

COUNCIL OF GOVERNORS

Meeting to be held on Friday 28 July 2017 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

AGENDA

NO.	AGENDA ITEM	PURPOSE	SPONSOR	PAGE NO.
1.0 Preliminary Business				
1.1	Introduction and apologies	Information	<i>Chairman</i>	Verbal
1.2	Declarations of Interest	Information	<i>Chairman</i>	Verbal
1.3	Minutes of the last meetings - Minutes of the meeting held on 28 April 2017 - Minutes of the Extra Council of Governors meeting held on 26 May 2017.	Approval	<i>Chairman</i>	p. 3
1.4	Matters arising (Action Log)	Approval	<i>Chairman</i>	p. 17
2.0 Holding Non-executive Directors to account				
2.1	Holding to account report	Assurance	<i>Trust Secretary</i>	p. 18
3.0 Non-executive Director appointments (appraisal review)				
3.1	Nominations and Appointments Committee report - Appointment of Committee members	Assurance	<i>Chairman</i>	p. 20
3.2	Appointment of the Chair	Approval	<i>Non-executive Director</i>	To follow
3.3	Appointment of the Senior Independent Director	Approval	<i>Chairman</i>	p. 24
4.0 Constitutional/forward plans				
4.1	Governor Group reports a) Quality Focus Group b) Governors' Strategy Group c) Constitution Focus Group	Assurance	<i>Governor Group Leads</i>	p. 26
4.2	Foundation Trust Constitution	Approval	<i>Trust Secretary</i>	p. 31
4.3	Election and Appointment of Governors 2017	Information	<i>Trust Secretary</i>	p. 33
5.0 Member/Public interests				
5.1	Membership engagement report	Information	<i>Trust</i>	p. 41

			<i>Secretary</i>	
6.0 Training and development				
6.1	Governor training and development report	Information	<i>Trust Secretary</i>	p. 45
7.0 Performance Update and Strategic Outlook				
7.1	a) Chief Executive's report b) Quarterly Patient Experience and Complaints Reports c) Quality Report d) Independent Auditor's Report to the Governors on the Quality Report.	Information Information Information Assurance	<i>Chief Executive</i> <i>Chief Nurse</i> <i>Chief Nurse</i> <i>Chief Nurse</i>	Verbal Attached as Supporting Information Attached as Supporting Information
7.2	Independent Review of Children's Cardiac Services in Bristol	Assurance	<i>Chief Nurse</i>	Attached as Supporting Information
8.0 Items for Information				
8.1	Governors' Log of Communications	Information	<i>Chairman</i>	p. 48
8.2	Governors' Register of Business Interests	Information	<i>Chairman</i>	p. 55
9.0 Concluding Business				
9.1	Governor Questions arising from the meeting of the Trust Board of Directors	Information	<i>Chairman</i>	Verbal
9.2	Foundation Trust Members' Questions	Information	<i>Chairman</i>	Verbal
9.3	Any Other Business	Information	<i>Chairman</i>	Verbal
9.4	Date and time of next meeting Annual Members Meeting: Thurs 21 Sept 2017, 5pm-7pm, Education & Research Centre Council of Governors meeting: Tues 31 Oct 2017, 2pm-3.30pm Conference Room, Trust HQ	Information	<i>Chairman</i>	Verbal

Minutes of the Council of Governors Meeting held on 28 April 2017 at 2:00pm in the Conference Room, Trust Headquarters, Marlborough Street, BS1 3NU

Present

John Savage – Chairman
Mo Schiller – Joint Lead Governor and Public Governor
Angelo Micciche – Joint Lead Governor and Patient Governor
Clive Hamilton – Public Governor
Graham Briscoe – Public Governor
Sue Silvey – Public Governor
Bob Bennett – Public Governor
Malcolm Watson – Public Governor
Hussein Amiri – Public Governor
Pauline Beddoes – Public Governor
Jonathan Seymour-Williams – Public Governor
Anne Skinner – Patient Governor
Rashid Joomun – Patient Governor
Kathy Baxter – Patient Governor
Lorna Watson – Patient/Carer Governor
Ray Phipps – Patient Governor
Garry Williams – Patient/Carer Governor
Sue Milestone – Patient/Carer Governor
Andy Coles-Driver – Staff Governor
Florene Jordan – Staff Governor
Mily Yogananth – Staff Governor
Karen Stevens – Staff Governor
Jeanette Jones – Appointed Governor
Tim Peters – Appointed Governor
Beatrice Lander – Appointed Governor

In Attendance

Robert Woolley – Chief Executive
Sean O'Kelly – Medical Director
Paul Mapson – Director of Finance and Information
Paula Clarke – Director of Strategy and Transformation
Alex Nestor – Acting Director of Workforce and Organisational Development
Mark Smith - Chief Operating Officer
Carolyn Mills – Chief Nurse
Emma Woollett – Vice-Chair and Non-executive Director
Alison Ryan – Non-executive Director
Guy Orpen – Non-executive Director
John Moore – Non-executive Director
Kate Hanlon – Interim Head of Membership and Governance
Bala Thyagarajan – Consultant Neonatologist
Michael Lyall – Foundation Trust member
Bob Skinner – Foundation Trust member
Mary Whittington – Foundation Trust member
John Chablo – Foundation Trust member
Margaret Lyall – Member of the public

Minutes

Sarah Murch – Membership and Governance Administrator

The Chairman opened the meeting at 2.00pm

Minute Ref:	Item	Actions
COG 01/04/17	1.1 Chairman's Introduction and Apologies	
	<p>The Chairman, John Savage, welcomed everyone to the meeting. He extended a particular welcome to Beatrice Lander (Youth Involvement Group governor), to Bala Thyagarajan (newly elected unopposed as staff governor for the Medical and Dental constituency), and to the Foundation Trust members present, some of whom were also standing for election as governor.</p> <p>He paid a warm tribute to those governors who would be standing down on 31 May – Mo Schiller, Bob Bennett, Sue Silvey, Anne Skinner, Clive Hamilton, Angelo Micciche, Edmund Brooks, Lorna Watson, Karen Stevens, Ian Davies, Tim Peters, Jeanette Jones and Maria Wahab – and their valuable contribution over their years in office.</p> <p>He further noted apologies from Julian Dennis, Carole Dacombe and Olivia Garrett.</p>	
COG 02/04/17	1.2 Declarations of Interest	
	In accordance with Trust Standing Orders, all those present were required to declare any conflicts of interest with items on the meeting agenda. There were no declarations of interest.	
COG 03/04/17	1.3 Minutes from Previous Meeting	
	<p>Governors considered the minutes of the meeting of the Council of Governors held on 31 January 2017 and approved them as a true and accurate record of the meeting.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Approve the minutes of the Council of Governors meeting held on 31 January 2017. 	
COG 04/04/17	1.4 Matters Arising/Action Log	
	Members received the action log and noted the progress against the completed actions. An outstanding action was noted to provide governors with an update report on the Orla Virtual Ward scheme, and the Chairman promised that this would be actioned in due course.	
COG 05/04/17	2.1 Holding to Account report	
	Kate Hanlon, Interim Head of Membership and Governance, introduced an overview of the actions of governors in holding non-executive directors to account since the last meeting. There were no questions.	

	<p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG 06/04/17	<p>3.1 Nominations and Appointments Committee Report</p> <p>John Savage, Chairman, introduced the Nominations and Appointments Committee (NOMCO) report from the meetings held on 6 March 2017 and 27 March 2017.</p> <p>The Council of Governors agreed with the committee's recommendation to re-appoint Jill Youds and Julian Dennis as Non-executive Directors for their second 3-year terms until 31 May 2020 and 27 November 2020 respectively.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note; • Approve the re-appointment of Jill Youds and Julian Dennis as Non-executive Directors for their second 3-year terms until 31 May 2020 and 27 November 2020 respectively. 	
COG 07/04/17	<p>3.2 Non-executive Director and Chair Recruitment</p> <p>Alison Ryan, Non-executive Director, introduced a report on the recruitment process for new non-executive directors and Chair.</p> <p>She added that there had been 77 applicants for the post of non-executive director. The shortlisted candidates had been invited to interview on 27 April and 10 May, and a number of governors had been involved in the interview process. A final recommendation would be reached after 10 May. This would need to be approved by all governors at an Extra Council of Governors meeting convened for this purpose on 26 May.</p> <p>Alison also reported that as John Savage's final term of office was due to end on 30 November 2017, the recruitment process for a new Chair was also underway. Shortlisting was scheduled for next week, with interviews in July.</p>	
COG 08/04/17	<p>4.1 Governor Groups Reports</p> <p>Written reports had been circulated for all groups.</p> <p>a) <u>Quality Focus Group</u></p> <p>In the absence of both the outgoing Chair of this group (Marc Griffiths), and the incoming Chair (Carole Dacombe), Clive Hamilton was invited to introduce this report. The report covered meetings of the governors' Quality Focus Group held on 24 February and 17 March. The meeting on 24 February had been an extra meeting convened to update governors on the progress of this year's Quality objectives and to enable governor input into the Quality Objectives for 2017/18. At the meeting held on 17 March, governors had been invited to contribute to the Trust's Quality Report and particularly to select a quality indicator that could be tested by the External Auditors when they reviewed the content of the Quality Report. Governors had chosen the timely discharge of patients (i.e. discharge between 8am and 12 noon) as the indicator that they</p>	

wished the External Auditors to test.

Also discussed at the meeting was the outcome of the recent Care Quality Commission inspection report, and also a report of the main issues being considered by the Non-executive Directors in the Quality and Outcomes Committee. There had been no further update on the discussions with North Bristol Trust in relation to the cellular pathology service.

b) Governors' Strategy Group

Clive Hamilton, Chair of the Governors' Strategy Group, introduced the report of the group's meetings on 9 February and 11 April. At the February meeting the discussion had centred around the Trust's deficit budget, but by the April meeting, an improvement in the Trust's position was noted, with a surplus projected at end of the year. Clive thanked Paula Clarke, Director of Strategy, for providing regular updates to the group on the Trust's operating plan, which had been re-submitted to NHS Improvement.

Clive asked for an update on the tenders for the building of a new car-park, which the group had discussed. Paul Mapson responded that the Trust had gone out to tender but had received only one response. The Trust had therefore decided to finance the scheme itself and was now proceeding on the basis that UH Bristol would own the car-park, and that separate organisations would be contracted to build it and manage it.

Clive referred to the group's discussion on the Sustainability and Transformation Plan (STP) and enquired whether it was yet known whether the STP included scope for transferring services to create specialist centres. Robert Woolley responded that while specialised commissioners had been involved in the STP process, there were no proposals of this kind as yet. He added that specialised commissioners needed to take into account the configuration of services in the whole of the South West, rather than just the STP footprint of Bristol, North Somerset and South Gloucestershire.

Clive further referred to the proposal to close night-time emergency services at Weston General Hospital and enquired how it would impact UH Bristol. Robert responded that ambulance-borne patients would be brought to UH Bristol, North Bristol Trust or Taunton instead. He added that Weston was currently consulting publicly on whether they should change A&E provision in the long term because of their continued difficulties in recruiting staff. Alongside this consultation there was also considerable regulatory interest in whether Weston could maintain safe services in the very immediate future, and there had been a night's closure over the Easter holidays, which had increased ambulance admissions at UH Bristol and North Bristol Trust. Work to support Weston was ongoing under the North Somerset Sustainability Board.

Graham Briscoe further enquired whether the STP had succeeded in appointing an external chair. Robert responded that an independent chair was expected to start imminently: a development which he welcomed. The pre-existing system leaders group had agreed a number of arrangements to take the STP forward in a more robust way. A new permanent programme director had started this week and a core programme management budget had been

	<p>agreed. He undertook to provide governors with more information in June about how they were going to work with staff in the different organisations.</p> <p>c) <u>Constitution Focus Group</u></p> <p>Angelo Micciche, Chair of the Constitution Focus Group, introduced the report of the group's meeting held on 2 March. The group had discussed the refresh of the membership database, the governor elections and appointed governor roles, induction plans for new governors, the nomination process for the lead governor, constitutional changes, and had received a report from the Chair of the Audit Committee. It had been decided to organise a Health Matters Event on Skin Cancer on 17 May, which governors were encouraged to support. The new Chairs for each of the Governor Focus Groups had also been agreed. Finally, Angelo thanked Kate Hanlon and acknowledged her significant contribution to this Group over the year.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the reports to note. • Note that the new Chairs for the Governor Focus Groups from 1 June had would be Ray Phipps for the Constitution Focus Group, Carole Dacombe for Quality Focus Group, and Malcolm Watson for the Governors' Strategy Group. 	
COG 09/04/17	6.0 Appointment of the External Auditor	
	<p>This item was brought forward on the agenda. John Moore, Non-executive Director and Chair of the Audit Committee, gave a presentation to governors to seek approval on the appointment of the External Auditor for the Trust for the three year period commencing 2017-2020.</p> <p>He reported that an Auditor Selection Panel had been set up to oversee the appointment, made up of three governors (Angelo Micciche, Clive Hamilton and, in the initial stages, Graham Briscoe) and three non-executive directors (John Moore – Panel Chair, Alison Ryan and Lisa Gardner) with several Trust officers and a representative of the Trust's internal auditors attending in an advisory capacity.</p> <p>The panel had met twice in November and December to agree the route for appointment, the outline tender specification, evaluation criteria and timeline. The panel then convened two further times in March: to review the tenders received and to receive presentations from the preferred suppliers. Four organisations tendered for the role and three were shortlisted: Deloitte; KPMG; and PricewaterhouseCoopers.</p> <p>Based on the thorough processes followed, and careful consideration and discussion of each bid, the panel unanimously recommended that the Trust's existing External Auditors, PricewaterhouseCoopers (PwC) be appointed again for a three-year period. Assurance was sought from PwC that there would be a fresh team in place, and also that there would be increased involvement with non-executives and governors. This was agreed by the Audit Committee on 11 April.</p>	

	<p>John assured the meeting that the recommendation was based solely on the submission and presentations made by each firm, together with the scoring methodology used by the panel and the subsequent references and reassurances received.</p> <p>As PwC were the Trust's existing auditors, Graham Briscoe requested assurance that there would not only be a fresh team in place, but also a new managing partner, in order to ensure the continuing independence necessary for an External Auditor. This was confirmed.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the reports to note. • Approve the appointment of PricewaterhouseCoopers as the Trust's External Auditors for the three-year period commencing 2017-2020. 	
COG 10/04/17	4.2 UH Bristol Governor Elections 2017	
	<p>Sarah Murch, Membership and Governance Administrator, introduced a report on the 2017 governor elections. The Trust had received 29 nominations for 14 governor vacancies. One candidate had been elected unopposed: (Bala Thyagarajan as Staff Governor for the Medical and Dental constituency), and elections were opening today in the other six constituencies, with voting instructions sent by post to patient and public members, and by email to staff members. The election would close on 24 May, with new governors taking up office on 1 June.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG 11/04/17	4.3 Lead Governor Election	
	<p>Kate Hanlon provided an update on the election of a Lead Governor for the period 1 June 2017 - 31 May 2018. As Angelo Micciche and Mo Schiller were due to step down as joint lead governors on 31 May, a call for a new nominee for the Lead Governor role had been issued to all governors. Two candidates had nominated themselves to undertake the Joint Lead Governor role - Malcolm Watson and Mily Yogananth – and had been supported by fellow governors.</p> <p>However, Mily Yogananth added that, having given the matter further consideration, she was now unsure that she would be able to devote the necessary time to the role in this calendar year. Should she be re-elected, she would be willing to take on the Joint Lead role after December 2017. This would therefore be revisited later in the year.</p> <p>The Chairman thanked Angelo and Mo for their work as Joint Lead Governors in 2016-17.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. • Approve the appointment of Malcolm Watson as Lead Governor for 	

	2017/18.	
COG 12/04/17	5.1 Membership engagement report	
	<p>Kate Hanlon, Interim Head of Membership and Governance, introduced this report. She explained that membership figures had fallen, partly due to a mail-out to the membership with the issue of Voices.</p> <p>There had been a huge response to the mail-out – around 1000 replies – with many asking to be removed from membership, but also positive feedback about the Trust and about Voices magazine. This ‘membership refresh’ would allow the Trust to consider where it was truly representative when membership was reviewed later in the year.</p> <p>In response to a question from Graham Briscoe about reported numbers of new members, Kate confirmed that this was reported in the Annual Report. Graham further enquired about membership recruitment activity, and Kate reminded him of the membership strategy agreed by Constitution Focus Group, under which membership recruitment and engagement would be reviewed in September-December for action in 2018.</p> <p>In the meantime, Kate added that there was an advert for membership in the welcome guide that was given to all patients, and she reminded governors that a new membership recruitment poster and new membership forms had been published, which governors could distribute to their contacts in the community.</p> <p>In response to a question about where the Trust stood nationally in relation to membership figures, Kate noted that a benchmarking exercise had been carried out last year, looking at other comparable Trusts, which could be shared with governors again if necessary.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG 13/04/17	5.2 Update from Youth Involvement Group Appointed Governor	
	<p>Kate Hanlon introduced this new standing agenda item which would enable Appointed Governors to feed back key issues from their organisations to the Council of Governors. She introduced Beatrice Lander, who along with Olivia Garrett was an Appointed Governor from the Trust’s Youth Involvement Group.</p> <p>Beatrice then updated governors on their activities, which had included leading Youth Involvement Group meetings and other events in Bristol Royal Hospital for Children, taking part in the 15-steps challenge, and supporting the hospital’s World Book Day charity activities.</p> <p>They were now involved in planning a Health Matters event for young people in July, on the topic of mental health, to include body image, self-esteem, stress, and support provided within the hospitals.</p> <p>She concluded by saying that she and Olivia were very much enjoying their role as young governors. The Chairman conveyed his thanks to the young governors for their input and contribution.</p>	

	<p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
	<p>6.0 Appointment of the External Auditor This item had already been discussed earlier in the meeting.</p>	
COG 14/04/17	<p>7.1 Governor Training and Development Report – attendance and training matrix</p>	
	<p>Kate Hanlon introduced a report on governor training and other activities. At the April Governor Development Seminar, governors had received an update on the Junior Doctors' Contract, the role of External Audit, the Trust's IM&T strategy and Voluntary Services at the Trust.</p> <p>She added that there were still two outstanding DBS checks for governors, but that the team was also looking at ways to make the process more efficient.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the reports to note. 	
COG 15/04/17	<p>8.1a Chief Executive's Report</p>	
	<p>Robert Woolley, Chief Executive, provided a verbal update on the national context and key issues currently facing the Trust.</p> <p>The Trust was expecting to report a surplus for this year and had received compliments from the King's Fund for its combination of strong financial discipline and continued focus on delivering quality of care. The Trust now had a significant set of objectives for 2017/18 encompassing quality of care, transformation, staff engagement and leadership. The Board had now given its full support to a proposition to develop an arts strategy for the trust, using charity funds.</p> <p>He cautioned that UH Bristol was facing significant challenges this year, with performance still below expectation in relation to the A&E target, and ongoing difficulties with discharge. The Trust was trying therefore to look at innovative ways in which they could create capacity both outside and inside its hospitals. The Medicine Division had been instructed to permanently staff Ward A518 – the winter escalation ward – as it would be needed throughout the rest of the year, and it was currently operating with agency staff. The savings target for the Trust was reasonable and achievable: around £12m for 2017/18. There was a significant focus on reducing agency spend and reducing turnover, and there was still a large task around the new Junior Doctors' contract and the rotas.</p> <p>The Trust was continuing to developing a partnership with Weston Area Health NHS Trust: it was likely that a Management Board would be set up, and clinical staff were increasingly working in collaboration across the Trusts. The Trust had appointed Dr Rob Stafford, Lead BRI Emergency clinician, to work as the joint lead with Weston as well.</p> <p>Robert clarified reports in the media that Bristol, North Somerset and South</p>	

	<p>Gloucestershire (BNSSG) had been instructed to scrap ‘unaffordable’ services. This in fact referred to NHS England’s process of capped expenditure and the fact that NHS England had requested that the region look again at all organisational plans to try to develop more savings to reduce the total overspend to the level in their plan. Commissioners would lead this work and would be making a submission in May. The aim was to establish areas of reducing expenditure without affecting patient care.</p> <p>He reported that Paula Clarke was leading on a refresh of the Trust’s strategy. Governors and staff would be engaged to understand the implications of the STP for the Trust, and to contribute their ideas as to how care could be provided better and for less money. Finally, he reported that the new Director of People Matt Joint was due to start at the Trust on 4 September, with Alex Nestor acting into the role until then.</p> <p>Questions from Governors:</p> <p>Malcolm Watson referred to the BNSSG overspend, and enquired whether cutbacks would have an impact on the Trust’s income, given that in order to increase its income, the Trust would need to deliver more commissioned services. Robert agreed that a reduction in spending by commissioners would have an effect, adding that if the purchasers did not have the money to spend, then there would be no point in the Trust developing services to do more activity to increase its income. UH Bristol could benefit if specialist centres across the south west were re-organised; however, with national spending on the NHS declining this year and next year, this seemed unlikely.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
	<p>8.1b Quarterly Patient Experience and Complaints Reports</p> <p>Carolyn Mills, Chief Nurse, introduced the Patient Experience and Complaints reports, the purpose of which was to share insight and learning from patient-reported experience generated from complaints, patient surveys and patient and public involvement activities during Quarter 3. This had been received by the Trust Board of Directors at their meeting in March.</p> <p>Complaints: The number of complaints received in Q3 represented a decrease on previous quarters. She highlighted strong performance in relation to timeliness of responses, and also that fewer complainants had expressed dissatisfaction with the Trust’s response to their concerns.</p> <p>Patient Experience and Involvement:</p> <p>Carolyn drew governors’ attention to the a report carried out at South Bristol Community Hospital by Healthwatch in October 2016, which had generated positive feedback about inpatient care at the hospital, but had identified some issues and recommendations on non-clinical aspects of care, particularly in relation to providing care to elderly patients. She encouraged governors to read the report.</p> <p>Malcolm Watson commented that there appeared to be little in the way of patient involvement reported. Carolyn disagreed but offered to clarify this with</p>	

	<p>him outside the meeting. Clive Hamilton enquired whether the strong performance in relation to complaints in Quarter 3 had been maintained in Quarter 4, and Carolyn noted that performance was dipping in Q4 but that this was likely to be natural variation rather than a cause for concern.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Quarterly Patient Experience and Complaints Reports to note. 	
COG 16/04/17	8.2 Independent Review of Children's Cardiac Services in Bristol Report	
	<p>Carolyn Mills, Chief Nurse, introduced an update report on the delivery of the programme plan to address the recommendations for UH Bristol and South West and Wales Congenital Heart Network as set out in the Independent Review of the children's cardiac service at the Bristol Royal Hospital for Children and a CQC expert review of clinical outcomes of the children cardiac service published on 30 June 2016.</p> <p>The April 2017 meeting of the Steering Group had approved the closure of twelve recommendations. She advised governors that while it was still the intention to close all recommendations by the June deadline, there were two actions that related to the appointment of clinical posts across the network which it might not be possible to meet by then.</p> <p>Members RESOLVED to</p> <ul style="list-style-type: none"> • Receive the update report on the Independent Review of Children's Cardiac Service to note. 	
COG 17/04/17	9.1 Governors' Log of Communications	
	<p>Governors received an updated report of the questions that governors had asked directors via the Governors' Log of Communications. There were no questions.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG 18/04/17	9.2 Governors' Register of Business Interests	
	<p>Governors received an updated report of the governors' Register of Business Interests.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG 19/04/17	9.1 Council of Governors Forward Planner	
	<p>Governors received an updated forward planner showing the business of Council of Governors meetings in 2017/18.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	

COG 20/04/17	10.1 Governors' Questions arising from the meeting of the Trust Board of Directors	
	<p>Clive Hamilton noted that the Trust's operational plan for the next year included projects that involved more directed use of independent providers, and asked how this related to the plan's stated focus on reducing outsourcing to non-NHS bodies.</p> <p>Robert Woolley explained that in order to retain the rate of progress through the waiting list, it was sometimes necessary to ask the Trust's own staff to work extra hours (waiting list initiatives) or to outsource. The Board accepted that this would increase costs; however, there was a balance between the need to deliver timely care and to minimise costs. Paul Mapson added that outsourcing was used by the Trust as a last resort, as it was rarely demonstrably cheaper, and that the Trust was aiming to reduce it in next year's plan, though occasionally it would still be necessary due to a lack of staff and capacity.</p>	
COG 21/04/17	10.2 Foundation Trust Members' Questions	
	Mike Lyall, Foundation Trust Member, thanked Robert Woolley for the work of the UH Bristol Board in supporting Weston Area Health NHS Trust. As a resident of North Somerset, he could confirm that there was great concern in the area about the potential closure of the A&E Department at Weston, and Robert's support was appreciated.	
COG 22/04/17	10.3 Any Other Business	
	The Chair warmly expressed his thanks to Kate Hanlon, who was finishing her last day in the role of Interim Head of Membership and Governance, as she had been covering maternity leave for Amanda Saunders for the past year. The Lead Governors added their thanks on behalf of all the governors. There was no other business	
Meeting close and date of next meeting The Chair declared the meeting closed at 3.20pm. There would be an Extra Council of Governors meeting held on Friday 26 May 2017 at 1.30pm in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU, in order to approve the appointment of new Non-executive Directors.		

Signed by:(Chair) on..... (Date)

Minutes of the Council of Governors Meeting held on 26 May 2017 at 13:15 in the Conference Room, Trust Headquarters, Marlborough Street, BS1 3NU

Present

John Savage – Chairman
 Angelo Micciche – Joint Lead Governor and Patient Governor
 Mo Schiller – Joint Lead Governor and Public Governor
 Clive Hamilton – Public Governor
 Sue Silvey – Public Governor
 Malcolm Watson – Public Governor
 Carole Dacombe – Public Governor
 Tom Frewin – Public Governor
 Jonathan Seymour-Williams – Public Governor
 Rashid Joomun – Patient Governor
 Anne Skinner – Patient Governor
 Ray Phipps – Patient Governor
 Garry Williams – Patient Carer Governor
 Florene Jordan – Staff Governor
 Jeanette Jones – Appointed Governor
 Bob Bennett – Public Governor
 Andy Coles-Driver – Staff Governor

In Attendance

Robert Woolley – Chief Executive
 Emma Woollett – Non-executive Director
 Alex Nestor – Acting Director of Workforce and Organisational Development
 Alison Ryan – Non-executive Director
 David Armstrong – Non-executive Director
 Julian Dennis – Non-executive Director
 John Moore – Non-executive Director
 Pamela Wenger – Trust Secretary
 Amanda Saunders - Head of Membership and Governance
 Debbie Marks – Membership Support Assistant
 Bob Skinner – Foundation Trust member

Minutes

Sarah Murch – Membership and Governance Administrator

The Chairman opened the meeting at 13:15

Minute Ref:	Item	Actions
COG	1.1 Chairman's Introduction and Apologies	
	The Chairman, John Savage, welcomed everyone to the meeting. Apologies had been received from: Graham Briscoe, Pauline Beddoes, Hussein Amiri, Carole Johnson, Tim Peters, Kathy Baxter and Sue Milestone.	
	1.2 Declarations of Interest	

	In accordance with Trust Standing Orders, all those present were required to declare any conflicts of interest with items on the meeting agenda. There were no declarations of interest.	
	2.1 Nominations and Appointments Committee report and recommendations	
	<p>Alison Ryan introduced the report of the outcome of the non-executive director recruitment process. She confirmed that governors on the Nominations and Appointments Committee had been involved in all stages.</p> <p>The Trust had been seeking three or four non-executives, one with financial expertise, one with IT/innovation expertise, and one or two others. The interview days had consisted of a discussion group and an interview panel and had taken place on 27 April and 10 May 2017. The final selection of candidates had been agreed by the interview panel incorporating feedback from the discussion group, as follows:</p> <p>Non-executive Director (Finance):</p> <ul style="list-style-type: none"> • Martin Sykes (Finance Director/ Deputy Chief Executive, Frimley Health NHS Foundation Trust) <p>Non-executive Director Observer (exact title to be confirmed):</p> <ul style="list-style-type: none"> • Professor Steven West CBE, DL – Vice Chancellor, UWE • Madhu Bhabuta – Chief Technology Officer, Ministry of Defence <p>She gave a short description of the experience of each of the three selected candidates and strongly recommended all three appointments.</p> <p>John Savage added his recommendation of approval. He explained that Martin Sykes would take over as the non-executive director specialising in finance to replace Lisa Gardner, one of the two others would stand in for Alison Ryan while she was on her sabbatical year from August 2017, and the other would assume an associate role for the time being. Commencement dates were expected to be confirmed in the next few weeks.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Approve the appointment and remuneration for Martin Sykes as non-executive director, and Steven West and Madhu Bhabuta as non-executive director observers (exact title to be confirmed). 	
	3.1 Any Other Business	
	<p>The Chairman noted that many governors were attending for their final meeting, as the terms of office were coming to an end on 31 May for 15 members of the Council. Some of these had been governors since UH Bristol had first become a Foundation Trust in 2008. He commended the governors on their high level of commitment and their considerable amount of work over this time, and expressed his gratitude on behalf of the Board. He stated the Board's ongoing commitment to maintaining good relations with governors.</p>	

	<p>He then led the Board in giving the retiring governors a standing ovation.</p> <p>Clive Hamilton spoke briefly about the progress that the Council of Governors had made since Foundation Trust status had been granted. He gave particular thanks to the other governors and also to the non-executives and executives who had supported them with patience and attended meetings to keep them informed. Mo Schiller added thanks to the Membership and Governance team for their support.</p> <p>The Chairman closed the meeting at 13:30.</p>	
	3.2 Date and Time of Next Meeting	
Friday 28 July 2017 at 2pm in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU.		

Signed by:(Chair) on..... (Date)

Council of Governors meeting – 28 July 2017

Action Log

There were no actions from the Council of Governors meetings held on 28 April 2017 or 26 May 2017.					
Outstanding actions following meeting held on 31 January 2017					
No.	Minute reference	Detail of action required	Responsible Officer	Completion date	Additional comments
1.	COG/ 50/01/2017 Item 10.1	Mily Yogananth asked if the governors would be receiving a report regarding the financial details of the ORLA pilot.	Director of Finance	TBC	Update to come to governor focus group.

**Cover report to the Council of Governors meeting to be held on 28 July 2017 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	2.1
Meeting Title	Council of Governors	Meeting Date	28/07/2017
Report Title	Holding to account report		
Author	Amanda Saunders, Head of Membership & Governance		
Executive Lead	Pam Wenger, Trust Secretary		
Freedom of Information Status	Open		

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-Executive Directors to account	<input checked="" type="checkbox"/>
Non-Executive Director appointments (appraisal review)	<input type="checkbox"/>
Constitutional/forward plans	<input type="checkbox"/>
Member/Public interests	<input checked="" type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)			
For Decision	<input type="checkbox"/>	For Assurance	<input checked="" type="checkbox"/>
		For Approval	<input type="checkbox"/>
		For Information	<input type="checkbox"/>

Executive Summary
<p>Purpose: In line with the Trust's Constitution, one of the general duties of the Council of Governors is to hold the non-executive directors individually and collectively to account for the performance of the Board of Directors. This report provides a summary of the forums in which the governors have held non-executive directors to account in the last quarter.</p> <p>20 April 2017 – 20 July 2017</p> <ul style="list-style-type: none"> Governors attended the public meetings of the Trust Board of Directors on 28 April, 26 May and 29 June, to observe the non-executive directors holding the Executive Directors to account. Non-executive directors attended meetings of the Governors' Quality Focus Group on 2 May, and provided feedback via email into the Governors' Strategy Group and the Governors' Constitution Focus Group that met on 19 July. The Quality Focus Group receives the Quality and Outcomes Committee Chair's report, the Strategy Group receives the Finance Committee Chair's report and the Constitution Focus Group receives the Audit Committee Chair's report. These reports provide evidence to give governors assurance that non-executive directors are discharging their duties effectively as members of the Board, and are an opportunity for governors to discuss

the content.

- A non-executive director joined the Governors Induction Seminar on 14 June to outline the role of the non-executive, how they link with governors here at the Trust and to extend a welcome to those new governors joining the Council on behalf of the non-executive director team.
- Governors and non-executive directors have been partnered to sit alongside the Executive team in the interview and selection of recent appointments to the Trust, including non-executive and Chair appointments. As a matter of best practice governors have also been invited to participate in elements of the selection process for the new Medical Director.
- Governors hold regular informal Chairman's Counsel Meetings with the Chairman and Non-executive Directors to allow governors to request assurance or information around any areas of current focus. There were two meetings in this period which included discussion around various topics including:
 - *Chairman's/NEDs' Counsel meeting on 22 May:* Sustainability of health services and stakeholder engagement.
 - *Chairman's/NEDs' Counsel meeting on 27 June:* Introductory information session for new governors and partnership working with Weston.

Where non-executive directors are unable to answer governor questions, governors have use of the governors' log of communications– a practical mechanism for supporting good two-way communication between governors and Trust executives – see item 8.1.

Recommendations

Committee Members are asked to:

- **Note the report**

Intended Audience

(please tick any which are relevant to this paper)

Board/Committee Members	<input checked="" type="checkbox"/>	Regulators	<input type="checkbox"/>	Governors	<input checked="" type="checkbox"/>	Staff	<input checked="" type="checkbox"/>	Public	<input checked="" type="checkbox"/>
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**Cover report to the Council of Governors meeting to be held on 28 July 2017 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	3.1
Meeting Title	Council of Governors Meeting	Meeting Date	28 July 2017
Report Title	Nominations and Appointments Committee Meeting Report		
Author	Pam Wenger, Trust Secretary		
Executive Lead	Pam Wenger, Trust Secretary		
Freedom of Information Status		Open	

Reporting Committee	Nominations and Appointments Committee
Chaired by	John Savage
Lead Executive Director	Pam Wenger, Trust Secretary
Date of last meetings	n/a

Summary of key matters considered by the Committee and any related decisions made.

Committee Meeting Report: There has been one meeting of the Nominations and Appointments Committee since the last Council of Governors meeting. This meeting was scheduled to be held on 27 July, and was convened to deal with 2 items of business only - the appointment of a new Trust Chair, and the appointment of a Senior Independent Director. Agenda items 3.2 and 3.3 deal with these matters in more detail.

Committee Membership and Approval of New Members: The Council of Governors is asked at this meeting to appoint to 8 vacancies on the committee which arose following the 2017 Governor Elections. According to the Terms of Reference:

Members of the Committee shall be appointed by Council of Governors as set out in the Trust's Constitution and shall be made up of twelve members including:

- (a) 8 elected public, patient or carer governors*
- (b) 2 appointed governors*
- (c) 2 elected staff governors*

The 4 remaining committee members are Garry Williams (Patient/Carer Governor), Carole Dacombe (Public Governor), Malcolm Watson (Public Governor) and Florene Jordan (Staff Governor). The Council of Governors is asked to approve the re-appointments of all four.

The rest of the Council of Governors were invited to put their names forward to join the committee, and the Council of Governors is now asked to approve the appointments of:

- 1 staff governor: : **Neil Morris**
- 2 appointed governors: **Marty McAuley** and **Sophie Jenkins**

There were 5 vacancies for public and patient governors on the committee and 6 governors came forward: **Kathy Baxter, Rashid Joomun, Tony Tanner, Penny Parsons, Mo Phillips, Jonathan Seymour-Williams**. In line with the process for appointments to this Committee, those interested were asked to submit a short statement (no more than 200 words) in support of their application.

Their statements are attached as Appendix A, and the Council is now asked to decide which five to appoint.

Key risks and issues/matters of concern and any mitigating actions

None.

Matters requiring Committee level consideration and/or approval

None.

Matters referred to other Committees

The Council of Governors is asked to:

- Approve the re-appointment of Florene Jordan, Garry Williams, Carole Dacombe and Garry Williams to the Nominations and Appointments Committee.
- Approve the appointment of Neil Morris, Marty McAuley and Sophie Jenkins to the Committee.
- Approve the appointment of **5 of the following governors** to the committee: Kathy Baxter, Rashid Joomun, Tony Tanner, Penny Parsons, Mo Phillips and Jonathan Seymour-Williams

Date of next meeting:

26 September 2017

Item 3.1 Appendix A

Statements from Public and Patient Governors in support of their application to join the Nominations and Appointments Committee:

Jonathan Seymour-Williams: My background is not as a practitioner but through the Bristol Trust Ltd which was established in 1900 by my grandfather a solicitor in Bristol, as the family investment holding company and continued under the stewardship of my father (also a solicitor) to hold investments in property and trading companies in Bristol. We also have interests in agriculture, fuel transport timber manufacture and health and hygiene screening. After schooling at Eton I read Agricultural Science and Economics at Oxford and qualified as Chartered Accountant at KPMG later joining the stock exchange. I became a partner at BZW where my particular interest was in the building industry. Until 1992 I held an interest in a local pharmacy chain and learned much of the workings of the NHS. I have invested in a range of businesses from medical electronics and skin care through workwear to building products but I am particularly interested in Fire Doors, Windows and Screening. I became a governor of the UHB Trust because of the support that I felt I could bring with extensive understanding of Estate management and Consumables supply but particularly I hope to bring an open approach to the nomination committee.

Tony Tanner: I would like to join the *Nominations and Appointments Committee* for two reasons,

- 1 After a year away from the NHS Governors team, I feel that joining this committee would allow me to gradually to accustom myself to becoming a useful member again.
- 2 I do not take things at face value, I will always question someone or something which appears to me to be incorrect or wrong and stand up for those that need help.

Rashid Joomun: I would like to be considered as one of the governors sitting on the Nominations and Appointment Committee.

I have been a Governor for one year and I have not volunteered myself so far to take a more responsible role in the Board of Governors Committees. My experience as a Governor would therefore be useful to the effective running of the Committee.

I worked for the United Hospitals Bristol Trust as a Senior Manager for more than 28 years and I have therefore quite a lot of experience of the NHS. One of my roles was to appoint staff working in my department. This involved writing jobs descriptions, advertising for these jobs, selecting and nominating candidates for interview, sitting on interview and appointment panels. I therefore believe that I would be a suitable candidate for selection to sit on the Nomination and Appointment Committee.

Mo Phillips: In my professional life as a lawyer I was involved in many interviews and selection panels for staff. In my last role I was involved in the assessment and performance review of both staff and senior Partners of all age ranges and required to make recommendations at Board Level on individuals' continued employment.

I have also had to deal with Directors and Non Exec Directors when I acted for Commercial Clients and have some knowledge of the obligations and requirements which define their roles.

I consider myself to be a good judge of character which may be the most important asset for any members of this Committee!

I am a good communicator.

For these reasons I believe I could contribute effectively, and be of use, to this Committee.

Kathy Baxter: I feel I can support the team for Nominations & Appointments Committee using my wide and varied background. I was a former employee of UH Bristol, a frequent patient of UH Bristol, a Patient Governor for a year with the Trust and am on many panels that work collaboratively with Community Health. With this background I feel I understand the workings and needs for all of these giving a wide variety of understanding and expertise that will assist greatly on the Nominations & Appointments Committee.

Penny Parsons: statement to follow.

**Cover report to the Council of Governors meeting to be held on 28 July 2017 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	3.3
Meeting Title	Council of Governors	Meeting Date	28/07/2017
Report Title	Appointment of the Senior Independent Director		
Author	Pam Wenger, Trust Secretary		
Executive Lead	Pam Wenger, Trust Secretary		
Freedom of Information Status		Open	

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-Executive Directors to account	<input type="checkbox"/>
Non-Executive Director appointments (appraisal review)	<input checked="" type="checkbox"/>
Constitutional/forward plans	<input type="checkbox"/>
Member/Public interests	<input type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)							
For Decision	<input type="checkbox"/>	For Assurance	<input type="checkbox"/>	For Approval	<input checked="" type="checkbox"/>	For Information	<input type="checkbox"/>

Executive Summary
<p>The Council of Governors is asked to consider the recommendation for the appointment of Jill Youds as Senior Independent Director (SID) from September 2017.</p> <p>The NHS Code of Governance published by NHS Improvement (Monitor) and the Trust Standing Orders state that the Board of Directors of a Foundation Trust should appoint one of its non-executive directors to be a Senior Independent Director (SID) in consultation with the Governors.</p> <p>The Board of Directors is proposing that Jill Youds is appointed as the Senior Independent Director. It is proposed that the appointment of SID will be reviewed bi-annually by the Board of Directors in consultation with the Council of Governors.</p> <p>Jill has been a non-executive director at the Trust since 2014. Her previous experience as an HR Director is very relevant to this role, particularly given the Trust's current focus on Freedom to Speak Up and its desire to make this an integral part of staff engagement. Jill will join the Audit Committee as SID from September 2017. She will step down from Finance Committee and Quality and Outcomes Committee in September following the induction of the new non-executive directors.</p>

Recommendations

The Nominations and Appointments Committee will consider the appointment of Jill Youds as Senior Independent Director at their meeting on 27 July.

Following this meeting, Council of Governors will receive a recommendation from the Committee.

Governors are asked to:

- Consider the recommendation of the Nominations and Appointments Committee in relation to the appointment of the Senior Independent Director.

Intended Audience

(please tick any which are relevant to this paper)

Board/Committee Members	<input checked="" type="checkbox"/>	Regulators	<input type="checkbox"/>	Governors	<input checked="" type="checkbox"/>	Staff	<input type="checkbox"/>	Public	<input type="checkbox"/>
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**Cover report to the Council of Governors meeting to be held on 28 July 2017 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	4.1
Meeting Title	Council of Governors Meeting	Meeting Date	28/07/2017
Report Title	Quality Focus Group		
Author	Carole Dacombe, Chair		
Executive Lead	Carolyn Mills, Chief Nurse	Sean O'Kelly, Medical Director	
Freedom of Information Status		Open	

Reporting Committee	Quality Focus Group
Chaired by	Carole Dacombe
Lead Executive Director	Carolyn Mills, Chief Nurse
Date of last meeting:	2/5/2017

Summary of key matters considered by the Group and any related decisions made.

Meeting held on 2 May 2017 – Attended by 11 governors

- **Outpatients:** Governors received a briefing on the collection of outpatient data within the Trust from Alison Grooms (Associate Director of Operations & Deputy Chief Operating Officer on how the Trust is improving the service flow and using new data to improvements.
- **Annual staff survey results** – Governors received a presentation by Sam Chapman, Interim Associate Director of Workforce and OD on the 2016 staff survey results, including improvements since the last survey and the next steps to further improve staff experience.
- **Quality and Outcomes Committee Chair's Update (as reported at April Board).** Alison Ryan, Non-executive Director, reported to governors from the Quality and Outcomes Committee (the Board committee concerned with quality of care). She discussed the areas of the Trust's performance that non-executive directors were particularly focussed on at present. She also updated governors on the action plan following the British Orthopaedic Association (BOA) report in relation to Fractured Neck of Femur services at the Trust.
- **Quality Report 2016/2017:** Governors were awaiting a draft version of the Trust's annual Quality Report for 2016/17 and noted that they were required to write a governors' statement to be included as an appendix to the report.
- Standing items also discussed included the six-monthly review of the Governors Log of Communications and an update on the Cellular Pathology Service.
- **NB** The meeting of the group scheduled for 7 July was cancelled due to Chair interviews taking place on the same date. It is proposed that further background and context to the Quality Focus Group meetings is provided at the August Informal

Meeting for governors, to include any queries about the 2016/17 Quality Report, Governors Account/ Statement for the 2016/17 Quality Report, the July Performance Report and the July Quality and Outcomes Committee Chair's Report.

Matters referred to other Committees: None

Date of next meeting

11/09/2017

**Report to the Council of Governors meeting to be held on 28 July 2017 at 14:00
in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1
3NU**

Meeting Title	Council of Governors Meeting	Agenda Item	4.1b
Report Title	Governors' Strategy Group Meeting Report	Meeting Date	28/07/2017
Author	Amanda Saunders, Head of Membership and Governance		
Executive Lead	Paula Clarke, Director of Strategy and Transformation		
Freedom of Information Status			Open

Reporting Committee	Governors' Strategy Group
Chaired by	Malcolm Watson
Lead Executive Director	Paula Clarke, Director of Strategy
Date of last meeting	19/07/2017

Summary of key matters considered by the Committee and any related decisions made.

MEETING HELD ON 19 July 2017 (postponed from 7 June) – Attended by 10 governors

- **IDEA Group:** A new governor representative to join the Trust IDEA Group is sought, and at the meeting it was outlined that a request for expressions of interest will accompany minutes and slides of this meeting when circulated. The governor who joined the group would be required to act as a representative of the Council as a whole, to relay to the IDEA Group feedback from the Council and to report back to the Governors Strategy Group following meetings.
- **NHS Finance Overviews:** Jeremy Spearing, Associate Director of Finance, provided the group with a presentation that outlined how funding is allocated in the NHS nationally and locally, how income is generated by the Trust and noted that compared to many organisations UH Bristol is in a good financial position having reported a surplus of income for the last 14 years. Governors were invited to ask questions and these are detailed in the minutes of the meeting.
- **Headlines from Finance Director's Report:** Jeremy Spearing spoke to the report presented to Trust Board at the June meeting, which in turn reflected the month end position for May. Jeremy guided governors on key aspects of the report that would be beneficial for their understanding of the Trust's financial position when they have the opportunity to review on a monthly basis.
- **Finance Committee Chair's Update:** The report was circulated with the papers of the meeting for reference.

- **Any other business:**
- Weston Partnership update: Paula Clarke, Director of Strategy & Transformation, noted that governors were being kept up to date with the ongoing Weston Partnership arrangements, with Robert Woolley presenting recently at the Governors Informal Meeting (slides circulated post meeting). Paula summarised that the Partnership has two key areas of focus – a joint service strategy and an exercise to scope the options for the nature of the partnership arrangement. This is separate to the ongoing operational joint working between the Trusts, for example the support for the current overnight closure of the A&E department in Weston. Paula explained that further updates would be given to governors when work has progressed.
- NBT Partnership update: Paula referenced the recent meeting of the Partnership Board that has Executive and Non-Executive membership from both organisations. Service areas currently in focus are Cardiology, Stroke Care, Pathology, Neonatology and Interventional Radiology.
- South Bristol Community Hospital: Paula noted that the work on the strategy for this site continues, and that celebrations to mark the 5th birthday of the hospital are to be held.
- Sustainability Transformation Programme: Paula noted that the Trust continues to engage with the STP, and that Ron Kerr has recently been appointed as the STP Chair.

Key risks and issues/matters of concern and any mitigating actions	
<ul style="list-style-type: none"> • None. 	
Matters requiring Committee level consideration and/or approval	
<ul style="list-style-type: none"> • None. 	
Matters referred to other Committees	
<ul style="list-style-type: none"> • None. 	
Date of next meeting:	05/09/2017

**Cover report to the Council of Governors meeting to be held on 28 July 2017 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	4.1
Meeting Title	Council of Governors Meeting	Meeting Date	28/07/2017
Report Title	Constitution Focus Group Meeting Report		
Author	Amanda Saunders, Head of Membership and Governance		
Executive Lead	Pam Wenger, Trust Secretary		
Freedom of Information Status		Open	

Reporting Committee	Constitution Focus Group
Chaired by	Ray Phipps
Lead Executive Director	Pam Wenger, Trust Secretary
Date of last meeting	19/07/2017

Summary of key matters considered by the Committee and any related decisions made.

Meeting held on 19 July 2017 (postponed from 7 June 2017) – Attended by 10 governors.

The meeting included discussion on the following topics:

- **Membership Report:** current membership numbers, content for membership page of Voices magazine, ideas for future topics for Health Matters events.
- **Governor Election/Induction update:** feedback on the 2017 election and induction of new governors – successes and lessons learnt.
- **Annual Members Meeting:** consideration of draft agenda and format of this year's event.
- **Constitution:** recommendation to approve several minor changes to the Trust's Constitution (see agenda item 4.2).

Key risks and issues/matters of concern and any mitigating actions

- None

Matters requiring Committee level consideration and/or approval

- None

Matters referred to other Committees

- None

Date of next meeting	05/09/2017
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**Report to the Council of Governors meeting to be held on 28 July 2017 at 14:00
in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1
3NU**

		Agenda Item	4.2
Meeting Title	Council of Governors	Meeting Date	28 July 2017
Report Title	Foundation Trust Constitution		
Author	Amanda Saunders, Head of Membership and Governance		
Executive Lead	Pam Wenger, Trust Secretary		
Freedom of Information Status	Open		

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-Executive Directors to account	<input type="checkbox"/>
Non-Executive Director appointments (appraisal review)	<input type="checkbox"/>
Constitutional/forward plans	<input checked="" type="checkbox"/>
Member/Public interests	<input type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)							
For Decision	<input type="checkbox"/>	For Assurance	<input type="checkbox"/>	For Approval	<input type="checkbox"/>	For Information	<input checked="" type="checkbox"/>

Executive Summary
<p><u>Purpose:</u> The purpose of this report is to seek approval from governors for the following changes to the Trust's Constitution.</p> <p><u>Key issues to note</u></p> <p>The Constitution is a core requirement in a Trust's application for NHS Foundation Trust status. As a minimum it must be in accordance with Schedule 7 of the NHS Act 2006. Any review of the Constitution requires the approval of the Board and the Council of Governors' and the proposed changes will be considered by the Board of Directors in July 2017.</p> <p>The Constitution Focus Group has undertaken an annual review of the constitution and this report proposes a number of amendments.</p> <p><u>Proposed amends:</u> The amends are noted below. The amendments to the full document can be seen in the Trust Constitution, available as supporting information.</p> <ol style="list-style-type: none"> <u>Non-executive Director Designate role</u> – to add further clarity to the role, an additional point to be added to the section on Board of Directors – Composition, to follow 25.2.3 on p. 14, to read: '25.2.4 Non-executive Directors (Designate) will attend Board of Director meetings and relevant Committee meetings playing an active role by providing advice and appropriate challenge across the range of Trust healthcare services and supporting business areas. However, Non-

executive Director (Designates) are not formally appointed as a board member and should circumstances arise, will not be eligible to vote.'

2. **Appointed Governor Voluntary & Community Sector** – in lieu of an appropriate and equitable appointing body it is recommended that the role is removed from the Constitution. Engagement with the voluntary and community sector will continue via other stakeholders internal and external to the Trust.

Remove reference to the Voluntary & Community Sector role in Annex 4, p. 27.

A copy of the Constitution is available at [University Hospitals Bristol Foundation NHS Trust Constitution 2016](#)

Recommendations

Governors are asked to:

- **Approve** the changes to UH Bristol NHS Foundation Trust's Constitution.

Intended Audience

(please tick any which are relevant to this paper)

Board/Committee Members	<input checked="" type="checkbox"/>	Regulators	<input type="checkbox"/>	Governors	<input checked="" type="checkbox"/>	Staff	<input type="checkbox"/>	Public	<input type="checkbox"/>
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Date papers were previously submitted to other committees

Nominations and Appointments Committee	Quality Focus Group	Governor Strategy Group	Constitution Focus Group 19 July 2017	Audit Committee
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**Report to the Council of Governors meeting to be held on 28 July 2017 at 14:00
in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1
3NU**

		Agenda Item	4.3
Meeting Title	Council of Governors	Meeting Date	28 July 2017
Report Title	Elections 2017 report		
Author	Sarah Murch, Membership & Governance Administrator		
Executive Lead	Pam Wenger, Trust Secretary		
Freedom of Information Status	Open		

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-Executive Directors to account	<input type="checkbox"/>
Non-Executive Director appointments (appraisal review)	<input type="checkbox"/>
Constitutional/forward plans	<input type="checkbox"/>
Member/Public interests	<input checked="" type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)							
For Decision	<input type="checkbox"/>	For Assurance	<input type="checkbox"/>	For Approval	<input type="checkbox"/>	For Information	<input checked="" type="checkbox"/>

Executive Summary

Purpose: The purpose of this report is to update the governors on the outcome of the 2017 governor election.

Recommendations

Governors are asked to:

- **Note** the report.

Intended Audience
(please tick any which are relevant to this paper)

Board/Committee Members	<input type="checkbox"/>	Regulators	<input type="checkbox"/>	Governors	<input checked="" type="checkbox"/>	Staff	<input type="checkbox"/>	Public	<input type="checkbox"/>
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Date papers were previously submitted to other committees

Nominations and Appointments Committee	Quality Focus Group	Governor Strategy Group	Constitution Focus Group 19 July 2017	Audit Committee
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UH Bristol Governor Elections 2017

Report to Council of Governors meeting on 28 July 2017

- 1.0 Governor Elections:
 - 1.1 Background
 - 1.2 Nominations Period (7 March-4 April)
 - 1.3 Elections Period (28 April-24 May)
 - 1.4 Election Results
 - 1.5 Turnout Comparisons
- 2.0 Appointed Governors
- 3.0 Induction of New Governors
- 4.0 Recommendations

1.0 Governor Elections

1.1 Background

According to the Trust's Constitution, elected and appointed governors can hold office for a term of office of up to three years. They are eligible for re-election or re-appointment at the end of their term, providing that no governor serves for more than a total of nine years.

The Council of Governors has 27 elected seats. The elections are staggered on a three-year cycle with half of the Council elected in 2016 and half in 2017, and no elections scheduled to run in 2018.

There were 14 public, patient and staff seats up for election in 2017, across 7 membership constituencies. The elections comprised of a nominations period (March-April) and an election period (April-May).

1.2 Nominations Period (7 March-4 April)

The purpose of the nominations period and the lead-up to it was to encourage people to come forward to stand for election as governor. Promotion of the governor role was the main focus for the Membership Team throughout February and March and included:

- Contacting our more active patient and public Foundation Trust members and inviting them to consider standing for election as governor
- Inviting Trust Volunteers to consider the governor role
- Adverts for the staff governor roles in Newsbeat and information stall at the Chief Executive's Staff Briefing in March
- A video starring some of our current governors and promotion on social media
- Flyers in the main areas of the hospitals
- Promotion through partnership organisations, GPs and libraries and media outlets
- Creating an Information Pack which was sent to anyone interested in the role
- Public Information Events – 3 meetings with the Chairman at the Trust's Education & Research Centre held on 22 February, 9 March and 20 March. All were lively meetings which enabled potential candidates to ask any questions they wanted

about the role, and were well-supported by current governors. We also held an information stall to Clevedon on 9 March to promote the North Somerset vacancies.

At the 4 April deadline for nominations, we were pleased that 29 nominations had been received across all 7 constituencies. One candidate was elected unopposed (**Bala Thyagarajan** in the Staff - Medical and Dental constituency), and the other 6 constituencies went forward to election.

1.3 Election period (28 April – 24 May)

The Trust engaged Electoral Reform Services (ERS) as the independent returning officer to run the elections on our behalf. The elections were conducted in accordance with the Model Election Rules, which form part of the UH Bristol Constitution.

ERS sent ballot papers to all eligible members. These were sent by post to all patient and public members and by email to all staff members (except those who did not have a Trust email address).

Reminders to vote were published in Newsbeat for staff, and email reminders were sent to patient and public members.

1.4 Election Results

On 25 May, ERS announced that the following governors had been elected:

- Public Bristol (3 to elect) - **Maureen Phillips, Jenny James and Mary Whittington**
- Public North Somerset (2 to elect) - **Penny Parsons and John Rose**
- Patient Local (3 to elect) - **Derek Wholey, John Sibley and Tony Tanner**
- Patient - Carers of Patients under 16 years (2 to elect) - **John Chablo and Graham Papworth.**
- Staff - Non-clinical - **Jane Westhead and Neil Morris**
- Staff - Nursing and Midwifery (1 to elect - 2-year term) - **Jo Roberts.**

They took up office on 1 June, all for three-year terms of office with the exception of Jo Roberts.

➤ **The full results are attached to this report as Appendix A.**

Turnout Comparisons – Governor Elections 2013-2017

The turnout in each constituency is reported as part of the election results. The table below compares the 2017 turnout with that of the previous 3 UH Bristol governor elections.

Constituency	2017	2016	2014	2013
Public – South Gloucestershire	<i>n/a</i>	Uncontested	<i>n/a</i>	19.1%
Public – North Somerset	17.3%	<i>n/a</i>	17.4%	<i>n/a</i>
Public – Bristol	14.4%	14.1%	15.8%	15.4%
Public – Rest of England and Wales	<i>n/a</i>	Uncontested	<i>n/a</i>	21.5% (Patient tertiary)
Patient– Local	20%	22.1%	23.6%	22.5%
Patient - Carers of Patients 16 years and over	<i>n/a</i>	24.6%	<i>n/a</i>	27.4%
Patient Carers of Patients under 16 years	4.6%	No candidates	3.2%	<i>n/a</i>
Non-clinical Healthcare Professional	16.3%	13.2%	Uncontested	<i>n/a</i>
Other Clinical Healthcare Professional	<i>n/a</i>	Uncontested	Uncontested	Uncontested
Medical and Dental	Uncontested	<i>n/a</i>	Uncontested	Uncontested
Nursing and Midwifery	10.2%	Uncontested	<i>n/a</i>	18.5%

2.0 Appointed Governors

Appointed Governors are appointed from the Trust's stakeholder groups and partner organisations. There are 8 appointed governors on the Council of Governors and all except the two Youth Involvement Network governors are appointed on a three-year basis. Five governors were therefore appointed on 1 June 2017 as follows:

- UH Bristol Joint Union Committee – **Sophie Jenkins**
- Bristol City Council– **Cllr Carole Johnson** (re-appointment: first appointed in 2016)
- University of Bristol – **Prof Astrid Lindhorst**
- University of the West of England – **Sally Moyle**
- South Western Ambulance Service NHS Foundation Trust – **Marty McAuley**
- Avon and Wiltshire Mental Health Trust – **vacancy remains.**

After the elections and appointments, **18** new governors took up office on 1 June, meaning that there are now **34** governors serving on the Council of Governors in total.

3.0 Governor Induction

The aim of the governor induction process was to:

- build an understanding of the nature of the Trust, its purposes, its membership and the communities in which it operates
- develop an understanding of the governor role, including legal duties
- build a link with the Trust's people – including non-executive directors, staff, members and the wider public – and its main relationships.

The induction of the 18 new governors was delivered in the following ways:

1. The **Governor Induction Pack** – a pack of introductory information about the role, forms to complete and links to further information. This year, the pack was revised in line with best practice and national guidance as well as governor feedback from the March Constitution Focus Group meeting.
2. The first **Governor Development Seminar on 14 June** – introduction to the role and opportunity to meet other governors and key members of staff
3. For all those except staff governors, a place on the **Trust Volunteer Induction Day** – for general information about the Trust and any required essential training (*10 governors booked on sessions on 12/7, 16/8 and 15/9*). We are grateful to the support of the Volunteer Team with this, and the volunteer induction is more appropriate for the governor role. Includes **Trust Staff Induction Handbook**.
4. All new governors have been offered a **1-1 meeting with the Chairman** (*8 governors have taken up this offer as of 10 July*)
5. And finally, general support from the membership team - answering any questions new governors may have about the role, and signposting to any information that they might find useful. We can also offer a brief site tour of our hospitals if requested.

4.0 Evaluation

Points of learning were discussed with governors at the Constitution Focus Group meeting held on 19 July. It was agreed that:

- Governors would be invited to feedback on the induction process and experience in order to note improvements for future elections.
- The scheduled meeting dates should be reviewed in line with election timelines to ensure that meetings of governors' focus groups are scheduled to be held after the governor induction seminar.
- Appropriate guidance and support should be given to governors standing for re-election in order that they understand the implications should they fail to be re-elected.
- In planning for future elections, time should be invested in considering how members can be further encouraged to vote and initiatives put in place to support.

UNIVERSITY HOSPITALS BRISTOL NHS FOUNDATION TRUST

ELECTION TO THE COUNCIL OF GOVERNORS

CLOSE OF VOTING: 5PM ON 24 MAY 2017

CONTEST: Patient: Carer of Patients under 16 years

RESULT		2 to elect
CHABLO, John	12	ELECTED
PAPWORTH, Graham	11	ELECTED
JAMES, Lucas	8	

TURNOUT		
Number of eligible voters		454
Votes cast by post:	13	
Votes cast online:	8	
Total number of votes cast:		21
Turnout:		4.6%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		21

CONTEST: Patient: Local

RESULT		3 to elect
TANNER, Tony	383	ELECTED
WHOLEY, Derek John	270	ELECTED
SIBLEY, John Martin	254	ELECTED
ROCKEY, Stephen	232	
PAYNE, Bill	159	
WAHLE, Eric Alexander	150	

TURNOUT		
Number of eligible voters		3079
Votes cast by post:	575	
Votes cast online:	40	
Total number of votes cast:		615
Turnout:		20%
Number of votes found to be invalid:		3
Total number of valid votes to be counted:		612

UNIVERSITY HOSPITALS BRISTOL NHS FOUNDATION TRUST

ELECTION TO THE COUNCIL OF GOVERNORS

CONTEST: Public: Bristol

RESULT		3 to elect
PHILLIPS, Maureen Ann	216	ELECTED
JAMES, Jenny	199	ELECTED
WHITTINGTON, Mary	146	ELECTED
EDWARDS, Robert McDonald	108	
DENHAM, Jean	107	
BENNETT, Laura	101	
UPADHAYA, Bishnu	76	

TURNOUT		
Number of eligible voters		2672
Votes cast by post:	349	
Votes cast online:	35	
Total number of votes cast:		384
Turnout:		14.4%
Number of votes found to be invalid:		2
Total number of valid votes to be counted:		382

CONTEST: Public: North Somerset

RESULT		2 to elect
PARSONS, Penny	124	ELECTED
ROSE, John	62	ELECTED
BRISCOE, Graham	56	
LYALL, Mike	41	
WHITE, John Leslie	27	

TURNOUT		
Number of eligible voters		1049
Votes cast by post:	171	
Votes cast online:	10	
Total number of votes cast:		181
Turnout:		17.3%
Number of votes found to be invalid:		1
Total number of valid votes to be counted:		180

UNIVERSITY HOSPITALS BRISTOL NHS FOUNDATION TRUST

ELECTION TO THE COUNCIL OF GOVERNORS

CONTEST: Staff: Non-clinical Healthcare Professionals

RESULT		2 to elect
WESTHEAD, Jane	184	ELECTED
MORRIS, Neil	177	ELECTED
WOMA, Sharon	158	
YOGANANTH, Mily	153	
LANE, Barry	112	

TURNOUT		
Number of eligible voters		3115
Total number of votes cast online:		508
Turnout:		16.3%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		508

CONTEST: Staff: Nursing and Midwifery

RESULT		1 to elect
ROBERTS, Jo	152	ELECTED
CARGILL, Jamie	147	

TURNOUT		
Number of eligible voters		2928
Total number of votes cast online:		299
Turnout:		10.2%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		299

Electoral Reform Services can confirm that, as far as reasonably practicable, every person whose name appeared on the electoral roll supplied to us for the purpose of the election:-

- a) was sent the details of the election and
- b) if they chose to participate in the election, had their vote fairly and accurately recorded

The elections were conducted in accordance with the rules and constitutional arrangements as set out previously by the Trust, and ERS is satisfied that these were in accordance with accepted good electoral practice.

All voting material will be stored for 12 months.

Ciara Norris

Ciara Norris
Returning Officer
On behalf of University Hospitals Bristol NHS Foundation Trust

ELECTORAL REFORM SERVICES

**Cover report to the Council of Governors meeting to be held on 28 July 2017 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	5.1
Meeting Title	Council of Governors	Meeting Date	28/07/2017
Report Title	Membership engagement report		
Author	Amanda Saunders, Head of Membership & Governance		
Executive Lead	Pam Wenger, Trust Secretary		
Freedom of Information Status		Open	

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-Executive Directors to account	<input type="checkbox"/>
Non-Executive Director appointments (appraisal review)	<input type="checkbox"/>
Constitutional/forward plans	<input type="checkbox"/>
Member/Public interests	<input checked="" type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)			
For Decision	<input type="checkbox"/>	For Assurance	<input type="checkbox"/>
		For Approval	<input type="checkbox"/>
		For Information	<input checked="" type="checkbox"/>

Executive Summary									
<p>Purpose: The Trust has a formal requirement to maintain a Foundation Trust membership and a responsibility to engage with its membership. This report provides the Council of Governors with current membership details, a summary of membership engagement since the last Council of Governors meeting on 28 April 2017 and an update on progress against the Membership Engagement and Governor Development Strategy (April 2015).</p>									
Recommendations									
<p>Committee Members are asked to:</p> <ul style="list-style-type: none"> Note the report 									
Intended Audience (please tick any which are relevant to this paper)									
Board/Committee Members	<input checked="" type="checkbox"/>	Regulators	<input type="checkbox"/>	Governors	<input checked="" type="checkbox"/>	Staff	<input type="checkbox"/>	Public	<input checked="" type="checkbox"/>

Membership engagement report

1.0 SITUATION

The Trust has a formal requirement to maintain a Foundation Trust membership and a responsibility to engage with its membership. This report provides the Council of Governors with current membership details, a summary of membership engagement since the last Council of Governors meeting on 28 April 2017 and an update on progress against the Membership Engagement and Governor Development Strategy (April 2015).

2.0 BACKGROUND

At 12 July 2017, Foundation Trust membership stands at 19,559 members; the breakdown of members by constituency is show below. This compares with membership at 20 April 2017 of 19,610 members (5,500 public members; 3,873 patient members; 10,237 staff members).

We contain to maintain the membership with updates to the staff group (leavers and new starters) and with any new members or members who wished to be removed.

Member Type Breakdown	Total
Public Constituencies	5,494
Out of Trust Area	1
Bristol	2,728
North Somerset	1,060
South Gloucester	1,075
Rest of England and Wales	630
Patient Constituencies	3,828
Unspecified	0
Carer of patients 16 years and over	171
Carer of patients 15 years and under	460
Patient - Local	3,197
Staff Classes	10,237
Unspecified	0
Medical and Dental	1,368
Nursing and Midwifery	2,928
Other Clinical Healthcare Professionals	2,826
Non Clinical Healthcare Professionals	3,115

Areas of progress against the Membership Engagement and Governor Development Strategy

Elections and Induction of New Governors: In line with the priorities for the Membership Office agreed with the Constitution Focus Group at the end of 2016 and presented to the Council of Governors in January 2017, during the last quarter we have focused on governor elections to fill 14 elected vacancies, liaising with our stakeholder organisations to fill our appointed governor vacancies, and induction of new governors. See Item 4.3 for further detail.

Membership engagement: Aside from the opportunity to engage with members through the election campaign and through the mail-out of Voices, we have also maintained our monthly e-newsletter updates to our patient and public members over the last quarter:

- 10 May 2017 – *Reminder to vote in governor elections, invitation to Skin Cancer Awareness Health Matters Event on 17 May, information about registering for National Institute for Health Research course on improving healthcare through clinical research, invitation to donate books or help out with the Above and Beyond hospital book trolley*
- 23 June 2017 – *Governor Election Results, Link to electronic version of Voices magazine, invitation to Annual Members Meeting and notification of date change to 21 Sept, opportunity to get involved in University of Bristol research project on combating loneliness in older men, invitation to DeafBlind UK Technology Day at Bristol Eye Hospital on 4 July.*

Going forwards we propose including a short governor message in member e-newsletters on a rotational basis so that governors have a further opportunity to feedback to their constituents about their activities.

Voices magazine: The members' page in May/June edition included reflections on their terms in office from governors standing down in May. The staff edition for July/August will focus on the new staff governor team following the elections. Plans for Membership pages of the next external edition were discussed with the Constitution Focus Group, and it was agreed that the theme would follow the election of new governors, their motivation for becoming governors and what they hope to achieve in their role.

Health Matters events: A Health Matters Event on the topic of Skin Cancer Awareness was held on Wed 17 May. Around 30 Foundation Trust members joined governors and staff to hear about different types of skin cancers, how to identify pre-cancerous areas and how to monitor the skin, along with advice on how to better protect the skin from the sun. Guest speaker was Gemma Shaw, Skin Cancer Nurse Specialist. Attendees also heard a short talk from Carolyn Mills, Chief Nurse, about the Outstanding CQC rating recently given to the Trust.

Planning for future Health Matters Events is discussed with governors at the Constitution Focus Group meetings. The intent to run an event supporting the Youth Council was outlined, which is proposed to have a focus on young people's mental health. It was also noted that the Executive Team have offered to support the events by ensuring a corporate update is presented at the event, which where possible will relate to the health topic. Further suggestions for the planning of the events included having two health related topics to broaden the scope of interest for members.

Annual Members Meeting: Planning is underway for the Trust's Annual Members Meeting to be held on Thursday 21 September: please note the change of date (previously scheduled for 14 September.) The format of the meeting will run as in previous years, with members invited to attend a marketplace event prior to the meeting which will showcase our key charity partnerships, the role of governors and other highlights from the year. We propose that this event includes a display of the winners of the recent Quality Improvement showcase event. The highlighted topic for the event will be the Sexual Health Services, following their reconfiguration earlier in the year.

3.0 ASSESSMENT

The impact of the membership database cleansing exercises carried out earlier this year continue to be felt, with the resulting significant reduction in membership numbers, which will reduce costs for mailing out ballot papers and Voices magazines.

We are planning to undertake a further review of membership engagement methods and practices in the autumn. We are pleased to welcome Marty McAuley to the Council as the Appointed Governor for South Western Ambulance Service NHS Foundation Trust. Marty has kindly invited the UH Bristol Membership Team to visit his own department to look at ways in which we can share best practice.

RECOMMENDATIONS

Committee Members are asked to:

- **NOTE** the contents of the report.

Cover report to the Council of Governors meeting to be held on 28 July 2017 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU

		Agenda Item	6.1
Meeting Title	Council of Governors	Meeting Date	28/07/2017
Report Title	Governor training and development report		
Author	Amanda Saunders, Head of Membership & Governance		
Executive Lead	Pam Wenger, Trust Secretary		
Freedom of Information Status		Open	

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-Executive Directors to account	<input type="checkbox"/>
Non-Executive Director appointments (appraisal review)	<input type="checkbox"/>
Constitutional/forward plans	<input type="checkbox"/>
Member/Public interests	<input checked="" type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)			
For Decision	<input type="checkbox"/>	For Assurance	<input type="checkbox"/>
		For Approval	<input type="checkbox"/>
		For Information	<input checked="" type="checkbox"/>

Executive Summary	
<p>Purpose: The Council of Governors has responsibilities that are set out in Acts of Parliament such as the <i>Health and Social Care Act 2012</i>. The attached report provides an overview of</p> <ul style="list-style-type: none"> The current constitution of the Council of Governors A review of compliance to statutory requirements of all governors. <p>Alongside a summary of how governors have discharged their responsibilities in the areas of:</p> <ul style="list-style-type: none"> Engagement with their members Holding Non-executive Directors to account Strategic and other responsibilities. 	
Recommendations	
<p>Committee Members are asked to:</p> <ul style="list-style-type: none"> Note the report 	
Intended Audience (please tick any which are relevant to this paper)	
Board/Committee Members	<input type="checkbox"/> Regulators <input type="checkbox"/> Governors <input checked="" type="checkbox"/> Staff <input type="checkbox"/> Public <input type="checkbox"/>

Governor training and development report

1.0 SITUATION

The Council of Governors has responsibilities that are set out in Acts of Parliament such as the *Health and Social Care Act 2012*. This report provides an update on the current composition of the Council of Governors, a review of governor compliance to statutory requirements and a summary of how governors have discharged their responsibilities in areas including engagement with members and holding Non-executive Directors to account.

2.0 BACKGROUND

As of 20 July 2017 there were 34 governors in post and 1 vacancy.

Statutory requirements

All new governors have signed the UH Bristol Governors' Code of Conduct and have declared any relevant business interests for the Governors' Register of Business Interests.

Governor development

The governor development programme was established to provide governors with the necessary core training and development of their skills to perform the statutory duties of governors effectively. This includes quarterly governor development seminars, among other briefings for governors.

There has been one Governor Development Seminar in this period, which took place on 14 June and was attended by 22 governors. This was primarily an induction for new governors and reminder for existing governors and included sessions from the Trust Secretary on the Governor Role and Responsibilities, and the Chief Operating Officer and chances to meet the Chair, a Non-executive Director, and Chief Executive.

Briefings received by governors in this period included a presentation on Mortality Indicators from Xanthe Whittaker, Associate Director of Performance on 22 May (attended by 14 governors), and on 27 June, a presentation from Robert Woolley, Chief Executive about UH Bristol's plans for closer working with Weston Area Health Trust (attended by 18 governors).

Two governors (Malcolm Watson and Florene Jordan) represented UH Bristol Council of Governors at a national 'Governor Focus' conference organised by NHS Providers in May. They provided feedback to the wider Council at their May Governors' Informal Meeting.

3.0 ASSESSMENT

As reported in January, in line with new priorities for the Membership Office we are focusing on the induction of new governors from May through to August. We have been working with the Voluntary Services team to review the corporate induction

process to provide more tailored essential training, in line with the training provided to our Trust volunteers. This will include the required annual fire safety training and information governance training. The Membership Office is continuing to work with divisions to provide regular updates for governors.

4.0 RECOMMENDATIONS

Committee Members are asked to:

- **NOTE** the contents of the report.

**Cover report to the Council of Governors meeting to be held on 28 July 2017 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	8.1
Meeting Title	Council of Governors	Meeting Date	28/07/2017
Report Title	Governors' Log of Communications		
Author	Amanda Saunders, Head of Membership & Governance		
Executive Lead	Pam Wenger, Trust Secretary		
Freedom of Information Status	Open		

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-Executive Directors to account	<input type="checkbox"/>
Non-Executive Director appointments (appraisal review)	<input type="checkbox"/>
Constitutional/forward plans	<input type="checkbox"/>
Member/Public interests	<input type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)			
For Decision	<input type="checkbox"/>	For Assurance	<input type="checkbox"/>
		For Approval	<input type="checkbox"/>
		For Information	<input checked="" type="checkbox"/>

Executive Summary									
<p>Purpose: The purpose of this report is to provide the Council of Governors with an update on all questions on the Governors' Log of Communications added or modified since the previous Council of Governors meeting.</p> <p>The Governors' Log of Communications was established as a means of channelling communications between the governors and the officers of the Trust. The log is distributed to all Board members, including Non-executive Directors, when new items are received and when new responses have been provided.</p>									
Recommendations									
<p>Governors are asked to:</p> <ul style="list-style-type: none"> Note the report 									
Intended Audience (please tick any which are relevant to this paper)									
Board/Committee Members	<input type="checkbox"/>	Regulators	<input type="checkbox"/>	Governors	<input checked="" type="checkbox"/>	Staff	<input checked="" type="checkbox"/>	Public	<input checked="" type="checkbox"/>

ID **Governor Name**
188 **Malcolm Watson**

Theme: Estates - Fire Safety

Source: From Constituency/ Members

Query **03/07/2017**

A number have Trust members have contacted the Trust seeking assurance of the fire safety standards of the cladding recently installed to the BRI façade, in light of the Grenfell Tower disaster.

Division: Trust Services

Executive Lead: Chief Operating Officer

Response requested:

Response **04/07/2017**

The Trust can advise that I can advise that the d&b facades system installed utilises only inert, solid aluminium which has an A1 NON COMBUSTIBLE fire rating, the highest that you can have, with no requirement for fire retardants. The system also incorporates A1 NON COMBUSTIBLE integral mineral wool insulation and firebreaks. Incidents of severe fire have occurred in our completed buildings, (d&b completed projects, not at the Trust), and the system has met the fire performance requirements in all respects, the fire has not propagated and has been fully and successfully contained.

UHB Estates leads have also reviewed the installation at the BRI with our Fire Adviser and have provided reassurance that all the required fire breaks are in place. A further check of other areas of over cladding, particularly the cedar panelling to the rear of the Children's Hospital and the face of the ward block, have also been undertaken and the Trust fire officer is carrying out a review of the build drawings to reassure that these have been constructed correctly with the right fire breaks. These are relatively new installations and so the expectation would be that have been constructed correctly with all the relevant sign off from Building Control, Site Inspectorate etc. In the light of any issue this will be escalated and appropriately addressed.

Status: Closed

ID **Governor Name**

187 **Clive Hamilton**

Theme: Performance

Source: Governor Direct

Query **09/05/2017**

18 week Referral to Treatment target for Neurology - noted on page 81 of the March 2017 Board Report (Appendix 3) the neurology pathway is only achieving a 79.9% response to the 92% target and again on page 115 of the April Board report (Appendix 3).

As this pathway is significantly and consistently below target have action plans been developed to bring the referral time into line?

Division: Medicine

Executive Lead: Chief Operating Officer

Response requested: 10/05/2017

Response **19/05/2017**

Neurology performance has been below the 92% national RTT standard due to difficulties and delays in recruiting to key posts within the service. The number of long waiters had now reduced down from a peak in January of 122 to 84 at the end of April. Waiting List initiatives are being offered to the Clinical Fellow for the service, to attempt to further reduce the number of long waiters. This is a part of the Trust's overall RTT Sustainability Plan for 2017/18.

Status: Closed

ID **Governor Name**
186 Florene Jordan

Theme: Incident reporting

Source: Governor Direct

Query 25/04/2017

Can governors understand what steps are taken by managers in the Trust when investigating incidents to ensure that the correct contributory factors to the incident are identified and correctly documented?

Division: Trust-wide

Executive Lead: Chief Nurse

Response requested:

Response 21/06/2017

The trust requires timely reporting of all incidents and 'near misses' to improve patient and staff safety and quality of care. The trust has a Policy for the Management of Incidents, which applies to all staff. The purpose of this policy is to ensure there is a systematic trust wide approach to the reporting and investigation of incidents and to ensure that analysis of incidents takes place to capture learning which is used to reduce the risk of a recurrence and to inform service improvements. The trust promotes an open and transparent approach to incident reporting and investigation and to seek to learn lessons and implement risk reduction measures when things have gone wrong. The incident reporting process must therefore be viewed as non-threatening to ensure the involvement of staff.

The policy details the process for responding to a reported incident and when followed this should ensure the contributory factors are assessed and correctly documented or in the event of this not being the case in the initial logging of the incident the correct information added at initial review. Regular review of incidents reported and the incident reporting process is undertaken at a local and trust wide level, and where there is an identified cause for with concern with regards to accuracy of documented information this is addressed with staff/ departments/ divisions as a point of learning improvement to the overall process.

Status: Awaiting Governor Response

ID **Governor Name**

185 **Rashid Joomun** **Theme:** Clinical Genetics department **Source:** Other

Query **20/04/2017**

On a recent walk around with the Division of Specialised Services we visited the Clinical Genetics department at St Michael's Hospital. The location of a maternity hospital as the site for a clinical genetics team is far from ideal and conditions for staff are cramped. Are there any plans for the department to be relocated to a site more conducive to the type of work they do? And furthermore, when will this team benefit from its patient records being available electronically via Evolve?

Division: Specialised Services

Executive Lead: Medical Director

Response requested:

Response **26/04/2017**

As part of the Trust's strategic plans we are looking at long term solutions for the accommodation of the Genetics department. While we evaluate the options we have made available additional rooms at South Bristol Community Hospital and the children's hospital to help ease pressures. The genetics department will benefit from Evolve later in the year, once the system has been rolled out through the Bristol Royal Infirmary and Bristol Heart Institute.

Status: Awaiting Governor Response

184 **Mo Schiller** **Theme:** Changes to doctors' mess at BRHC **Source:** Other

Query **20/04/2017**

Governors are aware of plans to convert the current doctors' mess in the children's hospital into space for another use, and that this has caused concern among doctors working in this hospital. What assurance can governors seek that any proposed changes have been properly assessed and communicated to the doctors involved, and that any proposed alternative space for the doctors mess is fit for purpose?

Division: Women's & Children's Services

Executive Lead: Medical Director

Response requested:

Response

There are no current plans to move the doctors mess. There was a proposal a couple of years ago as part of a review of accommodation in the King David's building. This went to full consultation with the junior doctors. This proposal is no longer on the table as other solutions were found.

Status: Closed

ID **Governor Name**

183 **Mo Schiller**

Theme: Heygroves Theatres

Source: From Constituency/ Members

Query **23/03/2017**

A Foundation Trust member who had surgery in Heygroves Theatres at the end of last year raised with me a concern that the pre-operative area was so cold that she needed to be warmed by a special heat blanket before staff could insert an IV line. I understand that this has been a common problem and am keen to find out why there is an issue with the heating in this area so that it can be resolved for future patients.

Division: Surgery, Head & Neck

Executive Lead: Chief Operating Officer

Response requested:

Response **24/04/2017**

The heating in the pre-operative area, located in the King Edward Building, is now connected to the constant temperature hot water supply and commissioned to our requirements. The Trust Estates team is not aware of any current issues, however from time to time, breakdowns do occur, especially with the older parts of the estate linked to this area.

The pre-operative area (or SAS Pod) is a new addition to our estate, located on the roof of the King Edward Building, completed in 2015. Adjustments were made in the first winter of 2015/16 in order to optimise the system which was originally commissioned summer 2015.

When the refurbishment of the whole King Edward Building was completed in winter 2016/17, the heating to the pre-operative area was rebalanced as there were additional demands on the supply. The Capital team has confirmed that this was around Christmas 2016 which may in fact coincide with your operation.

Now having three months data, we believe there is a further local balancing optimisation that would benefit the system including the SAS Pod and we are just commissioning this. Please be assured that this system is monitored and we are able to respond swiftly to any issues, however we continue to strive to optimise our energy as part of on-going savings and sustainability work.

Status: Closed

ID **Governor Name**
182 **Bob Bennett**

Theme: Return of NHS equipment

Source: From Constituency/ Members

Query **23/03/2017**

I have been approached by many outpatients regarding the return of NHS equipment such as crutches, walking sticks, commodes etc. as they do not know of any way of returning these items when no longer required. One patient has six walking sticks given to her on many visits to hospital. Can the Trust clarify the process of returning such items for reuse as it is costing the NHS many thousands of pounds in 'lost' equipment.

Follow up question added 10/05/17:

In light of the response received, please can we be advised as to when and how patients are informed of the process for returning items as several patients have informed me that no information was provided, raising the original query.

Division: Trust-wide

Executive Lead: Chief Nurse

Response requested:

Response **24/04/2017**

Currently there is a process in place via an external contractor for collection and recycling of frames and crutches provided via community services, the Trust is in negotiation to try and expand this collection service for equipment provided by the Trust to inpatients on discharge. The service will have responsibility for collecting items to patients, patients will be advised of this. In addition, patients can choose to, and do bring back equipment once they have finished with it and this, where appropriate, is recycled.

Status: Closed

**Cover report to the Council of Governors meeting to be held on 28 July 2017 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	8.2
Meeting Title	Council of Governors	Meeting Date	28/07/2017
Report Title	Governors' Register of Business Interests		
Author	Amanda Saunders, Head of Membership & Governance		
Executive Lead	Pam Wenger, Trust Secretary		
Freedom of Information Status		Open	

Governor Responsibility (please tick any which are impacted on / relevant to this paper)	
Holding the Non-Executive Directors to account	<input type="checkbox"/>
Non-Executive Director appointments (appraisal review)	<input type="checkbox"/>
Constitutional/forward plans	<input type="checkbox"/>
Member/Public interests	<input checked="" type="checkbox"/>
Significant transaction/private patient increase	<input type="checkbox"/>
Appointment of External Auditor	<input type="checkbox"/>
Appointment of the Chief Executive	<input type="checkbox"/>

Action/Decision Required (please tick any which are relevant to this paper)			
For Decision	<input type="checkbox"/>	For Assurance	<input type="checkbox"/>
		For Approval	<input type="checkbox"/>
		For Information	<input checked="" type="checkbox"/>

Executive Summary									
Purpose: The purpose of this report is to provide the Council of Governors with an updated Governors' Register of Business Interests.									
Recommendations									
Governors are asked to: <ul style="list-style-type: none"> Note the report 									
Intended Audience (please tick any which are relevant to this paper)									
Board/Committee Members	<input type="checkbox"/>	Regulators	<input type="checkbox"/>	Governors	<input checked="" type="checkbox"/>	Staff	<input checked="" type="checkbox"/>	Public	<input checked="" type="checkbox"/>

Governors' Register of Business Interests 2017

First Name	Surname	Trust Position	Date interest started/ ended	Interest role	Remunerated?	Date of declaration
Hussein	Amiri	Governor – Public, Rest of England and Wales	n/a	None	n/a	10/7/17
Kathy	Baxter	Governor – Patients, Local	n/a	None	n/a	11/4/17
Pauline	Beddoes	Governor – Public, South Gloucestershire	n/a	None	n/a	31/3/17
John	Chablo	Governor – Patient, Carer	n/a	None	n/a	14/6/17
Andy	Coles-Driver	Governor – Other Clinical Healthcare Professional	n/a	None	n/a	18/4/17
Carole	Dacombe	Governor – Public, Bristol	April 2016	Volunteer Association Visitor for the Motor Neurone Disease Association	n/a	5/4/17
Tom	Frewin	Governor – Public, Bristol	n/a	None	n/a	1/4/17
Jenny	James	Governor – Public, Bristol	n/a	None	n/a	14/6/17
Sophie	Jenkins	Governor – Appointed, Joint Union Committee		1. Vice-chair of UNISON trade union. 2. Joint Union Committee Officer		1/6/17
Carole	Johnson	Governor – Appointed, Bristol City Council		1.Councillor for Ashley Ward 2. Governor Easton Primary School 3. Governor St Patrick's School 4. Governor Hope Virtual School 5.Trustee The Sanctuary Church 6.Magistrate Adult Bristol Court 7.Magistrate Family Court (South West) 8.Vice-Chair Neighbourhood Partnership Scrutiny Committee		23/9/16
Rashid	Joomun	Governor – Patients, Local	n/a	None	n/a	31/3/17

Governors' Register of Business Interests 2017

First Name	Surname	Trust Position	Date interest started/ ended	Interest role	Remunerated?	Date of declaration
Florene	Jordan	Governor – Staff, Nursing and Midwifery	n/a	None	n/a	10/7/17
Astrid	Linthorst	Governor – Appointed, University of Bristol	1. Since 2003 2. 2014-2018 3. 2014-2019	1.Current Employee of University of Bristol 2. Chair Scientific Programme Committee European College of Neuropsychopharmacology (ECNP) and Ex-Officio Member ECNP Executive Committee 3. Scientific Expert Wellcome Trust/Education Endowment Foundation Committee 'Education and Neuroscience' 4. Living in the Kingsdown Conservation Area	1.Yes 2.Expenses 3.Expenses/honorarium	28/6/17
Marty	McAuley	Governor – Appointed, South Western Ambulance Service NHS FT	Nov 2014	Employed by South Western Ambulance Service NHS FT as Trust Secretary	yes	7/6/17
Sue	Milestone	Governor – Patients, Carers (patients 16 years and over)		none		19/4/16
Neil	Morris	Governor – Staff, Non-clinical	n/a	None	n/a	13/6/17
Sally	Moyle	Governor – Appointed, University of the West of England		Employed by University of the West of England as Associate Dean (Partnerships) in the Faculty of Health and Applied Science.	Yes	15/7/17
Graham	Papworth	Governor – Patient, Carers (patients under 16)	n/a	None	n/a	14/6/17
Penny	Parsons	Governor – Public – North Somerset	n/a	Vice-chair of Tyntesfield Medical Group Patient Participation Group	No	14/6/17
Maureen	Phillips	Governor – Public – Bristol	n/a	None	n/a	13/6/17

Governors' Register of Business Interests 2017

First Name	Surname	Trust Position	Date interest started/ ended	Interest role	Remunerated?	Date of declaration
(Mo)						
Ray	Phipps	Governor – Patients, Local	n/a	1. Daughter is employed by pharmaceutical company Avara Pharma Services Ltd as quality control manager at bulk manufacturing plant. 2. Niece-in-law works as Research Associate in Clinical Trials Management in CTEU with University of Bristol School of Clinical Sciences.	No	21/4/17
Jo	Roberts	Governor – Staff, Nursing & Midwifery	n/a	None	n/a	14/6/17
John	Rose	Governor – Public, North Somerset	2014	Volunteer with Healthwatch with specific interest in North Bristol Trust Patient Experience Group chaired by the Director of Nursing.	No	14/6/17
Jonathan	Seymour-Williams	Governor – Public, Rest of England and Wales		Shareholder and Director of IDSL an independent sub contract manufacturer of fire-doors for Private and Public sector new build	Yes	21/4/17
John	Sibley	Governor – Patient, Local	n/a	None	n/a	12/7/17
Tony	Tanner	Governor – Public, Rest of England and Wales	n/a	None	n/a	14/6/17
Bala	Thyagarajan	Governor – Staff, Medical and Dental	2014	Specialist Advisor, Care Quality Commission	Ad hoc	14/6/17
Malcolm	Watson	Governor – Public, South Gloucestershire		1.Member NHS SW Clinical Assembly 2.Member NBT Patient Experience Group 3.Member GP Practice PPG	n/a	4/4/17
Jane	Westhead	Governor – Staff, Non-clinical	2014	Trustee of 'Up our Street'.		14/6/17

Governors' Register of Business Interests 2017

First Name	Surname	Trust Position	Date interest started/ ended	Interest role	Remunerated?	Date of declaration
Mary	Whittington	Governor – Public, Bristol	1. Since 2003 2. Since May 2017 3. Since June 2017	1. Employee of Ryhurst Ltd – currently on zero hours contract as Business Development Consultant.(includes occasional assistance with bid submissions for strategic estates partnerships with NHS FTs.) 2. Trustee, Carers Support Centre, Bristol and South Glos, 3. Trustee, BRACE	1. yes 2. No 3. No	14/6/17
Derek	Wholey	Governor – Patient - Local	n/a	None	n/a	14/6/17
Garry	Williams	Governor – Patients, Carers (patients 16 years and over)		1.Member South Central Ambulance NHS FT 2.Member of Great Ormond Street NHS FT 3.Member of Berks Healthcare NHS FT 4.Member of Frimley NHS FT. 5.Retired Officer, Army & TA 6.Life member, Homefarm Trust Charity 7.Annual member, National Autistic Society 8.Member of the Royal British Legion 9.One daughter is a senior HR manager at Harefield and Brompton NHS FT. Another is a Quality Inspector/Validator for National Construction Group.	n/a	11/4/17