

**Council of Governors**

Minutes of the Council of Governors' Meeting at 14:30 to 16:30 on **Wednesday 18 July, 2018** in the Ladygrove Room, Didcot Civic Hall, Didcot.

<b>Present:</b>	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
	Mrs Sally-Jane Davidge	SJD	Public Governor, Bucks, Berks, Glos & Wilts
	Dr Elizabeth Gemmill	EG	Nominated Governor, Oxford University
	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
	Cllr Lawrie Stratford	LS	Nominated Governor, Oxfordshire County Council
	Dr Chris Winearls	CW	Staff Governor, Clinical
	Mr Mariusz Zabryznski	MZ	Staff Governor, Non-Clinical
<b>In attendance:</b>	Dr Neil Scotchmer	NS	Deputy Head of Corporate Governance
	Ms Marilyn Rackstraw	MR	Corporate Governance Manager [minutes]
	Ms Liz O'Hara	LO	Interim Director of Workforce
	Mr Peter Knight	PK	Chief Information and Digital Officer
	Mr Geoffrey Salt	GS	Non-Executive Director
<b>Apologies</b>	Ms Julie Stockbridge	JS	Staff Governor, Clinical
	Mr Keith Strangwood	KS	Public Governor, Cherwell
	Emily		Young People's Executive [YPE]
	Ms Lucy Carr	LC	Staff Governor, Clinical
	Cecilia Gould	CG	Public Governor, Oxford City
	Brian Souter	BS	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
	Susan Polywka	SP	Head of Corporate Governance

**CoG18/07/01 Welcome, Apologies and Declarations of Interest**

Ms Liz O'Hara and Prof Peter Knight 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.

**CoG18/07/02 Minutes of the meeting held on 30 April 2018**

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

**CoG18/07/03 Matters arising from the minutes**

CW raised a point in relation to Never Events (p5 of the minutes) and noted that he felt the answer had not been sufficient to provide full assurance and asked whether additional detail could be provided. The Chairman suggested that an action be taken for further detail to be provided to the Council.

**Action: CD**

**Divisional Restructure**

Governors had asked for further clarity regarding the decision-making leading to the restructuring of divisions, for which a briefing note was provided.

The Chairman explained that the Trust Board had made a decision, upon the recommendation of the Executive Directors, to reduce the number of clinical divisions from five to four by merging elements of the Children's & Women's Division into two other divisions, the Children's Directorate into the Neurosciences, Orthopaedic, Trauma and Specialist Surgery [NOTSS] Division and the Women's Directorate into the Surgery and Oncology [SUON] Division.

Concern was expressed at the approach that the Board had taken to the decision. Clinical staff felt consultation with them had been insufficient, and no clear explanation for the changes had been provided. It was felt that this lack of consultation reflected badly on a clinically-led organisation.

PK noted that non-executive directors had scrutinised the decision which executive colleagues had proposed. The divisional structure had been unchanged in seven years, and it was felt that the opportunity to strengthen leadership should be taken.

It was recognised, however, that the Trust should learn from this and that, should another similar situation arise, the opportunity to improve the process of consultation and communication would be taken. The Chairman and Vice-Chairman supported this view.

**CoG18/07/04 Chairman's business**

There was no Chairman's business.

**CoG18/07/05 People Strategy**

LO presented the People Strategy, which had been developed through an iterative process since January 2018, during which a series of workshops had been held involving around 100 staff. The views of nearly 1,000 staff who completed an online survey had also been taken into account, as well as the 2017 staff survey results and the views of around 300 staff who attended the 'Changing Things for the Better' listening events that had been held in response to the Staff Survey.

The strategy was structured around six themes, with actions set out under each over three time horizons; strengthen (year 1), build (years 2-3) and consolidate (beyond year 3). Each theme also included examples of potential measures of impact.

A robust communications plan was in place, as it was recognised that it was important to be able to communicate what had been changed.

RH asked whether any improvements had been seen in terms of the recruitment for doctors and nurses in training. LO confirmed that the Trust had a Workforce Committee (reporting to the Trust Management Executive) which would hold managers to account for the delivery of the plan, but recognised that whilst the Workforce Strategy was expected to help with this, it was too early to assess the impact.

SJD noted that the Trust intended to extend the use of volunteering in partnership with Oxford Hub, which she felt was a positive development. She also asked whether staff at OUH Cowley had indicated any feeling of disconnection from the rest of the Trust. LO confirmed that there had been some indication of this, but that the HR team had worked hard to pulling teams together and to reduce this.

TBW asked whether the Trust could be assured that an effective appraisal system was in place. LO noted that appraisals were a high priority. The process had been refreshed and linked to values based appraisals, with a stretch target of 90% being set for completion. She further highlighted that, within the new national pay deal, appraisals were required in order to move through spine points on the Agenda for Change system.

**This update on the development of the People Strategy was noted.**

#### **CoG18/07/06 Workforce Plan**

LO presented this paper, which provided an outline of a Workforce Plan which had been developed following a workforce analysis process. Workforce 'hot spots' had been identified to prioritise for additional support around recruitment and retention, for developing innovative workforce models, and for taking actions to address specific gaps in workforce planning and management.

CW noted that there was a disconnect between salaries and the cost of living in Oxford. He asked whether the Trust was able to provide accommodation for staff to attract them into positions.

It was confirmed that as part of the master planning process, the Trust was exploring the possibility of increased accommodation with A2 Dominion. A £650m investment for improved infrastructure had been awarded to Oxfordshire, and it was suggested that key worker housing would be looked at as part of this project.

AH noted the difficulties that the Trust was facing in terms of workforce, acknowledging that these were beyond the control of one organisation. She suggested that the Communications Department consider how these challenges could be made more widely visible.

**This update on the development of the Workforce Plan was noted.**

#### **CoG18/07/07 Update from Young People's Executive**

In the absence of a YIPPEE representative, no update was provided to this meeting.

**CoG18/07/08 Reports from sub-committees of the Council***i. Patient Experience, Membership and Quality*

SJD provided an update from the meeting held on 24 May 2018. The following points were highlighted:

- Laurie Stratford had joined the Committee.
- Sam Foster had attended the Committee to provide an update to Governors on the stranded patient initiative, which had been positively received.
- A ward accreditation programme was proposed, for which Governor participation was welcomed.
- Foundation Trust membership was currently at 8200, with a decrease in numbers observed following the introduction of the General Data Protection Regulations [GDPR] in May.
- Voting in governor elections would commence on 20 August 2018, and close at 5pm on 13 September 2018.

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

*ii. Performance, Workforce and Finance*

MH provided an update from the meeting held on 29 May 2018. The following points were highlighted:

- Ongoing business planning discussions had been held. GS had attended PWF and had provided the Committee with assurance regarding this process, and the care being taken to ensure that unachievable targets were not committed to.
- A verbal update on the plan for the expansion of capacity and sustainable improvement in Gynaecology Services was provided. The administrative team's management of patient pathways and waiting lists was considered to be fundamental to delivering improvements in performance.
- Theatre utilisation was discussed and it was agreed that the Deputy Director of Clinical Services attend the next meeting to provide the committee with an update.

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

*iii. Remuneration, Nominations and Appointments Committee*

Since the last meeting of the Council of Governors held on 30 April 2018, the Governors' Remuneration, Nominations and Appointments Committee [RNAC] had met once, on 22 June 2018 when the meeting was chaired by the Vice-Chairman. The following updates were provided:

- **Recommendation regarding the appointment of the Oxford University Nominated NED**

The Committee recommended that the Council of Governors accept the University of Oxford's nomination of Professor Gavin Screaton as its nominated non-executive director in line with paragraph 22.3 of the Constitution.

- **Update regarding Developmental Non-Executive Roles**

The Committee was informed that the Trust was proceeding to explore the scope

to appoint to the role of Developmental Non-Executive and that it was intended that mentoring be provided by existing non-executive directors.

- **Update on Appointment of New Trust Chair**

The Committee was provided with the opportunity to reflect on discussions regarding the process for the appointment of a new Trust Chair which had taken place at the meeting of the Appointment Panel and at the Council of Governors' Seminar, both of which had taken place on 21 June. These discussions had included a presentation by Odgers Berndtson regarding the proposed selection process. It was noted that extensive consultation would take place, with a final interview panel to take place on 8 November 2018. The recommendation of the Panel would then be submitted to the Council of Governors at its meeting on 20 November 2018.

### **CoG18/07/10 Proposed Council Meeting Dates for 2019**

This paper, outlining proposals for the Council of Governors' schedule of activities during 2019 for consideration, was presented by the Deputy Head of Corporate Governance. Based on experience over the last three years, and given the turnover in the Council's membership, it was suggested that a greater degree of regularity in the scheduling of meetings might be helpful. It was felt that this would assist attendees in planning their diaries, and also help the Trust in scheduling business of the Board and other committees to inform that of the Council.

Governors had previously chosen to hold their meetings in different locations around Oxfordshire and were asked to consider whether they wished to maintain this arrangement.

It was proposed that Governors meetings be held on either a Tuesday or Thursday afternoon and to provide some regularity to the positioning of meetings within the month.

SJD asked whether this would preclude the Yippee governors attending, as this would be during school time. NS noted this, and agreed to check with SL.

SB noted that his clinical days were Tuesday and Thursdays, and that these arrangements were therefore not ideal for him.

It was suggested that the dates be revised on the basis of the points raised above, and an updated schedule circulated.

**Action: NS**

### **CoG18/07/11 Lead Governor's Business**

In the absence of the Lead Governor, NS highlighted that Rosalind Pearce of HealthWatch would like to submit a paper to the next Council Meeting.

She had further advised of a regular healthwatch news briefing, and encouraged members of the Council to subscribe to this.

### **CoG18/07/13 Any Other Business**

The Chairman updated governors on changes to the Trust's senior team. Dr Tony Berendt would be retiring from the NHS on 14 September 2018. A process to appoint his successor was underway. Paul Brennan had been absent from the Trust for

medical reasons, but was expected back to undertake specific project work initially. Susan Polywka would be leaving the Trust on 14 August 2018.

It was noted that this would be the final meeting for some Governors whose terms of office were expiring with some seeking re-election. FC thanked all for their contributions MZ thanked all for their support during his time as a governor.

### **CoG2018/02/14 Date of the Next Meeting**

Tuesday 20 November in the Corn Exchange, 19 Market Square, Witney OX28 6AB, 14.30-16.30

### **Adjournment to Part II**

To **consider** the motion that representatives of the press and other members of the public be excluded from the remainder of the meeting, 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 (Admissions to Meetings) Act 1960*).

### **NHSI Undertakings**

The Trust Board had agreed a series of enforcement undertakings with NHS Improvement [NHSI]. The undertakings related to the Trust's operational and financial performance. There were five areas of focus, each of which would be led by Executive Directors and other senior staff:

- Emergency Care: Sara Randall (Acting Director of Clinical Services) & Sam Foster (Chief Nurse)
- Planned Care: Sara Randall & Dr Clare Dollery (Deputy Medical Director)
- Financial Sustainability: Jason Dorsett (Chief Finance Officer)
- Strategic Workforce Planning: John Drew & Liz O'Hara (Interim Director of Workforce)
- Governance: Eileen Walsh (Director of Assurance)

An overarching plan was being developed to ensure that each area was fully integrated, but it was noted that plans were currently at varying levels of maturity.

GS noted the Board appreciated the seriousness of this issue. The Chairman and the Chief Executive had asked that a non-executive director was assigned to each area to oversee and scrutinise the plans. Monthly oversight meetings had been scheduled, but it was highlighted that the Trust needed help and support from system colleagues.

AH noted the need for the new Trust Chair to be fully informed about these issues and the need to deliver these plans. She suggested that this be promoted to potential applicants as a challenge but an opportunity. LO noted that it was vital to have an appropriately planned induction to ensure a good understanding of these issues.

GK highlighted the need for OUH, as a large complex organisation, to highlight that there were interdependencies, and to provide clarity around what was not within the Trust's gift to directly fix.

PK noted that two lists were being developed, one detailing what could be fixed by the Trust, and one that detailed a list of issues which would require system working.

AH suggested the importance of non-executive directors providing vision and a sense of hope and direction to staff in these challenging times.

**This update on the development of plans in response to the NHSI undertakings was noted.**

DRAFT