

Cover Sheet

Council of Governors Meeting: Wednesday 13 October 2021

CoG2021.25

Title: Report of the Council of Governors Future Arrangements
Working Group

Status: For Decision
History: CoG2021.16 (Council of Governors and Committees Future Arrangements)

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Confidential: No
Key Purpose: Policy

Executive Summary

1. This paper is presented to bring recommendations to the Council on future arrangements for meetings of the full Council and of its committees based on the consideration by the Future Arrangements Working Group.
2. At its meeting in July the Council agreed to form a working group to develop recommendations for future working practices to allow it to operate effectively in the future and volunteers were sought to join a group which met on 13 September 2021
3. The working group considered future arrangements for the various activities that governors undertake, having regard to a number of factors as summarised below:
 - Public accountability and participation;
 - Development of effective working relationships between governors and with Board members;
 - Trust strategy to be 'digital by default';
 - COVID-19 risk assessment;
 - Supporting governor participation (including travel and level of comfort with virtual interaction); and
 - Financial cost and practical considerations.
4. The working groups made a number of recommendations to the Council as outlined below. In addition it proposed that opportunities continued to be sought for informal interactions amongst governors and between governors and non-executives through virtual coffees and pre-/post-meeting sessions.

Recommendations

5. The Council of Governors is asked to **support** the recommendations that:
 - full meetings of the Council of Governors should return to being in person as soon as this is judged to be safe and practical;
 - governor seminars should take place virtually unless particular sessions merit in-person attendance; and
 - meetings of governor committees should generally continue to take place virtually.

Report of the Council of Governors Future Arrangements Working Group

1. Purpose

- 1.1. This paper is presented to bring recommendations to the Council on future arrangements for meetings of the full Council and of its committees based on the consideration by the Future Arrangements Working Group.

2. Background

- 2.1. The Covid-19 pandemic enforced a number of changes in the way in which the Council and its committees have operated, most significantly by requiring meetings to take place virtually rather than face-to-face.
- 2.2. At its meeting in July the Council agreed to form a working group to develop recommendations for future working practices to allow it to operate effectively in the future.
- 2.3. Volunteers were sought to join the working group which met on 13 September 2021 with the following individuals in attendance:
 - Martin Havelock, Public Governor for Vale of White Horse (Chair)
 - Rebecca Cullen, Non-Clinical Staff Governor
 - Sally-Jane Davidge, Public Governor for Buckinghamshire, Berkshire, Gloucestershire and Wiltshire
 - Gemma Davison, Public Governor for Cherwell
 - Anita Higham, Public Governor for Cherwell
 - Janet Knowles, Public Governor for South Oxfordshire
 - Neil Scotchmer, Head of Corporate Governance
 - Caroline Rouse, Foundation Trust Governor and Membership Manager
 - Katie Kapernaros, Non-executive Director
 - Tony Schapira, Non-executive Director
- 2.4. This paper outlines the recommendations of the group for consideration by the Council.

3. Proposals for Future Arrangements

- 3.1. The working group considered future arrangements for the various activities that governors undertake, having regard to a number of factors as summarised below:
 - Public accountability and participation;

- Development of effective working relationships between governors and with Board members;
- Trust strategy to be 'digital by default';
- COVID-19 risk assessment;
- Supporting governor participation (including travel and level of comfort with virtual interaction); and
- Financial cost and practical considerations.

Meetings of the Council of Governors

- 3.2. The working group recognised that at present no indoor face-to-face meetings were allowed to take place at the Trust in order to ensure the safety of patients and staff. The need to protect patients who were particularly vulnerable compared with the general population was appreciated to be a high priority.
- 3.3. The group noted that holding meetings off site was likely to be a viable option more quickly than doing so at the Trust itself and that this had typically been the practice for meetings of the full Council.
- 3.4. It was agreed that any decision for face-to-face meetings to resume should be consistent with Trust policy and with decisions made in relation to meetings of the Trust Board and should be subject to appropriate professional advice.
- 3.5. It was noted that the Trust Board was currently holding all of its meetings remotely and that these were regarded as having been effective. Benefits had included time saved for those travelling from outside Oxford and a reduced carbon footprint.
- 3.6. For Council meetings it was appreciated that the online format had permitted wider attendance and participation by Board members than had been the case in the past. The additional practical considerations and cost of face-to-face meetings were recognised.
- 3.7. Nonetheless members of the working group were strongly of the view that meetings of the full Council should return to taking place in person as soon as this was safe and practical. It was emphasised that this greatly improved the ability for less formal interactions between governors and to establish effective working relationships and that this was an issue particularly with a number of new governors joining the Council.
- 3.8. The group noted that meetings of both the Board and Council were being made available through online recordings. However, members of the working group noted the value of being able to interact with members of the public attending meetings of the Council in person.

- 3.9. Overall the recommendation of the working group was that full meetings of the Council of Governors should return to being in person as soon as this was judged to be safe and practical.

Council of Governors Seminars

- 3.10. The working group felt that the case for seminars needing to be held face-to-face was less compelling and was outweighed in many cases by some of the considerations outlined above, in particular the need for some governors to travel long distances to attend them.
- 3.11. It was recognised that many seminars could work very effectively as online sessions and that the option to use break-out rooms, online voting and other virtual tools meant that this would not limit the ways in which issues could be discussed and debated.
- 3.12. It was suggested that consideration might be given to scheduling full days that included a meeting and a seminar in order to use time most effectively although this would result in governors interacting less frequently overall.
- 3.13. The recommendation of the working group was that governor seminars could usually happen virtually unless particular sessions merited in-person attendance.

Governor Committees

- 3.14. The working group noted that governor committees had been operating very effectively in virtual form and this had facilitated increased participation from non-executive directors.
- 3.15. It was also recognised that online committee meetings were more open to participation by all governors, some of whom might be reluctant to join a committee if they have to travel to Oxford for a meeting.
- 3.16. Those present who were members of committees supported the view that online meetings had largely supported more focussed discussion. The opportunity to hear more from non-executive directors had been greatly valued and working group members were keen to build on this further.
- 3.17. On this basis the recommendation of the working group was that meetings of governor committees should generally continue to take place virtually.

Other Activities

- 3.18. The working group noted that on-site activities such as service visits and recruitment events did not form a core part of the governor role but that many governors found them helpful in keeping informed about the Trust, key issues affecting it and the views of staff and service users.

- 3.19. It was recognised that these were hard to replace with virtual alternatives and that they were not appropriate in the context of current visiting restrictions. The group accepted that these would need to remain paused.
- 3.20. The group highlighted that virtual coffees with non-executive directors had been extremely valuable and that they would welcome the continuation of these on an occasional basis. It was suggested that some time could be allowed following scheduled governor committee meetings for members of the committee to have less formal discussions with non-executives attending.
- 3.21. The group also noted that when Council meetings had taken place in person governors had been in the habit of having pre-meets for governors only to discuss key issues and build effective working relationships. It was agreed that it would be helpful to re-establish these even if this was initially on a virtual basis.

Scheduling of Meetings

- 3.22. The working group considered the current frequency of meetings but felt that meetings four times a year with four seminar sessions remained appropriate, noting that additional meetings had been scheduled when required. It was suggested that it would be helpful to give consideration to planning a schedule of seminars for the year in advance.
- 3.23. The group noted that meetings of the Council were currently scheduled consistently on Board Wednesdays in order to maximise the ability of Board members to attend. However it was recognised that this could limit participation for governors where this conflicted with regular commitments and it was suggested that consideration be given to varying dates and times as had been the case in the past.

4. Recommendations

- 4.1. The Council of Governors is asked to **support** the recommendations that:
- full meetings of the Council of Governors should return to being in person as soon as this is judged to be safe and practical;
 - governor seminars should take place virtually unless particular sessions merit in-person attendance; and
 - meetings of governor committees should generally continue to take place virtually.