



**MINUTES OF THE FOUNDATION TRUST COUNCIL OF GOVERNORS MEETING HELD AT 4PM ON THURSDAY 19 JULY 2018 IN THE LARGE TRAINING ROOM, LEARNING CENTRE, CALDERDALE ROYAL HOSPITAL**

**PRESENT:**

Philip Lewer                      Chair

**Publicly Elected Governors**

Stephen Baines	Constituency 5
Annette Bell	Constituency 6
Paul Butterworth	Constituency 6
Diane Hughes	Constituency 3
Brian Moore	Constituency 8 / Lead Governor
Lynn Moore	Constituency 7
Alison Schofield	Constituency 7 (+ Carer)
Kate Wileman	Constituency 4 (Reserve Register)

**Staff Governors**

Linzi Smith                      Constituency 11

**Stakeholder Governors**

Felicity Astin                      University of Huddersfield

**IN ATTENDANCE:**

Karen Heaton	Non-Executive Director
Lesley Hill	Executive Director of Planning, Estates & Facilities
Victoria Pickles	Company Secretary
Amber Fox	Corporate Governance Manager (minutes)

**53/18 APOLOGIES FOR ABSENCE**

Apologies for absence were received from:

Veronica Maher	Public Elected – Constituency 4
Brian Richardson	Public Elected – Constituency 5
Rosemary Hedges	Public Elected – Constituency 1
John Richardson	Public Elected – Constituency 3
Dr Peter Bamber	Staff Elected – Constituency 9
Sian Grbin	Staff Elected – Constituency 13
Rory Deighton	Nominated Stakeholder – Healthwatch Kirklees

**54/18 DECLARATIONS OF INTEREST**

There were no declarations of interest.

**55/18 UPDATE ON WHOLLY OWNED SUBSIDIARY**

The Company Secretary explained that at the previous Council of Governors meeting it had been agreed to set up a special meeting to discuss the item on

proposed changes to the Trust's Constitution regarding staff membership. Since the previous meeting there had been a number of emails from Governors setting out their views on whether or not staff employed by the Wholly Owned Subsidiary should be included within the staff membership of the Trust. The Chair highlighted that to make changes to the Trust's Constitution there needs to be support from 50% of the Council of Governors prior to ratification by the Trust Board and then final approval by NHS Improvement.

The Company Secretary described the original recommendation which was to include all staff that work or will work for the WOS to be classed in the staff member constituency within the Trust membership. She explained that Brian Moore had shared an alternative recommendation to also include ISS staff. The Company Secretary described the challenge of this given the different contractual relationship between the Trust and companies who provide services within the PFI building. The Company Secretary shared an alternative recommendation put forward by Peter Bamber which suggested that existing staff that transfer into the WOS should continue as members of the staff consistency; however, this would not apply to any new staff employed by the WOS. This has been seconded by Sian Grbin who also urged caution from the Council of Governors.

Brian Moore's second recommendation is the same rules to apply for any individual employed by any organisation e.g. portering, full time or part time (min 8 hours per week) in the Trust or a company that services the Trust for a minimum of 12 months, working at the Trust and associating Trust sites. The Company Secretary confirmed the Digital staff e.g. THIS and HPS are employed by the Trust and are on the Trust payroll; therefore, they are already staff members of the Trust. The difference with ISS is that they are contracted through the PFI provider and have no direct contractual arrangement with the Trust. The Executive Director of Planning, Estates and Facilities explained the Trust would need to ask ISS and Engie whether they would agree to open up membership to their employees. Discussion took place around the role of members and their ability to elect a governor and the impact this has on the ability to influence the way in which colleagues are supported. As a wholly owned subsidiary, the Trust will still have the ability to influence.

Stephen Baines highlighted that it could be considered part of the terms and conditions of the staff that are due to TUPE into the WOS and therefore they should be able to remain members of the Trust. Alison Schofield added existing staff who are transferring over should take membership with them as it is important to feel valued.

The recommendation that staff membership should apply to any employee TUPED across as part of their terms and conditions will remain members of the Trust and any new employees joining the organisation will not be eligible to join. This was seconded by Stephen Baines, Annette Bell and Paul Butterworth. It was agreed to

remove 1.4.1 of the paper and provide the proposed rewording.

Paul Butterworth noted any staff employed by ISS should be informed about their right to become a public member of the Trust. The Company Secretary agreed to take this forward.

**ACTION: Company Secretary**

**OUTCOME:** The Council of Governors **APPROVED** the amendments to the Trust Constitution subject to the change to 1.4.1

The Company Secretary thanked the governors for their important contributions.

## **56/18 ANY OTHER BUSINESS**

The Company Secretary explained that at the previous Council of Governors meeting there had been a request that governors be asked to declare their agreement / disagreement of the WOS. Responses have been received from most but not all and there had been some requests to only share anonymized information.

The responses from those who have declared are as follows:

- Agree - 6
- Disagree - 6
- Neither agree or disagree - 2

It had also been agreed at the previous meeting to provide feedback to the Company Secretary on the car parking proposal. The Company Secretary thanked governors for their responses and explained that these would be shared with the Board at the same time as the car parking proposal so that Board members understand the views of the Council of Governors.

Linzi Smith highlighted staff that pay for permits out of their salary have been told they need to pay again at Princess Royal. The Executive Director of Planning, Estates and Facilities explained the Trust don't own Princess Royal; however, staff should be able to claim on parking.

Kate Wileman raised the importance of governors getting together with the Non-Executive Directors to hold them to account and believes this should be mandatory.

The Chair provided a further update on the response to the Secretary of State letter. A workshop will be held in private with the Overview and Scrutiny Panel next Tuesday 24 July. The Company Secretary explained our regulators and CCGs are working towards a tight time scale of 4 weeks. The meeting between NHS England and NHS Improvement is taking place on Monday afternoon; the Company Secretary will share an update following this meeting.

**ACTION: Company Secretary**

Paul Butterworth referenced the email asking for the governor's views on meetings. The Company Secretary responded this is being turned into a Programme based on the feedback received and will be shared at a future meeting.

**DATE AND TIME OF NEXT MEETING**

Date: Thursday 18 October 2018 commencing at 4:00 pm

Venue: Boardroom, HRI

The Chair formally closed the meeting at 16:46 pm and invite attendees to the next meeting.

Brian Moore thanked the Governors for attending this extra-ordinary meeting.