teams could bid for money to have a meal together or to provide lunch in the department. RH felt that bringing teams together for them to discuss what they would prefer would be the best way forward.
38. HH commented that as somebody who was redeployed to ICU, it was not always possible for staff to have rest and recuperation. The backlog of cases would need to be dealt with. HH thought the extra day's annual leave given to staff was a nice gesture, and supported ideas of this nature and those that encouraged kindness and compassion to colleagues. It was important for staff that executives and non-executive directors listened to what staff had to say.
39. AH felt that it would be good for staff to know that governors were taking an interest in them and to be able to recommence visits to trust sites. JM responded saying that the Trust was in the process of reviewing how site visits can be restarted safely and that he would let governors know once this was clearer. JM suggested that walkabouts might take place with non-executive directors and governors jointly.
40. JS reported that she had met with the Psychological Medicine Team in order to hear how to support her staff. JS commented that the day's annual leave on a staff member's birthday was a good idea and that other ideas should be targeted to the individual or team needs.
41. SJD highlighted that there had been an increase in rest areas for staff during the pandemic and hoped that these areas would still be available to them in the longer term.
42. MH advised that moral injury / distress might be a good topic for discussion at a future governor seminar.
43. CG asked whether non-executive directors had engaged with the occupational health team as to whether they had received enough support. JM reported that this had been explored by non-executive directors and that it was recognised that the service was stretched. KK reported that non-executive directors were regularly seeking assurance from HR about whether there was enough resource. It was recognised that there was a need to strengthen capacity and TR had brought proposals forward on how to achieve this.
44. TR informed governors that there was an increased number of staff supporting occupational health, with the Board having approved the case for this. Support from Psychological Medicine had also been provided with funding from the Charity, so it was felt that staff were being supported better than before.

45. JK suggested staff receive birthday cards with flowers or vouchers, or for teams to receive fruit and pizza. JM reported that thanks to the Charity a lot of this type of recognition had already taken place.
46. RH suggested commemorating the pandemic and wondered whether a historian should interview departments for a book. JM advised that staff were already contributing to an e-book along these lines.
47. AH commented that it was concerning to see the levels of staff feeling bullied or harassed. JP confirmed that this was one of the least improved areas on the staff survey. However, there was an improvement in the number of people experiencing bullying and harassment. JP advised that work was needed to ensure staff were reporting any incidents, so that action could take place. JP confirmed that there was a business case progressing to get resources in place to progress objectives to ensure staff were treated fairly based on Trust values.
48. TR reported that whilst the scores were getting better, they were still too high and the Trust would take action where any bullying or harassment was found to have taken place.

COG21/02/01 Q1 Budget and Annual Planning Process for 2021/22

49. JD informed governors that planning guidance for the first six months of the financial year had been released that week and had not therefore been fully assessed. Trust-level financial allocations were still not known. The deadline for submitting the draft plan as an Integrated Care System (ICS) was the first week in May and the final week of June was the deadline for final plans to be submitted.
50. JD stated that this was a big departure from previous years, with implications for Trust and ICS governance including the role of governors. In the past a Trust activity, workforce and finance plan had to be produced. This year the Trust plan for finance and workforce activity was entirely being dealt with at ICS level, with some Trust level detail included. Also, there was not a requirement for the Trust Board to sign off on the ICS plan.
51. In the detail of the planning guidance there was a reference that the Foundation Trust Code of Governance, the document on Duties of Foundation Trust Governors and a few other technical documents would be amended during the year to reflect the changed processes. The Trust recognised that there was a statutory duty to engage with the Council of Governors on the forward plan but it was noted that there would he no longer be a Trust-level forward plan in the usual way. The Trust wished however to work within a spirit of engagement with governors. JM noted that this was a way to demonstrate the importance of public engagement to the ICS.
52. JD informed governors that it was hoped the Board would be guided on what the requirements would be as it was now an ICS plan. JD confirmed that thought would take place over the next two months before the final deadline on how to engage with governors.

53. JD noted that the guidance increased the emphasis on maintaining a level of resilience to deal with COVID in hospitals, but that this was not quantified. He suggested that it was notable that NHS Planning guidance usually started with money or activity, but that this year, the people section came first.
54. On activity, the fundamental requirement was to restore elective patient activity to the volumes that the Trust was dealing with during 2019/20, building thereafter on working to reduce waiting lists as far as possible. SR had a plan in place for this. The financial plan required the Trust to break even, but as yet the level of income was not known. The Trust had set draft quality priorities and would aim to use existing meetings to undertake engagement with governors on this in the future.

COG21/02/01 External Audit Contract

55. PHP informed governors that the Board were mindful that the appointment of the external auditor was an appointment made by the Council of Governors. The external auditors sign off the Trust's financial statement and value for money assessment. The contract with Mazars was now coming to an end and the Audit Committee wished to recommend that the contract was extended by a year.
56. As context it was noted a year ago staff took on-board new counter fraud advisors, working closely with them, which was a lot of work for the finance team. In April the Trust are on-boarding new internal auditors, to look at the internal systems of control. All executives need to invest time getting the best out of the contract and would be committed to taking that time. In this context changing the external auditors would not represent good timing and the Committee very strongly recommended the extension of the contract with Mazars for a further year, which was available under the terms of the contract. The team have found working with Mazars a positive experience and the Audit Committee were comfortable with their level of independence.
57. RH advised that another trust that went out to tender recently, found it a very difficult experience. Therefore RH felt it would be a very sensible decision to extend for a year.
58. The Council agreed to the extension of a year, with market testing to take place at the appropriate time.

COG21/02/01 Constitution Review – Second Phase

59. JM reported that a lot of work had been undertaken by SP, as well as members of the PEMQ working group, which also included MH and CG. The revised Constitution had gone to the Board who had approved the changes. JM encouraged the governors to agree to the changes based on the detailed work that had been undertaken. If agreement was received, then revisions would take immediate effect.
60. SJD confirmed support from the PEMQ working group to the changes.
61. JW was concerned about the rise from the 5 to 25% threshold on matters to come before the Council of Governors, which might suggest many fewer matters would come to the Council.

62. SP clarified the two thresholds that the working group looked at in detail. The first was what would count as a significant transaction. This was currently 10% and was the threshold that should be lifted to 25%. The threshold of 5% remains under statute for any increase in non-NHS activity. SP informed governors that even a threshold of 10% would not capture many transactions. Therefore, the emphasis should be on engagement between the Board and Governors on key transactions. SP confirmed that this was in line with the practice of all other comparable trusts that were looked at, but was not the only device via which engagement should or must happen.
63. JD confirmed that the 5% threshold for non-NHS activity still applied, but the emphasis should be on what SP said about the spirit of engagement. JD felt that it was quite hard to believe that the Trust would ever undertake a single project that would have a 5% increase, so it was more important to focus on wider engagement on the commercial strategy and forward plan and to talk to governors about projects well below this threshold in which governors might reasonably have an interest.
64. RH asked, if regarding item 5, on the Termination of Office of a governor, the wording could be amended. RH was concerned that there should be reasonable effort by the Trust to establish the cause of governors missing meetings before them being removed. JM confirmed that any governor that this applied to would be contacted in the first instance, to establish what the reasons were for non-attendance. Governors would just not be removed from office without seeking this clarification.
65. SW asked what the situation would be if governors wanted to attend meetings remotely from now on. JM advised that this was not something that was in the Constitution, but was under review and was being discussed at Board level and Committees. JM felt that this should be kept separate from the termination provisions in the Constitution, as there were mixed views about whether face-to-face meetings should be taking place or trusts continue to work remotely.
66. SP thanked all governors who were involved in the Constitution review, as well as the support received from the Vice-Chair, Chief Assurance Officer and Chief Finance Officer.
67. JM thanked SP for all her work on the Constitution.
68. The Council of Governors approved the recommended amendments to the OUH Constitution in relation to:

    - Terminating a Governor's tenure (see recommendation at paragraph 3.8, and the full text of the revised provision at Appendix 1);
    - Governors' power to appoint (or re-appoint) the Chair and other Non-executive Directors (see recommendation at paragraph 4.7, and the full text of the revised provision at Appendix 2);
    - Obtaining Governors' approval (see recommendation at paragraph 5.10, and the full text of the revised provision at Appendix 3); and

- Managing Conflicts of Interest at the Board (see recommendation at paragraph 6.9, and the full text of the revised provision at Appendix 4).

COG21/02/01 Performance, Workforce and Finance Committee Report

69. CG informed governors that the meeting had been well attended which included TR and JD, along with a number of non-executive directors.
70. CG advised that the Committee reviewed the staff survey results and had sought non-executive director assurance on some items. JD had attended and had given a briefing on the financial forecast and the reasons for the predicted underspend.

COG21/02/02 Patient Experience, Membership and Quality Committee Report

71. SJD informed governors that the first meeting back as PEMQ took place recently, a lot of time last year having been spent on the Constitution review.
72. SJD explained that the Committee had received a report on the Board assurance on Patient Experience and discussed ways in which the Board collected this information. SJD hoped governors could look at ways in which the Committee could build on this to ensure they received a full picture on patient experience in the future.
73. With regards to membership, governors had looked at figures by constituency. As a result of COVID, the usual means of recruiting new members were not available, so figures had dropped. PEMQ asked that all governors look at ways open to them to support recruitment of new members to boost figures in Oxfordshire. The Committee are looking at ways to have 1% of the population signed up in Oxfordshire and build recruitment in the hard to reach and seldom heard groups.
74. The Committee had also looked at the interim review of the Integrated Assurance Committee function and would keep governors updated.

COG21/02/02 Lead Governor Report

75. CG gave her thanks to all outgoing governors, saying they had contributed so much to the work of the Council with grace and humour, they would be greatly missed and hoped they would stay in touch. CG advised that it had been a great pleasure to work with them all.
76. CG felt that the Council of Governors had matured greatly, with the new Chair and non-executive directors, with very positive results. Everyone had played an incredibly big part and she gave her thanks to all.
77. AB commented how much he had enjoyed the last three years and gave his thanks to NS and CR for all their hard work.

COG21/02/02 Any Other Business

78. No AOB was reported.

COG21/02/02 Date of Next Meeting

79. A meeting of the Council of Governors was to take place on **Wednesday 14 July 2021**.