

GLOUCESTERSHIRE HEALTH AND CARE NHS FOUNDATION TRUST
COUNCIL OF GOVERNORS MEETING

Wednesday 14 July 2021

Held via Microsoft Teams

PRESENT:	Ingrid Barker (Chair)	Nic Matthews	Katie Clark
	Jo Smith	Chris Witham	Graham Hewitt
	Tracey Thomas	Ruth McShane	June Hennell
	Anneka Newman	Laura Bailey	Katherine Stratton
	Said Hansdot	Dan Brookes	Jenny Hincks
	Julie Clatworthy	Rebecca Halifax	

IN ATTENDANCE: Graham Russell, Non-Executive Director/Deputy Chair
Steve Alvis, Non-Executive Director
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
Gillian Steels, Trust Secretary Advisor
Andy Holness, Shadow Public Governor

1. WELCOMES AND APOLOGIES

- 1.1 Apologies were received from Sarah Nicholson, Mervyn Dawe, Karen Bennett, Kizzy Kukreja and Juanita Paris.
- 1.2 Ingrid Barker welcomed Rebecca Halifax and Andy Holness to the meeting. Rebecca had commenced in post on 1st July as an Appointed Governor representing Gloucestershire County Council. Andy Holness would be formally commencing as a Public Governor for Tewkesbury on 15th July, replacing Jo Smith when her term ended.
- 1.3 Ingrid Barker expressed her thanks and good wishes to both Anneka Newman and Jo Smith for which this would be their final Council meeting. Anneka would be standing down after her first term as a Staff Governor representing Medical, Dental & Nursing colleagues on 1 August 2021. Jo Smith would be coming the end of her final term as a Public Governor for Tewkesbury later today. The Council expressed their thanks to Anneka and Jo for their contributions and commitment to the roles.

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 12 May 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.

5. APPOINTMENT OF A NON-EXECUTIVE DIRECTOR

- 5.1 The purpose of this report was to seek the agreement and approval of the Council of Governors to the appointment of a Non-Executive Director.
- 5.2 At its February 2021 meeting, the Nominations and Remuneration Committee received and endorsed a report on the way forward with the recruitment of a NED with a background in finance/accounting. This appointment would ensure that appropriate succession planning arrangements were in place for the Chair of the Audit and Assurance Committee.
- 5.3 The Trust subsequently commissioned Gatenby Sanderson, an Executive Search agency, which has previously successfully assisted in sourcing applicants and supporting long listing, short listing and pre-interview processes for potential appointees. Gatenby Sanderson worked in partnership with the Trust and the position was advertised nationally on job-boards and through social media.
- 5.4 Interviews for the position took place on Thursday 1st July via Microsoft Teams. The interview panel comprised; the Chair of the Board, 3 Governors (members of the Nominations and Remuneration Committee), 2 Non-Executive Directors (including the Chair of the Audit & Assurance Committee) and the Chief Executive (in an advisory capacity). Discussion groups took place on the morning of 1st July in advance of the interviews consisting of Governors, Experts by Experience and senior Trust managers. One to one conversations had also taken place with each of the 3 shortlisted candidates with Sandra Betney, Director of Finance and Graham Russell, Deputy Trust Chair and Chair of the Resources Committee.
- 5.5 Having taken into account the feedback from the discussion groups and individual meetings, and undertaken a rigorous interview, the recommendation to the Council of Governors was the appointment of Clive Chadhani as a Non-Executive Director.
- 5.6 Ingrid Barker informed the Council that the panel agreed that we had three appointable candidates, each bringing their own strengths and distinctive experience. It was agreed that the candidate recommended by the panel would be a good 'fit' with the rest of the board, bringing a strong commercial background and perspective which would benefit the skill mix of the team.
- 5.7 The Council of Governors supported the recommendation and approved the appointment of Clive Chadhani as a Non-Executive Director of the Trust from 1st October 2021 for an initial period of 3 years, at an annual remuneration of £14,000.
- 5.8 Graham Hewitt had participated in one of the discussion groups with the candidates. He said that it had not been made clear to the discussion groups that the appointment was specifically for the chair of the Audit and Assurance Committee, and they had also not been made aware that each of the candidates was attending a range of sessions in the morning. Graham said that this would have been helpful to have known in advance by way of being able to plan for appropriate questioning. Graham Hewitt added that he had not seen the collective feedback that the group had submitted to the interview panel and queried therefore whether this had been received and considered. Neil Savage provided assurance that verbal feedback from each of the discussion groups was received and this had been taken on board, with some of the interview questions amended in response to this feedback. However, it

was agreed that the process would be reviewed next time to ensure that a clearer briefing was provided for discussion participants and consideration would also be given as to whether collective feedback from the groups would be submitted in written form, to ensure this was available for the record. Ingrid Barker thanked Graham Hewitt for his helpful feedback, which was always encouraged to ensure improvements could be made.

6. REPORT FROM THE NOMINATIONS AND REMUNERATION COMMITTEE

- 6.1 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 30 June. He provided strong assurance to the Council that the Committee ensured best practice that was in line with national guidance.

Chair's Appraisal 2020/21

- 6.2 The Committee received the outcome of the appraisal of the Trust Chair for 2020/21. Marcia Gallagher, Senior Independent Director was in attendance to present the report which highlighted the key themes emerging from the feedback received from Directors, Governors and stakeholders which formed the basis of the appraisal process with the Chair. It also identified areas that have arisen out of that feedback that might contribute to development plans for the forthcoming year. Assurance was received that the appraisal had been conducted in accordance with guidance issued by NHSE/I in April 2021.
- 6.3 This was a positive appraisal and was a real tribute to Ingrid Barker's performance that she had continued to engage in a number of national and local forums over the past year. This was Ingrid's second year as Trust Chair and her leadership during Covid had been greatly valued. Ingrid had taken the sensible approach with Board colleagues to focus on achievable targets during what was an extremely challenging year. Ingrid has a strong and effective working relationship with the Chief Executive, and positive feedback was received from the Chair of the Gloucestershire ICS and the Chair of Gloucestershire Hospitals Trust who valued Ingrid's support and engagement.
- 6.4 The Committee received the key objectives for the Chair for 2021/22, noting that these personal objectives were aligned with those of the Chief Executive and the new Trust Strategy.
- 6.5 The Committee thanked Marcia Gallagher for the report, which was well written, clear and thorough. The report contained a good balance of celebratory strengths whilst ensuring that the process carried out had been appropriately rigorous and robust.
- 6.6 The Committee formally noted the outcome of this year's Chair appraisal process, noting that this would also be submitted to NHSE/I.

Non-Executive Director Appraisal 2020/21

- 6.7 The Committee also received the outcome of the appraisal of the Non-Executive Directors for 2020/21.
- 6.8 Appraisal meetings for all NEDs took place in April 2021. In advance of each meeting, NEDs were asked to undertake a self-review focusing on their achievements over the past year and previously agreed objectives. Following the meeting, a summary of the discussion, proposed objectives and development plans were shared with each NED and signed off by both parties. The Committee received

assurance that the appraisals had been conducted in accordance with guidance issued by NHSE/I in April 2021.

- 6.9 Appraisals were completed for Marcia Gallagher, Graham Russell, Maria Bond, Sumita Hutchinson, Jan Marriott, Dr. Stephen Alvis and Steve Brittan. Ingrid Barker informed the Committee that this had been a positive round of appraisals, and there were no areas of concern to raise with the Committee.
- 6.10 The Nominations and Remuneration Committee noted the outcome of this year's NED appraisals process and agreed to report formally to the full Council that this information had been received.

Other Business

- 6.11 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. A verbal report was also received providing an update on progress and current timelines for the recruitment for a Non-Executive Director.

7. RECEIPT OF THE ANNUAL REPORT AND ACCOUNTS 2020/21

- 7.1 The purpose of this report was to present the Council of Governors with the final draft Annual Report and Accounts 2020/21, to meet their statutory duty to "Receive the Trust's Annual Accounts and any report of the Auditor on them".
- 7.2 The Annual Report was Laid before parliament on 9th July and would be formally presented to the AGM taking place on Wednesday 22nd September 2021.
- 7.3 As done in previous years, the Trust would be arranging a briefing session for Governors to learn more about the Annual Report and Accounts, with the session led by Marcia Gallagher (Chair of Audit & Assurance Committee), Sandra Betney (Director of Finance) and a representative from our External Auditors. It was proposed that this session be scheduled at the end of August, and Governors would be notified of the date and invited to attend in due course. **ACTION**
- 7.4 Governors were asked to note that Marcia Gallagher has been invited to lead the next Holding to Account session at our Council of Governors meeting in September, in her role as Chair of the Audit & Assurance Committee.
- 7.5 The Council of Governors formally received the Annual Report and Accounts 2020/21.

8. BED MANAGEMENT – OUT OF AREA UPDATE

- 8.1 The Council welcomed James Wright (Associate Director of Quality Assurance and Clinical Compliance) and Leon Meek (Deputy Service Director - Hospitals Directorate) to the meeting who provided the Governors with a briefing on Out of Area (OOA) Placements. This was in response to a long-standing action requested by Mervyn Dawe, Public Governor for Stroud.
- 8.2 **How often does an out of county placement occur?**
Current data informs us that on average at least 3 people will be placed in OOA Placements each month.
- 8.3 **For what reason does such a placement occur?**
Historically, the majority of OOA Placements occurred due to the requirement for more specialised care such as Psychiatric Intensive Care Units (clinical

presentation). However, due to a recent surge in demand for mental health services nationally there has been an increase in Working Age Adult OOA Placements.

8.4 What is the average cost of a stay and length of stay?

The average daily costs of OAA Placements vary depending on the clinical requirement (PICU/Acute) but on average placements cost the Trust £50k per month. The average length of stay for people in OOA placements is 18 days.

8.5 Who is responsible for transport costs for the service user?

The current transport cost to facilitate an OOA placement is funded by the Trust, but the recently observed increase in activity and the impact of this is being discussed with Gloucestershire Clinical Commissioning Group.

8.6 In terms of supporting discharge, it was noted that GHC had recently submitted a bid to the local CCG as part of the Mental Health Investment Fund to support discharge projects from hospital to prevent readmissions. GHC were awarded £477k and a number of projects have evolved, working with Voluntary sector organisations which are now operational as of 1st July 2021.

8.7 An Allied Health Professional/Peer Support: Supporting Discharge Service had been set up and early feedback from this service has been very positive from both service users and staff and has the potential to not only expedite discharges from hospital but support with reducing readmissions. Graham Hewitt noted that the service had only become operational from 1 July and asked who the feedback had been received from and some examples of what people had reported as being positive. Leon Meek said that the information had been received directly from the cohort of individuals currently being supported by the scheme. He said that people had provided feedback that this service had helped them to understand the discharge process better and had given them more confidence about being discharged. The assessing team and community teams worked with the service users and their families on the care plans and the Trust had worked with service users to co-produce information leaflets on discharge pathways and OOA placements. This feedback from service users and their direct experiences would be used to further develop services.

8.8 A pilot Hotel Discharge service had also been set up and this service has an operational policy in circulation, that could support service users leaving hospital utilising a short-term accommodation solution. Laura Bailey asked whether this service would relate more to older people. Leon Meek advised that the service supported working age adults currently, however, this had been set up as a pilot scheme so could be used as a learning opportunity to potentially expand to older age adults.

8.9 Julie Clatworthy asked about the units the Trust used to place PICU patients and sought assurance around the checks carried out. James Wright advised that most OOA placements were made with Cygnet or The Priory. The Trust had developed good working relationships with these providers; however, he offered assurance that in advance of every OOA placement, the Trust carried out assessments of quality and safety, and spoke to the hospitals directly to confirm current CQC ratings and performance. James Wright added that where possible the Trust tried to arrange placements as close to the patient's home as possible.

8.10 Ingrid Barker thanked James Wright and Leon Meek for attending and presenting to the Council. Governors were invited to contact James and Leon directly if they had any further questions about this important area of Trust work.

9. ANY OTHER BUSINESS

9.1 There was no other business.

10. DATE OF NEXT MEETING

10.1 The next meeting would take place on Wednesday 8 September 2021 at 10.00am.

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	Email addresses Progressing New user forms completed and submitted. Awaiting notification from IT
14 July 2021			
7.3	Briefing session for Governors on the Annual Report & Accounts to be arranged, with the date circulated inviting attendance	Anna Hilditch	Complete. Session taking place on 2 September 2021.