Council of Governors

Minutes of the Council of Governors Meeting held on **Wednesday 14 July 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
Ms Rebecca Cullen	RC	Staff Governor, Non-Clinical
Mrs Sally-Jane Davidge	SJD	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Ms Gemma Davison	GD	Public Governor, Cherwell
Mr Mike Gotch	MG	Public Governor, Oxford City
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
Ms Nina Robinson	NR	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Dr Astrid Schloerscheidt	AS	Nominated Governor, Oxford Brookes University
Mr Graham Shelton	GSh	Public Governor, West Oxfordshire
Ms Jules Stockbridge	JS	Staff Governor, Clinical
Ms Sally-Anne Watts	SAW	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire

Mrs Sue Woollacott	SW	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Mr Jonathan Wyatt	JWy	Public Governor, Rest of England and Wales
Maryam	M	Nominated Governor, Young People's Executive
Ruby	R	Nominated Governor, Young People's Executive

In Attendance:

Caroline Rouse	CR	Foundation Trust Governor and Membership Manager, [Minutes]
Mr Matt Akid	MA	Director of Communications and Engagement
Mr David Clayton-Smith	CDS	BOB ICS Chair
Mr Jason Dorsett	JD	Chief Finance Officer
Ms Claire Flint	CF	Non-Executive Director
Ms Paula Hay-Plumb	PHP	Non-Executive Director
Ms Katie Kapernaros	KK	Non-Executive Director
Prof Meghana Pandit	MP	Chief Medical Officer
Ms Sara Randall	SR	Chief Operating Officer
Mr Terry Roberts	TR	Chief People Officer
Prof Tony Schapira	TS	Non-Executive Director
Prof Gavin Screaton	GSc	Non-Executive Director
Ms Anne Tutt	AT	Non-Executive Director
Ms Eileen Walsh	EW	Chief Assurance Officer
Ms Joy Warmington	JWa	Non-Executive Director

Apologies:

Mr Giles Bond-Smith	GBS	Staff Governor, Clinical
Mr Gareth Kenworthy	GK	Nominated Governor, Oxfordshire Clinical Commissioning Group
Ms Samantha Parker	SP	Staff Governor, Non-Clinical

CoG21/07/01 Welcome, Apologies and Declarations of Interest

1. The Chair welcomed new governors to their first full meeting of the Council.

2. JM informed governors that Joy Warmington had now joined the Trust as a non-executive director and would be in attendance when an overlapping meeting concluded.
3. Apologies were received as outlined above.
4. No declarations of interest were made.

CoG21/07/02 Minutes of the Meeting Held on 31 March 2021

5. The minutes were agreed as an accurate record.

CoG21/07/03 Action Log and Matters Arising

6. There were no items due for report at the meeting.
7. It was noted that the CFO had reported on the planning submission to the governors' Performance, Workforce and Finance Committee.

CoG21/07/04 Chair's Business

Update on COVID-19

8. SR reported that community cases in Oxfordshire were rising with additional government support provided for community testing. Oxfordshire had the fifth highest levels of Covid-19 nationally.
9. Between 9 and 20 May the Trust had had zero Covid admissions for the first time in the year but the Trust was now seeing around five patients a day with around two being admitted. The Council was informed that numbers were available on the Council website.
10. SR informed the Council that the impact on the Trust's ability to maintain elective work was not significant at that point, but that a number of staff were either self-isolating or looking after family members. The Trust was in a stronger position in comparison with the first two waves, with the ability to cohort Covid patients in the newly refurbished Level 5 areas.
11. GSc observed that the pandemic was not over and that he expected that many millions of people would be infected worldwide over the coming weeks. However, he highlighted that it was felt that the severity should be lower on average. He commented that herd immunity was likely to be unachievable, as immunity based on vaccination was temporary and the ability of the vaccines to protect against infection far lower than 100% based on the most recent evidence.
12. MP advised that there would be an enhanced response in terms of testing for people aged 18-29 until 18 July in various places around Oxford City due to high local incidence of infection.
13. MP also reported that from the 19 July the infection prevention and control guidance within the Trust would remain unchanged. Everyone must wear masks, no face-to-face events could take place, and all meetings would remain virtual. All staff involved in aerosol-generating procedures would be fit tested for FFP3 masks. All staff were risk

assessed and encouraged to continue with the lateral flow testing, reporting on a twice weekly basis. Symptomatic staff testing was also still available at the Trust.

14. TBW asked who was getting the virus and for whom was it most serious. GSc commented that the burden of infection was with younger people and that nationally a significant number of people who had been vaccinated had been hospitalised, as well as unvaccinated elderly people.
15. JM explained that the Trust was looking to provide governors with a regular email briefing on the position.
16. MP highlighted the government pilot, which meant that some staff did not need to self-isolate if they were assessed as low risk and undertook regular testing. However, this did not apply if they were household contacts of an infected individual as the risks were much higher.
17. CG highlighted that intelligence from local GPs indicated that there had been great success with the vaccination take up in the beginning, but that there were now significant numbers of reluctant patients who were not willing to be vaccinated.
18. MP reported that the Trust had been informed that Covid boosters would begin nationally in September, and that it had been recommended that health care workers should have the booster and flu vaccine at the same time. MP was working with Trust teams to coordinate its programme. It was agreed that the Trust would wish to support opportunities for opportunistic vaccination of patients attending the Trust where this was possible.
19. In relation to a query about the origin of the virus GSc indicated that it remained most likely that the virus was naturally occurring and transmitted directly from an animal. JM commented that the virus appeared to affect BAME individuals more than others, and that they BAME staff had been risk assessed on this basis, although the reasons for the difference were not clear.
20. AH asked about the position at the Horton General Hospital in particular. SR reported that the there were allocated areas to look after infected patients and that the hospital was not under pressure at that time. She recognised that pressure on emergency departments on both sites was increasing, which was also the national picture.
21. SR also noted that the Trust was trying to make sure that all staff had access to the internal wellbeing programme and were able to take annual leave. TR confirmed that there was wellbeing support through the Growing Stronger Together programme for all staff, including staff based at the Horton General. The Psychological Medicine team had also reached out to staff at the Horton General.
22. In relation to the vaccination of governors it was noted that it was up to each governor to choose whether or not they got vaccinated and that all governors should now have been invited to do so.

Lead Governor appointment

23. JM reported that following the circulation of a paper by correspondence, it was confirmed that CG would continue as Lead Governor until the next Lead Governor election. It was noted that he timing for this election was on the agenda for the meeting.

Governor survey

24. JM encouraged governors to complete the survey which had been circulated recently and which would assist in developing governors and making best use of their existing skills and experience.

COG21/07/05 Integrated Care System Design Framework

25. JM introduced David Clayton-Smith, Chair of the Integrated Care System (ICS). DCS had previously held positions as the independent Chair of the ICS; Chair of an NHS trust in East Sussex; had sat on the board of Frimley; chaired an Academic Health Science Network and had been Chair of a Primary Care Trust when it transitioned into a Clinical Commissioning Group.
26. DCS outlined the current status of the new bill relating to Integrated Care Systems and explained that the intention was to ensure that health and care systems worked effectively together across a collection of areas, referred to as ‘Places’. Within the BOB ICS there were three Places: Berkshire West, Oxfordshire and Buckinghamshire.
27. The Council heard that the ICS had four key responsibilities:
    1. To improve population health;
    2. To improve outcomes for residents and patients;
    3. To provide better value for money; and
    4. Wider social and economic development.
28. It was noted that current proposals included an Integrated Care Partnership (ICP) which would have membership from the ICS board, local government colleagues and others. The Integrated Care Board would be responsible for delivering the plan for the ICS, ensuring both that commissioning maintained quality of care whilst also balancing finance across the whole system to address inequalities.
29. DCS outlined the proposed membership of the Board with executive members of the ICS team to be partners, with at least one partnership representative from Acute, Primary Care and Community providers. The Chair was to be a non-executive director. DCS noted that he favoured independent non-executives for ICS roles and explained that further guidance was expected shortly.
30. The Council heard that the ICS Board would have statutory functions but that there would be significant focus at Place level which would require Oxfordshire to have its own plan although Place-based partnership boards would not have statutory status.
31. It was noted that the ICS Board would be responsible for the delegation of both funding and decision-making rights and that it was hoped that there would be a mechanism for delegation to Place level.

32. It was noted that NHS and foundation trusts remained statutory bodies in the system, though with financial objectives for both revenue and capital at system level. Although statutory duties would be retained, partners would need to work together at place and system level.
33. DCS explained that the immediate challenges of the programme for the next 3-5 years related to recovery post-Covid. To support this ways of working across the system would need to improve and equalities be addressed to allow people across all communities to access the services that they needed. DCS emphasised the importance of Place-based partnerships as key enablers for this.
34. It was noted that consideration would need to be given to how governor constituencies could best be utilised in achieving this and providing connectivity with the relevant communities.
35. The Chair noted that support would be needed to ensure that the system was able to develop plans on a bottom-up basis rather than having an approach that was imposed top-down.
36. GSh welcomed this and emphasised the importance of ensuring that patients had a central role in shaping proposals and having the opportunity to articulate what was important to them. DCS confirmed that patient and carer input would be sought and that the process need to consider how care and treatment fitted into the lives of patients. He explained that the ICS would be putting in place mechanisms for this but emphasised that change would not occur overnight.
37. DCS confirmed that he appreciated the important role that would be played by the universities and confirmed that discussions had taken place with the Vice-Chancellor of Brookes University.
38. RH asked about the relationship between the ICS and Health and Wellbeing Boards and with Overview and Scrutiny Committees. DCS explained that he anticipated that Health and Wellbeing Boards would continue to have an important function at Place level whilst HOSCs would maintain their scrutiny role as changes were introduced. He noted that his hope was that the new approach would strengthen accountability, and pulls the separate strands of the system together.
39. HH suggested that advice might be sought from expert system engineers and economists on how to effectively implement a very complicated system.
40. SW asked what benefit the average patient would see from this reorganisation and DCS suggested that ultimately patients should see a system designed around them, rather than the institutions that delivered care.
41. TBW asked how success would be measured and how governors could hold non-executives to account under this system. It was noted that there was a desire to develop a common dataset across the ICS which would support measurement of what OUH had delivered in the context of the system. However there was a desire to ensure that system partners were being held to account for measures focussed increasingly on outcomes in terms of population health rather than inputs.

42. JWy asked about arrangements for patients requiring ongoing care outside of an acute setting and DCS explained that the ICS Board would be charged with considering the provision of intermediate care that would be needed. It was hoped that this would facilitate a mechanism focussed on individual needs rather than individual organisational budgets.
43. DCS was thanked for attending the meeting and supporting an informative and helpful discussion. The Chair noted that system leaders would need to rise to the challenges that these new arrangements presented. DCS welcomed the fact that these moved the focus of the conversation on to how to hear the patient voice and how to integrate services.

CoG21/07/06 Annual Public Meeting 2021

44. JM reported that the details for the Annual Public Meeting had been considered by the Board at its meeting that morning.
45. TR informed governors that holding a virtual meeting the previous year had meant that the Trust had reached a much larger number of people than in previous years when the meeting was held face-to-face. Around 221 had watched the event live, with another 760 watching a recording of the meeting after the event, giving a total of 981 viewers.
46. Because the incidence of Covid was still significant, it was proposed that a virtual meeting be held again. The APM working group had reported that, because of technical issues, a hybrid event would not be practical.
47. SJD supported holding another virtual event, noting the greatly increased numbers of people who had been engaged. However she asked what could be put in place to support those members who did not have access to a computer. It was noted that members who did not have an email address only received information sporadically. It was suggested that consideration be given to how these individuals could be involved in the event, possibly though provision of a DVD on request.
48. SAW agreed that accessibility was important and suggested that consideration be given to how the content could be made engaging. She suggested that data on the drop off rates for those watching might be useful in planning future events.
49. JM asked for any feedback that governors had regarding proposals for the APM to be sent to the Head of Corporate Governance or Foundation Trust Governor and Membership Manager in the following two weeks.

CoG21/07/077 Timing the Next Lead Governor Election

50. This item was deferred due to pressure of time.

CoG21/07/8 Future Arrangements for Meetings of the Council and its Committees

51. The Chair reported that since this paper had been drafted, governors should now regard the third wave of the pandemic as being more pressing and concerning.

52. The Council agreed that a working group of governors should be established to make recommendations to the full Council regarding arrangements for meetings moving forward.
53. JM highlighted that, due to governors standing down and the election of new governors, the membership of governor committees needed refreshing. He suggested that governors who wished to join committees shadow forthcoming committee meetings in the first instance.

CoG21/07/09 Performance, Workforce and Finance Committee Report

54. CG reported that the Chief Operating Officer had attended the Committee's most recent meeting to provide an update on elective recovery, which had been discussed earlier in the meeting. The Committee had also received an update from the Chief Finance Officer on the annual plan submission.
55. CG felt that the Committee had been able to have a very productive discussion of these issues which had been strengthened by the ability to engage with both executive and non-executive members of the Board.

CoG21/07/10 Patient Experience, Membership and Quality Committee Report

56. SJD reported that the last meeting of the PEMQ had focussed on the Trust Quality Account which all governors had been given the opportunity to comment on. Issues where further information or clarification was requested had been raised with SF and Anny Sykes, the Director of Clinical Improvement who had attended the meeting on behalf of MP. In light of the issues raised some sections had been revised and there were areas which the Committee would wish to monitor in the coming months.
57. SF had also provided the Committee with a presentation on Patient Experience, including measures introduced in the context of the pandemic.
58. SJD informed governors that the Committee had also discussed CR's report on the governor elections that had taken place earlier in the year.
59. SJD also noted that the Committee would hear from the Young People's Executive governors the PEMQ's next meeting.

CoG21/07/11 OUH Constitution Review: Final Phase

60. JM reported that the final phase of the review of the OUH Constitution had now been completed and that the final document had been approved by the Board earlier in the day.
61. It was suggested that consideration be given to the wording of provisions related to membership of an Overview and Scrutiny Committee. However it was recognised that this would mean delaying final approval of the Constitution as the change would need to be taken back to the Trust Board. The Chair suggested that at this stage the Trust would need to work within such flexibility as the current wording provided.
62. The Council approved the fully revised Constitution.

CoG21/07/12 Lead Governor Report

63. CG reported that the NHS Providers session on Membership and Engagement had been well-received, and that it had been agreed that the PEMQ would lead further work on this.
64. CG highlighted that the APM should be a two-way process and that it was an important event for engagement with members and the public.
65. CG informed the Council that she had a monthly meeting with the Chair and Vice-Chair which provided an opportunity to communicate feedback received from members of the public, other governors and staff, including confidential communications that could not be shared more widely. CG explained that she also liaised with the Head of Corporate Governance, Chair of PEMQ and with staff governors when appropriate but emphasised that, while the Lead Governor acted as a conduit to raise issues, the role was not, despite the title, to be the leader of the governors.
66. The Chair confirmed that governors should feel free to feed issues to CG for discussion with him and the Vice Chair and that key issues would be included in the regular communications to governors.
67. CG noted that she did not have contact details for all new governors and asked that permission be secured to share these with her.
68. **ACTION**: All governors to email governors@ouh.nhs.uk to confirm that they were willing to share their contact details.

COG21/07/13 Any Other Business

69. No items additional items were reported.

COG21/07/14 Date of Next Meeting

70. A meeting of the Council of Governors was to take place on **Wednesday 13 October 2021**.

Part II Private Session

CoG21/07/15 Tender Process for External Audit Services

71. PHP reminded governors that the appointment of the external auditors was one made by the Council of Governors with the Audit Committee supporting the process.
72. The Council was also reminded that agreement had been given at the March meeting to extend Mazars' contract for a further year, covering the 2021/22 financial year, but that the Trust would need to run an appointment process for 2022/23 onwards.
73. JD advised governors that the environment was challenging and that the Trust would need to work hard to secure bids as another Shelford Trust had recently received none.
74. JD suggested governors follow the same process that had been used previously and established an appointment panel undertake the work. He proposed that this consisted of three governors, PHP and another non-executive director, as well as the Director of Assurance. JD noted that he was not part of the group as he needed to remain independent. JD explained that the working group would meet and would then report back to the Board and Council of Governors in January 2022.
75. JD also commented that the Trust had received useful feedback about factors that could make OUH an attractive client. However, he highlighted the possibility that the Trust would need to expect a fee increase in the current market.
76. Governors approved this approach and anybody wishing to be part of the working group were asked to contact NS.
77. *Board members other than the Chair left the meeting.*

CoG21/07/16 Remuneration, Nominations and Appointments Committee Report

78. JM noted that the appointment of the non-executive director nominated by the University, was an unusual process, as the University was entitled to nominate but the governors made the appointment. The decision would normally be taken on the recommendation of the RNAC and a detailed discussion had taken place in relation to the appointment at the Committee's recent meeting.
79. The University had confirmed that it wished to nominate Prof Gavin Screaton for a further term of office.
80. The Committee had explored how the potential conflicts of interest for the University non-executive were managed by the Trust, recognising that the role inevitably had a foot in two camps with interests not always fully aligned.
81. The RNAC had agreed to explore the University NED role with GS at a future meeting of the Committee to explore how he saw the role, and it was also agreed that it would be of benefit for GS to attend a future meeting of the Council of Governors to discuss the University's strategy and relationship with the Trust following the pandemic.
82. CG confirmed that the Committee had received assurance that the University nominated governor was asked to leave meetings where there was an obvious conflict of interest and that they would not sit on any consultant appointment committees. CG

reported that the Committee had had a robust but constructive discussion of these issues.

83. The Council emphasised the importance of the relationship with the University operating to the mutual benefit of both organisations with efforts made to guard against any imbalance in power.

84. SB noted that the Trust was fortunate to benefit from having a senior member of the University medical school rated the best in the country on its Board and highlighted that this was an opportunity that many other trusts would envy. However he welcomed the fact that this appointment had been considered robustly.

85. The Council confirmed that it accepted the Committee's recommendation that Professor Gavin Screaton be re-appointed as a non-executive director for a second three-year term of office concluding on 31 August 2024.