Council of Governors

Minutes of the Council of Governors' Meeting on Monday, 30 April 2018 at 18:00 in the Main Hall, John Paul II Centre, Bicester

Present:	Dame Fiona Caldicott	FC	Chairman
	Mr Tony Bagot-Webb	ABW	Public Governor, Northamptonshire & Warwickshire
	Dr Arthur Boylston	ABo	Public Governor, South Oxfordshire
	Mr Simon Brewster	SBre	Staff Governor, Clinical
	Mr Steve Candler	SCa	Public Governor, Rest of England & Wales
	Ms Lucy Carr	LC	Staff Governor, Clinical (from Item 9)
	Mrs Sue Chapman	SCh	Public Governor, West Oxfordshire
	Mrs Sally-Jane Davidge	SJD	Public Governor, Bucks, Berks, Glos & Wilts
	Dr Elizabeth Gemmill	EG	Nominated Governor, Oxford University
	Dr Cecilia Gould	CGl	Public Governor, Oxford City
	Mr Martin Havelock	MHa	Public Governor, Vale of White Horse
	Mrs Jill Haynes	JHy	Public Governor, Vale of White Horse
	Mrs Rosemary Herring	RH	Public Governor, Northamptonshire & Warwickshire
	Mrs Anita Higham OBE	AH	Public Governor, Cherwell
	Mr Martin Howell	MHo	Nominated Governor, Oxford Health NHS Foundation Trust
	Mr Gareth Kenworthy	GK	Nominated Governor, Oxfordshire Clinical Commissioning Group
	Mr David Radbourne	DR	Nominated Governor, NHS England
	Dr Astrid Schloerscheidt	AS	Nominated Governor, Oxford Brookes University
	Ms Julie Stockbridge	JS	Staff Governor, Clinical
	Cllr Lawrie Stratford	LS	Nominated Governor, Oxfordshire County Council
	Dr Chris Winearls	CW	Staff Governor, Clinical
	Mr Mariusz Zabryznski	MZ	Staff Governor, Non-Clinical
In Attendance:	Dr Clare Dollery	CD	Deputy Medical Director
	Mr Christopher Goard	CGr	Non-Executive Director
	Dr Neil Scotchmer	NS	Programme Manager
Apologies	Dr Susy Brigden	SBri	Public Governor, West Oxfordshire
	Dr John Harrison	JHr	Public Governor, Oxford City
	Mr Thomas Snipe	TS	Staff Governor, Non-Clinical
	Mr Keith Strangwood	KS	Public Governor, Cherwell
	Emily		Young People's Executive [YPE]
	Lewis		Young People's Executive [YPE]

CoG18/02/01 Welcome, apologies and declarations of interest

Dr Clare Dollery, Deputy Medical Director, and Mr Chris Goard, Non-Executive Director, were welcomed to the meeting.

Apologies were received as outlined above.

Anita Higham declared an interest as the Chair of the North Oxfordshire Locality Forum.

CoG18/02/02 Minutes of the meeting held on 30 January 2018

The minutes were **accepted** as an accurate record.

CoG18/02/03 Matters arising from the minutes

AH highlighted the outstanding request from Elizabeth Gemmill for the memorandum of understanding entered into by the Trust and the University of Oxford with the Mayo Clinic to be shared. The Chairman confirmed that the Trust had clarified that it could not share this document as it remained confidential between the parties involved.

The suggestion that John Drew be invited to the PEMQ Committee to discuss the work that the Trust was undertaking to improve staff morale was highlighted. SP explained that Mr Drew had not been available for the next meeting but that his attendance would be scheduled for a future date.

CoG18/02/04 Chairman's business

Impact of Carillion liquidation

The Chairman noted that an update on this subject had been provided on the Governors Forum on 17 April.

Since January, facilities management services at the John Radcliffe Hospital had continued to be provided by Carillion, with their business affairs managed by Price Waterhouse Coopers LLP (PwC), acting as special managers appointed by the Official Receiver.

The Trust's PFI provider, The Hospital Company, had been putting plans in place to secure a permanent replacement facilities company. The Hospital Company had announced that Bouygues E & S FM UK Ltd ("ByES") had been appointed on an interim basis to provide the catering, portering, cleaning and estate services at the John Radcliffe on behalf of The Hospital Company whilst the process to appoint a permanent replacement company was concluded. ByES were to commence this role at the John Radcliffe Hospital on 17 April.

For staff and patient users of the services provided by the Trust's facilities company there was to be no change. All staff who were employed directly by Carillion along with contract staff used by Carillion had been offered continuation of employment at the John Radcliffe Hospital and ROE staff (staff who retained their employment with the Trust when Carillion took over provision of these services) would in future take direction from ByES.

The Board had expressed its thanks to all estates, portering, catering and domestic staff who had continued to work during this challenging period, providing vital services in support of patients and staff.

Independent Reconfiguration Review Panel Report

The Chairman noted that Oxfordshire Clinical Commissioning Group had heard officially from the Independent Reconfiguration Panel (IRP) on 7 March. The Secretary of State for Health had asked the IRP to examine whether the CCG's consultation process on the changing of maternity services in the north of the county was adequate.

The IRP had concluded that further action was required locally before a final decision was made about the future of maternity services in Oxfordshire.

Following this, on 29 March, Oxfordshire CCG Board approved a new way forward for tackling some of the future challenges in Oxfordshire's health and care system. This meant a new approach to future developments for health services in each of the six localities in Oxfordshire with no changes proposed to A&E and paediatrics at the Horton General Hospital or to the provision of Midwife Led Units in Oxfordshire.

This new approach would mean working with communities in localities across the county to understand the local health needs, the local resources and facilities available and together to plan integrated health and care services for the future. Patients, the public, local clinicians, local representative, voluntary organisations and others would all be involved in this work. NHS organisations and social care would be working closely together and a plan for how this engagement would work was to be shared.

The Council noted these updates from the Chairman.

CoG18/02/05 Care Quality Commission reports

The Chairman noted that these reports had been discussed extensively at the Council's joint seminar with the Board on the preceding Wednesday and invited governors to raise any further points that they wishes to make at this stage.

SCh commented that it had been very useful to have the opportunity to discuss the reports with members of the Board.

The Chairman explained that further updates would be provided to governors as action plans continued to be implemented.

CoG18/02/06 Draft Quality Account including Quality Priorities

CD presented this item, providing an outline of achievements against the quality account priorities from 2017/18, information about the governors' audit metric for the coming year and an update on quality priorities for 2018/19.

The Deputy Medical Director reminded governors of the priorities for the previous year which had fallen under the categories of Patient Safety, Patient Experience and Clinical Effectiveness. She provided a brief update on the progress that had been achieved against each priority.

CD highlighted the excellent work of the Hepatitis C Delivery Network in achieving a 98% cure rate with a challenging patient population.

In relation to the Safe Discharge priority she explained the greater involvement of pharmacists in preparing prescriptions in order to bring forward discharge. The aim had been to improve the proportion of discharges before noon from 8% to 30%; a figure of 24% had been achieved with the project to continue in the coming year.

Under the Preventing Deterioration priority CD noted the education programme developed by the RAID (Recognising the Acutely Ill and Deteriorating Patient) Committee and the 20% decrease that had been achieved in cardiac arrests in ward areas. Work on sepsis had increased the likelihood of antibiotics being administered within an hour but there was a desire to improve further so that this was true in at least 90% of cases.

CD outlined work that had taken place in partnership with Oxford Health to allow patients with mental health conditions attending the Emergency Department to get better care, avoiding attendances where possible by preventing patients from reaching a point of crisis.

Under the Go Digital priority, CD explained that work on the patient portal had been deferred due to a delay in funding but that this was to be adopted as a priority for the coming year.

The End of Life priority had delivered enhanced support to the Emergency Department and Emergency Assessment Unit for which feedback had been very positive. A process of ward accreditation was being rolled out and positive feedback had also been received from bereavement surveys.

CD explained that in relation to the Dementia Care priority a paperless cognitive screening assessment had been put in place and individual care plans were being rolled out.

As a result of work on Learning from Complaints, CD informed governors that the Delivering Compassionate Care Course had been developed and that further work was ongoing on front of house training.

Overall the Deputy Medical Director reflected that the programme reflected a mixture of successes and partial successes. She noted that this was consistent with a desire to achieve milestones but to do so whilst setting stretching targets.

The Council noted this update on the quality priorities from the previous year.

CD reminded governors that elements of the Quality Account were audited by the Trust's external auditors to ensure accuracy and that the Council of Governors was asked each year to select a metric for audit. She noted that many areas were already heavily regulated and that there was merit in selecting one that would not otherwise receive detailed external scrutiny.

The Deputy Medical Director explained that the governors' Patient Experience, Membership and Quality Committee had considered a number of options and had recommended that the Friends and Family Test be the selected metric for audit. This was noted to be widely reported but not otherwise separately audited. Due to the required timescales, this choice had been agreed electronically between meetings of the Council and governors were thanked for their flexibility in relation to this. It was noted that the April meeting in 2017 had been earlier, allowing the choice to be approved at the meeting itself. If necessary it was noted that the decision could be brought to an earlier meeting in 2019.

The Council noted the choice of the Friends and Family Test as its selected indicator for external audit.

The Deputy Medical Director noted that governors had been provided with a copy of the draft Annual Quality Report and outlined quality priorities for the 2018/19 financial year. She noted that these had been influenced by the Quality Conversation event in January at which many governors had been present. This had given attendees the opportunity to give their opinion on priorities and to vote on those to be selected. In feedback 88% of attendees had found the event useful or extremely useful.

CD explained that a decision had been made to reinvigorate the process by using new headings for the three priority themes: Do No Harm, War on Waste and Respect for Patients and Partners.

Under the Do No Harm heading was continued work on preventing deterioration to enable prompt treatment, including reductions in cardiac arrests and early administration of antibiotics in cases of sepsis. It also included work on safe surgery and procedures, establishing a new Safety Standards Group to ensure application of

NatSSIPs (National Safety Standards for Invasive Procedures) and the development of LocSSIPs (Local Safety Standards for Invasive Procedures) in those areas where Never Events had occurred. This heading also included work on Right Patient Every Time, a campaign to ensure positive patient identification.

CD explained that the War on Waste theme included continuation of the Global Digital Exemplar (GDE) work including electronic care plans. She noted that reducing waste included not wasting patient time with the Transformation Team training staff to review pathways.

The Respect for Patients and Partners theme included a systematic review of processes for stranded patients (those admitted for more than seven days) which was based on their needs as individual rather than the Trust's need for the bed they occupied. This was to include participation in the 'End PJ Paralysis' campaign which aimed to reduce patient deconditioning, keeping them more mobile to promote more rapid and complete recovery. In addition further work on End of Life Care was to include embedding the use of electronic care plans providing continuity of communication and care.

RH asked how this scheme of work correlated with responses to the CQC reports, suggesting that there was a need to look at the impact on Maternity of a greater number of patients being diverted to the JR. She suggested that this might balance a perceived focus on elderly patients, with priorities directed at stranded patients and end of life care. She also highlighted the possibility of seeking support from the voluntary sector and county councils in managing stranded patients and highlighted the importance to patients of being able to have a proper wash in hospital. CD noted that there would be considerable focus on Maternity Services following the CQC review with work monitored by both the Trust and the CQC. She also commented that end of life care was, sadly, not an issue solely related to elderly patients. CD explained that the aim of quality priorities was to make them applicable across the hospital rather than only to specific patient groups but assured the Council that Maternity Services would be receiving the attention that was being sought.

TBW asked for more detailed figures regarding the amount of time that generally elapsed between patients being fit to leave hospital and actually being discharged. He noted that these delays had an impact both in unnecessarily occupying an acute bed and on the quality of care for the patient. CD explained that these would need to be provided outside of the meeting, commenting that one element of the stranded patient review was an effort to be more specific than previous information on delayed transfers of care so as to be able to answer such questions more clearly.

CW noted that eight Never Events had been declared by the Trust in recent months and asked how this figure compared with similar trusts. The Deputy Medical Director explained that there was an attempt to avoid public benchmarking regarding these as the principle was that they should never happen at all. However, she confirmed that she was aware of other trusts where 7-8 had been declared, also noting that the Trust had declared three wrong site nerve blocks and that these were the commonest type of Never Event nationally. CW suggested that these incidents indicated a failure in use of the WHO checklist and asked what was being done in response. CD explained that this was not necessarily the case; in some examples the WHO checklist had been carried out correctly but a wrong site procedure had still been carried out following this. She noted that in urology an additional check had been introduced as a result.

CW commented that Never Events could represent the tip of an iceberg. Noting that medical litigation represented another measure, he asked if this showed any trend. CD

explained that numbers were broadly up but noted that this could not be an accurate picture given the significant delay between the time of an event and the corresponding payout. She commented that the change of name from NHSLA (NHS Litigation Authority) to NHS Resolution emphasised a desire to speed up the process.

AH asked if the Trust had plans to use the electronic wristbands that were employed in other trusts. CD explained that the Trust was currently using barcodes on paper wristbands as the electronic versions were a significant additional cost.

AH highlighted that the Quality Account included a section for feedback from governors and asked how this would be completed. CD explained that a copy of the final document would be provided for comment. SP suggested that this session had provided an opportunity for governors to familiarise themselves with the draft content and that comments on the final version should be drawn together through PEMQ. It was agreed that a note would go to governors to clarify the approach.

Action: CD / SP / NS

AH also suggested that next year's Account would include actions resulting from the CQC reports. CD explained that those actions would be rigorously followed up but might not necessarily be included in that document as they were monitored through a separate process.

CGl commented that there was a lot of good news in the report and that it was important that these elements were celebrated.

MHa asked whether CD was happy that all of the resources required to deliver on the quality priorities would be made available. CD explained that the individual priorities were resourced in a variety of ways but that she was satisfied that they all had the appropriate financial and leadership support.

The Council noted this update on the Quality Account and quality priorities for the 2018/19 year.

CoG18/02/07 Business Plan for 2018/19

The Chairman noted that governors had now had a number of opportunities to comment on this document both as a Council and through the Performance, Workforce and Finance Committee. The most recent was at the Council's joint seminar with the Board on the preceding Wednesday for which a near final draft had been circulated.

SP noted that it had not been possible to bring the final version of the plan to the meeting as had been hoped and that this would now be presented to the public board on 9 May. The plan would be circulated to all governors and formally presented to the Council in its final form at its meeting in July.

The Chairman confirmed, however, that the document had been amended to take into account all comments from governors at the previous week's session. She noted that the Council had the right to be involved in the development of the plan but did not approve it.

MHa asked at what point the plan became final. SP indicated that this would be when the plan was approved by the Board on 9 May but recognised that dialogue with NHSI about elements of the plan was likely to be ongoing. The Chairman observed that given the rapidity of change within the NHS the plan would need to be kept under continual review.

AH asked whether there was anything that could be shared with the Council following the Board to Board meeting with NHSI that had taken place on the previous Friday. The Chairman explained that formal feedback from the meeting was awaited and that there was therefore nothing that could be shared at that stage.

The Council noted this update on the Business Plan.

CoG18/02/08 Update from the Young People's Executive

This item was deferred until the next meeting as both Young People's governors had given their apologies due to exams.

CoG18/02/09 Reports from sub-committees of the Council

i. Patient Experience, Membership and Quality

SJD presented a report from the PEMQ Committee. She noted that the Council of Governors had received the minutes from the Committee's January meeting and that it had most recently met again on 22 March.

At its March meeting the Committee had received an update on Quality Committee from David Mant and CD had attended to discuss the Quality Account. CD had been congratulated on the public quality event which was felt to have been very constructive.

As the Council had already heard, PEMQ had selected the Friends and Family test as the quality metric to recommend for audit to the Council of Governors. SJD reminded governors that this was an audit of the accuracy of what was reported rather than of the results themselves.

SJD noted that discussion of changes to the Constitution was later on the agenda. She highlighted the proposal that a detailed review be carried out through a 'task and finish' group.

Finally SJD encouraged governors to support the stalls that were being run across the Trust's sites, highlighting that these were a good way to strengthen engagement in advance of the forthcoming elections.

The update from the Patient Experience, Membership and Quality Committee was noted.

ii. Performance, Workforce and Finance

CGl provided a report from the PWF Committee. She explained that an additional meeting had taken place on 6 March to allow the Committee to receive a briefing on the Trust Business Plan 2018/19 from the Chief Finance Officer and that members of the Committee had found this extremely helpful, allowing for a detailed discussion of the key issues.

The Committee had met again on 26 March with Anne Tutt in attendance in the absence of Geoff Salt to present an update from the Finance and Performance Committee. This had provided an opportunity for further discussion of the Business Plan and possible risks should the Trust decline to accept the control total proposed by NHSI.

The Interim Director of Workforce had attended to discuss the staff survey, the results of which were recognised to have been disappointing. It had been suggested that the results come back to the Council following the development of plans based on the listening events.

CGI noted that she and SJD had been invited to attend staff listening events. She noted that these appeared to have been very positive, highlighting in particular the use of phone voting to draw out the views of less confident members of staff.

The update from the Performance, Workforce and Finance Committee was noted.

iii. Remuneration, Nominations and Appointments Committee

It was noted that the meeting of the RNA Committee on 18 April had included a number of recommendations to the Council of Governors, highlighting that these were decisions to be taken by the Council itself.

Developmental Non-Executive Roles

Governors were first updated regarding the recent attempt to recruit a replacement non-executive director. Despite an encouraging longlist from Odgers the panel decided that it was unable to make an appointment.

The Council was informed that discussions had taken place with Odgers regarding the development of opportunities for individuals with insufficient Board experience but who were otherwise appropriately experienced and qualified. Two individuals from the recruitment process had been identified who it was felt could make a significant contribution and had the potential to be NEDs in the future with more experience. Legal advice had been taken regarding an appropriate approach and the creation of Developmental Non-Executive roles was proposed. These would not be Board members but would be in attendance and able to contribute to discussions. The appointments would provide an opportunity for the Trust to address the lack of diversity on the Board.

It was noted that the formal approval of the Council was not required for these appointments but that its support would be welcomed. It was hoped that in six to nine months it would be possible to consider bringing forward a recommendation for the appointment of one or both individuals as full non-executive directors. The Council was asked to consider whether it was content for the Trust to proceed as outlined.

It was confirmed that these would not be voting positions and that payment of £10k per year was proposed, a lower figure than for NEDs who had other responsibilities.

SP highlighted that whilst this represented a genuine commitment to providing an opportunity for development, there would be no automatic right of progression. The Council of Governors therefore retained its right to make the appointment of non-executive directors.

TBW noted that he was aware of similar issues in other trusts which had appointed Associate Non-Executive Directors. The Chairman agreed that this approach was not unusual amongst foundation trusts and that she had discussed it with Chairs elsewhere. She explained that the Trust had received guidance not to use the term Associate NED and the title of Developmental NED had therefore been selected.

MHo explained that he had experience of using similar roles and that the safeguard was that it was still for the Council to make a decision regarding the appointment to a full non-executive role. RH asked whether any such subsequent appointment would be through open competition. The Chairman expressed the view that this would not be reasonable as these individuals had already been through a full competitive recruitment process.

The Chairman confirmed in response to SCh's enquiry that both individuals remained interested in these roles. SCh noted that both had been through a rigorous process and were strong candidates though not quite appointable as NEDs at this stage.

The Council endorsed the proposal to explore the scope for appointment to Developmental Non-Executive roles.

Extension of NED Terms of Office

Based on a recommendation from the RNA Committee, governors were asked to extend the terms of office as non-executive directors for Geoff Salt, Christopher Goard and David Mant as outlined in the paper presented.

Governors were reminded that terms for these individuals had initially been renewed for two years on review based on a rationale that was reasonable at the time the decision was made. However, subsequent changes in both the executive and non-executive teams meant that, particularly in the context of the Chair's appointment process commencing, the departure of these individuals would now be highly disruptive.

It was noted that all three individuals had additional responsibilities: Geoff Salt as Vice Chair, leading the search for the new Chairman; Christopher Goard as the Senior Independent Director and David Mant as the Chair of the Quality Committee.

The Council unanimously endorsed the proposed extensions to the terms of office of three non-executive directors as recommended by the Remuneration, Nominations and Appointments Committee.

Appointment of New Chairman

The Council was reminded that the Chairman's term of office ended in March 2019 and that the appointment of the Chairman was an important responsibility of the governors. Governors' attention was drawn to the process for seeking a new Chairman as laid down in the Constitution.

It was noted that the panel was constituted a little differently from that for a non-executive director and that an additional elected governor would be required. It was agreed that a request would be made for volunteers to join the panel on the basis that these should be individuals whose current terms of office were not ending during 2018.

CGl suggested that all governors involved in the appointment process should have attended suitable training in line with that provided as part of the GovernWell programme which governors involved in non-executive director appointment had attended. She also suggested that she would be reassured if the experience of other Shelford Group foundation trusts could be sought, regarding what they had found effective in the process of appointing their chairs and what had not proved helpful.

SCa noted that the Appointment Panel was not chaired by a governor. The Chairman explained that this was as laid out under the Trust's Constitution but represented the norm as the OUH Constitution was based on Monitor's model one. MHo noted that it was possible to change this and that at Oxford Health the Lead Governor chaired the Panel.

SJD asked why the gendered title of 'Chairman' was used for the role given the drive for greater equality in the make up of the Board. The Trust Chairman explained that this was her own personal preference in terminology as she preferred it to 'Chair' or 'Chairperson'. LS observed that it seemed a reasonable approach for the individual appointed to the role to determine how they were addressed.

JS commented that it was specified that the Panel include a staff governor but not that this individual be a clinical staff governor. SP confirmed that this was the case under the current Constitution but something that could be considered by the 'Task and Finish' group reviewing the Constitution.

SCh encouraged volunteers for the Panel, noting that the majority of those who had been involved in non-executive appointments had terms ending that year. The Chairman suggested that, should there be sufficient volunteers, the Panel should consider having 'alternates' available who were able to step in as AS had done to support the recent non-executive appointment process.

It was agreed that a message seeking expressions of interest would be circulated the following day with a one week deadline for responses.

Action: SP

Comments were sought regarding the criteria for the selection of search consultants. AH commented that it was important not always to default to the same company and the Chairman explained that seven different companies were being approached for proposals which would be assessed against the defined criteria.

The Council approved the initiation of the process to seek a new Chairman in line with the Constitution.

CoG18/02/10 Update on proposed changes to Trust Constitution

The Council was reminded that the PEMQ Committee had agreed to develop initial recommendations for a review of the Constitution and that a list of issues, though not an exhaustive one, had been identified for inclusion in this review.

SP explained that the PEMQ Committee had elected to first identify those issues that might have a bearing on the forthcoming elections and to seek legal advice regarding these. Three main provisions were regarded as affected and the advice received was outlined in the paper presented.

Revising constituency boundaries was recognised to be a significant undertaking and so it was strongly recommended that these should remain unchanged for the coming elections and be included in the main review.

Governors were reminded that there was an ambiguity in the Constitution which the Trust had chosen to construe as allowing governors to be a governor at OUH and at another FT. It was recommended that this ambiguity be removed. This could, however, be either to permit or bar individuals from being governors at both OUH and another trust. This issue would therefore require some consideration. It was therefore likewise recommended that the current provisions remain unchanged for the next set of elections.

Finally, the issue of the unintended consequences of the provision that a governor might not stand for election again if they had served "two terms of office of up to three years each" was highlighted. It was noted that this could prevent someone standing after a relatively short time as a governor if this was split across two short terms of office. The Trust had pressed to see what flexibility there was in this wording but legal advice had been that any two parts of terms disbarred governors from standing again. SP explained, however, that it was not out of the question for a revision to this element of the Constitution to be proposed if the Council supported it and it was endorsed by the Board at its meeting on 9 May.

SJD explained that she had sought views from the PEMQ Committee with the majority in favour of a revision prior to the elections. She noted, however, that it had also been suggested that this might lead to a rushed and poorly drafted change and might distract from other priorities. SJD noted, however, that this revision could be an interim option and could still be included in the full review.

AB asked how the revised provision would be worded. SP explained that, given the tight timescale, this would probably need to be as proposed in the paper presented, specifically to allow a governor to serve more than two terms provided that they do not in aggregate exceed six years.

TBW suggested that there might be practical problems with this, asking whether it would require someone to stand down part way through a subsequent term of office. He noted that an alternative might be to allow the governor elected to stand for a full time if elected before they had exceeded the duration proposed.

It was recognised that the wording provided might not be the optimal phrasing but SP emphasised that the safeguard would be that this remained subject to inclusion in the comprehensive review.

MHa asked whether this point affected any existing governors and it was confirmed that this was the case. SCa explained that he was the governor in question and that he had served as a governor on two occasions but with the total time served not yet exceeding two years. He confirmed his desire to stand again should this be permitted, though acknowledging that there was no guarantee that he would be elected. He noted that this demonstrated that there could be problems with constitutions and that they needed to be living documents.

The Chairman expressed the view that should the Council of Governors wish to put forward a proposal that the relevant rule be rewritten as outlined then this would probably be supported by the Board. Governors were asked to vote on this proposal and a majority were in favour.

The Council of Governors approved a recommendation to the Board that the Constitution be amended to allow a governor to serve more than two terms provided that their term did not in aggregate exceed six years.

The Council of Governors agreed that a 'task and finish' group be established through the PEMQ Committee to undertake a more extensive review of the Constitution and bring recommendations to the Council.

CoG18/02/11 Cycle of Business for Council of Governors

The Chairman explained that this cycle of business had been populated with mandated business to come to the Council of Governors along with the directors who led on the items concerned to indicate the proposed timing. SP emphasised that this was intended as a starting point and would be a living document.

The proposed Cycle of Business was noted.

CoG18/02/12 Lead Governor's Business

Healthwatch Issues

The Lead Governor reminded governors that Healthwatch was to be asked if there were any issues that they wished to raise before each meeting of the Council. She informed the Council that no such issues had been raised on this occasion.

Link with Oxford Health Council of Governors

The Lead Governor explained that an initial meeting had taken place with the Lead Governor and Deputy Lead Governor for Oxford Health attended by both herself and and SCh. This was felt to have been an extremely helpful discussion.

It had been agreed that the relationship would first be developed by attending the public meetings of the other Council and identifying areas of mutual interest. It was suggested that it might in future be helpful for the two councils to have a joint seminar.

MHo expressed his support for this and noted that he felt there would be significant areas of common interest.

Schedule of Meetings and Seminars

CGl explained that a proposal had been put forward by a number of governors to increase the number of meetings of the Council per year from four to six. This had been prompted in particular by the large amount of business that had needed to be conducted in January. The view of the Trust was that this could only be achieved in practice by reducing the number of seminars. Governors were asked to consider whether they supported a reduction in seminars in order to increase the number of meetings. SP clarified that there were currently five seminars per year including the Board seminar to which governors were invited.

SCh commented that she found seminars a useful route to receive information between meetings and suggested that these be used more formally rather than reducing seminars. AH strongly supported this and suggested that losing seminars would weaken links with non-executive directors.

MHa suggested that there could be flexibility as there were occasions on which effectiveness suffered from not having meetings close enough together. He proposed setting dates well in advance but with the opportunity to flex them between meetings and seminars based on requirements at the time, noting that a greater concentration of meetings might be needed at certain points of the year.

CGl suggested that losing seminars would be an error and that the less formal setting was extremely useful. She felt that the questions put to her by the CQC had suggested a range of areas where additional information through seminars would be helpful.

SCa suggested that congested agendas resulted more from the number and length of presentations which he felt needed to be controlled more closely.

The Chairman commented that it might be possible for a session to be split to include both meeting and seminar sections if required. She suggested that individuals reflected on the options and brought their views to the next meeting.

CoG18/02/13 Any Other Business

General Data Protection regulation [GDPR]

Governors were informed that new GDPR legislation from 25 May required formal consent regarding the information that the Trust held on governors. A consent form had been circulated to attendees who were asked to complete and return this.

Divisional Restructure

In response to concerns that had been raised by CW, the Chairman provided a briefing regarding the changes to the Trust's divisional structure. She explained that the Board had taken the unanimous decision to reduce the number of divisions from five to four.

This decision had been taken with a view to strengthening the leadership of divisions, recognising that the Trust had not been good at succession planning. In addition it had become clear that the Board had not been hearing enough about issues at service level. Data aggregated at divisional level had been insufficient to show distinctions at service level.

It had been felt that there was insufficient leadership strength to cover five divisions and so in light of the resignation of the Divisional Director for the Children's and Women's Division, the Trust had chosen not to replace him. The Children's Directorate had been transferred to the Neurosciences, Orthopaedics, Trauma and Specialist Surgery Division, due to the number of specialised services involved and the link to the West Wing. Women's Services (now split into separate directorates for Obstetrics and Gynaecology) had been transferred to the Surgery and Oncology Division.

The Chairman emphasised that where concerns were being raised there was a willingness to have discussions with staff. This had not been possible at an earlier stage as it had been necessary first to undertake discussions with individuals whose employment in the Trust was in question.

AH explained that she had received a communication from a senior consultant expressing considerable concern at the changes and who had stated that the decision would have a serious deleterious effect on the ability to provide compassionate care to women and children. AH suggested that the decision had not been sufficiently discussed with key individuals or appropriately communicated and that this represented a serious issue for the morale of the areas concerned.

The Chairman explained that the Board was listening to what staff were saying about the changes. She reiterated, however, that this had been a unanimous decision of the Board and that it was felt that this would strengthen rather than weaken leadership.

It was agreed that additional background and detail regarding the decision would be placed on the Governors Forum.

Oxford University Nominated Governor

The Chairman informed the Council that she was sorry to say that Elizabeth Gemmill had communicated her decision to step down as a governor due to the pressure of work in the University. FC thanked her for her contribution which would be missed by the Council.

EG explained that, whilst she was unable to continue as a governor, she would continue to support the Trust as a private citizen.

CoG2018/02/14 Date of the next meeting

The Council of Governors will meet in public on **Wednesday, 18 July 2018** in the Ladygrove Room, Didcot Civic Hall.