

Council of Governors

Minutes of the Council of Governors Meeting held on **Wednesday 9 February 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
Ms Rebecca Cullen	RC	Staff Governor, Non-Clinical
Mrs Sally-Jane Davidge	SJD	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
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
Mr David Heyes	DH	Public Governor, West Oxfordshire
Mrs Anita Higham OBE	AH	Public Governor, Cherwell
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
Mr Graham Shelton	GS	Public Governor, West Oxfordshire
Ms Jules Stockbridge	JS	Staff Governor, Clinical
Mr Jonathan Wyatt	JWy	Public Governor, Rest of England and Wales

In Attendance:

Caroline Rouse	CR	Foundation Trust Governor and Membership Manager, [Minutes]
Mr Jason Dorsett	JD	Chief Finance Officer
Ms Paula Hay-Plumb	PHP	Non-Executive Director
Ms Laura Lauer	LL	Deputy Head of Corporate Governance
Ms Katie Kapernaros	KK	Non-Executive Director
Mr Adedoyin Ogunbiyi	AO	Director of Finance
Dr Neil Scotchmer	NS	Head of Corporate Governance
Ms Anne Tutt	AT	Non-Executive Director

Apologies:

Ms Gemma Davison	GD	Public Governor, Cherwell
Prof Helen Higham	HH	Nominated Governor, University of Oxford
Mr Gareth Kenworthy	GK	Nominated Governor, Oxford Clinical Commissioning Group
Dr Astrid Schloerscheidt	AS	Nominated Governor, Oxford Brookes University
Ms Sally-Anne Watts	SAW	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Mrs Susan Woollacott	SW	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire

CoG22/02/01 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.

CoG22/01/02 Chair's BusinessFinancial Undertakings

2. JM informed governors that the financial enforcement undertakings on the Trust had now been lifted which was very positive new for the organisation. He noted, however, that the CQC rating of 'requires improvement' could probably not be changed until the CQC restarted their visits. JM thanked executive colleagues for all the work they had done to facilitate this.

Update on Governor Elections

3. JM reminded governors to use their vote, ballots having been sent out to all members on Tuesday 8 February.
4. It was noted that a number of governors had not stood for re-election, these being Cecilia Gould, Martin Havelock, Sue Woollacott, Tom Law and Rebecca Cullen. JM explained that he would be writing to them to thank them for the support that they had provided to the Trust.
5. As CG had had chosen not to stand it was noted that the timetable for the lead governor election needed to be revisited.

6. At its meeting on 21 September 2022 the Council agreed that selection of the Lead Governor should be by the members of the Council to be in place following the elections and indicated that this would take place in April.
7. As elections in April would lead to a gap with no Lead Governor it was suggested that the spirit of this decision be applied by holding elections during March with the incoming Council as the electorate and any member of the incoming Council eligible to stand with a view to completing the process prior to 1 April.
8. It was proposed that the process to be followed be in line with other recent elections and that the selection be by secret ballot following self-nomination. In line with best practice, there would be a requirement that all nominations are seconded by one other governor. The vote would then take place via a secret ballot through electronic means, coordinated through the Corporate Governance Office.
9. The timetable for elections would be confirmed so as to produce a result prior to the end of March.
10. DH asked whether there were any difficulties with the process as some of those voting would not be governors at the time of the vote. NS confirmed that this was not regarded as a difficulty as the Trust had the power to select a Lead Governor through any process it chose but with the requirement that the Trust should formally have at all times a Lead Governor with whom NHSE/I could communicate.
11. The Council supported the proposed approach and noted that an email would be sent to governors as soon as the election results were known to clarify the arrangements for the Lead Governor ballot.

CoG22/02/03 External Audit Tender

12. Ms Paula Hay-Plumb, as Chair of the Audit Committee, presented this paper which asked the Council to consider the recommendation of the Audit Committee based on the competitive process that was overseen by the External Audit Working Group.
13. According to the Trust's Constitution as a foundation trust, as derived from the NHS Act (2006), the Council of Governors is responsible for appointing the external auditor and the responsibility for this decision cannot be delegated.
14. PHP reported that a small group of governors, executives and non-executives had been engaged as the external audit working group to find a new auditor and noted that the market had proved a challenging one in which to undertake the exercise.
15. Three bids had been received, with one company later withdrawing. The other two were very contrasting bids and were assessed through presentations and supplemental questions.
16. The appointment of Ernst and Young was the unanimous recommendation of the panel. Although the bid was more costly, it was regarded as representing a value added approach in interrogating the trust's procedures and data and had demonstrated a good

appreciation of the complex environment that the trust operated. The Audit Committee had endorsed the recommendation and would focus on how to get the most out of the contract.

17. MH, who had been a member of the panel, endorsed the decision and commended the support that the panel had received from Richard Gardner and Doyin Ogunbiyi in clarifying the analysis and evaluation.
18. NR, another governor panel member, also confirmed her support and praised the support that had been provided in answering the questions raised by panel members and the leadership to the process that PHP had provided. She noted that the Trust would need to ensure that it maximised the value from the successful bid.
19. KK noted that a key factor had been the extra risk mitigation that would be provided by the additional days of audit in the bid.
20. JD explained that the bid represented an uplift of 22% on the current contract but noted that a higher fee was consistent with the current market with other trusts who had retendered recently seeing an increase in fees. He explained that he had not been a member of the panel as one of the principle tasks of the auditors was to test the robustness of the work that his team prepared. However he commented that he was very comfortable with the judgement the panel had reached.
21. The Council noted that high quality audit reduced the probability that managers prepared accounts that weren't robust. JD commented that the work undertaken with Grant Thornton had been focussed on management accounting and budgeting, but didn't look at assurance on financial accounting and accounts. The extra investment in audit work would therefore compliment the existing work programme related to the financial governance review.
22. The Committee also noted that the Trust had received very positive references.
23. The Council noted that the successful bidder had recently been subject to sanctions but also that it was difficult to find a major auditor who had not received sanctions at one time or another.
24. JD also confirmed that the increased fee could be absorbed entirely in the recurrent underspend.
25. The Council of Governors noted the robust process that had been followed and accepted the recommendation of the External Audit Working Group and award the contract to Ernst and Young.

CoG22/02/4 Any Other Business

26. JM updated the Council in relation to the search for a new Chief Executive and noted that it was expected that the appointment of recruitment consultants would be confirmed shortly.

27. The Chair also informed governors that the seminar due to take place on the 25 February had been stood down, as it had been agreed that the time would be better used supporting new governors when they come into post.
28. TBW raised a concern regarding the Trust's ANPR system and it was agreed that this would be followed up outside of the meeting.
29. The Chair thanked all governors who had chosen not to stand for re-election for their service in the governor role and, in particular, expressed his thanks to Cecilia Gould for all that she had done as Lead Governor. Dr Gould thanked the Chair and wished the Council well in undertaking its role and ensuring that the Trust maintained its values.

CoG22/02/5 Date of Next Meeting

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