Council of Governors

Minutes of the Council of Governors Meeting held on **Thursday 4 September 2025** at the Ruskin College, Headington, Oxford.

Present:

Name	Initials	Job Role
Prof Sir Jonathan Montgomery	JM	Trust Chair, [Chair]
Cllr Tim Bearder	TB	Nominated Governor, Oxfordshire County Council
Mr Charles Adomah-Boadi	CAB	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Mr Tony Bagot-Webb	TBW	Public Governor Northamptonshire and Warwickshire
Mr Stuart Bell CBE	SB	Nominated Governor, Oxford Health NHS Foundation Trust
Dr Robin Carr	RC	Public Governor, West Oxfordshire
Prof Lorraine Dixon	LD	Nominated Governor, Oxford Brookes University
Mr Damian Haywood	DH	Public Governor, Oxford City
Prof Helen Higham	HH	Nominated Governor, University of Oxford
Mr Alastair Harding	AH	Public Governor, Vale of White Horse
Dr Jeremy Hodge	JH	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Ms Aliki Kalianou	AK	Staff Governor, Non-Clinical
Dr George Krasopoulos	GK	Staff Governor, Clinical
Mr Andrew Lawrie	AL	Public Governor, Northamptonshire and Warwickshire
Ms Claire Litchfield	CL	Staff Governor, Clinical
Mr Tony Lloyd	TL	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Prof David Matthews	DM	Public Governor, Vale of White Horse
Ms Chris Montague-Johnson	CMJ	Public Governor, Cherwell
Ms Fiona Morrison	FM	Public Governor, Cherwell
Ms Jacqueline Palace	JP	Staff Governor, Clinical

Mrs Nina Robinson	NR	Public Governor, South Oxfordshire
Mr Graham Shelton	GS	Public Governor, West Oxfordshire
Ms Sneha Sunny	SS	Staff Governor, Clinical
Dr Ascanio Tridente	AT	Public Governor, Rest of England and Wales
Mrs Megan Turmezei	MT	Staff Governor, Non-Clinical
Ms Hannah Watkins	HW	Public Governor, South Oxfordshire
Niamh	YPE	Nominated Governor, Young People's Executive

In Attendance:

Mr Simon Crowther	SC	Acting Chief Executive Officer
Ms Janet Dawson	JD	Ernst and Young
Mr Jason Dorsett	JD	Non-Executive Director
Dr Laura Lauer	LL	Deputy Head of Corporate Governance
Dr Neil Scotchmer	NS	Head of Corporate Governance (minutes)
Ms Felicity Taylor-Drewe	FTD	Chief Operating Officer

Apologies:

Ms Ariana Adjani	AA	Public Governor, Oxford City
Dr Gareth Evans	GE	Nominated Governor, Berkshire, Buckinghamshire and Oxfordshire Local Medical Committee
Ben	YPE	Nominated Governor, Young People's Executive

CoG25/09/01 Welcome, Apologies and Declarations of Interest

1. The Trust Chair welcomed those present and apologies were recorded as indicated above.

CoG25/09/02 Minutes of the Meeting Held on 14 May 2025

2. The minutes were approved as an accurate record of the meeting.

CoG25/09/03 Matters Arising

3. The Chief Operating Officer provided an update on the issues with the Immunology Service previously raised by the Lead Governor. She reported that the service remained in the same location and that a solution to the ongoing challenges was still being sought. The team continued to experience pressure, although the workload had stabilised compared to previous periods. Assurance was sought regarding the impact on patients and Ms Taylor-Drewe confirmed she would provide further clarification on this matter.

CoG25/09/04 Chair's Business

4. The Trust Chair informed the Council that the Board development programme had commenced and noted that the later stages of this programme would focus on strengthening relationships with the Council of Governors and other stakeholders. Feedback from governor observers of the Integrated Assurance Committee might helpfully contribute to this.

5. The Trust Chair reported that recruitment was ongoing for three Non-Executive Director roles, with shortlisting scheduled for the following Monday and highlighted the strength of the applicant field.

6. Governors were reminded of the forthcoming Annual Public Meeting, which would take place on 18 September in Tingewick Hall. The publication of the Trust 'At a Glance' document was also noted.

7. The Trust Board was scheduled to meet the following Wednesday. Governors were encouraged to attend, particularly as there would be a seminar session on discharge planning after lunch, to which all governors were warmly invited.

CoG25/09/05 Chief Executive's Briefing

8. The Acting Chief Executive Officer provided his regular update. He reported on a fire that had occurred on Level 7 of the Women's Centre explaining that the incident had been dealt with swiftly and without harm to patients or staff. The Trust had been commended by the Oxfordshire Fire and Rescue Service (OFRS) for the promptness and effectiveness of its response. A review and inspection by the OFRS was underway, with a report and recommended actions expected in due course. It was noted that a fire preparation report had previously been commissioned, and the Trust was also conducting a review into business continuity, emergency preparedness, and lessons learned from the event.

9. Dr Hodge highlighted the opportunity to learn from the incident and sought assurance regarding delays to capital projects in the wake of the Grenfell Tower fire. It was noted that projects had largely been approved in a timely fashion but that resource shortages in a competitive market had presented challenges and that cladding issues had contributed to some delays for the Trust.

10. Mr Crowther provided an update on the implementation of NHS England's new national oversight framework, under which NHS trusts are categorised from Segment 1 (high performing) to Segment 5 (intensive support). He advised that the Trust anticipated being placed in Segment 3, due to underlying financial performance. It was noted that if a Trust is in receipt of deficit support funding, it cannot be rated higher than Segment 3, whereas financial sustainability could see the Trust move to Segment 2. The Council heard that changes were being made to the Trust's Integrated Performance Report to reflect this framework.

11. The Acting Chief Executive reported that overall performance remained broadly in line with the annual plan for access targets as at the end of July, though challenges persisted in meeting cancer targets, particularly the 62-day standard which remained an area of focus. Performance remained strong against the four-hour and twelve-hour emergency department targets, and progress was being made in reducing the number of patients waiting over 52 weeks. Work continued to deliver the Trust's Cost Improvement Programme.

12. Professor Matthews requested an update on the Trust's planned headcount reduction. Mr Crowther confirmed that the Trust was on track, with a reduction of 575 substantive posts largely being achieved through vacancies and natural turnover. Divisions were reviewing how to operate within available resources and options for service redesign. The Council heard that the Trust aimed to minimise impact on staff, maintain safety and quality, and had not implemented either voluntary or compulsory redundancy schemes. Frequent and transparent communications with staff had been maintained, and the upcoming staff survey would serve as a key indicator of staff morale. The Chair commented that there was now a greater confidence that the reductions were not purely opportunistic and would not result in undesired staffing gaps.

13. Mr Crowther informed the Council that a national programme to review maternity services across the NHS was due to commence, initially expected to involve ten providers. The Trust was still awaiting confirmation as to whether it would be selected and the scope and terms of reference were to be confirmed. It was noted that Baroness Amos had been appointed to chair the review process.

14. Professor Dixon reflected on the significant challenges experienced within Maternity and the support measures to assist staff. Mr Crowther confirmed that a comprehensive People Plan was already in place, providing a range of wellbeing support initiatives. He highlighted the availability of confidential routes for staff to speak up and the importance of ongoing communication with the Maternity team. Both the Chief Nursing Officer and the Chief Medical Officer were maintaining regular contact with Maternity staff. The need to continue seeking staff views on what additional support might be necessary through individual engagement was noted, as it was recognised that staff might not raise concerns in open forums.

15. Mr Haywood enquired about patient safety statistics in Maternity. Professor Montgomery clarified that the current focus was primarily on patient experience rather

than safety issues but that the Integrated Assurance Committee would continue to monitor reporting on any exceptions with a comprehensive governance framework in place to track both leading and lagging indicators.

16. The Chief Operating Officer expressed her gratitude to all teams for their support in managing the recent period of industrial action through the incident command structure. She emphasised the importance of respecting staff members' personal choices whilst ensuring that patients continued to receive appropriate support throughout the disruption. It was recognised that a review of the experience of resident doctors had already been identified as a priority area, with a deep dive scheduled at the Integrated Assurance Committee.

17. Mr Krasopoulos highlighted that the Trust's non-consultant medical grades encompassed all doctors not in training, including staff grades who are not always formally recognised as such and the need for visibility across the entire clinical workforce was acknowledged. Mr Crowther informed the Council that the Trust was embarking on a medical staffing review and was in discussion with NHS England about potentially acting as a pilot site for this initiative.

18. The Council noted this update from the Chief Executive.

CoG25/09/06 Summary of the 2024/25 Annual Accounts and Auditor's Annual Report

19. The Chief Finance Officer presented an overview of the 2024/25 Annual Accounts using slides previously circulated to the Council. It was noted that these were a version of those intended for the forthcoming Annual Public Meeting.

20. Mr Dorsett highlighted that there were some differences between the figures in the statutory accounts and those reported through the Trust's monthly management accounts. He reported that the Trust's control total for the year was a deficit of £7m, compared to a breakeven target. Income had grown by 6.1%, which was considered high relative to other parts of the public sector. The Trust had delivered 90% of its substantial cost efficiency programme although a portion of this was non-recurrent. The cash balance at year end had reduced to £12.5m, which was considered low for an organisation of the Trust's size, making cashflow forecasting a key area of focus. Capital expenditure for the year had been 96% of the planned amount.

21. Mr Dorsett summarised the three-year financial trends, noting continued reliance on significant non-recurrent income and cost savings. He explained that the increase in non-current assets reflected ongoing investment, while the change in non-current liabilities from 2022/23 to 2023/24 was due to an accounting adjustment.

22. The main areas of judgement in the accounts were outlined as: the PFI debtor arrangements, PFI liability remeasurement, and accounting for the Secure Data Environment. The Trust's external auditors, Ernst and Young, had issued an unqualified

audit opinion, with no significant weaknesses were identified in the Value for Money assessment.

23. Janet Dawson of Ernst and Young, the Trust's external auditor, presented the Auditors' Annual Report to the Council of Governors.

24. Ms Dawson clarified Ernst and Young's audit responsibilities and confirmed that there was nothing further to report regarding the Annual Governance Statement or remuneration report. The Council heard that, while Value for Money (VfM) was not assessed in terms of achievement, appropriate arrangements were found to be in place to secure VfM. The only significant issues related to the valuation of properties, for which specialist assessors were used, and a difference in technical view on Private Finance Initiative (PFI) remeasurement compared with NHS England advice. However, this did not have a material impact on the accounts, and a robust relationship with the Trust had enabled constructive discussion.

25. Ms Robinson sought assurance regarding the Trust's approach to productivity and investment in technology. It was noted that detailed productivity packs from NHS England were available and the Acting Chief Executive Officer noted the existence of a Productivity Committee and use of Model Hospital data.

26. Dr Shelton, Lead Governor, commended the impressive audit outcome but recognised the challenge of managing cash with low balances. Mr Dorsett described the significant learning over the previous 18 months in cash management and forecasting, with 13-week forecasts reviewed regularly by the Board and Integrated Assurance Committee. NHS England was assessing whether to offer cash top-ups to trusts with low balances, and the Trust was considering this opportunity.

27. Dr Tridente asked about the sustainability of the Trust's income growth and Mr Dorsett explained that this was largely attributable to inflation funding net of efficiency improvements with staff receiving pay increases above inflation. In addition the Trust had delivered increased elective activity with a broadly fixed cost base. NHS England's unpublished productivity measure indicated a 4% improvement for the Trust, with workforce productivity rising by 7%, demonstrating that staff delivered more care without a proportional increase in numbers. There was, however, a structural challenge for the Trust as a provider of emergency care and specialist urgent services, which were not always additionally funded.

28. Mr Lawrie enquired about carbon reporting, specifically scope three emissions and Mr Dorsett confirmed that the Trust had examined this area extensively, supported by a Head of Carbon Management and Sustainability. It was suggested that the Council might wish to be briefed in more detail at a future meeting regarding this ongoing work.

29. Professor Dixon asked about external funding for data storage and Mr Dorsett explained that the Trust had been selected to host the regional Secure Data Environment, providing consented deidentified patient data for researchers. The Council heard that the OUH Secure Data Environment was considered nationally

advanced and had the potential to become a major income source for the Trust in the future.

30. Dr Hodge commented that the audit report was complimentary regarding risk management and asked about risks in the NHS Ten Year Plan. Mr Dorsett stated that the Trust was prepared for shifts in care delivery, including moving patient visits to community settings where appropriate, and was not at risk of large stranded costs. The importance of ensuring that income reductions were matched by cost reductions was highlighted.
31. Mr Tony Lloyd enquired about the potential for a material increase in drug costs due to US policy to impact the Trust and Mr Dorsett confirmed that increases in drug costs were generally reimbursed.
32. The Trust was congratulated on receiving an unqualified audit opinion and the Trust Chair expressed thanks to Janet Dawson and her team for the assurance provided and commended the management team for their diligent work.

CoG25/09/07 NHS Ten Year Plan

33. The Council of Governors engaged in an in-depth discussion regarding the NHS Ten-Year Plan. The conversation focused on how OUH could align its distinctive strengths, such as research and specialist services, with the broader objectives of the Plan, while acknowledging the Trust's wide footprint and unique tertiary roles.
34. Professor Montgomery emphasised the need to balance the Trust's integration within new models of care with opportunities to further develop areas less emphasised by the national NHS approach, such as workforce development and links to life sciences.
35. The Lead Governor noted that the evolving landscape presented significant opportunities for the Council of Governors, particularly in terms of its role and engagement with both Non-Executive and Executive Directors. The importance of improving lines of communication and decision-making was underscored, with a proposal for a seminar between Governors and Non-Executive Directors to facilitate this.
36. Mr Crowther reported on recent developments within the emerging Thames Valley Integrated Care Board (ICB) and the region's ambition to transition more care from hospital to community settings, supported by digital and preventative strategies. He cautioned, however, about the risk of over-focusing on local services at the expense of tertiary and specialist provision. The need for honest engagement with patients about what was achievable within existing resources was acknowledged.
37. Discussion also covered the future of provider funding, with Mr Lloyd raising the shift towards outcome-based financing. The complexities of implementing such models in practice were noted.
38. Mr Bell highlighted the planned devolution of specialised commissioning to consortia and the risks of inconsistency of approach. The Council discussed the need for clear

and stable commissioning arrangements, noting potential opportunities for integrated health organisations.

39. Dr Carr raised the critical issue of service users' ability to navigate the changing health system, citing digital literacy and self-management skills as challenges. The Council reflected on the need for OUH to act as an anchor organisation, leading the adoption of new approaches while ensuring that local and seamless care was accessible to all.

40. Dr Krasopoulos expressed support for the Ten-Year Plan's approach and highlighted OUH's status as a world-leading centre, suggesting that strategic alliances would be key. Professor Montgomery and Simon Crowther agreed on the importance of considering the Trust's broader social and economic contributions, seeking appropriate expert advice, and continuing collective discussions as more detail on the Plan emerged.

41. The Council noted that the Shelford Group was actively reviewing and responding to the Plan and that OUH would need to judge its future engagement as national guidance developed further.

CoG25/09/08 Lead Governor and Committee Succession Arrangements

42. The Trust Chair presented this paper proposing strengthened succession planning and resilience for the Lead Governor role and Council committees. Governors were invited to consider the future operation of the Deputy Lead Governor position, including whether a structured annual rotation into the Lead Governor role should be implemented or whether a more flexible approach allowing the Lead Governor to remain in post for longer periods would be preferable. The Council was also asked to consider whether the option to elect someone other than the Deputy to the Lead Governor role should be retained.

43. The Council of Governors endorsed the recommendation to develop proposals for the creation of a Deputy Lead Governor role, who would share responsibilities with the Lead Governor and act as Lead Governor Elect. Additionally, the Council supported amending the terms of reference for the Patient Experience, Membership and Quality Committee and the People, Workforce and Finance Committee to allow for the formal selection of Vice-Chairs. Professor Montgomery sought confirmation of support and a mandate to proceed, and it was agreed that specific proposals would be developed on this basis.

CoG25/10/09 Patient Experience, Membership and Quality Committee Report

44. Dr Carr presented a summary of the meetings of the Patient Experience, Membership and Quality (PEMQ) Committee held on 17 June and 29 August. The most recent meeting had included a comprehensive update on Maternity.

45. Dr Carr noted that the best mechanism for feedback to and from the Board was via Non-Executive Directors (NEDs) and yet there had been no NEDs present at the most

recent meeting which was a recurring issue. There was concern that this limited opportunities for governors to hold the Board to account via the non-executives and to add value to Board-level decision-making. The Trust Chair confirmed that this topic would be included on the agenda for the next committee chairs' discussion.

46. The Committee's report was noted.

CoG25/10/09 Performance, Workforce and Finance Committee Report

47. Mr Hodge presented a summary of the Performance, Workforce and Finance (PWF) Committee meeting held on 2 July. The Committee had focused on the Operational Performance Plan, the People Plan, and received an update on the Annual Plan. Helpful contributions were noted from a non-executive perspective from Paul Dean.

48. The Committee reviewed the Trust's financial position, with particular attention to cash flow, and were reassured that appropriate mechanisms were in place to manage financial risks. However, delays in commissioning and confirmation of income were noted. Staffing reviews were reported to be on track.

49. Committee members had an early preview of the new live performance dashboard, which had been positively received. The Trust Chair explained that the Board was in the process of learning to use this dashboard, and it was anticipated that, once fully embedded, it would support a greater focus on data accuracy. This development had been driven by Non-Executive Directors, who had expressed concern about a reliance on outdated data reducing the impact of discussions.

50. Ms Robinson reported on meetings with the chaplaincy team regarding the procedures followed in relation to patient deaths and work to follow up the issues raised was ongoing. This had highlighted a number of data quality issues. Mr Crowther acknowledged that further work was required to improve data quality, recognising that there were still too many different pieces of software in use. An issue with swipe access was also noted which was understood to be largely resolved, although some issues remained outstanding.

51. The Committee's report was noted.

CoG25/09/11 Lead Governor Report

52. The Lead Governor had no additional business to raise on this occasion.

CoG25/09/12 Any Other Business

53. Professor Matthews raised the topic of the new Ellison Institute of Technology life sciences centre. The Acting Chief Executive Officer confirmed that active discussions were underway.

54. Governors noted the impact of digital changes on job roles, particularly the increased time clinical staff spend inputting information which resulted in less direct patient

contact and more administrative responsibilities. The potential effects on productivity and workforce wellbeing were noted. Mr Crowther recognised the need to streamline data returns and evidence requirements where possible through a quality improvement approach, acknowledging that these were not always within the Trust's control.

CoG25/05/13 Date of Next Meeting

55. The meeting will take place on Wednesday 12 November.