

Council of Governors

Minutes of the Council of Governors in shadow form on Tuesday, 21 July 2015 at 18:00 in Classroom 2 at the Saïd Business School.

Present:	Dame Fiona Caldicott	FC	Chairman
	Mrs Margaret Booth	MB	Public Governor, Oxford City
	Mrs Sue Chapman	SC	Public Governor, West Oxfordshire
	Mrs Sally-Jane Davidge	SD	Public Governor, Bucks, Berks, Glos & Wilts
	Mrs Jane Doughty	JDo	Public Governor, West Oxfordshire
	Dr Jeremy Dwight	JDw	Staff Governor, Clinical
	Prof June Girvin	JG	Nominated Governor, Oxford Brookes University
	Dr Cecilia Gould	CGI	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, Northants & Warks
	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
	Mr Brian Souter	BS	Public Governor, Bucks, Berks, Glos & Wilts
	Ms Julie Stockbridge	JS	Staff Governor, Clinical
Mrs Susan Woollacott	SW	Public Governor, South Oxfordshire	
In attendance:	Mr Christopher Goard	CGr	Non-Executive Director
	Dr Neil Scotchmer	NS	Programme Manager
	Ms Susan Polywka	SP	Head of Corporate Governance
	Ms Caroline Rouse	CR	Foundation Trust Governor and Membership Manager
Apologies	Mr Chris Cunningham	CC	Staff Governor, Clinical
	Mrs Anita Higham OBE	AH	Public Governor, Cherwell
	Dr Catherine Paxton	CP	Nominated Governor, Oxford University
	Dr Paul Roblin	PR	Nominated Governor, Oxfordshire LMC
	Dr Chris Winearls	CW	Staff Governor, Clinical

CoG15/01/01 Apologies and declarations of interest

Apologies for absence were received from Mr Chris Cunningham, Mrs Anita Higham, Dr Catherine Paxton, Dr Paul Roblin and Dr Chris Winearls.

No declarations of interest were made.

CoG15/01/02 Chairman's Business

The Chairman had no additional business to communicate.

CoG15/01/03 Governor vacancy in Northamptonshire and Warwickshire

The Chairman presented a paper outlining that a vacancy had arisen in the Northamptonshire and Warwickshire constituency and giving three options for managing this in line with the Constitution. It was recommended to the Council that the vacant position be offered to the third-placed candidate in the election.

RM observed that the Council's decision should not be seen as setting a precedent for any future vacancies.

NS confirmed that he had contacted the individual concerned on behalf of the Trust and established that he would in principle be willing to accept the role.

MH asked for clarification of the likely lead time for carrying out elections. NS explained that based on the recent elections the entire process would take 2-3 months.

The Council **agreed** that the vacancy would initially be offered to the third-placed candidate.

NS will investigate whether this action can be carried out prior to authorisation and, if so, make arrangements for this to be done.

Action: NS

Clarification was sought on progress in identifying an individual to take up the role of young person's governor. NS agreed to clarify the current position and update the governors on this.

JD noted that if difficulties were encountered identifying a suitable candidate for the role then it would be worth approaching relevant patient groups within the Trust, particularly those associated with transition between children's and adult services.

Action: NS

CoG15/01/04 Role of and appointment process for the Lead Governor

The Chairman presented a paper outlining the need for the Council of Governors to have a lead governor with the primary purpose of being the point of contact between the Council and Monitor. The paper presented three possible approaches to proceeding and defining the role.

RJ felt that it was important to fully define the role prior to carrying out elections. MH commented that it would be important for the Council to decide how it wished to operate before defining the role.

It was noted by MB that if development of the role took place prior to making an appointment then this was likely to leave too long without a lead governor from Monitor's perspective. On this basis JG suggested following the third option proposed and appointing someone initially to a minimal role to establish the link with Monitor as soon as possible. She suggested that this should be on the basis that there would be a further election if the role was later extended.

CGI noted that there would also be a need to define the term of office.

RM highlighted that the Council did not yet know if a wider role would prove necessary and that it should not be assumed that this would be the case.

RH outlined her experience of how the role operated at Northamptonshire Healthcare NHS FT. The lead governor there attended all Board meetings and hosted a pre-meet of the Council of Governors without other trust staff. The role had evolved but did take a lot of time.

SW noted that with a lead governor in place under the role as defined by Monitor there would be time to define a more extended one.

RH asked for clarification of when Monitor would expect a lead governor to be in place. NS noted that this was not clearly specified but it was implied that Monitor would expect the details of the lead governor to be communicated to them soon after authorisation.

FC suggested that guidance on the nature of the role could be sought from NHS Providers.

Action: NS

The Council **agreed** to elect someone to the role as defined by Monitor, with a later decision to be taken about the future remit with any wider role not necessarily being undertaken by the same individual.

RH asked whether undertaking the role could put staff governors in a difficult position. FC noted that there was nothing in the guidance to preclude them from undertaking it. RJ felt that based on his experience he had no sense that this ought to be a problem and noted that it would be inappropriate to disempower six of the governors by excluding them from consideration for lead governor.

MH noted that even the minimal role would still require formal definition. RH commented that as a minimum the lead governor would need to keep in touch with other governors and be in a position to act as a conduit for Monitor. TM suggested using the Web Forum to discuss the definition.

It was **agreed** that proposals should be placed on the Web Forum with comments to be made on these which could then be distilled into a paper to come to the next meeting of the Council of Governors.

Action: NS

CoG15/01/05 Governor communications

The Chairman presented a paper proposing an approach to communications with governors.

RM expressed his thanks to the Trust for establishing the Governors Web Forum. FC noted that it was very helpful for staff governors and others to use their experience in this way to assist their colleagues.

MH supported the idea that governors from the relevant constituency should lead on responding to any communications to governors from the public and noted that this seemed logical.

It was noted that it would not always necessarily be obvious which was the relevant constituency but TM suggested that he would expect people to be happy in general to clarify this.

FC noted that this will need to be discussed further with governors as issues emerge and that different approaches will be required as circumstances and the preferences of members dictate. Thanks were also expressed to JDw for his helpful summary post on the Forum following the recent seminar.

The Council **agreed** the approach outlined as a working framework to begin with.

CoG15/01/06 Preparation for the inaugural meeting of the Council of Governors after authorisation as a foundation trust

The Chairman presented a paper outlining the items that would be presented to the Council for agreement following authorisation as a foundation trust.

FC firstly highlighted the Constitution which has been revised during development, most recently following review by Monitor and asked for any queries in relation to this.

RH raised concern with the exclusion from being an elected governor for those who were already a governor of another trust. She noted that it could be beneficial to have experience as a governor elsewhere where the other organisation would not be regarded as a competing trust.

JG noted that she was also a governor at other foundation trusts and NS clarified that this exclusion does not apply to nominated governors of OUH.

RH agreed to send any information and queries in relation to this issue through to NS.

The Code of Conduct was highlighted and no issues were raised in relation to this.

Regarding the ratification of the appointment of non-executive directors upon authorisation FC noted that the trust was not aware of any examples where this had not occurred. NS highlighted that Monitor had undertaken extensive scrutiny of the existing Board as part of their assessment process.

RH asked whether non-executive directors were appraised and FC confirmed that they were, with a written report of the appraisal going to the NHS Trust Development Authority. Clarification was also provided that non-executive appointments were for a fixed term and that the Council of Governors would be asked to ratify appointments for the remainder of the term.

MH commented that it would clearly not be possible to undertake a detailed assessment within the timescale anticipated for authorisation but that a process needed to be put in place to do so as quickly as possible. This would need to be a smaller body than the full Council. RH explained that at Northamptonshire Healthcare NHS FT this was done through the Nominations and Remuneration Committee. [This is also what is required by OUH's Constitution.]

SC asked whether the Trust did not already have such a committee and FC explained that the existing committee would retain responsibility for executive director appointments but that the Council of Governors would need their own.

RJ felt that it would be helpful to have at least summarised details of each non-executive and JG highlighted that these were available on the Trust's website. JG commented that the Council needed to be able to reassure itself that a rigorous process of appointment had been undertaken.

FC clarified that the TDA is currently responsible for new non-executive director appointments but that when current terms of office end the Council of Governors will need a process to appoint new ones including establishing any gaps in knowledge.

RH highlighted that the appointment process is a lengthy one and that it therefore made no sense to do anything but ratify at this stage.

SW commented that since when first appointed there is little else that the Council can do, ratification of the existing Non-Executive Directors must be Monitor's expectation.

RM supported this view, suggesting that in the absence of major evidence of a reason not to ratify then the default should be to ratify.

CGr suggested that it might be helpful if he attended the next Council of Governors meeting to outline the role of the Senior Independent Director and how this might work with the Council. Geoffrey Salt could also attend to speak similarly about the Deputy Chairman role.

FC highlighted paragraph 4.3 of the paper which notes that "the ability and experience of the Trust's existing Board has been assessed in detail during the Monitor assessment process" and added that the Board had also been scrutinised via the CQC's assessment.

In response to RH's query FC confirmed that the application of the 'fit and proper persons' test had been included in discussions with Monitor.

The Chairman highlighted the ratification of the appointment of the external auditor. She noted that a change to the external auditor was difficult to effect quickly and that any such decision should fit around the audit cycle as proposed in the paper.

JG asked why the Council was being asked only to note the appointment of Dr Bruno Holthof as Chief Executive and queried whether this did not require the approval of the Council. FC clarified that this appointment has already taken place in advance of the Trust's authorisation as a foundation trust but that after authorisation, the appointment of a new Chief Executive would require the Council's approval.

CoG15/01/07 Any other business

Authorisation Process

BS asked if there was any update on the timescale for authorisation.

The Chairman was unable to confirm this. She informed the Council that further information had been requested by Monitor and that it was hoped that the Trust would not have to wait much longer for a decision.

Council of Governors Committee Structure

MB noted the need to get the Council's committee structure established as soon as possible.

The Chairman noted that Martin Howell had outlined the committees used by Oxford Health NHS FT and this may prove a helpful starting point. He had noted that FTs often tend to establish too many committees and subsequently reduce them. It may be preferable to begin with time-limited working groups in many cases. It was suggested that NHS Providers should be approached for possible models.

Action: SP

JD agreed that established FTs should be used as a source of learning. It may be helpful for members of the Council of Governors to attend the meetings of other Councils or to invite other trusts' governors to ours.

FC suggested that this might be something to include in one of the Council's early seminar sessions.

Action: NSMeeting Arrangements

MB noted that it might be useful to have name labels to identify everyone at future meetings. JD suggested that everyone should introduce themselves at the start. SD commented that we should do both as each would be more helpful for some people.

TM expressed some concerns regarding the cost of venues.

The Chairman responded that it was regarded as important to recognise the effort that was involved in being a governor. She noted that feedback was useful, noting, for example, that whilst the Saïd was a good venue overall that the particular room in which this meeting was taking place was too big. She also commented that Oxford Health NHS FT always had their meetings in a single location but suggested that it might perhaps be too early to decide on a single location.

RH noted that moving the meetings would give different members of the public the opportunity to attend.

RM expressed the view that convenient travel options were more important than the specific location.

JG suggested that the Governors Forum could be used to coordinate lifts to the meetings.

Patient Experience

SC raised the issue of whether members of the Council should say that they were staff when accessing services.

JS commented that she believed everyone should have the same experience and would be disappointed if people felt that they needed to use their governor badge.

TM explained that the view in the patient experience team was that spot checks shouldn't be unannounced. RH explained that at Northamptonshire Healthcare NHS FT, protocols for visits have been put in place. RH would share these.

Action: RH

FC suggested that governors should be involved in the Quality Account and that the trust should consider inviting them to take part in walkarounds which facilitate frank discussions.

SC commented that the recent seminar had been very helpful and that explanations from the two executive directors had been very clear.

JD felt that the recent quality event with patients had also been very good and that it had been helpful to meet patients and hear their views.

CGr suggested sharing the patient stories presented to the Board with governors.

JD noted that she had offered to be involved in this as a difficult personal experience had been part of what had prompted her to stand as a governor. FC suggested that one of the Trust's team should contact her to discuss this.

Action: NSCoG2015/01/08 Date of the next meeting

A meeting of the Council of Governors will take place on Wednesday, **21 October 2015 at 18:00** in Flora Anderson Hall, Somerville College. [Note that this represents

a change to the September date and venue mentioned at the meeting following clarification of authorisation timescales.]

DRAFT