

Council of Governors

Minutes of the Council of Governors Meeting on Thursday, 20 October 2016 at 18:00 in the Main Hall, John Paul II Centre, The Causeway, Bicester, Oxfordshire OX26 6AW.

Present:	Dame Fiona Caldicott	FC	Chairman	
	Mrs Margaret Booth	MB	Public Governor, Oxford City	
	Ms Lucy Carr	LC	Staff Governor, Clinical	
	Mrs Sue Chapman	SCh	Public Governor, West Oxfordshire	
	Dr Simon Clarke	SCI	Public Governor, South Oxfordshire	
	Mrs Sally-Jane Davidge	SD	Public Governor, Bucks, Berks, Glos & Wilts	
	Dr Cecilia Gould	CGI	Public Governor, Oxford City	
	Mr Martin Havelock	MHa	Public Governor, Vale of White Horse	
	Mrs Jill Haynes	JHa	Public Governor, Vale of White Horse	
	Mrs Rosemary Herring	RH	Public Governor, Northants & Warks	
	Mrs Anita Higham OBE	AH	Public Governor, Cherwell	
	Dr Paul Park	PP	Nominated Governor, Oxfordshire Clinical Commissioning Group	
	Dr Catherine Paxton	CP	Nominated Governor, University of Oxford	
	Dr Ian Roberts	IR	Public Governor, South Oxfordshire	
	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 Hannah	CW	Staff Governor, Clinical Young People's Executive (YiPpEe)	
	In Attendance:	Ms Susan Brown	SB	Senior Communications Manager
		Mr Jason Dorsett	JD	Chief Finance Officer
Mr Christopher Goard		CGr	Non-Executive Director	
Mr Jonathan Horbury		JHo	Programme 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	
Mr Geoffrey Salt		GS	Non-Executive Director	
Dr Neil Scotchmer		NS	Programme Manager	
Ms Anne Tutt		AT	Non-Executive Director	
Mr Peter Ward		PW	Non-Executive Director	
Apologies	Mrs Brenda Churchill	BC	Public Governor, West Oxfordshire	
	Prof June Girvin	JG	Nominated Governor, Oxford Brookes University	
	Cllr Judith Heathcoat	JHe	Nominated Governor, Oxfordshire County Council	
	Mr Martin Howell	MHo	Nominated Governor, Oxford Health NHS Foundation Trust	
	Dr Roger Morgan OBE	RM	Public Governor, Rest of England & Wales	
	Ms Rachel Pearce	RP	Nominated Governor, NHS England	
	Mr Richard Soper	RS	Staff Governor, Non-Clinical	
	Millie		Young People's Executive (YiPpEe)	

The motion was passed that representatives of the press and other members of the public be excluded from discussion of Items 2 and 3 on the agenda, having regard to the confidential nature of the business to be transacted, publicity on which would be prejudicial to the public interest (*Section 1(2) of the Public Bodies (Admission to Meetings) Act 1960*).

CoG16/04/01 Apologies and declarations of interest

Apologies were received from Brenda Churchill, June Girvin, Judith Heathcoat, Martin Howell, Roger Morgan, Rachel Pearce, Richard Soper and Millie.

Simon Clarke was welcomed to his first meeting, as newly elected Public Governor, South Oxfordshire.

CoG16/04/02 Reappointment of Non-Executive Director and Replacement of Non-Executive Director

The Chairman invited the Senior Independent Director, Mr Christopher Goard to present the paper which summarised the basis upon which the *Nominations and Remuneration Committee* recommended the reappointment of Mr Geoff Salt, Non-Executive Director and Vice Chairman, for a term of two years, ie up to 29 April 2019, as being in the best interests of the Trust.

By a show of hands, Governors unanimously accepted this recommendation.

Mr Geoff Salt, Non-Executive Director and Vice Chairman is hereby reappointed for a term of two years, up to 29 April 2019.

The *Nominations and Remuneration Committee* further recommended initiation of the process under which a new appointment can be made to replace the vacancy that will arise upon expiry of the term of Mr Cameron's appointment as Non-Executive Director on 29 April 2017.

It was noted that the formal Nominations Committee/Appointments Panel required under the Constitution should include:

- The Chairman (who will chair the committee);
- Two elected public governors (to be selected by secret ballot, if the number of governors wishing to serve is greater than the number of places available);
- One elected staff governor (to be selected by secret ballot, if the number of governors wishing to serve is greater than the number of places available); and
- One appointed governor (to be selected by secret ballot, if the number of governors wishing to serve is greater than the number of places available).

It was further noted that the Chief Executive may attend at the Committee's/Panel's request in an advisory capacity only, and it was expected that the Committee/Panel would be supported by the Director of Organisational Development and Workforce.

The Trust Secretary was asked to initiate establishment of the formal Nominations Committee/Appointments Panel required under the Constitution.

Action: SP

CoG16/04/03 Reappointment of the Chairman

The Chairman withdrew from the meeting, and the Vice Chairman took the chair.

At his invitation, the Senior Independent Director, Mr Christopher Goard presented the paper which summarised the basis upon which the majority of the *Nominations and Remuneration Committee* recommended the reappointment of the Chairman, Dame Fiona Caldicott, for a term of two years up to 7 March 2019, as being in the best interests of the Trust.

Members representing the minority view of the *Nominations and Remuneration Committee* were invited to outline the basis of their dissension from the majority view, and those in the majority were given the opportunity to summarise the foundation of their support for reappointment.

All other Governors in attendance were then invited to comment, as all did, to express appreciation of the Chairman's outstanding leadership; speaking strongly in favour of the Chairman's reappointment.

At the request of the majority of Governors present, a vote was taken by paper ballot, and by a majority of 15 votes to 3, the Council of Governors agreed to reappoint the Chairman, Dame Fiona Caldicott, for a term of two years up to 7 March 2019.

The Chairman, Dame Fiona Caldicott, is hereby reappointed for a term of two years up to 7 March 2019

CoG16/04/04 Minutes of the meeting held on 1 July 2016

The minutes of the meeting were accepted.

CoG16/04/05 Matters arising from the minutes

It was noted that the revision of the Trust's Membership Strategy had been an action for Teresa Allen and had therefore not been completed as she had now stood down as a governor. It was **agreed** that this would now form part of the work programme for the Membership, Patient Experience and Quality Committee.

CoG16/04/06 Chairman's Business

The Chairman provided an update on Obstetric and Neonatal services at the Horton General Hospital, following the temporary suspension of service agreed by the Trust Board on 31 August 2016, on the grounds of patient safety. In line with the Board's decision, the situation had been reviewed by the Trust Management Executive to gauge whether there was a realistic prospect of being able to reopen the obstetric service in January 2017. However, insufficient progress had been made in recruiting enough obstetric doctors to maintain the middle grade rota, and the decision made on safety grounds to run maternity services at the Horton as a midwifery led unit will remain in place until 5 March 2017.

FC and other Trust staff had visited the Horton Midwifery-Led Unit (MLU) and been impressed by the work undertaken to establish the service. The first births in the Unit had taken place and morale seemed high. A public statement was to be made in the days following the meeting and it was **agreed** that this would be posted on the Governors Web Forum.

Action: CR

Governors had decided to select End of Life Care as their quality priority for this year. The Council was informed that Dr Mary Miller, Consultant in Palliative Medicine, had suggested that a governor might wish to attend meetings of the End of Life Care Group on either the 2 November or 7 December to learn about the activities that are underway. It was **agreed** that details would be circulated to governors for them to express an interest if they wished to attend.

Action: NS

CoG16/04/07 Report from the Audit Committee including the Annual Audit Letter

JD and AT were invited to present this item. It was JD's third week at the Trust having been the Finance Director for Monitor (now NHSI) and previously Deputy Finance Director at University College London Hospitals.

JD outlined that one regular report to be received by the Council of Governors annually is that on the business of the Audit Committee and the associated letter from the Trust's external auditors. The aim in future was for governors to receive this sooner after the end of the financial year. JD outlined that the Audit Committee report was a standard but thorough summary of the activities of the Committee. He noted that this was evidence of the Committee comprehensively and thoroughly carrying out its duties. The letter from Ernst and Young is also a standard one which includes the various opinions that the auditors are required to give. There were no concerns raised in the report and no issues which the auditors wished to draw to the Council's attention.

MB highlighted her understanding that governors should receive an annual report from the Audit Committee on the performance of the auditors and asked for confirmation that this was something that governors might expect to see in future years. JD noted that this did not appear to be specified in the Audit Committee's terms of reference. AT confirmed that the work of the auditors receives close scrutiny during the year. However, it was **agreed** that the mismatch in the terms of reference would be corrected and that AT would consider how such a report could be produced in future and make a recommendation to the governors.

Action: AT

MB asked for clarification of the process and timing for the appointment of the external auditors, noting that guidance suggests a leading role for governors in that process. JD explained that the process was already underway to tender for the internal auditors and, on this basis, made a request to governors that tendering for the external auditors be deferred until the next financial year. He commented that there were risks to changing finance director, internal auditors and external auditors within a short period.

JD highlighted that the Council's powers of appointment do not exempt it from procurement rules and, in particular, EU procurement law and so it is important that this process is carried out on the basis of a paper from the Audit Committee recommending a suitable approach.

MB asked whether it was possible to delay the process if the existing auditors had a contract only until the end of the current year. JD explained that the auditors can automatically be reappointed and that best practice would be to review quality and costs every 6-7 years. He noted that costs were currently in line with other providers and so there would not currently be a significant opportunity to reduce costs.

SC commented that she had been impressed with the auditors' letter received by the governors and recognised the strong systems and processes that needed to be in place to get an unqualified report. She suggested that she would be interested in attending Audit Committee in the future. AH commented that she had previously been unable to secure agreement to attend to observe the Audit Committee. SP explained that on that logistical issues had constrained the Audit Committee's ability to accommodate observers at its meeting in September (arising from the need to transfer the meeting to a smaller venue) and suggested that governors' attendance at Board sub-committees should be considered in the context of wider discussions to develop the on-going working relationship between Council and the Board.

CoG16/04/08 Update from Young People's Executive

Hannah explained that one further meeting of the YPE had taken place since the previous meeting of the Council. YPE was working on developing a film with OMI and a video skills workshop was being held with filming taking place around the hospital.

YPE was also to be involved in the Ready Steady Hello programme for children with long term conditions which continue into adulthood. SJD noted that this programme had begun at University Hospital Southampton and that it needed further development. Hannah explained that there was a desire to modernise it.

YPE was also to contribute to the Youth Voice Forum which aimed to allow youth engagement and the sharing of knowledge across Oxfordshire.

Hannah also explained that she had completed a trial of the new work experience programme that was being developed with the involvement of YPE. SC commented that she supported giving young people the opportunity to explore career opportunities that they might wish to pursue. SL explained that the new programmes aimed to personalise schedules to members with half days in a variety of different areas.

CoG16/04/09 Governor Vacancies and Electoral System

The Chairman explained that RM had, after a long period of thought, announced his resignation as governor for the Rest of England and Wales constituency due to the practical difficulties of getting to meetings from rural Wales.

NS introduced a paper presenting options for managing the Council's existing vacancies in the Cherwell and Non-Clinical Staff constituencies.

RH asked whether it was possible to vary the short term of office for the Cherwell vacancy given that there were currently significant issues affecting the constituency and that AH might need support with these.

MB suggested that it would be unfortunate to have a public governor vacancy for a year as public governors tend to be the most active. She noted that the third-placed governor was not far short of the first two in number of votes received although commented that, as we have now run by-elections, offering the vacancy to them might appear to be an inconsistent approach.

BSt noted that he had been happy to be offered a vacancy in similar circumstances and SC commented that it could be difficult to operate as a lone governor.

FC suggested that the particular circumstance in which this decision was being made were different and that consistency might not be the most important factor.

AH commented that were the vacancy to be offered to a previous candidate then it might take some time for them to understand the role and familiarise themselves with key issues. She suggested that she would be happy to continue as sole governor for Cherwell until the next elections.

CGI indicated that she felt that the more governors the Council has the better in order to broaden the spectrum of opinion in meetings. BSo noted that there were 18 governors present out of 29 and that he would encourage a rapid replacement process. AH expressed her willingness to speak to the next-highest placed candidates if this would be helpful.

It was **agreed** that contact would be made informally with the next-highest placed candidates and that a proposal on management of the vacancies be put to governors for approval between meetings.

Action: NS

FC suggested that it might be best to revisit the issue of the electoral system to be employed when there was more time to discuss this. CGI suggested that it might be helpful to have information from other foundation trusts about what had worked well for them.

CoG16/04/10 The Role of the Lead Governor

An election for the role of Lead Governor was due to take place in November and SP presented a paper outlining options for the development of the role.

IR indicated that his preference was to know who was undertaking the role and then to have a discussion about what it might entail. SP confirmed that such an approach was not excluded.

PP suggested that it was better to decide what the role was before selecting who the best person to undertake it would be. AH agreed that if a number of people were interested in putting themselves forward then it would be easier if they knew what they were standing for. She also suggested that there might be merit in appointing a deputy to assist with succession planning. RH suggested that it would be necessary also to understand the time commitment before applying for such a role.

MB's view was that a majority of governors had been in favour of an expansion when this was previously discussed and that MHO had explained that an extended role had been found to be helpful at Oxford Health.

IR noted that around half of trusts have chosen to restrict the role to liaison with Monitor and that where the role has been extended there is a great deal of variety in how this has been done. It would be difficult to consider all of this at a single meeting.

MHa suggested that it was difficult to have an opinion without understanding how the Council's work overall would develop and that this was more fundamental than the role of the Lead Governor.

CGI highlighted that any enhanced role had to be approved by the Board and that the Council should understand whether there was anything that the Board felt would promote enhanced working.

It was **agreed** that the NHS Providers document would be recirculated to the Council and also sent to members of the Board so that they could consider any specific new duties for the Lead Governor that they felt might be beneficial. This would then be considered at the joint session between governors and the Board at which the Board's advice could be sought regarding if and how the role should be expanded.

Action: SP**CoG16/04/11 Council of Governors Future Schedule and Working Arrangements**

The Chairman suggested that due to limited time some of the details of this paper might need to be revisited at the next meeting. Governors were invited to submit any views on the proposed schedule directly to NS or SP following the meeting.

MB and MHa both commented that they were pleased that a joint session had been arranged with the Board but expressed a desire for a further opportunity to be arranged in the future as many governors were unable to attend on this date.

SC made a request for nominated governors to volunteer to be members of Council committees as their contribution was recognised to be of value. PP noted that his

working schedule meant that he could only attend events on Mondays, Tuesdays and Thursdays. CGI commented that PP's contribution was very valuable and noted the limited attendance from some nominated governors and that this also meant that the nominating organisation was not being represented. The Chairman recognised that the Council would need to consider how to act on the Trust's Constitution regarding this. MB suggested that the composition of the Council might be reviewed and FC explained that this would need to be discussed with NHSI as the current Constitution had undergone an extensive review by Monitor.

SP noted the proposal to hold a further session facilitated by NHS Providers. It was agreed that proposed dates for this would be circulated to governors so that a suitable session could be identified.

Action: NS

It was also highlighted that an email had been circulated with details of the joint session taking place with the Board. This will take place at Unipart House at Cowley and FC commented that there was lots of parking and good public transport links.

CoG16/04/12 Any Other Business

No other business was raised.

CoG2016/03/13 Date of the next meeting

The Council of Governors will meet in public on Thursday, **19 January 2017** at **14:30** in the Magdalen Suite, Jury's Inn Hotel, Godstow Road, Oxford OX2 8AL.