

Minutes of the Blackpool Teaching Hospitals NHS Foundation Trust
Council of Governors Meeting held on Wednesday 11th September 2019
at 2pm in the Boardroom, Trust Headquarters,
Blackpool Victoria Hospital

Present: Mr Pearse Butler – Chair

Council of Governors

Public Governors:-

Mrs Sue Crouch	Wyre Constituency
Mrs Adele DeVito	Blackpool Constituency
Mr Zacky Hameed	Blackpool Constituency
Mrs Camilla Hardy	Blackpool Constituency
Mr George Holden	Blackpool Constituency
Mrs Christina McKenzie-Townsend	Wyre Constituency
Mr Ian Owen	Wyre Constituency
Mrs Patricia Roche	Blackpool Constituency
Mr Graham Stuart	Fylde Constituency

Staff Governors:-

Mr Peter Farrington	Nursing & Midwifery Constituency
Mrs Jenny Gavin	Clinical Support Constituency
Dr Ranjit More	Medical & Dental Constituency

Appointed Governors:-

Mrs Margaret Bamforth	Blackpool and the Fylde College
Mr Martin Mitchell	Blackpool Council

In Attendance:

Mr Tim Bennett	Deputy Chief Executive
Mr Matthew Burrow	Head of Corporate Assurance
Mr Mark Cullinan	Non-Executive Director
Ms Julie Harrison	Membership and Governors Officer (Temp) (minutes)
Mr Michael Hearty	Non-Executive Director
Mr Othmane Rezgui	PwC for Item 8a) only

Conference Dial-in

Miss Rebecca Gissing	PwC for item 8a) only
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1. Chair's Welcome/Introductions

The Chair welcomed everyone to the meeting together with Mr Michael Hearty and Mr Mark Cullinan, Non-Executive Directors who are attending the full meeting and reporting on items 8a and 10a respectively.

The Chair informed the meeting that Rebecca Gissing (PwC) was attending via conference for item 8a) Governance Report.

2. Declarations of Interests

It was noted that there were no declarations of interests from the Governors in relation to the agenda items for this meeting.

3. Apologies for Absence

Apologies for absence were received from Mrs Amelia Hunt, Mrs Sheila Jefferson, Mrs Beverley Clark, Mr Tony Winter, Miss Tina Daniels, Mr Paul Bibby and Mr Kevin McGee.

The Chair noted the meeting was quorate, as nine Public Governors, two Appointed Governors and three Staff Governors were present. The Terms of Reference state a quorum is eight Governors; six Public Governors, one Staff Governor and one Appointed Governor.

4. Minutes of the Previous Council of Governors (CoG) Meeting held on 14th May 2019

Mr Stuart advised the meeting that the minutes stated he was here via telephone conference and in person when in fact via telephone conference only. Mr Burrow apologised and advised that the minutes would be amended to reflect this.

RESOLVED: That the minutes of the previous meeting be agreed as a correct record and signed by the Chair following the above amendment.

5. Matters Arising:-

a) Action List from the Previous Council of Governors' Meeting held on 14th May 2019

The Chair reported that out of the 16 items on the action list, thirteen items had been completed, one item was ongoing and two items had not been completed, which related to IG Mandatory Training and YHL Project.

b) Action Tracking Document

It was noted that there were two items on the action tracking document and updates were provided as follows:-

Information Governance Mandatory Training – six Governors were yet to complete this training.
Youth Health Leader Project – Mr Burrow and Mr Murphy to discuss.

Referring to the action list, Mr Holden asked if items that were RAG rated Green had actually been completed.

Mr Burrow responded to Mr Holden's question and advised the meeting that RAG ratings could be different. Initially Finance was asked how we, as a Trust, RAG rate so that Governors could understand what they are seeing from a RAG Rating.

Mrs Crouch asked if there was a consistent RAG rating.

The Chair stated that he felt the way most RAG Ratings operate were not helpful. The Chair was currently doing a piece of work that shows Statistical Process Charts (SPC) are much clearer and will be how reporting is presented going forward.

6. Chair's Report

a) Governor Election Results

The Chair confirmed that the Governor Elections had concluded last week and detailed the results as follows:-

Public – Blackpool:-
Lisa Robins (newly elected)
Zacky Hameed (re-elected)
Graham Curry (newly elected)
Jeannette Beckett (newly elected)

Public – Fylde:-
Steven Gratrix (newly elected)

Public – Wyre:-
Patricia Greenhough (newly elected)
Sue Crouch (re-elected)
Ian Owen (re-elected)

Public – North West Counties Constituency:-
Stephen Cross (elected unopposed)

Staff – Nursing & Midwifery Constituency:-
Sharon Vickers (re-elected)

Staff – Clinical Support Constituency:-
Jenny Gavin (re-elected unopposed)

The Chair congratulated all new Governors and re-elected Governors.

The Chair also thanked the Governors not re-elected, Mrs Beverley Clark and Mrs Heather O'Hara (Public Governors for Blackpool Constituency who had both completed one 3 year term and the Governors not re-standing, Mr Bob Hudson and Mr Tony Winter who both completed one 3 year term.

The Chair advised the meeting that one of the Governors, who was not re-elected, had expressed that they were unhappy about the results being posted on a public website (Trust Website). The Governor has been informed that the Trust was required to publish the results publicly to comply with electoral requirements.

b) Organisational Updates

i) Arrangements for Acting Medical Director Post

The Chair advised that Dr Grahame Goode was appointed to this post on 21st August 2019

ii) Recruitment of Substantive Medical Director and Substantive Director of Nursing & Quality

The Chair advised that both of these posts were currently out to advert and that interviews were scheduled for the 3rd and 4th October 2019.

Dr More asked if there was a Plan B if an appointment was not made. The Chair confirmed that it wasn't felt necessary at this moment as there was a good field of candidates and an expectation that an appointment could be made.

Mrs Hardy informed the meeting that some incorrect information was sent out to the candidates in the packs as Mr Stephen Finnigan's photograph was still on the Board of Directors Poster.

iii) Recruitment Arrangements for Chief Executive Officer

The Chair confirmed to the Council of Governors that it was within their remit to approve the recommendation from the Nominations Committee for the appointment of a Chief Executive Officer (CEO). The Chair stated that the post holder would have to deliver a large cultural change program across the Trust and that Mr McGee would be an ideal candidate to lead the Trust forward.

The Chair outlined the actions the Trust had taken so far to identify a suitable candidate. The Trust had convened a Remuneration Committee and commissioned an external recruitment firm (Odgers) to shortlist appropriate candidates, which had been unsuccessful as the field lacked sufficient experience.

Mrs Roach asked, given that we are looking at a cultural change, what kind of leadership skills would they need?. The Chair responded that the Trust needs someone who can engage with staff and clinical leaders.

Mr Holden asked, in respect of the recruitment company, if the Remuneration Committee set the right criteria, why did the candidates put forward not match that criteria. The Chair stated that none of the candidates satisfied the criteria and all required more experience to fulfil the criteria.

Mr Holden added that the Trust needed 100% leadership and therefore how would a shared CEO with East Lancashire Hospitals Trust (ELHT) operate. The Chair responded that we should not underestimate the fundamental changes we need to deliver and this will be shaped when the CQC Report is received. It was noted that Mr McGee, in his interim role, was making a real difference on the ground, fundamentally changing the leadership culture.

Mr Owen commented that he feels a shared approach is a real option but it needs to be communicated to staff that this is not a merger. The Chair agreed and confirmed that we are two separate Trusts; we are not merging with ELHT.

Mr Farrington stated that he was worried about how this could be perceived by staff making the part-time post permanent. The Chair acknowledged Mr Farrington's concerns and added that he knew of a couple of Trusts with a part-time CEO, and that it had been very successful.

Mr Holden requested clarity that this would be a special arrangement for Mr McGee and that both Trusts ensured they had WTE posts. The Chair responded that Mr McGee would have a contract with Blackpool and a contract with East Lancashire. If Mr McGee left, the Remuneration Committee would discuss how to proceed and the best way to fill that vacancy.

Mrs Crouch commented that she personally does not have an issue but that the Trust does have to get the right leadership in place and this is an opportunity to do things differently and although it may be a little unconventional, the Governors are looking for assurance, regarding the process for appointment by the NEDS and subsequent approval by the Governors. We need to understand what the process is and feel the candidate is right.

c) Board Assurance Review

The Chair informed the meeting that the Committee structure had been reviewed and approved by the Board on 3rd September 2019. There has been an increase in the number of Board Committees from four to six. There will be two Governors on each committee. The increase in committees was due to the requirement to focus more on clinical effectiveness and operational performance. For Governors, this will result in five Governors and their deputies (a total of 10 Governors) being allocated to five of the committees.

Mr Holden commented that the Governors already attend the Nominations Committee, Membership Committee and the Governors Strategic Focus Group (GSFG). The Chair commented that more Governor involvement is required than previously.

The Chair said that going forward, when it is clear who the five Governors will be on each committee, they should talk to the Non-Executive Director (NED) Chair of that committee and be more involved.

d) Atlas Update

This item was raised at the Governors Informal Meeting. Mr Holden requested an update regarding whether the Trust had made savings. The Chair confirmed that it had and informed Mr Holden there had been an information session arranged for Governors regarding this matter but if a separate session was required, this could be arranged at the next Council of Governors meeting (for half an hour). The Chair commented that there had been a number of changes and a Trust NED now Chaired the Atlas Board, this has resulted in a feeling of being well connected and beneficial to reviewing how we operate as a shareholder.

Mr Stuart commented that it was not very nice to see staff protesting on site. The Chair stated that the staff were Medirest (Domestic Service Provider) and not Atlas.

Mrs DeVito commented that it would be better for staff to be employed by the Trust and the Chair stated that the Trust is in a contract with Medirest but that he would confirm how long the contract had left.

RESOLVED: The Chair to confirm to duration of the Contract with Medirest.

e) Domestic Services Update

The Chair confirmed that this item had been covered in item 6d)

7. Lead Governor and Deputy Lead Governor Reports

a) Governors Informal Meeting

Mrs Crouch confirmed that a lot of the items had been picked up in this agenda but that there was one thing that had not. There had been quite a lot of discussion on staffing and vacancy rates reported on a previous Board Meeting Report which prompted discussions about recruitment, retention and training between the Governors. Governors felt that rather than a presentation, a more interactive dialogue with a sub-group of Governors was required. The format has not been agreed by the Governors.

Mr Stuart commented that his niece had applied for a nursing role some months ago and still had not received a response.

RESOLVED: Mrs Crouch to discuss with Mr Burrow any support needed for the Governors in respect of recruitment, retention and training.

b) Buddy System

Mr Holden proposed the re-introduction of the buddy system for new Governors and asked existing Governors if they would be interested in being involved. The Buddy System will identify a Governor who can link up with a new Governor to encourage them to ask for information and check out queries if they have any. It was agreed by all that this is a voluntary action by existing Governors.

The proposal was agreed by the Governors. The Membership and Governors Officer will share the new governors email contact details with Mr Holden.

RESOLVED: Proposal for re-introduction of Buddy System for new Governors approved.

ACTION: Julie Harrison to send new Governors email addresses to Mr Holden.

8. Governance Report

a) Feedback from External Auditors - PwC to report

- i. Annual Audit Letter
- ii. Long Form Quality Report
- iii. Quality Report Opinion
- iv. Enhanced Audit Report
- v. ISA (260) Report
- vi. Annual Report & Accounts and Quality Report 2018/19

All Governors had received a full copy of the Trust Annual Report, Annual Accounts, Quality Report and Auditors Letters

The Chair welcomed Mr Othmane Rezgui from PwC Auditors to the meeting. Mr Rezgui explained that he was responsible for providing feedback on the Quality Report and that his colleague Mrs Rebecca Gissing had overseen the entire audit and was present via the conference phone facility to answer any questions.

Mr Rezgui confirmed that as Auditors they were required to issue a limited assurance report in relation to the content of Blackpool Teaching Hospital Trust's Quality Report.

Mr Rezgui stated the Summary of Findings of Content of the Quality Report identified that no issues came to their attention that led them to believe the Quality Report did not incorporate the matters required to be reported on as specified in the Foundation Trust Annual Reporting Manual.

b) NHSI Enforcement Undertakings Letter

Mr Burrow confirmed that the letter had been shared with Governors via email and is on the NHSI website. He stated that the actions and recommendations had been included on the Governance Action Plan. The Board had requested that one list of improvements was developed to deliver over the next 6/18 months. It was anticipated that the CQC Report would be publically available at the beginning of October.

RESOLVED: Governors to note the NHSI Enforcement Undertakings letter and action taken by the Board.

c) Governors Induction Manual

Mr Burrow informed the meeting that the Governors Induction Manual had been updated to reflect management changes however there were no fundamental changes, just an annual refresh.

RESOLVED: That the Governors Induction Manual was approved by the Council of Governors.

d) Role Specifications

- i. Governor
- ii. Lead Governor
- iii. Deputy Lead Governor

Mr Burrow informed the meeting that the role specifications had been reviewed and requested approval.

RESOLVED: That the Role Specifications were approved by the Council of Governors.

e) Annual Members Meeting

The Joint Annual Members Meeting with Blackpool CCG and Fylde & Wyre CCG (4th consecutive year) was held on Monday 16th September 2019 from 5:00pm at Bispham 6th Form College.

f) Annual Work Plan

The Chair informed the meeting that the plan had been refreshed and updated and asked for approval.

RESOLVED: That the Annual Work Plan was approved by Council of Governors.

9. Chairs' Updates from Council of Governors Committee Meetings:-

a) Membership Committee

Mr Owen reported that there were mainly two items to highlight: Firstly that there was a very long discussion about engagement with members, and that from the Membership Committee, there was a general feeling amongst the Public Governors that the public were not well engaged. There was also an issue around the Press contacting Governors directly and the procedure to follow is to direct requests to the Head of Communications, Mr Derek Quinn, without comment.

b) Governors' Strategic Focus Group

Mrs Crouch reported that a meeting was held on the 6th August 2019 and that all matters had been addressed on the agenda today.

c) Nominations Committee Meeting

The Nominations Committee feedback report was noted.

10. Performance and Strategy:-

a) Board Committee Feedback (Finance Committee)

Mr Cullinan delivered a presentation to the meeting based on the remit of the Finance Committee. The presentation outlined the purpose of the Committee and how the Committee links to the delivery and performance of the Trust's Strategy, gave an overview of the Committee's Governance processes and the process providing assurance.

b) Board Committee Chair Assurance Reports and Governor Observer Feedback Forms

The Board Committee Chair Assurance Reports and the Governor Observer Feedback Forms were circulated to the Governors with the full CoG Committee papers. These were noted by the Governors.

c) CQC Inspection Update

Mr Murphy reported on the letter received from CQC dated 12 June 2019 and updated the meeting accordingly.

11. Items Recommended for Discussion or Decision

There were no items to recommend for discussion or decision at the Council of Governors Meeting.

12. Items for Information/Discussion/Approval

a) Attendance Monitoring

The attendance monitoring document was noted.

b) Trust Values/Examples of Value of the Month

This item would be addressed under Item 14.

13. Motions

a) Motions or Questions on Notice

There were no motions or questions on notice.

b) Urgent Motions or Questions on Notice

There were no urgent motions or questions on notice.

14. Formal Meeting Review

a) Celebrating Success Awards and Celebration Ball

Mrs Crouch asked if any Governors were attending the Celebrating Success Awards and Celebration Ball event being held on Friday, November 8th in the Empress Ballroom at the Winter Gardens. Mrs Crouch suggested that if there were any Governors wishing to attend she would be happy to arrange a table.

RESOLVED: Governors wishing to attend the Celebrating Success Awards and Celebration Ball event being held on Friday, November 8th to advise Julie Harrison.

b) Formal Meeting Review

Mr Stuart commented that this meeting had been one of the best CoG Meetings there had been during his term of office and there was a resounding agreement from the other Governors. The meeting had demonstrated the Trust Values.

c) Winter Plan

Dr More requested an update on the winter planning at the November CoG Meeting

RESOLVED: Julie Harrison to add Winter Plan update to 8th November 2019 CoG Agenda

d) Oncology Department

Mr Stuart commented that the treatment he had received at the Oncology Department was fantastic.

15. Declaration of Confidentiality

Item 6a was declared confidential.

16. Date of Next Meeting

The next meeting of the Council of Governors will be held on Wednesday 12th November 2019 at 2pm in the Boardroom, Trust Headquarters, BVH.