**Council of Governors**

Minutes of the Council of Governors Meeting held on **Wednesday 13 July 2022** in the Oriel Room at the Jury's Inn Hotel, Oxford

**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 CBE | SB | Nominated Governor, Oxford Health NHS Foundation Trust |
| Mr Robin Carr | RC | Public Governor, West Oxfordshire |
| 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 |
| Mrs Jill Haynes | JHi | Public Governor, Vale of White Horse |
| Mrs Anita Higham OBE | AH | Public Governor, Cherwell |
| Prof Helen Higham | HH | Nominated Governor, University of Oxford |
| Dr Jeremy Hodge | JHo | Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire |
| Ms Aliki Kalianou | AK | Staff Governor, Non-Clinical |
| Mrs Janet Knowles | JK | Public Governor, South Oxfordshire |
| Prof David Matthews | DM | Public Governor, Vale of White Horse |
| Ms Nina Robinson | NR | Public Governor, South Oxfordshire |
| Mr Graham Shelton | GS | Public Governor, West Oxfordshire |
| Ms Jules Stockbridge | JS | Staff Governor, Clinical |
| Mrs Pauline Tendayi | PT | Staff Governor, Clinical |
| Mrs Megan Turmezei | MT | Staff Governor, Non-Clinical |
| Mrs Sally-Anne Watts | SAW | Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire |
| Mr Mark Whitley | MW | Public Governor, Northamptonshire and Gloucestershire |
| Mr Jonathan Wyatt | JWy | Public Governor, Rest of England and Wales |

**In Attendance:**

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| Mrs Caroline Rouse | CR | Foundation Trust Governor and Membership Manager, [Minutes] |
| Mr Jason Dorsett | JD | Chief Finance Officer |
| Mrs Laura Lauer | LL | Deputy Head of Corporate Governance |
| Dr Meghana Pandit | MP | Chief Medical Officer |
| Mr Neil Scotchmer | NS | Head of Corporate Governance |
| Mrs Anne Tutt | AT | Non-Executive Director and Vice Chair |
| Mrs Kathryn Whife | KW | Corporate Governance Manager |
| Ms Joy Warmington | JW | Non-Executive Director |

**Apologies:**

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| Mr Giles Bond-Smith | GBS | Staff Governor, Clinical |
| Mr George Krasopoulos | GKr | Staff Governor, Clinical |
| Mr Gavin Kenworthy | GK | Nominated Governor, Oxfordshire Clinical Commissioning Group |
| Mrs Jane Probets | JP | Public Governor, Oxford City |
| Prof Astrid Schloerscheidt | AS | Nominated Governor, Oxford Brookes University |
| Maryam | M | Young People's Executive |
| Ruby | R | Young People's Executive |

**COG22/07/01 Welcome, Apologies and Declarations of Interest**

1. The Chair welcomed everyone to the meeting, noting that it was the first meeting in person for a considerable time. There were no declarations of interest.
2. Apologies from were received as indicated above.
3. Prof Montgomery welcomed Prof Pandit to her first meeting as Interim Chief Executive.

**COG22/07/02 Minutes of the Meeting Held on 13 April 2022**

4. The minutes were agreed as an accurate record.

**COG22/07/03 Action Log and Matters Arising**

5. There were no matters due for report from the action log or other matters arising on this occasion.

**COG22/07/04 Chairs Business**

Update on ICS

6. The Trust Chair reported on progress with the development of ICS governance. He noted that there was not yet a clear approach to public and patient engagement. Prof Montgomery was confident that the need for this was recognised by the ICS leadership, but noted they were concentrating on populating their own structures at that stage.
7. The Council noted that they were due to meet again on the 20 July, to consider the Auditor's Report on the Annual Accounts and to receive the annual report and accounts. It was noted that these had now been laid before Parliament and were available on the OUH website.
8. The Chair informed the Council that it had been agreed that Graham Shelton as Lead Governor would act as the OUH nominated governor for Oxford Health NHS Foundation Trust, and that this had been welcomed by the Chair of Oxford Health.
9. It was noted that further work with partner organisations was required to agree the approach to filling the current vacancies for nominated governors.

Update on CEO Recruitment

10. Prof Montgomery informed governors that prof Pandit would remain as Interim Chief Executive Officer until the recruitment process was concluded and that this matter would be discussed further at the Council's confidential session following the conclusion of the public meeting.

**COG22/07/05 Chief Executive's Briefing on Interim Leadership Arrangements**

11. Prof Pandit commented that it was a huge privilege to take on the role of Interim Chief Executive Officer and provided governors with a brief summary of her previous career and experience.
12. The Interim Chief Executive informed governors there were many challenges to overcome, in particular due to the waiting list backlog that had developed during the pandemic. The Council noted that more patients were in hospital with COVID-19 at that point than at the same time the previous year, and that this was causing problems with the flow of patients through the hospitals. Prof Pandit highlighted communications about the Trust going to its highest operational escalation level, which indicated the additional pressure on the organisation. The Council heard that the Trust was working with system partners to reduce the pressure on staff and discharge patients from hospital where they were medically fit and could be better supported in a different environment.
13. The Council heard that the Board had approved the People Plan, which focussed on staff wellbeing, streamlined recruitment and the development of managers and leaders.
14. Prof Pandit explained that a competitive process had taken place to confirm an Interim Chief Medical Officer whilst Prof Pandit was the Chief Executive and that Dr Anny

Sykes would be taking on this role. It was also noted that Ms Clare Winch was currently the Acting Chief Assurance Officer during a period of absence for Ms Eileen Walsh.

15. The Lead Governor welcomed Prof Pandit to her new role and informed her that the governors were looking forward to supporting her.
16. The Chief Executive informed governors that they would be able to take part in walkrounds of clinical areas with Board members once these were reintroduced.
17. Prof Pandit was invited to comment on the number of COVID patients compared with typical flu numbers and explained that the latter figure was usually higher but that COVID was highly transmissible and that some patients were very vulnerable. Community COVID levels were very high and so patients not admitted as a result of COVID were often found to have it on screening. It was noted that community levels of flu were currently low but that an epidemic might be expected as background immunity could be low.
18. The Chief Executive was asked about work to support cancer patients in the context of the wider drive to reduce waiting times. Prof Pandit noted that a very large number of cancer treatments had continued to take place during COVID at the Churchill Hospital which was a major Cancer Centre and that this activity had been protected. She explained that the main factor in the backlog of cancer work was staff shortages. Additional capacity for diagnostics work had been coordinated through Perspectum in Oxford. The Cancer Improvement Board kept all standards under review to identify and address pinch points. It was recognised that many of these issues were national and not unique to Oxford.
19. Governors commended the #Call Me initiative that had been introduced by the Trust and expressed a desire that this be rolled out more widely.

**COG22/07/06 2022/23 Annual Plan**

20. The Chief Finance Officer, who was responsible for coordinating the Trust's annual plan provided an update on the plans submitted to NHS England and the Integrated Care Board in relation to activity the Trust expected to deliver and its planned financial performance.
21. Governors were reminded that in April they had seen a confidential Board paper which had summarised the plan at that stage.
22. Mr Dorsett noted that the ongoing impact of COVID-19 was significant high, with patient numbers equating to two wards of patients and a further substantial impact from staff absences. It was noted that NHS England had initially set expectations based on an assumption of lower COVID figures than were currently being experienced.
23. The elective waiting list presented another significant challenge. The Trust had achieved substantial reductions in the longest waiting patients during the previous year but the total list still stood at around 50,000, well above the level prior to the pandemic.

24. The Council noted that objectives were based around the specific elements of the Trust's Strategy under the heading of Our People, Our Patients and Our Populations, with specific measurable elements under this high level summary.
25. Mr Dorsett noted a particular focus on quality improvements that could also drive increased efficiency. As an example he explained that a reduction in hospital acquired pressure ulcers both improved patient experience and reduced length of stay in hospital.
26. Governors noted that the Trust was an outlier in experiencing a higher increase in Emergency Department attendances than elsewhere which caused operational pressures. These were currently showing an increase of 7.5% compared to the previous year.
27. Mr Dorsett explained that it was intended that there would be no patients waiting more than 78 weeks on a waiting list by March. However, it was recognised that these plans were being affected by the number of beds occupied by COVID patients and by levels of staff sickness.
28. The Council heard that the workforce figure was expected to be 7% higher than in 2019/20 but Mr Dorsett commented that one impact of COVID had been to reduce the productivity of the workforce as result of increased sickness and the need for COVID control measures. It was noted that pay costs had increased by more than staffing levels due to pay awards.
29. It was agreed that issues related to staff productivity could be discussed in more detail through the Performance, Workforce and Finance Committee.
30. An increase in non-pay costs had been driven by a greater use of insourcing and outsourcing to maintain activity levels.
31. The Chief Finance Officer explained that a target performance level would need to be agreed with the Integrated Care System and the Region.
32. Mr Dorsett also explained that the Trust had agreed Quality Priorities a People Plan and a Digital Plan. A Capital Plan of around £50m had been developed and included substantial equipment replacement. A number of large capital bids were also being submitted, including those related to surgical capacity and research. The Trust continued to support an ambitious research and development programme and was the largest recipient of research funds in the NHS, as well as a big education provider.
33. Mr Dorsett explained that he didn't believe that population growth was a significant driver of increased costs or that Oxfordshire was an outlier in comparison with the national average.
34. It was noted that bids had been submitted to improve infrastructure at the Horton General Hospital but that it was not possible to say what funding would be available. The Chief Finance Officer noted that the availability of funding for buildings and equipment in general was limited and that the money available currently would not allow the Trust to address all outstanding issues.

35. The Chief Finance Officer explained that the Trust was currently benefitting from a fixed energy price, capped until March 2023 at a low point in the cycle.
36. The Council heard that the impact of Brexit in creating staff shortages was largely being compensated for through the Trust's international recruitment campaigns, focussed mainly on India and the Philippines.
37. Mr Dorsett explained that the starting point in setting departmental budgets was the previous year's spend adjusted to reflect new projects and other bids from the departments. This was then adjusted to reflect inflation and to include a requirement for 1.1% efficiency improvements. It was recognised that funding was always lower than divisions would wish but that in the current year all divisions had agreed their budgets.
38. Mr Dorsett explained that systems were being introduced to give patients greater control over their outpatient appointments and the ability to reschedule them. Around 20% of appointments were also taking place online. Mr Dorsett explained that outpatient numbers were increasing in part because survival rates for illnesses like cancer were increasing and patients often then required ongoing follow up. However it was suggested that follow up rates probably remained higher than necessary.
39. It was noted that there was a challenge in ensuring that assumptions were robust given a high level of uncertainty and the Chief Finance Officer explained that the budget included a small allocation for contingencies at about 0.5% of revenue.
40. The Board had reviewed key risks and formed a view of which were the responsibility of the Trust to control and which needed to be highlighted to the ICS. The Trust had, for example, quantified the extra costs related to COVID and written to the ICS spelling out the Trusts assessment of the risks due to COVID.
41. Mr Dorsett explained that the Trust received funding for research from a range of sources including large multi-year bids, acting as a host organisation and small individual grants for studies.
42. The Chief Executive Officer highlighted the work that was being undertaken on health inequalities with a programme under the Trust Management Executive reviewing the twenty most deprived areas of the county to ensure that patients have the same access, outcomes, and experience in relation to healthcare provision. The Trust planned to use a tool developed by Coventry NHS to look at the elective waiting list to review scheduling, considering any health inequalities. A separate area of focus was on five clinical areas that were often associated with health inequalities in the way people experience healthcare.
43. Mr Dorsett explained that diagnostic imaging levels were higher than in 2019/20 and that Trust had competed a two-year programme of replacing fixed scanners in addition to having mobile vans on site. However COVID related restrictions and workforce challenges had an impact on activity.

**COG22/07/07 Membership Strategy Update**

44. Ms Davidge informed the Council that the Patient Experience, Membership and Quality Committee (PEMQ) had formed a working group to review the Trust's Membership

Strategy. It was noted that Foundation Trusts need to have an engaged membership and that there was ongoing recruitment of new members to ensure numbers remain stable although this had been challenging during the pandemic. The focus had moved from a desire for a large number of members to having a membership that was engaged and that reflects the community the Trust serves.

45. Ms Davidge noted that the Trust wished to engage more with younger members, as well as with more men and would look at ways to involve members from seldom heard groups.
46. The Working Group had discussed the benefits of being a Trust member. It had also considered the need to strengthen engagement with the Patient Experience Team in coordinating engagement activities. A recent audit of Patient Participation Groups had found that some were no longer convening. It was hoped that these could be reinvigorated and that engagement could take place with those groups still in place.
47. Ideas were welcomed from governors regarding the best approaches to engaging with members, noting that this needed to include staff as well as public members.
48. The Council approved the strategy, which was then to be presented for support to the Board at its next meeting.

**COG22/07/08 Performance, Workforce and Finance Committee Report**

49. Mr Graham Shelton introduced this item as the Interim Chair of the Performance, Workforce and Finance Committee.
50. The Council noted the Committee's updated membership and plans for workshops to inform the development of the Committee's forward agenda.
51. It was noted that a new chair would then be selected for the Committee.

**COG22/07/09 Patient Experience, Membership and Quality Committee Report**

52. Ms Davidge presented this report from the PEMQ Committee as its Chair.
53. The Council noted in particular the work that had been undertaken in reviewing the Quality Account.
54. Ms Davidge highlighted the Quality Conversation taking place in August and encouraged governors to attend if they were able to.

**COG22/07/10 Lead Governor Report**

55. The Lead Governor expressed his pleasure at the number of enthusiastic new governors who were now members of the Council.
56. He noted the pressures on the Trust's hospitals and suggested that governors should assist in communicating what patients could do to relieve these where possible.
57. Mr Shelton was positive about the ICS as a concept, but noted that it remained to be seen what it could achieve in practice. He explained that links had been formed with other trusts and with Oxfordshire County Council and that he was happy to be working more closely with Oxford Health in the future.

58. The Lead Governor encouraged governors to engage with members and suggested that opportunities be sought to join with governors from other trusts to undertake joint engagement.

**COG22/07/11 Any Other Business**

59. There was no additional business on this occasion.

**COG22/07/12 Date of Next Meeting**

60. A meeting of the Council of Governors was to take place on **Wednesday 12 October 2022**.