

**GLOUCESTERSHIRE HEALTH AND CARE NHS FOUNDATION TRUST
COUNCIL OF GOVERNORS MEETING**

Wednesday 12 May 2021

Held via Microsoft Teams

PRESENT:	Ingrid Barker (Chair)	Nic Matthews	Sarah Nicholson
	Katie Clark	Jo Smith	Mervyn Dawe
	Chris Witham	Graham Hewitt	Tracey Thomas
	Ruth McShane	June Hennell	Anneka Newman
	Laura Bailey	Karen Bennett	Alison Feher
	Kizzy Kukreja	Katherine Stratton	

IN ATTENDANCE: Graham Russell, Non-Executive Director/Deputy Chair
 Marcia Gallagher, Non-Executive Director
 Maria Bond, Non-Executive Director
 Steve Brittan, Non-Executive Director
 Sumita Hutchison, Non-Executive Director
 Jan Marriott, Non-Executive Director
 Paul Roberts, Chief Executive
 Neil Savage, Director of HR & OD
 Lavinia Rowsell, Head of Corporate Governance & Trust Secretary
 Anna Hilditch, Assistant Trust Secretary
 Gillian Steels, Trust Secretary Advisor
 Kate Nelmes, Head of Communications
 Sandra Betney, Director of Finance (From Item 18)
 John Trevains, Director of Nursing, Therapies and Quality (Item 12)

1. WELCOMES AND APOLOGIES

- 1.1 Apologies were received from Brian Robinson, Anne Roberts, Dan Brookes, Juanita Paris, Said Hansdot, Jenny Hincks and Julie Clatworthy. Apologies were also received from Steve Alvis, Non-Executive Director.
- 1.2 Ingrid Barker welcomed everyone to the meeting. It was noted that this would be Alison Feher's last Council meeting as she would be standing down as a Staff Governor on 31 May 2021. Ingrid Barker led the Council in expressing thanks to Alison for her contribution over the last 3 years.
- 1.3 Since the last meeting of the Council, it was noted that Dawn Rooke, Public Governor for the Forest had tendered her resignation. Following a recent Governor election, the Council noted that a new Public Governor for Tewkesbury had been appointed to replace Josephine Smith when her final term ended on 14 July. An election was still underway for the Health & Social Care Professions staff group, with the results being known on 31 May.

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 10 March 2021 were agreed as a correct record, subject to a small addition at 6.10 to state that Governors had also

expressed their concerns regarding the proposed 1% national pay uplift for NHS staff.

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 informed the Council that he was liaising with James Wright about the production of a report for Governors offering assurance around Out of Area placements. It was planned that a full report would be presented to the Council at its next formal meeting.

5. MEETING EVALUATION AND FEEDBACK

- 5.1 The Council received the collated evaluation and feedback received from the previous meeting in March. Ingrid Barker thanked Governor colleagues for their helpful and valuable feedback, advising that all feedback would be reviewed, and the learning taken on board for future meetings.

6. CHAIR'S REPORT

- 6.1 The Council received the Chair's Activity Report. It was noted that this report had been written and presented to the Trust Board at their 31 March meeting and was presented to the Council for information and reference. This report and its content were noted.

7. CHIEF EXECUTIVE'S REPORT

- 7.1 Paul Roberts, Chief Executive presented a verbal report to the Council.
- 7.2 The Council noted that this continued to be a very busy time operationally. There had been a huge reduction in Covid infection rates and the number of Covid patients in the system had also reduced. GHC currently had no Covid inpatients however community beds continued to care for those in recovery.
- 7.3 GHC had now lifted its strong visiting restrictions with hospitals operating under Covid Secure Environment regulations.
- 7.4 GHC runs 96 services, and all services were now back up and running fully with a few high-profile exceptions, including the Vale MIIU which would re-open in the summer. Innovation and the use of technology had come to the fore during the pandemic and the Trust would continue some of this practice going forward, looking at a blended approach of face-to-face and digital solutions.
- 7.5 GHC had been very involved in the mass vaccination programme, with the Trust's focus being on frontline staff and supporting the Primary Care Networks (PCN) to vaccinate patients. GHC had also focused on the homeless, the travelling community and ethnic minorities as it was important to ensure equitable access to all communities. Mervyn Dawe said it was good to see the work being carried out to ensure that vaccinations were promoted and made available to all communities and asked whether there were any specific groups that had been identified where more work was needed to promote the vaccinations. Paul Roberts said that a number of communities had been identified and the Trust and its partners were working closely with community and faith leaders to get specific communications out, as well as setting up roving vaccination clinics to make access available to as many people as possible. There had also been a lower uptake of the vaccine from younger people.

- 7.6 Paul Roberts advised that the Trust was currently finalising its Business Plans for 2021/22. He said that there was good investment in mental health services this year, and a key focus on frailty and complex care at home services. The Council noted that staffing and the ability to recruit qualified staff remained a real challenge. There had been Inpatient and Community nursing shortages before Covid hit, and the Trust had been able to adapt with different working models during Covid, but there was a real need to review the staffing models as demand for services was increasing. Neil Savage advised that the Trust was in discussion with system partners to look at developing system wide recruitment programmes.
- 7.7 The Council was informed that the Trust Strategy had now been officially launched and Governor colleagues were thanked for their input during the development of this.

8. MEMBERSHIP UPDATE REPORT

- 8.1 The purpose of this report was to provide an update on Trust membership, including progress with the Membership & Engagement Strategy action plan.
- 8.2 The Trust's Membership & Engagement Strategy was approved at the March Council of Governors meeting. This was subsequently approved by the Trust Board at their meeting on 31 March. The associated action plan is progressing well, and this will be monitored and reviewed by the Governors Membership & Engagement Committee, the next meeting of which will take place on 23 June.
- 8.3 The Council received an overview of Public membership statistics, which included a breakdown by constituency, ethnicity, disability and age profile. As of 6 May 2021, the Trust had 5926 Public members, of which 4971 were in Gloucestershire. The last membership report received by the Council in November reported the total number of Public members at 6096, of which 5110 were in Gloucestershire. This represents an overall reduction in Public members of 170.
- 8.4 Work to develop and increase the functionality of the Trust's in-house membership database has taken place, and as of 1 March 2021 it is now possible to accurately see how many Public members join and how many leave the Trust each month. A record is also kept of those members leaving the Trust to get an understanding about the reasons why people no longer wish to remain as a Trust member.
- 8.5 Laura Bailey noted that there was a much higher percentage of woman signed up as public members than men. Anna Hilditch advised that this had always been the case, however, the Membership & Engagement Strategy had identified this as a key focus point so further work would be taking place to review this and to encourage more men to join as members.

9. FEEDBACK FROM GOVERNOR PRE-MEETING

- 9.1 The Council received a summary of the key items discussed at the earlier pre-meeting, which included:
- Discussed the new Public Governor/NED/Strategy and Partnership Team pairings and the need to consider how links with the staff Governors could be developed
 - Provided feedback and comment on the first draft of the Governor Dashboard
 - Discussed the Holding to Account presentations and how to get the most out of these sessions, noting that the information provided to Governors in advance did not provide enough detail to form effective questions and challenge in advance.
 - Asked that consideration be given to providing Governors, particularly Public Governors with ID badges and Trust email addresses for correspondence.

- 9.2 Ingrid Barker said that she really welcomed the feedback around the HTA process, agreeing that this was an important element of the Governor role which would evolve over time. It was agreed that action would be carried out to provide ID badges for Trust Governors and the suggestion of Trust email addresses would be explored further.
- ACTION**

10. REPORT FROM THE NOMINATIONS AND REMUNERATION COMMITTEE

- 10.1 Chris Witham, Lead Governor presented this report to the Council, summarising the key business conducted at the meeting of the Nominations and Remuneration Committee held on 28 April. He provided strong assurance to the Council that the Committee ensured best practice that was in line with national guidance.
- 10.2 The Committee received a report setting out a recommendation for the reappointment of Jan Marriott whose first term of office would come to an end on 30 September 2021. As set out in the Trust's Standing Orders, Jan was eligible to be re-appointed for a further 3-year term. In considering its decision, the Nominations and Remuneration Committee received a review of Jan's experience, performance and attendance during 2020/21. It was noted that Jan had received a positive appraisal and had a very good attendance record at Trust Board and Committee meetings. The Committee considered this report and was happy to recommend to the Council of Governors that Jan Marriott be reappointed for a period of 3 years, beginning on 1 October 2021. **The Council of Governors approved this recommendation.**
- 10.3 At the February meeting of the Nominations and Remuneration Committee a report was presented setting out the process and timeline for both the Chair and Non-Executive Director appraisals for 2020/21. It was proposed that these processes would both be carried out during March/April, with the outcome being reported to the April meeting of the Nominations and Remuneration Committee. The Committee noted at the previous meeting that NHS England/Improvement (NHSEI) had advised that they would be issuing revised guidance, specifically related to the Trust Chair appraisal process. It was therefore proposed that the process for seeking multisource feedback from external stakeholders and partner organisations would be paused until this new guidance was received. Despite this delay, the Committee supported the decision for the Trust to proceed with its internal systems for seeking feedback, self-assessment and objective setting. The revised guidance was received on Friday 9th April. This was reviewed, and no fundamental changes to the appraisal process were identified. A decision was made that the Trust would proceed with seeking external feedback as part of the Chair's appraisal. Considering this delay, it was agreed as sensible that the outcome of both the Chair and the NED appraisal processes be delayed until the June meeting of the Nominations and Remuneration Committee to allow sufficient time to receive and evaluate this valuable external feedback. The Committee had supported this proposal.
- 10.4 The Committee received a report which provided an update on changes to the membership of the Council of Governors and an update on progress with Governor elections.
- 10.5 The Health and Social Care Act requires that Trusts ensure that all Executive and Non-Executive Director positions are filled by people that meet the requirements of the Fit and Proper Persons Regulations. In line with the legislation, an annual process for monitoring and reviewing the ongoing fitness of existing directors to ensure that they remain fit for their role, had been undertaken. All Directors have been asked to complete a FPPT self-declaration and annual conflicts of interest return. In addition, the Trust Secretariat has checked the insolvency register and register of disqualified Directors. The declarations register was presented to the

Committee for information. It was noted that there were no issues to be brought to the attention of the Committee following the checks.

- 10.6 The Nominations and Remuneration Committee received an update on progress and current timelines for the recruitment for a Non-Executive Director. The Committee received an update on potential candidate numbers and contacts made so far. The Committee also received the updated recruitment timeframe, noting that it was proposed to have a preferred candidate identified for approval by 14th July Council of Governors meeting.

11. NON-EXECUTIVE DIRECTOR PORTFOLIOS

- 11.1 The purpose of this report was to provide the Council with an annual update on the key roles and responsibilities of the Non-Executive Directors, including chairing arrangements, statutory roles and locality focus. This item was for information.
- 11.2 Ingrid Barker advised that a review of the Trust's governance structure was taking place and it was likely that a number of changes would be made to the NED portfolios in light of this, in particular around Committee membership and chairing. Once this process was complete an updated portfolio would be recirculated to Governors for information.

12. HOLDING TO ACCOUNT SESSION

- 12.1 The Council received a HTA presentation from Maria Bond, NED and Chair of the Quality 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.
- 12.2 The Quality Committee look at three areas which are nationally mandated: Patient Experience, Patient Safety and Patient Outcomes.
- 12.3 Maria Bond informed the Governors that a recent meeting of the Audit & Assurance Committee received the Internal Audit Plan for 2021/22 and it was agreed that stronger links were needed with the Quality Committee around clinical audits. The receipt of the annual Clinical Audit plan has now been built into the Audit Committee schedule, once received and signed off at Quality.
- 12.4 Pressure ulcers has been a long-standing issue for the Trust and the Quality Committee requested a "deep dive" to be able to gain better assurance on the work taking place to address this. A detailed analysis was presented to the Committee with real data and provided a real understanding of the issues and the specific areas where GHC could improve. Discussions also took place about how we can work as a wider system.
- 12.5 There had been a dip in the performance of complaints and the timeliness of responses to complainants. Assurance was sought on this. A number of team members had been redeployed during Covid and since returning to the team performance had improved. However, the Quality Committee requested more granularity to be able to review the underlying performance.
- 12.6 The Quality Committee receive the Quality Dashboard at each of its meetings. This is a dynamic document and during Covid, specific Covid measures and monitoring indicators were added to include PPE and vaccination rates. Work was now underway to streamline this data into business as usual reporting. The Quality Dashboard includes data on services with agreed key performance indicators (KPIs); however, it

also maintains a focus on those areas without KPIs to ensure nothing is overlooked. A key focus area is identified for presentation at each meeting.

- 12.7 Maria Bond said that the Trust was performing well overall in its Friends and Family Test (FFT) results which was excellent. However, she was interested in drilling down into this performance to look at whether there were any areas that were not performing as well and whether any improvements were needed. Further analysis of the FFT results has now been provided for the Committee. Maria said that it was very important to not simply accept the information presented at the Committee and that asking for further analysis to seek greater assurance was key.
- 12.8 It was noted that an Expert by Experience attended each meeting of the Quality Committee, and this was an excellent opportunity to get feedback and to ensure that the focus was on what matters to the patients. The Committee focused on outcome measures – people may receive an appointment within a specified timeframe, but it was important to focus on the outcome of those appointments.
- 12.9 The Committee receives a Clinical presentation at every meeting. These presentations take time out to look at those areas of the Trust and specific services that were performing well, but more importantly also focussed on areas requiring more attention.
- 12.10 Maria Bond closed her presentation by expressing her thanks to June Hennell and Josephine Smith for their attendance and participation as Governor observers at the Quality Committee up to April 2021.
- 12.11 Graham Hewitt said that it was good to hear that the Committee maintained a focus on all services, regardless of KPIs. He also welcomed knowing that the Committee had sought additional assurance on the feedback received from services to help identify areas requiring more focus.
- 12.12 Graham Hewitt asked whether there had been any key changes in clinical practice due to Covid. John Trevains, Director of Nursing, Therapies and Quality advised that it had been vital to continue quality monitoring processes during Covid and noted that only 1 Quality Committee had been cancelled during the year. The increased use of virtual appointments and consultations had been great, however, consideration about the increased risks around safeguarding needed to be managed, for example health visiting services where it was not possible to fully see or assess the home environment. It was noted that health visiting and children's services teams were using a mix of appointment types to limit this risk, but these were important considerations when looking at the use of digital going forwards. The Trust's digital appointments platform "Attend Anywhere" did enable instant feedback from patients which had been a helpful development. The Trust would be introducing associated quality measures alongside any new clinical practice.
- 12.13 Chris Witham thanked Maria for her presentation which had been informative and had offered good assurance around blind spots and the level of scrutiny. He said that the Quality Committee could often receive some excellent "good news stories" and asked whether there were any links through to the Trust's Communications Team to publicise these. Maria Bond advised that there was a section at the end of the agenda which acted as a checklist for referring items to other committees, Governors or the Trust Board and agreed that it would be helpful to include a referral to Communications. The Trust did need to get better at recognising and celebrating the good news stories.

ACTION

13. STAFF SURVEY RESULTS 2020

- 13.1 Neil Savage, Director of HR&OD was in attendance to present the key results and findings from the 2020 Staff Survey to the Council.
- 13.2 This was Gloucestershire Health and Care NHS Foundation Trust's first ever single Staff Survey feedback report, covering data gathered from colleagues during Quarter 3 of 2020/21. It was important to note that the 2020 Survey came at a time when colleagues, the organisation and the wider NHS was significantly impacted by Covid.
- 13.3 Neil Savage said that the results presented a performance that the Trust should be proud of given the context of the post-merger period and the pandemic, with many post-merger organisations having historically suffered a notable reduction in staff ratings.
- 13.4 The Council received the key headlines which included:
- Significantly improved response rate – 46.3%.
 - 80% of ratings improved or remained unchanged
 - Of the Ten Themes - 7 improved, two were unchanged, and one worsened
 - Highest improvement rating is an 11% increase (colleagues reporting that they do not "come to work when feeling unwell in the last 3 months"), with a number of other statistically significant improvements in the order of 5%, 6%, 7%, 8% and 10%
 - 10% improvement on colleagues agreeing the Trust takes positive action on Health and Well-being
 - Colleagues agreeing senior managers act on staff feedback is up 8%
 - 71% of colleagues would recommend the Trust as a place to work
 - 79.5% of colleagues would recommend the Trust to provide care
 - Largest reduced rating is 'During the last 12 months have you felt unwell as a result of work-related stress?' which is up by 3%
 - All the other reduced scores are in the low 1-2% reduced rating range
 - The highest % of improved scores/stayed the same are in the line manager and health and wellbeing sections
 - The highest % of the reduced scores are in the Your Job section
- 13.5 It was noted that the survey results had been discussed widely throughout the Trust and the draft staff survey results action plan had been developed and presented to the Executive Team. A dedicated session for Board members to review and discuss the Staff Survey results would be taking place later in the month.
- 13.6 Ruth McShane noted that the response rate from Gloucestershire CCG had been very high and asked whether the Trust had discussed the reasons for this for potential learning. Neil Savage informed the Council that this was the first year that the CCG had taken part in the staff survey. They had far fewer members of staff and these were largely office based. However, he said that GHC was considering a hybrid survey for future years, with colleagues having the ability to complete the survey online or via a paper copy as it was acknowledged that front line clinical staff did not spend as much time at their computers as office-based colleagues.
- 13.7 Given the limited time available at the meeting, it was suggested that a small working group meeting would be helpful for Governors to discuss the results in more detail. This was supported and a date would be sought and circulated. **ACTION**

14. CHANGE TO TRUST CONSTITUTION

- 14.1 As part of the recent Review and Refresh work, the Council of Governors supported the proposals around changes to the composition of the Council, in particular with regard to the reduction in Staff Governor positions. The revised composition and subsequent change to the constitution was approved at the November Council of Governors meeting.
- 14.2 The Medical, Dental and Nursing staff constituency reduced from 4 posts to 3 and this took effect from 1 January 2021. There is a provision within our constitution which states that of the 3 seats within the Medical, Dental & Nursing staff class – 1 must be reserved for a nurse, 1 for a doctor and 1 for a doctor or dentist. This specific provision about reserved seats was not updated at the time to accurately reflect the revised composition and meant that the Trust could only ever have 1 nurse representative on the Council. A small amendment to the constitution was therefore suggested, to ensure that one of the 3 seats was open to all staff within that constituency to apply.
- 14.3 Mervyn Dawe advised that the Nominations and Remuneration Committee had received this report at their previous meeting on 28 April and had supported this revision, for onward presentation to the Council for approval.
- 14.4 The Council approved the revision to the Constitution and noted that the equivalent paper to this one would also be considered by the Trust Board at its meeting on 27 May 2021.

15. COUNCIL OF GOVERNOR ANNUAL WORK PLAN

- 15.1 The Council received and noted the annual work plan for the Council of Governors, which was presented to the Council for information.

16. GOVERNOR ANNUAL DECLARATIONS

- 16.1 The Council of Governors received and noted the 2020/21 Annual Governor declarations, for information and record. This included declarations of interest, Fit and Proper Person Test and confirmation of compliance with the Governors Code of Conduct.

17. PROVIDER LICENCE DECLARATIONS

- 17.1 The provider licence requires the Board to make a series of annual declarations to confirm the Trust's compliance with the licence conditions, and also to confirm that the Trust has and intends to keep in place systems and processes to implement appropriate standards of corporate governance. The individual declarations comprise:
- Corporate Governance Statement
 - Governor Training declaration
 - Systems for Compliance with Licence Conditions declaration
- 17.2 The Board must sign off its self-certification on systems for compliance with the licence by 31 May and must publish this declaration by 30 June. In addition, the Board makes these declarations 'having regard to the views of Governors'. The Council of Governors should express its views in the context of its statutory duty to hold the Non-Executive Directors to account for the performance of the Board, therefore basing its views on the robustness of the Board's own assurance process in coming to a decision.

- 17.3 This report sought to provide evidence of that assurance process to Governors and Governors were invited to comment on the declaration process to allow the Board to take account of Governors' views when making these declarations.
- 17.4 The Council of Governors received this report and supported the submission of the declarations, as set out.

18. APPOINTMENT OF EXTERNAL AUDITORS - TIMELINE

- 18.1 Sandra Betney, Director of Finance was in attendance to present the Governors with the background and proposed timeline for the appointment of the Trust's external auditors.
- 18.2 KPMG were appointed as the Trust's external auditor by the 2gether Council of Governors. The contract from 1 April 2017 covered three audits and two extension options were enacted. The current contract ends on 31 March 2022 (covering the 2021/22 audit of accounts).
- 18.3 The Council of Governors will work with the Director of Finance and members of the Audit and Assurance Committee to undertake the appointment process, with the final decision on the appointment being made by the Council of Governors.
- 18.4 Sandra Betney advised that it is good practice to go through a process for the appointment of the external auditor every 3-5 years. This is usually a competitive process which includes seeking quotes from interested audit firms, assessing the quality of the work that they will perform and agreeing the price they will charge for delivering the services. It was noted that although the Auditors would start from 1st April 2022 the Trust would need to allow time for handover from the current auditors.
- 18.5 The proposed timeline was presented to the Council:
- Agree specification - July 2021
 - Market Exploration - October 2021
 - Decision to tender - November 2021 (Council)
 - Issue Tender - December 2021
 - Evaluation - January 2022
 - Decision plus stand still - February 2022
 - Contract commences - 1st April 2022
- 18.6 The Council discussed some of the current market considerations, noting the lack of external auditor firms available. This was recognised nationally. Sandra Betney advised that the barrier to entry into the market was very high for local firms, who simply did not have the resources to go through tender processes.
- 18.7 Mervyn Dawe noted that he had participated in the previous appointment and provided assurance to the Council that this had been a very thorough process.
- 18.8 The Council noted the content of the presentation, and the proposed timeline. The next report scheduled for the Council of Governors would be in November when the decision would be made whether or not to tender for the services. In the meantime, Governors were encouraged to contact Sandra Betney directly with any further questions or queries.

19. GOVERNOR ACTIVITY UPDATES

- 19.1 Governors provided verbal updates on their activities over the past months.

- 19.2 Ruth McShane said that she had recently met with the Greater England Governor at Gloucestershire Hospital's Trust which had been a very helpful networking opportunity.
- 19.3 Chris Witham advised that he had had an excellent meeting with Annie Nightingale in the Trust's Communications Team around digital services and accessibility. He had also asked the Director of HR&OD about EU Settled Status and said that the response received demonstrated some exemplary practice within GHC.

20. ANY OTHER BUSINESS

- 20.1 June Hennell reported on problems people were experiencing accessing services. She asked whether the Trust ensured that GPs were up to date with the services available and understood the current position with waiting lists as there was a concern that GPs were not referring people as they thought there were long wait times. Ingrid Barker advised that the CCG were the leads for Primary Care (GPs) but this was a very important issue and it was therefore vital to ensure that these comments were fed back to them. **ACTION**

21. DATE OF NEXT MEETING

- 21.1 The next meeting would take place on Wednesday 14 July 2021 at 5.00pm.

COUNCIL OF GOVERNORS ACTIONS

Item	Action	Lead	Progress
12 May 2021			
9.1	Consideration be given to providing Governors, particularly Public Governors with ID badges and Trust email addresses for correspondence	Anna Hilditch	<p>ID badges Complete Now printed and awaiting distribution.</p> <p>Email addresses Progressing Approval now received for the setting up of GHC email addresses for Public Governors. New user forms to be completed.</p>
12.13	Section at the end of Quality Committee agendas to be included for referring items to the Communications Team for onward publicising	Anna Hilditch	Complete
13.7	A small working group meeting would be set up for Governors to discuss the results of the Staff Survey in more detail with the Director of HR&OD	Anna Hilditch	<p>Complete Session took place on 9 June</p>
20.1	Concerns raised about people accessing services and communication with GPs to be referred to colleagues at the CCG		<p>Complete Concerns raised with Director of Primary Care and Locality Development for consideration</p>