Council of Governors
Minutes of the Council of Governors Meeting held on **Wednesday 19 January 2022** via video conference

Present:

Name	Initials	Job Role
Prof Sir Jonathan Montgomery	JM	Trust Chair, [Chair]
Mr Tony Bagot-Webb	TBW	Public Governor, Northamptonshire & Warwickshire
Mr Stuart Bell CBE	SB	Nominated Governor, Oxford Health NHS Foundation Trust
Mr Giles Bond-Smith	GBS	Staff Governor, Clinical
Ms Rebecca Cullen	RC	Staff Governor, Non-Clinical
Mrs Sally-Jane Davidge	SJD	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Ms Gemma Davison	GD	Public Governor, Cherwell
Mr Mike Gotch	MG	Public Governor, Oxford City
Dr Cecilia Gould	CG	Public Governor, Oxford City
Mr Martin Havelock	MH	Public Governor, Vale of White Horse
Mrs Jill Haynes	JH	Public Governor, Vale of White Horse
Mr David Heyes	DH	Public Governor, West Oxfordshire
Mrs Anita Higham OBE	AH	Public Governor, Cherwell
Prof Helen Higham	HH	Nominated Governor, University of Oxford
Dr Shad Khan	SK	Staff Governor, Clinical
Mrs Janet Knowles	JK	Public Governor, South Oxfordshire
Dr Tom Law	TL	Staff Governor, Clinical
Ms Nina Robinson	NR	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Dr Astrid Schloerscheidt	AS	Nominated Governor, Oxford Brookes University
Mr Graham Shelton	GS	Public Governor, West Oxfordshire
Ms Jules Stockbridge	JS	Staff Governor, Clinical
Ms Sally-Anne Watts	SAW	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Mrs Susan Woollacott	SW	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire

Mr Jonathan Wyatt	JWy	Public Governor, Rest of England and Wales
Ruby	R	Nominated Governor, Young People's Executive

In Attendance:

Caroline Rouse	CR	Foundation Trust Governor and Membership Manager, [Minutes]
Mr Elliott Dickenson	ED	Corporate Governance Project Manager
Ms Claire Flint	CF	Non-Executive Director
Ms Paula Hay-Plumb	PHP	Non-Executive Director
Dr Bruno Holthof	BH	Chief Executive Officer
Ms Sarah Hordern	SH	Non-Executive Director
Ms Viv Lee	VL	Childrens Patient Experience and Child Mortality, Childrens Safeguarding
Ms Katie Kapernaros	KK	Non-Executive Director
Prof Tony Schapira	TS	Non-Executive Director
Dr Neil Scotchmer	NS	Head of Corporate Governance
Ms Anne Tutt	AT	Non-Executive Director
Ms Joy Warmington	JW	Non-Executive Director

Apologies:

Mr Gareth Kenworthy	GK	Nominated Governor, Oxford Clinical Commissioning Group

CoG22/01/01 Welcome, Apologies and Declarations of Interest

1. Those present were welcomed to the meeting and apologies noted as indicated. No declarations of interest were made.
2. JM noted that executive directors other than the Chief Executive had been stood down from the meeting to better manage the current operational pressures that the organisation was facing.
3. Further to the announcement that Dr Bruno Holthof would be standing down as Chief Executive Officer in June, JM thanked BH for his leadership over the last six and a half years, but particularly during the period of the pandemic, with the unforeseen challenges that it had presented.

4. BH responded that it was a pleasure to serve the Trust and he had more that he hoped to achieve in his final months. He noted that the last two years had been a challenge for everyone in terms of their personal and professional lives but expressed optimism about the future as a transition took place into the 'new normal'. BH explained that his decision to step down was to allow him to work flexibly and spend more time with friends and family around the world.
5. JM reminded governors that the responsibility to appoint a new Chief Executive Officer sat with the non-executive but that the Council of Governors needed to approve the appointment. He noted that he would therefore be seeking the views of governors on the attributes and experience that should be sought.

CoG22/01/02 Minutes of the Meeting Held on 13 October 2021

6. The minutes were confirmed as an accurate record of the meeting.

CoG22/01/03 Action Log and Matters Arising

7. There were no matters for report from the Action Log.
8. The Chair noted that the Membership Working Group had met and that an updated Membership Strategy would be brought to the Council at a future meeting.

CoG22/01/04 Chair's Business

Update on Integrated Care System

9. JM reported that the formal creation of the ICS Board had been deferred until July. However James Kent had been confirmed in the chief executive role and recruitment of the non-executive directors to the ICS was underway. Javed Khan had been appointed as the Chair designate.
10. JM reported that he would be meeting with Javed Khan later in the week and would encourage links to be established with governors.
11. CG explained that a meeting had taken place with lead governors across the BOB ICS. This had focussed on public engagement and had involved Healthwatch which CG had regarded as encouraging. CG noted that the ICS would be making an appointment to a role with a particular focus on engagement.

Oxfordshire County Council Chief Executive

12. The Council noted that OCC would also be beginning the recruitment process for a new chief executive and that governors would be kept briefed in relation to this.

Appointment of the External Auditor

13. The Council also heard that it had been the intention to bring the recommendation from the External Auditor Working Group to this meeting but that work to confirm this was

still on going. It was noted that an opportunity was likely to be required for the Council to consider this recommendation in February.

Update on Governor Elections

14. CR reported that the window for nominations was now open and that members were registering and completing nominations forms. Nominations would close at 5pm on Monday 24 January.

CoG22/01/05 Update on COVID-19 Operational Response

15. BH reported that the Trust was still experiencing serious operational pressures, but that it was felt that the peak of the omicron wave had passed. Pressures were increased by high levels of pandemic-related staff absences. A&E attendances were also high and returning patients home or into care was still proving challenging. BH expressed his thanks to staff for the relentless commitment that had been demonstrated over the last two years.

16. CG noted that the issue of mandatory staff vaccinations had been discussed at the Performance, Workforce and Finance Committee meeting with Terry Roberts, Chief People Officer and that the Committee had been reassured that a compassionate approach was being taken. JM confirmed that a discussion of the issue had taken place at the public Board meeting.

17. The Council noted that although the majority of staff were fully vaccinated there were a number of staff where this could not be confirmed. Staff members were being contacted personally to ask for their vaccination status, and if not vaccinated, to explore what the barriers to vaccination were. JM added that the Board were looking at business continuity risks that might arise and to understand why some staff were not taking up the opportunity for vaccination.

18. The Council noted that the government might shortly choose to relax COVID restrictions but BH confirmed that current safeguards would remain in place across OUH. He noted that although the peak was past there were still a significant number of infections and people were still losing their lives in the current wave. In this context he emphasise that current infection prevention and control measures needed to stay in place to keep staff and patients safe.

19. JM noted that the Oxford system leaders group continued to review the situation. He commented that community infection rates remained much higher than in the past and that, although measures in the community might return to normal, the Trust needed to consider the vulnerability of its patients.

20. The Council noted the possibility that self-isolation rules might be relaxed and BH explained that the rules in relation to staff isolation would be reviewed in the light of any changes in guidance. He emphasised that currently the staff testing programme continued with staff asked to test twice weekly. It was expected that staff testing

positive would continue to need to self-isolate as the Trust treated highly vulnerable patients.

21. BH explained that the need for OUH to provide mutual aid to other trusts had been significantly lower during the omicron wave than the delta wave of the pandemic. However there were a small number of specific services where the Trust had both given and received support.

22. The Chief Executive also explained that Trust staff had worked tirelessly to keep all non-COVID services operating as far as possible. He explained that for some services, even before the pandemic, there had been a demand and capacity imbalance that had been exacerbated by COVID. Staff had focussed on urgent and emergency cases, but also on patients who had been waiting a long time. The Trust was working hard to substantially reduce the number of patients waiting over two years by the end of March and the final numbers were expected to be far lower than had been feared at the advent of the omicron wave.

23. The Trust's decision that staff in its Emergency Departments would wear body cameras was discussed and BH reported that violence and aggression had increased significantly. The Council noted that there was a significant campaign to protect those staff members who could come to harm. The causes of this violence were discussed and BH reported that the pandemic was recognised to have had a mental health impact within communities.

24. HH commented that the Trust had created an environment where staff were able to raise issues and noted the training programmes that were being developed to support staff with descalation techniques when dealing with violent aggression.

25. JS emphasised that the issues surrounding violence in the Emergency Department were extremely complex. She noted that abuse could be received in phone calls as well as in person and from relatives as well as patients. Based on communication with other trusts she believed that the Trust was in a relatively good position in tackling these challenges and praised that support provided by the security team.

26. NR highlighted a recent *Times* article regarding sexual harassment in the surgical workplace. JM explained that a small number of cases of this nature had come to his attention and that he was assured that they had been responded to appropriately and the staff raising complaints protected. He confirmed that the police and professional regulators had been involved where appropriate.

27. The Committee noted that the Trust had put considerable effort into advertising the Freedom to Speak Up processes and that a number of directors were involved in staff networks to enable them to pick up any concerns. CF commented that confidence was building and that she felt that the Trust was creating an environment where staff felt able to raise issues.

CoG22/01/06 Future Arrangements for Governor Committees

28. The Council noted that AT had chaired a meeting along with CG, SJD and JW regarding the future arrangements for governor committees and a paper was brought to the committee outlining the recommendations that had emerged from the discussion.

29. These included the suggestion that committee memberships should be reviewed annually in order to keep experienced governors on the committee but also to provide opportunities for new governors to join should they wish to.

30. It was agreed that it was beneficial for the committees to explore a small number of topics to explore in depth but that care should be taken not to duplicate the activities of Board committees.

31. The importance of active engagement with non-executive directors was noted and AT emphasised the benefit of this to non-executive directors in providing them with an opportunity to understand the concerns of govenors. It was hoped that this would allow a constructive dialogue to develop with governors so that they were able to fulfil their role of holding the non-executives to account in a constructive fashion.

32. The Council approved the recommendations that all members currently shadowing committees be invited to formally become members should they consent to do so and that committee memberships be formally reviewed by the Council of Governors on an annual basis.

33. It also approved the proposal that two or three relevant non-executive directors be identified to regularly attend the PEMQ or PWF Committees respectively.

CoG22/01/07 Management of Staff Governor Vacancy

34. JM explained that one of the non-clinical staff governors was no longer working for the Trust and had stood down from their role.

35. The Council approved the proposal that two Non-Clinical Staff Governors be elected as part of the current ballot: the first-placed candidate to serve a three-year term (1 April 2022 – 31 March 2025) and the second-placed candidate to serve the remainder of Samantha Parker's term (1 April 2022 – 31 March 2024).

CoG22/01/08 Performance, Workforce and Finance Committee Report

36. CG reported that the Committee had had a constructive discussion of staff wellbeing, supported by Terry Roberts, Chief People Officer, and senior members of his team. The Psychological Medicine Team had outlined the progress that had been made since January 2021, and noted that there was lots of evidence of change in culture and ways of working. It was agreed that the presentation from the session would be circulated to all governors.

CoG22/01/09 Lead Governor Report

37. The Lead Governor had no additional matters to report not already covered on the agenda.

CoG22/01/10 Any Other Business

38. There was no other business on this occasion.

CoG22/01/11 Date of Next Meeting

39. A meeting of the Council of Governors was to take place on **Wednesday 13 April 2022**.

CONFIDENTIAL SESSION

CoG22/01/12 Recommendation from RNAC

40. The Council of Governors approved the recommendation of the Remuneration, Nominations and Appointments Committee that Ms Claire Flint be re-appointed as a non-executive director for a second three-year term of office concluding on 30 April 2025.

CoG22/01/13 Trust Chief Executive Recruitment Process

41. JM explained that the non-executive directors had discussed the process of the recruitment of a new Chief Executive Officer with Terry Roberts, Chief People Officer. This was clearly a very important appointment and would be supported by the use of recruitment consultants.

42. The Chair explained that it would be helpful to hear any initial views from governors regarding the type of individual that should be sought in order to assist in ensuring that the Council would be comfortable with the final recommendation brought to it.

43. Asked about the potential for an interregnum, JM noted that an internal appointment was possible but that an interim arrangements might be needed, explaining that options were being kept open at that stage.

44. GS commented that the number of individuals with the required attributes would be very limited and suggested that a wide net be cast including looking outside of the UK. TBW suggested that any appointment from overseas should ideally have experience with a government-run health system.

45. The value of expertise from recruitment consultants in supporting the process was recognised by the Council.

46. NR suggested that the challenges following the pandemic would be significantly different. She suggested that the ideal candidate would have the courage to be creative and lead by example.

47. RC noted the value of focus groups in the recruitment process for the Chair. She noted that these should ideally be as diverse as possible and reflect staff across all groups. It was recognised that, particularly if candidates from overseas were involved, such groups might not be able to take place face-to-face.

48. JM explained that the experience and expertise of JW was being sought in how to diversify the recruitment process and provide guidance to recruitment firms so that they provided the range of candidates that the Trust was seeking.

49. SB highlighted the importance of an individual who recognised the particular opportunities that were presented by OUH's clinical services and its collaborations with universities. He noted that the advent of ICSs was likely to significantly alter the role of a Trust Chief Executive.

50. HH reiterated the importance of engagement with the local universities, noting that relationships were complex and challenging and suggesting that an individual with a healthcare and academic background might be successful.

51. The Chair was asked what other bodies were likely to have a say in the final decision and JM indicated that there was likely to be regional input. No recommendation would be made that did not enjoy the confidence of the ICS but the Trust would want to make the final decision. JM explained that in the initial stages of the process he would be consulting with a wide range of stakeholders.

52. CG commented that BH had brought a lot of new thinking to the Trust and noted the value of a different approach.

53. MG suggested that the need to work with internal and external starkeholders was important and suggested that the ability to communicatre effectively in the media would be of value.

54. SJD suggested that the ideal candidate would be able to balance the needs of patient and carers, staff and the wider community.

55. DH commented that, whilst it was tempting to employ somebody who had undertaken a similar job it was often a mistake to choose someone who thought they knew the answers rather than arriving with an open mind.

56. JM welcomed these observations from governors as the search commenced.