

COUNCIL OF GOVERNORS

Meeting to be held on Tuesday 30 July 2019 at **14:00-16:00** 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>Chair</i>	Verbal
1.2	Declarations of Interest	Information	<i>Chair</i>	Verbal
1.3	Minutes of the last meeting held on 30 April 2019 and minutes of the Extraordinary Council of Governors meeting held on 24 May 2019	Approval	<i>Chair</i>	p.3
1.4	Matters arising (Action Log)	Approval	<i>Chair</i>	p.22
1.5	Chair's Report	Information	<i>Chair</i>	Verbal
2.0 Performance Update and Strategic Outlook				
2.1	Chief Executive's report	Information	<i>Chief Executive</i>	Verbal
2.2	Weston Partnership and Merger Update	Information	<i>Chief Executive</i>	p.23
2.3	External Auditor's Report to the Governors on the Quality Report 2018/19	Assurance	<i>Chief Nurse</i>	p.28
2.4	Quarterly Patient Experience and Complaints Reports	Information	<i>Chief Nurse</i>	Attached as supporting information
3.0 Holding Non-Executive Directors to account				
3.1	Holding to account report	Assurance	<i>Membership Engagement Manager</i>	p.44
4.0 Non-Executive Director appointments (appraisal/review)				
4.1	Nominations and Appointments Committee report - Terms of Reference - Appointments to the Committee	Information Approval Approval	<i>Trust Secretary</i>	p.46
4.2	Appointment of Vice-Chair	Approval	<i>Trust Secretary</i>	p.55
5.0 Constitutional/forward plans				
5.1	Governor Group reports a) Quality Focus Group b) Governors' Strategy Group c) Constitution Focus Group	Assurance	<i>Governor Group Leads</i>	p.56

6.0 Member/Public interests				
6.1	Membership Engagement report - Youth Involvement Group Governor report	Information	<i>Membership Engagement Manager</i>	p.64
6.2	Governor Elections report	Information	<i>Membership Engagement Manager</i>	p.68
7.0 Training and development				
7.1	Governor training and development report	Information	<i>Membership Engagement Manager</i>	p.75
8.0 Items for Information				
8.1	Governors' Log of Communications	Information	<i>Chair</i>	p.77
8.2	Council of Governors Register of Interests	Information	<i>Chair</i>	p.87
9.0 Concluding Business				
9.1	Governor Questions to the Board of Directors	Information	<i>Chair</i>	Verbal
9.2	Foundation Trust Members' Questions	Information	<i>Chair</i>	Verbal
9.3	Any Other Business	Information	<i>Chair</i>	Verbal
9.4	Date and time of next meeting: <ul style="list-style-type: none"> Annual Members' Meeting/AGM: Thurs 19 Sept 2019, 5pm-7pm, Education & Research Centre Council of Governors' Meeting: Thurs 28 Nov 2019, 2pm-4pm, Conference Room, Trust HQ. 	Information	<i>Chair</i>	Verbal

Minutes of the Council of Governors Meeting held on Tuesday 30 April 2019 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, BS1 3NU

Present

Jeff Farrar – Chair
 Mo Phillips – Public Governor (Lead Governor)
 Malcolm Watson – Public Governor (Lead Governor)
 John Rose – Public Governor
 Carole Dacombe – Public Governor
 Tom Frewin – Public Governor
 Jonathan Seymour-Williams – Public Governor
 John Sibley – Patient Governor
 Ray Phipps – Patient Governor
 Garry Williams – Patient/Carer Governor
 John Chablo – Patient/Carer Governor
 Graham Papworth – Patient/Carer Governor
 Florene Jordan – Staff Governor
 Jane Sansom – Staff Governor
 Barry Lane – Staff Governor
 Sally Moyle – Appointed Governor (University of the West of England)
 Sophie Jenkins – Appointed Governor (Joint Union Committee)
 Astrid Linthorst – Appointed Governor (University of Bristol)

In Attendance

Robert Woolley – Chief Executive
 Mark Smith – Chief Operating Officer and Deputy Chief Executive
 Paula Clarke – Director of Strategy and Transformation
 Paul Mapson – Director of Finance and Information
 Matt Joint – Director of People
 Martin Sykes – Non-Executive Director
 Julian Dennis – Non-Executive Director
 Guy Orpen – Non-Executive Director
 David Armstrong – Non-Executive Director
 John Moore – Non-Executive Director
 Eric Sanders – Trust Secretary
 Wendy Visser – Member of Staff
 Debbi Norden – Member of Staff
 Christine Ashdown – Member of Staff
 Abdifatah Godah – Member of Staff
 Philip Hill – Member of Staff
 Michelle Bonfield – Member of Staff
 Clive Hamilton – Foundation Trust Member

Minutes: Sarah Murch – Membership and Governance Administrator

Minute Ref:	Item	Actions
COG01/04/19	1.1 Chair's Introduction and Apologies	
	The Chair, Jeff Farrar, welcomed everyone to the meeting. He extended a particular welcome to several prospective governors attending the meeting as observers. Apologies had been received	

	<p>from:</p> <p>Governors: Rashid Joomun, Tony Tanner, Mary Whittington, Pauline Beddoes, Aishah Farooq, Andy Coles-Driver, Sue Milestone, Penny Parsons, Kathy Baxter</p> <p>Members of the Board: Steve West, Carolyn Mills, William Oldfield.</p>	
COG02/04/19	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 relevant to the meeting.	
COG03/04/19	1.3 Minutes from Previous Meeting	
	<p>Governors considered the minutes of the meeting of the Council of Governors held on 31 January 2019.</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 2019 as a true and accurate record of the proceedings. 	
COG04/04/19	1.4 Matters Arising/Action Log	
	<p>Governors received the action log and noted updates against all actions.</p> <p>COG 60/01/19: Governors to receive the Well-Led Review Report of the Trust's governance and leadership. This would be scheduled into the governor development programme.</p> <p>COG 62/01/19: Governors to receive assurance from Non-Executive Directors on the roll-out of rapid-time feedback system (ensuring that UH Bristol was incorporating learning from other Trusts in this regard). An update had been provided to the Quality and Outcomes Committee, and the Committee Chair would provide assurance to governors through the Quality Focus Group.</p> <p>COG 67/01/19: Governors to receive an update on the progress of the new website at a future meeting. An update was scheduled for the governors' Constitution Focus Group meeting (Friday 19 July, 12:30-14:30)</p> <p>COG 50/10/18: Governors to receive a draft Membership Strategy at the January Council of Governors meeting. This had been deferred until later in the year to allow for further engagement.</p> <p>COG 23/07/18: Governors to receive more information about the Trust's equality, inclusion and diversity agenda at a future meeting. Governors had received an update at their April governor development seminar. Jeff Farrar thanked governors for their significant input into the Trust's new Diversity and Inclusion Strategy.</p>	

COG05/04/19	<p>1.5 Chair's Report</p>	
	<p>This was a standing agenda item to enable the Chair, Jeff Farrar, to discuss with governors his activity in the last quarter and his current reflections.</p> <p>Among key activities inside the Trust, he had recently shadowed members of staff in Oncology and Occupational Therapy teams and also porters. He had interviewed candidates for Non-Executive Director roles, with the help of governors.</p> <p>He summarised various recent activities to strengthen relationships on a regional level, particularly with North Bristol NHS Trust, Weston Area Health NHS Trust and with the Trust's other partners in the regional Healthier Together Sustainability and Transformation Partnership. He had also met with the Chief Executive of Bristol City Council to discuss how best to deliver services to the city. Nationally, he had attended the national frontline workforce race equality standards forum to look at ways to improve the Trust's diversity and inclusion strategy.</p> <p>Garry Williams, Patient/Carer Governor, enquired as to the effect on public accountability of last year's decision to reduce the number of Board meetings held in public from ten per year to six. Jeff Farrar responded that the change had given more time for the Board committees to carry out their work. The mechanisms for interaction between governors, Non-Executive Directors and Executive Directors were being monitored and appeared to be working well. If items arose that needed to be discussed in public, the Board would organise an extra meeting, as it had done today to approve the Trust's Five-Year strategy.</p> <p>In response to questions about new governors coming into post on 1 June, Jeff Farrar confirmed that he would meet with each one individually to help to inform them about current issues.</p> <p>There was a discussion about improving the Trust's approach to diversity and inclusion. Sally Moyle and Astrid Lindhorst (Appointed Governors for the University of the West of England and the University of Bristol respectively) noted that the universities had recently received excellent training in this regard. This had included a programme of bystander training with practical tips to support students when they witnessed racism and discriminatory behaviour. This could perhaps be useful for staff at all levels at the Trust. Jeff Farrar agreed with the importance of equipping staff with the knowledge, understanding and skills to deal with difficult situations and requested further information about the training. Florene Jordan, Staff Governor, emphasised the importance of focussing on fairness, respect and equality in staff training to make sure no areas were missed. Sophie Jenkins, Appointed Governor (Joint Union Committee) welcomed efforts to tackle this difficult issue but noted that it would take some time for positive benefits to be noticed.</p>	

	<p>Action – Information about the universities’ diversity and inclusion training to be shared.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Chair’s Report to note. 	<p>Membership Team</p>
<p>COG06/04/19</p>	<p>2.1 Chief Executive’s Report</p>	
	<p>Robert Woolley, Chief Executive provided a verbal update to governors including the following:</p> <ul style="list-style-type: none"> • An unannounced Care Quality Commission inspection had started this morning and would continue for four days. • At the end of the financial year, the Board had evaluated the Trust’s performance against its corporate objectives for 2018/19. Among notable successes in the year was the Trust’s new approach to urgent and emergency care demand and patient flow which had resulted in significant reductions in medical outliers (acute medicine patients who were in surgical and other beds) from last winter. While there was still concern about Emergency Department pressures and cancellations of surgery, the position had improved from the previous year. • The Trust had finished the financial year 2018/19 with an increased surplus and as a result had been given an additional £11m at the end of the year by NHS Improvement. This had to be spent on capital projects so Trust would be looking at how it could invest it in key priorities including improvements to staff accommodation. • The challenges for the year had included an exceptional level of emergency demand, including a 9% increase in children’s attendances year on year. There was a limit on what the Trust could achieve internally and therefore partnership working with other organisations would be key to resolving this. • UH Bristol was still in negotiations with the local Clinical Commissioning Group (CCG) about its contract but was expected to agree differences in May. • The Board had approved a business case for setting up a frailty service and a ‘silver trauma’ service for patients needing ortho-geriatric care. • The Trust had announced four leadership priorities for the year ahead: <ul style="list-style-type: none"> - aiming to be the safest Trust in England with the best patient experience - continuing to focus on staff engagement and staff wellbeng, with an explicit emphasis on creating a fair and equitable climate, visibly tackling discrimination, bullying and harassment. - continuing to focus on working smarter. Much of last year’s savings targets had been achieved through productivity gains. - making the Trust fit for the future, which was an important focus of the Trust’s new Five-Year strategy. <ul style="list-style-type: none"> • The Trust was working with Healthier Together Sustainability and Transformation Partnership (the collaboration between 	

health and care organisations across Bristol, North Somerset and South Gloucestershire - BNSSG), and was waiting for national guidance on the local creation of long-term plan the region which would need to be completed by autumn.

- The Trust's partnership with Weston Area Health NHS Trust (WAHT) continued to develop. Governors would be kept informed. It had been confirmed that the Trust would receive £1.5m to develop a full business case for a merger with WAHT and was therefore now starting to put together a project team and a workplan to take this forward. The shape that the merger would take was still contingent on the outcome of the CCG's Healthy Weston consultation, and this was expected to report its conclusions in October. It was strongly emphasised that the Board and Council of Governors would want assurance that the underlying annual deficit at Weston would be tackled before they would approve a business case for merger.

In the discussion that followed, there were several questions about the Trust's difficulties in agreeing its contract with the CCG. In response to a question from Malcolm Watson, Public Governor, Robert Woolley explained that UH Bristol was not the only trust that had not yet reached agreement with the CCG, and the issue was therefore being considered jointly with others. In response to a question from Ray Phipps, Patient Governor, about whether the shortfall included funds that would be needed for the Weston merger, Robert Woolley explained that while the CCG had already committed to maintain extra funding support for WAHT in 2019/20, UH Bristol also still needed funds to develop the full business case for the merger.

Garry Williams, Patient/Carer Governor, asked whether the Care Quality Commission would meet with governors. Robert Woolley explained the three different elements of this year's inspection regime. Firstly, the unannounced on-site inspection would focus on four particular areas: Children's and Young People's Services, Emergency Care, Surgery and Maternity. Secondly, the Trust had undergone a 'Use of Resources' assessment to determine whether they were using their resources efficiently and effectively. Thirdly, the CQC would return on 21-23 May for a Well-Led Review which would include interviews and focus groups with staff and governors. In response to a further question from Tom Frewin, Public Governor, he confirmed that the CQC chose its areas of focus for the inspection and that this included some areas that had not been inspected in 2016 and some that had been rated as requiring improvement in 2017.

Garry Williams further noted media interest in Children's Hospital stories in which it was not always publicly appreciated how vulnerable children's hospital patients were and how complex their cases could be. Robert Woolley agreed but added that the Trust needed to acknowledge that in past it had emphasised the complexity of some children's cases at the expense of parents' experience and that it was learning from that.

	<p>Graham Papworth, Patient/Carer Governor, referred to the additional £11m that had been granted to the Trust by NHS Improvement and asked whether it would be used to accelerate the Trust’s capital projects which were currently experiencing delays. Robert Woolley responded that the Trust was taking steps to recruit more project management support and specialist procurement support for these projects.</p> <p>Clive Hamilton, Foundation Trust Member, enquired as to the performance of the joint cellular pathology unit at North Bristol NHS Trust. Robert Woolley responded that the unit’s performance was dependent on resolving recruitment challenges, adding that it had also just taken on pathology services for Weston as well.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Chief Executive’s report to note. 	
<p>COG07/04/19</p>	<p>2.2 Trust Five-Year Strategy Launch</p>	
	<p>Paula Clarke, Director of Strategy and Transformation, introduced the Trust’s strategy for the next five years, which had been circulated in advance and approved at a Board meeting in public earlier that day.</p> <p>This was the final version of the Trust’s strategy, <i>Embracing Change, Proud to Care: Our 2025 Vision</i>, which set out the Trust’s ambition and vision for the next five years.</p> <p>The strategy had been developed over 14 months in a process that had included conversations with governors as well as with staff, patients, families, local people, members, and health and care partners in the region.</p> <p>A strong sense of pride in UH Bristol’s achievements over the past decade had been evident throughout the development process. It had been therefore agreed that the Trust’s core mission was still the right one and would remain unchanged: <i>to improve the health of the people we serve by delivering exceptional care, teaching and research, every day.</i></p> <p>However it had become clear that the Trust needed to adapt and change to meet the demands of the future. Key areas of focus in the strategy were therefore to increase the Trust’s specialist clinical services, to work collaboratively with all partners in the wider health and care system (including supporting the delivery of care outside hospital where possible), and to increase the Trust’s ambitions in terms of education, research and innovation.</p> <p>The strategy was a live plan, with year-on-year actions to achieve its ambitions. The Trust’s clinical divisions had been developing their own five-year strategies in parallel, and some actions had already been included in their 2019/20 operating plans.</p>	

	<p>Leaflets had been produced summarising the key points and these would now be used to communicate the strategy to staff and the wider community.</p> <p>Governors had received a presentation on the draft strategy and discussed its content at a Governors' Strategy Group meeting on 13 March. Carole Dacombe, Public Governor, expressed appreciation for the focus, ambition and readability of the strategy. However, she questioned its lack of emphasis on a robust estates strategy. Governors were keen that the Trust recognise the central importance to its strategy of the buildings that it used and the people maintaining them. Robert Woolley provided reassurance that a new Estates Strategy was currently under development which would be received by the Board of Directors in September.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Trust's Five-Year Strategy: <i>Embracing Change, Proud to Care: Our 2025 Vision</i> for information. 	
<p>COG08/04/19</p>	<p>2.3 Operational Plan 2019/20</p>	
	<p>The Operating Plan had been circulated to governors in advance of the meeting. They had received a detailed briefing on the draft plan at their March Governors' Strategy Group meeting, and this was their opportunity to receive the final version. Paula Clarke, Director of Strategy and Transformation, provided an update: the Trust had accepted its control total of £12.8m for the year and the plan had now been submitted to the regulator, though contract negotiations with the Clinical Commissioning Group had not yet concluded. The report set out the financial plan and quality objectives, and the workforce changes needed to deliver the plan. Progress against the plan would be tracked through regular Board reports.</p> <p>Clive Hamilton, Foundation Trust member, referred to the ambition to support more care out of hospital in both the operational plan and the five-year strategy, and asked for more information about how this could be achieved. Robert Woolley explained that this referred to the challenge nationally to shift the locus of care so that hospitals were only used when they needed to be. While a significant amount of money was spent on hospital care, it was recognised that hospitals were not ideal places for patients to stay for a long time. The Trust therefore had a responsibility to support more expertise and pathways that began and ended in primary care. In response to further questions from Tom Frewin, Public Governor, and Ray Phipps, Patient Governor, the challenges of doing this on a limited budget were noted, as commissioners were unable to invest in new and different ways of caring for people while money was still needed for hospitals. It was one of the difficult issues that the Healthier Together/Sustainability and Transformation Partnership was aiming to tackle.</p>	

	<p>John Rose, Public Governor, enquired about initiative from a neighbouring Trust which involved sending hospital staff to patients' homes after they had been discharged to continue their care out of hospital. Paul Mapson, Director of Finance and Information, clarified that this was a pilot scheme funded by the Clinical Commissioning Group. While such schemes could help the system in terms of freeing up hospital beds, it was not yet known whether the CCG would be willing to continue its funding or extend it to UH Bristol unless there were demonstrable benefits.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Operational Plan 2019/20 to note. 	
<p>COG09/04/19</p>	<p>2.4 Quarterly Patient Experience and Complaints Report</p>	
	<p>The Patient Experience Report and the Patient Complaints Report for Quarter 3 were Board reports that were shared with governors for information. As Carolyn Mills, Chief Nurse, had submitted apologies for this meeting, governors were asked to direct any questions on the reports through the Membership Office.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
<p>COG10/04/19</p>	<p>3.1 Holding to Account Report</p>	
	<p>This report was a standing item which provided a summary of the ways in which governors had carried out their statutory duty of holding non-executive directors to account in the last quarter. It outlined the forums for doing this, such as Governor/Non-Executive Director Engagement Sessions and focus groups, and it includes some of the issues on which they had sought assurance on in the period.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
<p>COG11/04/19</p>	<p>4.1 Nominations and Appointments Committee</p>	
	<p>Jeff Farrar, Chair of the Nominations and Appointments Committee, asked the Council to note the report of the meeting on 19 March. This had included Guy Orpen's annual appraisal and an update on the appointments of new Non-Executive Directors.</p> <p>As Guy Orpen had reached his third and final term of office, his continuation in office was subject to annual approval by the Council of Governors. The Council were asked to consider the Committee's recommendation to re-appoint Guy Orpen into the 2nd year of his third three-year term of office. This was approved.</p> <p>Jeff Farrar provided a further update to the Council of Governors on the</p>	

	<p>appointment process for two Non-Executive Directors and one Non-Executive Director Designate. There had been a strong field, with 20 candidates longlisted and 8 shortlisted. Interviews were held on 24 April and because of the number of candidates, a second day had needed to be organised for 1 May.</p> <p>Governors had been involved in shortlisting and on the interview panel and discussion groups. As the appointments needed to be approved by the full Council of Governors, an Extraordinary Council of Governors meeting had been organised for Friday 24 May, 1.30pm-2pm, to approve the appointments. The meeting would need to be quorate, so governors were asked to advise the Membership Team of their attendance or apologies. The possibility of attending the meeting via speakerphone was discussed.</p> <p>Malcolm Watson, Public Governor, referred to the re-appointment of Guy Orpen and noted that succession planning for his role was being considered. The Committee had felt that preserving a link with the University of Bristol was important and it was suggested that perhaps the Trust could consider a nominated post.</p> <p>Garry Williams enquired as to the effect on the Nominations and Appointments Committee membership of the loss of governors through the governor elections. It was agreed to discuss this at the next Committee meeting on 8 May.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. • Approve the re-appointment of Guy Orpen as Non-Executive Director. 	
<p>COG12/04/19</p>	<p>Governor Group Reports</p>	
	<p>Written reports had been circulated for the Quality Focus Group and the Constitution Focus Group.</p> <p>a) <u>Quality Focus Group</u></p> <p>Carole Dacombe, Chair of the Quality Focus Group, introduced a summary report of the meeting in March. One of the key issues of concern recently had been some aspects of the Trust's Workforce Race Equality Standard data and governors had given specific feedback on both this and on the resulting development of the new Trust Diversity and Inclusion strategy. Governors had also raised concerns with Non-Executive Directors around junior doctor rotas and issues that had been raised about student experience at the Bristol Dental Hospital.</p> <p>The Group had nominated John Rose to write the governors' statement for this year's Quality Report and he had now written it and circulated it to governors for comment to be submitted this week.</p>	

	<p>She highlighted an unresolved issue in relation to a Governors' Log question about discharge of patients at night. This was an ongoing matter of concern and governors had not yet received reassurance on this matter.</p> <p>b) <u>Governors' Strategy Group</u> Malcolm Watson, Chair of the Governors' Strategy Group, introduced a report of the group's meeting on 13 March. Martin Sykes, Non-Executive Director, had provided an update on Finance Committee matters and governors had sought assurance that the committee was sufficiently vigilant in relation to capital underspend and slippage in the Trust's capital programme. The Group had received a presentation on the Operational Plan and an update on the Trust's Five-Year Strategy renewal. Governors had particularly asked that the development of strategy be used as an opportunity to work jointly with the Trust's partners in the region.</p> <p>c) <u>Constitution Focus Group</u> Ray Phipps, Chair of the Constitution Focus Group, introduced a report of the group's meeting on 19 March. During a discussion on membership numbers, the group had noted that a large proportion of the membership had joined ten years ago and that it was a challenge to engage effectively with those for whom the Trust did not have an email address. The group had discussed governor elections and induction plans, and had emphasised the need to ensure that new governors would be quickly brought up to speed. They had also received an update from the Audit Committee.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the reports to note. 	
<p>COG13/04/19</p>	<p>Lead Governor Election</p>	
	<p>Jeff Farrar, Trust Chair, noted that Mo Phillips and Malcolm Watson had held the role of Lead Governor jointly for the past year. According to the Trust's processes, Lead Governors could hold the position for up to two years, and Malcolm would now step down from the position having completed his second year. Jeff Farrar thanked Malcolm for his work in the role over the past two years.</p> <p>Mo Phillips had agreed to continue in the role and governors were asked therefore to formally approve Mo's continuation as Lead Governor from 1 June 2019-31 May 2020. This was agreed.</p> <p>It was noted that a decision on whether to appoint a second Lead Governor would be deferred until after the Governor Elections. Governors should consider in the meantime whether they would like to nominate themselves or a fellow governor.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the reports to note. • Approve the appointment of Mo Phillips as Lead Governor. 	

COG14/04/19	6.1 Membership engagement report	
	<p>Sarah Murch, Acting Membership Engagement Manager, introduced this report. This was a standing item showing how the Trust had engaged with its Foundation Trust membership over the period.</p> <p>Monthly ‘Health Matters’ Events in the period had included talks on dementia and arthritis care and a workshop event to engage members in the development of the Trust’s five-year strategy. Monthly e-newsletters had been sent to public members including input from governors. Members who did not have email addresses had received the January/February issue of Voices magazine in the post with a letter from the Chair and a feedback form. Responses had been received from several hundred members, mainly unsubscribing from membership, but some updating their details or giving feedback. Engagement with staff in the period had centred on encouraging members of staff to stand for election as governor.</p> <p>The report also included details of membership numbers - public members and staff members. This reflected the decision last year by governors and the Board to remove the Trust’s patient membership categories and reclassify patient members as public members. The resulting merge of the patient and public constituencies was now underway, members had been informed, and it would be complete on 1 June when new public governors were in post.</p> <p>Among priorities for the year ahead, the Membership Team would be looking at the large proportion of public members who the Trust was only able to correspond with by post. There would also be consideration of the effect on public membership boundaries of a potential merger with Weston Area Health NHS Trust.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG15/04/19	6.2 Elections report	
	<p>Sarah Murch, Acting Membership Engagement Manager, introduced a report on the 2019 governor elections. There had been 17 public and staff governor seats available for election this year. Nominations had been open from 7 March-4 April, during which time the role was promoted to public members and to staff. There had been a lot of interest, with 63 people making enquiries about the governor role, and this had resulted in 28 people nominating themselves for election, including 11 current governors seeking re-election.</p> <p>Three candidates had been elected unopposed: Hessam Amiri, Garry Williams (both Public – Rest of England and Wales), and Michelle Bonfield (Staff – Other Clinical). They would automatically become governors on 1 June.</p>	

	<p>Voting for the contested seats would be open 30 April -24 May. Public members would receive ballot papers in the post and would have the option of voting by post or online. Staff members had received an email with a link to an online voting platform. Results would be declared on 28 May with terms of office starting on 1 June.</p> <p>Mo Phillips, John Rose and Malcolm Watson, Public Governors, spoke to the candidates standing for election who had attended the meeting as observers. They emphasised that the role was an enjoyable one and explained that while Council of Governors meetings were necessarily more procedural, the informal meetings and the focus groups were good forums for debate. Governors were a diverse group but got on well, and they had a constructive and beneficial relationship with the Chair, Non-Executive Directors and Executive Directors. Ray Phipps added that continuing governors would buddy up with new governors to help them get up to speed.</p> <p>Flo Jordan, Staff Governor, expressed concern that staff received an invitation to vote via email, as not every member of staff had access to email at work. Sarah Murch responded that Trust staff with no UH Bristol email address would receive voting instructions to their home address. Members of staff who had a Trust email address but had difficulty accessing it were asked to contact the membership team if they needed help.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
<p>COG16/04/19</p>	<p>7.1 Governor Training and Development Report</p>	
	<p>Sarah Murch, Acting Membership Engagement Manager, introduced a report showing the current composition of the Council of Governors and a summary of governor training and development since the last meeting. Key points to note were as follows:</p> <ul style="list-style-type: none"> • The latest governor seminar day on 9 April had included a session on Diversity and Inclusion and updates from divisions. • There were currently 29 governors and 6 vacancies. Governors were reminded that governor numbers had been revised at the same time as the merger of patient and public constituencies, and that from 1 June there would therefore be 29 governor seats in total: 17 public, 6 staff and 6 appointed. • There would be a number of governors stepping down on 31 May. So far it was known that Marty McAuley, Flo Jordan, Pauline Beddoes, Rashid Joomun, Andy Coles-Driver and Jonathan Seymour-Williams would be leaving, and others may join them depending on the results of the elections. • Depending on the outcome of the elections, there were likely to be between 7 and 9 new governors joining the Council. The focus of the next quarter would be to induct new governors and integrate 	

	<p>them into the group.</p> <p>Carole Dacombe informed governors that she would be attending the national Governor Focus Conference next week and would report back to the group afterwards.</p> <p>In response to a question from Garry Williams, it was clarified that new Youth Involvement Group governors would be appointed in September.</p> <p>It was noted that Kate Hanlon had now been re-appointed into the role of Membership Engagement Manager on a permanent basis and would be back in the team on 13 May.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the reports to note. 	
COG17/04/19	<p>8.1 Governors' Log of Communications</p>	
	<p>The Council noted the report of the most recent questions that governors had asked directors via the Governors' Log of Communications</p> <p>Flo Jordan, Staff Governors, referred to Governors' Log question no. 206 noting staff concerns that fire training in theatres had not yet taken place and sought reassurance that this would happen. Mark Smith, Deputy Chief Executive and Chief Operating Officer, noted that there had been difficulty organising the training due to the tension between being able to release staff to do the training and cancelling operations. It was agreed that this would be progressed outside the meeting.</p> <p>It was noted that governors were still waiting for a response for Log question no. 217 (discharging patients at night). They had been concerned about reports of elderly patients who had been discharged in the early hours, and this had prompted them to seek information about numbers of patients discharged during the night at the Trust, and whether these increased during times of capacity pressures. They were seeking assurance that the Trust could evidence a full qualitative assessment of the suitability of patients for late-night discharge, and that steps were taken to ensure that all staff were aware of the assessment criteria. It was noted that Carolyn Mills, Chief Nurse, was looking into this issue but that it was not straightforward. A response would be provided through the Governors' Log and governors could also seek assurance through the Non-Executive Directors who received updates through the Quality and Outcomes Committee.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG18/04/19	<p>8.2 Council of Governors' Register of Business Interests</p>	

	<p>Governors noted that the Governors' Register of Interests had been updated for 2019 and would now be published on the Trust's website.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG19/04/19	9.1 Governors' Questions to the Board	
	<p>The Chair invited questions from governors.</p> <p>Astrid Linthorst, Appointed Governor, declared an interest as a local resident and enquired as to the extent to which the Trust engaged with its neighbours and involved them in its decisions. For example, the decision to make the hospital grounds entirely non-smoking from January was now causing inconvenience to the local community, where smokers from the hospitals were blocking pavements and leaving rubbish. This was noted.</p> <p>Garry Williams, Patient/Carer Governor, noted that there had been a breakdown in the Trust's IT systems earlier that morning and enquired as to the impact of this. Robert Woolley responded that business continuity plans had been initiated, and a critical incident had been declared. It was not thought to have resulted in any patient safety issues but it had impacted on patient flow and work was now going on to recover the position.</p>	
COG20/04/19	9.2 Foundation Trust Members' Questions There were no questions.	
COG21/04/19	9.3 Any Other Business There was no other business.	
	<p>Meeting close and date of next meeting The Chair declared the meeting closed at 16:03</p> <p>Date and time of next Council of Governors meeting – Friday 24 May 2019 at 1.30pm in the Conference Room, Trust HQ, Marlborough Street, Bristol, BS1 3NU.</p>	

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

Minutes of the Extraordinary Council of Governors Meeting held on Friday 24 May 2019 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, BS1 3NU

Present

Jeff Farrar – Chair
 Mo Phillips – Public Governor (Lead Governor)
 Malcolm Watson – Public Governor (Lead Governor)
 John Rose – Public Governor
 Pauline Beddoes- Public Governor
 Tom Frewin – Public Governor
 Jonathan Seymour-Williams – Public Governor
 Rashid Joomun – Patient Governor
 Ray Phipps – Patient Governor
 Tony Tanner – Patient Governor
 Garry Williams – Patient/Carer Governor
 John Chablo – Patient/Carer Governor
 Graham Papworth – Patient/Carer Governor
 Sue Milestone- Patient/Carer Governor
 Florene Jordan – Staff Governor
 Jane Sansom – Staff Governor
 Barry Lane – Staff Governor
 Sally Moyle – Appointed Governor (University of the West of England)
 Sophie Jenkins – Appointed Governor (Joint Union Committee)
 Astrid Linthorst – Appointed Governor (University of Bristol)

In Attendance

Robert Woolley – Chief Executive
 Mark Smith – Chief Operating Officer and Deputy Chief Executive
 Matt Joint – Director of People
 Martin Sykes – Non-Executive Director
 Julian Dennis – Non-Executive Director
 Guy Orpen – Non-Executive Director
 David Armstrong – Non-Executive Director
 Steve West – Non-Executive Director
 Eric Sanders – Trust Secretary
 Kate Hanlon – Membership Engagement Manager

Minutes: Sarah Murch – Membership and Governance Administrator

Minute Ref:	Item	Actions
COG01/04/19	1.1 Chair’s Introduction and Apologies	
	<p>The Chair, Jeff Farrar, welcomed everyone to the Extraordinary Meeting of the Council of Governors which had been convened for the purpose of approving Non-Executive Director appointments.</p> <p>Apologies had been received from:</p>	

	<p>Governors: Mary Whittington, Carole Dacombe, Aishah Farooq, Andy Coles-Driver, Kathy Baxter, Penny Parsons and John Sibley.</p> <p>Members of the Board: Carolyn Mills, William Oldfield, Mark Smith</p> <p>Retiring Governors: Jeff Farrar noted that a number of governors would reach the end of their term of office on 31 May. Pauline Beddoes and Flo Jordan were retiring after nine years in the role (the maximum term). Rashid Joomun, Marty McAuley, Andy Coles-Driver and Jonathan Seymour-Williams were also stepping down. Jeff thanked them all for their contribution over the years and wished them luck with their future endeavours.</p> <p>He added that there were a further ten governors standing for re-election, some of whom could also lose their seats on 31 May, though this would not be known until the outcome of the elections on 28 May.</p>	
COG02/04/19	<p>1.2 Declarations of Interest</p>	
	<p>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 from governors relevant to the meeting.</p>	
COG06/04/19	<p>2.1 Appointment of Non-Executive Directors</p>	
	<p>Eric Sanders, Trust Secretary, introduced this report. The report summarised the steps taken to recruit new Non-Executive Directors to the Trust and sought approval from the Council of Governors for three new appointments.</p> <p>The Trust wished to appoint two Non-Executive Directors, with a further candidate joining the Board in a 'Designate' capacity for one year, with the opportunity to be considered for the role of Non-Executive Director as a vacancy arose. The appointments would therefore fill vacancies arising due to the departure of Jill Youds and Alison Ryan on 31 March and would also cover John Moore's departure on 31 December. The 'Designate' position would be a non-voting role with a lesser time commitment.</p> <p>It was proposed that Bernard Galton and Jayne Mee should be appointed as Non-Executive Directors, and Sue Balcombe as a Non-Executive Director Designate. A short profile of the three proposed appointees was included in the report.</p> <p>There had been governor involvement throughout the selection process, including shortlisting, interviewing and in discussion groups with the candidates. The Governors' Nominations and</p>	

Appointments Committee had considered the appointments at their meeting on 8 May and had recommended approval of all three appointments, subject to the necessary checks, which were in progress at present.

Eric Sanders highlighted that there had been a strong and diverse field in terms of the longlist and the shortlist. The interview panel had been led by the Chair, and had included two governors as well as Matt Joint, Director of People in an advisory capacity, and Michelle Romaine, the Chair of North Bristol NHS Trust, for an independent perspective. The panel was unanimous in its decision.

Garry Williams, Patient/Carer Governor asked that the new governors coming into post on 1 June be kept fully informed of Sue Balcombe's Designate position and the possibility that she would be considered for a full-time role in a year's time. This was agreed. Jeff Farrar explained that as Madhu Bhabuta was also currently a Non-Executive Director Designate, both would be approached to fill John Moore's position when it became vacant, and one would be selected. Governors noted that the Nominations and Appointments Committee had agreed to offer the Non-Executive Director Designate role for a one-year term instead of a three-year term as in previous years.

John Rose, Public Governor, noted that the new appointees also held roles at other organisations and sought assurance that they would have time to undertake the role. Jeff Farrar confirmed that he had received assurance from the appointees that they had sufficient time for the role and would prioritise UH Bristol meetings above other commitments. In response to a further question from John Rose about the merits of a newly-appointed Non-Executive Director chairing the People Committee, Jeff Farrar confirmed that this had been the intention throughout the process, and that Bernard Galton had been selected for this position because he had particularly relevant experience.

Governors who had taken part in the process confirmed that the candidates would be excellent additions to the Board. Jeff Farrar thanked all governors who were involved in the interview panel and discussion groups.

Members **RESOLVED** to approve the recommendations of the Nominations and Appointments Committee (subject to final employment checks) as follows:

- Appoint Bernard Galton and Jayne Mee as Non-Executive Directors for a three-year term of office from 1 June 2019-31 May 2022.
- Appoint Sue Balcombe as a Non-Executive Director Designate for a one-year term of office (1 June 2019 -31

	<p>May 2020), with the opportunity to be considered for the role of Non-Executive Director when a vacancy arises during that time.</p>	
<p>COG07/04/19</p>	<p>2.2 Non-Executive Director Expenses – Change in Policy</p>	
	<p>The Chair and Non-Executive Directors left the room and it was agreed that Mo Phillips, Lead Governor, would take the chair for this item.</p> <p>Eric Sanders, Trust Secretary, introduced the report, the purpose of which was to seek governor approval for the continuation of the Trust’s current approach to the payment of expenses to Non-Executive Directors.</p> <p>Eric Sanders explained that HM Revenue and Customs had recently concluded a consultation on proposed changes to the Special Arrangements for Part Time Office Holders in relation to home to office travel and subsistence. The outcome of the consultation was that HMRC had changed its arrangements to allow for the application of tax and national insurance to those payments.</p> <p>Organisations could now decide whether to deduct tax and national insurance from these payments or to gross up the payment and pay the tax and national insurance on behalf of part-time office holders. Governors were presented with two options: the Trust could continue to gross up expenses payments for Non-Executive Directors as previously, or instead it could process all expenses payments through payroll and deduct tax and National Insurance. As the financial benefit to the Trust of changing the process would be minimal but the impact for Non-Executive Directors would be significant, Eric Sanders recommended continuation of the current arrangement.</p> <p>In response to a question from Garry Williams about the impact on Non-Executive Directors who also carried out a similar function in other organisations, Eric explained that individual organisations would need to determine for themselves how to approach the issue.</p> <p>Governors noted that Non-Executive Directors had joined the Trust under the existing arrangement and agreed that it seemed fair that they should be adequately recompensed for their travel. John Rose asked if substantial sums of money were involved. Eric Sanders confirmed that the Trust would only pay from UK-based home addresses, but that some of the Non-Executive Directors lived some distance away from the Trust.</p>	

	<p>Governors agreed that the current arrangement should be continued.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Approve the continuation of the Trust’s current approach to the payment of expenses to Non-Executive Directors. <p>The Chair and Non-Executive Directors re-joined the meeting.</p>	
COG21/04/19	3.1 Any Other Business	
	There was no other business.	
	<p>Meeting close and date of next meeting The Chair declared the meeting closed at 13:55.</p> <p>Date and time of next Council of Governors meeting – Tuesday 30 July 2019 at 2pm-4pm in the Conference Room, Trust HQ, Marlborough Street, Bristol, BS1 3NU.</p>	

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

DRAFT

Council of Governors meeting – 30 July 2019

Action Log

Outstanding actions following the Council of Governors meeting held on 30 April 2019					
No.	Minute reference	Detail of action required	Responsible Officer	Completion date	Additional comments
1.	COG05/04/19	Action – Information about the universities' diversity and inclusion training to be shared.	Membership Manager/ University Appointed governors	July 2019	Contact made with University of Bristol organiser of workshop on unconscious bias.
2.	COG50/10/18	Governors to receive a draft Membership Strategy at the January Council of Governors meeting.	Membership Manager	Nov 2019	Deferred until later in the year to allow for further engagement. First draft of Membership Strategy received at July Constitution Focus Group meeting for discussion with governors.

**Cover report to the Council of Governors meeting to be held on 30 July 2019 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	2.2
Meeting Title	Council of Governors	Meeting Date	30/07/2019
Report Title	Weston Partnership and Merger Update		
Author	Paula Clarke, Director of Strategy and Transformation		
Executive Lead	Paula Clarke, Director of Strategy and Transformation		
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 checked="" 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>This paper updates the Council of Governors (CoG) on the partnership with Weston Area Health NHS Trust (WAHT) and progress with the merger plan.</p> <p>The Merger Programme is proceeding, working to the twin milestones of Full Business Case (FBC) by November 2019 Trust Board, and merger to take place on 1 April 2020. This remains a challenging timetable, with complex interdependencies requiring detailed management.</p> <p>Alongside the merger planning, collaborative working is progressing through the joint Partnership Management Board with significant developments including maternity services moving to a single service covering both Trusts and a formal launch of the clinical practice group (CPG) model of collaborative working.</p> <p>The merger programme board holds the transaction risk register and reviews and manages these risks at its fortnightly programme board meeting.</p> <p>CoG will continue to be briefed on progress with the merger to inform a final decision and approval in March 2020. Independent expertise is being secured to support CoG discussions regarding their role in approval and associated assurance requirements prior to this date.</p>

Recommendations

Members 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: 30th July 2019

University Hospitals Bristol NHS Foundation Trust (UH Bristol) and Weston Area Health NHS Trust (WAHT) Partnership and Merger Update

Report Update

1. Introduction

The Boards of University Hospitals Bristol NHS Foundation Trust (UH Bristol) and Weston Area Health NHS Trust (WAHT) have announced an 'intent to merge the two organisations'. We believe that this is in the best interests of patients, staff and the communities we jointly serve. A partnership management board meets monthly to identify opportunities for collaboration and oversees the process towards merger. The next step is the development of a detailed business case, which will set out the costs and the benefits of merger in considerable detail. Work on this has commenced with the UH Bristol Trust Board scheduled to take a decision on the case in November later this year, so that subject to satisfactory completion of the approvals process, the legal merger (via acquisition) can formally take place on 1st April 2020.

To support the process, a programme team has been established to manage the development of the full business case, and detailed plans for merger. UH Bristol is currently undertaking a due diligence exercise to enable a full understanding of the costs and benefits of merger.

Alongside the merger planning, since May 2017, our organisations have been working more closely together through a formal partnership, seeking to secure benefits for the patients, populations and staff of both Trusts'. Maternity services have moved to a single service covering both Trusts and, as a result, they have been able to develop the service and recruit into vacancies. Colleagues from WAHT maternity service formally joined UH Bristol workforce on 1 June 2019. Further collaborative work is supported through a number of clinical practice groups (CPGs). Involving a wide range of our clinical and non-clinical colleagues, the aim of CPGs is to shape clinical services to ensure the whole patient journey provides access to the best care and most innovative treatments possible. A launch event took place on 27 June with radiology teams from both organisations presenting how they have embraced this way of working and already host a regular monthly CPG to look at staff development opportunities and making the best use of capacity across sites to benefit patients and staff. The work coming out of the CPGs, will feed into the merger planning.

2. Context

Both Trusts face rising demand for NHS services from a growing population. Becoming part of a larger Trust is expected to help solve some of the longstanding issues that WAHT have struggled with for many years and to support Bristol's potential and capacity to develop its specialised services. The merger will also support delivery of the ambitions of the NHS Long-Term Plan and the Bristol North Somerset and South Gloucestershire's (BNSSG) System Plan, by enhancing acute care collaboration.

There are three main focus areas for both patients and staff:

1. Operational: clinically and financially viable organisation for future services
2. Clinical: strengthened workforce, more resilient, quality services
3. Financial: achieving economies of scale.

These translate into the following benefits:

- Providing a clinically sustainable and viable foundation for future services
- Increasing the resilience of the wider health economy by merging WAHT into a larger organisation.
- Providing a strengthened workforce with improved flexibility, recruitment and retention through maximising the opportunity of UHBristol's reputation and brand.
- Improving patient outcomes through reduction in clinical variation
- Securing local access to appropriately delivered district general acute services in North Somerset
- Creating the conditions for future financial sustainability and effective use of resources
- Releasing the efficiencies of shared corporate services to achieve value for money
- Improving operational performance through improved and standardised processes and common performance frameworks
- Better use of shared estates and facilities to enable future service developments across a larger campus
- Ability to test new ways of working, clinical models and pathways of care - across hospital, primary and community care interfaces
- Supporting the delivery of the wider regional Healthier Together system plan

Both Trusts are partners in the Bristol, North Somerset and South Gloucestershire Clinical Commissioning Group (CCG) led Healthy Weston process. The outcomes from the consultation will be considered by the CCG on 1st October 2019 and will inform the UHBristol merger business case.

3. Merger Planning

The Merger programme oversees nine workstreams, covering the key areas of work as follows:

	Workstream name
1	Full Business case
2	Corporate Governance
3	Corporate Services Integration
4	Finance
5	Clinical Governance and Quality
6	Communications and Engagement
7	Clinical Services Operation
8	Workforce and Organisational Development
9	Information Management and Technology

These are each led by a UHBristol executive and are made up of representatives from both the WAHT and UHBristol teams. The initial focus will be on progressing the following:

- Development of the Business Case (FBC)
- Undertaking the Due Diligence exercise
- Development of the Post Transfer Implementation Plan (PTIP)
- Benefits planning and realisation

The Full Business Case and associated documents will be subject to extensive review and scrutiny before Trust Board decision at the end of November. The following table sets out the key governance meetings that provide the board (in public) with assurance on the robustness of the process.

Meeting	Date
Council of Governors briefing	30 th July 2019
UHBristol Strategic Senior Leadership Team (SLT) (reviews preliminary due diligence findings)	7 th August 2019
Quality and Outcomes Committee (reviews the clinical case)	30 th August 2019
UHBristol Finance Committee (reviews the financial case)	30 th August 2019
Draft Full Business case (FBC) subject to external review	26 th September 2019
CCG considers their decision making business case for Healthy Weston	1 st October 2019
People Committee (UHBristol approves the TUPE transfer process)	29 th October 2019
UHBristol Trust Board (reviews the full due diligence report and approves the Heads of Terms)	31 st October 2019
Board to Board session (UHBristol and WAHT to jointly review the case for change)	Date to be confirmed
UHBristol Trust Board (Decision on FBC)	28 th November 2019
WAHT Board (Notes decision on FBC)	28 th November 2019
Council of Governors (Notes decision on FBC)	28 th November 2019

As part of the programme a communications and engagement strategy has been developed with the intent to keep staff and stakeholders informed as we move through the process. We have started these communications, but will be stepping them up with dedicated partnership sections on the intranet, staff newsletters and bulletins and through direct and cascade staff briefings.

We also recognise that there are distinct similarities and differences between both organisations and therefore the importance of engaging staff in the journey of cultural integration as we move from two to one organisation. We will be undertaking a 'cultural diagnostic' exercise so that we better understand the prevailing cultures and attitudes at both Weston and UHBristol. This will inform a process to create the mission and values for the new organisation as we progress towards merger implementation. Our cultural integration programme will be commencing in the autumn and continue through year 1 post-merger.

Future reports will update the Trust Board on progress of the business case and the approvals process through to merger.

Cover report to the Council of Governors meeting to be held on 30 July 2019 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	2.3
Meeting Title	Council of Governors	Meeting Date	30/07/2019
Report Title	External Auditor's Report to the Governors on the Quality Report 2018/19		
Author	External Auditor		
Executive Lead	Carolyn Mills, Chief Nurse		
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 checked="" type="checkbox"/>
		For Approval	<input type="checkbox"/>
		For Information	<input type="checkbox"/>

Executive Summary
<p>NHS Foundation Trusts are required to prepare and publish a Quality Report each year. The Quality Report has to be prepared in accordance with the NHS Foundation Trust Annual Reporting Manual and the requirements of NHS Improvement.</p> <p>The Quality Report is one of the key ways that the Trust demonstrates to the public and its stakeholders that its services are safe, effective, caring and responsive. The report is an open and honest assessment of the last year, its successes and its challenges. A link to the Quality Report for 2018/19 is published on the Trust's website: https://www.uhbristol.nhs.uk/quality-report/2018-19</p> <p>The Trust's External Auditors are required to undertake work on the Quality Report and provide the Council of Governors with a separate report on its findings and recommendations for improvements.</p>

Recommendations
<p>Members are asked to:</p> <ul style="list-style-type: none"> Receive the External Auditor's report to the governors on the Quality Report 2018/19 for assurance.

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"/>

University Hospitals Bristol NHS Foundation Trust

May 2019

Quality Report 2018/19

Contents

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<i>Summary of findings</i>	2
<i>Detailed findings</i>	4

Scope of this work

We have performed this work in accordance with the NHS Foundation Trust Annual Reporting Manual (“FT ARM”) and the ‘Detailed requirements for quality reports 2018/19’ issued by NHS Improvement (“NHSI”).

Reports and letters prepared by external auditors and addressed to governors, directors or officers are prepared for the sole use of the NHS Foundation Trust, and no responsibility is taken by auditors to any governor, director or officer in their individual capacity, or to any third party. The matters raised in this report are only those which have come to our attention arising from or relevant to our work that we believe need to be brought to your attention. They are not a comprehensive record of all the matters arising, and in particular, we cannot be held responsible for reporting all risks in your business or all internal control weaknesses. This report has been prepared solely for your use in accordance with the terms of our engagement letter dated 1 March 2019 and for no other purpose and should not be quoted in whole or in part without our prior written consent. No responsibility to any third party is accepted, as the report has not been prepared for, and is not intended for, any other purpose.

Background and scope

Background

NHS foundation trusts are required to prepare and publish a Quality Report each year. The Quality Report has to be prepared in accordance with the NHS Foundation Trust Annual Reporting Manual (“FT ARM”) and the ‘Detailed requirements for quality reports 2018/19’ issued by NHSI.

As your auditors, we are required to undertake work on your Quality Report under NHSI’s ‘Detailed requirements for external assurance for quality reports 2018/19’ (‘the detailed guidance’) which was published in December 2018.

The purpose of this report is to provide the Council of Governors of University Hospitals Bristol NHS Foundation Trust (“the Trust”) with our findings and recommendations for improvements, in accordance with NHSI’s requirements. It is referred to by NHSI as the “Governors report”.

Scope of our work

We are required by NHSI to review the content of the 2018/19 Quality Report, test three performance indicators and produce two reports:

- Limited assurance report: This report is a formal document that requires us to conclude whether anything has come to our attention that would lead us to believe that:
 - The Quality Report does not incorporate the matters required to be reported on as specified in the FT ARM and the ‘Detailed requirements for quality reports 2018/19’;

- The Quality Report is not consistent in all material aspects with source documents specified by NHSI; and
 - The specified indicators have not been prepared in all material respects in accordance with the criteria set out in the FT ARM and the ‘Detailed requirements for external assurance for quality reports 2018/19’.
- Governors report: A private report on the outcome of our work that is made available to the Trust’s Governors and to NHSI.

A limited assurance engagement is less in scope than a reasonable assurance engagement (such as the external audit of accounts). The nature, timing and extent of procedures for gathering sufficient appropriate evidence are deliberately limited compared to a reasonable assurance engagement.

Our limited assurance report is restricted, as required by NHSI, to the content of the Quality Report, consistency of specified documents to the Quality Report, and two mandated performance indicators only. The Governors report covers all of our work and, therefore, the third local indicator, which is chosen by the Governors.

Content of the Quality Report

We are required to issue a limited assurance report in relation to the content of your Quality Report. This involves:

- Reviewing the content of the Quality Report against the requirements of NHSI’s published guidance, as specified in the FT ARM and the ‘Detailed requirements for quality reports 2018/19’ and
- Reviewing the content of the Quality Report for consistency with the source documents specified by NHSI in the detailed guidance.

Performance indicators

We are required to issue a limited assurance report in respect of two out of four for acute national priority indicators specified by NHSI in their detailed guidance.

The indicators for the year ended 31 March 2019, which were chosen by the governors and subject to our limited assurance (the “specified indicators”), are marked with the symbol **A** in the Quality Report and consist of:

Specified Indicators	Specified indicators criteria
Percentage of patients with a total time in A&E of four hours or less from arrival to admission, transfer or discharge	Page 67 of the Quality Report
Maximum waiting time of 62 days from urgent GP referral to first treatment for all cancers	Page 67 of the Quality Report

Our procedures included:

- obtaining an understanding of the design and operation of the controls in place in relation to the collation and reporting of the specified indicators, including controls

over third party information (if applicable) and performing walkthroughs to confirm our understanding;

- based on our understanding, assessing the risks that the performance against the specified indicators may be materially misstated and determining the nature, timing and extent of further procedures;
- making enquiries of relevant management, personnel and, where relevant, third parties;
- considering significant judgments made by the Trust in preparation of the specified indicators; and
- performing limited testing, on a selective basis of evidence supporting the reported performance indicators, and assessing the related disclosure.

Local indicator

We are also required to undertake substantive sample testing of one further local indicator. This indicator is not included in our limited assurance report. Instead, we are required to provide a detailed report on our findings and recommendations for improvements in this, our Governors report. The Trust’s Governors select the indicator to be subject to our substantive sample testing. The indicator selected is:

- Summary Hospital-level Mortality Indicator (on page 37 of the Quality Report).

Summary of findings

Content of the Quality Report

No issues have come to our attention that lead us to believe that the Quality Report does not incorporate the matters required to be reported on as specified in the FT ARM and the 'Detailed requirements for quality reports 2018/19'.

Limited Assurance Report

As a result of our work, we are able to provide an unqualified limited assurance report in respect of the content of the Quality Report.

For further information, refer to page 4.

Consistency with Other Information

No issues have come to our attention that lead us to believe that the Quality Report is not consistent with the other information sources defined by NHSI's 'Detailed requirements for quality reports 2018/19'.

Limited Assurance Report

As a result of our work, we are able to provide an unqualified limited assurance report in respect of the consistency of the Quality Report with the 'Detailed requirements for quality reports 2018/19'.

For further information, refer to page 4.

Selected performance indicators

Our findings relating to the performance indicators are summarised as follows:

Performance indicators included in our limited assurance report	Findings
Percentage of patients with a total time in A&E of four hours or less from arrival to admission, transfer or discharge	No issues identified; none impact on our limited assurance opinion

Maximum waiting time of 62 days from urgent GP referral to first treatment for all cancers

No issues identified; none impact on our limited assurance opinion

For further information, refer to pages 6 and 7.

Limited Assurance Report

As a result of our work, we are able to provide an unqualified limited assurance report in respect of the mandated performance indicators.

Performance indicator not included within our limited assurance report	Findings
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Summary Hospital-level Mortality Indicator
--

No errors identified in sample tested.
--

No control issues identified.

For further information, refer to page 8.

Annual Governance Statement

We identified no issues relevant to the Quality Report.

For further details, see page 8.

Detailed findings

Review against the content requirements

We reviewed the content of the Quality Report against the content requirements which are specified in the FT ARM and the ‘Detailed requirements for quality reports 2018/19’.

No issues came to our attention that led us to believe that the Quality Report has not been prepared in line with the FT ARM and the ‘Detailed requirements for quality reports 2018/19’.

Review consistency against specified source documents

We reviewed the content of the 2018/19 Quality Report for consistency against the following source documents specified by NHSI:

- Board minutes for the financial year, April 2018 and up to the date of signing the limited assurance report on 24 May 2019 (“the period”);
- Papers relating to quality reported to the Board over the period;
- Feedback from the Commissioners dated 14 May 2019;
- Feedback from Governors dated 2 May 2019;
- Feedback from local Healthwatch organisations dated 2 May 2019 and 16 May 2019;
- Feedback from the Bristol Overview and Scrutiny Committee dated 17 May 2019;

- The Trust’s complaints report published under regulation 18 of the Local Authority Social Services and NHS Complaints Regulations 2009;
- The 2017 national patient survey dated 13 June 2018;
- The 2018 national staff survey dated 29 March 2019; and
- The Head of Internal Audit’s annual opinion over the Trust’s control environment dated 24 May 2019.

No issues came to our attention that led us to believe that the Quality Report is not consistent with the information sources detailed above.

Performance indicators on which we are required to issue a limited assurance conclusion

As required by NHSI we have undertaken sample testing of two performance indicators on which we issued our limited assurance report:

- Percentage of patients with a total time in A&E of four hours or less from arrival to admission, transfer or discharge; and
- Maximum waiting time of 62 days from urgent GP referral to first treatment for all cancers

We are required to obtain an understanding of the key processes and controls for managing and reporting the indicators and sample test the data used to calculate the indicator. Our work is performed in accordance with the detailed guidance and included:

- Identification of the criteria used by the Trust for measuring the indicator;
- Confirmation that the Trust had presented the criteria identified above in the Quality report in sufficient detail that the criteria are readily understandable to users of the Quality Report and are in accordance with NHSI mandatory performance indicator definitions set out in Annex C of the NHSI 'Detailed requirements for external assurance for quality reports 2018/19';
- Updating our understanding of the key processes and controls for managing and reporting the indicator through making enquiries of Trust staff and through performing a walkthrough;
- Checking the Trust's reconciliation of the reported performance in the Quality Report to the data used to calculate the indicator from the Trust's underlying systems;
- Testing a sample of relevant data used to calculate the indicator; and
- Obtaining representations that the data used to calculate the indicator is accurately captured at source and that no sources of information/data relevant to the indicator performance have been excluded.

We tested only a sample of data, as stated above, to supporting documentation. Therefore, the errors reported below are limited to this sample.

We have also not tested the underlying systems, for example the patient administration system and the data extraction and recording systems.

Our findings are set out below.

Percentage of patients with a total time in A&E of four hours or less from arrival to admission, transfer or discharge

Reported performance:

2018/19 Threshold: 95%

2018/19 Actual: 86.3%

Criteria identified:

We confirmed the Trust uses the following criteria for measuring the indicator for inclusion in the Quality Report:

- The indicator is expressed as a percentage of unplanned A&E attendances who have a total time in A&E under 4 hours from arrival to admission, transfer, or discharge;
- The clock starts from the time that the patient arrives in A&E or, if by ambulance, at the earlier of hand-over or 15 minutes after ambulance arrival, and stops at the time of discharge home or leaving the department (either as transfer or admittance), thus meeting the criteria set out in the NHS England guidance; and
- The indicator includes unplanned follow up attendances (but excludes planned follow-up for the same condition).

Issues identified through work performed:

Ref.	Issue	Impact on limited assurance report
1.1	<i>No issues were noted in our substantive testing</i>	<i>No impact on our limited assurance report.</i>

Overall Conclusion:

Our substantive testing of the indicator identified no issues. None impact on our limited assurance report resulting in an unmodified report in respect of this indicator.

Maximum waiting time of 62 days from urgent GP referral to first treatment for all cancers

Reported performance:

2018/19 Threshold: 85%

2018/19 Actual: 85.6%

Criteria identified:

We confirmed the Trust uses the following criteria for measuring the indicator for inclusion in the Quality Report:

- The indicator is expressed as a percentage of all patients receiving first definitive treatment for cancer within 62 days following an urgent GP referral for suspected cancer;
- The clock start date is defined as the date that the referral is received by the Foundation Trust; and
- The indicator includes only urgent referrals for suspected cancer with a two-week wait to first being seen by a consultant (and excludes consultant upgrades or screening referrals).

Issues identified through work performed:

Ref.	Issue	Impact on limited assurance report
2.1	No issues were noted in our substantive testing.	No impact on our limited assurance report.

Overall Conclusion:

Our substantive testing of the indicator identified no issues. None impact on our limited assurance report resulting in an unmodified report in respect of this indicator.

Performance indicators not included within our limited assurance report

NHSI also requires us to undertake substantive sample testing of a local indicator selected by the Governors, the results of which are not included within our limited assurance report.

We obtain an understanding of the key processes and controls for managing and reporting the indicator and sample test the data used to calculate the indicator back to supporting documentation.

We tested only a sample, as stated above. Our reported errors below are limited to this sample. Our findings are detailed as below:

Summary Hospital-level Mortality Indicator		
Reported performance:		
2018/19 Actual: 105.0		
Criteria identified:		
We confirmed the Trust uses the following criteria for measuring the indicator for inclusion in the Quality Report:		
<ul style="list-style-type: none"> • The indicator is computed by NHS Digital using information provided by the trust and other information; • Our focus was on the Trust’s Secondary Uses Service (SUS) data submissions, and the information used from that in the computation of observed deaths and expected deaths. 		
Issues identified through work performed:		
Ref.	Issue	Impact
3-1	No issues were noted in our substantive testing	No impact on our limited assurance report.
Conclusion:		
Our substantive testing of the indicator identified no issues.		

Annual Governance Statement

NHSI require Foundation Trusts to include a brief description of the key controls in place to prepare and publish a Quality Report as part of the Annual Governance Statement (“AGS”) in the 2018/19 published accounts. The requirements for the content of the AGS are set out in Annex 5 of Chapter 2 of the NHS Foundation Trust Annual Reporting Manual 2018/19.

The Annual Governance Statement, within the Foundation Trust’s 2018/19 Annual Report, includes the following statement specific to the Quality Report:

University Hospitals Bristol NHS Foundation Trust

5.7.8 Annual Quality Report

The directors are required under the Health Act 2009 and the National Health Service (Quality Accounts) Regulations 2010 (as amended) to prepare Quality Accounts for each financial year. NHS Improvement has issued guidance to NHS foundation trust boards on the form and content of annual Quality Reports which incorporate the above legal requirements in the NHS Foundation Trust Annual Reporting Manual.

The annual quality report and quality accounts provide a firm foundation for our quality ambitions: looking back to identify progress, celebrate success and understand our challenges; and looking ahead by setting specific annual quality objectives which, if delivered, will make a significant difference to the safety, effectiveness and experience of care that our patients receive.

The structure of our annual quality report and accounts follows prescribed guidance from NHS Improvement and NHS England; the themes we report are agreed with our governors and tested with our commissioners. Our choice of annual quality objectives is shaped through consultation with our staff, members and our Involvement Network (patients and public).

The process of producing the quality report and accounts is overseen by the Chief Nurse and Medical Director, who have a shared board-level leadership responsibility for quality. Drafts of the report and account are reviewed by our Clinical Quality Group, Senior Leadership Team, Audit Committee and Quality and Outcomes Committee prior to approval by the Board. Local stakeholders submit formal statements for inclusion in the quality report and accounts describing their relationship and interaction with the Trust on matters of quality, and offering comment on the Trust's reported quality story and ambitions. Data included in the report and accounts is cross-referenced for accuracy with quality and performance data reported to the board during the previous year; national comparative indicators published in the report and accounts are also guided by local data quality frameworks. Finally, external auditors carry out detailed testing of three indicators included in the report, one of which is selected by our governors.

Our assurance that the Quality Account presents a balance view comes in part from the fact that the published Account mirrors a significant proportion of the data reported to the Board on a monthly basis covering priority quality themes agreed by the Board. We also receive assurance from the scrutiny our Quality Account receives from stakeholders; for example, our governors and commissioners would challenge us if they felt that our Quality Account did not present a balanced story of our progress during the year.

In respect of data accuracy, our quality data follows a set pattern each month. Data is processed on tenth working day from the agreed sources. Prior to this, most areas undergo data checks and each data source is overseen by a senior responsible officer in the relevant Trust team. Once the data is ready, the Scorecards and key performance indicator reports are uploaded to our InfoWeb 'How We Are Doing' page. These data are reviewed by the various leads; exception reports and commentaries are compiled, collated and signed-off by Chief Nurse before being reported to the Trust Board.

For Elective waiting lists (Referral To Treatment) the approach is the same. We validate the data up to the 'freeze date' and have perform a series of data quality checks prior to publication. The NHSI's Intensive Support Team (IST) have reviewed our processes and are satisfied with our approach to reporting waiting times.

As part of our report on the financial statements, we were required to:

- Review whether the Annual Governance Statement reflects compliance with FT ARM Annex 5 of Chapter 2 in respect of Quality Report requirements and NHSI's 'Detailed requirements for external assurance for quality reports 2018/19' and
- Report if it does not meet the requirements specified by NHSI or if the statement is misleading or inconsistent with other information we are aware of from our audit of the financial statements.

The work we undertook on the Annual Governance Statement as part of our work on the financial statements identified no issues relevant to the Quality Report.



In the event that, pursuant to a request which University Hospitals Bristol NHS Foundation Trust has received under the Freedom of Information Act 2000, it is required to disclose any information contained in this report, it will notify PwC promptly and consult with PwC prior to disclosing such report. University Hospitals Bristol NHS Foundation Trust agrees to pay due regard to any representations which PwC may make in connection with such disclosure and University Hospitals Bristol NHS Foundation Trust shall apply any relevant exemptions which may exist under the Act to such report. If, following consultation with PwC, University Hospitals Bristol NHS Foundation Trust discloses this report or any part thereof, it shall ensure that any disclaimer which PwC has included or may subsequently wish to include in the information is reproduced in full in any copies disclosed.

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**Cover report to the Council of Governors meeting to be held on 30 July 2019 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	3.1
Meeting Title	Council of Governors	Meeting Date	30/07/2019
Report Title	Holding to account report		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, 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 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>23 April 2019 – 23 July 2019</p> <ul style="list-style-type: none"> • Public Board meetings: Governors attended the one public meeting of the Trust Board of Directors in this period on 24 May (12 governors) to observe the non-executive directors holding the executive directors to account. • Board Committees/Governor focus groups: The three governor focus group are aligned with the Board Committees and receive reports from each of the Committee Chairs which allow governors to keep abreast of the Board's current areas of focus. The governors' Quality Focus Group receives the Quality and Outcomes Committee Chair and People Committee Chair reports, the Strategy Group receives the Finance Committee Chair reports, and the Constitution Focus Group receives the Audit Committee Chair reports. These reports provide evidence that non-executive directors are discharging their duties effectively as members of the Board, and are an

opportunity for governors to discuss and challenge the content.

During the period:

- the Chair of the Quality and Outcomes Committee attended the Governors' Quality Focus Group on 21 May and 19 July
- the Chair of the People Committee attended the Governors' Quality Focus Group on 19 July.
- the Finance Committee Chair attended the Governor Strategy Group on 8 May
- the Audit Committee Chair attended the governors' Constitution Focus Group on 21 May. Areas of challenge and focus at these meetings are detailed in the governor working group chair reports, item 5.1.
- There was one Nominations and Appointments Committee meeting on 8 May. One of the key duties of this Committee is to monitor the performance of the Chair and other non-executive directors and make reports thereon to the Council of Governors. This is a further process by which governors can hold non-executive directors to account. A summary of this meeting is provided in item 4.1.
- Governors hold regular informal engagement meetings with the Chair and non-executive directors to allow governors to request assurance or information around any topics. There were two meetings in this period – the first, on 24 May, was attended by 17 governors, the Chair and five non-executive directors. The discussion focused on topics including late patient discharge, assurance around the implementation of new IT systems and associated training, follow-up appointments, Staff Survey results. Governors challenged the Non-executive Directors to seek data relating to late patient discharge to provide assurance that patients are being discharged appropriately.

The second meeting on 25 June 2019 (attended by 12 governors, the Chair, and two non-executive directors) was an opportunity for non-executives to meet new governors, introduce themselves and outline the work of the Board Sub-Committees. The group explored issues including increased footfall in the Emergency Department, progress with partnership working with Weston Area Health NHS Trust, wider system working (with the Clinical Commissioning Group and North Bristol NHS Trust) and the future role of Foundation Trusts.

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

Members are asked to:

- **Note** the report and receive **assurance** that appropriate activities are being undertaken by the Governors to hold the non-executives directors to account.

Intended Audience

(please tick any which are relevant to this paper)

Board/Committee Members	<input checked="" type="checkbox"/>	Regulators	<input checked="" 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 30 July 2019 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	30 July 2019
Report Title	Nominations and Appointments Committee Meeting Report		
Author	Sarah Murch, Membership and Governance Administrator		
Lead	Eric Sanders, Trust Secretary		
Freedom of Information Status		Open	
Reporting Committee	Nominations and Appointments Committee		
Chaired by	Jeff Farrar, Trust Chair		
Lead Executive Director	Eric Sanders, Trust Secretary		
Date of last meeting	8 May 2019		
Summary of key matters considered by the Committee and any related decisions made.			
<p>There has been one meeting of the Governors' Nominations and Appointments Committee since the April Council of Governors meeting.</p> <p>Meeting on 8 May 2019: Attended by Jeff Farrar (Chair) and six Committee members.</p> <ul style="list-style-type: none"> • Non-executive Director Appointments: The Committee were provided with a report summarising the steps taken to recruit new Non-executive Directors. They supported three new appointments: Bernard Galton and Jayne Mee as Non-executive Directors and Sue Balcombe as Non-executive Director (Designate). Governors who had taken part in the selection process voiced support for the process and enthusiasm for the successful candidates. Committee members sought assurance around potential conflicts of interest and how these would be managed. They discussed the definition of the term Non-executive Director (Designate) and welcomed greater clarification on the time commitment and length of term of office for this role. <p><i>The Committee's recommendation to appoint to the three Non-executive Director posts was approved at an Extraordinary Council of Governors meeting convened for this purpose on 24 May 2019.</i></p> <ul style="list-style-type: none"> • Non-executive Director Appraisals: Committee members received appraisal reports for Julian Dennis, Martin Sykes and Steve West. An appraisal report for Madhu Bhabuta was circulated post-meeting. The committee received assurance from the Chair that the reports and the appraisal process had demonstrated the value that each of the Non-executive Directors brought to the Trust. • Non-executive Director Activity Reports: Activity reports for the period December-April had been received for all Non-executive Directors and circulated to the Committee. Committee members expressed appreciation for the style of the reports and the insight that they gave into the contributions of individual Non-executive Directors. 			

- **Terms of Reference and Membership – Annual Review:** The Committee received the Terms of Reference and committee membership. These are subject to annual review and approval by the Council of Governors. It was noted that the Terms of Reference required a slight change to remove the reference to ‘patient governors’ as the patient governor category would be removed from 1 June. The Committee noted that several committee members would be leaving on 31 May as their governor terms of office ended, and that governors would be invited to join the Committee in June, with appointments to be approved at the July Council of Governors meeting.
- **Committee Self-Assessment:** The Committee reviewed its activities over the year and was satisfied that it had fulfilled its responsibilities.
- **Any Other Business – Vice Chair Appointment:** The Committee noted that a new Vice Chair would need to be appointed from among the Non-executive Directors, as Jill Youds had now left the Trust. In line with previous appointments, it was agreed that the Chair would seek expressions of interest from among the Non-executive Directors and would submit a recommendation for approval by the full Council of Governors, as required in the Trust Constitution.

Matters referred to the Council of Governors

a) Terms of Reference: The Council of Governors is asked to **approve** the amended Terms of Reference for the Nominations and Appointments Committee (attached).

b) Appointment/Re-appointment of Committee members:
According to its Terms of Reference, the Committee comprises 12 governor members plus the Chair. Following the outcome of the governor elections in May, interest was sought in June to fill five vacancies on the committee. The Council of Governors is asked to **approve** the appointment / re-appointment of Committee members as follows.

New appointments are shown in bold.

Jeff Farrar: Chair

1. Malcolm Watson: Public - South Gloucestershire
2. Mo Phillips: Public – Bristol
3. Carole Dacombe: Public – Bristol
4. Garry Williams: Public – Rest of England and Wales
5. Kathy Baxter: Public - Bristol
6. **Ray Phipps: Public – Bristol**
7. **John Rose: Public – North Somerset**
8. **Penny Parsons: Public – Bristol**
9. Jane Sansom: Staff – Medical and Dental
10. **Barry Lane: Staff – Non-Clinical**
11. Sophie Jenkins: Appointed governor – Joint Union Committee
12. **Sally Moyle – Appointed governor – University of the West of England**

Date of next meeting:

05 November 2019

Terms of Reference - Nominations and Appointment Committee – Council of Governors

Document Data	
Corporate Entity	Nominations and Appointments Committee (Council of Governors)
Document Type	Terms of Reference
Document Status	Draft
Executive Lead	Trust Secretary
Document Owner	Trust Secretary
Approval Authority	Council of Governors
Document Reference	TOR0003
Review Cycle	12 months
Next Review Date	30/10/2019

Document Change Control				
Date of Version	Version Number	Lead for Revisions	Type of Revision	Description of Revision
July 2009	1.0	Membership Manager	Major	Version 1.0
27 July 2011	1.1	Membership Manager	Minor	Version 1.1
02 May 2012	2.0	Trust Secretary	Major	Revision to Foundation Trust Constitution to increase Committee membership. Approved by the Membership Council.
12/02/2015	3.0	Interim Head of Membership and Governance	Major	
19/09/2017	4.0	Trust Secretary	Minor	Changes to job titles
27/09/2017	5.0	[Deputy] Trust Secretary	Minor	Amendments to: a) update references from Monitor to NHS Improvement; b) change the quorum from four governors to four committee members c) allow for another non-executive director to take the chair in circumstances in which it was inappropriate for either the Chair or the Senior Independent Director to do so.
07/06/2018	6.0	Trust Secretary	Minor	Amendments to: a) include the Chair as a member of the committee b) allow the Trust Secretary to nominate another person to attend meetings on their behalf.

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1. Constitution and Purpose

- 1.1 The Nominations and Appointments Committee is a formal Committee of the Council of Governors established in accordance with the NHS Act 2006¹,) as amended by the Health and Social Care Act 2012 (the 2012 Act), the University Hospitals Bristol NHS Foundation Trust Constitution², and the Foundation Trust Code of Governance³ for the purpose of carrying out the duties of governors with respect to the appointment, re-appointment removal, remuneration and other terms of service of the Chairman and Non-Executive Directors.

2. Function and Duties

- 2.1 The Committee shall carry out functions in relation to the following:

Nominations Functions

- (a) determine a formal, rigorous and transparent procedure for the selection of the candidates for office as Chairman or Non-Executive Director of the Trust having first consulted with the Board of Directors as to those matters and having regard to such views as may be expressed by the Board of Directors;
- (b) seek by way of open advertisement and other means, candidates for office and to assess and select for interview such candidates as are considered appropriate and who meet the “*fit and proper person*” test as set out in the provider license — and in doing so the Committee shall be at liberty to seek advice and assistance from persons other than members of the Committee or of the Council of Governors;
- (c) make recommendation to the Council of Governors as to potential candidates for appointment as Chairman or other Non-Executive Director, as the case may be,
- (d) consider and make recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of the Chairman and other Non-Executive Directors,
- (e) on a regular and systematic basis monitor the performance of the Chairman and other Non-Executive Directors and make reports thereon to the Council of Governors from time to time when requested to do so or when, in the opinion of the Committee, the results of such monitoring ought properly to be brought to the attention of the Council of Governors;
- (f) To ensure there is a formal and transparent procedure for setting the annual objectives for the Non-Executive Directors, in conjunction with the Chairman, and in conjunction with the Senior Independent Director in the case of the annual objectives for the Trust Chairman
- (g) To ensure there is a formal and transparent procedure for the appraisal of the Trust Chairman and Non-Executive Directors’ performance

- (h) To regularly review, in conjunction with the Board of Directors Nominations and Remuneration Committee, the structure, size and composition of the Board of Directors, including giving full consideration to succession planning, taking into account the future challenges, risks and opportunities facing the NHS Foundation Trust and the skills and expertise required within the Board of Directors to meet them.

Remuneration Functions

- (a) To ensure there is a formal and transparent policy on remuneration for the Trust Chairman and Non-Executive Directors;
- (b) To set the structure and levels of remuneration of the Trust Chairman and Non-Executive Directors;
- (c) To determine and review the terms and conditions of the Trust Chairman and Non-Executive Directors;
- (d) To market test/ benchmark the remuneration of the Trust Chairman and Non-Executive Directors at a frequency agreed by the Committee and taking account of any external guidance on recommended frequency and/ or where the Committee is considering recommending large change to that remuneration, drawing on external professional advice
- (e) To appoint, if deemed appropriate, independent consultants to advise on Trust Chairman and Non-Executive Director remuneration.

3. Authority

- 3.1 The Committee is authorised by the Council of Governors to carry out the functions and duties set out in these Terms of Reference.
- 3.2 All powers and authorities exercisable by the Council of Governors, together with any delegation of such powers or authorities to any Committee or individual, are subject to the limitations imposed by the by the National Health Service Act 2006, the NHS Licence Conditions, Trust Constitution or by other regulatory provisions.
- 3.3 In discharging the functions and duties set out in these Terms of reference, the Committee is to have due regard for the applicable principles and provisions of the Foundation Trust Code of Governance.

4. Reporting

- 4.1 The Committee shall report to the Council of Governors.
- 4.2 A Chair of the Committee or nominated member of the Committee shall report the proceedings of the Committee to the Council of Governors after each meeting

¹ 17 (1) It is for the Council of Governors at a general meeting to appoint or remove the Chairman and the other non-executive directors.

² 10.2 The Council of Governors shall establish a committee of its members to be called the Nominations and Appointments Committee to discharge those functions in relation to the selection of the Chair and Non-Executive Directors.

³ The NHS Foundation Trust Code of Governance Section B2: Appointments to the Board

⁴ The governors are responsible at a general meeting for the appointment, re-appointment and removal of the chairperson and the other non-executive directors.

5. Membership

5.1 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 the Chairman or deputy plus twelve members including:

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

5.2 Appointment of governors to the Committee shall be conducted at a general meeting of the Council of Governors. If there are more governor nominees than places on the Committee, the final selection of candidates shall be put to a vote of the Council of Governors.

5.3 Governors shall be appointed to the Committee until their term of office as governor ends as set out in the Trust's Constitution, or they choose to resign from the Committee, which shall be confirmed in writing to the Chair of the Committee.

5.4 In the case of the appointment process for the Trust Chairman, the Senior Independent Director (SID) will be co-opted to join the Committee. The SID will attend in an advisory capacity and will not participate in the formal decision making process.

5.6 *Chair of the Committee*

(a) The Chairman of the Trust will Chair the Nominations and Appointment Committee. In his absence, or when the Committee is to discuss matters in relation to the appraisal, appointment, re-appointment, suspension, removal or remuneration and terms and conditions of the Chairman, the Committee will be chaired by the Senior Independent Director. Under any such circumstances in which it would be inappropriate for either the Chair or the Senior Independent Director to Chair the Committee, another non-executive director will Chair the Nominations and Appointments Committee.

5.6 *Quorum*

- (a) The quorum necessary for the transaction of business shall be four Committee members and the Chairman and/or Senior Independent Director
- (b) A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

5.7 *Attendance at Meetings*

- (a) Only members of the Committee have the right to attend Committee meetings.
- (b) Other individuals, including advisers, may be invited to attend for all or part of any meetings, as and when appropriate. This shall include the Director of People in an advisory capacity when considering matters of recruitment, appointment and appraisal of the Chairman and Non-executive Directors
- (c) The Trust Secretary or his nominee shall attend meetings of the Committee to advise on matters of corporate governance, procedure and conduct in relation to the NHS Provider Licence Conditions and Trust Constitution.

6. Secretariat

6.1 The Trust Secretariat shall provide Secretariat support to the Committee.

6.2 *Notice and Conduct of Meetings*

- (a) The Trust Secretary shall call meetings of the Committee at the request of the Chairman not less than ten clear days prior to the date of the meeting,
- (b) The agenda shall be agreed by the Chair of the Committee in consultation with the Trust Secretary,
- (c) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be available to each member of the Committee and where appropriate, other persons required to attend, no later than five working days before the date of the meeting,
- (d) Supporting materials shall be provided to Committee members and to other attendees as appropriate, at the same time.

6.3 *Minutes of Meetings*

- (a) The Trust Secretary or his nominee shall minute the proceedings and resolutions of the Committee, including the names of members present and others in attendance. Draft minutes shall be distributed to Committee members for approval after each meeting.

6.4 *Frequency of Meetings*

- (a) The Committee shall meet at least twice per annum and at such other times as the Chair of the Committee shall require.

7. Review of Terms of Reference

7.1 At least once a year, the Committee shall review its own performance, constitution and Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Council of Governors.

Approved by Council of Governors, October 2018

**Cover report to the Council of Governors meeting to be held on 30 July 2019 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	30/07/2019
Report Title	Appointment of Vice-Chair		
Author	Sophie Melton Bradley		
Executive Lead	Eric Sanders, 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"/>

Report									
<p>Purpose: According to the Trust's constitution, the Council of Governors is required to appoint one of the Trust's Non-Executive Directors to the role of Vice-Chair. The former Vice-Chair, Jill Youds, left the Trust on 31 March 2019. The purpose of this report is therefore to seek approval for the appointment of a new Vice-Chair.</p> <p>In line with the Trust's process, and as discussed with the Governors' Nominations and Appointments Committee on 8 May 2019, the Chair has approached Non-executive Directors seeking expressions of interest.</p> <p>The Chair was now recommending the appointment of Martin Sykes as Vice-Chair.</p>									
Recommendations									
<p>Governors are asked to:</p> <ul style="list-style-type: none"> Approve the appointment of Martin Sykes as Vice-Chair from 1 August 2019 (to be renewed in line with term of office). 									
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"/>

Cover report to the Council of Governors meeting to be held on 30 July 2019 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	5.1a
Meeting Title	Council of Governors Meeting	Meeting Date	30/07/2019
Report Title	Quality Focus Group		
Author	Carole Dacombe, Group Chair		
Executive Lead	Carolyn Mills, Chief Nurse		
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(s):	21 May 2019 and 19 July 2019

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

Meeting held on 21 May 2019 – Attended by 8 governors

- Quality and Outcomes Committee Chair’s Update including Quality and Performance Report:** Julian Dennis (Non-Executive Director and Chair of the Quality and Outcomes Committee) reported to governors the committee’s key areas of focus in March and April including the Trust’s progress against key performance targets and quality objectives. Governors heard that the committee had discussed the Trust’s performance against winter pressures, the progress of the development of the silver trauma unit, a thematic review of serious incidents in the maternity service, and a project to reduce the use of Desflurane anaesthetic gas at the Trust due to its high carbon footprint and cost.
- Governors had asked whether Non-Executive Directors were assured that Boots Pharmacy was fulfilling the terms of its contract with the Trust, and Julian Dennis confirmed that the committee had received a full report of how Boots was performing against key performance indicators, were aware of challenges in some areas and continued to monitor this.
- Governors further discussed the Trust’s performance against key targets with Carolyn Mills, Chief Nurse, particularly last-minute cancellation of operations.
- Update on Discharge Planning – Integrated Care Bureau:** Julia Wynn, General Manager (Medicine) and Complex Discharge Lead gave governors a presentation on the impact of the Integrated Care Bureau on discharge planning at the Trust. Governors discussed the benefits of the initiative and the challenges still faced by the Trust in being able to discharge patients in a timely way, such as high demand for social care places in the community. They particularly welcomed the system-wide approach to the problem, working jointly with the Trust’s other partners in the region to centralise resources and streamline planning. The governors remain committed to monitoring progress with discharge planning and agreed that a further update should be requested over the course of the coming year.
- Staff Survey update:** Oonagh McNeil, Organisational Development Facilitator, gave governors a presentation on the 2018 National Staff Survey results for UH Bristol. Governors welcomed the news that the response rate had increased and there were a number of

improvements from the previous year in terms of staff engagement. They discussed areas in which the Trust was not performing as well, such as annual appraisal compliance and staff health and wellbeing. They sought further assurance about the Trust's results in relation to diversity and inclusion measures. Governors were particularly interested in finding out how departments with poor results were supported to improve.

- **Governors' Statement on the UH Bristol Quality Report:** Governors thanked John Rose for drafting the governors' statement for this year's Quality Report. It had been circulated to all governors via email for approval and had now been submitted.
- **Care Quality Commission Inspection:** Chris Swonnell, Head of Quality (Patient Experience and Clinical Effectiveness), informed governors that the Care Quality Commission inspection of UH Bristol's services was currently taking place. As part of this, there would be a focus group with governors on 22 May. Governors asked questions about the process and the key lines of enquiry.
- **People Committee Report:** Governors received reports from the March and April meetings of the People Committee including progress against key metrics.
- **Any Other Business:** Other matters discussed at the meeting included an update on a mystery shopping initiative launched by the Trust ('My Journey'), the Trust's progress against national Seven-Day Working requirements, work to reduce outpatient follow-up appointments, improvements at the Central Sterile Services Department, recent responses received to questions on the Governors' Log of Communications, and governor involvement on the Carers' Strategy Steering Group.
- **Annual Appointment of Quality Focus Group Chair/Deputy Chair:** The Group confirmed acceptance of Carole Dacombe and John Rose as the Governor Group Chair/Deputy Chair from 1 June 2019, subject to the outcome of the governor elections.

Meeting held on 19 July 2019 – Attended by 12 governors

- **UH Bristol's Medical Staffing Model:** William Oldfield, Medical Director, attended at governor request to give governors an overview of the Trust's medical staffing model and to explain the background to the current medical workforce crisis. Governors were interested to hear that the existing models, largely unchanged since 1948, were increasingly ceasing to be viable, due to the increasingly specialist nature of teams, changes to working hours and the changing expectations of a younger generation. They heard about the impact on changes to tax regulations for consultant pensions, which was resulting in some consultants choosing to work fewer hours. Governors discussed these issues with some concern, particularly given that there had been for some years an insufficient number of training places for medical students. Governors supported the need for UH Bristol to be forward-thinking in training other staff groups to take on work that would traditionally have been undertaken by doctors, for example with the development of new staff roles such as physician associates and advanced care practitioners.
- **Quality and Outcomes Committee Chair's Update including Quality and Performance Report:** Governors received written reports of the Quality and Outcomes Committee's key areas of focus in May and June including the Trust's progress against performance targets and Quality Objectives. Governors expressed disappointment that appraisal compliance had reduced again. They were pleased to see that the use of e-rostering for the new August intake of junior doctors in A&E was enabling these doctors to have early advanced notice of their duties and to book their annual and study leave accordingly. Governors look forward to hearing about further progress with the roll-out of e-rostering across other areas of the Trust.
- **Governors' Log of Communications:** Governors received an overview of Governors' Log process and a report of the questions and responses from the past six months. New governors were advised that this was a route open to all governors to raise questions which would be answered by the Executive Team. The Membership Team would help to determine whether a question was suitable for the Log or to formulate questions effectively.
- **Patient Experience Group:** A written report was tabled from the governor representatives on

the Trust's Patient Experience Group about the group's recent areas of focus. Governors were pleased to hear that there was a current project to reduce noise at night on the wards, as this was a concern that had been raised recently by people who used our hospitals.

- Quality Report 2018/19 and External Auditor's Report to Governors on the Quality Report 2018/19:** Governors discussed the Quality Report and the External Auditor's Report to Governors with Chris Swonnell, Head of Quality (Patient Experience and Clinical Effectiveness). Governors welcomed the news that the External Auditors had given the Trust a clean bill of health in relation to its quality indicators. Governors asked that it be made clear that the 'governors' selected indicator' had in fact been suggested by NHS Improvement and supported by governors, rather than selected by governors themselves.
- Annual Complaints Report 2018/19:** Governors received this report which set out a detailed analysis of the number and nature of complaints received by UH Bristol in 2018/19. They welcomed the increased emphasis on learning from complaints.
- People Committee Report:** John Moore (Non-Executive Director and Chair of the People Committee) introduced reports from the Committee's May and June meetings including progress against key metrics. He highlighted that the committee had been working on a comprehensive dashboard for all data related to workforce and education, which would be available to governors from September. Governors heard about the group's current areas of focus in relation to staff recruitment, retention, education and wellbeing, including the new Wellbeing Strategy, the impact of the Trust's community outreach programme, its library strategy and reports on doctors' working hours and appraisals. They asked questions about the remit of the committee and the sources of information that it used. They sought assurance that the committee was sufficiently sighted on the Trust's challenges with diversity and inclusion issues, and also bullying and harassment. They highlighted the need for fairness in the Trust's disciplinary procedures in relation to clinical incidents.

Governors also welcomed Bernard Galton, Non-Executive Director, who was in attendance to introduce himself and meet the group. They noted that Bernard was taking over from John Moore as People Committee Chair from this month.

Matters referred to other Committees: None

Date of next meeting

10/09/2019

Report to the Council of Governors meeting to be held on 30 July 2019 at 14:00
in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1
3NU

Meeting Title	Council of Governors Meeting	Agenda Item	5.1b
Report Title	Governors' Strategy Group Meeting Report		
Author	Malcolm Watson, Chair of the Governors' Strategy Group		
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 and Transformation
Date of last meeting	08/05/2019

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

Meeting held on 8 May 2019 – Attended by 13 governors. Chaired by Malcolm Watson

- Research and Innovation update:** David Wynick, Director of Research and Innovation, and Diana Benton, Head of Research and Innovation gave governors a presentation on the Trust's new Research and Innovation strategy. Governors heard an overview of the benefits of research to the Trust, the main research income streams, recent successes, and the aims of the new strategy to 2025. Governors asked questions about the governance around surgical innovations, the growing impact of digital technology, and funding sources.
- Partnership Updates:** Paula Clarke, Director of Strategy and Transformation, updated governors on the Trust's partnership working with other organisations in the region, including Weston Area Health NHS Trust (WAHT), North Bristol NHS Trust and Healthier Together/Sustainability and Transformation Partnership. Governors were advised that UH Bristol was now starting to plan the Full Business Case for its merger with WAHT though noted that the merger was still contingent on the completion of the Clinical Commissioning Group's Healthy Weston programme which was expected to reach a decision point in October.
- Five-Year Strategy Update:** Governors were reminded that the Trust's new strategy for the next five years: *Embracing Change, Proud to Care – Our 2025 Vision* had been approved by the Board of Directors on 30 April and formally launched on 1 May.
- Phase 5 Strategic Capital Update:** Governors received a report on the progress of the Trust's plans for major strategic capital schemes to 2022/23 ('Phase 5'). The schemes totalled £240m to 2023, and included major clinical services strategic schemes, medical equipment and operational capital, information technology, estates

replacement, and estates infrastructure and compliance. Governors sought assurance that the whole campus was being considered in an integrated way including estates maintenance and that any work undertaken would be monitored to ensure that it was of a sufficiently high standard. They also suggested that users of the areas planned for redevelopment should be invited to give input into proposals to make sure that they were practically viable. They sought reassurance that Non-executive Directors were monitoring any slippage and delays in implementing capital projects.

- Finance Committee Chair's Update:** Martin Sykes, Chair of the Finance Committee, discussed with governors the key issues from the committee's meetings in March and April, including the financial position of the Trust at year-end, priorities for next year, and plans for the induction of the new Director of Finance. Governors welcomed the news that the Trust had exceeded expectations and reported a surplus for 2018/19 which had meant that it had received incentive bonus funding. They sought assurance that the Finance Committee was maintaining sufficient vigilance of the financial impact of the costs of the merger with Weston Area Health NHS Trust in the year to come. It was noted that training was needed for governors to aid them in their understanding of the business case and their responsibilities in relation to the merger.
- Annual Appointment of Group Chair/Deputy:** It was agreed that from 1 June 2019, Graham Papworth would move into the role of Governor Chair of the Governors' Strategy Group, with Malcolm Watson and Sophie Jenkins as deputies.

Matters referred to other Committees

- None.

Date of next meeting:

10/09/2019

**Cover report to the Council of Governors meeting to be held on 30 July 2019 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	5.1c
Meeting Title	Council of Governors Meeting	Meeting Date	30/07/2019
Report Title	Constitution Focus Group Meeting Report		
Author	Ray Phipps, Chair of Constitution Focus Group		
Executive Lead	Eric Sanders, Trust Secretary		
Freedom of Information Status	Open		

Reporting Committee	Constitution Focus Group
Chaired by	Ray Phipps
Lead Executive Director	Eric Sanders, Trust Secretary
Date of last meetings	21 May 2019 and 19 July 2019

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

Meeting held on 21 May 2019 – Attended by 8 governors.

The meeting included discussion on the following topics:

- **Audit Committee Chair’s Report:** David Armstrong, Non-Executive Director and Chair of the Audit Committee, gave governors a thorough update on his work as Chair and progress towards the objectives he had set for the Committee 12 months ago. He particularly highlighted improvements in the way that the Trust identified and mitigated its risks in the past year. He gave an overview of the Committee’s key priorities for the year ahead, including a sharper focus on monitoring the implementation of internal audit recommendations, a review of the ways in which the Trust was using its standard operating procedures, and work to support all the Board Committees in their evaluation of assurance against all the Trust’s key ‘enablers’ (Finance, People, IT and Technologies, Estates and Facilities, culture and governance).

Governors were given the opportunity to discuss the Committee’s work and seek clarification on any area that they were unsure of. They welcomed the increased oversight on standard operating procedures and on the implementation of audit recommendations which they felt was much needed. They sought assurance as to whether the allocation of risk scores was sufficiently robust (particularly in Estates), and welcomed the news that the committee was starting to receive more detailed reports on the Trust’s Estates. They also enquired about the dashboard of key metrics that was being developed for the People Committee, particularly with regard to the Trust’s diversity and inclusion agenda.

- **Membership Report:** Governors received an update on membership numbers and discussed recent engagement activities, including the monthly e-newsletters to members, Health Matters Events, governors' log questions raised on behalf of members, and engagement with members through the governor elections.
- **Governor Elections and Induction Update:** Governors received an update on the 2019 governor elections during the voting phase. Governors were reminded of the induction plans for new governors and continuing governors were asked to put themselves forward as 'governor buddies' to mentor new starters. Governors asked that sufficient emphasis be placed on supporting staff and public governors to help them to attend as many meetings as possible.
- **Annual Appointment of Constitution Focus Group Chair/Deputy:** Governors agreed that Ray Phipps would continue as Governor Chair of the group subject to the outcome of the governor elections, with Mo Phillips continuing as deputy.

Meeting held on 19 July 2019 – Attended by 11 governors.

The meeting included discussion on the following topics:

- **Developing a Communications Strategy:** Emma Mooney, Director of Communications for UH Bristol and Weston Area Health NHS Trust (WAHT), gave governors an overview of her current areas of focus since joining the Trust at the end of April 2019 and progress towards a communications strategy. Governors noted that a communications strategy would be in place at end September and would include a strong emphasis on integration with WAHT. Of particular interest to governors was the plan to review the Trust website. Governors agreed that the website needed significant work and should be addressed quickly, though acknowledged that it was important to take time to get it right. Governors were supportive of the emphasis in the strategy on the development of channels for two-way communication, and how this could be used to further the Trust's other aims, for example, improving diversity and inclusion. They also expressed interest in the work to review communication with all the Trust's stakeholders and asked that this take into account carers, patient groups, charities, members, and those who might not be digitally-enabled. It was noted that the communications team at UH Bristol was smaller than would be expected for a Trust of this size and this would be reviewed as part of the new strategy.
- **Draft Membership Strategy:** Governors' views were sought on an early draft of a new Membership Strategy, which aimed to continue to develop and maintain an engaged membership which would be representative of the communities served by the Trust. The refreshed strategy focussed on three objectives: ensuring awareness (of membership), communication (with members), and engagement (of members). Actions to achieve these objectives were detailed in the draft strategy along with monitoring and success measures. Governors voiced support for the actions as forward-thinking and realistic. There was a discussion about the current state of public membership, in particular whether it was reasonable to retain as members those who had joined 10 years ago and had not engaged with the Trust since. Suggestions included asking members who had joined some time ago to opt back in and the risks of these approaches were discussed. It was noted that the future of Foundation Trust membership was at present unclear nationally, so changes to membership structures at this time should be approached with caution.

- **Governor Elections and Induction:** Governors received a report on the results of the 2019 governor elections (including election turnout) and the induction of new governors.
- **Membership Report:** Governors discussed a report on current membership numbers and reviewed membership engagement activities including governor interaction with members. They also received an update from Aishah Farooq, Appointed Governor for the Youth Involvement Group (YIG), about the activities in the past six months for younger members. Governors were particularly interested that there were now more than 100 young people registered to attend the tour of the Bristol Simulation Centre on Saturday 27 July, which was being supported by the YIG and membership team. This was open to 14-18-year-olds, had been promoted to all public Foundation Trust members in this age group, as well as to young volunteers, schools and other youth groups.
- **Audit Committee Chair's Report:** Governors noted a written report from the Chair of the Audit Committee from the Committee's May meeting. Governors were asked to review and note any questions for the next meeting.
- **Annual Members' Meeting:** Governors discussed the draft agenda for the Trust's Annual Members' Meeting taking place on 19 September. It was noted that this was an opportunity for governors to feed back to members their activities over the past year, and they had a slot on the agenda for doing so, which would be presented by one or two governors. Governors asked that their slot be kept light and invigorating and focus on their impact over the year.

Matters referred to other Committees

None

Date of next meeting

TBC – possible meeting in September to discuss constitutional changes required as a result of the UH Bristol's planned merger with Weston Area Health NHS Trust.

**Report to the Council of Governors meeting to be held on 30 July 2019 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	30/07/2019
Report Title	Membership Engagement Report		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, 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><u>Purpose:</u> 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 and a summary of membership engagement activities since the last Council of Governors meeting on 30 April 2019.</p>	
Recommendations	
<p>Members are asked to:</p> <ul style="list-style-type: none"> Note the report in relation to the activities to engage with the Trust Membership. 	
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"/>

Membership engagement report

1.0 BACKGROUND

At **23 July 2019**, Foundation Trust membership stands at **18,394**. A breakdown of members by constituency is shown below. This compares with membership at 23 April 2019 of 18,722. members. There has been a continued drop in the number of public members following recent interaction with members around the governor election campaign and Voices magazine mail out (June 2019).

Membership constituency classes	Membership numbers 23/7/19	Membership numbers 23/4/19
Public constituency		
Bristol	4,198	4,303
North Somerset	1,529	1,580
South Gloucestershire	1,411	1,448
Rest of England and Wales	720	733
<i>Total public constituency</i>	<i>7,858</i>	<i>8,064</i>
Staff constituency		
Medical and Dental	1,463	1,574
Nursing and Midwifery	4,086	4,103
Other Clinical Healthcare Professionals	1,762	1,750
Non-Clinical Staff	3,225	3,231
<i>Total staff constituency</i>	<i>10,536</i>	<i>10,658</i>
TOTAL MEMBERSHIP	18,394	18,722

2.0 AREAS OF PROGRESS

An update on areas of progress for the membership office and governors over the last quarter is summarised under the headings 'recruit', 'inform' and 'involve':

RECRUIT

- The Membership Team recorded 25 new members joining the Trust since 1 May 2019 – 10 of whom are under 18 years old, reflecting our ongoing link with the Trust's Community Engagement Network (schools outreach, apprenticeship and voluntary services staff among others).

INFORM

- Monthly e-newsletters were sent to approx. 2,700 public/patient members with email addresses. These included reports from governors Mo Phillips in May and Ray Phipps in July on their governor role. The open rate remained consistent at around 40%.
- The May/June issue of Voices magazine was sent to all postal members (i.e. those with no email address – 4,103 households) with an invite to the Annual Members Meeting.
- Regular Newsbeat updates to staff throughout May focused on voting in the staff governor elections.
- The July/August (internal) edition of Voices features an introduction to the new staff governors.

INVOLVE

- **Governor elections:** Voting took place in the governor elections – with 1,059 public members casting a vote. In the staff elections more than 1,200 staff voted in the elections to the non-clinical and nursing and midwifery staff seats.
- **Health Matters events:** Aimed primarily at Foundation Trust members, Health Matters events are free talks on health topics or other aspects of our services as well as an opportunity for governors to meet Foundation Trust members and members of the public and hear their issues or concerns. In this quarter, three events took place – one on pain management in May, one on the Children's Trauma service in June and one on stroke care in July. Attendance numbers varied with between 30 and 50 people at each event.
- **Governors' Log:** Three questions were raised on the governors' log on behalf of public members. See item 8.1 for details.

3.0 ASSESSMENT

The last quarter saw more opportunity to engage Foundation Trust members through the governor elections – where members had an opportunity to select governors to represent them – alongside regular events. There has been direct contact from members who have raised questions with governors which have been posted to the Governors' Log.

Looking ahead, we will be reviewing the Health Matters events calendar, reflecting on successes and incorporating any learning on hosting events from colleagues working with in public engagement across the Trust – to create a calendar for end-2019 and 2020. Through the summer we will prepare for the Annual Members' Meeting, which will include a review of governor activity during 2018/19, and the election and induction of new young governors. Following discussions with the governor Constitution Focus Group, there is more work to do on the draft membership strategy ahead of an autumn approval and in reviewing the Trust Constitution, as part of the preparations for our planned Weston merger.

RECOMMENDATIONS:

- Governors are asked to **NOTE** the contents of the report.

Youth Involvement Group report

Young Foundation Trust members aged 11-21 are offered membership of the Youth Involvement Group, which meets monthly at the Children's Hospital and involves young people in the work of the Trust. Every year the Youth Involvement Group appoints two governors to the Council of Governors (Siobhan Coles and Aishah Farooq for 2018/19). Their term of office runs from 1 September to 31 August and young governors can stand for a maximum term of three years.

The Youth Involvement Group has been involved in a number of different activities and events in the past six months. As a group or as individuals they have recently taken part in:

- The '15 steps challenge' on C708
- A Health Matters event looking at the Trust Strategy in February
- A Health Matters event on the Paediatric Major Trauma Service on 20 June
- Sitting on the panel for interviews for staff roles including senior nurses, nursing assistants, a youth worker and the communications and engagement co-ordinator in the Children's Hospital
- An Equality and Diversity event
- The young governors have attended the Trust Transition Delivery Group
- Supporting the running of stalls in hospital areas around topics including Mental Health and Coeliac Disease
- An open day at the Bristol Simulation Centre for young people across the city on 27 July. Youth Involvement Group members will be involved in running parts of this event.

In the next few months the Youth Involvement Group are planning to take part in:

- Young governor elections
- Makaton training
- Staff education – including a session looking at junior doctor teaching around working with young people.

**Report to the Council of Governors meeting to be held on 30 July 2019 at 14:00
in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1
3NU**

		Agenda Item	6.2
Meeting Title	Council of Governors	Meeting Date	30/07/2019
Report Title	Governor Elections Report		
Author	Sarah Murch, Membership and Governance Administrator		
Executive Lead	Eric Sanders, 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

This year's elections to the Trust's Council of Governors closed on 24 May 2019, with 17 new and returning governors starting terms of office on 1 June 2019. Turnout was broadly as expected and in line with previous years. A full set of results is included at Appendix A.

Recommendations

Members are asked to:

- Note** the report of the Governor Elections 2019.

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"/>

Governor election report

1.0 Purpose

This is a report to update the Council of Governors on the results of the 2019 governor elections, election turnout compared with previous years, and the induction of new governors.

2.0 Background

Public and staff governors are elected to the UH Bristol Council of Governors by the public and staff Foundation Trust membership, with elections taking place two years out of every three. There were 17 public and staff seats up for election in 2019 across seven public and staff membership constituencies.

The election process consisted of a nomination period (7 March - 4 April) and an election period (30 April – 24 May). During the nomination period, governor vacancies were advertised, 63 people expressed interest in the role, with 28 nominations received by the end of this period.

Three candidates were elected unopposed in two constituencies where there were as many candidates as there were vacancies (uncontested seats). Elections took place for the remaining 14 seats across five constituencies. Electoral Reform Services ran the elections on the Trust's behalf as our independent returning officer, in accordance with the election rules in the Trust's Constitution.

All staff and public members who were eligible to vote were sent instructions on how to do so. Most Nursing and Midwifery and Non-Clinical staff members were sent information via email with a link to an online voting platform. Public members in Bristol, North Somerset and South Gloucestershire were sent ballot papers in the post with the option to vote online should they wish. Publicity to encourage members to vote was included in public members' and staff newsletters.

3.0 Results

Results in the following constituencies were announced on 28 May 2019:

- **Public-Bristol** (7 to elect): Carole Dacombe, Tom Frewin, John Chablo, Kathy Baxter, Graham Papworth, Martin Rose (all 3 year terms) and Sue Milestone (1 year term).
- **Public-North Somerset** (1 to elect): Graham Briscoe (1 year term)
- **Public-South Gloucestershire** (3 to elect): Malcolm Watson, Ray Phipps, John Sibley (all 3 year terms)
- **Public-Rest of England and Wales** (2 to elect): Hessam Amiri and Garry Williams (both 3 year terms) - *elected unopposed*
- **Staff-Other Clinical** (1 to elect): Michelle Bonfield (3 year term) - *elected unopposed*
- **Staff-Non-Clinical** (1 to elect): Chrissie Gardner (1 year term)
- **Staff- Nursing and Midwifery** (2 to elect): Debbi Norden, Hannah McNiven (3 year terms)

Terms of office started on 1 June. A full breakdown of the election results and the uncontested report is attached at Appendix 1.

4.0 Election Turnout

The percentage of eligible members who voted in each constituency class is shown below compared with the results of governor elections in 2017, 2016 and 2014. Turnout appears to have increased in the staff constituencies. Within the public constituencies, turnout was broadly as expected, though it is difficult to make direct comparisons with previous years because of the changes brought about by the merger of the patient and public constituencies this year.

Constituency Class	2019 turnout	2017 turnout	2016 turnout	2014 turnout
Public – South Gloucestershire	13.7%	n/a	uncontested	n/a
Public – North Somerset	19.2%	17.3%	n/a	17.4%
Public – Bristol	13.4%	14.4%	14.1%	15.8%
Public – Rest of England and Wales	uncontested	n/a	uncontested	n/a
Patient– Local		20%	22.1%	23.6%
Patient - Carers of Patients 16 years and over		n/a	24.6%	n/a
Patient Carers of Patients under 16 years		4.6%	No candidates	3.2%
Non-clinical Healthcare Professional	21.3%	16.3%	13.2%	uncontested
Other Clinical Healthcare Professional	uncontested	n/a	uncontested	uncontested
Medical and Dental	n/a	uncontested <i>By-election in 2018: 11.45%</i>	n/a	uncontested
Nursing and Midwifery	13.1%	10.2%	uncontested	n/a

5.0 Induction

As a result of the elections, the Council of Governors welcomes 10 returning governors, six new governors with no prior experience of the role, and one governor returning after a two-year break. Induction for new governors has commenced, with the aim of ensuring that they all have sufficient information and support to understand the role and current priorities and also to help them to integrate into the governor team.

6.0 RECOMMENDATIONS

- Governors are asked to **NOTE** the contents of the report.

UNIVERSITY HOSPITALS OF BRISTOL NHS FOUNDATION TRUST

ELECTION TO THE COUNCIL OF GOVERNORS

CLOSE OF VOTING: 5PM ON 24 MAY 2019

CONTEST: Public: Bristol

RESULT		7 to elect
DACOMBE, Carole	416	ELECTED
FREWIN, Tom	369	ELECTED
CHABLO, John	333	ELECTED
BAXTER, Kathy	308	ELECTED
PAPWORTH, Graham	307	ELECTED
ROSE, Martin David	266	ELECTED
MILESTONE, Sue	257	ELECTED
TAZAOUI, Hanifa	249	
DYTE, Alan	130	

Number of eligible voters		4,214
Votes cast by post:	499	
Votes cast online:	67	
Total number of votes cast:		566
Turnout:		13.4%
Number of votes found to be invalid:		3
Total number of valid votes to be counted:		563

CONTEST: Public: North Somerset

RESULT		1 to elect
BRISCOE, Graham	206	ELECTED
MIMMS, Graham	91	

Number of eligible voters		1,559
Votes cast by post:	273	
Votes cast online:	26	
Total number of votes cast:		299
Turnout:		19.2%
Number of votes found to be invalid:		2
Total number of valid votes to be counted:		297

CONTEST: Public: South Gloucestershire

RESULT		3 to elect
WATSON, Malcolm	131	ELECTED
PHIPPS, Ray	131	ELECTED
SIBLEY, John Martin	116	ELECTED
TANNER, Tony	112	

Number of eligible voters		1,420
Votes cast by post:	170	
Votes cast online:	24	
Total number of votes cast:		194
Turnout:		13.7%
Number of votes found to be invalid:		1
Total number of valid votes to be counted:		193

CONTEST: Staff: Non-clinical healthcare professionals

RESULT		1 to elect
GARDNER, Chrissie	145	ELECTED
HILL, Philip	121	
GODAH, Abdifatah	119	
ASHDOWN, Christine	99	
MARTINS, Vanda	85	
ROBERTS, Dave	69	
OLANIYI, Adebimpe	49	

Number of eligible voters		3,221
Votes cast online:	687	
Total number of votes cast:		687
Turnout:		21.3%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		687

CONTEST: Staff: Nursing and Midwifery

RESULT		2 to elect
NORDEN, Debbi	265	ELECTED
MCNIVEN, Hannah	240	ELECTED
VISSER, Wendy	229	

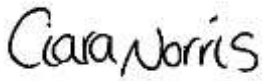
Number of eligible voters		4,090
Votes cast online:	536	
Total number of votes cast:		536
Turnout:		13.1%
Number of votes found to be invalid:		0
Total number of valid votes to be counted:		536

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
Returning Officer
On behalf of University Hospitals Bristol NHS Foundation Trust

CLOSE OF NOMINATIONS: 5PM ON 4 APRIL 2019

Further to the deadline for nominations for the above election, the following constituencies are uncontested:

Public: Rest of England 2 to elect
The following candidates are elected unopposed: Hessam AMIRI Garry WILLIAMS

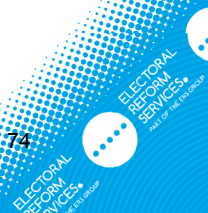
Staff: Other clinical healthcare professionals 1 to elect
The following candidate is elected unopposed: Michelle BONFIELD

All term lengths are for 3 years unless specified differently above.

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 30 July 2019 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	7.1
Meeting Title	Council of Governors	Meeting Date	30/07/2019
Report Title	Governor training and development report		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, 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 Council of Governors has responsibilities set out in the <i>Health and Social Care Act 2012</i>. The Act specifies that Foundation Trusts are required to take steps to ensure governors are equipped with the skills and knowledge they require to discharge their responsibilities. The attached report provides an overview of the following areas:</p> <ul style="list-style-type: none"> • The current composition of the Council of Governors • A summary of governor training and development in the last quarter. 									
Recommendations									
<p>Members are asked to:</p> <ul style="list-style-type: none"> • Note the report in relation to governor composition, training and development. 									
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 and a summary of development opportunities for governors to help them perform the statutory duties of governors effectively.

Composition

As of 23 July 2019 there were 29 governors in post and no vacancies, following the recent governor elections which concluded on 1 June 2019, see item 6.2 for details. On 1 June 2019 the new configuration of the Council of Governors, approved in late 2018, took effect – comprising 17 public, six staff and six appointed governors.

Governor training and development

The Trust has a governor development programme which aims to provide governors with the necessary core training and development of their skills to perform their statutory duties effectively. This includes quarterly governor development seminars, among other briefings for governors held within the Trust, and external training opportunities, as follows:

- There has been one Governor Development Seminar in the last quarter, which took place on 13 June and was attended by 17 governors. The development seminar included:

- An introductory session with the Chair for governors to get to know each other.
- An overview of UH Bristol – our structure and governance and key performance measures by the Chief Operating Officer/Deputy Chief Executive.
- A welcome from the Chief Executive and overview of progress with partnership working and commitment to merger with Weston Area Health Trust
- An overview of the governor roles and responsibilities, ways of working and relationship between the Council of Governors and the Board by the Trust Secretary.

Other development activities undertaken by governors over the quarter included:

- Governor Carole Dacombe attended the national governor conference, run by NHS Providers, on behalf of the Council of Governors, in May.
- 10 governors met with the CQC during its recent inspection.
- A staff governor meeting with Director of People Matt Joint on 8 July.

2.0 ASSESSMENT

Over the next quarter the focus of the membership team, alongside governors who have volunteered to buddy new governors, will be on ensuring new and returning governors are settling in to their roles and can access the materials and support they need. We will complete the formal induction process, including a skills assessment, to establish the range of skills in the governing body and any additional training needs.

The upcoming governor development seminar in the autumn will focus on providing governors with the skills to review the documentation around the proposed Weston merger. The membership team will also continue to promote external opportunities for governor training on core aspects of their role through NHS Providers.

3.0 RECOMMENDATIONS

- Members are asked to **note** the contents of the report.

**Cover report to the Council of Governors meeting to be held on 30 July 2019 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	30/07/2019
Report Title	Governors' Log of Communications		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Saunders, 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><u>Purpose</u>: 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**
226 Garry Williams

Theme: Plastic waste

Source: From Constituency/ Members

Query 16/07/2019

What is the Trust doing about plastic pollution – is it proactively reducing and reusing, or recycling? Is the Trust prudent in its use of natural resources to lessen its impact on our environment?

Division: Trust-wide

Executive Lead: *Director of Strategy and Transformation*

Response requested: 30/07/2019

Response

Status: *Assigned to Executive Lead*

ID **Governor Name**

225 John Rose

Theme: Follow up appointments

Source: Project Focus Group

Query 17/06/2019

What techniques will the Trust apply to achieve its intention to reduce the number of follow up appointments across the local health system as stated in the May 2019 Quality and Performance Report (Access Opportunities)?

Division: Trust Services

Executive Lead: Chief Operating Officer

Response requested: 01/07/2019

Response 28/06/2019

Through the Outpatient Steering Group the Trust will be working within the Divisions and with North Bristol and Weston Area Health Trusts to reduce the number of follow-ups across the system in the following ways:

- Non face to face - work has commenced to run proof of concept trials during quarters 3 and 4 of 19/20 looking at non face to face alternatives for follow-ups, this will include virtual clinics or telemedicine (where the patients results are reviewed and a decision made by a consultant/Nurse/AHP if the patient requires a face to face appointment and if not what if any treatment is required), virtual clinics (where the patient sees the clinician via a video link, this could either be with the patient at an outlying clinic or at home) and telephone clinics. We are also exploring the increased use of nurse led group clinics, education days for patients and use of electronic systems to enable share care between the GP and the consultant.
- Follow-up reduction – the Trust is working with North Bristol Trust, Weston Area Health Trust and BNSSG CCG to review new to follow-up ratios and identify services where there may be opportunity to benchmark against other Trusts whose performance may be better. The three largest areas of opportunity identified so far are Ophthalmology, Haematology and Trauma and Orthopaedics. It is hoped to review patient pathways across all three Trusts and community providers to reduce the overall number of follow-ups required by utilising innovative alternatives as well as improving efficiency and giving patients greater access to healthcare as and when they need it, through the use of patient initiated follow-up.
- Real time outpatients – the Trust launched the real time outpatients project in October 2018, the aim of the project is to allow all of the administrative tasks relating to a patient’s clinic appointment to take place on the day of the visit. This means that patients will leave the clinic knowing what the next step in their treatment is, and when that will take place. It will reduce significantly waste within the system by shortening the turnaround time for clinic letter production, enabling diagnostics, follow- up and ‘to come in’ (TCI) dates to be booked in a more timely manner. Finally, it will enable the appointment outcome, next steps on the patient pathway, and discharge (if applicable) to be confirmed as correct, known as validation in real time. It is hoped that this will reduce the number of follow-ups that were felt to be unhelpful due to results not being available etc.

Status: Closed

ID **Governor Name**
224 Carole Dacombe

Theme: Parking at South Bristol Community Hospital

Source: From Constituency/ Members

Query 21/05/2019

We understand that members of the public have been experiencing some significant and distressing problems related to car parking charges at South Bristol Community Hospital.

Due to difficulties with non-functioning payment machines (operated by ParkingEye) people have been forced to leave the car park without paying and have then received letters demanding excess charge payments with no opportunity to simply pay the expected original fee.

We wish to seek assurance that this matter is being dealt with urgently by the Trust in order to offer both short-term advice for people attending the hospital site AND a sustainable system for payment of car parking charges moving forward

Division: Trust Services

Executive Lead: Chief Operating Officer

Response requested: 04/06/2019

Response 22/05/2019

The parking meters at South Bristol Community Hospital were all changed on 15 April 2019 to ANPR (Automatic Number Plate Recognition) machines that charge for the time used – and the machines indicate the exact amount to be paid on exit. We are monitoring for any new complaints since they were installed and have none to date. We have worked with ParkingEye to rescind all Parking Charge Notices issued prior to the change of payment machines.

Status: *Closed*

ID **Governor Name**

223 **Mo Phillips**

Theme: Employment Conditions for Bank staff

Source: From Constituency/ Members

Query **03/05/2019**

A Foundation Trust member has raised a question in the light of a recent visit to hospital. The member was told that a nursing assistant didn't receive holiday pay or sick pay even though they had worked full time on the bank for some years. Given the central role played by bank staff in caring for our patients, we would welcome clarification of the terms of employment of bank staff and their entitlement to any benefits.

Division: Trust-wide

Executive Lead: Director of People

Response requested: 17/05/2019

Response **22/05/2019**

Given the nature of a zero hours contracts bank only staff do not get paid when they are off sick. However, they have holiday pay through an additional 12.07% in their basic salary, which is standard industry practice for the management of zero hour workers. Should bank staff want the full benefits of a substantive member of staff then they can of course apply for a substantive role. Although our vacancy rate is significantly lower than most Trusts we still have significant turnover and it is usually a matter of preference whether the individual works as bank staff or substantively. Some zero hours contracts in other industries have unfortunately developed a negative reputation because of the way a minority of organisation have favoured them over substantive contracts in a way that disadvantages staff but, when deployed properly alongside a choice of substantive employment, they offer a desirable flexible working option for many people.

Status: Closed

ID **Governor Name**
222 Jane Sansom

Theme: Rota Gaps

Source: Governor Direct

Query 03/05/2019

The consultant physicians are very concerned about rota gaps amongst junior and middle grade staff as a result of current staffing levels, which may worsen in August. How is the Trust Executive supporting the Division of Medicine to resolve these issues to minimise the impact on patient safety and flow as well as staff morale and wellbeing?

Division: Medicine

Executive Lead: Director of People

Response requested: 17/05/2019

Response 11/07/2019

This is a major area of focus for the Trust. While UH Bristol actually has one of the best fill rates for junior doctors in the region we do not receive sufficient numbers of junior doctors to fill the rotas. This situation has become steadily worse and is not likely to get better for some years. Unfortunately, the supply of junior doctors is not within our control. However, we have been exploring alternative workforce models and new and advanced roles, which can reduce the dependency on junior doctors. We have recently approved the recruitment of six Physicians Associates for Medicine. If this initiative is successful, we plan to increase the number of Physicians Associates further. We already have a number of Advanced Clinical Practitioners (ACPs) in the Trust. This role requires considerable investment in terms of developing the ACPs but the evidence indicates significant long-term benefits and we are developing a case for potential investment in ACPs. We also believe there are opportunities to increase the efficiency within our rotas and we are currently implementing e-rostering to support this. It is worth noting that we have recently agreed with the consultant body that we will set up a programme of activity where we work closely with consultant representatives to explore other avenues for resolving the issues.

Status: Closed

ID **Governor Name**

221 **John Chablo**

Theme: Fire safety - Helipad

Source: Governor Direct

Query **08/04/2019**

1. Governors would like to seek assurance that the fire safety systems in place on the helipad are as effective as possible. For instance, if a helicopter tried to land but did not land in the middle of the pad, or partially missed the platform, would the current automatic fire systems be sufficient to provide the necessary protection?

2. Governors understand that there used to be hose pipes available, which the team were trained in using, which would seem to give a much wider opportunity to assist in the event of a fire anywhere on the helideck roof space. If these are no longer available, what are the implications in relation to fire prevention?

Division: Trust-wide

Executive Lead: Chief Operating Officer

Response requested: 08/04/2019

Response **10/04/2019**

1. Deck Integrated Fire Fighting System (DIFFS) installed on the UHB Elevated Helideck complies with Civil Aviation Authority (CAA) CAP 1264 standards for Helicopter landing areas at hospitals and has been approved by the CAA. The CAA “encourages the consideration of the provision of a Deck Integrated Fire Fighting System” as per Civil Aviation Publication (CAP) 1264 5.9 on any new installation, and this is now the industry norm.

The system employed at UHB covers the whole of the landing area and is the responsibility of the pilot to ensure he lands the aircraft on the designated landing area if the aircraft suffers any failure of systems and has to be disabled then it is the responsibility of the aircraft owners to attend site to affect any repair to the aircraft and the pilots responsibility to secure the aircraft to the deck by securing the aircraft to tie down points located in the centre of the helideck only. If the aircraft should land on any other part of the hospital estate the normal process of engaging the emergency services would be activated.

2. The fire fighting system in place as per CAP 1264 recommendation that in the event of an incident then the delivery of the principal agent (foam) should be achieved in the quickest possible time , the CAA recommends a delay of no more than 15 seconds from when the system is activated to delivery of the fire extinguishing media at the required application rate.

This objective can be achieved by a single action undertaken by a responsible person trained for the task with the operational objective being to sufficiently suppress , so as to bring under control a fire , ideally within 30 seconds of initial application as per CAP 1264 5.7

The Deck Integrated Fire Fighting Systems achieves this objective and also gives the trust the following additional benefits.

- Improve staff safety of helideck operatives by negating the need for them to be in close proximity of any fire condition on the helideck.
- Eliminated crews trained in self rescue from aircraft and have inbuilt fire fighting system.
- Improved staffing resilience of the helideck
- Removes the requirement for short notice closures thus undermining the Trust capability to perform as the Major Paediatric Trauma Centre for South west
- Removes any major disruption to air ambulance services as delays and short notice closures can effect patient outcomes.

Status: Closed

ID **Governor Name**

219 **Kathy Baxter** **Theme:** Boots Pharmacy contract **Source:** Governor Direct

Query **08/04/2019**

Boots pharmacy chain has recently announced store closures. Will this have any impact on UH Bristol's contract with Boots for the provision of pharmacy services, and if so, is the Trust prepared for this?

Division: Trust-wide

Executive Lead: Director of Finance

Response requested: 08/04/2019

Response **08/04/2019**

The announcement by Boots relating to store closures is not anticipated at present to have any impact on UH Bristol's contract with Boots for the provision of pharmacy services.

Status: Closed

218 **Jonathan Seymour-Williams** **Theme:** Strategy **Source:** Project Focus Group

Query **13/03/2019**

If the Trust is reliant on Interserve, are preparations being made in case Interserve goes into administration?

Division: Trust-wide

Executive Lead: Chief Operating Officer

Response requested: 27/03/2019

Response **19/03/2019**

The only contract the Trust has with Interserve is for the provision of a small soft facilities management (FM) service in the Education Centre and this contract expires at the end of March. A new tender specification has been drawn up and is due to go to market soon. Advice from NHSI is that Interserve continues to trade under a new name but is otherwise operating business as usual. Our backup position, should Interserve cease to trade, is to absorb the service within our own FM services.

Status: Closed

ID **Governor Name**

217 **Kathy Baxter**

Theme: Discharge

Source: From Constituency/ Members

Query **24/01/2019**

To what extent is the Trust discharging patients during the night, and what consideration and support is given to patients who have particular needs in the decision to discharge at this time?

Supplementary question added 8/4/19 from Sophie Jenkins, John Sibley and Kathy Baxter on behalf of all governors:

The Governors thank you for the response regarding discharges late into the evening / night. This quoted December 2018 figures for these discharges – of 1,516 discharges, 73 were between the hours of 20:00-07:00. This equates to 5% of all discharges in December 2018, which is not insignificant.

There is clearly a difference between discharging a 50yr old fit and healthy person at 02:00 and a frail elderly dementia patient at 02:00. We are interested in whether this is left to the clinical judgement of staff or whether there is a risk assessment process in place?

Do we record for example:

- The reason for discharge
- The time of discharge
- The age of the patient
- The criteria for these discharges
- How many of these patients were dementia patients or in other high-risk categories?

We are also seeking assurance that staff do not feel under pressure to discharge patients late into the night during periods of high demand. Do the numbers increase during high demand times and does the risk assessment change depending on bed capacity? Where is the risk assessment, or where are staff documenting this, particularly in relation to the discharge of high risk patients?

The data that we have seen so far is not sufficient for us to be reassured that patient care and dignity is not compromised. We are therefore requesting more robust data to give us greater clarity on this important issue and be reassured that night time discharges are appropriate, safe and do not detract from our patients' dignity or experience of outstanding care.

Division: Trust-wide

Executive Lead: Chief Nurse

Response requested: 08/04/2019

Response **17/05/2019**

Response to supplementary question (Apr 2019): The Trust collects data on the time of discharge, location of discharge, the age of the patient discharged and the speciality under which the patient was being care for.

ID **Governor Name**

A further analysis of out of hours discharge data for Jan-March 2019 shows there 757 out of hour discharges (out of the hours between 7am – 8pm) that 90% of patients discharged out of hours were under 70 years old and 96% were under 80 years old.

An informal risk assessment would be carried out by the discharging ward and/or the site management team for a patient whose discharge is delayed beyond 8 pm and a decision made in discussion with the patient and their next of kin (where possible) about whether to cancel the discharge. From discussion with staff the main reason for a delay beyond 8pm would appear to be due to delayed 'hospital' transport. I am confident that the staff are focussed on patient safety and that they would not discharge someone who they felt would be at risk from being discharged out of hours. Clearly for patients with capacity they may choose to go home despite staff's concerns about their wellbeing.

There have been no reported safeguarding incidents from health and social care partners to the Trust of unsafe discharges related to the timeliness of the discharge in the last 12 months.

Response to original question (Feb 2019): The Trust aims to discharge all patients where possible between the hours of 7am and 8pm. The number of patients discharged from the hospital outside of these hours is recorded and reported monthly.

The Trust records all discharges outside of the hours of 8pm and 7am via our patient information system. This is recorded by hospital and division each month.

The data does not capture whether discharge outside of these hours is due to patient choice e.g. someone picking them up after work hours or due to other reasons such as delayed hospital transport or whether the information is actually put in into the recording systems in real time.

In the event of delays to patients discharge beyond the control of the patient, meaning that the patient would be discharged out of the hours above, consideration and a risk assessment will be undertaken on the appropriateness of the discharge by the ward/site team. If appropriate, in discussion with the patient and taking into consideration other factors where relevant the discharge could be delayed to the next day

The largest number of discharges occur from the Bristol Royal Infirmary. In December 2018, 1,516 patients were discharged, 73 were discharged between the hours of 8pm and 7am.

Status: *Assigned to Board Committee*

**Cover report to the Council of Governors meeting to be held on 30 July 2019 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	30/07/2019
Report Title	Governors' Register of Business Interests		
Author	Sarah Murch, Membership and Governance Administrator		
Executive Lead	Eric Sanders, 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	
<u>Purpose:</u> The purpose of this report is to provide governors with an updated Register of Governors' Business Interests to note.	
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 checked="" type="checkbox"/>
Regulators	<input checked="" type="checkbox"/>
Governors	<input checked="" type="checkbox"/>
Staff	<input checked="" type="checkbox"/>
Public	<input checked="" type="checkbox"/>

Governors' Register of Business Interests 2019

First Name	Surname	Trust Position	Interest role	Is the interest remunerated?	Date of declaration
Hessam	Amiri	Governor – Public, Rest of England and Wales	None	n/a	13/6/19
Kathy	Baxter	Governor – Public, Bristol	1. Freelance lecturer on sight awareness for various organisations including UWE. 2. Committee member on Bristol Sight Loss Council, advising the health sector on vision impairment issues.	1. Usually voluntary, occasionally paid. 2. Yes	15/4/19
Michelle	Bonfield	Governor – Staff, Other Clinical	None	n/a	13/6/19
Graham	Briscoe	Governor – Public, North Somerset	Amica Care Taunton – Trustee (appointed 2018)	No	9/6/19
John	Chablo	Governor – Public, Bristol	None	n/a	8/4/19
Siobhan	Coles	Governor – Appointed, Youth Involvement Group	None	n/a	27/10/17
Carole	Dacombe	Governor – Public, Bristol	Volunteer Association Visitor for the Motor Neurone Disease Association (since April 2016)	No	9/4/19
Aishah	Farooq	Governor – Appointed, Youth Involvement Group	Lay Member on National Institute for Clinical Excellence Guidelines Committee	No	8/4/19
Tom	Frewin	Governor – Public, Bristol	None	n/a	16/4/19
Chrissie	Gardner	Governor – Staff, Non-Clinical	Unite Trade Union – Lead Rep for Support Staff	No	24/6/19
Sophie	Jenkins	Governor – Appointed, Joint Union Committee	Joint Union Officer, UNISON steward and Equalities Officer (since 2008)		18/4/19
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		23/9/16

Governors' Register of Business Interests 2019

First Name	Surname	Trust Position	Interest role	Is the interest remunerated?	Date of declaration
			5.Trustee The Sanctuary Church 6.Magistrate Adult Bristol Court 7.Magistrate Family Court (South West) 8.Vice-Chair Neighbourhood Partnership Scrutiny Committee		
Barry	Lane	Governor – Staff, Non-Clinical	None	n/a	10/4/19
Astrid	Linthorst	Governor – Appointed, University of Bristol	1.Current Employee of University of Bristol (since 2003) 2. Scientific Expert Wellcome Trust/Education Endowment Foundation Committee 'Education and Neuroscience' (2014-2019) 3. Lives in the Kingsdown Conservation Area	1.Yes 2.Expenses/honorarium 3. n/a	9/4/19
Hannah	McNiven	Governor – Staff, Nursing and Midwifery	None	n/a	13/6/19
Sue	Milestone	Governor – Public, Bristol	1.Member of Council - Co-operative Group 2.National Executive Committee - Co-operative Party 3.Trustee - Bristol Community Land Trust 4.Trustee - Upper Horfield Community Trust 5.Committee Member - Bristol City Council Public Rights of Way and Greens Committee		17/4/19
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	9/4/19
Debbi	Norden	Governor, Staff, Nursing and Midwifery	None	n/a	13/6/19
Graham	Papworth	Governor – Public, Bristol	Director of Agylia Group Ltd, working with NHS England/NHS Digital to create health training applications for a range of NHS organisations.	Yes	8/4/19
Penny	Parsons	Governor – Public, North Somerset	Vice-chair of Tyntesfield Medical Group Patient Participation Group	No	15/4/19

Governors' Register of Business Interests 2019

First Name	Surname	Trust Position	Interest role	Is the interest remunerated?	Date of declaration
Mo	Phillips	Governor – Public, Bristol	None	n/a	8/4/19
Ray	Phipps	Governor – Public, South Gloucestershire	Daughter is employed as Quality Assurance Manager with Bath ASU (Pharmaceutical Company based in Corsham)	No	11/4/19
John	Rose	Governor – Public, North Somerset	Volunteer with Healthwatch with specific interest in North Bristol Trust Patient Experience Group chaired by the Director of Nursing (since 2014)	No	10/4/19
Martin	Rose	Governor – Public, Bristol	None	n/a	10/6/19
Jane	Sansom	Governor – Staff, Medical and Dental	1. Employed by the University of Bristol for 8 hours/week as Deputy Programme Director for the current medical student programme. 2. Minor shareholder in motivational sports technology company 'Rugged Interactive' which has supplied equipment to some NHS organisations (not UH Bristol).	Yes	8/4/19
John	Sibley	Governor – Public, Bristol	None	n/a	9/4/19
Malcolm	Watson	Governor – Public, South Gloucestershire	1.Member NHS SW Clinical Assembly 2.Member NBT Patient Experience Group 3.Member GP Practice PPG	No	8/4/19
Mary	Whittington	Governor – Public, Bristol	1. Trustee, Carers Support Centre, Bristol and South Glos (since May 2017) 2. Trustee, BRACE (since June 2017) 3. Member of North Bristol NHS Trust	No	9/4/19
Garry	Williams	Governor – Public, Rest of England and Wales	1.Member South Central Ambulance NHS FT 2.Member of Great Ormond Street NHS FT	No	9/4/19

Governors' Register of Business Interests 2019

First Name	Surname	Trust Position	Interest role	Is the interest remunerated?	Date of declaration
			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		