

**APPROVED MINUTES OF THE FOUNDATION TRUST
COUNCIL OF GOVERNORS MEETING HELD AT 3:30 PM ON THURSDAY 11 APRIL
2019 IN THE LARGE TRAINING ROOM, CALDERDALE ROYAL HOSPITAL**

PRESENT:

Philip Lewer Chair

PUBLICLY ELECTED GOVERNORS

Brian Moore	Public Elected - Lindley and the Valleys
Dianne Hughes	Public Elected - South Kirklees
Jude Goddard	Public Elected - Calder and Ryburn Valleys
Rosemary Hedges	Public Elected - Lindley and the Valleys (Reserve Register)
Stephen Baines	Public Elected - Skircoat and Lower Calder Valley
Lynn Moore	Public Elected - North and Central Halifax
Alison Schofield	Public Elected - North and Central Halifax / Lead Governor
Brian Richardson	Public Elected - Skircoat and Lower Calder Valley
Paul Butterworth	Public Elected - East Halifax and Bradford
Donald Rodgers-Walker	Public Elected - Calder and Ryburn Valleys (Partial attendance)
Veronica Maher	Public Elected - North Kirklees

STAFF GOVERNORS

Linzi Smith	Staff Elected – Management / Admin / Clerical
Dr Peter Bamber	Staff Elected – Drs / Dentists
Sian Grbin	Staff Elected – Nurses/ Midwives

STAKEHOLDER GOVERNORS

Dr Tomasina Stacey University of Huddersfield (On behalf of Felicity Astin)

IN ATTENDANCE:

Helen Barker	Chief Operating Officer
Gary Boothby	Executive Director of Finance
Suzanne Dunkley	Executive Director of Workforce and OD
Amber Fox	Corporate Governance Manager (minutes)
Andrea McCourt	Company Secretary
Alastair Graham	Non-Executive Director
Phil Oldfield	Non-Executive Director / Deputy Chair
Mandy Griffin	Managing Director – Digital Health
David Birkenhead	Executive Medical Director
Alison Wilson	Contracts and Compliance Manager (Item 22/19)

APOLOGIES FOR ABSENCE:

Apologies for absence were received from:

Owen Williams	Chief Executive
Jackie Murphy	Chief Nurse
Anna Basford	Director of Partnerships and Transformation
Annette Bell	Public Elected - East Halifax and Bradford
John Richardson	Public Elected - South Kirklees

Felicity Astin	University of Huddersfield
Chris Reeve	Locala
Nasim Banu Esmail	Public Elected - North Kirklees
Salma Yasmeen	South West Yorkshire Partnership Foundation Trust
Christine Mills	Public Elected - Huddersfield Central
Sheila Taylor	Public Elected - Huddersfield Central
Helen Hunter	Healthwatch Kirklees and Calderdale

16/19 WELCOME & INTRODUCTIONS

The Chair thanked all the governors he has met over the last 6 months for their feedback and suggestions and informed governors that he has met with all of the Chairs in the region who have a Council of Governors to understand best practice. The Council of Governors is a public meeting and the dates will be advertised on the Trust website. The Chair confirmed stakeholder governors can send representatives to the public Council of Governors meeting to represent them.

The Chair welcomed governors, Non-Executive Directors, colleagues from the Board of Directors and staff colleagues to the meeting. Governors were invited to introduce themselves and provide a brief background.

17/19 DECLARATIONS OF INTEREST

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

18/19 MINUTES OF THE LAST MEETINGS HELD 24 JANUARY 2019

The minutes of the previous minutes held 24 January 2019 were approved as a correct record.

OUTCOME: The minutes of the previous meeting held 24 January 2019 were **APPROVED** as a correct record.

Rosemary Hedges highlighted page 4 of the previous minutes where she discussed the Calderdale CCG intention to build an alliance contract with existing contractual providers and asked if this means all providers will stay as they are currently, rather than going out to tender. The Chief Operating Officer confirmed there is no intention from Calderdale CCG to go to tender. A separate decision will need to be made by Greater Huddersfield to roll forward with the Locala tender and there is no indication that Huddersfield will build an alliance.

19/19 MATTERS ARISING / ACTION LOG

The action log was reviewed and updated accordingly.

Paul Butterworth highlighted a previous action regarding the complaints process and raised concern that the Trust's complaints procedure and the Trust's complaints policy do not match. The Company Secretary agreed to investigate this.

Action: Company Secretary

20/19 DISCUSSION WITH NON-EXECUTIVE DIRECTORS

The Chair confirmed that two Non-Executive Directors are allocated to each of the Council of Governors meetings on a rotation going forward.

The Council of Governors split into two groups for the governors to have an informal opportunity to ask the two Non-Executive Directors present, Alastair Graham and Phil Oldfield questions and understand their roles.

Rosemary Hedges suggested there should be more frequent meetings with governors and Non-Executive Directors. Brian Moore suggested it would be helpful if more governors attended the Council of Governors / Non-Executive Directors Informal workshops arranged and noted that attendance at these was better from Non-Executive Directors than governors.

Donald Rodgers-Walker left the meeting at 16:10 pm.

21/19 UPDATE ON STAFF CONSULTATION (CAR PARKING)

Alison Wilson provided an update on the staff consultation engagement sessions over February and March for staff across both hospital sites and Broad Street Plaza to discuss challenges, opportunities and gather views from staff.

These engagement sessions were well attended by staff and the responses and suggestions are being compiled into a report to review the feedback and to decide on next steps. Alison confirmed the staff car parking proposal will come to a future Board meeting, likely in July 2019.

Alison Schofield confirmed an afternoon 'in my shoes' has been arranged in May 2019 as a learning experience for wheelchair users in the car park.

Alison Wilson explained the consultation focused on where the Trust is now and what the future will look like. Staff were asked for ideas on how the Trust could do things differently to be more cost effective.

Peter Bamber asked what the output of the consultation will be. The Director of Workforce and OD confirmed the decision and output of the consultation including how the decision was made will come back to the Board in July 2019.

OUTCOME: The Council of Governors **RECEIVED** the update on staff consultation.

22/19 UPDATE FROM LEAD GOVERNOR

Alison Schofield reported on the hard work from the current governors attending regular meetings and asking pertinent questions to ensure the Trust is held to account. She explained the governors are liaising with Board members to improve opportunities to make a difference in the governor role.

Alison encouraged all governors to feel confident to ask questions and make comments within the meetings they attend. She added improvements have been highlighted in how the governors work and communicate alongside the Board of Directors and Non-Executive Directors and the Trust is working towards an improved experience for governors.

Alison asked the governors to contact her if they have any issues or questions and she will acknowledge receipt of the email and will aim to respond within seven calendar days.

Alison explained it has taken her longer to understand the role of lead Governor; however, she feels she is now improving in the role and gaining more experience. She explained she would like to stand for a second year as lead Governor in July 2019 and asked if at least four governors could nominate her by email to support her to continue her role as lead Governor.

23/19 CHAIR'S APPRAISAL PROCESS

The Chair left the room for this discussion. Phil Oldfield, the Senior Independent Non-Executive Director presented the Chair's appraisal process which was approved at the Nominations and Remuneration Committee on 25 March 2019.

The Chair's appraisal evaluation form will be circulated to governors shortly for responses by 6 May 2019. The Chair and Senior Independent Non-Executive Director will meet in June 2019 and a paper will be presented at the Council of Governors on 18 July 2019.

Brian Moore highlighted the collation of the forms should be by the lead Governor only. Alison Schofield responded it has been agreed the Company Secretary and Corporate Governance Manager will work with her to support her in collating the responses.

The Corporate Governance Manager will circulate the long-version of the evaluation form as agreed at the Nominations and Remuneration Committee on 25 March and Brian Moore confirmed it has been shortened last year for the 2017-18 Chair's appraisal due to the Chair's tenure expiring.

24/19 CHAIR'S REPORT

The Chair thanked Lynn Moore for participating in the interview panel for the Executive Director of Nursing / Deputy Chief Executive post.

The Chair reported on the number of improvements that are being explored and put into place for the Council of Governors.

The Chair is meeting with the lead Governor on a monthly basis and meetings between the Chief Executive and staff governors every 6 months is being re-

introduced. Governors are asked to direct any questions to the lead Governor, copying in the Chair. Alison Schofield thanked the Chair for taking the time to visit each governor or contact them individually.

Governors invited to attend the Board, including the lead Governor, are welcome to sit at the Board of Directors table and are invited to comment at the end of the meeting.

The Chair confirmed the attendance lists for the Council of Governors meetings will be circulated every quarter.

Non-Executive Director Appraisals

The Chair confirmed the Non-Executive Directors appraisals have been completed for 2018/19 and discussed with the lead Governor.

Governor's Charter

The Chair highlighted section 3g of the Governors charter regarding the 12 month period for monitoring meeting attendance and asked for clarity. The Council of Governors agreed the wording should say 'Governors are required, under the Trust's Constitution, to attend a minimum of two Council meetings from *September to September*' rather than financial year. Brian Moore asked if the Company Secretary can make governor attendance explicit in the Constitution.

Action: Company Secretary

The Chair explained attendance from the Executive Directors at the Council of Governors is to be agreed, governors can invite Executives to attend; however, they are not all required to attend.

Sian Grbin fed back that she attended the Regional Governor workshop hosted by Mark Price from NHS Providers and will circulate the information from this workshop.

Action: Sian to circulate the information from the Regional Governor workshop

Rosemary Hedges commented that the improvements are very helpful and makes the role of a Governor clearer.

25/19 PERFORMANCE AND STRATEGY

a. Performance Report

The Chief Operating Officer reported a positive position for February 2019, the main highlights from the report were:

- Overall position of 73%, best performance this financial year
- 6 weeks Diagnostics target was missed for the third time in 4 months – issue in January where a cohort of referrals on paper (Cardiology tests) were not being tracked, these are now on the system and reported to regulators, this had an impact on performance; however, there was no harm – anticipate the backlog to be cleared by June 2019
- Infection Prevention Control – Deep clean Programme through the Summer

will take place again this year, there were no ward closures during Winter due to infection

- Emergency re-admissions – higher number of re-admitted patients, an audit took place which identified coding issues and areas in process that can be improved
 - Frail patient's re-admission rate is 13%, nationally best rate is 23%
 - 'Getting It Right First Time' (GIRFT) re-admissions summit will take place with clinicians for feedback at the next meeting
 - Emergency Care Standard improved from January in March (type 1 – A&E Department 4 hours – achieve 94.46% - best in the year), including other pathways achieved 95.22% - over 91% for the full year (upper quartile nationally and one of the busiest A&E)
 - Workshop with clinical colleagues took place on 10 April to look at innovation and improvements and will be shared at the next meeting
 - Cancer delivered across all metrics in March 2019
 - Risk with radiologist capacity
 - Complaints – Intervention meetings with the Chief Executive and every manager with an overdue complaint to understand the blockers who is presenting the findings at a deep dive at the end of May 2019
 - Community Voices (volunteers trained on patient engagement) spent a week in the A&E Department to cover the 24-hour period, interviewed 1,200 patients in the Department, gained consent from 600 to review the experience afterwards – a report will be presented at the next meeting
- Action: Chief Operating Officer to share findings from Community Voices**
- Stroke achieved an A rating for the stroke services in the last audit

Paul Butterworth challenged the significant drop in complaints down by 33%. The Chief Operating Officer clarified the performance will dip whilst clearing the backlog before an improvement shows on the trajectory.

Rosemary Hedges asked why A&E attendances are very high. The Chief Operating Officer explained there is no alternative to A&E other than GPs which is unusual as there are no walk-in centres. Rosemary asked if community provision is reducing. The Chief Operating Officer clarified the 'Right care, right time, right place' will improve community provision with primary care networks as part of the 10-year plan. Mark Davies, Clinical Director for the Emergency Care Network is the clinical lead for a pilot site for the workforce re-design to front end staffing.

Rosemary Hedges highlighted the high level of incidents reported on ward 11 and asked what type of ward this was.

Action: Chief Nurse to confirm

Sian Grbin asked about the stroke SSNAP scoring an 'A' with an overall rating of 64.2%. The Chief Operating Officer confirmed the Trust doesn't need to achieve

100% or an A in all targets. The Medical Director added the Trust are on an improvement journey.

Rosemary asked about a hyper acute stroke unit at CRH, the Medical Director explained options were reviewed in terms of a hyper acute stroke unit and there will be four in the West Yorkshire region, which includes Bradford Teaching Hospitals, Mid Yorks, Leeds and Calderdale and Huddersfield will remain with a hyper acute stroke unit.

b. Financial Position and Forecast – Month 11

The Executive Director of Finance summarised the key points from the Month 11 position;

- Forecast to achieve the planned £43.1m deficit plan
- Agency expenditure is £1.74m below the agency trajectory set by NHSI and is forecast to remain below the trajectory for the rest of the year
- On track to deliver the Cost Improvement Programme (CIP)
- Capital expenditure year to date is lower than planned at £6.34m against a planned £8.17m
- Final accounts submission CDEL (capital department expenditure limit) – re-evaluation exercise took place on assets and the outcome was less appreciation – breach of £2.5m (regulators are aware)
- The Trust are planning for a £10m deficit plan for next year
- Cost pressures throughout the year including clinical waste

Peter Bamber asked how much of the deficit plan serves as debt. The Director of Finance clarified there is a total of £1m in interest at 3% and next year borrowing will be at 1.5% interest.

Rosemary Hedges asked if the control total has been agreed, the Director of Finance responded the control total has been agreed and the Trust is borrowing less cash next year and more money will go into the tariff to get providers back into balance.

26/19 UPDATE FROM COUNCIL OF GOVERNORS SUB-COMMITTEE

Nominations and Remuneration Committee – 14.2.19

Alison Schofield highlighted the key points from the Nominations and Remuneration Committee held on 14 February 2019. The Committee reviewed the terms of reference for the committee and amendments were received and considered. There was discussion on engagement, communication and involvement in the Non-Executive Director appraisal process. The re-appointment of two Non-Executives coming to an end of tenure were discussed and approved, the Committee considered their attendance, appraisals and other feedback and the Chair exercised a casting vote to support one of the re-appointments.

The Committee reviewed the Board skills and competencies required for the new

Non-Executive Directors. Paul Butterworth highlighted this is the one committee where governors can vote and asked that all governors attend to avoid the need for the chair to use a casting vote.

Nominations and Remuneration Committee – 25.3.19

Stephen Baines highlighted the key points from the Nominations and Remuneration Committee held on 25 March 2019. The Committee approved the revised terms of reference. The Non-Executive Director process for recruitment was approved. All governors taking part in the NED recruitment process will have to undertake training.

27/19 COMPANY SECRETARY REPORT

1. Process for election of Lead Governor

Public governors can nominate themselves as lead Governor, including stakeholder governors and expression of interest are asked for by 29 April 2019. The voting process with governors will take place at the end of May 2019 and appointment will be announced at the Annual General Meeting. Sian Grbin clarified a governor can nominate another governor.

2. 2019/20 Quality Account Priorities

The Council of Governors is asked to **NOTE** the selected 2019/20 Quality Account priorities following a selection process that began at a Governor Workshop in December 2018 and completed during February 2019.

3. Council of Governors Register

The Council of Governors' is asked to **NOTE** and receive the Council of Governors register attached.

4. Elections to the Council of Governors

The Company Secretary reported the governor elections are underway and the deadline for receipt of nominations is 20 May 2019, including those governors who wish to re-stand. Brian Moore clarified that governors who want to re-stand must live in the area they want to represent.

5. Council of Governors Self-Appraisal Process

The feedback from the 2017/18 Council of Governors self-appraisal process will be shared at the Board and Council of Governors Workshop on 21 May 2019. The details of the self-appraisal process for 2018/19 will be confirmed in due course.

6. Review Annual CoG Meetings Workplan

The Council of Governors is asked to review and approve the annual workplan for the Council of Governors. Comments are to be sent to the Corporate Governance Manager.

7. Review date of Annual General Meeting 2019

The Council of Governors is advised that the Joint Board/Council of Governors' Annual General Meeting will be held on Wednesday 17 July 2019. The meeting will take place on the 3rd floor, Acre Mills Outpatients commencing at 6:00 pm.

8. Council of Governors Formal Attendance Register – Annual Report and Accounts

Governors were asked to review the attendance register for accuracy as this will

be published in the Annual Report and Accounts 2018-19.

9. Proposal for an additional Stakeholder Governor

The Council of Governors were asked to approve the proposal for an additional partnership Governor for CHS. The Chair has reviewed the process at other Trusts and this will be in line with other organisations. Sian Grbin asked if this post would start from July 2019. The Company Secretary clarified the partner organisation will be asked to put someone forward for the governor role and the post would commence in July 2019.

OUTCOME: The Council of Governors **APPROVED** a stakeholder governor for Calderdale and Huddersfield Solutions Limited (CHS).

10. Proposal for a Governor Workshop

The Trust is in discussions with NHS Providers to provide 'Holding to Account' and 'Non-Executive Director Recruitment' training for governors. The potential date for the full day training is Tuesday 14 May 2019 and a second session will be provided in house. It is proposed that a half day will focus on NED recruitment and a half day will focus on 'Holding to Account'. Governors are asked to confirm their availability for the workshop on 14 May to the Corporate Governance Manager.

Action: All Governors to confirm availability for the workshop to the Corporate Governance Manager

OUTCOME: The Council of Governors **NOTED** a workshop will be organised and were asked to confirm their availability on 14 May to the Corporate Governance Manager.

11. Nominations and Remuneration Revised Terms of Reference

A revised term 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 25 March 2019.

OUTCOME: The Council of Governors **APPROVED** the revised Nominations and Remuneration terms of reference.

28/19 UPDATES FROM SUB-COMMITTEES

Quality Committee

Christine Mills provided written feedback on the Quality Committee noting it is chaired well, discussion is open and areas that require improvement are highlighted. The department leads give clear evidence of how the improvement is planned, how it is progressing and are open with all facts whether improvements are going well and when improvement is not progressing.

Charitable Funds Committee

Sheila Taylor provided written feedback on the Charitable Funds Committee, she explained it discusses how funding comes about, how it is spent and if any restrictions are in place. Whilst some legacies are received, other specifies how their legacy can be used i.e. 'Restricted' or 'Unrestricted' use of funds. A Fundraising Manager has successfully been appointed to fund raise for the charity and raise the profile. There

has been discussion around how the Todmorden Health Centre could be utilised more having had a great amount of money spent on it. The Todmorden Health Centre is under used at present and progress is ongoing in terms of how it can be better used, and a survey will be carried out to ascertain patient preferences. Sheila was heartened to hear how some of the funds are raised and how some of the money is spent within the hospitals.

Organ Donation Committee

The Chair reported on the Organ Donation Committee and the efforts to increase the number of people who can donate organs. This is proving difficult with recent law changes. There was discussion how the Trust can engage with communities via the chaplain service through the hospital.

Audit and Risk Committee

Brian Moore reported on the Audit and Risk Committee which focused on clinic outcomes data quality issues that have been raised and the Trust are re-running a self-assessment which will be reported at the next meeting. The Board Assurance Framework (BAF) has been discussed in terms of how risks are being managed for CHS. There was discussion about the Annual Report and Accounts and the risks due to the timing of the departure of the Company Secretary.

Finance and Performance Committee

Sian Grbin reported on the Finance and Performance Committee and confirmed the Managing Director for Digital Health is submitting a final report on EPR Benefits to the next meeting. A Committee Chair's meeting has been arranged which was an output of the self-effectiveness action plan. The Committee has been reviewing financial improvements in previous years. There has been an increase in waiting times for first appointments (Outpatient transformation) and the Chief Executive has asked for a deep dive.

Project echo is discussed at this Committee which is where the Trust review the relationships under the PFI and better use of public money.

Workforce Committee

Alison Schofield reported on the Workforce Committee and is impressed by the number of creative opportunities to improve staff experiences within the Trust. Karen Heaton has been working hard on the Organisational Development Kitchen event creating a knowledge cupboard of recipes to support staff and signpost them towards policies and support resources within the workplace. This has opened opportunities for staff engagement and discussion such as staff support groups for BAME and engaging new staff group colleagues with a disability. This is enhanced with the recent recruitment of an equality manager to strengthen this important work. During 2019/20 the Trust will be improving mandatory fire training. Agency spend across the Trust has reduced. The Trust have several support strategies in place for colleagues, such as NEYBER for finance issues.

29/19 COUNCIL OF GOVERNORS CALENDAR 2019

The updated Council of Governors calendar for 2019 was circulated for information.

DATE AND TIME OF NEXT MEETING

Council of Governors Meeting

Date: Thursday 18 July 2019

Time: 3:30 – 5:30 pm

Venue: Boardroom, Sub-Basement, HRI

Annual General Meeting

Date: Wednesday 17 July 2019

Time: Commencing at 6:00 pm

Venue: 3rd floor, Acre Mills Outpatients

The Chair thanked the governors, Non-Executive Directors and Executive Directors for attending and formally closed the meeting at 17:44 pm.