

**MEETING OF THE COUNCIL OF GOVERNORS
HELD AT 16:00 HOURS ON THURSDAY 26 JULY 2018
IN THE SEMINAR ROOM, AIREDALE GENERAL HOSPITAL, SKIPTON ROAD, STEETON,
KEIGHLEY**

PRESENT

Mr Andrew Gold, Chair (in the Chair)
Mr Peter Beaumont, Public Governor, Wharfedale
Mrs Margaret Berry, Public Governor, South Craven
Mr John Bootland, Public Governor, Keighley Central
Mr David Child, Public Governor, Bingley
Ms Annette Ferrier, Staff Governor, Allied Health Professionals
Cllr Margaret Foxley, Stakeholder Governor, Pendle Borough Council
Cllr Robert Heseltine, Stakeholder Governor, North Yorkshire County Council
Mrs Christine Highley, Public Governor, Keighley West
Dr Richard Jackson, Staff Governor, Doctors and Dentists
Mr John Roberts, Public Governor, Worth Valley
Mr Michael Smith, Staff Governor, All Other Staff
Mr Jerry Stanford, Public Governor, Pendle East and Colne (Lead Governor)
Ms Pat Taylor, Public Governor, Settle and Mid Craven
Mrs Pat Thorpe, Public Governor, Bingley Rural
Mr Bryan Thompson, Public Governor, Ilkley

IN ATTENDANCE

Ms Jill Asbury, Director of Nursing
Mr Brendan Brown, Chief Executive
Mr Andrew Copley, Director of Finance
Mrs Jane Downes, Company Secretary
Professor Anne Gregory, Non-Executive Director
Dr Maggie Helliwell, Non-Executive Director
Ms Stacey Hunter, Chief Operating Officer
Mrs Lynn McCracken, Non-Executive Director
Mr Karl Mainprize, Medical Director
Mr Nick Parker, Associate Director of Human Resources

APOLOGIES FOR ABSENCE

Mr Peter Allen, Public Governor, Skipton
Mr Martin Carr, Public Governor, Craven
Mrs Naz Kazmi, Stakeholder Governor, Keighley Voluntary Services
Mr Paul Maskell, Public Governor, West Craven
Ms Denise Todd, Staff Governor, Nurses and Midwives

Mr Jeremy Cross, Non-Executive Director

41/18 DECLARATION OF INTERESTS

ACTION

There were no declarations of interests.

42/18 MINUTES OF COUNCIL OF GOVERNORS MEETING HELD ON 26 APRIL 2018

The minutes of the meeting held on 26 April 2018 were approved as a correct record subject to one minor typographical amendment.

43/18 MATTERS ARISING NOT COVERED ELSEWHERE ON THE AGENDA

(i) Governor Induction (27/18(i))

It was noted that the Governor induction had taken place on 12 July 2018. The Chair thanked Governors that had attended for their input to the Governor evaluation workshop session that had followed. The outputs from the workshop were in the process of being written up and would be circulated to Governors at the earliest opportunity in August 2018.

J Downes

(ii) Constitution Update (27/18(iii))

The Chair referred to the request made at the previous meeting to reconsider the final phase of the reduction in the number of Governor seats, and to establish a task and finish group for this purpose. He said the role of the Governor had been considered as part of the induction workshop and the general feeling was there was more that could be done to capitalise on the skills of the current Governors. The Chair was clear that once the outputs from the workshop had been formalised and an action plan developed, the request to increase the number of Governor seats would not be necessary.

44/18 CHAIR'S REPORT

The Chair's briefing was received and noted.

45/18 CHIEF EXECUTIVE'S REPORT

Brendan Brown presented the Chief Executive's Report for Quarter 1 2018/19 and highlighted the following key points.

National Developments

(i) Five Year Funding

The Prime Minister announced last month, a new five-year funding settlement for the NHS. How this would be devolved in to organisations had not yet been clarified although she had also tasked the NHS with producing a 10-year plan to improve performance.

(ii) Appointment of Secretary of State for Health and Social Care

The Rt. Hon Matt Hancock MP had been appointed as the new Secretary of State For Health and Social Care following the recent minor government re-shuffle. The Trust would be extending an invitation to Mr Hancock MP to visit Airedale to see the work taking place in a district general hospital.

(iii) NHS National Pay Award

Confirmation had been received regarding the outcome of the NHS national pay award settlement; however formal guidance was still awaited from the Regulator.

John Roberts asked whether the Treasury would fund the pay award for the wholly owned subsidiary. Brendan Brown said the guidance was still awaited as was clarity around the central funding for wholly owned subsidiaries. Nick Parker confirmed that Trust staff that had been transferred to the subsidiary under TUPE regulations had been given a guarantee that they would receive the same pay uplift as the NHS pay award. Andrew Copley said a further complication had been the

recent announcement of the pay award for doctors. The Chair added that this remains a live issue and had been the subject of a detailed discussion at the July private Board meeting.

Local Health Economy Developments

(iv) Integrated Care System Development Programme

NHS England and NHS Improvement had announced in late May that the West Yorkshire and Harrogate Health and Care Partnership ('WY&H H&CP') was one of four areas that would join the Integrated Care System Development Programme.

Bryan Thompson asked for clarification of the current position in relation to Sustainability and Transformation Partnerships ('STP') and Accountable Care Organisations. Brendan Brown explained that the Trust was part of an Integrated Care System and reported that at the recent West Yorkshire Association of Acute Trusts meeting there had been a growing realisation that the STP would have an increasing system role. Jerry Stanford added that he had attended a meeting of the WY&H H&SCP, in which the role of Governors in terms of holding Non-Executive Directors to account at a regional level was discussed. The Governors at the meeting had been asked to give their views about how a public panel could be formed to fulfil this role.

Airedale Updates

(v) Harden Ward, Castleberg Hospital

Brendan Brown informed Governors that as part of his new role he would be visiting all the Trust's sites, and agreed to invite Pat Taylor, Governor for Settle and Mid Craven on his visit to Castleberg Hospital.

B Brown

Pat Taylor asked Brendan Brown for his views on the Integrated Care Report given his joint role as Partnership Lead. Brendan Brown said the system that Airedale operated within was cohesive, but added that the Trust served a diverse, rural population and how to keep people well would be a key issue particularly in respect of the loneliness agenda.

(vi) Patient Safety Review Quarter 1 Report

The Patient Safety Review Quarter 1 Report was received and noted.

(vii) Finance Report

The Finance Report for the period ended 30 June 2018 was received and noted.

(viii) Performance Report

The Performance Report to June 2018 was received and noted.

46/18 MEMBER AND GOVERNOR QUESTIONS

Cllr Robert Heseltine referred to the document titled '*Next Steps and Better Care for Everyone*', in which the aim of the providers signing up to the document was to provide services closer to home and communities, where safe and effective. He asked if the Non-Executive Directors could provide assurance that the Trust would fulfil its partnership objectives in regard to this aspect.

Professor Anne Gregory said she would be meeting with Pat Taylor to discuss the needs of local communities in rural settings and how the use of digital technology could help in providing an effective and efficient service. The Chair pointed out that the issue applied to all rural areas and was not mutually restrictive to the Castleberg/Settle area. It was acknowledged that the new Chief Executive's partnership role would be key going forward. Cllr Robert Heseltine said the prospect of a rural health hub in Settle should be the aim and securing partnership funding would be essential.

Jerry Stanford asked if the Trust was committed to the development of a community hub, and to community integration. The Chair said as a Non-Executive Director he felt assured of the Trust's commitment in this regard.

Margaret Berry referred to the media coverage about Castleberg and commented that the ongoing maintenance of the estate would be an important factor. The Chair gave the background to the issues around the general upkeep of the building and ensuring it was fit for purpose before the facility could be re-commissioned. He added that a mobilisation plan had been developed for this purpose.

Richard Jackson said the members of the Established Medical Council for Doctors had asked him to ask a question about Executive Director pay. He referred to the reference in the Annual Members Meeting by the Chief Executive about the hard work by staff. He also referred to the Remuneration Report contained within the Annual Report and made specific reference to the Chief Executive remuneration level and pay awards since 2010.

Professor Gregory explained the Executive pay review process and the Trust's use of an Executive Pay Framework Policy in which appraisals, amongst other factors, were considered in applying the pay framework. She confirmed, in her role as Chair of the committee with responsibility for determining Executive terms and conditions (BART), that she was satisfied that the process was fair and equitable and Executive pay benchmarked against Trusts of a comparable size. Mark Lam added that the Trust needed to remain competitive in order to be able to attract sufficiently skilled and knowledgeable candidates. Professor Anne Gregory said that the Trust was awaiting the publication of the NHS Improvement Very Senior Manager: Guidance, and once received would be applied.

John Roberts asked if consistency and equity had been applied in considering Executive pay awards, which Professor Gregory said had been the case. The Chair reported he had joined BART earlier in the year and was able to comment on the process. He said what had struck him was the complexity of the pay structure applicable to NHS staff and confirmed that remuneration levels across the organisation had been considered as part of the discussions about Executive pay. He confirmed that best practice on remuneration governance processes had been applied in the Trust.

In conclusion of a thorough discussion, the Non-Executive Directors gave assurance that the Executive pay award process was in line with best practice and the disclosures contained within the annual report were accurate and reflected the process applied in accordance with the Executive pay framework.

Jerry Stanford referred to the recent Buddy Group meeting with Dr Maggie Helliwell in which the discussion had focussed on the Gosport Inquiry, and asked Dr Helliwell for a resume of her response. Dr Helliwell confirmed that a thorough discussion had taken place at the Buddy Group meeting and also at the July board meeting. She said the Gosport Inquiry had related to cases that had arisen over a period of decades. The Trust had an open and transparent culture in listening to families and professionals at all levels, and the Trust had embraced new innovations such as the employment of a Freedom to Speak Up Guardian ('FTSU'). The Trust also had policies and monitoring in place to control the administration of drugs; mortality reviews in which weekly meetings took place to review all deaths in the hospital; walkrounds by Executive Directors and Non-Executive Directors; plus a whole host of safety checks and audits in place, including a new 'scan for safety' mechanism. The Chair also made reference to the Gosport Inquiry 'True For Us' Review received at the July Board meeting, that was publicly available via the website.

Jerry Stanford referred to the recent media coverage about whistle-blowers being 'gagged' by the NHS and asked for assurance that staff would not be mistreated as

a result of raising concerns. The Chair referred Governors to his Chair's Briefing Report in which it stated that he had met with the FTSU Guardian earlier in the month to seek their views on how the Trust had embraced particular issues. An update from the FTSU had been scheduled for the September Board meeting, which would enable assessment of the Trust's progress to have an open and honest culture where all colleagues feel they have a voice and are treated with dignity and respect at all times. Lynn McCracken said the FTSU Guardian at the Trust was a midwife so had a clinical background. Ms McCracken reported that she had volunteered to be the Non-Executive Director link with the FTSU Guardian to provide additional assurance. Mark Lam said there was also an onus on the staff Governors to give feedback to Non-Executive Directors. The Chair also described the involvement of the FTSU Guardian in the Disability Focus Group. Michael Smith added a number of staff groups had sought and been given access to the FTSU Guardian.

John Roberts asked for clarification of the loan agreement between the Trust and the wholly owned subsidiary. Andrew Copley gave a broad summary of the mechanics of the loan transaction. The Governors acknowledged the attendance of Jeremy Cross, Non-Executive Director at a recent Governor network meeting in which he had provided an update on the operations of the subsidiary post go-live.

47/18 BOARD / COUNCIL COMMITTEE REPORTS AND NON-EXECUTIVE DIRECTOR ACTIVITY UPDATES

The reports from the Chairs' of the Board and Council Sub-Committees and the Non-Executive Director Activity Update Report were received and noted.

48/18 COMPANY SECRETARY'S REPORT

Jane Downes presented the Company Secretary's Report and highlighted the following key points.

(i) Election Update

The results of the 2018 election were noted. As there were no nominations for the Rest of England constituency, the seat would remain vacant until the June 2019 elections.

The Trust was awaiting confirmation of the stakeholder Governor nomination representing Bradford MDC. The Chair agreed to contact the Council Leader for an update.

Chair

(ii) Appointment of Lead Governor and Deputy Lead Governor

The current appointments for the Lead Governor would conclude in October 2018. No change to the election process was proposed and therefore Governors were invited to note the nominations process and the election timetable, which were duly agreed.

The deadline date for nominations for the Lead Governor and Deputy Lead Governor positions was noted as 10 August 2018. The results would be ratified at the Council of Governors meeting on 25 October 2018.

(iii) Council of Governors Forward Plan

The Forward Plan for 2018 was received and noted. The meeting dates for 2019 would be presented at the next Council of Governors meeting for approval.

J Downes

49/18 GOVERNOR'S COMMITTEE AND WORKING GROUP REPORTS

The Governor's Committee and Working Groups Reports were received and noted.

50/18 ANY OTHER BUSINESS

(i) Buddy Group Meeting

The Chair referred to the recent workshop session with Governors and thanked those Governors that had attended for their input. He mentioned that the low attendance of Governor's at the Buddy Group meetings with Non-Executive Directors had been raised and asked how many Governors would be attending the next Buddy Group meeting on 30 July. As only two Governors indicated they would be attending it was agreed to cancel the meeting.

(ii) Membership Development Group – 6 August 2018

Jerry Stanford informed the Council of Governors that the Membership Development Group meeting scheduled for 6 August was cancelled and any items requiring discussion with Governors would be included on the Governor network meeting agenda for the 7 August meeting.

(iii) Patient Safety Review Report

John Bootland asked if a description of the Wards could be included in the Patient Safety Review Report.

K Mainprize

(iv) AGH Solutions Limited

Bryan Thompson asked if remuneration details for AGH Solutions would be disclosed. The Chair confirmed that the company's Annual Report and Accounts would include remuneration information in accordance with the requirements of the Companies Act. The Annual Report and Accounts would be filed at Companies House and be publicly available.

51/18 REVIEW OF MEETING

The Chair asked Governors for an assessment of the meeting. Governors felt the meeting had been positive and the structure of the agenda had allowed more time for questions and discussion.

A comment was made that a roving microphone would have been helpful for the Question and Answer session of the Annual Members Meeting.

52/18 DATE OF NEXT MEETING:

The next meeting of the Council of Governors would be held at 4pm on Thursday, 1 November 2018 in the Seminar Room, Airedale Hospital.