

Minutes of the Blackpool Teaching Hospitals NHS Foundation Trust
Council of Governors Meeting held on Thursday 25 June 2020
at 2.00 pm via Microsoft Teams

Present: Mr Pearse Butler Chair

Public Governors:-

Mrs Jeannette Beckett	Blackpool Constituency
Mrs Sue Crouch	Wyre Constituency
Mr Graham Curry	Blackpool Constituency
Mrs Adele DeVito	Blackpool Constituency
Mr Steven Gratrix	Fylde Constituency
Mrs Pat Greenhough	Wyre Constituency
Mr Zacky Hameed	Blackpool Constituency
Mrs Camilla Hardy	Blackpool Constituency
Mr Ian Owen	Wyre Constituency
Mrs Lisa Robins	Blackpool Constituency
Mrs Patricia Roche	Blackpool Constituency
Mr Graham Stuart	Fylde Constituency

Staff Governors:-

Miss Tina Daniels	Non-Clinical Support Constituency
Mrs Jenny Gavin	Clinical Support Constituency
Dr Ranjit More	Medical & Dental Constituency
Mrs Sharon Vickers	Nursing & Midwifery Constituency (until 1.00pm)

Appointed Governors:-

Mrs Margaret Bamforth	Blackpool and the Fylde College
Mr Paul Bibby	Lancashire Care NHS FT
Councillor Charles Edwards	Lancashire County Council
Dr Amelia Hunt	Lancaster University
Dr Debbie Kenny	UCLAN
Councillor Martin Mitchell	Blackpool Council

In Attendance:-

Professor Tony Warne	Non-Executive Director
Mrs Angela Bosnjak-Szekeres	Director of Corporate Governance
Mrs Julie Harrison	Corporate Governance Officer/Committee Secretary

1. Chairs Welcome and Introductions

The Chair welcomed everyone to the meeting and explained the protocol for virtual meetings.

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

An apology for absence was received from Mr George Holden (Public Governor - Blackpool Constituency).

4. Minutes of the Previous Council of Governors Meeting held on 11.03.20

The minutes of the previous meeting held on 11 March 2020 were agreed as a correct record, subject to the following amendment:-

Item 10c) iii), Quality Committee Feedback: to be amended to reflect that it was Mrs Gavin reporting on this item and not Mrs Crouch. Mrs Bosnjak-Szekeres offered apologies to both Governors.

RESOLVED: That the minutes of the previous meeting held on 11 March 2020 be agreed as a correct record, subject to the above amendment, and signed by the Chair.

5. Matters Arising:- Action List

- a) The Chair asked that the action list be noted and actioned accordingly.
- b) Mrs Crouch asked that the action from the March 2020 meeting regarding re-tendering for the External Audit Contract in September 2020 be included on the action list. Mrs Bosnjak-Szekeres informed the Governors that the first meeting with the Lancashire Procurement Collaborative to discuss the contract would take place the following week and a report would be provided at the next Council of Governors meeting scheduled for September 2020.

RESOLVED: That the action regarding re-tendering for the External Audit contract be added to the Council of Governors action list.

RESOLVED: That a report regarding the External Audit contract would be presented to the Council of Governors meeting in September 2020.

6. Chair's Report

a) General Update

The Chair provided the following update:

He stated that the Trust was currently operating at level 4 Command and Control as directed from the Department of Health and Social Care (DoH&SC). He explained further that it was not working to specific contracts with the CCGs, but working to payments that had been agreed with the DoH through the Regional Office on a monthly basis. It was noted that this process was part of the Government's commitment to support organisations through Covid-19. In view of this, the engagement with Board members and Governors was quite different than it was previously, and this was likely to continue until March 2021.

The Chair further advised that, in the North West, it was organised on an Integrated Care System (ICS) basis and the Trust was part of the South Cumbria and Lancashire (L&SC) ICS. The Chair explained the structure of the ICS, i.e. local partnerships taking shared responsibility to improve the health and care system for their local population, and that there were Cells within each ICS, i.e. In Hospital Cell, Out of Hospital Cell. It was noted that Mr McGee was the In Hospital Cell Leaders for the L&SC ICS. It was noted that the majority of the work had been Covid-19 related, however, the Trust was developing plans for moving into the restoration phase.

b) Covid-19 and Recovery Update

The Chair provided a detailed update regarding Covid-19 and the arrangements for recovery as follows:-

- The number of Covid-19 in-patients (at Victoria and Clifton) was now very small and, in Covid-19 terms, the Trust was out of the urgent phase and was starting to pick up cardiac work.

- The post-Covid-19 work would be complex to manage and would involve trying to predict the number of Covid-19 beds needed in the next 6 months and how to create a totally safe environment for such patients.
- Staff had dealt with extremely stressful and emotional situations, particularly with regard to dying patients and the support offered to their relatives.
- Staff had delayed taking annual leave, or had reduced the amount of annual leave taken, and it would now be very challenging for those front line staff to take leave when the Trust was beginning to pick up work post-Covid-19, but measures are in place to ensure the health and well-being of staff.
- The most significant work being picked up was cardiac tertiary care as the Trust was the only organisation providing this service in Lancashire & South Cumbria. The Trust had a detailed plan to re-instate cardiac and cardiology work and was currently recruiting Intensivists.
- Elective surgical activity (including cancer patients) and diagnostic testing were also now being addressed which would be challenging in view of the need to protect beds for Covid-19 patients.
- The Trust had extended contracts with private hospitals and was now using their private care capacity at Spire for minor surgery.
- Activity was being undertaken across Lancashire & South Cumbria and, in order to ensure equity of access for patients, it was likely that for the next 6 to 18 months, more patients would receive care and services at alternative places for treatment.
- It was difficult to separate Covid-19 patients because the Trust did not operate a 'cold' site and a 'hot' site ('cold' site for surgery and 'hot' sites for emergencies). The new guidance expected from the DoH&SC would result in additional resources being needed to provide additional beds until March 2021, with the possibility of a further 12 months, to March 2022.

Mr Curry asked whether the Trust would consider setting up wards utilising the Parkwood Unit and the Chair confirmed that Parkwood was under consideration, however, it was not in good state of repair and there may be community premises that would be more suitable.

Mr Curry also asked whether the Trust's debts had been "wiped off" and the Chair advised that Trust debts were being transferred to public dividend capital on which Trusts would pay a rate of return.

Mrs Roche raised the question of trauma for staff and the Chair stated that the Trust was prioritising and supporting the welfare of staff and work had been undertaken to ensure that the required input was being provided, for example, assistance with childcare, provision of a 'wobble room' and counselling support. Miss Daniels advised that the Employee Assistance Programme was available, providing staff with the opportunity for external counselling, mental health support and financial advice. She added that there were a number of facilities in place to support staff and the information was promoted in the Covid-19 communications issued daily.

The Chair referred to the issue of Personal Protective Equipment (PPE), which had been discussed at the Governors informal meeting, and advised that there had been an announcement from the DoH&SC recently about the requirements for visitors to wear face masks on hospital sites..

The Chair also referred to the issue of nosocomial infection and the increasing concern nationally that many infections were being acquired in healthcare settings. It was noted that Trusts were now under very strict instructions to limit the number of people/staff coming onto the hospital sites, emphasising that staff should work from home unless they physically needed to be on-site. The Chair confirmed that he was working from the office only one day per week and that the Executive Directors were now working on a seven day rota system with only two Directors on site each day. It was noted that HR, Finance and other back office staff were being encouraged to continue to work from home and that meetings were continuing to be held virtually.

Mr Gratrix asked whether meetings of the Performance & Operations Committee and the Finance Committee would be held by phone conference or whether they were suspended until the end of the year. The Chair responded that this matter would be discussed in a later agenda item.

The Chair stated that he would welcome any questions regarding recovery.

Mrs Greenhough commented on the weekly video that was being produced featuring Dr Gardner and added that the content was excellent and ideal for the community and suggested the videos be shared with the local public.

RESOLVED: That the Chair would discuss with the Communications department about the videos being circulated to a wider audience.

Mrs Gavin enquired about the timescale for the cardiac intensive unit returning to normal capacity. The Chair responded that he was unable to give a specific timescale, but advised that the Trust was currently out to advert for Cardiac Intensive Anaesthetist posts; it being noted that the lack of such posts was a key issue at the present time.

Dr More asked for clarification about the Lancashire & South Cumbria cell structure, in particular the type of decisions that had been made and the type of decisions it would be influencing over the next few months. The Chair responded that, in essence, it had been overseeing the hospitals in the region and, where necessary, directing the work between the hospitals. The Chair stated that there were initial concerns going forward about health inequalities worsening and therefore consideration had been given to introducing surgical waiting lists across the entire region in order to achieve fairness and equity during the next 6 to 12 months.

Mrs Crouch asked whether an Ethics Committee had been set up and about the progress that had been made. The Chair confirmed that an Ethics Committee had been established and two meetings had taken place chaired by Dr Gardner. It was noted that discussions had taken place regarding the difficult decisions that were having to be made around end of life care visiting in terms of minimising the risk of infection spreading whilst enabling family to say good bye to their loved ones. Mrs Crouch asked if the Governors could have sight of the Ethics Committee Terms of Reference and the Chair agreed.

RESOLVED: That the Ethics Committee Terms of Reference would be circulated to the Governors for information.

7. Non-Executive Director Appointment: Introduction/Background Information

Professor Tony Warne thanked the Chair for the opportunity to introduce himself and provide some background information. He advised that he had joined the Trust officially in April 2020 during very strange times and that, under normal circumstances, he would have had face to face meetings rather than virtual meetings.

He continued that his background was in Mental Health nursing and that he had been associated with the NHS for a long time.

He outlined some of his responsibilities and experiences throughout his career and advised that he was currently a NED and the Vice Chair at Wrightington, Wigan and Leigh NHS FT and that his term of office was due to end in March 2021. He described how he could bring experience and knowledge from working in a slightly different acute setting to Blackpool, but that some elements were very similar to Blackpool. It was noted that Professor Warne had a weekly blog. It was also noted that he had chaired the first Quality and Clinical Effectiveness Committee earlier in the week.

8. Governance:-

a) Governors' Terms of Office: Proposal for Extended Tenure

The Chair reminded the Governors that elections were due to take place in September 2020, however, due to the Covid-19 situation, it was proposed that all Governors who were due to retire or stand for re-election should have their tenure extended by six months with the election postponed to early in 2021. It was also proposed that, in order to enable the Governors who would have served their maximum term by September 2020 to continue serving as full voting members on the CoG, the relevant sections of the Constitution should be temporarily suspended for that period.

The Chair confirmed that the Governors concerned had been contacted in relation to the proposed extension and nine of the ten Governors had agreed to continue on the Council until early next year, with the possibility of holding the election in January 2021 and announcing the results in February 2021.

It was noted that any amendments to the Constitution would require formal approval by the Council of Governors and the Board of Directors.

Mr Gratrix commented that the Constitution stated that any Governor whose term of office had expired would only be able to observe at Committee meetings. The Chair confirmed that the proposal was to temporarily suspend the relevant sections of the Constitution for a period of six months.

The Governors agreed to support the proposal which would need to be submitted to the Board of Directors for approval.

RESOLVED: That the proposal for a temporary six-month suspension to the relevant sections of the Trust's Constitution be approved and submitted to the next meeting of the Board of Directors on 2 July 2020 for approval.

b) Lead Governor/Deputy Lead Governor Election Update

The Chair asked the Governors to note that the election for the Lead Governor and Deputy Lead Governor would take place as planned in September 2020, as the process did not involve public voting. It was noted that nominations would be called for in August 2020.

RESOLVED: That information about the Lead Governor and Deputy Lead Governor election would be issued in August 2020.

c) Re-Appointment of Non-Executive Director (Mr Keith Case)

The Chair reported that the Nominations Committee had recently considered the re-appointment of Mr Keith Case whose term of office was due to end on 31 July 2020. It was noted that the recommendation from the Nominations Committee was to re-appoint Mr Case as Non-Executive Director for a second term of office and it was confirmed that Mr Case was keen and committed to continue in post.

RESOLVED: That the recommendation to re-appoint Mr Keith Case as a Non-Executive Director for a second term be approved.

d) Governance Arrangements: Board Committees

The Chair explained the current situation in respect of the Board Committees; it being noted that formal Board Committee meetings had now been re-instated, however, in order to ensure that the meetings focused on assurance, two new Board Committees had been established, namely, a Quality & Clinical Effectiveness Committee [chaired by Professor Tony Warne (NED)] and an Operations Committee, incorporating Workforce, Finance and Operational Performance [chaired by Mr Mark Beaton (NED)].

The Chair commented that it would be very helpful if all meeting participants could download "Microsoft Teams Meetings" as this was the format the Trust was using for virtual meetings.

The Chair asked the Governors to note the new Board Committee arrangements and he requested that expressions of interest to participate as an observer or deputy observer on the Committees be forwarded to Mrs Crouch (Lead Governor).

RESOLVED: That Governors would download Microsoft Teams Meetings for ease of participation in future meetings.

RESOLVED: That those Governors interested in observing the new Board Committees should inform Mrs Crouch of their interest.

e) Audit Committee Terms of Reference

Mrs Bosnjak-Szekeres reported that the Audit Committee Terms of Reference had been revised following the changes made to the governance structure of the Board as a result of the Covid-19 pandemic.

It was noted that the draft Terms of Reference (ToR) had been submitted to, and approved by, the Audit Committee at the meeting held on 15 June 2020. The Governors were asked to consider the revised Audit Committee Terms of Reference.

Mrs Crouch raised a point regarding paragraph 3 on page 5 of the ToR relating to 'Reporting Responsibilities' and suggested the wording be amended to read 'to report to the Council of Governors (CoG) on at least an annual basis'.

RESOLVED: That the revised Audit Committee Terms of Reference be approved, subject to the amendment 'to report to the Council of Governors on at least an annual basis'.

9. Updates from Council of Governors Committee Meetings

a) Nominations Committee: Feedback Reports 10 June 2020 and 16 June 2020

The Chair reported that there had been two Nominations Committee meetings since the last CoG Meeting, the first on 10 June 2020 and the second on 16 June 2020.

Mrs Crouch requested that she provide feedback on both items 9a and 10 together and the Chair agreed to the request.

10. Chair's Appraisal Update

Mrs Crouch updated the Committee on the Chair's appraisal process and reported that, as the Trust was not at the stage of discussing objectives, the Chairman was not required to leave the meeting.

Mrs Crouch reminded the Governors about the new National Framework for Chairs' appraisals, which was competency based, and that they had been given the opportunity earlier in the year to comment on the Chair's performance against a set of competencies that covered strategic partnerships, people, professional acumen and outcomes focus. It was noted that the Nominations Committee had reviewed the summary report, which had been compiled by Mr Michael Hearty [who was a Non-Executive and the Senior Independent Director (SID) until the end of March 2020]. She reported that the Nominations Committee had been pleased to note the positive report submitted and noted that generally contributors had tended to indicate "Agree/Strongly Agree" against the competency statements. Mrs Crouch reported that the process had been delayed due to the pandemic as there had not been an opportunity yet for the Mr Hearty and the Chair to discuss and agree to a set of objectives for 2021.

Mrs Crouch continued that there were, however, some proposed objectives which were under discussion. It had been suggested by the Nominations Committee that, once the new SID had been appointed (identified from the existing group of NEDs) he/she would finalise the objectives with the Chair and submit them to the Nominations Committee and, subsequently, to the Council of Governors.

The Chair advised that a Nominations Committee meeting would need to be arranged within the next few weeks in order to discuss the appointment of the Senior Independent Director (SID) following the retirement of Mr Hearty.

RESOLVED: That a Nominations Committee meeting (virtual) would be arranged to discuss the appointment of the Senior Independent Director.

11. Items Recommended for Discussion or Decision by:-

i) Council of Governors

- Report the Annual Report & Annual Accounts to the Council of Governors in September 2020.

ii) Council of Governor Committees

- Arrange a Nominations Committee to discuss the appointment of a replacement Senior Independent Director (SID) and the NEDs appraisals

iii) Board of Directors

- Temporary change to the Constitution (for approval)
- Revised Audit Committee Terms of Reference (for approval)

12. Items for Information/ Discussion/Approval:-

a) Attendance Monitoring

The Attendance Monitoring document was noted.

13. Motions

a) Motions or Questions on Notice

There were no motions or questions on notice.

b) Urgent Motions or Questions on Notice

At this juncture, a number of issues were raised:-:

Mr Hameed advised that he had a couple of questions for the Chair.

i) Funding for the Multi-Storey Car Park

Mr Hameed asked the Chair how the construction of the multi-storey car park had been funded. The Chair responded that he was not certain of the funding arrangements but that he would check and confirm.

RESOLVED: That the Chair would check the funding arrangements for the multi-storey car park and provide feedback.

ii) Merger Plans

Mr Hameed asked for an update regarding the merger plans that had previously been discussed and led by Mrs Swift. The Chair replied that he was not aware of any discussion regarding a merger and there were no plans for a merger.

iii) Constitution

Mr Hameed commented that the Chair was not able to amend or change the Constitution. The Chair confirmed that the process for amending the Constitution was that approval from the Council of Governors and the Board of Directors was required and he pointed out that he was not suggesting the changes himself.

Mrs Bosnjak-Szekeres advised that the Constitution may have to be amended in 2021 due to legislative changes and, if that was the case, approval from the Council of Governors and the Trust Board would be sought to make the changes.

iv) Annual Members and Public Meeting

Mrs Roche commented that the Annual Members and Public Meeting provided assurance to local people and allayed their fears and she asked whether, for this year's meeting, arrangements could be made to include a video, similar to the one produced featuring Dr Gardner, in order to reassure constituents during these uncertain times. The Chair stated that this was an important and helpful point and agreed that Mrs Roche's request would be explored.

RESOLVED: That the request to include a video as part of this year's Annual Members and Public Meeting be explored.

14. Formal Meeting Review

Following review it was agreed that sufficient time had been provided for Governors to discuss agenda items.

15. Declaration of Confidentiality

There were no items declared confidential and, as such, exempt from disclosure under the Freedom of Information Act 2000.

RESOLVED: That no items be declared confidential under the Freedom of Information Act 2000.

16. Date of Next Meeting

The next meeting of the Council of Governors will take place on Wednesday 16 September 2020 at 2.00 pm via Microsoft Teams.