Council of Governors
Minutes of the Council of Governors Meeting held on **Wednesday 13 October 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
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
Mr David Heyes	DH	Public Governor, West Oxfordshire
Prof Helen Higham	HH	Nominated Governor, University of Oxford
Mr Gareth Kenworthy	GK	Nominated Governor, Oxfordshire Clinical Commissioning Group
Dr Shad Khan	SK	Staff Governor, Clinical
Mrs Janet Knowles	JK	Public Governor, South Oxfordshire
Dr Tom Law	TL	Staff Governor, Clinical
Ms Nina Robinson	NR	Public Governor, South Oxfordshire
Dr Astrid Schloerscheidt	AS	Nominated Governor, Oxford Brookes University
Mr Graham Shelton	GS	Public Governor, West Oxfordshire
Ms Jules Stockbridge	JS	Staff Governor, Clinical
Ms Sally-Anne Watts	SAW	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 Sam Foster	SF	Chief Nursing Officer
Ms Paula Hay-Plumb	PHP	Non-Executive Director
Ms Sarah Hordern	SH	Non-Executive Director
Ms Laura Lauer	LL	Deputy Head of Corporate Governance
Ms Viv Lee	VL	Childrens Patient Experience and Child Mortality, Childrens Safeguarding
Ms Katie Kapernaros	KK	Non-Executive Director
Ms Sara Randall	SR	Chief Operating Officer
Mr Terry Roberts	TR	Chief People Officer
Prof Tony Schapira	TS	Non-Executive Director
Dr Neil Scotchmer	NS	Head of Corporate Governance
Prof Gavin Screaton	GSc	Non-Executive Director
Mr Ash Soni	AS	Non-Executive Director
Ms Anne Tutt	AT	Non-Executive Director
Mr David Walliker	DW	Chief Digital and Partnership Officer
Ms Joy Warmington	JW	Non-Executive Director
Ms Eileen Walsh	EW	Chief Assurance Officer

Apologies:

Mr Stuart Bell CBE	SB	Nominated Governor, Oxford Health Foundation Trust
Mr Giles Bond-Smith	GBS	Staff Governor, Clinical
Ms Claire Flint	CF	Non-Executive Director
Mrs Jill Haynes	JH	Public Governor, Vale of White Horse
Mr Bruno Holthof	BH	Chief Executive Officer
Mrs Anita Higham OBE	AH	Public Governor, Cherwell
Prof Meghana Pandit	MP	Chief Medical Officer
Mrs Susan Woollacott	SW	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire

CoG21/10/01 Welcome, Apologies and Declarations of Interest

1. Apologies were received from Stuart Bell, Sue Woollacott and Giles Bond-Smith.
2. AT's interest as a Trustee for Oxford Hospitals Charity was noted.

CoG21/10/02 Minutes of the Meeting Held on 14 July 2021

3. The minutes were confirmed as an accurate record of the meeting.

CoG21/10/03 Minutes of the Meeting Held on 21 September 2021

4. JW noted that he had been present at the 21 September meeting, but that this had not been recorded. The minutes were otherwise confirmed as an accurate record of the meeting.

CoG21/10/4 Action Log and Matters Arising

5. JM requested that governors who hadn't already indicated to CR whether they were happy to share their contact details should do so.
6. JM reported that governors had confirmed via electronic circulation that they wished CG to remain as Lead Governor until the conclusion of election the following year.
7. SF provided an update on the implementation of ANPR and indicated that this had largely proceeded successfully.

CoG21/10/5 Chair's Business

8. JM confirmed that letters had been sent to governors whose term of office ended on 30 September 2021 regarding their co-option back to the Council until 31 March 2022. JM noted that apart from Rosie Herring, who had a conflict of interest having accepted a position on West Northamptonshire People Overview and Scrutiny Committee, all governors had accepted. JM expressed his thanks to Rosie for her commitment as a governor of OUH and all she has done for the Trust having been a governor since 2015.
9. JM noted that the recommendations of the working group looking at future arrangements for meetings would be discussed later on the agenda.
10. In relation to the ICS, JM reported that senior appointments were not completed, but that governors would be kept updated once announcements were made.
11. JM noted that TBW had sent him some correspondence regarding a novel therapy which has been approved nationally. JM said that he would brief TBW once he has more information on local arrangements in relation to this.

CoG21/10/6 Financial Governance Review

12. JM informed governors that it was important for OUH to follow up on the Deloitte Report to ensure that the Trust learnt from this review.

13. JD explained that the scope of the work had been to look at the financial performance and governance during 2019/20; to look at the budget setting process and to analyse the performance and to make recommendations on financial governance and reporting.
14. The focus had been on what improvements could be made to current arrangements given that some issues had been addressed and that the context had changed with the advent of the Covid pandemic.
15. The report was an external one, requested by NHSE/I and with the ICS represented on the steering group.
16. As background JD noted that in 2019/20 the Trust didn't deliver its budget or forecast and had a £12 million deficit. He noted that the key issue for NHSE/I and the Board was not the scale of the deficit, but the fact the Trust experienced challenges in forecasting and controlling it.
17. Overall, Grant Thornton had reported that the Trust's core budgeting and planning processes were robust and reasonable and that the assumptions were good.
18. The report suggested that more could have been done by the corporate team to work with divisions to develop opportunities to improve finances and by the Board to challenge what was and was not achievable.
19. The review identified that there was a mismatch in perceptions between the Trust and NHSE/I and that the Trust's internal reports flagged a more financial risk in the plans than NHSE/I recognised. Although the Trust had concerns about financial risk, NHSE/I had regarded it as a low-risk organisation and had been surprised when risks crystallised even though the Trust had stated that there were challenges.
20. It was felt that the Trust was meeting expectations in relation to financial governance, recognising that the Integrated Performance Report continued to be developed with more work needed on the interdependency and triangulation of the various aspects of operational, workforce and financial planning.
21. It was recognised that progress had been made since 2019/20 although some initiatives had been delayed by Covid. It was observed that local Integrated Care System arrangements were immature compared with those in other parts of the country.
22. There were six improvement areas identified:
    1) Strengthening and embedding approach to productivity
    2) Management and control of workforce costs
    3) Divisional and budget manager understanding, buy in and delivery
    4) Understanding and causes of the underlying financial position and costs of delivering services
    5) Reporting, analysis and triangulation of operational performance, workforce and finance
    6) System development

23. JD explained that an action plan in response to the report had been developed and reviewed by the Board with a more detailed version then taken to the Integrated Assurance Committee including milestones that could be monitored.
24. The Council heard that the key requirement was that there was an agreed budget for 2022/23, that budget holders could be held accountable and that this could be delivered against at the end of the year.
25. The Chair noted that one challenge would be the need for appropriate governance arrangements at ICS level which were not directly within the Trust's ability to control.
26. The Council heard than non-executive directors regarded the process as having been a constructive one and the outcome to be a fair reflection. The action plan was regarded as including positive steps towards the Trust becoming a more financially aware organisation. The emphasis on ensuring commitment from clinical directorates to their agreed budgets was also welcomed.
27. JD was asked to comment on how budget holders could be incentivised to own and engage with their budgets. JD explained that the review had revealed gaps in understanding and that he and his deputy were now teaching a half day finance programme which was expected to assist with this. This was welcomed and it was suggested that the training might be made available on My Learning Hub.
28. Governors heard that the Trust's efficiency represented an average amongst Shelford organisations but that it performed slightly worse than average on outcome figures.
29. The Council noted that additional national funding was often allocated during the year which could make the management of budgets more challenging. Nonetheless it was noted that it was very important that the organisation was able to focus on the underlying financial position.
30. JD updated governors on the current financial position, explaining that the Trust had significant financial pressures to be delivered in terms of cost savings though he did not regard these as unrealistic. He noted, however, that the Trust expected to have less funding available in the latter half of the year.

CoG21/10/7 Briefing on Horton General Hospital Health Infrastructure Plan Expression of Interest

31. The Chair informed governors that an Expression of Interest (EoI) had been sent to the Department of Health and Social Care (DHSC) for the Health Infrastructure Programme (HIP) and the development of the Horton General Hospital.
32. This programme had been set up with a commitment to deliver forty new hospitals by 2030, for which there are eight places remaining.
33. It was emphasised that this represented only a step in the process and that the Trust awaited confirmation of the wider long-listing process. Should OUH be successful then a final decision was expected in spring 2022.
34. The Council heard that work had been ongoing to develop the Horton General Hospital masterplan for several years. Most recently the Trust had commissioned a full design

feasibility and a high-level Strategic Outline Case with a preferred estates option which had been completed in 2020 in readiness for a potential bid opportunity.

35. The Trust would ideally like to replace the Horton in its entirety in order to provide a hospital that could serve a growing population.
36. DW noted that it had been difficult to undertake wide stakeholder engagement prior to submission given the national timeframe. The details had, however, been communicated to the Clinical Commissioning Group and to the HOSC. If OUH proceeded to the next stage, however, then a wider stakeholder engagement process would be initiated.
37. Governors heard that the preferred option was a three-phase build, with an estimated cost of £706 million.
38. In response to a question about whether this approach would be consistent with the vision of the ICS the Chair noted that the design was flexible at this stage but that nothing should stop the Trust from addressing the issues of ED pressures and discharge delays on a system basis.
39. It was emphasised that there was a commitment to improving the Horton site but that capital was highly constrained and that, without securing external funding, there was no blueprint to achieve this at that stage.

CoG21/10/8 Care Quality Commission Maternity Report

40. SF explained that the Care Quality Commission (CQC) had carried out an unannounced focused inspection of maternity services at the John Radcliffe in May. The Trust had received the CQC report, which had been mentioned at the Annual Public Meeting.
41. SF informed governors there had been nine ‘must do’ and eight ‘should do’ actions within the recommendations. An overarching action plan was due to be approved with the service the following week, with a number of the actions already taken.
42. Actions had focussed on safety culture. There was also a plan in place around documentation and DW’s team were undertaking an independent review on the procurement of a maternity electronic patient record.
43. It was recognised that the Women’s Centre was a very old building and that there were several estates issues around privacy and dignity.
44. SF confirmed that work had been completed around baby abduction drills and some estate work to ensure women have a safe and secure environment. There was also support around medicines management and medicines safety.
45. A lot of work was also taking place around strengthening an open and transparent culture, with learning from incidents with support from the national team and Health Education England.
46. Governors heard that there was significant unplanned absence to the service, with 35% of the staff absent due to sickness, annual leave, increased pressure with maternity leave and long covid, which had had a significant impact. Currently Midwife Led Units

were suspended and this was reviewed fortnightly with the regional team. However seventeen new midwives were due to commence in post.

47. TS explained that he had been very impressed by the positive and comprehensive nature and speed of the response to the CQC review. He emphasised that it was important to note that the CQC had found many positives in the service, particularly in relation to safety and staff attitude and knowledge. He felt confident that the Trust had set about the required tasks quickly and commended SF and her team for bringing everything together.
48. The Chair noted that there were longstanding challenges which would take time to turn around, however, the CQC recognised that progress was being made.
49. CG expressed disappointment that problems had been highlighted by a whistleblower and concern at the issues with infection control and hygiene. She noted that it was very concerning that there was no bereavement room for bereaved parents and that this was not consistent with the Trust's values. CG suggested that the Trust visit units with outstanding ratings to learn from their approach.
50. SF clarified that the Board had been aware of these problems before the CQC visit and that the key issues had been flagged up with a series of actions already in train when the whistleblower went to the CQC. SF agreed that a dedicated bereavement room was needed and was disappointed with the review, but the said the Trust was working to correct the issues identified.
51. It was noted that staff had been able to raise concerns through the Freedom to Speak Up process and that some had done so. SF noted that her team also worked closely with the Maternity Voices Partnership.
52. Ruby asked what arrangements were in place to allow midwives to prescribe pain relief directly. SF explained that the Trust do have midwives who can prescribe to give pain relief while waiting for a prescription, along with epidurals given by anaesthetists, so there should be no delay in giving pain relief.
53. The Council noted this briefing on the response to the CQC Report.

CoG21/10/9 Future Arrangements for Meetings of the Council and its Committees

54. MH fed back on this discussion as the Chair of the Working Group and explained that there were three main recommendations.
55. MH explained that there had been a strong view that governors wished to return to face-to-face Council of Governors meetings when possible. However, it was agreed that there were significant benefits to continuing holding both seminars and committee meetings online.
56. It was also noted that governors welcome the opportunity to interact with non-executive directors informally, away from formal meetings. Governors felt that the 'virtual coffees' with non-executives had been very helpful.
57. JM reported that it was hoped that the next meeting in January could be face-to-face.
58. The Council of Governors **supported** the recommendations that:

- full meetings of the Council of Governors should return to being in person as soon as this is judged to be safe and practical;
- governor seminars should take place virtually unless particular sessions merit in-person attendance; and
- meetings of governor committees should generally continue to take place virtually.

CoG21/10/10 Report from the External Audit Working Group

59. PHP introduced the paper, noting that the terms of reference were consistent with those that had been used previously.
60. Governors heard that the tender process had been initiated and that they would be kept updated.
61. MH, SK and NR were thanked for their support for the process.
62. The Council of Governors approved the Terms of Reference for the Working Group and noted the progress made.

CoG21/10/11 Performance, Workforce and Finance Committee Report

63. CG noted that the key issues discussed by the Committee had been mentioned during the course of the meeting.
64. It was noted that two new governors had been in attendance for the Committee's meetings and that their input and perspectives had been valued by existing Committee members.
65. The Council heard that the Trust was exploring the use of the BOB ICS outpatient referral hub and was piloting a system to enable regular electronic contact with patients to establish whether their condition had changed.

CoG21/10/12 Patient Experience, Membership and Quality Committee Report

66. SJD reported that PEMQ had received a presentation from Maryam and Ruby from the Young People's Executive (YiPpEe) in July. They reported on the group's activities during COVID all which had taken place online. These had included the use of text messaging as a route for feedback from patients and parents.
67. The Council also noted that YiPpEe was exploring expanding the age range of patients with which it engaged from 11-18 to 8-25.
68. Governors noted that following the July seminar PEMQ was looking at ways in which governors could engage with their membership communities.
69. At its September meeting the Committee discussed the Trust's management of sepsis. It had also discussed the Trust's DNA CPR policy where the Trust was adopting the Protect, Respect and Connect approach to put patients and their relatives at the centre of all discussions and decisions about resuscitation.
70. PEMQ had also looked at the visiting guidelines and the ways in which relatives were able to keep in touch under the current visiting policy.

CoG221/10/13 Lead Governor Report

71. No specific feedback had been provided by Healthwatch on this occasion.

72. The Council noted that a debrief on the Annual Public Meeting had taken place and that the Trust was grateful for all the feedback received.

CoG21/10/14 Any Other Business

73. CG highlighted that she had been made aware of issues with TTAs and discharge summaries and it was agreed that these would be followed up and that this might be a suitable topic for future discussion at PWF Committee.

74. JW noted Healthcare T Levels as a potential opportunity for the Trust to benefit from apprenticeships.

CoG21/10/15 Date of Next Meeting

75. A meeting of the Council of Governors was due to take place on **Wednesday 19 January 2022.**