

Council of Governors

Minutes of the Council of Governors' Meeting at 14:30 on **Tuesday 20 November, 2018** in the Corn Exchange, 19 Market Square, Witney OX28 6AB.

Present:	Mrs Anne Tutt	AT	Vice-Chairman [<i>Chair</i>]
	Mr Tony Bagot-Webb	ABW	Public Governor, Northamptonshire & Warwickshire
	Mr Mark Booty	MB	Public Governor, West Oxfordshire
	Dr Arthur Boylston	AB	Public Governor, South Oxfordshire
	Mr Simon Brewster	SB	Staff Governor, Clinical
	Ms Rebecca Cullen	RC	Staff Governor, Non-Clinical
	Mrs Sally-Jane Davidge	SJD	Public Governor, Bucks, Berks, Glos & Wilts
	Dr Cecilia Gould	CG	Public Governor, Oxford City
	Mr John Harrison	JHr	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	AH	Public Governor, Cherwell
	Dr Shad Khan	SK	Staff Governor, Clinical
	Mrs Janet Knowles	JK	Public Governor, South Oxfordshire
	Ms Rebecca Lownds	RL	Staff Governor, Clinical
	Mr David Radbourne	DR	Nominated Governor, NHS England
	Mr Graham Shelton	GSh	Public Governor, West Oxfordshire
	Ms Jules Stockbridge	JS	Staff Governor, Clinical
	Mr Keith Strangwood	KS	Public Governor, Cherwell
	Mrs Sue Woollacott	SW	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
	Mr Jonathan Wyatt	JW	Public Governor, Rest of England & Wales
In attendance:	Dr Neil Scotchmer	NS	Deputy Head of Corporate Governance [minutes]
	Mr Martin Bull	MB	Interim Associate Director of Financial Services
	Mr Graham Lawrence	GL	DAC Beechcroft LLP
	Ms Caroline Rouse	CR	Foundation Trust Governor and Membership Manager
	Prof George Smith	GSm	Chair, Healthwatch
	Ms Susan Young	SY	HR Consultant
Apologies	Dame Fiona Caldicott	FC	Chairman
	Mr Martin Howell	MHo	Nominated Governor, Oxford Health NHS Foundation Trust
	Mr Gareth Kenworthy	GK	Nominated Governor, Oxfordshire Clinical Commissioning Group
	Dr Astrid Schloerscheidt	AS	Nominated Governor, Oxford Brookes University
	Mr Tommy Snipe	TS	Staff Governor, Non-Clinical

Cllr Lawrie Stratford LS Nominated Governor, Oxfordshire
County Council
Emily Young People's Executive [YPE]

CoG18/11/01 Welcome, Apologies and Declarations of Interest

Apologies were received as outlined above.

Professor Smith, Susan Young, Graham Lawrence and Martin Bull were welcomed to the meeting.

Keith Strangwood declared an interest as the Chair of the 'Keep the Horton' Group. Anita Higham declared an interest as the Chair of the North Oxfordshire Locality Forum. Graham Shelton declared an interest as the Chair of the West Oxfordshire Locality Forum.

CoG18/11/02 Minutes of the Meeting Held on 18 July 2018

John Harrison noted that he had been omitted from the attendees for the meeting on 18 July.

The minutes were otherwise accepted as an accurate record.

CoG18/11/03 Matters Arising

NS noted that the action on legal claims related to the proposal that more detailed information on this be provided to the Council. He explained that there was some complexity in presenting this in a way that was meaningful and so the possibility of bringing this back as a topic to a future seminar had been proposed. The Council was reminded, however, that some high level information on this subject had been provided via the Governors Forum.

The Council was informed that, following discussion of Council of Governors meeting dates at the previous meeting, additional comments on the schedule were sought via email and the dates had been revised based on feedback from governors.

The appointment of Professor Meghana Pandit as the Trust's new Chief Medical Officer, commencing in post from January 2019, was confirmed.

AB asked whether the Vice-Chairman was able to comment in more detail on the improvements in Gynaecology waiting times that had been reported to the Public Board and the extent to which this was linked to the changes in the organisation of Womens' and Childrens' services.

AT reminded governors that the Trust made the divisional changes to strengthen the leadership of these services. As a result Gynaecology had its own Clinical Director which had not previously been the case. The service was now within the Surgery and Oncology Division, which was vigorously tackling waiting times in Gynaecology, which had been recognised as the Trust's weakest specialty on 52-week waits. The Board was reported to be encouraged but not complacent about the improvement, recognising that there was much still to be done to achieve the requirements of the NHSI undertakings in this area.

CoG18/11/04 Chairman's Business

Newly elected governors were welcomed to their first meeting of the Council of Governors in public.

AT confirmed that, further to discussion on 30 October, an extraordinary meeting of the Council of the Council of Governors to receive the recommendation of the Chair's Appointment Panel had been scheduled for 18.00-20.00 on Monday 10 December in the George Pickering Education Centre, John Radcliffe Hospital, Oxford. This meeting was to be chaired in the absence of the Vice-Chairman by Chris Goard as Senior Independent Director. It was highlighted that this meeting would need to take place in private due to the confidential nature of the business to be conducted.

CoG18/11/05 Report from Healthwatch

The Chair of Healthwatch was invited to provide this report.

GSm explained that he would not provide a written report but would provide verbal feedback on some issues that Healthwatch had become aware of. He explained that Healthwatch deals mainly with issues related to patients and the public but that, in doing so, it has contact with staff at all levels. He commented that if staff were unhappy then care was adversely affected. He quoted results for the national staff survey which measures staff satisfaction and morale, noting that these were below average in Oxfordshire. He noted a concern that staff felt under pressure to come into work and on some occasions did so when they were not fit to.

He further explained that he had spoken to two consultants who had expressed concerns. One was a cancer surgeon who felt that he wasn't able to spend enough time undertaking surgery. The other was a consultant with a research focus who expressed the view that the Trust was not currently a good place to work. He had also spoken to two matrons who had voiced concerns in particular that the take home salary for nursing staff was not enough to live on. There was also a concern that bank and agency staff were being used extensively and got paid more than permanent staff.

The Healthwatch Chair also commented that Healthwatch heard about a number of instances of bullying and harassment. He quoted the example of a receptionist at the Churchill who identified a number of potential areas for improvement in their department but was criticised for doing so. A Union representative had indicated that they were dealing with a number of similar cases. GSm explained that Healthwatch was seeing staff at all levels who were unhappy and had low morale.

GSm also noted the example of the four ambulance-sized bays at the front of the new entrance. He explained that these were not specifically marked for ambulances and were often blocked by cars. He had raised the issue of remarking the bays with the Trust and it had taken over a year to resolve this. He noted that a feeling existed that there was no point in trying as nothing would change.

GSm suggested a number of actions that might be taken up to assist in improving the situation:

- Senior management to be more visible on the 'shop floor';
- The use of 'Quality Circles' involving staff from cleaners to consultants to get bottom-up suggestions for improvements;
- Suggestion boxes with rewards to staff for suggestions that save money;
- Staff should be paid retention bonuses instead of using agency; and
- An innovation fund should be created to allow new ideas to be trialled and implemented.

He concluded that supporting staff was the best way to get better services for patients and staff.

GSh commented that he agreed with this analysis entirely. He noted that staff morale was clearly a significant issue and that this was the responsibility of the management. The impression being created was of brilliant clinical care within a poor organisation with nowhere to park.

RH thanked GSm for putting these issues into words. She noted that based on experience elsewhere things did not have to be this way and that these issues could be fixed. She suggested that a session be held to look at what the results had shown.

SB thanked GSm for his comments but commented that there were some issues that had already been addressed. He highlighted the listening events that had been coordinated by the Director of Improvement and Culture. He also noted that staff recognition awards had been strengthened, noting that he had been involved in the process and had seen some strong applications. He agreed that walkabouts by senior staff were important. He also noted that the Chief Executive had recently communicated with staff to highlight that the responses to the current staff survey were higher than the previous year, around 40% which was above the national average.

In relation to this the Vice-Chairman noted that, with this current survey underway, the data that GSm had quoted was now a year old. She noted that without the Director of Improvement and Culture present it would not be appropriate to comment in detail but suggested that some communication go out to governors to summarise the range of initiatives that had been put in place. She noted that the Council of Governors would be very aware of issues related to staff recruitment from previous discussions on the topic. She noted that whilst there was significant spend on agency this was lower than average and the intention was to reduce it to as low a level as possible. When the results of the current staff survey were known this would lead to a comprehensive action plan.

JS explained that she had found GSm's comments disappointing and inaccurate. Whilst there were always things that could be improved she felt that these had failed to acknowledge the many changes that had taken place. She noted that feedback boxes existed on all wards and that there were many opportunities to feed back comments. As a very experienced nurse she expressed the view that the Trust was in no better or worse a position than many others around the country and reflected that she found GSm's comments demoralising as someone working within the organisation.

AH commented that she agreed with GSm's observations. She suggested that governors took up opportunities to see services, commenting that issues with leadership would always be reflected in front line services.

KS noted that he had heard similar reports to those described and some worrying accounts of staff to beds ratios which could lead to greater stress for staff. He suggested that many senior individuals seemed to be leaving the Trust.

JW noted the positive impact of a strong complaints system, highlighting that it was better to deal with issues quickly and that it was important that people knew where to raise things. He suggested that the Trust consider training its own nurses by establishing its own Oxford Radcliffe College providing accommodation, food and training but binding those undertaking it to 5 years' service afterwards.

In concluding comments GS emphasised that he could not be more positive about frontline staff and said that he hoped that the discussion had provided a shopping list of good suggestions.

The Vice-Chairman proposed that further information be brought to governors through the Performance, Workforce and Finance Committee initially. She suggested that the Council be given the opportunity to understand any further recommendations being brought forward following publication of the current survey results.

Action: NS / JDr

The Council noted the report provided by the Healthwatch Chair.

CoG18/11/06 Guidance to the Council of Governors on the Appointment of a New Trust Chair

Graham Lawrence was asked to provide his views and guidance regarding the process for the appointment of the new Trust Chair. GL explained that he was a consultant with DAC Beechcroft and that he provided advice to the Trust on legal and other matters, noting that he was a chartered company secretary and not a lawyer and had previously acted as the Company Secretary for a Trust.

GL explained that he had discussed the process in place with Susan Young and had reviewed relevant reports on it. He had been asked to express a view on the robustness of the process in order to support the Council of Governors in its decision.

He noted that OUH was one of the largest NHS Trusts in the country and that this was a very important role. He commented, however, that he felt that the process in place was a very robust one indeed. He explained that he had previously been asked to design a process from scratch based on a Trust's Constitution and that this had been almost identical to the one being followed by OUH. He commented that the OUH process was in some respects stronger. In particular he commended the provision of specific training for the Panel and noted that it was wise to have input from NHSI and the University of Oxford as key stakeholders. In addition, he noted that he was impressed by the use of values-based interviewing which he noted to be relatively unusual in the selection of chairs and non-executives but which he regarded as hugely beneficial.

GL noted that the process had been approved by the Council of Governors and suggested that if this was followed as described then it should put the Council in a strong position to receive a recommendation from the Panel with confidence.

AT commented that it was helpful to receive this assurance. She noted that the last meeting of the Council in private had included discussion of the next stage of the process and, in particular, how the final decision was to be taken and the extent to which the Council could rely on the recommendation of the Appointment Panel.

GL explained that it could be difficult to take a decision when individuals have not seen first hand the information available to the panel through the recruitment and interview process. He emphasised that the important point was have a strong process in place, to ensure that this was followed and to take external expert advice where relevant. The last point would include advice from an experienced search firm. He commented that such arrangements should provide significant confidence regarding the final recommendation.

GL suggested that it was important that the Council received sufficient information but noted that there was a balance to be struck as some of this was likely to be sensitive.

The Council would wish to understand why the decision was taken and why the candidate was the correct one. He noted that this was a standard element of corporate governance as, for example, not all Board members can be on all committees and so needed to receive assurance that a robust process had been followed.

DR commented that this was helpful and should shape the Council's expectations of the information to be included in the final report.

JW asked GL to comment on the Council's ability to delegate its powers in this situation. GL explained that the law was clear that the decision to appoint was for the Council but that the Council could form a committee to advise it and that this was what had been done in this instance. The Panel could not, however, take the decision on behalf of the Council.

AH commented that there was a requirement to focus on improving diversity whilst still making a decision based on appointing the best and most competent person. AT assured the Council that the Panel had made every effort to identify as broad a range of candidates as possible.

AH also asked about the use of focus groups in the process and asked how they would be facilitated and how information would be fed back to the Panel. SY explained that these provided an opportunity for candidates to have discussions with key individuals beyond those on the Panel itself, including non-executives, executive directors, stakeholder representatives, governors and staff. These pre-meetings could influence the final questions put to candidates and would be jointly facilitated by a member of the group and a member of the HR team.

The Council noted the assurance and guidance provided by Mr Lawrence in relation to the appointment process.

CoG18/11/07 Constitutional Requirements regarding Governor Attendance and Code of Conduct

This item was provided for information to provide governors with a reminder of the constitutional guidance regarding governor attendance at Council meetings.

KS asked if the Code of Conduct had recently been reviewed and the Deputy Head of Corporate Governance clarified that this had been in its current form since its initial approval by the Council. He clarified that the elements related to the removal of a governor on the basis of their attendance record formed part of the Constitution rather than the Code of Conduct.

KS highlighted the principle of openness and transparency to be followed and expressed concern that there was a degree of selectivity in the material included in the media round up. CR explained that this could not be entirely comprehensive and was intended to give a flavour of key issues. NS noted that it was prepared primarily for the Board and was shared with governors as a courtesy.

MHa asked how in practical terms matters such as governor attendance could be considered by governors as it was not clear what process existed for this.

GL explained that there were a range of possible ways to do this and noted the importance of the approach being proportionate. He suggested that it would normally be possible to have a short, simple investigation, usually led by the Chairman and involving the Lead Governor and one or two other governors to consider evidence with support from the Trust Secretary. He counselled against a "one size fits all" approach

and no noted that a process as he described was not currently included in the Constitution and would therefore need the approval of the Council and Board.

Action: NS

AH suggested that the Council needed to see an attendance record so as to be aware of a breach of the constitutional requirements having occurred. GL highlighted that absences could on occasion be for confidential personal reasons and that the appropriate approach would be for the Corporate Governance Team to highlight these issues to the Chairman initially. Relevant information could then be brought to the Council in an appropriately sensitive way.

RH asked whether nominated governors would be held to the same standard as elected and suggested that organisations might consider having a substitute.

GSh commented that he was the replacement for a predecessor who had attended no meetings and that constituents were not being properly represented in this situation. He suggested that a clear process should be in place which could be activated early.

DR endorsed the points that had been made about an appropriate process, suggesting that there could be a range of reasons for absence and that it was important that the Chairman understood these. He suggested that nominated governors would wish to maximise the value of their contribution to meetings and that the results of absences in terms of deficits of representation should be considered.

The Council noted the requirements of the Constitution and the obligations of governors under the Code of Conduct.

CoG18/11/08 Auditors Report to the Governors on the Annual Accounts 2017/2018

The Interim Associate Director of Financial Services was in attendance to present this report. He confirmed that the auditors had provided an unqualified view on the financial statements and that they had no matter to report on remuneration or staffing. Consistency had been confirmed between the annual accounts and the annual report. MB explained that an unqualified opinion with no matters to report was the report that the Trust would hope for.

MHa asked about the reference to tolerances on p3 of the document, noting that £300k seemed a very large level of tolerance. MB explained that in the context of an organisation with a turnover of £1b this was regarded as a relatively small amount. He explained that the auditor was giving an opinion as to whether the accounts were a true and fair reflection and would report areas where issues were found but would not require alternations to the accounts where the figure was below this tolerance.

The Council noted the auditors' report on the Annual Accounts.

CoG18/11/09 Auditors Report to the Governors on the Quality Report

It was noted that any questions or observations on this report could be taken back for further comment outside of the meeting if required.

AH asked to what extent the Trust's financial position was regarded as a significant risk to quality. AT commented on the financial position as Chair of the Trust's Audit Committee and Interim Chair of the Finance and Performance Committee. She noted that this was an area where there were challenges for the NHS overall and which was specifically covered by the NHSI undertakings with a requirement to deliver the Trust's agreed control total. She noted that the Trust was current ahead of plan but that the

winter period could present challenges and that the Board and Trust would continue to give these issues its utmost focus. It was recognised that the process of quality impact assessment needed to continue to be used to assess proposals in the context of financial challenges.

The Council noted the auditors' report on the Quality Report.

CoG18/11/10 Update from Young People's Executive

This item was deferred as no Young People's Governor was present.

CoG18/11/11 Reports from Committees of the Council

Patient Experience, Membership and Quality Committee

The Chair of the Committee presented this report, explaining that governors had been provided with the approved minutes from the May meeting along with a report of activities in July when the Committee had met with a focus on the Children's Hospital. This had included seeing the video that members of the Young People's Executive had developed for children coming to hospital for surgery and hearing about the Ready Steady Go transition programme for the shift from children's to adult services.

SJD explained that the Committee had received a report from the chair of the Quality Committee who had emphasised the importance of maintaining focus on hand hygiene as a key element of infection control. He had also noted the work that was being done to reduce pressure ulcers and changes that had occurred in how these were defined and reported. He had explained that a study was currently underway to explore how to prevent pressure ulcers caused by medical devices. The Committee had heard that the figure for patients receiving appropriate prophylaxis for VTE had risen to 98% and was above 95% standard. He also assured the Committee that scrutiny continued on staff shortages and the impact of these with continued focus on the measures being taken to recruit more staff and to maintain staff morale in the context of the quality impact this had on patient care.

SJD commended the reports that had been received from the Patient Experience Team. This had included reporting on the Friends and Family Test which governors were reminded had been the area selected for audit by the Council of Governors. 96% of inpatients had recommended the Trust as a place to receive care along with 88% of Emergency Department attendees and 98% of outpatients. These figures were above or in line with national averages with staff attitude a common theme where concerns had been raised.

The Committee had received an update on action plans following the National Children's Survey. It also heard about improvements to the process for overseeing the production of patient information leaflets and the importance of using interpreters to speak to patients where required rather than having friends or family translate due to safeguarding risks. The Committee heard about the positive reactions of patients and staff to the new open visiting initiative and also learnt about the dementia cafes that were being run by the Patient Experience Team.

SJD explained that an update had been received following the recent governor elections which had noted that improvements had been made since the 2017 elections with a number of issues resolved. Caroline Rouse had informed the Committee that turnout had been 11.61% overall, an increase on the previous year and above the 10% target set by UK Engage.

The Committee was to meet again that week and would review its performance and make plans for the following year.

The Council noted the report from the Patient Experience, Membership and Quality Committee.

Performance, Workforce and Finance Committee

CG presented this report from the Committee, explaining that it had last met in July and had received a report from the Chief Information and Digital Officer regarding the NHSI undertakings. CG noted that the Council itself had since been further updated on these matters.

The Committee Chair explained that the September meeting had been stood down and that the Committee was to meet again the following week with the agenda to include additional detail on the Winter Plan.

The Council noted the report from the Performance, Workforce and Finance Committee.

Remuneration, Nominations and Appointments Committee

The Deputy Head of Corporate Governance noted that the relevant items had all been discussed by the full Council at its meeting on 30 October as follows:

- A recommendation for the appointment of the Trust Vice-Chairman which the Council had approved;
- Proposals for recruitment to current Non-Executive Director vacancies which had also been approved; and
- An update on the process for appointment of the Trust Chair

CoG18/11/12 Membership of Council of Governors Committees

The Deputy Head of Corporate Governance introduced this paper which outlined the current memberships of the three established committees of the Council of Governors, highlighting those areas where volunteers to become members would be of particular assistance in maintaining their effectiveness and inviting governors to express an interest in joining them.

SW explained that she was continuing her work with the Nuffield Orthopaedic Centre through work on three committees and noted that on this basis she felt that she would not be able to take on an additional commitment to one of the Council's committees.

MHa noted that, based on his work on the PWF Committee, he felt that this was enormously helpful as a governor in being closer to management decisions and understanding how the Trust operates. He was concerned by possible external perceptions of a manager / staff divide with the former seen only negatively and the latter positively. He noted that participation in these committees assisted in making more informed comment in discussions on the basis of facts rather than generalities.

MB expressed his willingness to put himself forward for membership of the Patient Experience, Membership and Quality Committee. Other governors were asked to consider whether they might also wish to volunteer to join one of the committees.

The Council noted this update on the Council's Committees.

CoG18/11/13 Appointment of the Lead Governor

The Deputy Head of Corporate Governance introduced this paper which explained that the current Lead Governor had been elected for a term of one year of office lasting until 1 December 2018 and that an election to the role of Lead Governor would be triggered by the expiry of that term. The paper presented set out the mechanism by which it was proposed to hold an election to the role of Lead Governor.

Governors considered the proposal that the term of office for the Lead Governor be extended to two years. AH suggested that she would support this as she recognised that it could take time to gain confidence in the role. She also asked whether it was agreed that only public governors would be eligible for the role.

MHa suggested that a two year term would not make a difference and that it was beneficial to have an annual process of confirmation to ensure the credibility of the individual undertaking the role.

NS clarified that there was no constitutional reason for staff or nominated governors not to put themselves forward. However, the Council had on previous occasions taken the view that the Lead Governor should be a public governor.

RH suggested that there could be a conflict of interest for a staff governor as Lead Governor if there was a requirement to report concerns to NHSI.

CG noted that the role of Lead Governor had evolved since she had taken it on and suggested that she would encourage the idea of an annual vote as a way to ensure that the Council had confidence in the Lead Governor. She suggested that any governor should be free to stand in line with the Constitution but she observed that staff often contacted her because she wasn't a member of staff and they therefore felt freer to speak openly.

The Council agreed that the existing Lead Governor continue in the role until such time as the appointment process was complete in order to prevent a temporary vacancy in the role.

It also agreed that, in line with previous practice, the mechanism for election to the role of Lead Governor be by secret postal ballot (employing a 'double envelope' process, to ensure that the identities of those voting for each candidate remained secret from Trust staff).

The Council confirmed that the term of office for the Lead Governor should remain at one year. It was further agreed that self-nominations, accompanied by a brief supporting statement, should be received by email by 30 November, 2018.

NS confirmed that the supporting statements would be circulated electronically and also included in ballot packs.

CoG18/11/14 Lead Governor's Business

CG noted that there were currently staffing pressures in the Corporate Governance Office and thanked NS and Marilyn Rackstraw for their support.

She noted that issues for discussion at future seminars that had been raised by fellow governors were consent and patient data as well as commercial partnerships and the governance arrangements related to these.

CG also highlighted that discussions at the Board the previous week had included a significant amount of positive news. Governors were reminded that all of the public

board papers were available to read on the Trust website and that they might in particular wish to review executive summaries to familiarise themselves with key issues. Members of the Council were also encouraged to attend meetings of the Board where possible. CG noted in particular the paper that had been presented by the Director of Improvement and Culture which was relevant to many of the issues raised in the discussion of observations from Healthwatch and which governors were encouraged to read.

CoG18/11/15 Any Other Business

Traffic and Parking

SW highlighted that there appeared to have been no improvement in the parking situation at the Trust's hospitals. JW noted that this had been exacerbated by the temporary closure of the Children's Hospital parking area.

AT confirmed that this was high on the Board's agenda. RH noted, however, that the Trust was limited by the restrictions placed by the City Council. She noted that the Council's long term plan was out to consultation until mid-December. She had requested that planning officers look at issues that might impact on increasing the availability of parking and suggested that other governors who were also councillors might wish to take similar action.

JHa noted that, with the support of the Council, he had been working on a response to the consultation that might be signed up to be elected governors. This had included meetings with local councillors and the senior Independent Director. He noted that the draft plan had indicated that hospitals would have different arrangements but that this was not reflected in the consultation document.

CoG2018/11/16 Date of the Next Meeting

18.00-20.00 on Monday 10 December in Seminar Rooms 4A/4B, George Pickering Education Centre, Level 3, John Radcliffe Hospital, Oxford.

CoG2018/11/17 Minutes of the Meeting Held on 30 October 2018

It was noted that a question had been raised about the next steps being taken following the CQC report on the Oxfordshire system and that this had not been recorded. It was agreed that an update on this would come to the next meeting of the Council.

Action: NS / EW

It was noted that MHa was wrongly recorded in the minutes as NH.