

COUNCIL OF GOVERNORS

Meeting to be held on Thursday 30 January 2020 at 14:00-16:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

AGENDA

NO.	AGENDA ITEM	PURPOSE	SPONSOR	PAGE NO.	TIMING
1.0	Preliminary Business				
1.1	Introduction and apologies	Information	<i>Chair</i>	Verbal	14:00
1.2	Declarations of Interest	Information	<i>Chair</i>	Verbal	
1.3	Minutes of the last meeting held on 28 November 2019	Approval	<i>Chair</i>	p. 3	
1.4	Matters arising (Action Log)	Approval	<i>Chair</i>	p.12	
1.5	Chair's Report	Information	<i>Chair</i>	Verbal	14:05
2.0	Performance Update and Strategic Outlook				
2.1	Chief Executive's report	Information	<i>Chief Executive</i>	Verbal	14.20
2.2	Planned Merger with Weston Area Health NHS Trust 2.2a: Update from the Chief Executive 2.2b: Process for Governor Engagement in the merger (updated from November 2019) 2.2c: Proposed changes to the Trust Constitution from April 2020	Information Assurance Approval	<i>Chief Executive</i> <i>Chair</i> <i>Director of Corporate Governance</i>	Verbal p. 13 p. 18 Full constitution attached as supporting information	14:40
2.3	Quarterly Patient Experience and Complaints Reports (Q2)	Information	<i>Chief Nurse</i>	Attached as supporting information	15:20
3.0	Non-Executive Director appointments (appraisal/review)				
3.1	Nominations and Appointments Committee recommendation - Non-Executive Director Appointment	Approval	<i>Chair</i>	p.21	15.25
4.0	Appointment of External Auditor				
4.1	Extension of External Auditor contract	Approval	<i>Director of Corporate Governance</i>	To follow	15.35
5.0	Items for Information				
5.1	Holding to account report	Assurance	<i>Membership Manager</i>	p.23	15.40

5.2	Governor Group reports a) Quality Focus Group b) Governors' Strategy Group c) Constitution Focus Group	Assurance	<i>Governor Group Leads</i>	p. 25	
5.3	Update against Membership Strategy - including membership engagement and governor training and development - Annual Membership Representation Report	Information	<i>Membership Manager</i>	p. 28	
5.4	Governor Elections Update	Information	<i>Membership Manager</i>	p. 36	
5.5	Annual Cycle of Business for Council of Governors	Information	<i>Chair</i>	p. 38	
5.6	Terms of Reference for Governor Focus Groups	Information	<i>Chair</i>	p. 40	
5.7	Governors' Log of Communications	Information	<i>Chair</i>	p. 49	
6.0 Concluding Business					
6.1	Foundation Trust Members' Questions	Information	<i>Chair</i>	Verbal	15.50
6.2	Any Other Business	Information	<i>Chair</i>	Verbal	
6.3	Date and time of next meeting: Extraordinary Council of Governors' Meeting: Wednesday 11 March 2020, 12:00-13:00, Conference Room, Trust HQ Public Council of Governors' Meeting: Thursday 28 May 2020, 2pm-4pm, Conference Room, Trust HQ	Information	<i>Chair</i>	Verbal	

**Minutes of the Council of Governors Meeting held in public on Thursday 28
November 2019 at 15:00-16:00 in the Conference Room, Trust Headquarters,
Marlborough Street, BS1 3NU**

Present

Jeff Farrar – Chair
Hessam Amiri – Public Governor
Kathy Baxter – Public Governor
John Chablo – Public Governor
Carole Dacombe – Public Governor
Graham Papworth – Public Governor
Mo Phillips – Public Governor (Lead Governor)
Ray Phipps – Public Governor
John Rose – Public Governor
Martin Rose – Public Governor
John Sibley – Public Governor
Malcolm Watson – Public Governor
Mary Whittington – Public Governor
Chrissie Gardner – Staff Governor
Barry Lane – Staff Governor
Hannah McNiven – Staff Governor
Debbi Norden – Staff Governor
Jane Sansom – Staff Governor
Sally Moyle – Appointed Governor (University of the West of England)
Marimo Rossiter – Appointed Governor (Youth Involvement Group)

In Attendance

Robert Woolley – Chief Executive
Mark Smith – Chief Operating Officer and Deputy Chief Executive
Paula Clarke – Director of Strategy and Transformation
Neil Kemsley – Director of Finance and Information
Matt Joint – Director of People
William Oldfield – Medical Director
David Armstrong – Non-Executive Director
Bernard Galton – Non-Executive Director
Jayne Mee – Non-Executive Director
Guy Orpen – Non-Executive Director
Martin Sykes – Non-Executive Director
Sue Balcombe – Non-Executive Director (Designate)
Madhu Bhabuta – Non-Executive Director (Designate)
Eric Sanders – Director of Corporate Governance
Mark Pender – Head of Corporate Governance
Kate Hanlon – Membership Engagement Manager
Robert Gittins – Programme Lead, Merger Team
Clive Hamilton – Foundation Trust member (public)
Barbara Bradbury – member of the public

Minutes: Sarah Murch – Membership and Governance Administrator

Jeff Farrar, Trust Chair, opened the meeting at 15:00.

Minute Ref:	Item	Actions
1.0 Preliminary Business		
COG1.0/11/19	1.1 Chair's Introduction and Apologies	
	<p>The Chair, Jeff Farrar, welcomed everyone to the meeting, extending a particular welcome to Marimo Rossiter, newly-appointed governor from the Youth Involvement Group, as it was her first Council of Governors meeting. Apologies had been received from governors Michelle Bonfield, Graham Briscoe, Aishah Farooq, Tom Frewin, Sophie Jenkins, Astrid Linthorst, Sue Milestone, Penny Parsons and Garry Williams. Apologies were also noted from Non-Executive Directors John Moore and Julian Dennis and Chief Nurse Carolyn Mills.</p> <p>Jeff Farrar reminded those present that John Moore would be leaving the Trust at the end of December after nine years as a Non-Executive Director. He would be greatly missed by members of the Board and Council of Governors.</p> <p>He thanked governors who had attended the Recognising Success staff awards ceremony on 22 November and spoke of his pride in the award-winning work of the staff at the Trust.</p>	
COG1.2/11/19	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 new declarations of interest.	
COG1.3/11/19	1.3 Minutes from Previous Meeting	
	<p>Governors considered the minutes of the meeting of the Council of Governors held on 30 July 2019 and those of the Annual Members' Meeting on 19 September 2019.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Approve the minutes of the Council of Governors meeting held on 30 July 2019 as a true and accurate record of the proceedings. • Note the minutes of the Annual Members' Meeting on 19 September 2019. 	
COG1.4/11/19	1.4 Matters Arising/Action Log	
	Governors received the action log and noted updates against the actions.	
COG1.5/11/19	1.5 Chair's Report	
	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. He reminded governors that as well as various activities and meetings within the Trust, regionally and nationally, he had from 1 September also taken on the role of Chair of Weston Area Health	

	<p>NHS Trust, which was presently involving a significant time commitment.</p> <p>He particularly noted that he had received correspondence in the period from governors expressing concern about diversity and inclusion at the Trust, and he provided assurance that the Board was committed to making improvements this area. Progress was beginning, and he described to governors his personal contributions in this area in the period.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Chair's Report to note. 	
<p>2.0 Performance Update and Strategic Outlook</p>		
<p>COG2.1/11/19</p>	<p>2.1 Chief Executive's Report</p>	
	<p>Robert Woolley, Chief Executive provided a verbal update to governors on progress against the four priority areas that the Trust had set this year for its leadership (Quality and Safety, Staff Wellbeing and Engagement, Working Smarter and Making Ourselves Fit for the Future). Key points were as follows:</p> <ol style="list-style-type: none"> 1. Quality and Safety: UH Bristol had set an objective of becoming the safest Trust in England with the best patient experience. On the patient experience side, the Trust had recently received the results from several national surveys carried out in 2018 and had received some of the best scores in the country, including in the National Adult Inpatient Survey, the National Accident and Emergency Survey and the National Cancer Patient Experience Survey. In relation to patient safety, there was still room for improvement though new metrics were now being developed which would measure safety issues using a benchmark group of peer trusts. 2. Staff Wellbeing and Engagement: The Board was currently focussed on the need to drive down on bullying and harassment and discrimination in all forms. The Trust was one of six Trusts selected to join NHS Improvement/NHS England's cultural change project to support black and minority ethnic staff. 3. Working Smarter: The level of emergency demand was the highest that the Trust had even seen. The resulting pressures on the Trust's Emergency Department meant that it now needed to revise its winter plans. While some investment had been received so far for the trauma unit, the frailty unit, more Emergency Department numbers, extended hours, and community nursing, much more needed to be done. 4. Making ourselves fit for the future: Healthier Together, the collaboration between health services in the Bristol, North Somerset and South Gloucestershire region (including UH Bristol), had produced a new long-term plan for the region. This had now been finalised and would be published in early January 2020. Its main thrust was a move towards a prevention-focussed health and care system and trying to provide care out of hospital as far as possible. 	

	<p>He invited questions from governors:</p> <ul style="list-style-type: none"> • In response to a question from Kathy Baxter, Public Governor, about the potential for other healthcare organisations (such as pharmacies) to take on some of the smaller-scale work traditionally carried out in hospitals such as cataract operations, Robert Woolley explained that this would depend on the type of procedure and the risks attached but it was consistent with the regional and national drive to provide services closer to people’s homes. • Jane Sansom, Staff Governor, commended the Trust on the positive results in the inpatient survey but asked how outpatient experience was being monitored, as she had heard reports from patients of difficulties in booking, changing or cancelling appointments via phone or email. Robert Woolley acknowledged that while a number of improvements had been made to outpatient services, the Trust’s systems were not yet responsive enough and this remained one of the Trust’s improvement priorities. • Chrissie Gardner, Staff Governor, noted that the Trust had submitted an appeal against the refusal of planning permission for its proposed car park and transport hub and asked whether this was at odds with the Trust’s recent announcement of a climate emergency and commitment to the city’s Clean Air Zone plans. Robert Woolley responded that the environmental impact had been taken into account in preparing the case for the transport hub/car park. The plans had included the closure of some of the Trust’s other car-parks and they had been designed to make inevitable car journeys easier while also providing cycle parking places and improved public transport links. <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Chief Executive’s report to note. 	
<p>COG2.2/11/19</p>	<p>2.2 Weston Merger Update - Process for Governor Engagement</p>	
	<p>Robert Woolley, Chief Executive, reminded those present that the Trust’s partnership with WAHT continued to make positive progress towards a planned merger completion date of 1 April 2020. As part of that process, the Board of Directors had that day approved the Transaction Business Case for the merger to proceed to the next stage of review and assessment by NHS England/Improvement. The Transfer of Undertakings (Protection of Employment) (TUPE) consultation for staff currently employed by WAHT would begin the following week so that when the two Trusts merged, staff from WAHT would transfer employment to the newly merged organisation.</p> <p>He added that the merger would provide positive benefits in terms of improved access for WAHT patients, increased opportunities for staff in terms of recruitment, development and retention, plans for improved digital infrastructure at WAHT, and the learning that the merged Trust</p>	

	<p>would receive in terms of developing new models of frailty care, ambulatory care and out-of-hospital care.</p> <p>Carole Dacombe, Public Governor, noted that governors had received a briefing in an hour-long private session in advance of this meeting at which they had received an update on the current status of the merger and had the opportunity to ask questions in detail about the financial, legal and clinical due diligence. They were grateful for that opportunity and would continue to explore these issues.</p> <p>Governors also received a report describing their involvement in the next stages of the merger process, as one of their duties as a Council of Governors was to approve any decision to merge. They noted that their approval point was likely to come in March 2020.</p> <p>John Rose, Public Governor, pointed out that it was difficult from this document to see what information was going to be shared with governors and when it was going to be received. While governors were keen to work in partnership with the Board to make the process as strong as possible, he felt that they needed more information to be able to decide whether or not to approve the merger.</p> <p>Robert Woolley explained that tight timescales for the merger planning had meant that teams had so far been putting their efforts into preparing the business case and the associated documents in time for today's Board meeting. As a consequence, the next stage of the process over the next four months had not perhaps been planned in as much detail as it could have been. He agreed that the process document should be further developed so that governors were clearer about their opportunities for engagement.</p> <p>Mo Phillips, Public Governor, added that governors had not been aware of a number of issues before their briefing today, and would be likely to have more specific requests for information over the coming weeks.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Weston Area Health NHS Trust merger report to note. 	
<p>COG2.3/11/19</p>	<p>2.3 Q2 Patient Experience Report and Patient Complaints Report</p>	
	<p>The Trust's quarterly Patient Experience Report and Patient Complaints reports were provided to governors to give them high level assurance on the Trust's activities in these areas.</p> <p>Carole Dacombe, Public Governor, enquired whether there was any correlation between the Trust's push to increase the number of complaints responded to within timescale and the percentage of complainants dissatisfied with the response that they had received. It was agreed to find this out from Carolyn Mills, Chief Nurse.</p> <p>Action: Chief Nurse to report whether there was a correlation between the Trust's push to increase the number of complaints</p>	

	<p>responded to within timescale and the percentage of complainants dissatisfied with the response that they had received.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Patient Experience and Complaints reports to note. 	Chief Nurse
3.0 Non-Executive Director appointments/appraisal/review		
COG3.1/11/19	3.1 Nominations and Appointments Committee	
	<p><i>David Armstrong, Non-Executive Director, left the room for this item.</i></p> <p>Eric Sanders presented a report of the meeting of the Nominations and Appointments Committee on 5 November, which had been chaired by Julian Dennis, Senior Independent Director. Items discussed had included the Chair's annual appraisal report, the appraisal process, Non-Executive Director activity reports, Non-Executive Director remuneration and the re-appointment of David Armstrong, Non-Executive Director. The Committee had further noted that a Non-Executive Director vacancy would arise with the departure of John Moore at the end of December and that they would be advised of the procedure for filling this in due course.</p> <p>The committee had made two recommendations for approval to the Council of Governors: to approve David Armstrong's reappointment for a third term of office, and to approve making no changes in the current year to Non-Executive Director remuneration (though to review it more thoroughly next year).</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Nominations and Appointments Committee report to note. • Approve the David Armstrong's re-appointment for a third and final three-year term of office as Non-Executive Director subject to annual review and annual reappointment. • Approve the committee's recommendation that there should be no change in Non-Executive Director remuneration for the next 12 months. 	
4.0 Member/Public Interests		
COG4.1/11/19	4.1 Draft Membership Strategy	
	<p>Kate Hanlon, Membership Engagement Manager, introduced the proposed membership strategy for 2020-2023 for approval by the Council of Governors.</p> <p>The strategy set out how UH Bristol would carry out its duties in relation to maintaining and engaging its Foundation Trust membership. The strategy was the culmination of discussions with governors over the last year. The direction was broadly in line with the Trust's existing membership strategy from 2015, though the vision and objectives had been updated to align with the Trust's new five-year strategy. The aims of the objectives were to improve awareness of membership and</p>	

	<p>communication and engagement with members. Clear, realistic and measurable actions to achieve these objectives were included. The key difference from the previous strategy was an aim to increase the proportion of public Foundation Trust members with an email address over the next three years. This would be achieved through asking members without an email address to reconfirm whether they wished to remain members, and a process for doing this would be agreed with governors as required by the Trust's Constitution.</p> <p>She highlighted that there were no specific actions planned in terms of large-scale public membership recruitment, but there would be an opportunity with the planned merger with WAHT to look at engaging people in Weston and North Somerset in membership. Monitoring of public membership would continue to ensure that it was representative of the communities served by the Trust.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Approve the Membership Strategy 2020-23. 	
<p>5.0 Items for Information</p>		
<p>COG5.1/11/19</p>	<p>5.1 Holding to Account Report</p>	
	<p>This report included a short summary of ways in which governors had carried out their duty to hold Non-Executive Directors to account in the quarter. This quarter's activity had included a strong emphasis on seeking assurance from the Non-Executive Directors on various aspects of the planned merger with Weston Area Health NHS Trust (WAHT).</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
<p>COG5.2/11/19</p>	<p>5.2 Governor Group Reports</p>	
	<p>Written reports had been circulated from the three governor working groups: the Quality Focus Group, the Governors' Strategy Group, and the Constitution Focus Group.</p> <p>Ray Phipps, Governor Chair of the Constitution Focus Group, added that the group had at its meetings in September and October discussed at length whether the planned merger with Weston Area Health NHS Trust would necessitate changes to UH Bristol's existing membership and governor constituencies. They had concluded that changes were not necessary as the current membership and governor structures were sufficient to give a voice to WAHT patients and staff and the North Somerset population.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the reports to note. 	
<p>COG5.3/11/19</p>	<p>5.3 Membership engagement report</p>	
	<p>This was a report of membership numbers and key activities</p>	

	<p>undertaken to engage with public and staff members in the past quarter. Engagement had included monthly e-newsletters to members and two public Health Matters Events in October and November.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the report to note. 	
COG5.4/11/19	5.4 Governor Training and Development Report	
	<p>This provided a summary of governor training and development in the quarter.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Governor Training and Development Report to note. 	
COG5.5/11/19	5.5 Governors' Log of Communications	
	<p>Governors noted the report of the most recent questions that governors had asked directors via the Governors' Log of Communications.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Governors' Log of Communications note. 	
COG5.6/11/19	5.6 Meeting Dates 2020/21	
	<p>Governors received a proposed schedule of Governor Meeting Dates from January 2020-March 2021.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Approve the proposed schedule of Governor Meeting Dates from January 2020-March 2021. 	
6.0 Concluding Business		
COG6.1/11/19	6.1 Foundation Trust Members' Questions	
	<p>Clive Hamilton, Public Foundation Trust Member, noted that the financial implications of the WAHT merger were dependent on NHS Improvement/England support, and asked whether there would be a Plan B and whether this had been discussed with governors. Robert Woolley confirmed that the Board were fully aware of the risks of the merger and had given full consideration to the pros and cons. Governors had been kept informed of the financial conditions. Negotiations with regulators on these conditions were in progress. The Trust needed to manage the interests, concerns and anxieties of staff, patients and people at Weston and intended to proceed on the basis that the merger would be achieved on 1 April 2020.</p> <p>Clive Hamilton further enquired whether there was a contingency plan for the proposed transport hub/car park if the appeal against the refusal of planning permission were to fail. Robert Woolley confirmed that the Trust was working with Bristol City Council in relation to the Clean Air Zone, and part of that included the changes that the Trust would like to see in terms of hospital accessibility and public transport.</p>	

	<p>Carole Dacombe further provided assurance that while governors had spent a lot of time at recent meetings discussing the WAHT merger, they were also still focussed on issues here at UH Bristol, such as tracking progress on the Trust's quality objectives, and seeking assurance around the Trust's efforts to tackle bullying and harassment, and they would continue to give these areas due attention.</p> <p>There were no further questions.</p>	
COG6.2/11/19	<p>6.2 Any Other Business</p>	
	<ul style="list-style-type: none"> • Governors congratulated Kathy Baxter, Public Governor, for receiving a national award from the Royal National Institute of Blind People for her work training people in this Trust and beyond. • Chrissie Gardner, Staff Governor, commended the Trust for signing up to the Dying to Work charter to support employees who were terminally ill and asked whether the Trust would now be reviewing its policies to reflect this commitment. Jeff Farrar, Trust Chair, confirmed that this would be done. <p>There was no other business.</p>	
COG6.3/11/19	<p>Meeting close and date of next meeting The Chair declared the meeting closed at 16:00.</p> <p>Date and time of next Council of Governors meeting – Thursday 30 January 2020 at 2pm-4pm in the Conference Room, Trust HQ, Marlborough Street, Bristol, BS1 3NU.</p>	

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

Council of Governors meeting – 30 January 2020

Action Log

Outstanding actions following the Council of Governors meeting held on 28 November 2019					
No.	Minute reference	Detail of action required	Responsible Officer	Completion date	Additional comments
1.	COG2.3/11/19	From the Q1 Patient Complaints Report: Chief Nurse to report whether there was a correlation between the Trust’s push to increase the number of complaints responded to within timescale and the percentage of complainants dissatisfied with the response that they had received.	Chief Nurse	Jan 2020	<p><i>Response received 21/1/20 from the Head of Quality (Patient Experience and Clinical Effectiveness):</i> This was a question that was raised by the Quality and Outcomes Committee. The Trust reviewed six months of data which confirmed that it is a random pattern. It is important to bear in mind that dissatisfied complaints are measured in arrears, so the latest data is always couple of months behind the latest data for timeliness of responses.</p> <p>The rate of dissatisfied complaints for the last three reporting months has been around 5-7%, whilst timeliness has been good across all divisions except the Division of Medicine.</p>

Cover report to the Council of Governors meeting to be held on 30 January 2020 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	2.2b
Meeting Title	Council of Governors	Meeting Date	30/01/2020
Report Title	Process for governor engagement in proposed merger		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, Director of Corporate Governance		
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
<u>Purpose:</u> This report, updated from 28 November 2019, outlines the process for governor engagement in the proposed merger between University Hospitals Bristol NHS Foundation Trust and Weston Area Health NHS Trust.

Recommendations
Members 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"/>

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’. Subject to satisfactory completion of the approvals process, the legal merger (via acquisition) can formally take place on 1 April 2020. Appendix A shows the transaction timeline. Ahead of the Board’s decision on the merger in March 2020 it will receive the following assurances to guide its decision:

- Internal due diligence
- Legal due diligence (by DAC Beachcrofts)
- An assurance review of the full business case by KPMG
- An independent financial assessment by KPMG
- Regulatory review by NHS Improvement/NHS England
- Other specific reviews as identified, including an Estates review.

The subcommittees of the Board (Audit Committee, Finance Committee, People Committee and the Quality and Outcomes Committee) will also review the elements of these assurances relevant to their portfolios.

Governor duties

While one of the key duties of the Council of Governors is to approve any significant transaction, merger, acquisition, separation or dissolution, governors are not expected, nor is their duty, to review the documents provided to the Board for assurance.

Instead governors should assure themselves that the Board has followed an appropriate process in deciding to undertake the transaction and that it has taken account of the interests of members and the public.

Process for governor engagement

The timetable below, updated since the last Council of Governors meeting on 28 November 2019, outlines the process for engagement with governors on the transaction from November 2019 to March 2020, namely what information about the merger the governors will see and when it will be provided.

The meetings, both public and private, are opportunities at which the Council of Governors can get assurance on the robustness of the merger process through discussion of the key issues, risks and benefits.

Governors have already received a timeline of the dates on which they have been briefed on the merger process, along with the documents associated with these briefings, covering the period January 2018 to October 2019. In January 2020 governors received the following documents by post (and email):

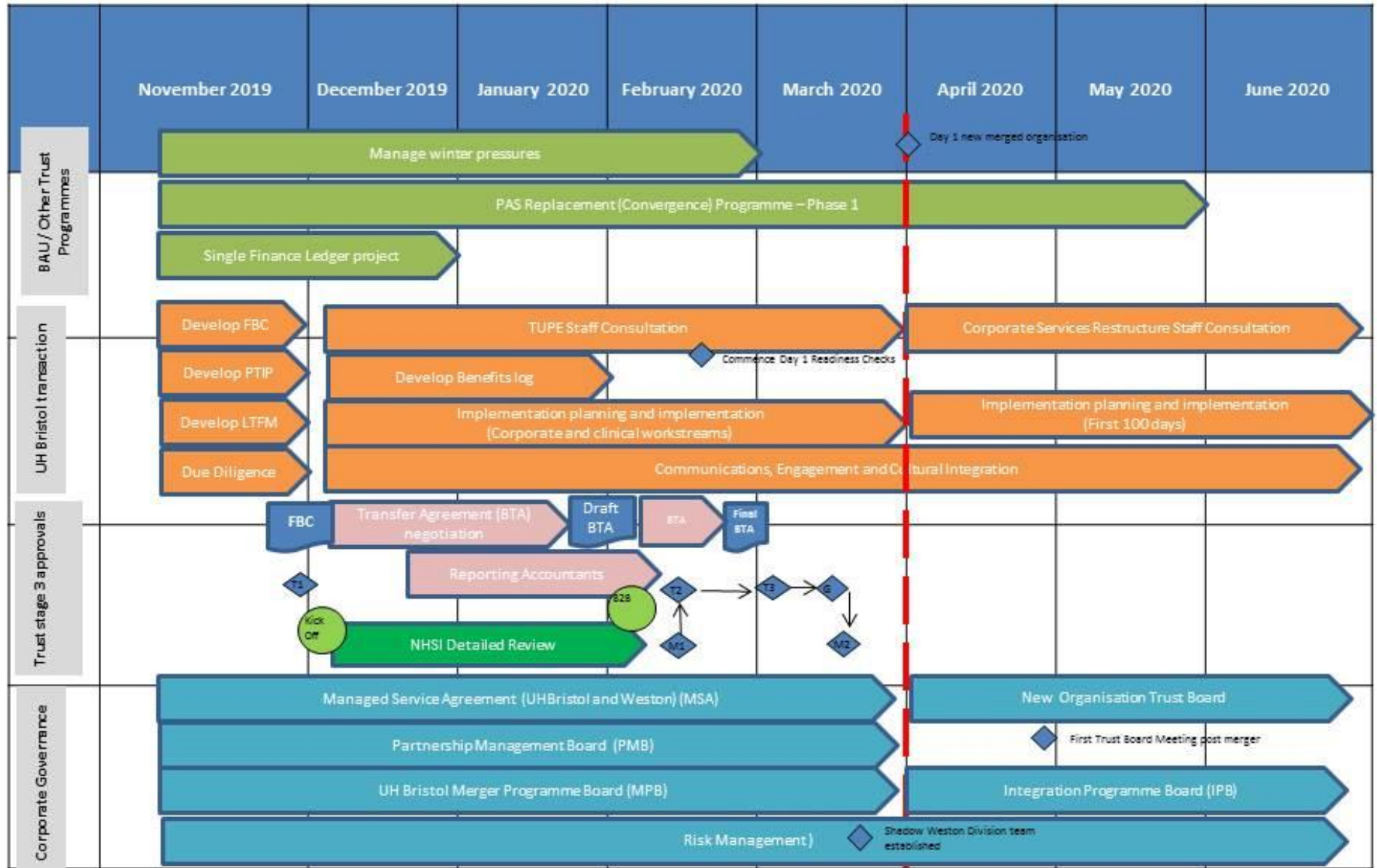
- The executive summary of the Transaction Business Case (including the context for the merger)
- A presentation (from Council of Governors meeting on 28 November 2019) summarising the Transaction Business Case – including the key risks

- The Board assurance process around the transaction
- The process of approval of the transaction from January to March 2020
- Learning from other mergers and acquisitions
- Extract from *Your statutory duties: A reference guide for NHS foundation trust governors – chapter 10: Taking decisions on significant transactions, mergers, acquisitions, separations and dissolutions.*

Process for governor engagement			
Date	Meeting	Purpose and content	Public/private
28 Nov 2019	Council of Governors	Presentation on summary of main issues from the Full Business Case. Note the UH Bristol Board's decision on the Full Business Case.	Private Public
10 Dec 2019	Governor Strategy Group	Further discussion with Weston merger team and executive lead (Paula Clarke) on key issues/risks/benefits from the summary business case	Private
10 Dec 2019	Governor workshop	Governors to distil areas from strategy group meeting for further discussion and determine what the key issues are for Council of Governors	Private
20 Dec 2019	Governor and Non-executive Director engagement session	Opportunity for governors to hold non-executive directors to account on the merger process through discussion of key issues	Private
22 Jan 2020	Governor Development Seminar	- Update on progress of merger from the Chief Executive - Overview of the financial background to the merger - Communications and engagement plan for the merger - Governor role in merger process and effective holding to account	Private
30 Jan 2020	Council of Governors	Progress update – including any key issues from regulators	Public
25 Feb 2020	Governor and Non-executive Director engagement session	Opportunity for governors to hold non-executive directors to account on the merger process through discussion of key issues	Private
11 Mar 2020	Council of Governors	Summary of the Reporting Accountant's Opinion; Risk Rating assessment from NHSI/E; Summary of preparation for merger and post integration planning; Schedule	TBC

		<p>of meetings since 28 November 2019 where aspects of the merger have been considered. At this meeting governors approve (or not) decision on merger. A majority of the Council of Governors must approve the application; that is, a majority of all governors in post at the relevant time and not just a majority of those voting at the governors' meeting.</p>	
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Appendix A: Transaction timeline



Decisions and Approvals (TRUST)

- T1 - Board approves FBC documents for submission to NHSI
- T2 - Board approves certification, Board statements, memorandum and final reports from reporting accountants
- B2B – Board to Board Meeting
- T3 - Board decision to approve transaction
- G - Governors formal vote on the transaction

Decisions and Approvals (NHSI)

- M1 - NHSI approves and issues transaction rating
- M2 – NHSI grants formal application for statutory application

Cover report to the Council of Governors meeting to be held on 30 January 2020 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	2.2c
Meeting Title	Council of Governors	Meeting Date	30/01/2020
Report Title	Proposed changes to the Trust Constitution		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, Director of Corporate Governance		
Freedom of Information Status		Open	

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

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

Executive Summary									
<p>Purpose: One of the statutory duties of the Board and Council of Governors is to approve amendments to the Trust constitution. Every year, governors review the UH Bristol Constitution through their Constitution Focus Group and recommend changes to the Council of Governors and the Board for approval. Key points to note:</p> <ul style="list-style-type: none"> The governors' Constitution Focus Group met on 10 September 2019 and 28 October 2019 and recommended the changes outlined in the attached draft Constitution (see Appendix 1) There are no major changes to the Constitution this year, with the exception of a change to the name of the organisation from 1 April 2020 if the planned merger with Weston Area Health NHS Trust is approved. 									
Recommendations									
<p>Members are asked to:</p> <ul style="list-style-type: none"> Approve the changes as summarised in the paper (and marked up in the draft Constitution – see Appendix 1). 									
Intended Audience (please tick any which are relevant to this paper)									
Board/Committee Members	<input checked="" type="checkbox"/>	Regulators	<input type="checkbox"/>	Governors	<input checked="" type="checkbox"/>	Staff	<input type="checkbox"/>	Public	<input checked="" type="checkbox"/>

Proposed changes to the Trust Constitution

Background

One of the statutory duties of the Board of Directors and Council of Governors is to approve amendments to the Trust's Constitution. Every year, governors review the Constitution through the Constitution Focus Group and recommend changes to the Council of Governors and the Board for approval.

In preparation for UH Bristol's planned merger with Weston Area Health NHS Trust (WAHT) in April 2020, the Trust is required to present a revised Trust Constitution to reflect how UH Bristol will adapt to the changes the merger will bring.

Constitutional Changes: Summary of discussion with Constitution Focus Group

A meeting of the governors' Constitution Focus Group was convened on 10 September 2019 specifically to discuss whether any substantial changes might be required to the UH Bristol Constitution if a merger with WAHT took place. Changes in the following areas were considered:

1. Change to the name of the organisation post-merger (which governors noted would be subject to a separate process)
2. Change to Foundation Trust membership constituencies to reflect the increased catchment area of the merged Trust. The proposed changes included the expansion of the geographic constituency of North Somerset and an increase in the number of governors representing North Somerset by one.
3. Change to minimum membership numbers in the Constitution.

Governors were provided with a rationale for the proposed changes to the membership constituencies, including data showing the geographical spread of WAHT's activity (i.e. where their patients come from).

Following a lengthy discussion at this meeting and subsequent meeting on 28 October 2019, governors concluded that, aside from a name change, no changes of substance would be necessary to UH Bristol's constitution in the event of a merger. They were content that having considered activity levels, population numbers, membership numbers and staff numbers, the current membership and governor structures were sufficient to give a voice to the population served by WAHT. They agreed that no changes to the structure, principles, powers and duties of the Trust were necessary and also that no changes to minimum membership numbers should be made at present.

Constitutional Changes: Proposed changes

A marked-up version of the proposed changes to the Trust Constitution is attached as supporting information. The proposed changes are summarised below:

<i>Issue and Recommendation for change</i>	<i>Reference from current Constitution (version dated 29 November 2018)</i>
Proposed Name Change – if the planned merger with Weston Area Health NHS Trust is approved, the name of the organisation will become University Hospitals Bristol and Weston NHS Foundation Trust.	Front page and page 2, page 4, page 26, page 90, page 94.
Constitution Approved/Review Dates	Front page and p.93
Predecessor Trusts - References to 'The Trust' to be updated to include reference to 'predecessor trusts' where necessary to cover WAHT.	- Page 6: 8.1.2 - Staff Constituency - Page 6: 10.3.2 and Page 7: 10.3.3 – Restriction on membership - Page 10: 15.2.5 – Council of Governors – disqualification and removal - Page 25: Annex 2 - 6.1 and 7.1 - the Staff Constituencies
Outdated reference to the 'Trust's integrated business plan' removed	Page 7: 10.3.6 (Trust's Integrated Business Plan)
Correction to paragraph reference	Page 14: 26.1.3 (qualification for appointment as a Non-Executive Director)
Correction to Public Registers information – incorrect phrasing	Page 18: 36.2.1 – Registers – inspection and copies
Removal of start date for public constituencies - no longer required	Page 23: Annex 1 – The Public Constituencies Opening sentence
Removal of requirement for minutes to be signed by the Chair – not current practice	Page 73: Annex 5 – Council of Governors' Standing Orders – 2.1.24 Minutes Page 82: Annex 6 – Board of Directors' Standing Orders – 3.33 Minutes

RECOMMENDATIONS

- Governors are asked to **APPROVE** the proposed changes which will come into effect, subject to merger, on 1 April 2020.

Report to the Council of Governors meeting to be held on 30 January 2020 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	30/01/2020
Report Title	Non-Executive Director Appointment		
Author	Eric Sanders, Director of Corporate Governance		
Executive Lead	Eric Sanders, Director of Corporate Governance		
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"/>
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Executive Summary

Purpose of report: To seek approval for the appointment of Sue Balcombe to the Board of University Hospitals Bristol NHS Foundation Trust with effect from 1 April 2020.

Key points to note: A Non-Executive Director vacancy has arisen due to John Moore's departure from the Trust on 31 December 2019 at the end of his term. This paper outlines the process to fill his seat.

Non-Executive Director appointments are usually discussed at meetings of the Governors' Nominations and Appointments Committee. As the Committee has not met since the last Council of Governors meeting, this paper was circulated via email to members of the Committee on 14 January 2020 for comment. Committee members were asked for their views on the recommendation to appoint Sue Balcombe to the role. The majority of committee members responded, and all who responded were supportive of the recommendation.

Recommendations

The Council of Governors is asked to approve the Nominations and Appointments Committee's recommendation to appoint Sue Balcombe as Non-Executive Director with effect from 1 April 2020.

Purpose

To seek approval for the appointment of Sue Balcombe to the Board of University Hospitals Bristol NHS Foundation Trust with effect from 1 April 2020.

Background

John Moore left the Trust on 31 December 2019 following nine years as a Non-Executive Director. Following discussions with the Governors' Nominations and Appointments Committee, it was agreed to consider the two Non-Executive Director (Designates) for the vacant role. Both Madhu Bhabuta and Sue Balcombe had been appointed into their NED Designate roles following open competition, and interviews involving the Trust Chair and Governors.

The option of a new open competition was also considered but given the timeframes required, and the fact that the Trust has NED Designates in post, it was felt that the opportunity should be offered to the NED Designates in the first instance.

The Board's Remuneration, Nominations and Appointments Committee recently reviewed the Board's skills and knowledge mix, as is good practice on an annual basis. The analysis identified a key gap in the NED skill mix around clinical experience. The Committee therefore recommended that a NED with a clinical background be a strong preference for any future NED vacancy.

Overview of the Process

The process agreed, and led by the Director of Corporate Governance, was to invite the two NED Designates to indicate if they were interested in undertaking the full NED role and to confirm that they could meet the time commitment required of the role.

If both of the NED Designates indicated that they were interested in the role then an interview would take place to identify the preferred candidate, with the recommendation being presented to the Governors' Nominations and Appointments Committee and the Council of Governors for approval.

If only one of the NED Designates confirmed they were interested in undertaking the role then that individual would be put forward to the Nominations and Appointments Committee and the Council of Governors for approval as a NED.

The intention was to offer the role to start from 1 April 2020 to coincide with the proposed transaction date for the merger with Weston Area Health NHS Trust.

Outcome of the Process

Following communications with both of the NED Designates, only Sue Balcombe has indicated that she would like to undertake the role and that she has the capacity to meet the time commitment.

Sue Balcombe meets the requirements under the Fit and Proper Person Policy of the Trust. The assessment was completed as part of her appointment to the NED Designate role in 2019.

Recommendation

The Council of Governors is asked to consider the appointment of Sue Balcombe as a Non-Executive Director of University Hospitals NHS Foundation Trust with effect from 1 April 2020, for a three-year term which will include time already served in her Designate role i.e. until 31 May 2022.

Report to the Council of Governors meeting to be held on 30 January 2020 at 14:00 in the Conference Room, Trust Headquarters

Report Title	Extension of External Auditor Contract
Report Author	Mark Pender, Head of Corporate Governance
Executive Lead	Eric Sanders, Trust Secretary

1. Report Summary

- The Trust's current external auditors, PwC, were appointed for a three year period from 1st July 2017. This contract therefore expires on 30th June 2020.
- The current contract allows for two further one year extension to this appointment. Given the satisfactory performance of the external auditors to date, and that they are also the current external auditors for Weston Area Health NHS Trust, it is proposed to utilise the option to re-appoint the external auditors for a further one year period. This would be subject to discussion with PwC regarding their fee in light of the proposed merger with WAHT.

2. Key points to note

(Including decisions taken)

- At its October 2019 meeting the Trust's Audit Committee considered the performance of the external auditors for the 2018/19 year, and concluded that it was satisfied with the level of service provided.
- The Deputy Director of Finance has provided her professional opinion on proposed extension as follows: *I would support the extension. The performance of PwC over the last three years of the contract has been in line with expectations and there is nothing that would require a retender from a performance point of view. Given the proposed merger and the fact that it is the same team that audit Weston, it is a sound decision to maintain continuity for the first year of the merged organisation. It needs to be recognised that year 4 of their contract would be to audit the first year of the merged organisation and the contract would need to be varied accordingly.*

3. Risks

The risks associated with this report include:

- There are risks to the adequate governance of the Trust if external audit performance is not robust (including to the submission of an adequate Annual Report and Accounts).

4. Advice and Recommendations

- The Council of Governors is asked to approve a 12-month extension of PwC's appointment as the Trust's External Auditors (1 July 2020-30 June 2021).

5. History of the paper

- This paper was received at the Governors' Constitution Focus Group meeting on 16 January 2020. The group supported the proposed extension to contract.
- This paper was also considered by the Audit Committee on 28 January 2020. The Committee supported the proposed extension to the contract subject to negotiations continuing on the Auditor's fee. It was also suggested that the possibility of a two year extension should be explored.

Cover report to the Council of Governors meeting to be held on 30 January 2020 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

Meeting Title	Council of Governors	Agenda Item	5.1
Report Title	Holding to account report		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, Director of Corporate Governance		
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			
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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.

19 November 2019 – 23 January 2020

- **Public Board meetings:** Governors attended one public meeting of the Trust Board of Directors in this period on 28 November (4 governors) to observe non-executive directors holding executive directors to account.
- **Board Committees/Governor focus groups:** The three governor focus groups 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 People Committee attended the Governors' Quality Focus Group on 16 January 2020

- the Chair of the Finance Committee attended the Governors' Strategy Group on 10 December 2020.

Areas of challenge and focus at these meetings are detailed in the governor working group chair reports, item 5.2.

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 was one meeting in this period on 20 December 2020, attended by 14 governors, the Chair and seven non-executive directors. The discussion focused on the work going on around the merger with Weston Area Health NHS Trust, the rationale behind it and the financial negotiations. Individual non-executive directors outlined to governors their involvement in the merger so far, and governors discussed their role in the process. The group also talked about tackling bullying and harassment; organisational culture, leadership and values; the impact of the proposed clean air zone; investment in staff wellbeing; and pressures on the emergency department.

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 5.7.

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 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 January 2020 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	5.2a
Meeting Title	Council of Governors Meeting	Meeting Date	30/01/2020
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):	16 January 2020

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

Meeting held on 16 January 2020 – Attended by 11 governors

- **People Committee Report:** Bernard Galton (Non-Executive Director and Chair of the People Committee) introduced a report from the People Committee’s December meeting. He informed governors of the current areas of focus of the committee, including medical workforce issues, staffing implications of the planned merger with Weston Area Health NHS Trust, the Trust’s current clinical talent plans for specialities that it was difficult to recruit to, and dignity at work, including security and conflict resolution. He further discussed with governors his plans to make the People Committee meetings more effective, strategic and forward-looking. Governors sought assurance in relation to race equality issues, the Trust’s performance in relation to annual appraisal compliance, fire evacuation training for staff, outsourcing, and communications to Weston staff about the merger.
- **Quality and Performance Report/ Quality and Outcomes Committee Chair’s Update including:** As Julian Dennis (Non-Executive Director and Chair of the Quality and Outcomes Committee) had sent apologies to this meeting, governors discussed the current Quality and Performance Report and Chair’s report from the Quality and Outcomes Committee among themselves to identify aspects on which they required greater assurance. These included:
 - pressures on the Emergency Department
 - the Trust’s failure to meet key standards, such as the six-week diagnostic standard
 - clarity around the Trust’s achievement of the 62-day referral-to-treatment cancer standard, and whether this masked pressures in certain treatment areas over others.
- There was a progress update and a discussion on the Trust’s attempts to resolve governor concerns about the processes and data collected in relation to discharging patients at night.
- Questions were raised about staff support mechanisms and whether these could be accessed by all staff, particularly given the current pressures that the hospitals were experiencing.
- There was a brief discussion about the support offered to carers and a question raised about how far carers were aware of this when accessing our hospitals.

Matters referred to other Committees: None

Date of next meeting	17/03/2020
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**Report to the Council of Governors meeting to be held on 30 January 2020 at 14:00
in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU**

		Agenda Item	5.2b
Meeting Title	Council of Governors Meeting	Meeting Date	30/01/2020
Report Title	Governors' Strategy Group Meeting Report		
Author	Malcolm Watson, Deputy 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, Deputy Chair
Lead Executive Director	Paula Clarke, Director of Strategy and Transformation
Date of last meeting	10/12/2019

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

Meeting held on 10 December 2019 – Attended by 13 governors.

- **Merger with Weston Area Health NHS Trust:** Paula Clarke, Director of Strategy and Transformation, gave governors an update on the progress of the planned merger between UH Bristol and Weston Area Health NHS Trust (WAHT). She talked governors through the process that the Board was undertaking. Governors raised various questions about different aspects of the merger and the scope of their role. They sought assurance on some of the key risks and mitigations, and requested a number of documents to give them the information that they felt they needed in order to be able to make a decision. They asked for clarification about staff rotation post-merger and requested assurance that innovative and forward-thinking recruitment methods would be used for the new models of care planned at Weston.
- **Finance Committee Chair's Update:** Martin Sykes, Chair of the Finance Committee, discussed with governors the key issues from the committee's meetings since the last meeting, including the current financial position of the Trust and the consideration of the financial due diligence work around the WAHT merger. Governors sought further assurance around the Trust's financial challenges, the potential impact of the merger, and the issues around the Trust's current capital underspend.
- **Partnership Updates**
 - **Healthier Together (STP):** Governors noted that Healthier Together Sustainability and Transformation Partnership (the collaboration between health and care organisations across Bristol, North Somerset and South Gloucestershire – BNSSG) had now submitted its Long-Term Plan for the region and this would be made public in the new year.
 - **North Bristol NHS Trust:** Governors heard that NBT's five-year strategy would also be shared with governors in the new year.
- **Corporate Objectives Update** – Governors discussed the Quarter 2 update of progress against the Trust's corporate objectives for 2019/20.
- **Image, Design, Environment and the Arts Group:** Governors noted a report from this group.

Matters referred to other Committees - None.

Date of next meeting:	17/03/2020
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Cover report to the Council of Governors meeting to be held on 30 January 2020 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	5.2c
Meeting Title	Council of Governors Meeting	Meeting Date	30/01/2020
Report Title	Constitution Focus Group Meeting Report		
Author	Ray Phipps, Chair of Constitution Focus Group		
Executive Lead	Eric Sanders, Director of Corporate Governance		
Freedom of Information Status		Open	

Reporting Committee	Constitution Focus Group
Chaired by	Ray Phipps
Lead Executive Director	Eric Sanders, Director of Corporate Governance
Date of last meeting	16 January 2020

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

Meeting held on 16 January 2020 – Attended by 7 governors.

The meeting included discussion on the following topics:

- **Membership Strategy 2020-23:** Following the approval of the Membership Strategy 2020-23 at the November Council of Governors meeting, governors discussed the implementation of its communications objective – to increase the proportion of public Foundation Trust members for whom the Trust could contact by email from 35% to 80%. This objective aimed to address the challenge of ensuring that the Trust had an up-to-date and accurate database of public members with whom it could engage in a timely and cost-effective way. Governors agreed that the c.5,000 members with only a postal address would be asked to reconfirm that they still wished to be members in a staged process over three years, subject to annual review.
- **Membership Report:** Governors reviewed membership engagement activities in the last quarter and future plans. Governors asked that Foundation Trust membership and governor election promotion be included in the communications plan for the planned merger with Weston Area Health NHS Trust.
- **Annual membership representation analysis report:** Governors received a report looking at how representative the Trust's membership was of the population in Bristol, North Somerset and South Gloucestershire (BNSSG) in relation to key demographics.
- **Health Matters Events:** Governors discussed the Trust's new programme of monthly public events from January to July 2020.
- **Governor Election and Induction Plan 2020:** Governors reviewed the plan for governor elections, appointments and induction of new governors.
- **Annual Review of Governor Focus Groups terms of reference:** Governors agreed that the terms of reference required no changes this year.
- **External Auditor appointment update:** Governors supported an extension to the contract for the Trust's current external auditors, PwC for a further 12 months from 1 July 2020.

Matters referred to other Committees – External Auditor appointment (Item 4.1)

Date of next meeting	Tuesday 26 May 2020
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**Report to the Council of Governors meeting to be held on 30 January 2020 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	5.3
Meeting Title	Council of Governors	Meeting Date	30/01/2020
Report Title	Membership Engagement Report		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, Director of Corporate Governance		
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. In November 2019 the Council of Governors approved a new Membership Strategy. This report provides the Council of Governors with updates to progress against the strategy, including current membership numbers and a summary of governor training and development since the last meeting.</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

The Trust has a formal requirement to maintain a Foundation Trust membership and a Council of Governors, along with the statutory duty to monitor how representative the membership is, and the level and effectiveness of member engagement. The Trust also has to provide opportunities for governors to engage with its membership. This report gives a breakdown of current membership numbers and summarises activities to communicate and engage with our public and staff members in the last three months.

Membership Numbers: As at **08/01/2020** there were 7,782 public Foundation Trust members and 11,143 staff members. The breakdown of members by constituency class is shown below. This compares with membership on **21/10/19** of 7,820 public members and 10,880 staff members.

Membership Constituency Classes	08/01/2020	21/10/19
<i>Public Constituency</i>		
Bristol	4,153	4,171
North Somerset	1,517	1,526
South Gloucestershire	1,396	1,403
Rest of England and Wales	716	719
Total	7,782	7,820
<i>Staff Constituency</i>		
Medical and Dental	1,648	1,601
Nursing and Midwifery	4,210	4,191
Other Clinical Healthcare Professionals	1,893	1,879
Non-Clinical Staff	3,392	3,209
Total	11,143	10,880
TOTAL MEMBERSHIP	18,925	18,700

2.0 PROGRESS

2.1 Membership Engagement Strategy 2020 to 2023

In November 2019 the Council of Governors approved the Membership Engagement Strategy for 2020-2023, completing a piece of work which had been discussed and developed between the membership team and the governors over a number of months. With the new strategy in

hand, we have amended the way in which we report progress to governors to map this against the three broad objectives of the strategy. This report outlines progress since November.

OBJECTIVE 1: AWARENESS

To maintain visibility of membership and ensure it is reflective and representative of the local population.

- Community engagement network and voluntary services continue to take membership leaflets to outreach events.
- An update on membership representation is included as item 05.3b – Public Membership Representation report.

OBJECTIVE 2: COMMUNICATION

To provide information about the Trust that is informed by the work of the governors.

- **17 welcome emails sent out to new members since 21 October (compared to 32 last quarter).**
- **Monthly e-newsletter** (*produced by the membership team, but introduced by governors as a means to share updates on their work with public members*):
 - December e-newsletter – included a governors' report from John Rose on progress with the Weston merger; an invitation to the first Health Matters event for 2020; details of the next SIM Centre open day; festive advice from health and care workers in the region.
 - January e-newsletter – included a governors' report from Penny Parsons on highlights of the governor role; an update on the Trust merger plans; invitation to public Board and Council of Governors meetings on 30 January; launch of the new Health Matters Events programme for 2020, with an invitation to the first event on 'Our Journey of Care' on 23 January, a reminder about the Trust's Arts and Culture programme, a story about the Trust's intention to celebrate the international year of the nurse and midwife in 2020, and a reminder to patients to use NHS services wisely following high demand for emergency services.
- **Newsbeat 25 November – 'Meet your Staff Governor' article featuring Barry Lane**

OBJECTIVE 3: ENGAGEMENT

To harness the experience, skills and knowledge of members who wish to be more active in the Trust, including governors.

- **Health Matters Events programme** (organised by the membership team for Foundation Trust members and members of the public, attended and introduced by governors as a means to inform about their work and hear feedback): Over the last two months a new programme of Health Matters events has been finalised to July 2020. The first event of the year was due to take place on 23 January in conjunction with the Trust's Quality team. This event, called 'Our Journey of Care' was a look back on our journey of care from the origins of our hospitals to the priorities of the past decade, including stories from three patients to bring to life some of the highlights, challenges and realities of care; and the opportunity to hear views from the event attendees on what we should be prioritising in terms of care and services over the next five years.
- **Governor Development Seminar** (quarterly training and development for all governors): There has been one seminar since the previous meeting, held on 22 January. This seminar was themed around the planned merger with Weston Area Health

NHS Trust. It included a session with the Chief Executive and the Director of Strategy and Transformation to bring governors up to speed on recent developments. There were also sessions on the financial background to the merger, the communications and engagement plan for the merger, and a reminder of the governor role in the merger process.

- **Governors' Log** (a means for governors to raise questions, publicly, arising from their work or through contact with Foundation Trust members or members of the public): One question raised and answered relating to the status of hospital televisions.

3.0 ASSESSMENT

The focus of the last couple of months has been on looking at how to implement the membership strategy following its approval at the November Council of Governors meeting, along with finalising and starting to promote our programme of Health Matters events for 2020, and initial preparations for the 2020 governor elections.

In February 2020 we will be writing to all Foundation Trust members with a postal address only to give them news of the progress of the planned Weston merger and to invite them to take part in Health Matters Events and governor elections. We will also be informing them of our plan over the next three years to ask members to either provide an email address or to proactively confirm that they still wish to receive post from us.

In the next quarter we will roll out the communications plan around the governor elections, including raising awareness of the membership and governor role at Weston General Hospital and around the wider North Somerset area. We will continue to promote our Health Matters Events programme as widely as possible.

4.0 RECOMMENDATION

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

Item 05.3b – Public Membership Representation report

1.0 BACKGROUND

As a Foundation Trust, UH Bristol has a duty to ensure that its public membership is representative of the local population. This report compares public membership numbers in Bristol, North Somerset and South Gloucestershire (BNSSG) with the population of the area in relation to i) gender, ii) age, iii) socio-economic classification, iv) geographical constituency and v) ethnicity.

The index figure in the far-right column shows the extent to which the Trust membership is representative: those under 100 show those categories which are under-represented within our membership and those over 100 show those which are over-represented within our membership. We have compared the index figures with those from January 2019 so that we can compare the extent to which our membership representation is changing.

The demographic analysis below excludes our 716 public members in the Rest of England and Wales and so is based on the total number of public members in BNSSG (7,067 in total as of 8 January 2020, compared with 7,681 on 4 January 2019).

2.0 PROFILE OF PUBLIC MEMBERSHIP (as of 8/1/20)

2.1 GENDER

Gender	No. of Public members	% of Public membership	Population Base	% of Population Base	Index figure	Last year's Index figure (4/1/19)
Male	2,929	41.45	481,667	49.69	83	84
Female	3,949	55.88	487,771	50.31	111	111
Not stated	189	2.67	0	0.00		
Total	7,067	100.00	969,438	100.00		

2.2 AGE

AGE	No. of Public members	% of Public membership	Population Base	% of Population Base	Index figure	Last year's Index figure (4/1/19)
0-16	173	2.45	190,773	19.68	12*	14*
17-21	330	4.67	63,714	6.57	71	72
22-29	782	11.07	125,456	12.94	86	82
30-39	467	6.61	138,977	14.34	46	51
40-49	955	13.51	116,910	12.06	112	115
50-59	1,184	16.75	118,892	12.26	137	128

60-74	1,615	22.85	135,266	13.95	164	166
75+	1,375	19.46	79,451	8.20	237	237
<i>Not stated</i>	186	2.63	0	0.00		
Total	7,067	100.00	969,439	100.00		

*The data for this age category is not comparable as the minimum age for membership is seven years old according to the Trust's constitution. We currently have no members under the age of 12.

2.3 SOCIO-ECONOMIC PROFILE

Socio-economic Classifications	No. of Public members	% of Public membership	Population Base	% of Population Base	Index figure	<i>Last year's Index figure (4/1/19)</i>
AB	1,990	28.16	101,139	24.75	114	111
C1	2,085	29.50	129,703	31.75	93	92
C2	1,403	19.85	82,759	20.26	98	100
DE	1,568	22.19	94,972	23.24	95	100
Total	7,046	99.70	408,573	100.00		

2.4 GEOGRAPHICAL CONSTITUENCY

All public/patient members in new geographical constituencies compared with the population numbers as a whole.

Constituency	No. of Public members	% of Public membership	Population Base	% of Population Base	Index figure	<i>Last year's Index figure (4/1/19)</i>
Bristol	4,153	58.77	468,807	48.36	122	121
North Somerset	1,517	21.47	216,405	22.32	96	97
South Gloucestershire	1,395	19.74	284,226	29.32	67	67
Total	7,067	100.00	969,439	100.00		

2.5 ETHNICITY

Ethnicity	No. of Public members	% of Public membership	Population Base	% of Population Base	Index figure	Last year's Index figure (4/1/19)
White - English, Welsh, Scottish, Northern Irish, British	5,791	81.94	765,596	85.68	96	97
White - Irish	54	0.76	6,187	0.69	110	119
White - Gypsy or Irish Traveller	<5	<0.05	806	0.09	16**	14**
White - Other	134	1.90	33,653	3.77	50	51
Mixed - White and Black Caribbean	40	0.57	9,586	1.07	53	47
Mixed - White and Black African	18	0.25	2,185	0.24	104	91
Mixed - White and Asian	21	0.30	5,116	0.57	52	39
Mixed - Other Mixed	30	0.42	4,251	0.48	89	85
Asian or Asian British - Indian	78	1.10	10,063	1.13	98	87
Asian or Asian British - Pakistani	98	1.39	7,672	0.86	162	152
Asian or Asian British - Bangladeshi	24	0.34	2,641	0.30	115	110
Asian or Asian British - Chinese	30	0.42	5,817	0.65	65	58
Asian or Asian British - Other Asian	34	0.48	6,338	0.71	68	63
Black or Black British - African	104	1.47	13,455	1.51	98	87
Black or Black British - Caribbean	77	1.09	7,895	0.88	123	123
Black or Black British - Other Black	21	0.30	7,234	0.81	37	34
Other Ethnic Group - Arab	<5	<0.05	1,765	0.20	29**	20**
Other Ethnic Group - Any Other Ethnic Group	<5	<5	3,307	0.37	4	2
<i>Not stated</i>	507	7.17	0	0.00		
Total	7,067	100.00	893,567	100.00		

** Two categories (*White – Gypsy or Irish Traveller* and *Other Ethnic Group-Arab*) were added to the membership form in 2016, so membership numbers in these two categories do not include any members who joined before this time.

3.0 ASSESSMENT

Our public Foundation Trust membership remains broadly representative of the population that we serve in most, though not all, areas. As in previous years, the over-40s are over-represented in our membership, we have more female than male members, though neither of these aspects are unusual compared with other Foundation Trusts. There is a reasonable spread of socio-economic backgrounds. There are proportionally more members in Bristol, and fewer in South Gloucestershire, noting that Southmead Hospital is located in this region. In relation to ethnicity, there are a number of categories in which we are under-represented, though the relatively high proportion of members who have not informed us of their ethnicity make this difficult to judge accurately.

Looking at the changes from last year, broadly speaking, representation has improved in relation to most ethnicity categories but not in relation to the other demographics.

Over the year, 820 public members left during the year and 147 new members joined. Of the new joiners, 34% are aged 21 or younger, demonstrating the benefits of our links with the Trust's Community Outreach programme. We will therefore continue to support this initiative in the coming year. We will also continue to support the Trust's efforts to engage with community organisations to ensure that membership is being promoted to all sections of the community that we serve.

Finally, while we have a duty to report on our membership numbers and to describe how representative they are of the local population, we also have a responsibility to ensure that our membership data is accurate (i.e. that people who joined a number of years ago still wish to be members and that their details are up-to-date). Our new membership strategy for 2020-2023 outlines a process for testing this over the next three years and we should therefore keep representation under careful review during this time as membership numbers are likely to change.

4.0 RECOMMENDATION

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

**Report to the Council of Governors meeting to be held on 30 January 2020 at
14:00 in the Conference Room, Trust Headquarters, Marlborough Street,
Bristol, BS1 3NU**

		Agenda Item	5.4
Meeting Title	Council of Governors	Meeting Date	30/01/2020
Report Title	Governor Elections 2020		
Author	Kate Hanlon, Membership Manager		
Executive Lead	Eric Sanders, Director of Corporate Governance		
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"/>
Report			

Purpose: To update governors on the timetable and seats available for the Trust's 2020 elections and appointments to the Council of Governors.

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. According to the Trust's Constitution, governors may hold office for a term of office of up to three years. They are eligible for re-election or re-appointment at the end of their term, providing that no governor serves for more than a total of nine years. There will be 10 public and staff seats up for election in 2020, as follows:

Seats up for election in 2020 (10) - for three-year terms of office unless otherwise stated	Current Governor (term ending 31/5/2020)
Public - North Somerset (3)	Penny Parsons John Rose Graham Briscoe
Public - Bristol (3)	Mo Phillips Mary Whittington Sue Milestone
Staff - Non-clinical (2)	Chrissie Gardner Barry Lane
Staff - Medical and Dental (1)	Jane Sansom
Staff – Other Clinical (1) – 2-year term of office	Michelle Bonfield (stepping down after 12 months in the role).

There are no governor elections this year in the Public-South Gloucestershire, Public-Rest of England/Wales, or Staff-Nursing and Midwifery seats.

Election Process

The Trust has to appoint an independent returning officer to comply with the election rules in the Trust Constitution. We have engaged Civica Election Services (formerly Electoral Reform Services) to run the 2020 elections.

The election includes a nominations period, in which anyone wishing to stand for election/re-election will need to nominate themselves by completing a nomination form, and an election period, in which the returning officer will send ballot papers to eligible public and staff members so that they can vote for their preferred candidates.

In 2020, it is intended to run the governor elections **slightly later than in previous years** with a shorter nomination period in order to enable the planned merger with Weston Area Health NHS Trust to take place first, allowing potential staff governor candidates based at Weston to participate. In order to minimise the delay to governors taking up office, we have also planned a **shorter nominations period than usual**. The election timetable is as follows:

Notice of Election / Nominations Open	Wednesday 1 April 2020
Nominations Deadline	Monday 20 April 2020
Final Date for Candidate Withdrawal	Thursday 23 April 2020
Notice of Poll Published (election opens)	Thursday 7 May 2020
Close of Election	Monday 1 June 2020
Declaration of Results	Tuesday 2 June 2020. Governors take up office with immediate effect.

Publicity

There is a communications plan in place to publicise and run the elections, which was shared with governors at their Constitution Focus Group meeting on 16 January 2020.

Appointed Governors

Also in this period, four of the Trust's appointed governors will reach the end of their terms of office on 31 May 2020, as follows:

Appointed Governor Seats	Term ends 31/5/2020
- Bristol City Council (1)	Carole Johnson
- University of Bristol (1)	Astrid Linthorst
- University of the West of England (1)	Sally Moyle
- Joint Union Committee (1)	Sophie Jenkins

Each appointing body is entitled to appoint a governor in accordance with their own process. We will therefore be approaching each organisation next month to ask them to re-appoint or to nominate a new appointment.

Induction of new governors will take place June-September 2020.

Recommendations

Members are asked to:

- **Note** the update on governor elections and appointments.

Cover report to the Council of Governors meeting to be held on 30 January 2020 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	5.5
Meeting Title	Council of Governors	Meeting Date	30/01/2020
Report Title	Annual Cycle of Business for Council of Governors		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, Director of Corporate Governance		
Freedom of Information Status		Open	

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

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

Executive Summary									
<p><u>Purpose:</u> To receive the annual schedule of business to be transacted at Council of Governors meetings for the year 2020/21. The meetings at which each business item will be transacted are highlighted in blue.</p>									
Recommendations									
<p>Governors are asked to:</p> <ul style="list-style-type: none"> Note the Annual Cycle of Business for Council of Governors meetings for 2020/21. 									
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"/>

COUNCIL OF GOVERNORS - ANNUAL BUSINESS CYCLE 2020-21							
	Sponsor	Author	Thurs 28 May 2020 (14:00-16:00, CR)	Thurs 30 Jul 2020 (14:00-16:00, CR)	Annual Members' Meeting Tues 15 Sept 2020 (5pm-7pm LT1)	Fri 27 Nov 2020 (14:00-16:00, CR)	Thurs 28 Jan 2021(14:00-16:00, CR)
Chair's Welcome and Apologies	Chair	Chair					
Declarations of Interest	Chair	Chair					
Minutes and matters arising from previous meetings	Chair	Chair					
Governors' Log of Communications	Chair	Governors					
Nominations & Appointments Committee Report	Chair	Chair					
Governor Groups Report (including reports from Quality Focus Group, Constitution Focus Group, Governors' Strategy Group and any others)	Focus Group chairs	Membership Manager					
Terms of Reference for Governor Focus Groups	Director of Corporate Governance	Membership Manager					
Holding to Account Report	Director of Corporate Governance	Membership Manager					
Update against Membership Strategy (including Membership Engagement and Governor Training and Development).	Director of Corporate Governance	Membership Manager					
Chief Executive's Report	Chief Executive	Chief Executive					
Quarterly Patient Experience and Complaints reports	Chief Nurse	Chief Nurse					
Governors' Questions to the Board of Directors	Chair	Governors					
Foundation Trust Members' Questions	Chair	FT Members					
Appointment of Lead Governor	Director of Corporate Governance	Membership Manager					
Foundation Trust Constitution review	Chair	Director of Corporate Governance					
Council of Governors Register of Interests	Director of Corporate Governance	Director of Corporate Governance					
Election and Appointment of Governors	Director of Corporate Governance	Membership Manager					
Annual Cycle of Meeting Business	Director of Corporate Governance	Membership Manager					
Governors Meeting Dates for 2021/22	Director of Corporate Governance	Director of Corporate Governance					
Appointment/Re-appointment of Non-executive Directors/Chair (ad hoc as necessary)	Chair	Director of Corporate Governance					
Annual Plan	Chief Executive	Chief Executive					
Independent Auditor's Report to the Governors on the Quality Report	Chief Nurse	Chief Nurse					
UH Bristol Quality Report	Chief Nurse	Chief Nurse					
Update on Mergers/Acquisitions/Reconfiguration/ Significant Transactions - ad hoc as necessary	Chief Executive	Chief Executive					
Major Capital Projects - ad hoc as necessary	Chief Executive	Chief Executive					
Achievement of Corporate Quality Objectives	Chief Nurse	Chief Nurse					
Presentation of the Annual Report and Accounts	Chief Executive and Director of Finance	Chief Executive and Director of Finance					
Presentation of the External Auditors Opinion on the Annual Report (Annual Audit Letter)	Chief Executive	Chief Executive					
Governors' Annual Report of Governor and Membership Activity	Lead Governor	Membership Manager					

Cover report to the Council of Governors meeting to be held on 30 January 2020 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	5.6
Meeting Title	Council of Governors	Meeting Date	30/01/2020
Report Title	Terms of Reference for Governor Focus Groups		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Sanders, Director of Corporate Governance		
Freedom of Information Status		Open	

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

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

Executive Summary									
<p><u>Purpose:</u> To receive the Terms of Reference for the Governor Focus Groups (Quality, Strategy and Constitution), and note the updated cycle of business for the three groups for 2020/21.</p>									
Recommendations									
<p>Governors are asked to:</p> <ul style="list-style-type: none"> Note the Terms of Reference for the Governor Focus Groups for 2020/21. 									
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"/>

Terms of Reference – Focus Groups for Governors

Document Data	
Corporate Entity	Council of Governors
Document Type	Terms of Reference
Document Status	Approved
Executive Lead	Trust Secretary
Document Owner	Membership Engagement Manager
Approval Authority	Chairman
Document Reference	PFGV0.9
Review Cycle	12
Next Review Date	October 2019
Estimated Reading Time	5 Minutes

Document Abstract	
<p>The Health and Social Care Act 2012 (the Act) introduces both new and changed duties for governors and directors of NHS Foundation Trusts, and makes a clear distinction between the duties and accountabilities of governors and directors.</p> <p>The Trust Board of Directors’ duty to take into account the views of the Council of Governors in its planning remains unchanged. It is the stated intention of the Chairman and Trust Board of Directors to work as closely as possible with the Council of Governors on all matters of joint interest to the Board and the Council of Governors.</p> <p>The revised annual cycle of business for the Board and Council of Governors includes new formal mechanisms to support and enable their working together.</p> <p>The purpose of the Focus Groups is to facilitate engagement with the Trust Board and governors on matters of <u>constitution</u> (including membership), <u>strategy and planning</u> (including significant transactions), and <u>reporting</u> (including quality and performance monitoring and metrics) as part of the annual cycle of business.</p> <p>Focus Group meetings are chaired by nominated Governors (Governor Chair for the Focus Group), have nominated Executive Leads, and are open to attendance by any interested governor and Non-Executive Director.</p>	

Document Change Control				
Date of Version	Version Number	Lead for Revisions	Type of Revision	Description of Revision
15 January 2013	0.1	Trust Secretary	First Draft	First Draft
3 February 2013	0.2	Trust Secretary	Draft	Draft for comment by Governor Representative
4 February 2013	0.3	Trust Secretary	Draft	Draft for comment by Chairman
5 February 2013	0.4	Trust Secretary	Version	Version for implementation
25 April 2013	0.5	Trust Secretary	Minor	Revision of Project Group titles
11 May 2015	0.6	Head of Membership & Governance	Draft	Amendments to bring Terms of Reference up to date
23 July 2015	0.7	Head of Membership & Governance	Draft	Amendments post discussion at Constitution Focus Group meeting
19 January 2017	0.8	Interim Head of Membership & Governance	Draft	Amendments post discussion at Constitution Focus Group meeting
May 2018	0.9	Membership Engagement Manager	Draft	Amendments post discussion at Constitution Focus Group meeting; minor amendments to ensure consistency of terminology used.

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1. Purpose

- 1.1 The purpose of the Governor Focus Groups is to facilitate engagement with governors on matters of:
 - (a) constitution (including membership);
 - (b) strategy and planning (including significant transactions); and,
 - (c) reporting (including quality and performance monitoring and metrics).
- 1.2 Meetings of the Focus Groups are intended to support the development of governors in their role and provide them with information in order to be able to undertake their statutory duties.
- 1.3 Meetings of the Focus Groups are part of the annual cycle of business managed on behalf of the Board by the Trust Secretariat.
- 1.4 When it is determined to be required and in exceptional circumstance, the Governor Group Chair for each group can request external advisors to attend a Focus Group meeting in order to provide Governors with additional information determined to be necessary.

2. Authority

- 2.1 The Executive Leads of Focus Groups are authorised by the Trust Chair to conduct consultation, engagement and development activities with Governors in accordance with these Terms of Reference.

3. Reporting

- 3.1 The Governor Group Chair for each Focus Group is required to provide a brief summary of activity to the Trust Secretary for reporting to the quarterly meeting of the Council of Governors. (See also 5.1)

4. Chairing

- 4.1 Focus Groups are chaired by a nominated Governor, the Governor Group Chair . In circumstances where it is not possible for the Governor Group Chair to attend, their Deputy or another Governor may Chair the meeting.

5. Membership and Attendance

- 5.1 Each Group has a Governor Group Chair who is nominated by the group as a whole at the start of the Financial Year. A Deputy Governor Group Chair can also be nominated for the year at the discretion of the group. They will link with Executive Lead/s and have involvement with the forming of the agenda for meetings.
- 5.2 There is no fixed membership for the groups; they are open to all governors to attend. This is to allow for equitable access to any of the Focus Groups by any governor.

- 5.3 The minimum number of governors required for any meetings of the Focus Groups to be considered a valid consultation or engagement activity is any four (4) governors and at least one (1) Trust representative.
- 5.4 Each Group has a non-executive director member, who is the Chair of the respective Board Committee (Quality and Outcomes, People, Audit or Finance) or their nominated representative.

6. Focus Groups Objectives

The objectives of each Focus Group are as follows:

6.1 Constitution Focus Group

- (a) The objectives of the Constitution Focus Group are to provide:
- (i) engagement with governors in drafting Constitutional changes;
 - (ii) assessment of the public, patient and staff membership profile and monitoring of recruitment initiatives;
 - (iii) engagement of governors on communications and engagement activities for Foundation Trust members;
 - (iv) ownership and oversight of the Trust's Membership Engagement and Governor Development Strategy, to include recommendations for updates to this working strategy as required;
 - (v) reflections upon updates from the Trust's Audit Committee.
- (b) The group shall be chaired by the Governor Group Chair and the nominated Executive Lead shall be the Trust Secretary.

6.2 Governors Strategy Group

- (a) The objectives of the Governors Strategy Group are to provide:
- (i) engagement with governors to develop the Annual Operational Plan;
 - (ii) engagement with governors on both the short and long term strategic plans of the Trust;
 - (iii) engagement with governors on strategic objectives and matters affecting the strategic outlook of the Trust and to contribute to the strategic direction of the organisation.
 - (iv) reflections upon updates from the Trust's Finance Committee.
- (b) The group shall be chaired by the Governor Group Chair and the Executive Lead shall be the Director of Strategy and Transformation or their duly authorised deputy.

6.3 Quality Focus Group

- (a) The objectives of the Quality Focus Group are to provide:
 - (i) engagement with governors to develop the Board’s Annual Quality Report;
 - (ii) regular support to enable governors to understand and interpret the Board Quality and Performance Report to enable governors to hold the non-executive directors to account;
 - (iii) regular support to enable governors to understand and interpret reported progress on the Trust’s Corporate Quality Objectives;
 - (iv) opportunities for input from governors on quality, (as defined by NHS Improvement), matters;
 - (v) reflections upon updates from the Trust’s Quality and Outcomes Committee and People Committee;
 - (vi) provide input into the Trust’s Quality Report and provide the statement for inclusion in the report on behalf of the Council of Governors.
- (b) The group shall be chaired by the Governor Group Chair and the Executive Lead shall be the Medical Director and/ or the Chief Nurse.

7. Secretariat Services

- 7.1 Focus Groups shall be facilitated by the Trust Secretariat, specifically the Membership & Governance Team. This shall include the scheduling of meetings dates, circulation of papers for meetings and note taking.
- 7.2 In addition to the “Reporting” requirements, as detailed at 3.1, the facilitator of each meeting shall keep notes of the meeting as a record for decisions and future plans,. These will be circulated to all attendees following each meeting.

8. Frequency of Meetings

- 8.1 The governors annual cycle of meetings will be available at the beginning of each Financial Year from the Trust Secretariat. An overview of the standing items for each meeting is available as Appendix 1.
- 8.2 Additional meetings will be scheduled as required in agreement by the Governor Group Chair and Executive Lead for each group.

Appendix 1: PROJECT FOCUS GROUPS - ANNUAL BUSINESS CYCLE 20-21

		Lead	May 20	Jul-20	Nov 20	Mar-21
CONSTITUTION						
Membership Strategy – update on progress	Membership Manager					
Governor elections	Membership Manager					
Lead governor role review	Membership Manager					
Annual Members Meeting	Membership Manager					
Health Matters events programme	Membership Manager					
Review of the Trust Constitution, Governor Code of Conduct	Membership Manager					
Audit Committee Chair's Report	Non-executive Director					
Youth Involvement Group update	Young Persons Involvement Worker					
Focus Group Terms of Reference and Business Cycle review	Membership Manager					
Annual Membership Representation Report	Membership Manager					
Appointment of Focus Group Chair/Deputy	Membership Manager					

		Lead	May-20	Jul-20	Sep-20	Nov-20	Jan-21	Mar-21
QUALITY								
Review of Corporate Quality Objectives - Quarterly	Chief Nurse							
Quality and Outcomes Committee and People Committee Chairs' Reports	Non-executive Director							
Quality and Performance Report	Chief Operating Officer							
Selection of audit indicator for Quality Report and governor input into Quality Report	Chief Nurse							
Staff survey results	Director of People							
National inpatient survey results	Chief Nurse							
Annual complaints report	Chief Nurse							
<u>Quarterly</u> Diversity and Inclusion progress report	Director of People							
Patient Experience Group/Carers' Strategy Group Update (ad hoc depending on PEG/Carers' Group meeting dates)	Nominated governor							
Governors' Log of Communications - six month look back	Membership Manager							
Appointment of Focus Group Chair/Deputy	Membership Manager							

Terms of Reference – Focus Groups for Governors

Lead	May 20	Sep-20	Dec-20	Mar-21
STRATEGY				
Review of progress against the Trust's corporate strategic objectives	Director of Strategy & Transformation			
Operational Plan (either December or March depending on timing)	Director of Finance			
Strategic capital investments update	Director of Strategy & Transformation			
Partnership updates (Healthier Together/STP etc)	Director of Strategy & Transformation			
Weston merger implementation progress update	Director of Strategy & Transformation			
Finance Committee Chair's Report	Non-executive Director			
IDEA Group governor report (ad hoc depending on IDEA meetings)	Nominated governor			
Appointment of Focus Group Chair/Deputy	Membership Manager			

Cover report to the Council of Governors meeting to be held on 30 January 2020 at 14:00 in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU

		Agenda Item	5.7
Meeting Title	Council of Governors	Meeting Date	30/01/2020
Report Title	Governors' Log of Communications		
Author	Kate Hanlon, Membership Engagement Manager		
Executive Lead	Eric Saunders, Director of Corporate Governance		
Freedom of Information Status		Open	

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

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

Executive Summary
<p>Purpose: The 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**

230 Martin Rose

Theme: Hospital televisions**Source:** From Constituency/ Members**Query** **29/11/2019**

At a recent Trust event, I heard from a member of the public who was concerned about the televisions provided at patient beds for patients to use during their stay on our wards.

Unfortunately, it appears that a significant number of them do not function and patients are left with no television, which is particularly hard for those who don't receive many visitors or other stimulation.

I understand that the company who was maintaining the television sets has since gone into administration and this may have left us with no maintenance contract and a number of faulty televisions. Is this the case, and if so, what is being done about it?

Division: Trust-wide**Executive Lead:** *Director of Finance***Response requested:** 13/12/2019**Response** **09/12/2019**

Currently the Trust's adult inpatient beds are served by two separate patient entertainment systems. The Trust owns, operates and maintains the system in the Bristol Heart Institute, Bristol Haematology and Oncology Centre, the Bristol Eye Hospital and within the new ward block at the Bristol Royal Infirmary. This system is fully operational.

The company supplying the patient entertainment systems within the Bristol Royal Infirmary's Queens Building and at St Michael's Hospital has told the Trust it can no longer fulfil its contract to operate and maintain the system. UH Bristol is currently working to seek to resolve this situation.

Status: *Closed*