Council of Governors

Minutes of the Council of Governors' Meeting at 14.30 to 16.30 on Monday 20 January 2020, in the Oriel Room, Jurys Inn Oxford, Godstow Road, Oxford

Present:	Professor Sir Jonathan Montgomery	JM	Trust Chair
	Mr Tony Bagot-Webb	ABW	Public Governor, Northamptonshire & Warwickshire
	Ms Ruth Barrow	RB	Public Governor, Cherwell
	Dr Art Boylston	AB	Public Governor, South Oxfordshire
	Ms Rebecca Cullen	RC	Staff Governor, Non-Clinical
	Mrs Sally-Jane Davidge	SJD	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
	Mr John Harrison	JHr	Public Governor, Oxford City
	Mr Martin Havelock	MH	Public Governor, Vale of White Horse
	Mrs Jill Haynes	JHy	Public Governor, Vale of White Horse
	Mrs Rosemary Herring	RH	Public Governor, Northamptonshire & Warwickshire
	Mr David Heyes	DH	Public Governor, West Oxfordshire
	Mrs Anita Higham OBE	AH	Public Governor, Cherwell
	Mr Gareth Kenworthy	GK	Nominated Governor, Oxfordshire Clinical Commissioning Group
	Dr Shad Khan	SK	Staff Governor, Clinical [From Item 15]
	Mrs Janet Knowles	JK	Public Governor, South Oxfordshire
	Dr Shing Law	SL	Staff Governor, Clinical
	Mr Graham Shelton	GS	Public Governor, West Oxfordshire
	Mr Tommy Snipe	TS	Staff Governor, Non-Clinical
	Ms Jules Stockbridge	JS	Staff Governor, Clinical
	Lawrie Stratford	LS	Nominated Governor, Oxfordshire County Council
	Mrs Sue Woollacott	SW	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
	Mr Jonathan Wyatt	JW	Public Governor, Rest of England & Wales
In attendance:	Ms Fiona Barr	FB	Interim Project Director - Corporate Governance
	Mr Charlie Helps	CHe	Director of Corporate Affairs
	Ms Charmaine Hope	CHo	Director of Capital
	Ms Hannah Iqbal	HI	Director of Strategy
	Ms Sue Miller	SM	Workforce Consultant
	Mr Jay Mistry	JMi	Acting Commercial Director
	Ms Sara Randall	SR	Chief Operating Officer
	Ms Caroline Rouse	CR	Foundation Trust Governor and

			Membership Manager
	Dr Neil Scotchmer	NS	Deputy Head of Corporate Governance [*minutes*]
Apologies:	Mr Simon Brewster	SB	Staff Governor, Clinical
	Dr Cecilia Gould	CG	Public Governor, Oxford City
	Dr Astrid Schloerscheidt	AS	Nominated Governor, Oxford Brookes University
	Sara	S	Young People's Executive [YPE]
	Emma	E	Young People's Executive [YPE]

CoG20/01/01 Welcome, Apologies and Declarations of Interest

Apologies were received as outlined above.

Trust staff and members of the public attending were welcomed to the meeting.

Shing Law, David Heyes and Ruth Barrow were welcomed to their first meeting after taking up vacancies on the Council.

In addition Katie Kapernaros and Tony Schapira were welcomed to their first meeting of the Council as non-executive directors. The Chair also welcomed Hannah Iqbal, Director of Strategy, Fiona Barr, Interim Corporate Governance Project Director and Charlie Helps, Director of Corporate Affairs. Charlie Helps, the new Director of Corporate Affairs, introduced himself and provided governors with details of his background.

Anita Higham declared an interest as a lay council member of the Royal Council's Safety Committee.

Fiona Barr proposed that the register of interests be formally presented for update at future meetings.

Action NS: Governor Register of Interests to be formally presented for update.

CoG20/01/02 Minutes of the Meeting Held on 16 October 2019

The minutes were accepted as a true and accurate record.

CoG20/01/03 Action Log

Lead Governor Election

It was confirmed that the election had taken place under the agreed process. There had been significant support for both candidates with Cecilia Gould re-elected as Lead Governor.

National Lead Governors Association

The Council heard that difficulty continued to be experienced in making contact with this organisation and that one final attempt would be made before closing this action.

Organisation Structure

The organisational structure had been through a consultation process and would be posted to the forum and emailed to governors when final revisions had been made.

Equipment Replacement Scheme

It was agreed that this item would be addressed at the February meeting of the Governors' Performance, Workforce and Finance Committee.

CoG20/01/04 Matters Arising

RH noted that it had been her understanding that governors would be kept informed regarding the appointment of the contractor for the automatic number plate recognition system and the regulations and appeals procedure that would be used. It was agreed that the Chief Finance Officer would be asked to provide an update on these issues.

Action NS: Update to be provided regarding ANPR system implementation.

RH also requested an update in relation to the issue of pensions for medical staff, noting her understanding that this had had a significant impact on available operating sessions. The Trust Chair explained to the Council that the Trust had agreed a scheme that enabled individuals to opt out of the scheme should they choose to but that the overall impact of this would not be clear for a number of months.

Action NS: A further update on this issue to be provided to governors at their next meeting.

CoG20/01/05 Chairs Business

Update on Board Membership

The Council heard that Terry Roberts would commence in post as the new Chief People Officer on 10 February. He would be supported by deputies for Workforce and for Culture and Organisational Development. It was proposed that he be invited to the Council's next meeting to give governors the opportunity to meet him.

Action NS: Chief People Officer to be invited to the Council's next meeting.

JM confirmed that Katie Kapernaros, Sarah Hordern and Tony Schapiro had all now commenced in post as non-executive directors at the Trust.

The Council were also updated regarding committee chairs and memberships. Paula Hay-Plumb would now chair the Audit Committee and Claire Flint the Remuneration and Nominations Committee. The Chair explained that a new Integrated Assurance Committee (IAC) was being formed to incorporate the functions of the Quality Committee and Finance and Performance Committee whilst ensuring that there was better triangulation of key information.

It was noted that governors felt that it would assist them in their role to be able to observe Board committees. JM indicated that this was something that could be considered in the future in order to enhance governors' understanding of the work of the committees but noted that this could not be an open invitation.

The Chair informed governors that Anne Tutt had been asked to take on the role of Senior Independent Director. He noted that this was formally a Board appointment but that he hoped that this would also have the support of the Council. Governors confirmed that they were happy to support this appointment.

Nominated Governors Update

The Chair reported that further attempts were underway to secure replacement governors from nominating organisations where vacancies currently existed on the Council.

Update on NHSI Undertakings

The Council was informed that NHSI has recognised the improvements that had been made by the Trust in relation to the areas covered by the undertakings and that compliance certificates had now been issued in relation to a number of these in response to the significant progress made. It was noted that the Trust still had an undertaking in place for finance and that it was possible that an additional one would be imposed in relation to cancer where particular challenges existed.

Governor Elections Electoral Provider

Governors heard that the tendering process for the Trust's electoral provider was almost complete and that it hoped to announce the outcome shortly. SW asked if there was a problem with the current provider and FB indicated that this was not the case but that it was good practice to undertake a tendering process on a regular basis to ensure value for money. TS asked if there had been any involvement by governors and FB explained that this had been considered but it had been recognised that involving governors in the process could be regarded as a conflict of interest.

Action NS: Appointment of electoral provider to be confirmed.

Board Structure

JM informed that Council that a review of the capacity and capability of executive directors had indicated that the appointment of an additional executive director expand the skills and experience of the executive team. This would be linked with the appointment of two additional non-executive directors in order to further broaden the expertise of the non-executive members of the Board and to remain compliant with the Trust's Constitution. It was noted that the appointment of additional non-executive directors would be the role of the Governors Remuneration, Nominations and Appointments Committee.

CoG2001/06 Trust Strategy and Forward Plan

Update on Trust Strategy

Hannah Iqbal the newly appointed Director of Strategy provided an update on the development of the Trust's strategy following her earlier presentation to the Council in July 2019.

HI noted the involvement of governors in the development of the Strategy and Forward Plan which had commenced the previous year and which had been revised in line with the National NHS Long Term Plan. It was noted that the Long Term Plan emphasised five changes on which the NHS should focus: boosting 'out-of-hospital' care, redesigning emergency hospital services, providing more personalised care, making better use of digital systems and focussing on population health.

Key feedback from consultation related to access with car parking frequently raised as an issue. Suggestions received had included increasing staff parking, improving public transport options, delivering more care close to home, improving administrative processes and reducing waiting times. Staff wellbeing and morale including flexible working, noting the increasing pressures on staff, had also been highlighted.

HI also highlighted the importance of the context of the wider healthcare system. OUH was part of the BOB Integrated Care System but also had important links with Northamptonshire, Southampton and other tertiary providers as well as nationally and internationally.

Engagement with staff and other stakeholders had led to the development of a framework structured around three points of focus for strategy objectives: People, Patients and Populations. An online tool had been used to enable teams across the Trust to highlight their ideas and a short online survey to secure patient feedback had received 500 responses.

The Council heard that work was underway involving clinical colleagues and patients to develop a clinical strategy to identify services which should be invested in and to ensure that the Trust had the correct clinical priorities in the future.

JH highlighted the need for a similar strategy to be in place for the wider ICS. It was noted that such a document existed but that there was not currently the same level of commitment to it as existed for the Trust plan. HI also explained that there was a need for governance arrangements at ICS level to be further strengthened,

MH asked if the Strategy would be refreshed annually and JM noted that it was hoped that this would not be necessary but that governors might expect to see an annual review of progress.

It was suggested that it would be beneficial for papers submitted to the Trust Board to indicate where they linked to agreed Trust strategic objectives.

The Council noted this update on the development of the updated Trust Strategy and the request that any final comments from governors be submitted to the Director of Strategy.

Business Planning Process for 2020/21

HI also highlighted to the Council that there was a need to develop the Trust's Annual Plan for 2020/21. It was noted that national planning guidance from NHSI was still awaited but that discussions were underway to model the required workforce, capacity and activity for the coming financial year.

Quality Priorities: Feedback from Quality Conversation

The Council heard that a Quality Conversation event had taken place in January to develop Quality Priorities for the coming year with many governors involved along with other patients and members of the public. Governors also noted that the Council would need to agree a local quality indicator for audit. National guidance related to this was awaited and it was agreed that a recommendation would be brought via PEMQ's February meeting.

The Council of Governors noted the potential 2020/21 Quality Priorities. Governors also noted that the local indicator for testing for assurance by the external auditors would be determined by the governors.

CoG20/01/07 Update on Winter Plan

The Chief Operating Officer provided governors with an update on the Trust's Winter Plan. This focussed on ensuring that care was given is in the most appropriate setting and was safe and effective, that patients received an improved level of experience, and that the Trust had enough capacity to meet the needs of patients.

SR reminded governors that the key factors to be addressed during the winter period were the need for workforce resilience and to manage increased admissions. This required the Trusts to ensure that it had the right workforce configuration in the Emergency Departments, that patient flow and bed occupancy were effectively coordinated, that there

was effective management of seasonal flu and that there was appropriate focus on long stay patients and discharges.

The Council heard that the executive directors for the Oxfordshire winter plan were Sam Foster, OUH Chief Nursing Officer, and Steven Chandler, Director of Adult Social Services for Oxfordshire County Council. SR noted that their joint role for executive leadership during winter had made a huge difference in partnership working and the quality of patient care.

SR reminded governors of the three key priorities for 2019/20. The first was to better use capacity and streamline pathways in the north of the region, working as a single team across the community and the Horton General Hospital. This priority recognised that the Banbury area represented a different type of population linked with communities in south Northamptonshire and Warwickshire. The second priority was to get patients home as quickly as possible with the help of frailty and therapy teams, social services colleagues and Age UK, aiming to provide effective support in patients' own homes where possible. The third priority was improve escalation processes, coordinating responses across the healthcare system to continue to provide safe, high quality care at times of pressure. SR noted that over the current winter the Trust had only reached the highest escalation level of Opel 4 once and only for 4-5 hours.

The Chief Operating Officer informed governors that performance against the Emergency Department four hour standard had been 80.6% in November, dropping to 79.4% in December. The national average was 79.8%. This was in the context of a 6% increase in attendances for the Trust. Work had taken place with GP colleagues and in developing communications to ensure that patients sought care through the most appropriate route.

A surge in late evening activity had been noted which led to breaches of the standard during the night. SR explained that the Trust was trialling additional consultant presence on Friday, Saturday and Sunday evenings to assess the impact.

Governors were informed that NHSI had increased monitoring of ambulance trusts and that ambulance handovers at the Trust's hospitals should take place in 15 minutes. SR noted that delays were being monitored at bed meetings to ensure that ambulances could be released within this time.

The Chief Operating Officer explained that bed occupancy was increasing but that the number of beds occupied by patients with lengths of stay of 21 days or more had reduced from 152 in June to 116 in December, improving patient flow. SR also indicated that there was very close monitoring of instances where patients were being nursed in corridors to reduce these and provide patients with beds as quickly as possible.

SR explained that 65% of staff had been vaccinated against flu with efforts concentrated in the first instance on front line staff.

Overall the Chief Operating Officer indicated that the Trust's performance was better than average but not at the level that the organisation wished to achieve. It was agreed that the presentation could be circulated to governors.

Action NS: Winter Plan presentation to be circulated.

SW commended the amount of hard work that had taken place and the progress made. She asked SR to comment on the most difficult outstanding challenges. The Chief Operating Officer suggested that ensuring that the correct workforce skillmix was in place to manage some very high acuity patients was one such challenge. Another was the difficulty

of repatriating patients to their local hospitals, especially when those hospitals were at high levels of escalation.

TBW asked about the number of Northamptonshire patients delayed in beds at the Horton General Hospital. SR explained that there were currently 17 and that there was close liaison with Northamptonshire social services in relation to these. It was noted, however that the local NHS there was operating at a high level of escalation.

AH commented that she had recently been an inpatient at the Horton Hospital which had provided her with significant insights into the challenges faced by staff. She expressed her respect and admiration for the staff in managing some very challenging behaviour from some patients.

RH informed governors that Northamptonshire Age UK had piloted a befriending scheme at Kettering General Hospital. SR confirmed that a similar scheme was offered by Oxfordshire Age UK and that work was also underway with them to see how they might support patients in the Emergency Department.

JW asked about the merits of remote consultations to support decision making. SR explained that there was always an on call consultant who could be consulted and could attend the hospital if required. The benefit of overnight shifts from ambulatory and emergency medical consultants was also being explored. The Chief Operating Officer confirmed that staffing was currently insufficient to provide 24/7 consultant cover at both of the Trust's Emergency Department. She emphasised that the Trust was continuing to recruit and that the constraint was the availability of suitable staff and not finances.

SR also clarified that patients who had been in beds for 21 days were those who had previously been termed "stranded" patients. She commented that short term hub beds and enhanced packages of care were options that had been developed to assist in supporting the discharge of these patients.

SJD asked if the reconfiguration of clinical areas had affected capacity and SR confirmed that this had not resulted in any reduction in capacity.

DH asked about the role of community hospitals. SR confirmed that the Trust was working closely with Oxford Health and the community health teams who had been assisting with discharges though with a focus on these being to the patient's own home rather than another inpatient bed wherever possible.

The Council of Governors noted this update on the Trust's Winter Plan for 2019/20.

CoG20/01/08 Schedule and Council of Governors Work Programme for 2020/2021

FB noted that as the Board was updating its working arrangements it was timely for the Council to review and refresh its own.

As noted by the Chair, the new Integrated Assurance Committee would be meeting on a bimonthly basis to review information about services from a range of different perspectives in order to assess the extent to which it was assured.

It was suggested that it would be desirable to have more structured opportunities for the Board and governors to work together and that this might be achieved by scheduling some meetings of the Board and the Council of Governors for the same day. It was proposed that on two occasions each year the Council's meeting would follow the Board's, enabling governors to reflect on the Board's discussions. It was also intended that the Council would continue to have four seminars each year.

It was agreed that this was likely to be a more effective use of time for governors. MH noted the need to ensure that the Council had sufficient time to conduct its own business and to ensure that discussion of what had taken place at the Board did not dominate the meeting.

The need for further work on engaging the Trust's membership and representing its views so that these could be communicated was recognised.

MH emphasised the need for Committees to receive up to date information and for the schedule to link effectively with specific calendar processes.

AH noted the need for a review of the Constitution and FB agreed that this could be built into the forward cycle of business.

The Council confirmed that it was content to maintain the existing frequency and schedule of its formal Council meetings and the meetings of the Patient Experience, Membership and Quality Committee (PEMQ) and Performance, Finance & Workforce Committee (PWF).

The proposal to align meetings with those of the Board of Directors to maximise the opportunity for dialogue and joint working was supported.

It was agreed that further work would be undertaken to work up the detail of the new schedule and produce supporting work plans.

It was agreed that the approach outlined would be trialled for a year and then reviewed.

CoG20/01/09 Evaluating the Effectiveness of the Council of Governors

The Council of Governors agreed that it was content to base the annual appraisal of its performance and effectiveness on the approach outlined and that this would be developed in more detail through discussion at the Patient Experience, Membership and Quality Committee.

Action FB: Detailed proposals for the evaluation to be presented to the Governors PEMQ Committee.

CoG20/01/10 Any Other Business

No additional business was raised.

CoG20/01/11 Date of Next Meeting

It was noted that the date for the next meeting was to be confirmed.

The Council agreed 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.

CoG20/01/12 Minutes of the Meeting Held in Private on 25 September 2019

The minutes were accepted as a true and accurate record.

CoG20/01/13 Minutes of the Meeting Held in Private on 16 October 2019

The minutes were accepted as a true and accurate record.

CoG20/01/11 Evaluation of Impact of Non-NHS Activity

The commercially sensitive nature of this item was noted.

The Acting Commercial Director and Director of Capital joined the meeting to outline a framework to allow the Council to evaluate whether non-NHS activity significantly interfered with the Trust's principle purpose (NHS activity). In particular governors views were sought regarding Project Indiana and Sahara on which they had been briefed previously, in order to consider the assessment that non-NHS activity conducted or proposed under these developments did not constitute significant interference with the Trust's principle purpose.

JM noted that the key issues in relation to both projects related to good stewardship of the John Radcliffe Hospital estate which in the longer term they would help to improve what could be provided for patients.

It was noted that the Trust was permitted to generate up to 49% of non-NHS income but that the appropriate checks and balances needed to be in place. This was recognised to be the first time a paper of this type had come to the governors and that the approach would need to be refined based on comments from the Council of Governors. It was noted, however, that there were time pressures in relation to these projects to ensure that they could progress in the current financial year.

The Council heard that the paper proposed a framework to evaluate significant interference and then applied it to the two specific projects.

It was emphasised that governors were not expected to evaluate every single activity and that a threshold of 4% of income be set to allow for error, the regulator's threshold being 5%.

Governors attention was drawn to the tables on pp5-6 which outlined the proposed financial de-minimus' and tests for evaluating significant interference.

It was noted that the Research and Development Programme was managed entirely separately and was totally externally funded, and so was complementary to NHS services. Education and training income was largely from NHS sources, and supported training of NHS staff.

Governors were reminded that Sahara looked to develop land for commercial staff accommodation to improve recruitment and retention of nurses and was to be undertaken in partnership with the Trust's charity. Indiana was a development which would provide intermediate care homes through a property developer. Neither project was felt to be a significant risk to the Trust, as they would take the form of LLPs and had the long term potential to generate profits that would go back into the NHS.

RH indicated that she had no concerns in relation to these two specific projects but suggested that it was not helpful to have an absolute limit in relation to the projects to be considered by the Council. JM highlighted that the Indiana and Sahara were actually both below the 4% de-minimus figure.

LS asked for clarification regarding the timescales for these projects. JM explained that the intention was to sign contracts during the current financial year but that there developments were ones that would take many years to come to fruition. He also noted that they would be in the public domain once the Trust was ready to seek planning permission and that steps would be taken prior to this to undertake discussions with key stakeholders. CH noted that work was underway to commence a dialogue with the Council. The high level of commercial sensitivity and need for careful communications were noted, however.

JH asked whether the Trust needed planning permission for each individual scheme, or for the whole development of the site and transport at the same time. CH indicated that the masterplan development framework would be submitted to cover all Headington sites so that deemed surplus plots could be considered in the round. This would set the principles for planning and development of sites within the framework with a 6 to 9 month programme for the framework to be put in place.

JW asked who would occupy beds in the Indiana care homes and how these would be funded. JMi indicated that it was too early to make any specific decisions in relation to this but that it was likely that a proportion of beds would be for NHS patients and that these would be subsidised by private patients.

CH clarified that the primary focus of the accommodation provided by Project Sahara would be Trust staff but that it could also include provision for other groups such as medical and nursing students. JMi indicated that the project would not necessarily be associated with additional parking.

JMi was asked to clarify the item relating to investment property valuation gains and JMi explained that the Trust had a number of properties for which they acted as a landlord. There was a need to consider on rolling programme of lease renewals whether the Trust could use these operationally and this triggered a revaluation which generated an investment property gain. It was noted that these properties had never been used for NHS purposes and that this process would not constitute any significant interference with the Trust's primary purpose.

GS asked how the Trust would minimise the impact on NHS management whilst ensuring that there was no loss of control over these projects. JMi and CH indicated that, whilst not involved directly on a daily basis, senior trust staff would retain control and influence over these developments.

Governors confirmed that they did not consider that the Research and Development and Education programmes or projects Sahara or Indiana represented significant interference with the Trust's primary purpose. The Chair noted that the governors would wish to have the opportunity to return to other questions in relation to Indiana and Sahara at a future date.

It was noted that the 4% financial de-minimus of income, gross assets or consideration/gross capital that was proposed was not agreed at that stage and that this would be considered further.

The Council of Governors confirmed the assessment that non-NHS activity conducted or proposed in 2019/20 did not constitute significant interference with the Trust's principle purpose.

JM provided a brief update on PET-CT, reporting that there had been no significant movement since the last update to governors. It was understood that In-Health had not yet mobilised their service although the reason for this was not understood. Clinical staff were working through the issues directly and it was proposed that they be given space to work through these. Should they have any concerns governors were asked to raise these directly with JM. It was noted that the Trust was receiving an increased number of referrals which was placing waiting times under pressure.

CoG20/01/12 Non-Executive Director Remuneration

The Trust Chair introduced this paper which outlined recommendations following consideration by the Remunerations, Nominations and Appointments Committee.

JM reported that, in the light of the guidance from NHSI/E, it was not felt that there was an appropriate basis for changing the current pay of non-executive directors despite the findings of the benchmarking that had been undertaken.

It was proposed that rates for special responsibilities would be maintained at current levels and should apply for the duration of the current tenure of existing non-executives receiving them. It was noted that these currently applied to only two individuals.

The Council of Governors noted the NHSI/E guidance on Chair and NED pay.

The Council approved that the current Trust standard pay for NEDs remain at £13,500 p.a. It also approved the maintenance of the OUH Additional Responsibility payment of £3,500 p.a. for:

a) **existing NEDs for the duration of their tenure;**
b) **new appointees; and**
c) **extensions of tenure.**

The Council of Governors approved the payment to a number of specific NED roles: the Vice-Chair, Senior Independent Director and Chair of Audit Committee, noting that each individual could only obtain this payment once even if they have multiple roles. It approved the proposal that there be no additional ad hoc or other payments to NEDs.

The Council approved the proposal that cost of living awards were only paid to NEDs, with the agreement of the Committee and the Council of Governors, in exceptional circumstances.

Finally, the Council of Governors approved the proposal for an annual review of NED pay.

CoG20/01/13 Trust Chair Remuneration

The Trust Chair withdrew for this item and the chair was taken by Mr Martin Havelock representing the members of the Remunerations, Nominations and Appointments Committee.

The Council noted that the Trust was broadly compliant with the level of pay set by NHSI for trust chairs. The recommendation of RNAC, taking into consideration the fact that the Chair had not been in post for a significant period, was that the Chair's salary not be amended.

The Council of Governors noted the NHSI/E guidance on Chair and NED pay.

The Council approved the proposal that there be no change to the Chair's remuneration and that cost of living awards only be paid to the Chair with the agreement of the RNAC and the Council of Governors, in exceptional circumstances.

Finally, the Council of Governors approved the proposal for an annual review of the Chair's pay.

CoG20/01/14 Trust Chair and Non-Executive Director Expenses

This item was not discussed as there was no recommendation from the Governors' Remuneration, Nominations and Appointments Committee.