

Council of Governors


Schedule	Thursday 28 January 2021, 15:30 — 17:30 GMT
Venue	Microsoft Teams
Organiser	Jacqueline Ryden


Agenda

15:30	1. Welcome and Introductions: To Note - Presented by Philip Lewer
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15:31	2. Apologies for absence: Ellen Armistead, Director of Nursing To Note - Presented by Philip Lewer
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15:32	3. Declaration of Interests To Note
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15:33	4. Minutes of the last meeting held on 22 October 2020 To Approve - Presented by Philip Lewer  APP A - Draft Minutes of CoG 22.1020 - v3.docx	1
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15:35	5. Matters Arising / Action Log To Note  APP B - Action Log as at 22 October 2020.docx	12
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NON-EXECUTIVE DIRECTORS
Presented by Alastair Graham and Karen Heaton

15:36	6. Feedback from Non-Executive Directors in attendance For Assurance - Presented by Alastair Graham and Karen Heaton
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QUALITY

15:56	7. Quality Report Presentation - Doriann Bailey
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16:06	8. Selection of 2021/2022 Quality Priorities Presented by Andrea McCourt  APP C - QA Priorities 2021-22.docx	13
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16:11	9. Risk Register Presentation - Doriann Bailey/Gareth Webb	
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PERFORMANCE AND STRATEGY


16:21	10. Operational Covid Update - Presentation Presented by Helen Barker	
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16:31	11. Performance Update - Presentation To Note - Presented by Helen Barker	
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16:41	12. Finance Report To Note - Presented by Gary Boothby  APP D - Month 8 Finance Report for Council of Governors.pdf	15
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16:51	13. Planning Overview 2021/2022 - Verbal Update To Note - Presented by Gary Boothby	
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UPDATE FROM COUNCIL OF GOVERNORS SUB-COMMITTEE

17:01	14. Nominations and Remuneration Committee (CoG) - draft minutes of meeting held 18.1.2021 a. Re-Appointment of Chair To Approve - Presented by Philip Lewer  APP E - Draft Minutes - Noms Rems Cttee (COG) 180121 v2.docx	18
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CHAIR'S REPORT

Presented by Philip Lewer



17:06	15. Update from Chair To Note - Presented by Philip Lewer	
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GOVERNANCE

- 17:11 16. Update from Lead Governor, Stephen Baines
To Note
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COMPANY SECRETARY REPORT

Presented by Andrea McCourt

- 17:16 17. a. Review of Election Arrangements 2021
b. Update on Tenures of Non-Executive Directors
To Note - Presented by Andrea McCourt
-  APP F1 - Review of Election Arrangements 2021.docx 21
-  APP F2 - NED - TENURES REMUNERATION AS AT JANUARY 2021.doc 24
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- 17:26 18. Any Other Business
-

- 17:27 19. DATE AND TIME OF NEXT MEETINGS:
- Council of Governors meeting
Date: 22 April 2021
Time: 3:30 – 5:30 pm (Private meeting 2:00 – 3:15 pm)
Venue: TBC
Presented by Philip Lewer
-

PRESENT:

Chair

John Gledhill

Public Elected – Lindley and the Valleys

Public Elected - Huddersfield Central

Public elected – East Halifax and Bradford

Public elected – Skircoat and Lower Calder Valley – Lead Governor

Public Elected – North and Central Halifax

Public Elected – South Huddersfield

Public Elected – Calder and Ryburn Valleys

Linzi Smith

Staff Elected – Management / Admin / Clerical

Staff Elected – AHPs

Staff Elected – Doctors/Dentists

Cllr Lesley Warner

Kirklees Metropolitan Council

Healthwatch Kirklees and Calderdale

University of Huddersfield

Locala

Peter Wilkinson

Non Executive Director

Non Executive Director

Director of Finance

Chief Operating Officer

Director of Nursing

Company Secretary

Corporate Governance Manager (minutes)

Veronica Woollin

Public Elected - North Kirklees

Public Elected – Huddersfield Central

Public Elected – South Kirklees

Staff Elected – Nurses and Midwives

Calderdale and Huddersfield Solutions Ltd (CHS)

Calderdale Metropolitan Council

Public Elected - North and Central Halifax

Public Elected – South Kirklees

32/20 WELCOME & INTRODUCTIONS

The Chair welcomed governors, colleagues from the Board of Directors and staff presenting papers to the meeting.

The Chair advised that Paul Butterworth had tendered his resignation as a public governor with effect from 21 October 2020.

33/20 DECLARATIONS OF INTEREST

The Chair reminded the Council of Governors and staff colleagues to declare their interest at any point in the agenda.

34/20 MINUTES OF THE LAST MEETING HELD ON 9 JULY 2020

The minutes of the previous meeting held on 9 July 2020 were approved as a correct record.

OUTCOME: The minutes of the previous meeting held on 9 July 2020 were **APPROVED** as a correct record.

35/20 MATTERS ARISING / ACTION LOG

The action log was reviewed and updates were noted.

OUTCOME: The Council of Governors **NOTED** the updates to the action log.

36/20 TEN-YEAR STRATEGY AND STRATEGIC PRIORITIES

The Company Secretary provided an update on the annual strategic objectives for the Trust for 2020-2021 and the ten-year strategy. The Trust's ten-year strategic plan was approved by the Board on 5 March 2020. On 2 July 2020 the one-year strategic objectives for 2020-21 to support delivery of the ten-year plan were presented to the Board, and an update on progress with the 2020-2021 strategic objectives will be presented to the Board at the meeting on 5 November 2020.

Chris Reeves referred to the ten-year strategy 'working with partners' and asked if the strategy addressed how organisations can work together to ensure the right workforce for the future for Kirklees and Calderdale rather than working in silos. The Company Secretary advised that this is done through the provider group, West Yorkshire Association of Acute Trusts (WYAAT) which covers specialties and services and broader discussion through the Integrated Care System in West Yorkshire. The Chair added that responding to the pandemic has resulted in increased collaborative working with Locala, in particular regarding sharing of resources.

OUTCOME: The Council of Governors **NOTED** the Trust's Ten-Year Strategy and the 2020-2021 strategic Objectives and **NOTED** that an update on progress with the One-Year Strategy for 2020-2021 will be presented to the Board on 5 November 2020.

37/20 PERFORMANCE AND STRATEGY

a. Operational Update

The Chief Operating Officer provided details on the Covid position at 7 October compared to 21 October 2020. The mortality rate has started to increase, but patients are continuing to be discharged well. Staff absence is also increasing. A comparison of wave 1 and wave 2 data was provided for Covid in-patients and those in critical care.

The Board agreed key principles of stabilisation and re-set planning at its meeting on 2 July 2020, with patient and staff safety considered a priority, and resilience around surge and winter. It is recognized that there are patients who are awaiting longer but the Trust has committed that it will treat the patients according to clinical priority rather than how long they have waited. This will also take into account information on health inequalities.

The Chief Operating Officer provided an update on planned activity, waiting times and prioritisation, work ongoing in Paediatrics and Community. The Trust has continued to treat patients with a cancer diagnosis within the national standards. A number of 'must do's' were reiterated, which are both a personal and collective responsibility. Some challenges still remain on social distancing.

The Chief Operating Officer advised that winter will be the most challenging yet for the Trust, both in terms of Covid and the impact Covid has had on older patients. A plan has been developed using intelligence, insights and modelling work that exist in the system. A robust and consistent system response will be required. A number of risks were highlighted, including workforce fatigue and overall resilience.

Overall performance is reasonably resilient given the pressures and challenges faced. The Emergency Care Standard remains a challenge. Work is ongoing to move towards increased outcome metrics in the integrated performance report, including a selection of Covid-19 specific metrics, and improved links to the CQC Insight report.

Helen Hunter asked how the Trust can make sure that those people who will potentially face further delays in planned care are being facilitated to stay as well as they can. The Chief Operating Officer advised that data has been pulled together to share with GP practices around patients, particularly elderly patients, who are accessing more than one service. GPs are setting up multi-disciplinary teams to review these. In addition, work is being undertaken on preventative reablement rather than reactive reablement to keep patients more active. A buddy process is being set up where a group of staff will keep in regular contact with patients who are waiting.

Alison Schofield explained that there seems to be a gap in obtaining personal protective equipment for those people accessing care in the community. She has requested PPE on through several channels. The Chief Operating Officer will pick this up with the local authority and feed back to Alison.

Jude Goddard thanked the Chief Operating Officer for the comprehensive presentation and asked how governors can do more to support the Trust. The Chair suggested that the messages contained in the regular newsletters could be shared with the public and that governors could check in through virtual calls with members

of staff at different levels. The Director of Nursing added that the most important and beneficial action for all would be to communicate the message 'hands, face, space' and encourage each member of the public to do their duty in this regard.

Peter Bamber asked why the respiratory ward at Calderdale is not taking patients on CPAP which is limiting bed availability in the intensive care unit and asked how this situation could be improved. The Chief Operating Officer advised that work is ongoing with the respiratory and critical care teams to develop an acute respiratory unit which would be more attractive to staff. The staffing numbers currently prevent the use of CPAP on the respiratory unit. This work needs to look at the respiratory ward, critical care and the community as a whole. Peter Bamber asked how quickly the Trust could escalate to pull staff into respiratory in order to support the use of CPAP. The Director of Nursing advised that this could be done very quickly as staff were trained for their earlier deployment. The Director of Nursing is working hard with the Chief Operating Officer to ensure plans are in place for when the tipping point is reached. Staff will only be deployed when it is safe and sensible to do so.

OUTCOME: The Council of Governors **NOTED** the Operational Update.

b. Financial Position and Forecast – Month 5

The Director of Finance summarised the key points from the financial year ending 31 March 2020 and the Month 5 position at the end of August 2020.

The Trust is at a break-even position at the end of the first five months with no over or under spend. The finance regime for the first six months has been very supportive and any reasonable additional expenditure incurred has been reimbursed. Additional funding of £11.66m has been received against Covid expenditure at £14m. Expenditure has reduced due to a reduction in activity. Year to date the cost improvement programme has delivered £80k, significantly less than planned, but this has been accepted as part of the finance regime as all efforts of staff have been focused on delivering the Covid response.

In addition to the £11.66m, the Trust has also received approximately £1m of Covid capital to purchase equipment and is also due to receive some additional significant sums of £4.6m in relation to critical estate infrastructure, £2.2m from a tranche of urgent care funding, which will be used to create an additional isolation ward at Huddersfield, an additional £350k for critical care equipment, £500k related to endoscopy which will allow more throughput of activity.

The cash position is favourable with £56m cash in the bank for the first time in the Trust's experience. The regime in relation to cash has changed, with the Trust being paid a month in advance in order that local small suppliers in particular can be paid as quickly as possible.

The forecast also shows the Trust to be in balance. The changed regime for the remainder of the year means that a sum of £2.1b has been allocated for the Integrated Care System (ICS), which includes all providers. The ICS is in the process of submitting a plan that shows a gap. Some of the gaps related to 'other income' with Trusts expected to return to the same level of activity. Additional funding will be required, and it is hoped that the gaps will be recognised and the plan adjusted accordingly.

The Chair asked if income from car parking was included in the 'other activity'. The Director of Finance explained that the financial envelope for the remainder of the year recognizes that staff will not be charged for parking until the end of March 2021 but that there was a requirement to re-introduce parking charges for patients and visitors, equivalent to £170k of income between October 2020 to March 2021. The barriers were lowered at CHFT in order to follow national guidance to reintroduce charges, but it was found that the patient and visitor car park was empty whereas staff were unable to find a parking space, particularly at Calderdale. The decision was therefore taken to lift the barriers back up. Work is ongoing to find an alternative solution.

Chris Reeves asked if the forecast of reduced cost improvement plan will lead to problems next year. The Director of Finance explained that guidance for next year has not been received.

Jude Goddard asked how the ICS will bridge the gaps. The Director of Finance explained that each organisation has to go back to the plan and identify opportunities to save money. For CHFT it is anticipated that spend will be less than forecast by £2.2m. From month seven to month twelve the plan was to employ 265 whole-time equivalent members of staff but recruitment has not yet commenced. After each organisation had completed this exercise, there is still a £10m gap for the ICS but the Directors of Finance are confident this will slip by another £10m against a scale of £2.1b.

OUTCOME: The Council of Governors **NOTED** the Month 5 Financial Summary for 2020/21.

38/20 QUALITY REPORT

The Director of Nursing gave a presentation on the Strategy for Quality and Safety which seeks to pull together all workstreams around quality and safety which it was agreed would be circulated to governors after the meeting. The ambition to build a solid culture of safety through learning and improving was outlined as well as the underpinning principles of insight, involvement and improvement. Pledges aligned to the four pillars in relation to the quality strategy were shared and the importance of creating the right environment to enable this was key. The governance structure for quality governance was shared. The Trust quality priorities for 2020/21 by CQC domain and focused quality priorities were shared.

An update was provided on progress made on the 2020/21 quality account priorities chosen by the governors as follows:

Priority One – Safety – Learning lessons to improve patient experience

- Learning Portal / Resources - Work is underway to review / refresh the current intranet pages
- Building capacity and capability - Three Rs session is planned to better understand staff learning needs
- Learning from Complaints and Incidents / Continuous Quality Improvement (QI) – The first meeting of a joint meeting of the service leads responsible for both complaints and incidents is planned. This QI group will be responsible for developing an integrated process for the management of incidents/complaints

and the development of a process of learning from complaints/incidents - the monitoring of associated learning actions from complaints / incidents and demonstrating outcomes through the use of the impact framework and impact stories, linked to an audit process.

- Work is underway to develop an evidence-based framework that will support the creation of 'constructed stories' that will draw upon complaints and incidents as the 'story' evidence base. The framework is aimed at supporting staff on a trust wide basis to develop a constructed story.

Priority Two – Effectiveness – Improve staff handovers to ensure they routinely refer to the psychological and emotional needs of patients, as well as their relatives/carers

- A task and finish group was set up with key stakeholders (ED, AMU, Safeguarding, Mental Health Team) to improve the care of mental health patients.
- A robust risk assessment was developed by the task and finish group and this was trialled on the Acute Floor at CRH. This was used alongside a flow chart to determine the level of risk and any required interventions and escalation. The tool allows for the named nurse to engage in conversation with the patient and establish their current mental state.
- In developing the risk assessment an inclusive and engaging process has taken place via task and finish group route including appropriate stakeholders.
- Ongoing audit of patient records to provide assurance that the tool is used robustly for patients admitted with mental health problems.

Priority Three – Caring/Experience – improved resources for distressed relatives/breaking bad news relating to end of life care

- Bereavement Telephone Service:
The bereavement telephone service set-up during COVID to support relatives and loved ones is coordinated and run by the End of Life (EoL) Care Education Facilitation Team. The team continues to make up to 30 telephone calls per week. The feedback from those receiving the calls is positive and at times quite powerful.
- Quality Improvement Standard Pre and Post Bereavement – Ward Level
A task and finish group is being established to introduce a standard(s) that will improve a person's experience pre and post bereavement delivered by the ward team.
- West Yorkshire and Harrogate Cancer Alliance are looking to produce a set of good practice guidelines associated with breaking bad news in a number of scenarios including virtual breaking bad news.
- Community Palliative Care Team continue to offer bereavement support, contacting the family by phone and offering face to face support if needed and send out bereavement cards and 1 year memorial cards.

OUTCOME: The Council of Governors **NOTED** the Quality and Safety Strategy and **NOTED** the progress made with the 2020/21 Quality Account priorities.

39/20 UPDATE FROM COUNCIL OF GOVERNORS SUB-COMMITTEE

Nominations and Remuneration Committee held on 8 September 2020

The Chair reported that a meeting was held on 8 September 2020 where it was agreed that Andy Nelson and Alastair Graham would be re-appointed as Non-Executive Directors until 30 September 2023 and 30 November 2023 respectively.

It was noted that a verbal update was also provided to members at the meeting by Richard Hopkin on the outcome of the Chair's appraisal.

OUTCOME: The Council of Governors **APPROVED** the minutes of the Nominations and Remuneration Committee meeting held on 8 September 2020.

40/20 CHAIR'S REPORT

Ratify Decision at Nominations and Remuneration Committee on Non-Executive Directors Re-appointment

The Chair asked the Council of Governors to ratify the re-appointment of two Non-Executive Directors, Andy Nelson for three years to 30 September 2023 and Alastair Graham to 30 November 2023.

OUTCOME: The Council of Governors **RATIFIED** the decision by the Nominations and Remuneration Committee on the re-appointment of Andy Nelson and Alastair Graham for three years.

41/20 UPDATE FROM LEAD GOVERNOR/CHAIR

An update was provided by the Lead Governor and Chair during the Private session which preceded this meeting.

42/20 OUTCOME OF CHAIR'S APPRAISAL

The Chair left the meeting during discussion of this agenda item.

Richard Hopkin provided the Governors with an update on the process and outcome of the Chair's appraisal. The outcome of the appraisal was very positive which confirmed that the Chair commands a high level of support. Richard Hopkin thanked the governors for taking part in the process. The Lead Governor stated that he fully agreed with the positive comments on the work of the Chair, and Christine Mills also supported this view stating that Philip puts a great deal of effort into his role as Chair and in particular his support for the governors.

OUTCOME: The Council of Governors **NOTED** the outcome of the Chair's appraisal.

43/20 COUNCIL OF GOVERNORS SELF-EFFECTIVENESS FEEDBACK/OUTCOME

The Company Secretary presented the report which analysed responses to the Council of Governors annual effectiveness questionnaire undertaken in 2020 and to identify the actions resulting from the questionnaire.

The questionnaire was administered by MS forms this year for the first time and a 100% response from publicly elected governors was achieved. The questionnaire was structured into a variety of areas including the Trust vision and strategy, Council of Governor meetings and training, working together and support/involvement during the Covid-19 pandemic.

The Company Secretary reported that overall governor feedback was positive. Responses were broken down into two categories: 'what is working well' and 'areas for development'. For all areas for development a Trust response or action was

included in the paper. Further comment and feedback from governors would be welcome. The Company Secretary asked for governors to review the paper and feedback any further comments by email.

The Lead Governor advised that one of the suggestions had been for the Lead Governor to provide a monthly report to governors on his regular meetings with the Chair. The Chair agreed to send his notes of the meeting to the Lead Governor for circulation to governors.

The Company Secretary advised that the Membership and Engagement Manager has scheduled a meeting via Microsoft Teams for an informal meeting of the governors and Lead Governor as a way of supporting contact.

OUTCOME: The Council of Governors **NOTED** the positive findings of the 2020 Council of Governors Self-Effectiveness Questionnaire and **REVIEWED** the actions identified to address the areas for development, with any further comments from governors on areas for development to be emailed to the Company Secretary.

44/20 MEMBERSHIP STRATEGY: UPDATE ON YEAR 1 ACTION PLAN

The Company Secretary provided a progress update as at 15 October 2020 against the one-year action plan of the Membership and Engagement Strategy 2020-2023. Three goals in the Membership Strategy were agreed at the Council of Governors meeting on 23 January 2020 and an update on these actions undertaken was provided in the paper. A number of anticipated actions relating to goal 3 has not been possible due to the Covid-19 pandemic.

1: A membership community that is active and engaged, is representative of our local communities and increases year on year.

It has been agreed to consider adding some governors as appointed governors in order to address areas of under representation.

2: Regular, meaningful, two-way engagement between Trust staff, governors, our members and members of the public.

Two videos have been developed and shared featuring a number of governors and members of staff. It is planned to record and publish similar videos three times a year going forwards, with the next ones to be published in December.

3: Our membership community will have a voice and opportunities to get involved and contribute to the organisation, our services and our future plans

This has been more challenging due to the pandemic. It is planned to establish a 'Readers' Panel' through which members, patients, volunteers and partners will be involved in the co-design and review of written information for patients.

Further comments and feedback would be welcomed from governors.

OUTCOME: The Council of Governors **NOTED** the update on progress against the Year 1 action plan of the Membership and Engagement Strategy.

45/20 COMPANY SECRETARY'S REPORT

a. Review of Allocation of Governors on Board Sub-Committees and Divisional Reference Groups

The governor allocations for Divisional Reference Groups and Board Sub-Committee from November 2020 were attached with upcoming dates of meetings. Governors who are unable to attend any of Board Sub-Committee dates are asked to contact the Deputy allocated to that meeting, to attend in their absence. There remain two Board sub-committee allocations to confirm:

- Finance and Performance Committee – monthly meeting – allocated governor and deputy to be confirmed (lead governor currently attending in the interim)
- Quality Committee deputy from April 2021 when Peter Bamber leaves.

The Company Secretary asked governors who would like to volunteer to email the Corporate Governance Manager.

The Company Secretary requested in the event that the main representative cannot attend a meeting, that they forward the papers to the deputy in order that the deputy can attend.

OUTCOME: The Council of Governors **RECEIVED** and **NOTED** the Divisional Reference Groups and Board Sub-Committee allocations and upcoming dates of meetings.

b. Allocation of Governors to Board Meetings 2020/2021

A schedule inviting individual public governors to act as observers at the Public Board of Directors Meetings during the remainder of 2020 and 2021 was sent to Governors on 9 October 2020. Governors who are unable to attend the allocated date are asked to contact the Corporate Governance Manager to rearrange.

OUTCOME: The Council of Governors is **NOTED** the dates individual governors are invited to attend the Public Board of Directors meetings in 2020.

c. Review of Council of governors Declarations of Interest Register

The Council of Governors declarations of interest register is attached for review. Any changes to current declarations are to be notified to the Corporate Governance Manager including requesting a form to submit a declaration.

OUTCOME: The Council of Governors **NOTED** the Governors Declarations of Interest Register.

d. Review of Council of Governors Annual Business Cycle 2021

The annual workplan for the Council of Governors for 2021 was attached for review. Comments are to be sent to the Corporate Governance Manager.

OUTCOME: The Council of Governors **NOTED** the Council of Governors annual Business Cycle for 2021.

e. Terms of Reference for the Nominations and Remuneration Committee Council of Governors

A revised set of terms of reference for the Nominations and Remuneration Committee for the Council of Governors was reviewed and approved at the meeting of the Nominations and Remuneration Committee on 13 January 2020. The terms of reference would usually have been approved at the April 2020 meeting of the Council of Governors which was cancelled due to the Covid-19 pandemic and is therefore brought to this meeting for approval.

The Nominations and Remuneration Committee recommends the approval of the terms of reference for the Nominations and Remuneration Committee to the Council of Governors.

There is a vacancy for one member of the Committee following a former member's decision not to continue in this role. Governors were asked for nominations however to date none has been forthcoming. Public governors are asked to contact the Company Secretary or Chair if they would like to join this Committee or have any questions.

OUTCOME: The Council of Governors **APPROVED** the revised Nominations and Remuneration Committee (CoG) Terms of Reference.

46/20 FEEDBACK FROM NON-EXECUTIVE DIRECTORS IN ATTENDANCE

Peter Wilkinson and Richard Hopkin gave a brief introduction including their background and their current focus in their role as Non-Executive Directors.

Peter has been with the Trust for just over a year. His background is in large transformation projects and programmes and as a consultant in the private sector. Peter sits on the Finance and Performance Committee, the Pennine Property Partnership Board and the Charitable funds Committee. He is the Chair of the Transformation Programme Board which meets monthly and receives good challenge from himself, Andy Nelson and Alastair Graham. He advised that the reconfiguration programme continues to make good progress, and a construction partner has recently been appointed. Peter also supports the executive team and the Chair on health inequalities.

Richard has been with the Trust over 4 years and sits on the Audit and Risk Committee, the Charitable Funds Committee and the Huddersfield Pharmacy Specials Board. He is Chair of the Finance and Performance Committee which meets monthly and which has focused on the challenges of the Phase 3 reset process over the last few months both from an operational and financial point of view. Work is ongoing to review the IPR report to make this more outcomes based. Richard has been invited to attend the inaugural meeting of the Business Better than Usual (BBTU) Delivery Group which will be looking to develop new ways of working, building on experience gained through the Covid pandemic.

Governors were invited to forward any questions to the Non-Executive Directors outside of the meeting.

47/20 RECEIPT OF MINUTES FROM SUB-COMMITTEES

Minutes of the following meetings were received:

- Quality Committee meetings held on 29.6.2020, 3.8.2020 and 2.9.2020
- Workforce Committee meeting held on 15.7.2020 and 1.8.2020

- Charitable Funds Committee meetings held on 26.8.2020
- Audit & Risk Committee meetings held on 22.7.2020
- Finance & Performance Committee Meetings held on 29.6.2020, 3.8.2020 and 1.9.2020
- Organ Donation Committee meeting held on 15.7.2020

No questions were raised.

OUTCOME: The Council of Governors **RECEIVED** the minutes from the above sub-committee meetings.

48/20 INFORMATION TO RECEIVE

a. Council of Governors Calendar 2020

The Council of Governor's calendar of meetings for 2020/2021 was circulated for information. This includes all governor meetings, workshops and Divisional Reference Groups.

OUTCOME: The Council of Governors **RECEIVED** the updated Council of Governors Calendar for 2020/2021.

b. Updated Register of Council of Governors

The updated Register of Council of Governors as at October 2020 was circulated for information. This will be amended to reflect the resignation of the governor in constituency 6 as noted at the beginning of the meeting.

OUTCOME: The Council of Governors **RECEIVED** the updated register of Council of Governors at October 2021.

49/20 ANY OTHER BUSINESS

The Chair thanked the Council of Governors on behalf of the Board for their continued support.

DATE AND TIME OF NEXT MEETING

The Chair thanked the Council of Governors, Non-Executive Directors and Executive Directors for attending the meeting. The Chair formally closed the meeting at 17:32pm and invited members to the next meeting.

Council of Governors Meeting

Date: Thursday 28 January 2021

Time: 3:30 – 5:30 pm (private meeting 2:00 – 3:15 pm)

Venue: Microsoft Teams

ACTION LOG FOR COUNCIL OF GOVERNORS

APPENDIX B

Red	Amber	Green	Blue
Overdue	Due this month	Closed	Going Forward

Date discussed at CoG Meeting	AGENDA ITEM	LEAD	CURRENT STATUS / ACTION	DUE DATE	RAG RATING	DATE ACTIONED & CLOSED
09.07.20	CHFT Covid-19 Response PL/SB to send a letter of thanks on behalf of the governors to the retired staff who have returned to CHFT	PL/SB	PL discussed with Suzanne Dunkley, Director of Workforce & Organisational Development who suggested that a letter is sent to all colleagues on behalf of the Governors, the Chair and the Chief Executive. It was subsequently agreed that thank you letters/cards would be issued during the Trust's celebration/thank you period which will run November to March. The programme of events is currently being drawn up and will include the thank you letters.	22.10.20		

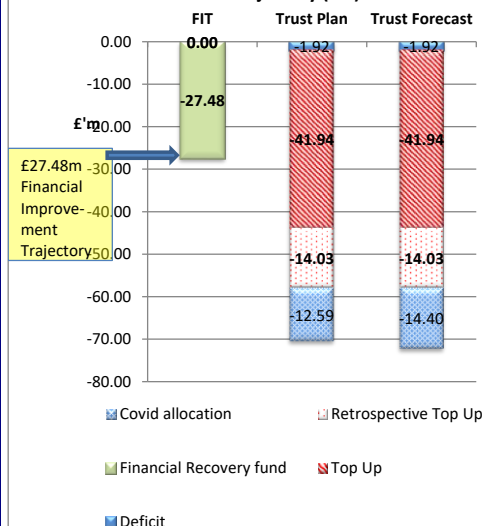
Date of Meeting:	28 January 2021	APPENDIX C
Meeting:	COUNCIL OF GOVERNORS	
Title of report:	QUALITY ACCOUNT PRIORITIES SELECTION PROCESS 2021/22	
Author:	Andrea McCourt, Company Secretary	
Previous Forums:	N/A	
Actions Requested:		
<ul style="list-style-type: none">To note the selection process for three quality account priorities for 2021/22		
Purpose of the Report		
To advise governors of the six shortlisted quality account priorities for 2021/22 and the selection process for the final three.		
Key Points to Note		
<p>Introduction</p> <p>Each year the governors choose three quality account priorities, one each in the domains of safe, effective and experience. These are areas governors wish to see quality improvements in.</p> <p>2020/21 Longlist of Quality Account Priorities</p> <p>The Assistant Director for Patient Safety presented nine options for the 2021/22 quality account priorities at the workshop held with Governors on 15 December 2020, three within each category.</p> <p>From these nine, six were chosen to go forward for selection of three by the members of the Trust. These six, of which one in each category is to be chosen, are:</p> <p>Safe</p> <ol style="list-style-type: none">1. Reduce number of falls resulting in harm2. Reduce the numbers of hospital acquired infections including Covid <p>Effective</p> <ol style="list-style-type: none">1. Reduce the number of patients who have multiple ward moves2. Recognition and timely treatment of sepsis <p>Responsive</p> <ol style="list-style-type: none">1. Reduce waiting times for individuals attending the Emergency Department2. Improve communication around discharge planning <p>Members, including governors, will be notified of the selection process in the forthcoming edition of the Foundation Trust newsletter and asked to vote for one in each category. The voting will close in mid-February and the outcomes of the voting formally notified to the Council of Governors on 22 April 2021.</p>		

Recommendation
<p>The Council of Governors is asked to:</p> <ol style="list-style-type: none">1) Note the quality account priorities for 2021/222) Note the process and timescale for voting for three priorities, one from each category3) Encourage awareness of the quality account voting process amongst members

EXECUTIVE SUMMARY: Total Group Financial Overview as at 30th Nov 2020 - Month 8

KEY METRICS

	Plan £m	M8 Actual £m	Var £m		YTD (NOV 2020)				Forecast 20/21			
					Plan £m	Actual £m	Var £m		Plan £m	Forecast £m	Var £m	
I&E: Surplus / (Deficit)	(£0.09)	£0.07	£0.16	●	(£0.29)	£0.82	£1.11	●	(£1.92)	(£1.92)	£0.00	●
Agency Expenditure	(£0.47)	(£0.44)	£0.03	●	1 (£2.90)	(£2.76)	£0.14	●	(£4.78)	(£4.43)	£0.36	●
Capital	£2.15	£3.20	(£1.05)	●	1 £11.88	£8.64	£3.24	●	£20.85	£24.38	(£3.54)	●
Cash	£54.42	£60.33	£5.91	●	1 £54.42	£60.33	£5.91	●	£28.04	£32.38	£4.34	●
Invoices paid within 30 days (%) (Better Payment Practice Code)	95%	94%	-1%	●	95%	86%	-9%	●				
CIP	£1.23	£0.58	(£0.65)	●	0 £9.85	£3.25	(£6.60)	●	£14.77	£5.87	(£8.91)	●
Use of Resource Metric	3	3		●	1 3	2		●	2	2		●

Trust Deficit vs Financial Improvement
Trajectory (FIT)

Year to Date Summary

For the second half of the financial year, the Trust has submitted a revised plan to NHS Improvement (NHSI) that reflects the Phase 3 activity plan. Income flows remain largely on a block basis and system funding has been allocated to cover the majority of Covid-19 costs. Year to date the position is a surplus of £0.82m, a favourable variance of £1.11m compared to plan. The M1-6 plan has now been reset to actual expenditure, so the YTD variance represents only 2 months.

- Retrospective funding to cover M1-6 Covid costs has been approved and received for M1-5. M6 funding of £2.38m has been partially approved and is due to be received in December, but £0.26m of this total remains pending approval. £1.81m of Covid funding has been allocated for M8, with a further £0.71m requested to cover costs outside of the system envelope.
- Year to date the Trust has incurred costs relating to Covid-19 of £20.84m. M8 costs incurred were £3.00m driven by: Covid-19 virus testing, staff working additional shifts, the segregation of patient pathways and backfill for increased sickness absence.
- The underlying position excluding Covid-19 costs is a year to date favourable variance of £3.29m, driven by the impact of lower levels of other activity on non-pay costs and staffing vacancies.
- The reported position does not include the potential impact of the Elective Incentive Scheme which remains a financial risk. Based on Month 6 & 7 activity compared to National targets, the year to date impact of this penalty is estimated to be £1.46m which if imposed would wipe out the reported year to date surplus.
- The Trust continues to deliver some efficiency savings. CIP achieved year to date is £3.25m, £6.60m below the original Trust plan. Compared to the Phase 3 Plan, the Trust has delivered £1.28m of savings in 2 months, slightly below the £1.46m described in the revised plan.
- Agency expenditure year to date is £2.76m, £0.14m below the revised planned level.

Key Variances (compared to Phase 3 plan submission)

- Clinical Contract income is largely in line with the Phase 3 plan due to fixed block and top up arrangements, which now includes a fixed monthly allocation to cover Covid-19 expenditure. Most Covid expenditure will have to be managed within that fixed allocation, although there remains an element of Retrospective Covid funding available for Testing, Vaccinations and NHS Nightingale. Income of £0.66m has been assumed to cover testing costs, with a further £0.04m for the R&D SIREN (SARS-COV2 Immunity & Reinfection Evaluation) project.
- Pay costs are £1.68m below the planned level year to date due to some slippage on recruitment to the additional approved posts required to deliver Phase 3 activity plans and the timing of implementation of new Medical rotas.
- Non-pay operating expenditure is higher than planned by £2.18m. This is due to increased costs in the Trust's commercial operations (offset by additional income), an increase in provisions and some non recurrent legal costs.

Forecast

The current Block and Top Up arrangements with access to retrospective funding to cover Covid costs have now ended. For Month 7-12 (Phase 3), the Trust will be required to manage within the Integrated Care System (ICS) agreed financial envelope. The Trust has been allocated Covid funding on a fair shares basis to cover the remainder of the year. The plan submitted to the ICS and NHSI originally included a £23m non cash accounting adjustment and it has since been agreed that this transaction will now be delayed until 21/22, with both the plan and forecast adjusted accordingly. This leaves an underlying unfunded gap (deficit) of £1.92m. The Trust forecast assumes that this plan is achievable. The in-month improvement and some ongoing slippage on recruitment should offset the unidentified place-based gap of £1.4m that was assumed to be delivered in the Trust's plan.

- The forecast excludes the potential impact of the Elective Incentive Scheme, which based on the current activity forecast could drive a penalty of circa £4.25m. Full details of how this scheme will operate are yet to be confirmed.

Total Group Financial Overview as at 30th Nov 2020 - Month 8

INCOME AND EXPENDITURE COMPARED TO PLAN SUBMITTED TO NHS IMPROVEMENT

YEAR TO DATE POSITION: M8

CLINICAL ACTIVITY

	M8 Plan	M8 Actual	Var	
Elective	1,218	1,127	(91)	
Non-Elective	34,054	31,024	(3,030)	
Daycase	16,225	16,146	(79)	
Outpatient	189,083	194,311	5,227	
A&E	86,740	83,326	(3,414)	
Other NHS Non-Tariff	583,479	726,577	143,097	
Other NHS Tariff	33,484	42,110	8,627	
Total	944,283	1,094,620	150,337	

TOTAL GROUP: INCOME AND EXPENDITURE

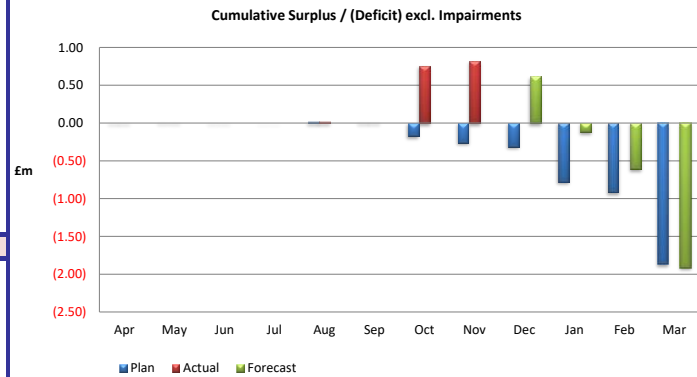
	M8 Plan	M8 Actual	Var	
	£m	£m	£m	
Elective	£11.83	£11.83	(£0.00)	
Non Elective	£75.81	£75.81	£0.00	
Daycase	£20.68	£20.68	£0.00	
Outpatients	£31.09	£31.09	(£0.00)	
A & E	£15.65	£15.65	(£0.00)	
Other-NHS Clinical	£70.41	£70.92	£0.51	
CQUIN	£2.54	£2.54	£0.00	
Other Income	£30.81	£31.73	£0.92	
Total Income	£258.83	£260.26	£1.43	
Pay	(£187.46)	(£185.78)	£1.68	
Drug Costs	(£27.84)	(£27.48)	£0.36	
Clinical Support	(£19.20)	(£19.25)	(£0.05)	
Other Costs	(£45.12)	(£47.62)	(£2.49)	
PFI Costs	(£8.96)	(£8.96)	£0.00	
Total Expenditure	(£288.59)	(£289.09)	(£0.50)	
EBITDA	(£29.75)	(£28.83)	£0.93	
Non Operating Expenditure	(£16.02)	(£16.02)	£0.01	
Surplus / (Deficit) Adjusted*	(£45.78)	(£44.84)	£0.93	
Conditional Funding (MRET/FRF/Top Up)	£45.49	£45.66	£0.18	
Surplus / Deficit*	(£0.29)	£0.82	£1.11	

* Adjusted to exclude items excluded for Financial Improvement Trajectory purposes: Donated Asset Income, Donated Asset Depreciation and Impairments

DIVISIONS: INCOME AND EXPENDITURE

	M8 Plan	M8 Actual	Var	
	£m	£m	£m	
Surgery & Anaesthetics	£14.07	£15.35	£1.28	
Medical	£22.01	£22.61	£0.60	
Families & Specialist Services	(£4.01)	(£3.14)	£0.87	
Community	(£1.99)	(£1.45)	£0.55	
Estates & Facilities	£0.00	£0.00	(£0.00)	
Corporate	(£30.74)	(£31.46)	(£0.72)	
THIS	£1.01	£1.36	£0.34	
PMU	£2.06	£2.40	£0.34	
CHS LTD	£0.48	£0.25	(£0.22)	
Central Inc/Technical Accounts	(£3.34)	(£4.14)	(£0.79)	
Reserves	£0.16	(£0.97)	(£1.13)	
Unallocated CIP	£0.00	£0.00	£0.00	
Surplus / (Deficit)	(£0.29)	£0.82	£1.11	

TOTAL GROUP SURPLUS / (DEFICIT)

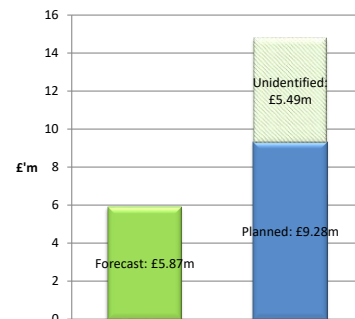


KEY METRICS

	Year To Date			Year End: Forecast			
	M8 Plan	M8 Actual	Var	Plan	Forecast	Var	
	£m	£m	£m	£m	£m	£m	
I&E: Surplus / (Deficit)	(£0.29)	£0.82	£1.11	(£1.92)	(£1.92)	£0.00	
Capital	£11.88	£8.64	£3.24	£20.85	£24.38	(£3.54)	
Cash	£54.42	£60.33	£5.91	£28.04	£32.38	£4.34	
Invoices Paid within 30 days (BPPC)	95%	86%	-9%				
CIP	£9.85	£3.25	(£6.60)	£14.77	£5.87	(£8.91)	
Use of Resource Metric	3	2		2	2		

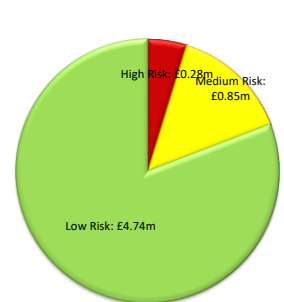
COST IMPROVEMENT PROGRAMME (CIP)

CIP - Forecast Position



Total Planned: £14.77m

CIP - Risk



Total Forecast £5.87m

YEAR END 20/21

CLINICAL ACTIVITY

	Plan	Actual	Var	
Elective	2,245	1,812	(433)	
Non-Elective	53,875	50,904	(2,971)	
Daycase	28,176	26,515	(1,661)	
Outpatient	298,401	296,833	(1,568)	
A&E	133,952	123,276	(10,676)	
Other NHS Non- Tariff	876,782	1,086,639	209,857	
Other NHS Tariff	49,737	62,471	12,735	
Total	1,443,168	1,648,451	205,282	

TOTAL GROUP: INCOME AND EXPENDITURE

	Plan	Actual	Var	
	£m	£m	£m	
Elective	£18.01	£18.01	(£0.00)	
Non Elective	£114.89	£114.89	£0.00	
Daycase	£30.72	£30.72	£0.00	
Outpatients	£46.12	£46.12	(£0.00)	
A & E	£23.16	£23.16	(£0.00)	
Other-NHS Clinical	£105.17	£106.19	£1.02	
CQUIN	£3.79	£3.79	£0.00	
Other Income	£47.57	£48.70	£1.13	
Total Income	£389.43	£391.59	£2.15	
Pay	(£286.54)	(£285.70)	£0.84	
Drug Costs	(£41.90)	(£41.96)	(£0.07)	
Clinical Support	(£31.01)	(£30.82)	£0.19	
Other Costs	(£64.57)	(£67.90)	(£3.33)	
PFI Costs	(£13.44)	(£13.46)	(£0.03)	
Total Expenditure	(£437.46)	(£439.84)	(£2.39)	
EBITDA	(£48.03)	(£48.26)	(£0.23)	
Non Operating Expenditure	(£24.06)	(£24.04)	£0.02	
Surplus / (Deficit) Adjusted*	(£72.08)	(£72.30)	(£0.21)	
Conditional Funding (MRET/FRF/Top Up)	£70.17	£70.38	£0.21	
Surplus / Deficit*	(£1.92)	(£1.92)	£0.00	

* Adjusted to exclude items excluded for Financial Improvement Trajectory: Donated Asset Income, Donated Asset Depreciation and Impairments.

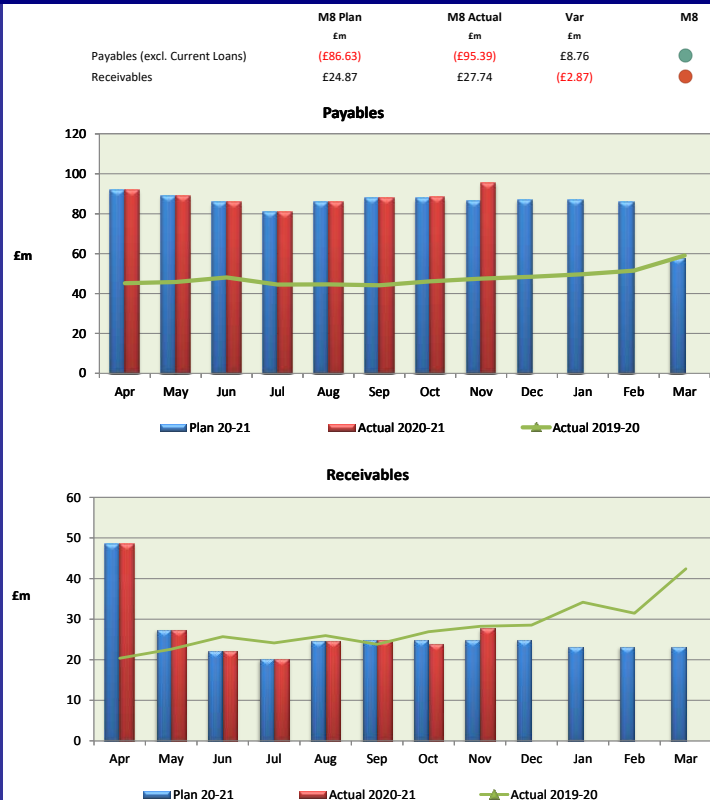
DIVISIONS: INCOME AND EXPENDITURE

	Plan	Forecast	Var	
	£m	£m	£m	
Surgery & Anaesthetics	£17.51	£18.99	£1.48	
Medical	£31.43	£31.65	£0.21	
Families & Specialist Services	(£7.45)	(£6.65)	£0.80	
Community	(£3.90)	(£2.72)	£1.17	
Estates & Facilities	£0.00	£0.00	(£0.00)	
Corporate	(£46.03)	(£47.17)	(£1.14)	
THIS	£1.49	£1.48	(£0.00)	
PMU	£3.00	£3.35	£0.35	
CHS LTD	£0.71	£0.45	(£0.25)	
Central Inc/Technical Accounts	£0.38	(£0.25)	(£0.63)	
Reserves	£0.94	(£1.04)	(£1.98)	
Unallocated CIP	£0.00	£0.00	£0.00	
Surplus / (Deficit)	(£1.92)	(£1.92)	£0.00	

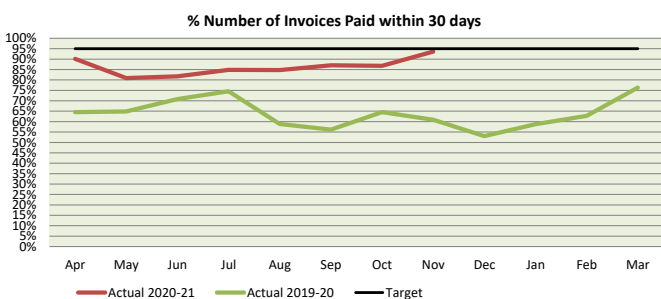
Total Group Financial Overview as at 30th Nov 2020 - Month 8

CAPITAL AND CASH COMPARED TO PLAN SUBMITTED TO NHS IMPROVEMENT

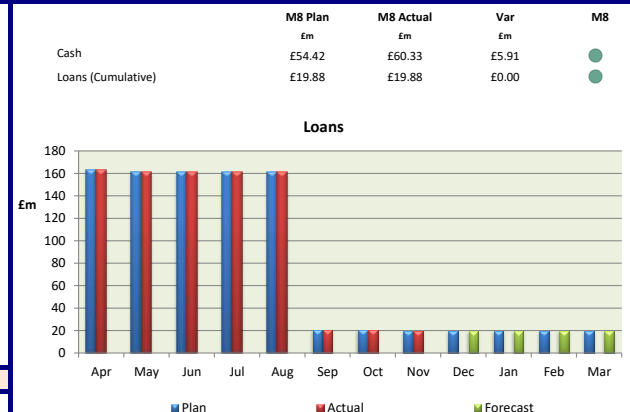
WORKING CAPITAL



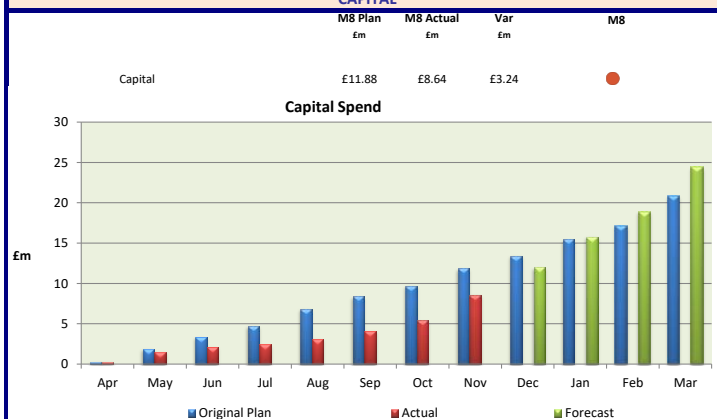
BETTER PAYMENT PRACTICE CODE



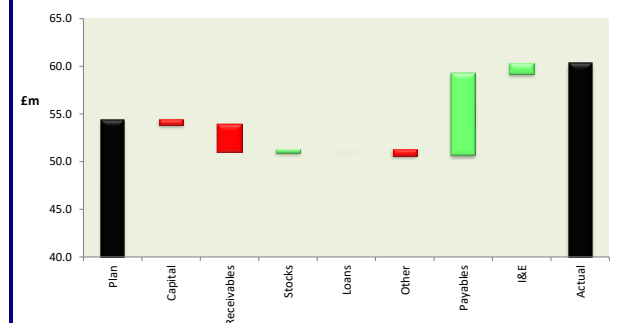
CASH



CAPITAL



CASH FLOW VARIANCE



SUMMARY YEAR TO DATE

- The Trust is now working to a revised plan for Phase 3 of 2020/21 (M7-12) that was submitted in October. Income flows remain largely on a block basis and system funding has been allocated to cover the majority of Covid-19 costs. Year to date the position is a surplus of £0.82m, a favourable variance of £1.11m compared to plan. The M1-6 plan has now been reset to actual expenditure, so the variance only represents M7-8.
- Clinical Contract income is largely in line with the Phase 3 plan due to fixed block and top up arrangements, which now includes a fixed monthly allocation to cover Covid-19 expenditure. However, the reported position does not include the potential impact of the Elective Incentive Scheme. Based on Month 6 - 8 activity compared to National targets, the year to date impact of this penalty is estimated to be £1.45m.
- Whilst Outpatient activity remained above the Phase 3 plan in Month 8, all other areas of activity were below plan in month due to increased Covid-19 admissions.
- Year to date the Trust has incurred costs relating to Covid-19 of £20.84m. M8 costs incurred were £3.00m.
- Year to date Capital expenditure is lower than planned at £5.44m against a planned £9.72m.
- Cash balance is £60.33m, £5.91m above the Phase 3 plan: the Trust continues to receive Block and Top Up income one month in advance.
- No interim Revenue loans or revenue support PDC were required in month.
- Year to date CIP schemes have delivered £3.25m of savings, £6.60m lower than the Trust's original 20/21 Target.
- NHS Improvement performance metric Use of Resources (UOR) stands at 2 against a planned level of 2. This excludes the exceptional adverse impact on the Capital Service Cover Metric of the repayment of Interim revenue and capital support loans, due to changes in the NHS cash regime.

NOTES

- For Month 7-12 (Phase 3), the Trust will be required to manage within the ICS agreed financial envelope. The Trust has been allocated Covid funding on a fair shares basis to cover the remainder of the year. The plan submitted to the ICS and NHSI included a £23m non cash accounting adjustment and it has since been agreed that this transaction will now be delayed until 21/22, with the plan and forecast adjusted accordingly.
- November to reflect this change. This leaves an underlying unfunded gap (deficit) of £1.92m. The Trust forecast assumes that this plan is achievable. The in-month improvement and ongoing slippage on recruitment should offset the unidentified place-based gap of £1.4m assumed delivered in the Trust's plan.
- The Trust is forecasting Agency expenditure of £4.43m, slightly below the planned level of £4.78m.
- The Trust is forecasting delivery of £5.87m savings against a Trust CIP Target for 20/21 of £14.77m.
- The Forecast excludes the potential adverse impact of the Elective Incentive Scheme, currently estimated to be in the region of £4.25m. Details of how this will be calculated are still being finalised nationally.
- The total loan balance at year end is forecast to be £19.88m as planned. All Revenue and Interim Capital Loans (totalling £140.72m) were repaid and replaced by PDC funding during September.
- Capital expenditure is forecast at £24.38m, £3.54m more than the resubmitted 20/21 Capital Plan and £0.86m more than that reported in Month 7 due to confirmation of further additional external funding for: Adopt & Adapt, Cyber Security Yorkshire & Humber Care Records and Medical E-Rostering / Job Planning.

RAG KEY:

(Excl: UOR)

● Actual / Forecast is on plan or an improvement on plan
● Actual / Forecast is worse than planned by <2%
● Actual / Forecast is worse than planned by >2%

NB. In addition to the above rules, if Capital expenditure <85% of that planned then Red, (per NHSI risk indicator).

RAG KEY: UOR

● All UOR metrics are at the planned level
● Overall UOR as planned, but one or more component metrics are worse than planned
● Overall UOR worse than planned

Minutes of the meeting of the Nomination and Remuneration Committee (Council of Governors) held on Monday 18 January 2021, 11:00 – 12:00, via Microsoft Teams

MEMBERS

Philip Lewer	Chair
Stephen Baines	Public Elected Governor (Skircoat & Lower Calder Valley)
Alison Schofield	Public Elected Governor (North & Central Halifax)
Christine Mills	Public Elected Governor (Huddersfield Central)
Lynn Moore	Public Elected Governor (North & Central Halifax)
Veronica Woollin	Public Elected Governor (North Kirklees)

IN ATTENDANCE

Richard Hopkin	Deputy Chair and Senior Independent Non-Executive Director (SINED)
Jason Eddleston	Deputy Director of Workforce and Organisational Development
Andrea McCourt	Company Secretary
Amber Fox	Corporate Governance Manager (minutes)

01/21 APOLOGIES FOR ABSENCE

There were no apologies for absence.

02/21 DECLARATIONS OF INTEREST

Philip Lewer reminded colleagues to declare any items of interest. Philip declared a conflict of interest for agenda item 04/21 and he left the meeting at this point at 11:01am.

Alison Schofield raised a declaration of interest as she is applying to be a Lay Member of NICE. It was agreed this declaration does not conflict with any agenda items and arrangements will be made for this to be added to the register of interests.

03/21 MATTERS ARISING

There were no matters arising.

04/21 RE-APPOINTMENT OF THE TRUST CHAIR

Richard Hopkin as Deputy Chair and Senior Independent Non-Executive Director (SINED) presented the paper outlining the process for the re-appointment of the Trust Chair effective from 1 April 2021. The current Chair's term ends 31 March 2021 which was discussed at the last meeting held of the Nominations and Remuneration Committee (CoG) as part of the Chair's appraisal.

The Company Secretary highlighted that the constitution allows the Chair to have two terms of office. The current Chair can be considered for a second and final term of office, as per the constitution rules. The Committee are asked to consider re-appointing the Chair for a further three-year period.

The supporting paperwork describes the role of the Chair and the person specification set out nationally. The profile of the current Chair and time commitment is also included in the supporting paperwork. The Chair is only required to work up to three

and a half days per week; however, it was noted that the Trust received much more of the Chair's time than this.

The Chair received a positive Chair appraisal and a verbal update was provided at the Council of Governors meeting in October 2020 confirming this. Richard asked if any feedback on the Chair's appraisal had been received from NHSI/E. The Company Secretary confirmed that no feedback was received from NHS I/E, which was a new part of the process introduced last year.

The governors were all in support of re-appointing Philip Lewer as Chair for a further three years. Stephen Baines, Lead Governor stated it would be a great loss if the Trust didn't re-appoint the current Chair. Alison Scofield described the current Chair's compassion for the Trust and how much care he puts into what he does, which is evident in the time commitment he provides the Trust. Veronica Woollin also confirmed she is supportive of the Chair's re-appointment.

Lynn Moore joined the meeting.

The Company Secretary updated Lynn on the meeting and asked for her input. Lynn Moore confirmed she is supportive of re-appointing the Chair and agrees with the governors' support.

Remuneration of the Chair

The Company Secretary explained the current salary of the Chair is £50,134.00. The table on page 3 of the paper describes the size of the Trust and different ranges for payment. CHT were classed as a medium Trust last year; however, the turnover has increased and this, as well as from a performance perspective, CHFT are now classed as a large Trust. The desire by NHSE/I, is for Trusts to consider median remuneration which is just less than amount we pay currently. The Company Secretary explained benchmarking has been looked at with NHS Providers; however, this isn't like for like.

The Company Secretary stated the Trust are proposing the Chair's remuneration remains unchanged at £50,134.00 with a time commitment of 3 – 3.5 days which is very close to the median quartile salary for NHS Chairs from NHS England / NHS Improvement.

The Deputy Director of Workforce noted the importance of aligning with NHSE/I guidance which concludes in April 2022 regarding making no discretionary payments to the Chair.

Stephen Baines supported keeping the Chair's salary the same as previously. Alison Schofield was also in agreement, acknowledging the Trust can't consider increasing the Chair's pay due to the current climate. Richard Hopkin stated he is comfortable in keeping the salary the same and would not be comfortable reducing it either.

Lynn Moore was also in agreement with the Chair's pay remaining the same and felt the Chair would accept this.

The Deputy Director of Workforce and Organisational Development clarified the pay for Chairs and Non-Executive Directors is not increased via a pay award and there was some discussion regarding pay awards for other healthcare and Trust staff.

OUTCOME: The Nominations and Remuneration Committee **APPROVED** the re-appointment of the Trust Chair which would be effective from 1 April 2021 and agreed the Chair's remuneration which will go for consideration to the Council of Governors meeting on 28 January 2021 and reported back to the Board of Directors.

05/21 ANY OTHER BUSINESS

Nominations and Remuneration Committee Terms of Reference

The Company Secretary explained that due to the pandemic, the terms of reference were agreed in January 2020; however, were not ratified by the Council of Governors until October 2020. She added there will be changes to the governors following the governor elections in the summer. It was suggested the terms of reference are revised after the elections once the new governors are confirmed. She explained the Trust are currently holding a vacancy for a public governor following a resignation in year. The Nominations and Remuneration Committee agreed to review the terms of reference later in the year.

There was no other business.

Date of Meeting:	Thursday 28 January 2021	APPENDIX F1
Meeting:	COUNCIL OF GOVERNORS	
Title of report:	REVIEW OF GOVERNOR ELECTION ARRANGEMENTS 2021	
Author:	Vanessa Henderson, Membership and Engagement Manager	
Previous Forums:	N/A	
Actions Requested:		
<ul style="list-style-type: none">To note (see recommendation)		
Purpose of the Report		
<p>Vacancies arise on the Council of Governors each year, and the Trust holds elections over the spring/summer period to fill those vacancies with the outcome of the elections confirmed at the Annual General Meeting in July.</p> <p>The purpose of this paper is to confirm the number of governor vacancies for 2021 and share the proposals for the elections process for 2021.</p>		
Key Points to Note		
<p>(1) Introduction</p> <p>The role of governor, introduced in 2003, is a key part of local accountability arrangements for NHS Foundation Trusts.</p> <p>The Trust constitution, section 12, confirms that public governors are elected by members of the public constituencies and staff governors by the members of the staff constituencies.</p> <p>Section 14 of the constitution confirms that elected governors hold office for three years and are eligible for re-election after the end of that period. No governor may hold office for more than two terms, whether that be six consecutive years or two terms of three years.</p> <p>There are 8 public constituencies with 2 governors per constituency, ie 16 publicly elected governors in total. For staff there are 5 constituencies (also known as staff groups), each of which has 1 governor with the exception of the Nurses/Midwives constituency which has 2, to take account of its size.</p> <p>The constituencies and election rules can be found in Annexes 1 and 2 of the Trust's constitution.</p> <p>(2) Arrangements in 2020</p> <p>When the COVID-19 pandemic hit in March 2020, the Trust took advice from NHS Providers about whether to go ahead with governor elections. The advice was that we should postpone our elections in 2020 because, <i>“Not only would it divert resources at a time of crisis, but it would be an unsatisfactory process in terms of democracy”</i>. We were</p>		

advised that instead, any governor who would have been coming to the end of their term could be invited to remain on the Council of Governors (CoG) governor for a further period of 12 months.

All the governors in this category accepted the invitation to remain on the CoG on this basis. This now means that for those governors who were coming to the end of their first three year term in 2020, if they are successfully re-elected for a second term in 2021, this term would be reduced to two years in length.

It should also be noted that, following advice from NHS Providers, the reserve register, which has in the past enabled publicly elected governor vacancies remaining post election to be filled by a governor who has reached the end of their tenure, is not deemed to be appropriate. Respecting the governance advice from NHS Providers and given that the Trust is an outlier with other Trusts who do not have a reserve register or any similar arrangement in place, the use of a reserve register is not an option going forwards for any posts that remain vacant after elections, with the Trust holding governor vacancies for unfilled constituencies. It is proposed to formally remove the reserve register from the constitution at its next review, which is due to be April 2021, subject to the approval of the Council of Governors.

(3) Vacancies in 2021

A review of the Council of Governors register has identified that we need to hold elections in 12 constituencies in 2021:

- 8 public constituencies (total of 12 governor vacancies)
- 4 staff constituencies (total of 4 governor vacancies).

The tables below show each vacancy and the reason for the election:

Public constituency	Reason for election	Current Governor (if end of term)
Calder and Ryburn Valleys	Existing vacancy	N/A
Calder and Ryburn Valleys	End of term (3y)	Jude Goddard ¹
Huddersfield Central	End of term (3y)	Christine Mills ¹
Huddersfield Central	End of term (3y)	Sheila Taylor ¹
South Huddersfield	End of term (3y)	John Richardson ²
North Kirklees	Existing vacancy	N/A
Skircoat and Lower Calder Valley	End of term (6y)	Brian Richardson
East Halifax and Bradford	Existing vacancy	N/A
East Halifax and Bradford	End of term (6y)	Annette Bell
North and Central Halifax	End of term (6y)	Lynn Moore
North and Central Halifax	End of term (3y)	Alison Schofield ²
Lindley and the Valleys	Existing vacancy	N/A

Staff constituency	Reason for election	Current Governor (if end of term)
Doctors/dentists	Existing vacancy	N/A
Management/admin/clerical	End of term (3y)	Linzi Smith ²
Ancillary staff	Existing vacancy	N/A
Nurses/midwives	Existing vacancy	N/A

¹ Governors eligible to re-stand for an additional 3 year term

² Governors eligible to re-stand for an additional 2 year term only (as per point (2) above)

(4) Activities to Support 2021 Elections

Given the high number of vacancies we will need to focus heavily on generating interest in the governor role from within the public and staff constituencies this year. We will seek to encourage interest from groups to broaden the diversity amongst governors, namely younger governors, ethnicity, LGBTQ+ and disability. Historically interest in the role has been sporadic and unless sufficient interest is generated there is a risk that we will be left with governor vacancies.

All our activities in 2021 will need to be virtual and we will be making much more use of social media to generate interest in the governor role, in addition to our traditional communication channels: Foundation News; the Trust's website; the intranet; screensavers and the twice-weekly staff bulletin. We will also use existing internal forums to promote the staff governor role.

We are hopeful that as a result of the current heightened profile of the NHS and the support shown by the public during the pandemic, interest levels for the public vacancies will be higher this year.

(5) Ancillary Staff Group vacancy

The majority of staff in this group are Health Care Assistants. It has historically been difficult to attract interest in the governor role from this group, so efforts will need to be increased here.

(6) Election services provider

Prior to the decision to postpone last year's elections, we had moved from our existing election services provider, Civica (ERS), to a new provider, UK-Engage, on a one-year contract basis. Going forward we will review our election provider annually to ensure we are getting the best value for money.

We are in the process of drafting the timetable for this year's elections with UK-Engage.

Recommendation

The Council of Governors is asked to:

- 1) Note the 16 vacancies for election during 2021: 12 public and 4 staff, and the activities that the Membership Team will be undertaking to support the elections process
- 2) Note that the elections timetable will be presented to the 22 April 2021 Council of Governors meeting for approval

NON-EXECUTIVE DIRECTOR TENURES & REMUNERATION AS AT JANUARY 2021

NAME	CURRENT REMUNERATION	2016	2017	2018	2019	2020	2021	2022	2023	2024	ADDITIONAL ROLES
Philip Lewer (Chair)	£50,134.00			1 st tenure 1.4.18 – 31.3.21			2 nd tenure 1.4.21- 31.3.24*				
Karen Heaton	£13,137.00	1 st tenure 1.3.16 – 28.2.19			2 nd tenure 28.2.19 – 27.2.22						
Richard Hopkin	£13,137.00 + £2,000.00 (Deputy Chair & SINED)	1 st tenure 1.3.16 – 28.2.19			2 nd tenure – 28.2.19 – 27.2.22						(Deputy Chair and Senior Independent Non-Executive Director from 1.1.20 – ongoing)
Andy Nelson	£13,137.00 £2,000.00 (Chair Audit & Risk Committee)		1 st tenure 1.10.17 – 30.9.20			2 nd tenure 1.10.20 - 30.9.23					(CHAIR OF AUDIT & RISK COMMITTEE FROM 1.1.20 – ongoing)
Alastair Graham	£13,137.00		1 st tenure 1.12.17 – 30.11.20			2 nd tenure 1.12.20 - 30.11.23					
Peter Wilkinson	£13,137.00					1 st tenure – 1.01.20 – 31.12.22					
Denise Sterling	£13,137.00					1 st tenure – 1.01.20 – 31.12.22					

NB. All responsibility allowances for additional roles are removable when the individual ceases in role.

*subject to ratification by the Council of Governors on 28.1.21.