

Council of Governors

Minutes of the Council of Governors Meeting on Friday, 1 July 2016 at 14:30 in the Main Hall, Witney Corn Exchange, 19 Market Square, Witney, Oxfordshire OX28 6AB.

Present:	Dame Fiona Caldicott	FC	Chairman
	Mrs Margaret Booth	MB	Public Governor, Oxford City
	Ms Lucy Carr	LC	Staff Governor, Clinical
	Mrs Sue Chapman	SC	Public Governor, West Oxfordshire
	Mr Chris Cunningham	CC	Staff Governor, Clinical
	Mrs Sally-Jane Davidge	SD	Public Governor, Bucks, Berks, Glos & Wilts
	Dr Cecilia Gould	CGI	Public Governor, Oxford City
	Mrs Jill Haynes	JHa	Public Governor, Vale of White Horse
	Mrs Anita Higham OBE	AH	Public Governor, Cherwell
	Mr Martin Howell	MHo	Nominated Governor, Oxford Health NHS Foundation Trust
	Dr Roger Morgan OBE	RM	Public Governor, Rest of England & Wales
	Dr Ian Roberts	IR	Public Governor, South Oxfordshire
	Mr Richard Soper	RS	Staff Governor, Non-Clinical
	Mr Brian Souter	BSo	Public Governor, Bucks, Berks, Glos & Wilts
	Mr Blake Stimpson	BSt	Public Governor, Northants & Warks
	Ms Julie Stockbridge	JS	Staff Governor, Clinical
	Dr Chris Winearls	CW	Staff Governor, Clinical
	Hannah		Young People's Executive (YiPpEe)
	Millie		Young People's Executive (YiPpEe)
	In Attendance:	Ms Susan Brown	SB
Mr Alisdair Cameron		AC	Non-Executive Director
Mr Scott Lambert		SL	Children's Patient Experience Project Lead
Ms Susan Polywka		SP	Head of Corporate Governance and Trust Secretary
Ms Caroline Rouse		CR	Foundation Trust Governor and Membership Manager
Dr Neil Scotchmer	NS	Programme Manager	
Apologies	Mrs Teresa Allen	TA	Public Governor, Cherwell
	Prof June Girvin	JG	Nominated Governor, Oxford Brookes University
	Mr Martin Havelock	MHa	Public Governor, Vale of White Horse
	Cllr Judith Heathcoat	JHe	Nominated Governor, Oxfordshire County Council
	Dr Tom Mansfield	TM	Staff Governor, Non-Clinical
	Dr Paul Park	PP	Nominated Governor, Oxfordshire Clinical Commissioning Group
	Dr Catherine Paxton	CP	Nominated Governor, University of Oxford
	Ms Rachel Pearce	RP	Nominated Governor, NHS England

CoG16/03/01 Apologies and declarations of interest

Apologies were received Teresa Allen, June Girvin, Martin Havelock, Judith Heathcoat, Tom Mansfield, Paul Park, Catherine Paxton and Rachel Pearce.

A welcome was extended by the Chairman to members of the public who were attending, particularly those who may be interested in standing in the forthcoming by-elections.

Lucy Carr and Richard Soper, the two new staff governors, were also welcomed to their first meeting.

Alisdair Cameron was in attendance at the meeting and introduced himself, outlining that he had been the CFO on the board of the Post Office and a non-executive director of the Trust for eight years. He sits on the Finance and Performance Committee, the Audit Committee and the Remuneration and Nominations Committee.

CoG16/03/02 Minutes of the meeting held on 28 April 2016

The minutes of the meeting were accepted.

CoG16/03/03 Matters arising from the minutes

The Chairman was asked about the impact of the junior doctors' industrial action on the Trust's cost improvement plan. AC was asked to comment and outlined that there would be contractual penalties if specific targets were not met. Work was underway to reduce the impact, however, and this was not currently expected to be significant.

SD noted that she had attended a patient panel meeting at the Eye Hospital and understood that they had been successful in maintaining activity during the period of industrial action.

CoG16/03/04 Chairman's Business

The Chairman explained that Andrew Stevens would be present at the seminar on 28 July to provide an update on the Sustainability and Transformation Plan (STP). In the meantime he had provided a briefing note which the Chairman outlined.

Initial STPs were submitted on 30 June 2016 to meet a national deadline. Oxfordshire forms part of the 'BOB footprint' which also includes Buckinghamshire and Berkshire West. The STP was at a very high level and was designed to identify key priority areas and actions. Each of the component health economies has their own transformation agenda. The BOB STP identified key priorities within each of the health economies and also those priorities that will be addressed at the BOB level. These BOB-level priorities include: disease prevention, urgent care, specialised services, workforce and digital technology.

Therefore feeding into the STP is the Oxfordshire Transformation Programme. This is developing a vision and plans for the future delivery of health and social care across Oxfordshire. It is being taken forward by working groups looking at specific clinical pathways (such as urgent care or maternity services) or infrastructure issues (such as workforce or IT). There are a number of 'cross-cutting' themes including primary care, services at the Horton General Hospital, and community hospitals. Initial emerging options are being developed by Oxfordshire's Transformation Board, which brings together OUH, Oxford Health, Oxfordshire CCG, the County Council and Oxfordshire's GP Federations. Options for change will be the subject of an engagement exercise over the summer months. Any significant changes proposed to services will form part of a formal public consultation exercise led by the Oxfordshire CCG that is currently scheduled to begin in October.

[Post meeting note – this has now slipped to December / January.]

AH noted that she understood that Healthwatch had now joined this group.

The Chairman updated the meeting regarding by-elections for governors in South Oxfordshire and West Oxfordshire. After seeking governors' views, the Trust had confirmed with UK Engage its plan to hold by-elections in both constituencies. Nominations were to be sought during July with voting taking place during September. A pause was planned during August to limit the impact of holidays on nominations and turnout.

SD had contacted the Trust to ask about the impact of the EU referendum. The Chairman explained that communications and an event were being prepared to reassure non-British EU and foreign citizens working within the Trust that they were valued by the organisation and that the Trust would continue to support them. OUH was currently continuing to recruit EU citizens and was doing so successfully.

CoG16/03/05 Recommendations from Membership Working Group

SC provided an update on behalf of TA, presenting a paper providing a briefing on the Group's work. SC highlighted the information packs which are available for all governors containing governor business cards and other briefing materials. It was suggested that governors personally approach local GP practices to ask if materials can be displayed. Governors were asked to use their personal networks to assist with recruitment, focussing on quality rather than numbers.

A programme of sessions in each hospital was suggested to talk to members and the public. It was planned to arrange at least four of these in the next year and a rota was being developed. It was also suggested that governors should have a presence at the AGM on 28 September.

The final work of the Group before its functions are taken on by the Membership, Patient Experience and Quality Committee would be to review the Membership Strategy, a revised version of which was to come to the October meeting.

Action: TA

Millie highlighted the need to use social media to raise awareness with younger members. AH suggested that sixth formers across the county should hear from governors.

CGI asked the best approach to feeding back comments following membership events. FC indicated that this should be through the new Membership, Patient Experience and Quality Committee with items to be reported back to Council where relevant. Issues could also be considered through Caroline Heason's [Head of Patient Experience] Patient Experience Group. Such items should be submitted via SP or NS.

RS noted that work needed to be done on communication and that there was a need to ensure management support for staff governors to undertake their duties.

BSo suggested that governors approach GP surgeries via PPGs where these exist.

MB highlighted that a lot of patient participation and engagement work was going on which other governors were not aware of and it was agreed that it would be very helpful if governors posted details of these activities on the Forum.

The recommendations of the Membership Working Group were **accepted**.

CoG16/03/06 Results of 'Rest of England and Wales' Members Survey

RG presented a paper outlining the results of this survey. Given the difficulties of representing the interests of the 'Rest of England and Wales' constituency, RG felt that he needed to identify a suitable approach and that he could use the opportunity to pilot something that could be used in other constituencies.

The response rate was low and the results therefore couldn't be considered representative but the individual feedback was interesting. Acknowledgements and thanks had been sent and RG hoped to follow up with a note of actions taken.

Overall the positive points outweighed the negative with questions phrased neutrally. Parking was unsurprisingly highlighted as an issue though no negative comments were made about administrative processes around appointments and there were some positive observations about the outpatient system. There was a suggestion that bookable appointment times could be provided as distinct from arrival times. There were some negative comments about miscommunication and lack of information. There was a very positive reaction to members' engagement events.

RM had highlighted three specific issues for consideration by the Council of Governors in his paper and it was agreed that, except for the parking issue, these could appropriately be considered by the Patient Experience Steering Group. RM said that he was happy to discuss these with Caroline Heason.

Action: RM

In relation to parking, IR noted the difference between Friday and other days of the week and requested an update on what has been done in relation to this. FC noted that a lot was being addressed but that changing the schedule of outpatient sessions is more complex than might be apparent. It was agreed that a statement regarding all of the work underway would be brought to governors.

Action: NS/SP

RM noted the benefits of writing to ask for positives, negatives and key issues. He also suggested that it was helpful to obtain comments from those accompanying a patient.

JS commended this work. She noted that the Council should be careful to avoid confusion with the official 'Friends and Family' Test, however. She also highlighted that many of these patients are likely to be tertiary referrals with different needs from local patients.

SD suggested broadening questions beyond the previous visit for future surveys.

IR asked for further detail about comments on the quality of food and RM emphasised that views were both positive and negative and differed between sites. FC informed the Council that a new committee was looking at nutrition and noted that judgement about food is a matter of opinion. The Council can certainly be updated on the work going on but it will never be possible to please all inpatients.

CoG16/03/07 Update from the Nominations and Remuneration Committee

The Chairman updated the Council on the work of this Committee. A meeting took place on Tuesday 28 June, at which the Committee reviewed and agreed the key principles applied in the review of NED remuneration. The calendar for review of terms of office for existing non-executive directors was examined and the work programme for this year discussed. Two non-executive directors had existing terms of office which were due to come to an end in October 2016. Due to a number of changes in the executive team over recent months and years, members of the Committee had been

mindful of the need to avoid the risk of de-stabilising the effectiveness of the unitary board. In all the circumstances, the Committee recommended the re-appointment of Mr Goard and Professor Mant, without a process of open competition, for a term of two years, ie up to 21 October 2018.

The Council **accepted** this recommendation.

CW noted that both individuals wanted to continue serving and that after two more years would have served three years as foundation trust non-executive directors. AH noted her understanding that roles would need to go to open competition at that stage and FC confirmed that to be the case. Further individuals would require review next year and AH commented that a clear framework for what needs to be done at that stage was now in place.

CoG16/03/08 Update on Young People's Executive

Hannah updated the Council on the work being undertaken by YPE. There were currently thirty members with no active recruitment currently. One meeting of YPE had taken place since the last Council of Governors meeting and AH and CGI were present at this.

There was a discussion of inpatient catering at the JR with a tour of the facilities. The majority of YPE members were pleasantly surprised at the quality of the food. The long-term aim is to look at whether there is merit in changing menus to suit younger people. This could reduce food waste and costs whilst improving recovery.

A discussion also took place with a nurse practitioner from the craniofacial unit.

YPE's branding, logo and use of social media were discussed with a vote to take place on the proposed changes. A private YPE group for members on Facebook had been established to improve communication. In addition there was also a public group to promote their work. SL outlined details of how to access this.

Nominations had taken place for a Chair and Deputy Chair with shared arrangements for these roles agreed.

Values-based interviews took place for a paediatric rheumatology consultant with YPE involvement and YPE was also involved in the development of transition services.

CGI noted in particular that feedback from the interview process had been revealing, with YPE members picking up on questions not being answered or responses being formulaic. She recommended that this be extended and RM agreed that there was much to be gained for those making appointments in involving young people. FC noted that this should be fed back to colleagues in divisions.

CoG16/03/09 Terms of Reference for Council of Governors Committees

Papers outlining draft terms of reference for the new committees were presented. So far expressions of interest had been limited.

In response to comments received by email from MHa, FC indicated that it was suggested that the Chairman or GS chair committees in the first instance whilst governors were developing their understanding of the organisation.

MB suggested that, given the current workload of non-executive directors, it would be better if suitable volunteers to chair the committees could be identified from among the governors. In addition she suggested that it would be more correct for governors to

elect the members they wished to serve on committees, recognising that numbers might be such that it was a question of who wished to do so.

SC recognised the issue of workload but expressed the view that it was important to have non-executive directors on these committees. AH supported this, as part of the Council's role is to assess the performance of the non-executives.

MHo explained that his experience was that having non-executives on these committees was very beneficial in providing an opportunity to see them in action. Governors might also find it helpful to observe non-executives other than FC and GS. It could also be helpful to involve executive directors such as the Director of Finance and Director of Nursing where appropriate. It was clarified that MHo did not by this intend that the chair should be rotated.

RM suggested that it should be clarified that the specific duties for each committee were in addition to the broader overall purpose.

IR highlighted that the definition of the quorum for committees needed to be tighter.

MB commented that the specific duties of the committee covering Patient Experience do not mention this and that these should be revised to include it.

Similarly RSo suggested that recruitment and retention should be a specific focus for the committee covering workforce issues.

SC highlighted that governors should receive feedback on the quality priority that they had selected and it was agreed that this be via the Membership, Patient Experience and Quality Committee.

AH asked how the Council of Governors should assess annually how well it was meeting its own terms of reference. SP explained that an annual review of this was included in the Council's duties within the terms of reference themselves.

AH raised the issue of whether the membership of the Nominations and Remuneration Committee met the defined requirements. SP clarified that the intention was that a specific Appointments Committee would be formed when needed in order to comply with these.

MB noted the role of the governors in appointing the Trust's external auditors which would be difficult to undertake in full Council meetings. There was a discussion on the extent of the duties of the Council in relation to the external auditors and the secretary volunteered to investigate these further.

MB suggested that it would be appropriate for the Performance, Workforce and Finance Committee to take the lead in this area. FC highlighted that the Council could not delegate decisions under its statutory duties to committees, but committees could undertake preparatory work to support the Council in discharging its duties.

JS noted a concern as to whether governors would be able to do justice to a very wide remit. RM suggested that the terms of reference need to differentiate ongoing processes from specific major statutory tasks which would be undertaken infrequently. CW commented that governors shouldn't be repeating the work of the non-executive directors whose job it is to hold executive directors to account for any issues regarding, for example, the finance report. He noted that he expected that non-executives should highlight problems, check what was being done about them and ask scrutinising questions. It would not be appropriate to write a parallel system into the terms of reference.

FC noted that the non-executives look at the finance report each month and asked how often governors would wish to see a report. The Chairman noted that no governors had yet attended the Finance and Performance Committee.

It was **agreed** that NS would send a message following the meeting to renew the invitation to volunteer and to ask governors doing so to provide details of relevant skills and experience.

Action: NS

It was **agreed** that the terms of reference should be revised based on the comments received and should then come back to the Council of Governors for review.

Action: NS/SP

CoG16/03/10 The Role of the Lead Governor

A paper outlining options for the Lead Governor role was presented.

AH suggested that the Lead Governor should have a deputy to provide support and to take on the role when the Lead Governor's term ends, noting that such a role exists in some other trusts.

SP commented that the paper she has prepared explored ways in which the role might be broadened, suggesting that the scope of the role should be considered before deciding how many individuals might be needed to discharge it.

RSo asked why the Council might choose to make the role open only to public governors. SP clarified that this stipulation is not unusual in other trusts though it is not specifically being recommended. She highlighted paragraph 1.10 which confirms that the Council as whole retains its responsibilities and powers and that the Lead Governor should not be seen as being elevated above their colleagues. CW commented that previously staff governors had agreed not to be considered for the role to avoid creating the impression of a conflict of interest.

MB supported a more extended role, noting that those additional duties outlined in paragraphs 2.9 and 2.11 of the paper appeared particularly helpful and that it could be difficult to establish common purpose within a group of thirty.

SC supported 2.9 and the first three points under 2.11 though not necessarily the others.

MHo indicated that it could be a wasted opportunity not to extend the role of the Lead Governor. If done well they could work as a catalyst for the Council. It was useful for them to have involvement in agenda setting. MHo advised that, as Chairman of Oxford Health NHS FT, he always speaks to the Lead Governor before the agenda and papers go out for each meeting.

IR felt that this was unnecessary and that governors could simply notify NS or SP if they wanted an item on the agenda. He felt that it was unclear what the Lead Governor could add to this process. He also felt that it was not clear what was meant by "reviewing/promoting effectiveness of the Council of Governors" whereas in contrast communication with Monitor was a clear and specific task.

CW suggested that where many items were suggested for the agenda the Lead Governor could legitimately have a role in ensuring that they were appropriately prioritised. FC noted that this hadn't generally proven to be an issue thus far.

RM clarified that a specific statutory role currently exists. The paper presents a list of possible responsibilities culled from what is done elsewhere. The question is whether

there anything on this list that governors would wish to add or any additional ideas beyond those listed.

The Chairman reminded governors that any proposal to enhance the role had to come to the Trust Board. She commented that there did not currently seem to be a consensus about what would be added to the basic role.

RM asked if the Board had expressed a view and FC clarified that it had not done so at this stage.

It was agreed that SP revise the paper to take into account comments at the meeting and to propose some specific options for decision of the Council at its next meeting.

Action: SP

CoG16/03/11 Future Meeting Schedule

A proposed schedule of meetings for 2017 was presented for review by governors.

AH suggested that if this could include a joint seminar with the non-executive directors then she would support this.

MB indicated that she would prefer six Council meetings and two seminars each year. She commented that, as the Council cannot delegate decision-making, the current arrangement can make it difficult to schedule activities.

IR supported the increase to six meetings but not the reduction in seminars. He felt that these were useful and noted that they were voluntary and so governors did not have to attend them. FC highlighted, however, that they still represented considerable work for the staff who coordinated and supported them.

SC suggested that the Council would probably be in a position next year to use its four meetings more effectively. She agreed that the seminars had been very useful and that she would not wish to reduce these. It might be possible to manage some business between meetings or at seminars.

CW noted that if a decision required a full Council meeting then governors could choose to call an extraordinary meeting or could ask for views electronically. FC commented that the latter had been done for the by-election decision.

The YPE governors also supported a schedule of four meetings as increasing the frequency could impact on their studies and reduce the proportion for which they could be present.

AH suggested that it was likely that there would be a wide range of issues to discuss in the next year and that it would therefore be unhelpful to lose the seminars.

BSt indicated that seminars were very useful but commented that major issues should be considered at full meetings and not added to a seminar.

It was **agreed** that the approach outlined in the paper be used for the next twelve months.

CoG16/03/12 Any Other Business

The Chairman highlighted the confidential minutes that had been circulated. She requested that, in order to avoid the need to exclude public, any proposed changes to the minutes be addressed to SP.

CGI requested that documents be made available in advance of Quality Committee for those attending if possible, given their length and the need to hold non-executive directors to account effectively.

Millie described an extended project which was being carried out on the extent to which young people's voice can affect the NHS. She sought willingness from governors to participate in this, indicating that outcomes could be made available to the Trust as well.

SP reported that it was the intention of the Board to commission an independent review of its effectiveness. It was hoped that this could help to inform the deliberations of the Nominations and Remuneration Committee. AH asked if some governors could be involved and SP clarified that they would be seen as key stakeholders in this review.

SC asked for details of the outcomes following the recent investigation into the breast screening service. The Chairman clarified that the report was available on the Trust website but that any additional questions could be raised with the Medical Director through NS or SP.

CoG2016/03/13 Date of the next meeting

The Council of Governors will meet in public on Thursday, **20 October 2016 at 18:00** in the Main Hall, Banbury Town Hall, Bridge Street, Banbury OX16 5QB.

[Governors were informed on 8 September that, due to the annual Banbury Michaelmas Fair, this meeting would be moved to the Main Hall, John Paul II Centre, The Causeway, Bicester OX26 6AW. The date and time were unchanged.]