

COUNCIL OF GOVERNORS

Date: 9th December 2021

Time: 17:30

Venue: Zoom

AGENDA

TIME	SUBJECT	LEAD	PROCESS	EXPECTED OUTCOME
17:30	1. Welcome and Introductions	Chair	Verbal	To note
	2. Apologies of Absence	DCG	Verbal	Apologies noted
	3. Declarations of Interest	Chair	Verbal	To note declarations of interest in relation to items on the agenda
17:35	4. Minutes of meetings held 12/08/21, 07/09/21 & 23/11/21	Chair	Minutes	To approve the previous minutes
	5. Matters arising	Chair	Verbal	To address matters arising not covered on the agenda
17:35	6. Chair's update	Chair	Presentation	To receive a report on current issues
17:50	7. Freedom to Speak Up Annual Report	Tracey Garde	Presentation	To receive and note
18:20	8. Public Engagement – Working Group	DCG	Verbal	To discuss
18:30	9. Feedback from Governor sub-committees: <ul style="list-style-type: none">• Governor Strategy Committee• Governor Quality Committee	Sub-Committee Chair's	Verbal	To note
	10. Proposed resolution : that representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to the confidential nature of the business to be transacted			
18:45	11. Update to Governor Concerns	DCG	Presentation	To note
19:00	12. NED succession planning and appointments	Chair	Report	To note
19.15	13. Any Other Business	Chair	Verbal	
19.30	14. Close			

Date of next meeting: 10th February 2022

Meeting: **Council of Governors meeting**
 Date: **Thursday 12th August 2021**
 Time: **17:30-19:45**
 Venue: **Via Zoom**

PRESENT:

Donna Hall	Chair	DH
Grace Hopps	Governor	DH
Pauline Lee	Governor	PL
Janice Drake	Governor	JD
Karen Morris	Governor	KM
Janet Whitehouse	Governor	JW
Ann Schenk	Governor	AS
William Crook	Governor	WC
Jane Lovatt	Governor	JL
Dawn Fletcher-Wilde	Governor	DFW
Kevin McKeon	Governor	KMK
Dipak Fatania	Governor	DF
Tracey Holliday	Governor	TH
Martin Anderson	Governor	MA
Dawn Hennefer	Governor	DH

IN ATTENDANCE:

Sharon Martin	Director of Strategy and Transformation	SM
Andy Ennis	Chief Operating Officer	AE
Fiona Noden	Chief Executive	FN
Annette Walker	Director of Finance	AW
Karen Meadowcroft	Chief Nurse	KM
Esther Steel	Director of Corporate Governance	ES
Claire Lovick	PA to Director of Corporate Governance and Chair (minutes)	CL
Lisa Gammack	Deputy Director of Organisation Development (attended EDI section)	LG
Amraze Khan	Head of Staff Experience and Inclusion (attended EDI section)	AK

APOLOGIES:

Jack Ramsay	Governor	JR
Mohammed Iqbal Essa	Governor	MIE
Margaret Parrish	Governor	MP
Oboh Achioyamen	Governor	OA
Derek Burrows	Governor	DB
Kantilal Khimani	Governor	KK
Champak Mistry	Governor	CM
Sorie Sesay	Governor	SS
Kayonda Ngamaba	Governor	KN

Kemi Abidogun	Governor	KA
Laila Dawson	Governor	LD
Hillary Collins	Governor	HC
Janet Roberts	Governor	JR
Abs Sinha	Governor	AS
Susan Baines	Governor	SB
Leigh Vallance	Governor	LV
Jane Howarth	Governor	JH
Samir Naseef	Governor	SN
Francis Andrews	Medical Director	FA
James Mawrey	Director of People	JM

1. **Welcome**

The Chair welcomed everyone to this meeting and introduced our new governor, Kevin McKeon.

2. **Declarations of Interest**

There were no declarations of interest to report.

3. **Minutes of last meeting**

The minutes of the meeting held on the 10th June 2021 were approved as an accurate record of the meeting.

4. **Chair update and report from July Board of Directors**

The Chair provided the following update:

- The Trust is experiencing operational pressures in A&E, especially in ambulance transfer.
- Elective care is doing all it can to catch up following Covid, but there are long waiting lists in many areas.
- There are staff shortages and this is due to a combination of annual leave, sickness and general staff exhaustion following the extra work required due to Covid. Agency staff have been employed to cover these staff shortages, which increases staff costs for the Trust.
- The Ockenden Report was brought to Board of Directors and there was a detailed discussion around maternity and how we have met the standards requested from Ockenden and improved our maternity services.
- The BAME Leadership Programme presentation shared at Board of Directors was very impressive and has proved a success. There was concern around how some of our BAME staff have felt undervalued and there is much more work to do on this around culture etc.
- Discussions took place at Board around our Trust Strategy and this will be updated.
- From the 1st April 2022 the CCG will cease and the FT will operate as a Local Care Trust. There was a detailed discussion at Trust Board on this subject.

- Andy Ennis, Chief Operating Officer, retires from the Trust at the end of December 2021 and it was acknowledged that he will be greatly missed. The recruitment process is underway for his replacement.

5. Operational update

The Chief Operating Officer presented the Operational slides. Main points to note:

- There are four key areas on the Integrated Performance Report:
 - Quality: Falls and Pressure Ulcers (amber), Mortality (green).
This is the first time mortality has been rated green for some time. The Medical Director and Associate Medical Director have worked brilliantly with the team to address the challenges and the results are now starting to show.
 - Operational: Urgent Care (red), Elective Recovery and Cancer (amber).
Elective Recovery has passed the target for Q2 and this is the first time that has been achieved since before the Covid pandemic.
Cancer is going in the right direction and will be rated green on the next Integrated Performance Report.
 - Workforce: Staffing and Engagement (amber), Agency (red).
Staffing is a big challenge and we need to ensure our staff remain safe and well. Current agency costs are significant and work is being done to see how we can reduce this in the future.
 - Finance: Revenue, Capital and cash and Risks (amber).
Finances are all currently on track.
- There has been an impact from Covid on acute health services and recovery, and we now have two distinct challenges:
 - The impact on high volume attendance.
 - The impact of a viral load on bed capacity.
- Attendances are rising in ED. The July daily average was 420 patients. Five years ago we would only have been so many patients arriving in ED once a quarter.
- The greatest increase in attendances is seen in the age group 0-16, followed by 30-49 and then 17-29.
- This is not a pandemic response, this is a cultural change which has seen a year on year rise in attendances for some time.
- Many patients arriving in ED are from the most deprived areas of Bolton.
- Attendances in ED are not resulting in more admissions to wards.
- Primary Care is busier than ever and patients are finding it harder to get face to face appointments with their GP which is having an impact on the number of patients arriving at A&E.
- Despite sending £12m developing space, A&E is now overcrowded a lot of the time.

- Patients are waiting longer to be seen, but then most are discharged without needing to spend time on wards.
- The Trust is having more breaches, but once seen 60% of them are being discharged with minimal treatment required.
- Staffing remains the biggest challenge.
- It is not just about winter planning. There will be an impact on bed capacity.
- Viral load this year is expected to be much higher than usual for the following reasons:
 - Covid is still here and there could be surges.
 - Bronchiolitis season which impacts children usually starts in November, but this year it started in July. We have seen as many patients with bronchiolitis in August as we usually see in December.
 - Flu is expected to be worse than usual.
 - Norovirus is also expected to be worse than usual.
- Bed occupancy modelled at 92% acute beds (normal rate). Patients will need different rooms and nurses for Covid and non-Covid patients. The National Medical Director has recommended trusts keep one in five of their beds free as they won't be able to be used due to Covid.
- Planning is taking place to ensure the Trust is prepared for what is likely to be our busiest time ever over the next few months. Non-essential meetings have been stepped down or scaled back throughout August to allow teams time to scope and develop a system response.
- The following five working groups have been established to work on plans to ensure we keep patients and staff safe during this busy period:
 - Attendances to ED.
 - Staffing.
 - Estates / infection control.
 - Discharge and community (being led by Rachel Tanner so we work as a system, not just a hospital).
 - Communications.
- The Trust has set a target to move 200 patients a day from A&E to be seen elsewhere to relieve some of the pressure (SDEC etc).

It was suggested that volunteers could help with the staffing issue and the Chief Operating Office confirmed volunteers are already being used where appropriate.

There are numerous initiatives taking place to fill vacancies and increase our staffing numbers.

There has been a significant increase in the number of students showing an interest in going into nursing since the start of the Covid pandemic and this is encouraging.

It was highlighted that many newly qualified nurses leave at the end of their second year post qualification. There are many reasons for this and the ability to support them in their early years with training and education is crucial. Stay

Interviews are being put in place to encourage staff to move areas in the Trust if they are looking for a different role, rather than moving to a different hospital.

The Trust is continuing to encourage the public to have their two Covid vaccinations. Evidence shows that the chances of getting very sick from Covid after two vaccinations is significantly reduced. The more people who receive their vaccinations, the fewer patients we are likely to see in critical care with Covid. This will help with pressures (currently, the majority of patients in critical care with Covid are under the age of 60 and have not received their vaccinations).

The Trust is also encouraging the public to have their flu vaccination when offered later in the year.

The recent staff survey showed that our staff believe they are listened to when raising concerns. This survey is done quarterly as we need to ensure we look after our staff.

Freedom To Speak Up (FTSU) is very important to the Trust and all complaints are taken seriously.

ACTION: ES will add FTSU to the next Council of Governors agenda.	ES
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6. Equality, Diversity and Inclusion (EDI) Strategy update

Lisa Gammack and Amraze Khan presented on EDI. Main points to note:

- The BAME Leadership Programme has been very positive.
- The recent staff survey results show we have made a massive improvement in our focus on EDI.
- Diversity, equality and inclusion have become a focus for the Trust.
- EDI is important – a happy workforce who are looked after by the Trust deliver high quality patient care, and this is centric to all that we do.
- Some of our strategic objectives are:
 - Inclusion.
 - Culture.
 - A highly engaged workforce.
 - Aiming to become the employer of choice in the Bolton area.

A happy workforce means reduced workforce turnover.

- Covid has shown racial inequalities. BAME patients are more likely to pass away from Covid yet we know many of this community choose not to have the vaccination. There is more work to be done to encourage our BAME community to be vaccinated.
- More work is planned around disability. Currently, 3% of our staff are declared as having a disability yet we know the actual figure will be higher. The Director of Corporate Governance confirmed she is keen to become involved in this area.

ACTION: ES/LG/AK to work on improving the disability profile at the Trust.	ES/LG/AK
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- The Trust aims to encourage people from all areas of the Bolton population to choose to work with us, so we are reflecting all areas of the community

in our workforce. Currently 82% of our staff are white and only 12% are from the BAME community.

- The Trust is aiming for our workforce to represent the community.
- The Trust aims to create an environment where staff can reach their full potential, and work is being done around training and development to help us achieve this.
- It is crucial that the Trust ensures our staffs experience in their workplace is positive and that bullying is fully removed.
- The Organisational Development Team are in the process of developing and EDI Plan. Staff Listening Sessions and Stakeholder Sessions have taken place to assist with this and we are now ready to engagement with the public on this plan.
- The Organisational Development Team are arranging some face to face discussions with local community representatives.
- The Organisational Development Team are very keen on the governors' views on our EDI ambitions and welcome any feedback.

ACTION: Governors to contact Lisa Gammack or Amraze Khan with any feedback they have on our EDI Plan.	Governors
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The Chief Nurse confirmed she would like to be involved with and EDI and FTSU events.

Unfortunately, there have been occasional instances when patients have not wanted to receive care from staff from certain backgrounds. This is a cultural issue and needs to be factored into the EDI plan so the Trust can work towards removing this issue.

7. Election update

Executive Directors left the meeting at this point. The Director of Corporate Governance provided an update on the ongoing election for new Governors.

8. Governors Quality Sub-Committee Feedback

The minutes of the last meeting held on the 30th June 2021 were noted.

9. Any other business

There was no other business discussed at this meeting.

10. Next meeting

The next Council of Governors meeting will take place on the 9th December 2021.

Meeting: **Council of Governors additional meeting**
 Date: **Tuesday 7th September 2021**
 Time: **17:30-18:50**
 Venue: **Via Zoom**

PRESENT:

Donna Hall	Chair	DH
Pauline Lee	Governor	PL
Janice Drake	Governor	JD
Janet Whitehouse	Governor	JW
Ann Schenk	Governor	AS
William Crook	Governor	WC
Derek Burrows	Governor	DB
Kevin McKeon	Governor	KMK
Dipak Fatania	Governor	DF
Martin Anderson	Governor	MA
Oboh Achioyamen	Governor	OA
Susan Baines	Governor	SB
Leigh Vallance	Governor	LV
Jack Ramsay	Governor	JR
Mohammed Iqbal Essa	Governor	MIE
Margaret Parrish	Governor	MP

IN ATTENDANCE:

Esther Steel	Director of Corporate Governance	ES
Claire Lovick	PA to Director of Corporate Governance and Chair (minutes)	CL
Allan Stuttard	Non-Executive Director	AS
Malcolm Brown	Non-Executive Director	MB
Rebecca Ganz	Non-Executive Director	RG

APOLOGIES:

Tracey Holliday	Governor	TH
Dawn Fletcher-Wilde	Governor	DFW
Kantilal Khimani	Governor	KK
Champak Mistry	Governor	CM
Sorie Sesay	Governor	SS
Kayonda Ngamaba	Governor	KN
Kemi Abidogun	Governor	KA
Laila Dawson	Governor	LD
Hillary Collins	Governor	HC
Janet Roberts	Governor	JR
Abs Sinha	Governor	AS
Grace Hopps	Governor	DH
Karen Morris	Governor	KM
Jane Lovatt	Governor	JL
Dawn Hennefer	Governor	DH
Jane Howarth	Governor	JH
Samir Naseef	Governor	SN

1. Welcome

The Chair welcomed everyone to this meeting.

2. Declarations of Interest

There was one declaration of interest to note:

- The new Non-Executive Director position will be discussed at this meeting. Governors were advised to inform the Director of Corporate Governance outside of this meeting if they are interested in applying for the position.

3. Background to Link / Lead Governor Arrangements

The Director of Corporate Governance provided an update on Link/Lead Governor arrangements.

The views of three governors who had given apologies to the meeting were shared, two expressed views in favour of the current arrangements and one was not in support of this arrangement. Main points to note:

- The Link/Lead Governor role was introduced in 2009 and initially this structure was followed.
- A number of Governors decided it was best for the Chairs of the Governor Sub-Committees to undertake the role of Link/Lead Governor between them. This structure has been in place some time now and is working well.
- This structure is reported in the Trust Annual Report each year.

There was a detailed discussion around whether the Council of Governors continues with the structure of Governor Sub-Committee Chairs sharing the role of Link Lead Governor, or whether we go back to appointing a Link Lead Governor to take on this role. Main points to note:

- The majority of Governors are happy with the current arrangement, which has proved to work well, and they would like to see it continue.
- The Council of Governors work well together and trust each other, and are happy to support the Governor Sub-Committee Chairs to take on the Link/Lead Governor role when required.
- With two people (Governor Sub-Committee Chairs) sharing the role of Link/Lead Governor, there is the benefit of two heads are better than one for decision making, and there is also always cover should one of them be ill when the Link/Lead Governor role was called upon.
- One Governor highlighted they are not used to an environment where the Link/Lead Governor role is shared – accountability is usually sat with one person and their deputy (for cover during illness etc).
- Donna Hall is Chair of Council of Governors.
- There was an idea shared that we could appoint a new Link/Lead Governor each year so the role is shared amongst Governors.
- Another idea was to continue with the Governor Sub-Committee Chair structure and for Governors as a whole to appoint a Link / Lead Governor on a temporary basis if there was a particular situation which required it.

Resolved: After considering the options, Governors in attendance at the meeting unanimously agreed to continue with our current arrangement for the Chairs of the Governor Sub-Committees to be named in the Annual Report as the 'Lead Governor' and if needed act in this capacity if contact is needed with our regulator.

4. Appointment of a new Non-Executive Director

The Director of Corporate Governance shared the Non-Executive Director job specification and appointment process with Governors in advance of the meeting. Feedback from Governors who had submitted apologies was also shared. Governors provided the following feedback in return:

- Governors support the job specification and no issues were highlighted.
- There was some debate around whether there should be two or three stages of the interview process (i.e. with or without stakeholder involvement).
- There was some concern raised about the suggestion of all Governors being in attendance at interview stage. It was agreed this would not be practical, and could also be intimidating for some candidates.

There was a discussion on this appointment process and the main points to note were:

- The three interview stages proved the preferred option which includes stakeholder involvement.
- ES would make suggestions regarding stakeholders and would ask for Governors support. The stakeholder interviews would include two Governors, plus colleagues from the CCG, Voluntary Sector, Community, etc.
- It was highlighted that some Governors have already received training for interviews and have joined similar interviews previously (i.e. appointment of CEO interviews). If those Governors join the interviews along with the Director of Corporate Governance and the Chair, the Council of Governors would be well represented in the appointment process.
- All Governors would be invited to attend the presentation section of the interview process.

Resolved: Governors approved the following:

- Governors approved the draft job description.
- Governors in attendance unanimously approved the three stage interview process.
- It was agreed there will be no more than five Governors involved in the interview panel plus the Chair. If possible, these Governors would be ones who had undertaken interview training.
- It was also agreed there would be at least five members on the stakeholder panel, and one or two of these panel members would be Governors.
- An agreement was made that Governors would be invited to join the presentation section of the interview process.

5. Governor Communication and Conduct

The Director of Corporate Governance has received a number of emails from a Governor which included numerous concerns / suggestions. Main points to note:

- These concerns / suggestions have been collated into a document and were shared with Governors ahead of this meeting.
- The Governor who submitted these concerns / suggestions has seen the document and is aware it is being shared at this meeting.
- Governors spent some time discussing the document which sets out concerns and responses. The proposed actions were agreed and progress to implement these actions will be reviewed at the Council of Governors meeting in December.

ACTION: ES will create a brief action sheet to bring to Governors at the Council of Governors meeting in December.	ES
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There was a detailed discussion around Governor communication and conduct. Main points to note are:

- The Council of Governors meeting is about all Governors coming together. Governors agreed this is the best forum for sharing / discussing concerns so Governors can agree the best approach together.
- If a Governor would like to discuss a concern outside this meeting, they are welcome to speak to the Director of Corporate Governance or the Chair at any time, and they will aim to resolve the concern in a timely manner.
- There is no hierarchy – the Council of Governors are all doing an important role and work best when working on any issues / concerns together.
- The Council of Governors is a close knit group who are working towards a common goal.
- Governors discussed the importance of acting as a team with shared duties and responsibilities and clear communication routes through the Corporate Governance office.
- Governors also recognised the potential GDPR risk associated with group emails and agreed that this was not an appropriate route of communication.
- The Director of Corporate Governance agreed that, supported by Victoria Crompton and Claire Lovick, the Corporate Governance office will continue to provide regular updates and are always happy to respond to any Governor queries – informing the wider group of Governors on any matters relevant to the business of the Council.
- Governors highlighted it is important to set the right tone when raising concerns, particularly in email.
- Governors reflected on the way the Bolton Council of Governors has functioned since its inception and while all recognised the challenge of remote working, all were in agreement that Council of Governor meetings and Governor Sub-Group meetings should be the forum for discussion.

- It was agreed that Governors who were not in attendance at the meeting should be briefed on this discussion and the agreed appropriate conduct, both in meetings and in the period between meetings, to ensure Governors are given the opportunity to reset boundaries for how Governors work.

ACTION: ES/DH will ensure the Governors who were absent from this meeting are briefed on the agreed appropriate conduct, both in meetings and throughout the year.	ES/DH
ACTION: Due to concerns raised at this meeting on Governor communications and conduct, ES will contact the Governor this mainly relates to and request a face to face meeting.	ES

- Governors expressed their support to the Director of Corporate Governance and Chair for the great roles they fulfil for the Trust and Council of Governors, and thanked them for doing this in a friendly, open, caring and professional manner.
- It was agreed there will be another discussion on Governor communication and conduct at the Council of Governors meeting in December to see if Governors feel the situation has improved, and to discuss options if improvement has not been recognised.

ACTION: ES will issue an email to Governors on 8 th September 2021 summarising what was discussed at this meeting.	ES
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6. Any other business

The idea was put forward for Governors to meet in December for a social gathering and this was very much welcomed by the Governors. All meetings have been taking place virtually for a long period of time now due to the Covid pandemic, and this would give Governors the opportunity to meet face to face. The Director of Corporate Governance will look into options for an event in December, to take place in a location away from the hospital, and will update Governors in due course.

ACTION: ES/CL to look at options for a Governors social gathering in December.	ES/CL
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Governors were informed that Victoria Crompton returns from maternity leave on the 8th September, and will be focussing on her role as Corporate Governance Manager. This will include an update of Governor profiles and records, and of who attends which meetings, plus a focus on public engagement.

The Chair thanked everyone for their time and thoughtful comments at this meeting.

7. Next meeting

The next Council of Governors meeting will take place on the 9th December 2021.

Meeting: **Council of Governors additional meeting**
Date: **Tuesday 23rd November 2021**
Time: **17:30-17:40**
Venue: **Via Zoom**



PRESENT:

Donna Hall	Chair	DH
Pauline Lee	Governor	PL
Janice Drake	Governor	JD
Janet Whitehouse	Governor	JW
Ann Schenk	Governor	AS
Derek Burrows	Governor	DB
Margaret Parrish	Governor	MP
David Edwards	Governor	DE
Sue Moss	Governor	SM
David Barnes	Governor	DB
Tracey Holliday	Governor	TH
Grace Hopps	Governor	DH

IN ATTENDANCE:

Esther Steel	Director of Corporate Governance	ES
Claire Lovick	PA to Director of Corporate Governance and Chair (minutes)	CL
Bilkis Ismail	Non-Executive Director	BI

APOLOGIES:

Rebecca Ganz	Non-Executive Director	RG
Victoria Crompton	Governance Manager	VC

1. Welcome

The Chair welcomed everyone to this special Council of Governors meeting which has been scheduled so that Governors can ratify the appointment of a new Non-Executive Director, following the interviews which took place earlier today.

2. Appointment of new Non-Executive Director

There was a discussion regarding the new Non-Executive Director applicants and interviews. Highlights to note:

- There were 30 applicants for this NED position, with four being shortlisted for interview.
- The Trust is keen to appoint a NED who will help champion equality and diversity and who will be a voice for the people of Bolton.
- All Governors were invited to attend stakeholder sessions on the morning of 23rd November, where the four applicants presented.
- Four Governors and the Chair, conducted interviews on the afternoon of 23 November 2021; Ibrahim Ismail attended as an external assessor and the Director of Corporate Governance was in attendance.
- Following the stakeholder session and interviews a detailed discussion took place regarding which applicant would be most suitable for this position. Whilst all four candidates were impressive, it was agreed by all involved that Zeida Ali was the most appropriate candidate for this position. Zeida is passionate about Bolton, the Trust and equality.
- The Chair put forward a recommendation to Governors that we appoint Zeida Ali as a NED for the next three years.
- There was a unanimous vote from Governors in attendance to appoint Zeida Ali as the new NED. There were enough Governors present to be quorate, so Zeida was therefore duly appointed into the position.
- The Director of Corporate Governance will confirm to Zeida Ali that she has been successful with her application for this NED position and that we look forward to welcoming her to the team. The aim is for Zeida to start in her new position on the 1st January 2022 if possible.

3. Next meeting

The next Council of Governors meeting will take place on the 9th December 2021.