

AGENDA ITEM 03

GLOUCESTERSHIRE HEALTH AND CARE NHS FOUNDATION TRUST
COUNCIL OF GOVERNORS MEETING

Wednesday 8 September 2021

Held via Microsoft Teams

PRESENT:	Ingrid Barker (Chair)	Nic Matthews	Chris Witham
	Graham Hewitt	Ruth McShane	Laura Bailey
	Katherine Stratton	Said Hansdot	Mervyn Dawe
	Julie Clatworthy	Sarah Nicholson	Andy Holness

IN ATTENDANCE: Sandra Betney, Director of Finance/Deputy Chief Executive
Marcia Gallagher, Non-Executive Director
Anna Hilditch, Assistant Trust Secretary
Jan Marriott, Non-Executive Director
Kate Nelmes, Head of Communications
Lavinia Rowsell, Head of Corporate Governance & Trust Secretary
Graham Russell, Non-Executive Director/Deputy Chair
Neil Savage, Director of HR & OD
Gillian Steels, Trust Secretary Advisor (from Item 10)
John Trevains, Director of Nursing, Therapies and Quality

1. WELCOMES AND APOLOGIES

- 1.1 Apologies were received from the following Governors: Kizzy Kukreja, Juanita Paris, Dan Brookes, Tracey Thomas, Katie Clark, Rebecca Halifax and Jenny Hincks. Karen Bennett did not attend the meeting.
- 1.2 Apologies were received from the following Non-Executive Directors: Maria Bond, Steve Alvis, Steve Brittan and Sumita Hutchison. Apologies for the meeting had also been received from Paul Roberts, Chief Executive.
- 1.3 Ingrid Barker welcomed Andy Holness to his first Council meeting since his appointment as a Public Governor for Tewkesbury on 15th July.
- 1.4 Ingrid Barker informed the Council that June Hennell, Public Governor for Stroud had sadly tendered her resignation from the Council on 31 August due to ill health. Ingrid had written to June to send her best wishes, and to thank her for her commitment and for sharing her experience, expertise and passion with the Council over the past 2 years.
- 1.5 It was noted that Maria Bond, Non-Executive Director would be coming to the end of her term of office on 30 September. Sadly, Maria had been unable to attend today's meeting, but the Council expressed its thanks to Maria for her work and commitment to GHC, and its predecessor Trust together over the past 5 years.

2. DECLARATIONS OF INTEREST

- 2.1 There were no new declarations of interest.

3. MINUTES OF THE PREVIOUS MEETING

- 3.1 The minutes from the previous meeting held on 14 July 2021 were agreed as a correct record.

4. MATTERS ARISING AND ACTION POINTS

- 4.1 The actions from the previous meeting were either complete, on-going or included on this meeting's agenda.
- 4.2 Mervyn Dawe expressed his apologies that he had been unable to attend the previous meeting in July due to personal circumstances; however, he made reference to the presentation that had been received by the Council relating to Out of Area Placements. He said that he would have welcomed a written report, rather than a verbal update as it was difficult to know exactly what had been discussed. From the minutes of the meeting, he said that there were a number of areas that still concerned him and that he felt had not been fully addressed. It was agreed that Mervyn would provide a list of those things that he wished to receive assurance on, to be passed on to James Wright and Leon Meek for action, via Anna Hilditch.
- ACTION**

5. CHAIR'S REPORT

- 5.1 The Council received the Chair's Report, which outlined the key activities of the Trust Chair and Non-Executive Directors up to July 2021. It was noted that this report had also been presented to the Trust Board at its meeting on 29th July.
- 5.2 As noted earlier in the meeting, Maria Bond's term of office would come to an end on 30 September. The Council of Governors approved the appointment of Clive Chadhani as a Non-Executive Director, and he would be commencing in post on 1 October. Ingrid Barker informed the Council that the NEDs continued to meet monthly, and that these meetings had been helpful check in sessions as well as enabling us to consider future plans and reflect on any changes we need to put in place to continuously improve the way we operate. In light of the recent NED changes, and changes in Board Committee membership, it was noted that the NED portfolios would be updated and amended accordingly. Governors would receive the updated NED portfolios once confirmed. **ACTION**
- 5.3 Ingrid Barker was pleased to announce that the Chair and NED quality visits had now resumed. These visits to Trust sites and services had to be put on hold throughout the pandemic. However, with restrictions now easing a schedule of formal in person visits for the Chair and NEDs was now taking place and the outcomes would be reported to the Board, via the Quality Committee.
- 5.4 The Council noted that Ingrid Barker had recently been invited to be a Member of the NHS Executive Search Chair and Chief Executive Advisory Board and attended its inaugural meeting on 9th July. In response to a query from Nic Matthews, Ingrid Barker advised that the NHS was not very diverse, and historically there were few senior leaders in the NHS from ethnic minorities or other protected characteristics. The Advisory Board worked to provide development and support to potential applicants from this wider group. Neil Savage informed the Council that GHC had launched a new development programme called Flourish for colleagues on Bands 4-7 and one of the programmes focussed on protected characteristics.
- 5.5 Ingrid Barker informed the Council that it continued to be a very busy time but that her report demonstrated that some great work was taking place, both within GHC and the wider system.

6. CHIEF EXECUTIVE'S REPORT

- 6.1 Sandra Betney provided the Council with a verbal update on key news and developments.

- 6.2 The Trust had successfully appointed a new Chief Operating Officer, David Noyes. David was a very experienced COO and the Trust was looking forward to welcoming him into post early in the new year.
- 6.3 Some big capital projects had recently been approved by the Board and were due to get underway shortly. These included refurbishment works at Southgate Moorings in Gloucester (Dental Services) and Stroud Hospital MIIU and Jubilee Ward. Sandra Betney informed the Council that the Stroud League of Friends had offered huge support for the Stroud scheme.
- 6.4 It was noted that Covid measures were still in place across GHC, with Covid Secure environment guidance in place to ensure that our buildings remain secure. Sandra Betney said that GHC wished to be cautious with regard to lifting restrictions to ensure that both patients and staff were safe. She said that this was putting pressure on people as there was a disconnect between work and personal life where more restrictions had been lifted. Discussions were continuing to look at post-Covid working arrangements.
- 6.5 There remained huge pressures in the system, with an upsurge in demand for services. There was a knock-on impact on system flow with people discharged from the acute trust, into community hospitals with GHC and onwards into the social care system where delays were being seen. An increase in demand for mental health services was highlighted, as well as eating disorder services which could be seen at both GHC and Gloucestershire Hospital's Trust. Sandra Betney said that there was a real focus on recovery currently, with a huge amount of work taking place with operational services at GHC to review each service provided. It was noted that the Trust was also working in a challenging financial environment with funding only agreed for the first 6 months of the year (H1). It was expected that guidance for the latter half of 2021/22 (H2) would be issued at the end of September. A lot of close system working would be taking place.
- 6.6 Nic Matthews referred to the MH pressures in the system, which had also been highlighted in the Governor Dashboard report and asked for further information about the position at Wotton Lawn. Neil Savage said that the pressures at Wotton Lawn were in the main related to workforce/recruitment challenges and the supply of staff. A Task and Finish Group had been set up and a work plan was in place which had executive oversight. A Mental Health Admission and Discharge pathway group had also been set up to ensure robust monitoring of the flow of patients.
- 6.7 Graham Hewitt noted the staffing pressures at Wotton Lawn and asked whether GHC had a high turnover rate and how this compared with other Trusts. Neil Savage advised that the Trust's turnover rate remained consistent and was in line with other Trusts such as AWP and Worcestershire. There were hot spots where rates were higher, and these areas were being monitored. Neil Savage advised that this did not link to the current appraisal performance, noting that performance for appraisals and statutory training were slightly below target. Both of these areas were currently in recovery following Covid and recovery plans were in place. Statutory and Mandatory training stood at 89% against a target of 90% so improvements were being seen. The Council was asked to note that a new Board Committee had been set up – the Great Place to Work Committee – and this would focus purely on workforce and our people, with the ambition of supporting GHC to be an outstanding employer.
- 6.8 Chris Witham noted the generous support that had been offered from the Stroud League of Friends for the Stroud Hospital refurbishment works. He referred to the Governor Dashboard and the summary provided from the last Charitable Funds Committee meeting and suggested that it would be helpful for Governors to gain a

better understanding on how Charitable Funds were used, particularly those that had been allocated from NHS Charities Together during Covid. Sandra Betney explained that Charitable Funds were used to purchase things that were classed as “above and beyond” those expected to be funded and provided for out of budgets. This would normally include things such as specialist equipment or garden furniture. It was agreed that it would be helpful to provide further information for Governors on all Charitable Funds and how these were used, and it was suggested that this could be tied in with the next Holding to Account presentation in November, with Sumita Hutchison, Chair of the Charitable Funds Committee being invited. **ACTION**

7. MEMBERSHIP UPDATE REPORT

- 7.1 The Council received this report which provided an update on Trust membership activity and statistics for the period up to 1 September 2021.
- 7.2 An overview of Trust membership was presented and included a breakdown of public members by constituency, ethnicity, disability and age profile. The Council was asked to note that public membership data had remained relatively static over the past 12-18 months, with little change in the statistics month on month. As of 1 September 2021, the Trust had 5944 Public members, of which 4991 were in Gloucestershire. Of these public members, 2580 receive communication from the Trust via Email.
- 7.3 It was noted that the Membership & Engagement Committee had been closely monitoring progress with the Membership & Engagement Strategy action plan at its meetings. Good progress was being made on all actions, with many of these now complete.
- 7.4 Anna Hilditch advised that managing Covid and the restrictions that have been in place over the past 18 months it had been difficult to carry out our regular engagement events. This was reflected in the earlier observation that public membership had remained static during this time. However, as restrictions start to ease, the Trust is starting to participate in events across the county and a monthly schedule of all planned Trust engagement opportunities was now being produced and shared with Governors. Governors were encouraged to attend these events alongside our Strategy and Partnership Team colleagues to promote Trust membership. An engagement pack had been produced to assist Governors in attending events and engaging with prospective members.
- 7.5 Graham Hewitt said that he had attended an event at Cirencester College. He said that he had welcomed this opportunity. In terms of feedback for future events, Graham said that the Trust might like to consider improved signage, such as banners at its stands as it had not been clear that this was an NHS stand. He also suggested that it would be helpful for Governors to receive a diagram setting out the NHS organisations in Gloucestershire, and how these fit together. **ACTION**

8. GOVERNOR ENGAGEMENT AND PRE-MEETING REPORT

- 8.1 Chris Witham, Lead Governor provided some feedback on discussions that had taken place at the Governor pre-meeting. He said that the Governors had welcomed the Governor Dashboard which would be discussed further later in the meeting.
- 8.2 The Governors had expressed their collective appreciation and thanks to Trust colleagues for all of the work that was taking place. There were a lot of tired people doing some fantastic work, ensuring that the Trust could continue to provide good care and services and this huge effort was recognised by Governors.

9. GOVERNOR DASHBOARD

- 9.1 As part of the Governors Review and Refresh work that took place in 2020/21, it was agreed that a Dashboard would be produced for Governors. The purpose of this dashboard was to provide a high-level overview on the performance of the Trust through the work of the Board and Committees, with particular focus on the core responsibilities of governors in holding the NEDs to account for the performance of the Board.
- 9.2 The dashboard provides a high-level snapshot to ensure governors have an ongoing sense of how the Trust is performing. This includes key Trust statistics, the achievement of Trust targets, and a summary of the business discussed at the Board and its Committees. The dashboard was designed to be easy to navigate, at the same time ensuring that Governors are not overwhelmed with data. Information is already available to Governors via public Board papers on the full range of Quality and Performance indicators, so this dashboard was not designed to duplicate this information, simply to highlight some of the key measures that Governors may wish to take assurance from.
- 9.3 Graham Hewitt said he found the dashboard extremely useful and would help to highlight the key issues for Governors to focus on. With regard to the Quality measures, Graham suggested that an additional measure looking at Complaints and the number resolved within the period might be helpful to include. **ACTION**
- 9.4 Mervyn Dawe felt that the dashboard was very useful. He asked about the target set for statutory and mandatory training compliance and queried why this target was not set at 100%. Neil Savage advised that the target for training was 90% as the Trust needed to factor in things such as turnover, sickness and maternity leave. As discussed earlier in the meeting, Neil noted that the Trust was still in the recovery phase. The Trust continued to operate under Covid Secure Environment guidelines, and it had not been possible to provide the level and frequency of training as pre-Covid. However, good progress was being made, with compliance at 89% currently.
- 9.5 Julie Clatworthy said that dashboard was a great development which provided very helpful headlines for Governors. She suggested that it might be helpful to include information in future editions on the Trust's recovery programme and also on vaccination statistics. **ACTION**
- 9.6 Nic Matthews also welcomed the dashboard, noting that this was really helpful by way of giving Governors a snapshot of performance. He supported the decision not to duplicate information, instead offering signposting to the Quality Dashboard and Performance Report by way of reducing the number of papers received by Governors. Nic Matthews asked whether it might be sensible to develop a tracker to ensure that Governors remained sighted on those longer-term issues which may be identified. **ACTION**

10. HOLDING TO ACCOUNT PRESENTATION

- 10.1 The Council received a HTA presentation from Marcia Gallagher, Senior Independent Director (SID) and Chair of the Audit & Assurance Committee. The presentation provided Governors with an overview of the purpose of the Committee, the key ways of working, those things that had worked well and a summary of the areas where development was underway.
- 10.2 The Audit & Assurance Committee was a statutory committee. The purpose of the Committee is to provide the Board with a means of independent and objective review of financial and corporate governance assurance processes and risk management

across the whole of the Trust's activities both generally and in support of the Annual Governance Statement. Marcia had been chairing the Audit & Assurance Committee since 2016 (2gether).

- 10.3 Marcia Gallagher set out the key role and duties of the Audit Committee. In addition to those roles expected of a Committee Chair, Marcia's role as Audit Chair also included:
- Requirement to act as the key contact point for all auditors (internal and external) if they suspect any impropriety
 - Authority to approve waivers outside of formal Committee meetings, where required, and providing appropriate challenge to the Director of Finance on these
 - Have the ability as a qualified accountant to ask questions and to seek assurance on more technical financial implications/decisions
 - Play a lead role in the evaluation of the External Audit performance
- 10.4 Mervyn Dawe said that he really appreciated the role played by Marcia Gallagher and Sandra Betney, Director of Finance. He noted that Marcia had the authority to sign waivers outside formal meetings and he asked whether there had ever been a conflict with that and if there was a process to follow if an issue did arise. Marcia Gallagher said that there could be a difference of opinion and she had refused to authorise waivers previously. On these occasions she had met with Sandra Betney to discuss the reasons, and further information/assurance was then sought and provided. Marcia said that it was her prerogative as Chair of the Audit Committee to challenge decisions and to request further work or information if it was felt it was required. Marcia Gallagher informed the Council that she was fortunate to have a very good and effective working relationship with Sandra Betney and it was unlikely that any major conflicts would arise.
- 10.5 Mervyn Dawe made reference to government funding for the NHS. Sandra Betney said that no confirmation had been received nationally as to where the 3% pay rise would be funded from; however, Trusts had been advised not to include the impact of this in their accounts as it would be funded centrally. She noted however that it was interesting that the percentage pay rise was the same as the percentage of efficiency savings being request from Trusts.
- 10.6 Graham Hewitt expressed his thanks to Marcia Gallagher and Sandra Betney for leading the recent Governor session on the Annual Report and Accounts. He said that this briefing had provided good assurance on the Trust's management of the financial accounts.
- 10.7 The Council noted that the Trust had a good working relationship with KPMG, the current external auditors, who had been with the Trust since the merger in October 2019, and prior to this with the predecessor organisations. Marcia Gallagher advised that an effectiveness review was carried out annually on the external auditors, a process that she led as Chair. Evaluation of the external audit function on a regular basis is considered good practice and is recommended to NHS audit committees in the Healthcare Financial Management Association's NHS Audit Committee Handbook. Benchmarking data gathered last year on external audit fees paid to other NHS Trusts suggested that the fee charged by the external auditors was in line with comparable organisations. Marcia Gallagher advised that this was the last year of the current external audit contract. The market for external audit was complex and the increasing requirements placed on Auditors by the regulator has had the effect of reducing the available pool of auditors. It is proposed that market exploration will commence in October 2021 with a decision to tender taken by the Council of Governors at its meeting in November 2021 with a view to a new contract commencing in April 2022.

- 10.8 Marcia Gallagher informed the Council that the Audit Committee received and discussed the internal audit work plan annually. This work plan of audits to be conducted during the year was developed focussing on those areas identified by GHC as requiring improvement or development. The Trust, and the Audit Committee was always looking to strengthen assurance mechanisms.
- 10.9 The Council of Governors thanked Marcia for her presentation and for providing robust assurance on the role of the Audit & Assurance Committee and the processes in place to ensure organisational compliance.
- 10.10 It was noted that there had been a number of apologies received for today's meeting so a copy of the recording from this meeting could be made available to anyone who wished to hear the Holding to Account presentation in full.

11. COUNCIL OF GOVERNOR MEMBERSHIP AND ELECTION UPDATE

- 11.1 The Council received and noted this report which provided an update on changes to the membership of the Council of Governors and an update on progress with Governor elections.
- 11.2 Mervyn Dawe noted the Public Governor vacancy in Stroud following June Hennell's departure. He asked whether consideration could be given to advertising both Stroud positions at the same time, noting that his term would end in June 2022 and by carrying out the process now it could save the Trust some money. Mervyn was thanked for this useful suggestion, and it was agreed that this would be considered depending on when the election process commenced. **ACTION**

12. GOVERNOR ACTIVITY UPDATE

- 12.1 There were no further updates provided.

13. ANY OTHER BUSINESS

- 13.1 Ingrid Barker informed the Council that Gill Morgan, Chair Designate for Gloucestershire ICS would be attending and presenting to Governors at the next meeting in November.
- 13.2 Mervyn Dawe asked about GHCs involvement around ME care, and also whether there was a team offering transgender support. These questions would be considered further outside the meeting. **ACTION**

14. DATE OF NEXT MEETING

- 14.1 The next meeting would take place on Wednesday 10 November 2021 at 2.00pm.

COUNCIL OF GOVERNORS ACTIONS

Item	Action	Lead	Progress
12 May 2021			
9.1	Consideration be given to providing Governors Public Governors with email addresses for correspondence	Anna Hilditch	Complete
8 September 2021			
4.2	Mervyn Dawe would provide a list of those things relating to OAA Placements that he wished to receive further assurance on, to be passed to James Wright and Leon Meek for action, via Anna Hilditch	Mervyn Dawe	Complete
5.2	Governors would receive the updated NED portfolios once confirmed.	Anna Hilditch	Complete. See App 1 of Chair's Report.
6.8	Further information to be provided for Governors on Charitable Funds and how these were used. This would be tied in with the next Holding to Account presentation in November, with Sumita Hutchison, Chair of the Charitable Funds Committee being invited.	Anna Hilditch	Complete. Charitable Funds presentation and HTA session taking place at November Council meeting
7.5	It would be helpful for Governors to receive a diagram setting out the NHS organisations in Gloucestershire, and how these fit together.	Anna Hilditch	Ongoing.
9	Additions to Governor Dashboard: <ul style="list-style-type: none"> Complaints and the number resolved within the period Update on Recovery programme Vaccination statistics 	Anna Hilditch	Complete. Now included in Governor Dashboard
9.6	Look to develop a tracker alongside the dashboard to ensure that Governors remained sighted on those longer-term issues which may be identified.	Anna Hilditch	Ongoing development
11.2	Consideration would be given to advertising both Stroud Governor positions at the same time, noting that Mervyn's term would end in June 2022 and by carrying out the process now it could save the Trust some money.	Anna Hilditch	Complete. See update in Council Membership & Election report on agenda
13.2	Mervyn Dawe asked about GHCs involvement around ME care, and whether there was a team offering transgender support. These questions would be considered further outside the meeting.	Anna Hilditch	Complete.