

Minutes of the Council of Governors Meeting held at 4.00pm on Thursday, 9 February 2017  
at AFC Bournemouth, Vitality Stadium, Dean Court, Kings Park, BH7 7AF .

<b>Present:</b>	Ann Abraham Nick Yeo Chris Balfe Scottie Gregory Stefan Morawiec Jan Turnbull Patricia Scott Anna Webb Judith Adda John Bruce Becky Aldridge Bobbie Dove Vishal Gupta Pat Cooper Peter Kelsall	Chair Chair (for minutes 253-254/17) Lead Governor, Public Governor (DRoEW) Public Governor (Dorset RoEW) Public Governor (Dorset RoEW) Public Governor (Dorset RoEW) Public Governor (Poole) Public Governor (Poole) Public Governor, (Bournemouth) Public Governor, (Bournemouth) Partner Governor, Service User Group Local Government, Bournemouth Council Local Government, Poole Borough Council Staff Governor Staff Governor
<b>In Attendance:</b>	John Hughes Peter Rawlinson Ron Shields Colin Hague Fiona Haughey Nicola Plumb  Keith Eales	Non-Executive Director Non-Executive Director Chief Executive Director of Human Resources Director of Nursing & Quality Director of Organisation Development and Participation Trust Secretary
<b>Apologies:</b>	Justine McGuinness Angela Reed Sue Howshall Jan Owens Bill Batty-Smith Karen Parker Angela Bartlett  David Brook Sarah Murray Lynne Hunt John McBride Linda Boland Nick Kosky Matthew Metcalfe  Sally O'Donnell Eugene Yafele	Public Governor (Dorset RoEW) Public Governor (Dorset RoEW) Public Governor (Dorset RoEW) Public Governor (Dorset RoEW) Local Government District Councils Partner Governor, Bournemouth University Staff Governor  Non-Executive Director Non-Executive Director Non-Executive Director Non-Executive Director Locality Director – Poole and East Dorset Medical Director Director of Finance and Strategic Development Locality Director - Dorset Locality Director – Bournemouth and Christchurch

### **253/17 Exclusion of the Press and Public**

The Council resolved to exclude the press and public from the meeting on the basis of the nature of the business to be transacted.

### **254/17 Appointment of the Trust Chair**

The Lead Governor reported on the recommendation of the Nominations and Remuneration Committee meeting held on 6 February 2017 with regard to the appointment of a Trust Chair.

The Lead Governor gave an overview of the process followed to identify the skills and abilities required for the role, the selection process and the identification of candidates for interview. The Lead Governor explained the components of the interview day and set out the conclusions of the interview panel.

The Lead Governor reported that the Nominations and Remuneration Committee had recommended, unanimously, that Mr. Andrew Willis be appointed as Chair.

The Council thanked the Lead Governor for the comprehensive report.

In considering the recommendation, Governors emphasised the important role of the new Chair in continuing to build the relationship between the Board and the Council. The Chair would also have a key role in continuing to strengthen the capability of the Council as a key part of the governance framework of the Trust. It was considered that the evolving nature of the relationship should form a significant component of the induction programme for the new Chair.

**The Council agreed to appoint Mr. Andrew Willis as Chair of the Trust for a three year term of office commencing on 7 April 2017.**

At the conclusion of the item the Council agreed to reconvene in public session.

### **255/17 Welcome**

The Chair welcomed Governors and Board Directors to the meeting and reported the apologies received.

### **256/17 Minutes**

The Council approved, as an accurate record, the minutes of the meeting held on 14 December 2016.

### **257/16 Matters Arising**

The Trust Secretary submitted the matters arising report.

The Chair reported that Jayne Simpson, who had attended the last meeting as a Co-opted Staff Governor, had stood down from the role. She had concluded that she would not have the time available to carry out the role.

The Chair also reported that the League of Friends nominee as a Partner Governor had resigned from the Council. The Network of Leagues of Friends would be considering a replacement at its April meeting.

With regard to minute 249/16, Chair and Committee Chair reports, the Chair reported that a Sustainability and Transformation Plan Partnership Board was being established and terms of reference were under review.

**The report was noted.**

#### **258/17 Lead Governor's Report**

The Lead Governor reported on his recent work on behalf of the Council.

The Lead Governor drew particular attention to:-

- The significant time that had been devoted to the selection process for a new Chair for the Trust;
- The involvement of Governors in the selection of a Chief Operating Officer;
- His attendance at the recent Attachment Conference organised by Bournemouth Borough Council at which Trust services had been profiled.

**The Council noted the report from the Lead Governor.**

#### **259/17 Chief Executive's Report**

The Chief Executive introduced a report on his recent priorities.

The Chief Executive drew attention to progress with the Clinical Services Review (CSR), the launch of the Mental Health Acute Care Pathway Review consultation and the reshaping of the Executive team.

With regard to the Executive team, the Chief Executive advised that Eugene Yafele had been appointed as Chief Operating Officer.

**The report from the Chief Executive was noted.**

#### **260/17 Future Election Arrangements**

The Trust Secretary submitted a report inviting the Council to consider changing the electoral cycle from the present election of the whole Council every three years to elections of one-third of Governors every year. The Council had given initial consideration to the proposal at the December 2016 meeting.

The Trust Secretary advised that a number of Governors had commented about the loss of continuity of membership arising from the whole Council being elected every three years. The option of electing a third of Public and Staff Governors every three years had been investigated.

The Council noted the advantages and disadvantages of each approach and the phasing of terms of office in a transition to elections by thirds.

**The Council agreed to adopt the approach of electing Public and Staff Governors by thirds.**

#### **261/17 Process for the Election of a Lead Governor**

The Trust Secretary submitted a report setting out the proposed process for the election of a Lead Governor by the Council.

The Trust Secretary explained that the Council had agreed to elect the Lead Governor annually.

The timetable proposed for 2017 took account of the provisional timetable for the election of Public and Staff Governors. These elections would be concluded in mid July 2017 following which the process for the election of a Lead Governor would commence.

The Trust Secretary advised that the Constitution currently prevented Staff Governors from standing for election as Lead Governor. This was more restrictive than as set out in the regulatory framework for Foundation Trusts. The Code of Governance for NHS Foundation Trusts permitted any Governor to be Lead Governor for a trust. It was proposed that the Constitution should be amended to enable Staff Governors to stand for election as Lead Governor.

Governors commented that it could be challenging for a Staff Governor to carry out some aspects of their responsibilities, given that they would be an employee of the Trust. However, it was recognised that this would be a matter for a Staff Governor to address, and provide assurance to the Council in respect of, during the election process for a Lead Governor. It should not preclude a Staff Governor being able to stand for election.

Governors commented that it had been some time since the Trust Constitution had been subjected to a comprehensive review. It was concluded that there was merit in giving consideration to the timing of a review of the document.

**The Council agreed to:-**

**(a) adopt the following timetable for the election of a lead Governor in 2017:-**

<b>24 July</b>	<b>Nominations to the Trust Secretary by 12 noon</b>
<b>25 July</b>	<b>Distribution of ballot papers to all Governors</b>
<b>7 August</b>	<b>Deadline for the receipt of ballot papers (by 12 noon)</b>
<b>7 August</b>	<b>Confirmation of the result to candidates and all Governors</b>
<b>13 September</b>	<b>Election outcome reported to the AMM</b>

**(b) amend the Trust Constitution to enable any Governor to stand for election as Lead Governor by deletion of '(who may not be a Staff Governor)' in paragraph 5 Annex 4 - Additional Provisions - Council of Governors: Appointment of a Lead Governor of the Council of Governors'.**

## **262/17 Membership Recruitment and Engagement Plan**

The Director of Organisation Development and Participation gave a verbal briefing on progress with the implementation of the membership recruitment and engagement plan.

The Director of Organisation Development and Participation advised that the revised membership material had been produced and distributed to Trust community hospitals.

A meeting had been held with Bournemouth University to identify opportunities for profiling the Trust and membership at events. A number of opportunities had been identified at forthcoming events.

Action had been taken to encourage volunteers to become members of the Trust. To date, 118 volunteers had become members with 37 in the process of taking up membership of the Trust.

The Director of Organisation Development and Participation advised that there were now 10,412 members of the Trust, of which 4,100 (39%) were public members.

**The Council noted the report.**

#### **263/17 Quality Account and Report 2016/17: Selection of a Quality Indicator for External Audit**

The Director of Nursing and Quality submitted a report inviting the Council to identify an indicator for sample testing as part of the preparation of the Quality Report for 2016/17.

The Director of Nursing and Quality explained that, as part of the preparation of the annual Quality Report, the Trust was required to obtain assurance, through substantive sample testing, of one local indicator to be included in the Quality Report, as selected by the Council of Governors. The external auditors would review the systems for collecting the information and provide an assurance report. This would provide assurance that the underlying data in respect of the indicator was correct. It would not provide an audit of the indicator.

The Director of Nursing and Quality recommended that the indicator in respect of ensuring all inpatients receive timely venous thromboembolism (VTE) preventative management would be appropriate for selection by the Council. The indicator had distinct measures and criteria that could be subjected to audit processes.

**The Council agreed that the indicator in respect of reducing risk to patients by ensuring all inpatients receive timely venous thromboembolism (VTE) preventative management prophylaxis be selected for sample testing by the external auditors for the 2016/17 Quality Report.**

#### **264/17 Developing the Council's Response to the Clinical Services Review**

The Chief Executive gave an overview of the draft Trust response to the CSR consultation proposals. The draft response had been distributed to Governors.

The Chief Executive explained that the Board had considered the draft response the previous week. The Chief Executive highlighted key aspects of the draft response, which:-

- was supportive of the approach adopted by NHS Dorset Clinical Commissioning Group to undertaking the CSR;
- commented that the case for change had been made;
- was supportive of a one acute Dorset network, with the best available services on the three acute sites in the County;
- was supportive of the principle of community hubs, although suggested that there appeared to be an overemphasis on facilities and buildings rather than focussing on the way that services were organised;
- commented that further consideration needed to be given to the function of hubs;

- commented that the funding gap was clearly articulated but further clarity was needed in respect of how it would be addressed and the source of funding to develop the community hubs;
- commented that further clarification was required in respect of the workforce requirements and how they would be met.

The Chief Executive summarised the position of the Board in respect of the consultation proposals for each of the community hospital sites.

In considering the draft response, Governors made a number of comments for further consideration:-

- the opening paragraph of the Council response should be a legitimacy statement, setting out the basis on which the Council was responding;
- further emphasis could be given to the important role of all agencies working together in the co-production of local solutions to service challenges, not just the statutory bodies;
- some concern had been expressed in the Purbeck area about the preferred site for the major emergency centre, with a preference being expressed for this being located on the Poole Hospital site;
- there was scope for further emphasis being placed on the prevention agenda.

**The Council agreed to establish a working group to draft the response to the CSR consultation proposals, with Governors being asked to submit comments for consideration to the Trust Secretary by Monday, 13 February 2017.**

## **265/17 Chair and Committee Chair Reports**

### Report of the Chair

The Chair advised that the Meeting Summary from the meeting of the Board held on 25 January 2017 had been distributed to all Governors.

The Chair advised that Jill Haynes, the Cabinet member for Adult Health, Care and Independence, had been appointed by Dorset County Council as their Partner Governor.

The Chair referred to the recent request for comments from Governors on the performance of the Board. The Chair explained that the Board was in the process of completing the annual self-evaluation of its effectiveness. The Chair explained that the views of Governors were an important element in this evaluation.

### Committee Chair Reports

The Council received, for information, the following reports from Committee Chairs:-

- Mental Health Legislation Assurance Committee, 9 February 2017;
- Quality Governance Committee, 10 January 2017. It was noted that the report to the Committee on the Care Quality Commission's Learning, Candour and Accountability publication had been distributed to Governors;

- Audit Committee, 23 January 2017;
- Charitable Funds Committee, 21 September 2016;
- Appointments and Remuneration Committee, 25 January 2017.

**The Council noted the reports.**

**266/17 Vote of Thanks**

The Lead Governor advised that this would be the last meeting of the Council which would be attended by the Chair.

The Lead Governor expressed the appreciation and thanks of Governors for the commitment and contribution made by the Chair to the development of the Council and the Trust in general.

The Chair thanked the Lead Governor and the Council for the support she had received from Governors over the last three years. She would be inviting Governors to an afternoon event following the Board workshop on 5 April.

**267/17 Date of Next Meeting**

The next meeting would be held on Wednesday, 10 May 2017 at Merley House, Wimborne, Dorset BH21 3AA.

Signed.....

Date .....

Andy Willis, Chair