

Council of Governors

Date:	Thursday 1 November 2018	Attachment Number:	D																
Title of Report:	Non-Executive Director Reports: Board / Council Committee Reports and Activity updates																		
Purpose of the report and the key issues for consideration/decision:	The purpose of the report is to update Governors on the activities and areas of focus from their respective Committee's and to report meetings attended for the period July to September 2018.																		
Prepared by:	Non-Executive Directors																		
Presented by:	Non-Executive Directors																		
Strategic Objective(s) supported by this paper:	<table border="1"> <tr> <td>Financial Sustainability</td> <td>x</td> <td>Empower & Engage Staff</td> <td>x</td> </tr> <tr> <td>Quality of Care</td> <td>x</td> <td></td> <td></td> </tr> </table>			Financial Sustainability	x	Empower & Engage Staff	x	Quality of Care	x										
Financial Sustainability	x	Empower & Engage Staff	x																
Quality of Care	x																		
Is this on the Trust's risk register:	<table border="1"> <tr> <td>No</td> <td>x</td> <td>Yes</td> <td></td> <td>If Yes, Score</td> <td></td> </tr> </table>			No	x	Yes		If Yes, Score											
No	x	Yes		If Yes, Score															
Which CQC Standards apply to this report:	Well-led domain																		
Have all implications related to this report been considered: (please X)	<table border="1"> <tr> <td>Finance Revenue & Capital</td> <td></td> <td>Equality & Diversity</td> <td>x</td> </tr> <tr> <td>National Policy/Legislation</td> <td>x</td> <td>Patient Experience</td> <td></td> </tr> <tr> <td>Human Resources</td> <td></td> <td>Terms of Authorisation</td> <td>x</td> </tr> <tr> <td>Governance & Risk Management (BAF)</td> <td>x</td> <td>Other:</td> <td></td> </tr> </table>			Finance Revenue & Capital		Equality & Diversity	x	National Policy/Legislation	x	Patient Experience		Human Resources		Terms of Authorisation	x	Governance & Risk Management (BAF)	x	Other:	
Finance Revenue & Capital		Equality & Diversity	x																
National Policy/Legislation	x	Patient Experience																	
Human Resources		Terms of Authorisation	x																
Governance & Risk Management (BAF)	x	Other:																	
Action Required: (please X)	<table border="1"> <tr> <td>Approve</td> <td></td> <td>Discuss</td> <td></td> <td>Receive for information</td> <td>x</td> <td>Decision</td> <td></td> </tr> </table>			Approve		Discuss		Receive for information	x	Decision									
Approve		Discuss		Receive for information	x	Decision													
Previously Considered By:	<table border="1"> <tr> <td>n/a</td> <td>Date:</td> <td></td> </tr> </table>			n/a	Date:														
n/a	Date:																		
Recommendations:	The Council of Governors are asked to receive and note the reports from Non-Executive Directors.																		

(i) Board and Council Committee Update Reports

Non-Executive Directors present an update on the activities and areas of focus from their respective Committee as shown below.

Board Committee	
Audit Committee	Jeremy Cross/Mark Lam
Board Appointments, Remuneration and Terms of Service Committee	Professor Anne Gregory
Quality Committee	Dr Maggie Helliwell
Finance Committee	Andrew Gold
Council of Governors' Committee	Chair
Appointments and Remuneration Committee	Andrew Gold

Audit Committee (Jeremy Cross/Mark Lam)

Since the last Council of Governors meeting, the Audit Committee met on 23 July, with the following key areas of discussion.

- (i) The appointment of Mark Lam as Chair of the Audit Committee in place of Jeremy Cross.
- (ii) The final report from the outgoing Internal Auditor MIAA was received. It related to follow up work to the last 2 CQC Quality Improvement Plans. While the report was given "Significant Assurance", there is still significant management effort being put in to ensure that these improvements will stick over time – especially given the future CQC visit in November/December;
- (iii) The Board Assurance and Corporate Risk register were reviewed with no new material issues noted;
- (iv) Our new Internal Auditor and anti-fraud team – Audit Yorkshire presented their proposed work plan for the next 12 months;
- (v) Of note – following the issues previously noted with the External Audit process this year - we have been offered the opportunity to change Engagement Lead with Grant Thornton. Mark Lam – the new chair of the Audit Committee – is meeting up with the potential new Engagement Lead, and considering options for the Trust. Mark took over as chair of the Audit Committee from 1 September, and will Chair the next meeting on 29 October 2018.

Board Appointments, Remuneration and Terms of Service Committee (Professor Anne Gregory)

The Council of Governors is reminded that BART comprises Non-Executive Directors and the Chief Executive. The Associate Director of Human Resources and Workforce and the Company Secretary are in attendance in an advisory capacity.

Since the previous report to the Council of Governors, BART have focused their activities on the following matters:

(i) Recruitment of Associate Director of Strategy, Planning and Partnerships

BART oversaw the recruitment of Stuart Shaw as the new Associate Director of Strategy, Planning and Partnerships and followed a process involving Board members, senior managers and clinicians and external independent assessor.

(ii) Recruitment of Associate Director of Corporate Affairs/Group Company Secretary

BART are in the process of overseeing the recruitment of a new Associate Director of Corporate Affairs/Group Company Secretary. This follows the resignation of the current Group Company Secretary. BART were scheduled to review the candidate longlist on 31 October with a view to shortlisting candidates for interview in mid-November.

(iii) Committee Self-Assessment

BART has undertaken a self-assessment and an action plan developed for inclusion in the committee workplan for 2019.

Quality Committee (Dr Maggie Helliwell)

The Committee last met in September 2018. The highlight of that committee was the in depth discussion with the Peri-operative team. The committee was particularly impressed with the improvement the whole team had made since their last report to the Board eighteen months previously. They demonstrated a clear understanding of the quality challenges facing them and had developed innovative solutions to a number of those challenges.

The Quality Committee is now considering its own challenges in the form of the Trust's new governance structure. It is proposed that the new Committee be named the Quality and Safety Committee. New Terms of Reference have been developed and the membership and agenda will be radically altered to reflect the committee's new and extremely important role in the business of the Trust. On behalf of the Board the focus will be a monthly comprehensive assurance of all the Trust's quality and safety culture and processes. This assurance will be predicated that there will be continuous and measurable improvement in the quality of all the Trust's services through review of governance, performance and internal control systems supporting the delivery of safe, high quality patient care and experience.

The Chair of the committee will also ensure that this work is appropriately co-ordinated with all of those other committees reporting directly to the Board as by the very nature of the complexity of governance there will be necessary overlaps in responsibility and accountability.

Finance Committee (Andrew Gold)

In the second quarter of the Trust's financial year, the Finance Committee's primary focus has been oversight of financial performance in the current financial year. The outcome of the governance review approved by the Board is to widen the remit of the Finance Committee to encompass Digital and Performance from 1 January 2019. To discharge the proposed governance responsibilities will necessitate more frequent meetings (monthly) as well as a wider agenda and work plan.

Hence the September meeting of the Finance Committee reviewed the first draft of the revised terms of reference. A near final draft of the terms of reference; work plan and agenda is due at the next Finance Committee meeting on 26 October in advance of the Board's final approval of terms of reference; agendas and work plans for all the Board Sub-Committees.

The September meeting of the Finance Committee also scrutinised the model hospital performance for the Trust's Corporate Group thereby completing such a review for every Group. Going forward the Finance, Digital and Performance Committee's role in governance oversight of the Trust embedding national initiatives, such as the model hospital, will form a key part of its remit.

Appointments and Remuneration Committee (Andrew Gold)

The Appointments and Remuneration Committee is a statutory committee for a Foundation Trust like Airedale and as such comprises a majority of Governors with the five Governors drawn from each of the three cohorts (public; staff and stakeholder). The remit of ARC includes to identify and nominate NEDs to CoG for approval of their appointment by CoG and to scrutinise any changes in NED remuneration, again with CoG responsible for approving any such changes.

The focus of the ARC meeting in August was to review the Non-Executive Director (NED) succession plan and receive a proposal about the appointment of a NED. That followed BART's review of the proposed new governance structure in line with BART's role to review the structure, size and composition of the Board of Directors and subsequent recommendation of changes to the Board. As such the Board approved the new governance structure at its September meeting. The

majority of Governors on ARC supported the NED recruitment proposal such that CoG approval of that proposal is sought in the private CoG meeting which follows.

In addition the August meeting of ARC received a proposal to change the NED Remuneration. Again the majority of Governors on ARC supported this proposal such that CoG approval is sought in the private CoG meeting that follows.

The focus of the ARC meeting in October was twofold. First after BART had confirmed the allocation of NEDs to Committees and their respective Chairs, ARC reviewed a proposed change to remuneration for NED Committee Chairs from 1 January 2019 when the new governance structure takes effect. All Governors on ARC supported this proposal such that CoG approval of that proposal is to be sought in the private CoG meeting that follows. Second ARC reviewed the candidate brief for the NED appointment ARC supported at their last meeting. Again CoG approval of that candidate brief is to be sought in the private CoG meeting that follows.

Looking ahead, oversight of the NED succession planning remains a key focus for ARC with three existing NEDs seeing their first three year term ending in summer 2019 and the one year term of the Senior Independent Director expiring in May 2019. The proposed NED recruitment at this time is therefore felt essential in order to provide the Trust a safeguard in respect of its ongoing obligation to retain a majority of NEDs on the Board.

(ii) Non-Executive Directors – Activity Reports

The reports from Non-Executive Directors showing meetings attended for the period July to September 2018 on behalf of the Trust are shown below.

Andrew Gold, Chair

DATE	ACTIVITY
09/07/2018	1 to 1 with Company Secretary Chair's weekly 1 to 1 with Chief Executive Board Agenda setting meeting with Chief Executive and Company Secretary Meeting with Staff Governor
11/07/2018	BART meeting Board strategy meeting, Heaton Mount, Bradford Quarterly 1 to 1 with Senior Independent Director
12/07/2018	Introductory meeting with new Stakeholder Governor Council of Governors agenda setting meeting with Lead Governor and Company Secretary Meeting with Public Governor Governor Induction Workshop
18/07/2018	Meeting with Freedom to Speak Up Guardian EcoawAire meeting
19/07/2018	Quality Committee meeting Chair's weekly 1 to 1 with Chief Executive ARC meeting (due to unforeseen travel issues this was not quorate so was deferred)
23/07/2018	Objective setting meeting for new NED NED informal meeting
24/07/2018	WYAAT Committee in Common meeting in Leeds with Chief Executive
25/07/2018	NED pre-board meeting Public and private Board of Directors' meetings
26/07/2018	Telephone call re a NED Chair's weekly 1 to 1 with Chief Executive

	Annual General Meeting Council of Governors' Meeting
13/08/2018	Chair's weekly 1 to 1 with Chief Executive Meeting with Andrew Stephenson, MP, with Chief Executive
15/08/2018	1 to 1 with Company Secretary Objective setting meeting for Chief Executive Meeting with Staff Governor Telephone call with Senior Independent Director
20/08/2018	Meeting with Lord Mayor of Bradford, City Hall, Bradford
22/08/2018	Tour of new Chemotherapy Mobile Unit SPI Walkround of Endoscopy Chair's weekly 1 to 1 with Chief Executive
28/08/2018	Freedom to Speak Up workshop for all Board members BART meeting ARC meeting (rearranged from 19 July)
29/08/2018	Follow up meeting of output from Governor Evaluation and Induction Workshop Disability Focus Group meeting Chair's weekly 1 to 1 with Chief Executive
04/09/2018	1 to 1 with Company Secretary Governor Network Meeting
05/09/2018	Mid-year 1 to 1 catch up with NED x 2 Finance Committee meeting
06/09/2018	Mandatory training Chair's weekly 1 to 1 with Chief Executive
07/09/2018	Meeting with Philip Davies, MP, with Chief Executive
12/09/2018	WYAAT Committee in Common meeting in Leeds with Chief Executive
13/09/2018	Board Agenda setting meeting with Chief Executive and Company Secretary Meeting with Associate Director Strategy & Planning candidate
14/09/2018	SPI Walkround of Ward 7 Meeting Helen Hirst along with Chief Executive at AWC CCG offices
17/09/2018	Special Council of Governors' meeting re Governor Development Plan Telephone call with Public Governor (unable to attend the above)
19/09/2018	Informal NED meeting Mid-year 1 to 1 catch up with NED x 2 Yorkshire Chairs' Meeting, Leeds
20/09/2018	Quality Committee
21/09/2018	Health and care system learning and innovation event for system leaders in Bradford, Airedale, Wharfedale & Craven, Bingley
25/09/2018	Board strategy meeting, Heaton Mount, Bradford
26/09/2018	NED pre-board meeting Public and private Board of Directors' meetings BART meeting 1 to 1 with Senior Independent Director
27/09/2018	Chair's weekly 1 to 1 with Chief Executive Disability Focus Group meeting

Jeremy Cross

DATE	ACTIVITY
3.7.18	Attended Governor Network meeting re AGH Solutions AGH Solutions Senior Leadership Team (SLT) meeting
11.7.18	Board Strategy Day, Heaton Mount, Bradford
19.7.18	Debrief with External Auditor, Grant Thornton
23.7.18	Chaired Audit Committee AGH Solutions SLT meeting
25.7.18	NED pre-Board meeting Public and private Board of Directors' meetings Meeting with Mark Lam, new Non-Executive Director
31.7.18	AGH Solutions SLT meeting
7.8.18	AGH Solutions SLT meeting
28.8.18	Board Freedom to Speak Up workshop
4.9.18	AGH Solutions SLT meeting
5.9.19	1:1 with Chair Finance Committee Meeting with SPV Chair of Calderdale 1:1 with Chief Executive
17.9.18	Chaired Charitable Funds Sub Committee LGBT Focus Group AGH Solutions Board meeting
19.9.18	NED meeting with Chair 1:1 with Chief Executive
20.9.18	Telecon with Head of Planning & Performance
21.9.18	Health & Care System Learning and Innovation Event, Bingley
25.9.18	Board Strategy Day, Heaton Mount, Bradford
26.9.18	NED pre-Board meeting Public and private Board of Directors' meeting

Anne Gregory

DATE	ACTIVITY
11.7.18	Board Strategy Day, Heaton Mount, Bradford Quarterly 1 to 1 with Chair
23.7.18	NED informal meeting Meeting with Mark Lam, new Non-Executive Director
25.7.18	NED pre-Board meeting Public and private Board of Directors' meetings
26.7.18	Annual General Meeting Council of Governors' meeting
8.8.18	Mandatory Training
15.8.18	Tel call with Chair

22.8.18	SPI Walkround - Endoscopy
28.8.18	BART meeting (Chair) ARC meeting
19.9.18	NED informal meeting Meeting with Director of Strategy Planning & Partnership candidate
26.9.18	NED pre-Board meeting Public and private Board of Directors' meetings BART meeting (Chair)
	<i>NB: WORKING OVERSEAS: 29 AUGUST – 14 SEPTEMBER</i>

Maggie Helliwell

DATE	ACTIVITY
	<i>Each week when not on annual leave I help to give out lunches and feed patients on Ward 10</i>
5.7.18	1:1 with Chief Executive Evening lecture – Ian Dewhurst, Aspects of Keighley Victoria Hospital
19.7.18	Quality Committee (Chair)
23.7.18	Audit Committee NED informal meeting
25.7.18	NED pre-board meeting Public and private Board of Directors' meetings
26.7.18	AGM Introductory meeting with Mark Lam, new Non-Executive Director Council of Governors' meeting
31.8.18	Attended lunchtime lecture
5.9.18	Attended PACS demonstration Finance Committee BAME Focus Group 1:1 mid year catch up with Chair
17.9.18	Attended lunchtime lecture
19.9.18	NED informal meeting Meeting with Director of Strategy Planning & Partnership candidate
20.9.18	Quality Committee (Chair) Quality Summit
21.9.18	Health & Care System Learning and Innovation Event, Bingley
25.9.18	Meeting with Jenny Newbury, Board Strategy Day, Heaton Mount, Bradford
26.9.18	NED pre-board meeting Public and private Board of Directors' meetings

Mark Lam

DATE	ACTIVITY
11.7.18	Board Strategy Day, Heaton Mount, Bradford
16.7.18	Introductory meetings with board members
23.7.18	Audit Committee meeting 1:1 with Chair NED informal meeting 1:1 meetings with Non-Executive Directors x 2
25.7.18	NED pre-Board meeting Public and private Board of Directors' meetings 1:1 meeting with Non-Executive Director
26.7.18	Annual General Meeting 1:1 meeting with Non-Executive Director Council of Governors' meeting
27.7.18	Introductory meetings with board members
<i>August 2018</i>	<i>Out of the country</i>
19.9.18	NED informal meeting
21.9.18	Health & Care System Learning and Innovation Event, Bingley
25.9.18	Board Strategy Day, Heaton Mount, Bradford
26.9.18	NED pre-Board meeting Public and private Board of Directors' meeting

Lynn McCracken

DATE	ACTIVITY
11 July	BART meeting Board strategy meeting, Heaton Mount
12 July	Mealtime assistance Ward 6
19 July	Quality Committee Mealtime assistance Ward 6 ARC meeting
20 July	SPI visit OPD
23 July	NED meeting 1-1 Mark Lam, new Non-Executive Director
25 July	NED pre-Board meeting Public Board meeting Private Board meeting
26 July	1-1 Brendan Brown, Chief Executive Mealtime assistance Ward 6 AGM Council of Governors
2 Aug	Mealtime assistance Ward 6
9 Aug	Mealtime assistance Ward 6
16 Aug	Mealtime assistance Ward 6

21 August	Readers panel
23 August	Gender Focus Group Readers panel 1-1 Freedom to Speak Up Guardian
28 August	FTSU workshop BART meeting ARC meeting
6 Sept	Mealtime assistance Ward 6
13 Sept	Mealtime assistance Ward 6
18 Sept	Readers panel
19 Sept	Informal NED meeting
21 Sept	Health & care system learning and innovation event, Bingley

NOTE – The quarterly schedules includes time actually spent on NED duties at Airedale or other appropriate locations. It does not include time spent working on Trust business from home, eg preparation for meetings, background reading and more general correspondence on hospital business.

Action required: To receive and note the reports from Non-Executive Directors.