Council of Governors

Minutes of the Council of Governors Meeting held on **Tuesday 30 April 2024** at the Oxford Centre for Enablement, Nuffield Orthopaedic Centre, Headington.

Present:

Name	Initials	Job Role
Prof Sir Jonathan Montgomery	JM	Trust Chair, [Chair]
Ms Ariana Adjani	AA	Public Governor, Oxford City
Mr Tony Bagot-Webb	TBW	Public Governor Northamptonshire and Warwickshire
Mr Stuart Bell CBE	SB	Nominated Governor, Oxford Health NHS Foundation Trust
Dr Robin Carr	RC	Public Governor, West Oxfordshire
Ms Gemma Davison	GD	Public Governor, Cherwell
Prof Lorraine Dixon	LD	Nominated Governor, Oxford Brookes University
Mr Alastair Harding	AH	Public Governor, Vale of White Horse
Dr Jeremy Hodge	JH	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Ms Aliki Kalianou	AK	Staff Governor, Non-Clinical
Mrs Janet Knowles	JK	Public Governor, South Oxfordshire
Ms Claire Litchfield	CL	Staff Governor, Clinical
Mr Tony Lloyd	TL	Public Governor, Buckinghamshire, Berkshire, Wiltshire and Gloucestershire
Ms Chris Montague-Johnson	CMJ	Public Governor, Cherwell
Mrs Nina Robinson	NR	Public Governor, South Oxfordshire
Mr Graham Shelton	GS	Public Governor, West Oxfordshire
Ms Sneha Sunny	SS	Staff Governor, Clinical
Mrs Megan Turmezei	MT	Staff Governor, Non-Clinical
Mr Mark Whitley	MW	Public Governor, Northamptonshire and Warwickshire

In Attendance:

Dr Meghana Pandit	MP	Chief Executive Officer

Mr Paul Dean	PD	Non-Executive Director
Mr Jason Dorsett	JD	Chief Finance Officer
Ms Claire Flint	CF	Non-Executive Director and Senior Independent Director
Mr Mark Holloway	MH	Chief Estates and Facilities Officer
Dr Laura Lauer	LL	Deputy Head of Corporate Governance
Ms Viv Lee	VL	Children's Patient Experience Team
Mr Terry Roberts	TR	Chief People Officer
Dr Neil Scotchmer	NS	Head of Corporate Governance
Ms Clare Winch	CW	Director of Regulatory Compliance and Assurance

Apologies:

Cllr Tim Bearder	TB	Nominated Governor, Oxfordshire County Council
Prof Helen Higham	HH	Nominated Governor, University of Oxford
Mr George Krasopoulos	GK	Staff Governor, Clinical
Prof David Matthews	DM	Public Governor, Vale of White Horse
Ms Jane Probets	JP	Public Governor, Oxford City
Mrs Pauline Tendayi	PT	Staff Governor, Clinical
Mr Jonathan Wyatt	JWy	Public Governor, Rest of England and Wales
Annabelle	YPE	Nominated Governor, Young People’s Executive
Ishaan	YPE	Nominated Governors, Young People’s Executive

CoG24/04/01 Welcome, Apologies and Declarations of Interest

1. Apologies were noted as recorded above.
2. The Chair welcomed the governors and other attendees to the meeting, and in particular the newly elected governors attending their first meeting of the Council.
3. The Council noted that the venue had been altered because the Trust was implementing a range of financial controls and that these revised arrangements

enabled the Council to lead by example during this challenging financial period for the organisation.

4. No declarations of interest were received.

CoG24/04/02 Minutes of the Meeting Held on 17 January 2024

5. The minutes were approved as an accurate record of the meeting.

CoG24/04/03 Matters Arising

OH / OUH Joint Governor Event

6. Professor Montgomery confirmed that the two organisations had been liaising regarding this event. It was noted that the Trust was not able to hold constituency meetings before or during their elections and that Oxford Health was now also holding elections and so it was expected that the meeting would probably be no earlier than June. The Council noted that the Vale of White Horse constituency meeting was taking place on the 23 May, and that David Matthews would be giving a presentation on diabetes.

Oxfordshire Director of Public Health

7. The Chair noted that the Director of Public Health, Dr Ansaf Azhar, would be presenting his annual report to the Board in public in July and that governors would be welcome to be present. He noted that this would link to a discussion of the Trust's sustainability programme at the Council's meeting on the same date.

CoG24/04/04 Chair's Business

Patient Experience Membership and Quality Committee (PEMQ) Chair

8. The Chair informed the Council that Gemma Davison had agreed to take over as PEMQ Chair from Sally-Jane Davidge. He encouraged governors to put themselves forward to join the committees and noted that he, the Lead Governor, the Vice Chair and the Head of Corporate Governance met with the committee chairs periodically.

OUH Quality Account

9. The Council was reminded that each year a formal governor response was sought for inclusion with the final Quality Account and that this had previously been driven by the Governors Patient Experience, Membership and Quality Committee.

10. Once PEMQ's membership had been strengthened it was intended that a meeting in June would review a near-final version of the document to support the development of the response. In the meantime early feedback on the document would be sought from governors from governors through circulation to current PEMQ members but also the Lead Governor and other committee chairs.

CoG24/04/05 Chief Executive's Briefing

11. The Chief Executive Officer provided a verbal summary of 2023/24 performance and the planning for 2024/25. Governors were reminded that the 2023/24 plan had been for improved operational standards and a finance deficit plan of £10.8m with a focus was on people, performance, patients and partnerships.

12. The Trust had successfully implemented a range of welfare and other initiatives to support staff, resulting in an improvement in workforce metrics, such as a decrease in turnover and vacancy rates and sickness. The number of substantive staff had been increased. A new Freedom to Speak Up guardian had been appointed and the involvement of staff networks had been enhanced.

13. In terms of patients care, advances made in innovation and new treatments, with mortality levels remaining below expected for the Trust.

14. A performance improvement had been delivered despite the impact of industrial action, with a reduction of patients waiting over 78 weeks from around 37,000 to 80. The Chief Executive informed that Council that without industrial action the Trust would have expected to have eliminated these entirely and made greater inroads into reducing the number of 65-week waiters. The Trust's target had been for 76% of patients to be seen within 4 hours and, including all attendance types, a figure of 77% had been achieved by the end of the year.

15. Work in partnership at the Oxfordshire Place level had been further developed with a reset of the governance of Acute Provider Collaboratives.

16. Professor Pandit recognised that the coming year would be a difficult one and acknowledged that the planning round was proving challenging. The system was planning to submit a £98m deficit plan with OUH contribution being a deficit of £15m (1% of its £1.6 billion budget). This included a challenging efficiency programme including a 700 WTE reduction in temporary staff. To date 262 WTE of temporary staff had been reduced without impact on quality based on monitoring through Quality Impact Assessments.

17. The Chief Executive Officer explained that the Integrated Care System was likely to be asked to improve its £98m deficit plan. This would require more activity and more income or greater efficiency savings. As a consequence OUH was likely to need to improve its £15m deficit plan. This could be approached by generating more income through the efficient use of capacity or by making difficult choices around service configuration and ways of working. The Chief Executive noted that the latter could take multi-year programmes of work to deliver.

18. The Council heard that OUH had historically been successful in gaining additional funding through bids, but this created a real risk that the bottom-line figure distorted the overall picture. The Trust needed to achieve a sustainable underlying position and this was hard to track on a year-on-year basis due to this fluctuation.

19. The Council heard that partnerships would be critical to improving efficiency and that these were predominantly within Oxfordshire for emergency care but across the ICS acute providers for elective care. It was noted that progress on integration had been slow but was being made. The challenge of the BOB ICS geography which did not map cleanly politically, geographically or in terms of patient flows was recognised. The Chair emphasised OUH's desire to operate in a transparent and straightforward manner and to ensure that all organisations were setting themselves the same level of financial challenge.

20. It was noted that the commissioning of a large number of specialist services was being devolved to ICBs and governors asked about the implications of this for OUH. The Chief Executive confirmed that this would have a substantial impact for trusts like OUH and would present challenges for ICBs. Governors heard that improved outcomes for these services were usually driven by high volumes of activity in a small number of expert providers and that fragmentation posed a risk. Governors were assured that discussions were taking place to endeavour to ensure that neither the Trust not its patient population were disadvantaged and noted the Trust's experience at delivering services for other trusts locally in community settings. The importance of clinicians taking a lead in these discussions through clinical networks was also emphasised.

21. In relation of performance against operational performance standards the Chief Executive highlighted the Trust's strong performance against the cancer 62 wait standard and the new faster diagnosis standard. She noted that work was underway to address a longer standing mismatch in the numbers of anaesthetists and radiologists.

22. Assurance was sought by governors that Oxfordshire patients were not being disadvantaged by the numbers referred from out of the local area. Governors heard that the majority of patients on urgent and emergency pathways were Oxfordshire patients but that the picture was more mixed for elective patients as this included those referred for specialist services for which OUH had a larger catchment. It was agreed that a breakdown of the waiting list would be provided to governors for information but it was also noted that Oxfordshire patients also benefitted from having these specialised services available locally.

23. The Chief Executive explained that her vision was to be an exemplar in healthcare delivery that was compassionate and innovative. The Council heard that a three-year plan had been developed to support this, recognising that the planning system did not encourage longer term thinking. Prof Pandit explained that this was important to ensure that staff understood what the Trust was trying to deliver and why. Once this was supported by staff, the delivery of objective was easier. The Chief Executive also emphasised the Trust's use of quality improvement methodology to achieve change.

24. The Council noted this update.

CoG24/04/06 2023 Staff Survey

25. The Chair noted that governors had received in advance the paper regarding the 2023 Staff Survey results that was received by the Board at its March meeting. The Chief People Officer provided a short overview of the results and next steps.

26. Mr Roberts explained that the response rate had dropped but noted that this was in the context of reductions across the whole of the NHS and that the rate at OUH had dropped less than elsewhere.

27. He outlined where the Trust sat on all patient promise elements including comparisons with other organisations and explained that the Trust scored above average on every point and that of 97 questions, it had improved on 90 and stayed the same on 6.

28. The Chief People Officer provided an overview of the areas where OUH had seen improvements which included appraisal, advocacy, and line management capability. He noted that governors had previously been briefed on actions to address bullying and harassment and the eradication programme for this.

29. Mr Roberts explained that the intention was that by September all staff would have had an opportunity to discuss the results, to co-create solutions and to hear what had happened as a result. He said that this encouraged people to complete the survey as staff realised that the results drove changes.

30. The Chief People Officer clarified that the survey was sent all 14,000 substantive staff, with a 46% response rate. He confirmed that the staff survey was completely anonymous and conducted by an external provider. Mr Roberts confirmed that the survey included demographic information, such as ethnicity, sex, staff group, but that it was not possible to report in groups of fewer than ten or eleven people to avoid identifiability.

31. The Chair noted that the Chief People Officer was able to see a detailed breakdown to identify organisational hot spots that needed support and that he briefed the Board on these areas. Mr Roberts explained that ‘time to talk’ sessions were used to focus on these areas. An action plan was also in place to encourage people to speak up and the Trust intended to introduce an anonymous system to allow staff to raise issues of concern.

32. Mr Bell noted an interest as the patron of Picker, the organisation that conducted the staff survey. He suggested that the results were one of the most important indicators of the cultural health of the organisation and praised the steady progress. He suggested that it was good to focus on hot spots and would be helpful to know that the places identified were making progress. The Chief People Officer confirmed that this was monitored through divisional performance reviews to ensure that progress was being made.

33. The Chair commented that a key question was to consider whether the People Plan priorities continued to be correct and the Board’s view was that the current plan remained appropriate. The Chief Executive Officer noted that the People Plan was in its

third year and that it was intended that this be evaluated to consider whether any strategic change was required.

34. The Council noted this update on the Staff Survey.

CoG24/04/07 Update on 2024/25 Annual Plan

35. The Chief Finance Officer provided an update on the development of the Annual Plan for 2024/25, explaining that the planning process was still not complete. National guidance for the year commencing that April was published only on the Thursday before Easter. Mr Dorsett explained that this made it difficult to plan for the Trust's financial and operational performance, as well as to update the budgets and workforce systems that could not be finalised until the process was complete. He said that this had practical consequences for service managers, who did not have clarity on what they were required to deliver.

36. Mr Dorsett noted the strategic work under the four themes of People, Patients, Performance and Partnerships with the aim of providing more concrete three-year trajectories to staff.

37. Mr Dorsett explained that much planning was still based on the level of activity from the last pre-pandemic year. He highlighted the upward trajectory in performance against the four-hour standard in urgent and emergency care but noted that for the year the figure was 65.1%. It was planned that this would improve to 78%, which was the stated expectation for trusts though fell short of the constitutional standard. This was to be facilitated by spending on extra senior decision makers in emergency departments, with the aim of achieving 24/7 consultant cover. The plan also aimed to improve elective activity by 6.8% and eliminate over 65-week waiters, building on a significant reduction in the elective backlog the previous year.

38. Governors noted that effective discharges were also a key part of the solution for the urgent care pathway. Mr Dorsett explained that the presence of senior decision makers was expected to impact mainly on patients who never needed admission and who could be seen and discharged quickly by a senior clinician which would also free up capacity for the patients who did need admission. The Chair noted however that the Trust was also working to develop urgent and emergency care across the system to make better use of the parts of the system that could treat less urgent patients. It was agreed that data related to the urgent care treatment centres at both the John Radcliffe Hospital and the Horton General Hospital could be shared with governors and it was suggested that this be an area on which they were briefed in more detail at a future meeting.

39. Governors asked whether there was a risk that less serious cases were prioritised to improve performance against the four-hour standard. Whilst the standard did not differentiate between types of attendances, assurance was provided that this was not the case and that the Trust monitored the quality and safety of care through other indicators which captured the complexity and severity of the cases.

40. Planning was predicated on the assumption that there would be no further industrial action, which was not guaranteed as this remained an ongoing dispute. Mr Dorsett noted that the Trust was required to plan in line with national assumptions such as the absence of further industrial action and should not second-guess the impact of national politics.

41. The Chief Finance Officer explained that further challenge from NHSE on the deficit, was anticipated although he believed that it would be hard to do more to credibly increase efficiency targets without taking some difficult decisions. He explained that the Trust had already done made a good start in reducing temporary staffing and had a bigger efficiency programme than other trusts locally.

CoG24/04/08 CQC Maternity Report

42. The Director of Regulatory Compliance and Assurance presented the results of the inspection report on maternity services at the Horton General Hospital by the Care Quality Commission, as well as the development of the maternity action plan and process for monitoring implementation.

43. Ms Winch explained that the Care Quality Commission was reviewing many maternity units as part of a national programme, and that the inspection of the Trust's maternity services formed part of this. She explained that the most recent inspection had focused only on the maternity-led unit at the Horton General Hospital.

44. Governors heard that the inspection had given a 'requires improvement' assessment for maternity services at the Horton General Hospital, which had also moved the whole rating for the hospital to 'requires improvement' as a result of other existing ratings, some of which dated back to 2015. Ms Winch explained that the CQC looked at five key questions, but had focused on 'Safe' and 'Well-led' on this occasion.

45. The inspection had identified a small collection of 'must do' actions, as well as some 'should do' actions. Ms Winch informed governors that plans for the 'must do' actions had been submitted to the Care Quality Commission within the required timescales, and were largely complete. She said that the Trust had also learnt on a wider basis what organisational changes were needed on some of the basic safety checks.

46. The Chair explained that the Trust monitored the implementation of the action plans through the Integrated Assurance Committee and the Board. He also said that the Trust was looking at the wider picture of the Horton General Hospital, and planned to meet with the Cherwell governors to discuss the plans for the future development of the hospital. He noted that the Trust had continued to develop and expand the services at the Horton General Hospital, despite the disappointment of not securing central funding for redevelopment.

47. Mr Mark Holloway informed the Council that the Trust had done a regulatory compliance review of the estate, and was also looking at the backlog maintenance position, which categorised the areas where there were particular pressures and issues

needed to be remedied. He commented that the new local plan provided a good opportunity to look at the next steps for the Horton General Hospital were in line with the Clinical Strategy.

CoG24/04/09 Patient Experience, Membership and Quality Committee Report

48. The Chair noted that Ms Gemma Davison had only just taken over as the Chair of the Patient Experience, Membership and Quality Committee, and had not been involved in drafting the report of the 28 February meeting. He proposed that the report was taken as read on this occasion and the Council noted the report.

CoG24/04/10 Performance, Workforce and Finance Committee Update

49. Dr Jeremy Hodge presented the report of the 27 March meeting of the Performance, Workforce and Finance Committee which had focused predominantly on the annual planning for 2024/25.

50. The Council noted the report.

CoG24/04/11 Committee Memberships

51. The Chair introduced this item, and encouraged new and existing governors to consider putting themselves forward to join either the Patient Experience, Membership and Quality Committee or the Performance, Workforce and Finance Committee. It was noted that the Patient Experience, Membership and Quality Committee in particular was very much in need of new members, following the recent elections.

CoG24/04/12 Lead Governor Report

52. Mr Graham Shelton gave his regular update as the Lead Governor. He noted his concern regarding the level of progress in integration across the Buckinghamshire, Oxfordshire and Berkshire West Integrated Care System, and the need for more clarity regarding the involvement of governors.

CoG24/01/13 Report from the Senior Independent Director, Chair of the Remuneration and Appointments Committee and Freedom to Speak Up NED Champion

53. Ms Claire Flint provided some comments on her various formal roles as a non-executive director. She explained that she had been a non-executive director at the Trust for five years, and that she had been the Chair of the Remuneration and Appointments Committee for four years of these. She said that she was also the non-executive Freedom to Speak Up Champion and had been recently appointed to the role of Senior Independent Director.

54. Ms Flint explained that the Remuneration and Appointments Committee consisted of all non-executive directors and was responsible for the remuneration and appointments of

the executive and senior manager group. She noted that the Committee supported and challenged the Chief Executive in shaping her new team. The Committee also reviewed the objective setting for the executive team and ensured that this was smart and drove trust priorities. The Committee reviewed the performance and individual accountabilities of the executive team and had increased its focus on the Divisional Directors. The Committee also decided on pay within the limited NHS framework and had to balance the need to attract and retain the staff with the need to give value for public money.

55. She explained that work in her role as the Freedom to Speak Up Champion had accelerated with a new lead guardian who was focused and enthusiastic. She noted that the Trust still needed to increase the confidence in staff that action was taken as a result of raising issues, and that this was an area for improvement.

56. Ms Flint finally talked about her role as the Senior Independent Director and explained that this was a new role for her at the Trust, but that she had undertaken similar roles elsewhere. She explained that she was currently pulling together the information for the Chair's appraisal and would report back to the governors in due course. She commented that it was important for her to have a relationship of trust with the other non-executive directors, and that she was also a point of contact for the governors if they had any concerns about the Chair or the Board.

CoG24/01/14 Any Other Business

57. The Council noted that Ms Sara Randall would be retiring prior to the next meeting of the Council of Governors. She was thanked for her contribution to the Trust and governors wished her well for her retirement.

CoG24/01/15 Date of Next Meeting

58. A meeting of the Council of Governors was due to take place on **Wednesday 10 July 2024** with the venue to be confirmed.