

COUNCIL OF GOVERNORS
Meeting to be held on Tuesday, 18 November 2025 at 10.00 – 12.30 in
Clifton and Hotwells Meeting Rooms, St James Court
AGENDA

NO.	AGENDA ITEM	PURPOSE	PRESENTER	TIMINGS	PAGE NO.
Preliminary Business					
1.	Welcome and Apologies	Information	Group Chair	10.00 (5 mins)	verbal
2.	Declarations of Interest	Information	Group Chair		
3.	Foundation Trust Members' Questions	Information	Group Chair		
4.	Minutes of Previous Meetings: • 22 July 2025	Approval	Group Chair		
5.	Matters Arising and Action Log	Approval	Group Chair		
6.	Group Chair's Report	Information	Group Chair	10.05 (10 mins)	
Strategic Outlook					
7.	Group Chief Executive/ Hospital Managing Director's Report	Information	Hospital Managing Director	10.15 (10 mins)	
8.	Theme for this month: Quality	Discussion	Executive and Non-executive Members of the Quality and Outcomes Committee	10.25 (30 mins)	verbal
9.	Group Board and Merger	Discussion	Group Chair	10.55 (30 mins)	verbal
BREAK 11.25 – 11.35					
Governor Decisions and Updates					
10.	Lead Governor Report	Information	Lead Governor	11.35 (4 mins)	
11.	Appointment for Joint External Audit Contract	Approval	Head of Corporate Governance	11.39 (10 mins)	
12.	UHBW Constitution Update	Approval	Head of Corporate Governance	11.49 (5 mins)	
13.	Governor and Membership Forward Look	Information	Corporate Governance Manager	11.54 (8 mins)	
14.	Governors Log of Communications	Information	Group Chair	12.02 (5 mins)	
Concluding Business					
15.	Any Other Urgent Business	Information	Group Chair		verbal

NO.	AGENDA ITEM	PURPOSE	PRESENTER	TIMINGS	PAGE NO.
	Date and time of next meeting: Council of Governors – Thursday 22nd January 2026, 13.00 – 15.30	Information	Chair		

EXCLUSION OF PRESS AND PUBLIC

It is recommended that in accordance with paragraph 1.4 of the Standing Orders of the Council of Governors, the press and public be excluded from the remainder of the meeting on the grounds that this involves the likely disclosure of confidential personal information. Matters to be dealt with by the Council of Governors following the exclusion of members of the public and/or press shall be confidential to the members of the Council of Governors. Governors and any employees of the Trust in attendance shall not reveal or disclose the contents of papers marked 'In Confidence' or minutes headed 'Items Taken in Private' outside of the Trust, without the express permission of the Trust.

Minutes of the Council of Governors Meeting on Tuesday, 22 July 2025, held in the Conference Room, Trust Headquarters, Marlborough Street, Bristol, BS1 3NU and on Microsoft Teams

Present

Name	Job Title/Position
Ingrid Barker	Group Chair of UHBW and NBT
Ben Argo	Public Governor
John Chablo	Public Governor
David Chandler	Public Governor (online)
Paul Cousins	Public Governor (online)
Megan Crofts	Staff Governor, Medical and Dental
Carolyn Crowe	Public Governor (online)
Rob Edwards	Public Governor
Reni George	Staff Governor, Nursing and Midwifery
Lisa Gardiner	Staff Governor, Non-clinical Staff (online)
Suzanne Harford	Public Governor
Robert Knowles-Leak	Public Governor
James Lee	Appointed Governor, UWE (online)
Jay-Jay Martin	Public Governor
Mark Patteson	Public Governor (online)
Annabel Plaister	Public Governor
Janis Purdy	Public Governor (online)
John Rose	Public Governor (online)
Martin Rose	Public Governor
Chloë Somers	Public Governor
Phil Smith	Public Governor
Paul Wheeler	Public Governor
David Wilcox	Appointed Governor, Bristol City Council
Others in attendance:	
Rachel Hartles	Membership and Governance Officer (Minutes)
Emily Judd	Corporate Governance Manager
Mark Pender	Head of Corporate Governance
Stuart Walker	UHBW Hospital Managing Director

Ingrid Barker, Group Chair, opened the meeting at 10.00.

Minute Ref:	Item	Actions
COG:01/07/25	Chair's Introduction and Apologies	
	The Group Chair, Ingrid Barker, welcomed everyone to the Council of Governors meeting. Apologies had been received from Grace Burn, Sarah George, and Stuart Robinson. It was noted that a number of Governors had joined the meeting online. Ingrid welcomed a number of Governors who had taken up a post on the Council of Governors from 1st June 2025. She also Welcomed Jay-Jay	

	Martin, who had become a Governor on 21 st July 2025 following the resignation of Wendy Hurn.	
COG:02/07/25	Declarations of Interest	
	There were no new declarations of interest from Governors relevant to items on the agenda.	
COG:03/07/25	Foundation Trust Member Questions	
	There were no questions received by Foundation Trust members prior to the meeting.	
COG:04/07/25	Minutes from Previous Meeting	
	Governors considered the minutes of the meeting of the Council of Governors held on 21st May 2025. An email with some changes to item COG:14/05/25 had been received from Ben Argo and would be reflected in the final approved minutes. Members RESOLVED to approve the minutes of the Council of Governors meeting held in public on 21st May 2025 as a true and accurate record of the proceedings, subject to the changes mentioned above.	
COG:05/07/25	Matters Arising and Action Log	
	The completed actions were noted, and outstanding actions were reviewed as follows: <i>COG: 08/05/25: Neil Kemsley to provide a case study of the Theatres Efficiency Programme conducted via Patient First to Governors.</i> The Corporate Governance Team was arranging for an update to be brought to a future Governor focus group meeting by Philip Kiely, Deputy Chief Operating Officer. Action Ongoing. COG: 09/05/25: Attendance of Governors at mandatory meetings to be monitored and confirmation of action taken where necessary to be brought to a future Governor meeting. This item was covered under agenda item 12. Action Closed. Further to a comment from Annabel Plaister, Public Governor, it was agreed to bring to the Council of Governors every year annual information on Governor attendance at meetings. ACTION: Include an Annual Attendance item on the Business Cycle for the Council of Governors detailing the attendance of Governors at mandatory and highly recommended meetings. Members RESOLVED to approve the action log.	Corporate Governance Team
COG:06/05/25	Chair's Report	
	Ingrid Barker, Group Chair, presented her report and highlighted the work she had undertaken since her report had been written, which had included visiting the volunteering teams in both University Hospitals Bristol and Weston NHS Foundation Trust (UHBW) and North Bristol NHS Trust (NBT). She highlighted how she was part of the interview	

	panel for the Chief Executive Officer of Sirona Care and Health, who had been appointed recently, and how the Chair of Sirona Care and Health was planning a reciprocal visit to UHBW. Ingrid had talked to a fundraising event for a new Maggie's Centre being planned for Bristol and how, along with Maria Kane, Group Chief Executive Officer, she had met the West of England Combined Authority (WECA) Mayor and Chief Executive. Ingrid highlighted the Group Non-executive Interviews that had recently taken place and thanked the Governors who had been part of the focus groups and interview panels. Ingrid finished her update by advising that she had recently joined the University Hospitals Association, hosted by NHS Providers. Although the report contained in the papers was acknowledged as being sent to the Public Board in Common, Chloe Somers, Public Governor, asked for Ingrid to consider additional narrative around her activity to understand the impact of the work Ingrid was undertaking. Ingrid agreed to take this forward in future reports. Further to a question around the coverage of Sirona Care and Health, it was confirmed this was Bristol, North Somerset and South Gloucestershire. This agenda item concluded with a Governor sharing a negative experience of a family member at UHBW, which it was agreed would be taken outside of the meeting for investigation. ACTION: Negative experience at the hospital to be provided to Stuart Walker for investigation. Members RESOLVED to receive the Chair's Report for information.	Martin Rose/ Stuart Walker
COG:07/07/25	Chief Executive Officer/ Hospital Managing Director's Report Stuart Walker, Hospital Managing Director, provided an update to the Group Chief Executive Officer's Report provided to Governors. He updated Governors on the demand on the Emergency Departments at the Trust, which included a new national standard for ambulance handovers of 45-minute maximum limits, and No Criteria to Reside patient levels. Stuart talked to the communications released around the potential merger of UHBW and NBT, which had received generally positive responses to date. He explained a new National Oversight Framework that was being released by NHS England. Stuart talked to the 10-year plan that had been released by the Government and the main changes that were expected as a result. Robert Knowles-Leak, Public Governor, asked about the Emergency Department pressures and what kind of issues were impacting the flow of patients. Stuart explained that more frail patients with multiple co-morbidities had resulted in increased pressure on the Emergency Departments, together with a number of high-profile attendances due to accidents, which had impacted on the priority of patients receiving care. Phil Smith, Public Governor, provided a personal experience where his medical records were on two separate systems between UHBW and NBT. He asked, in line with the 10-year plan to move the NHS from analogue to digital, what plans were in place to amalgamate the two systems so colleagues would only require one system with medical	

	records. Stuart Walker agreed that this was one of the positive reasons for the potential merge of the two Trusts. Unfortunately, due to contract end dates for each Trust, it was proving difficult to align both Trusts onto a single system, and this would take some time to resolve. He also noted that the first two or three years of the 10-year plan would be used to ensure the foundations of digital advancements could be made by increasing the abilities of digital infrastructure within the NHS. Ingrid Barker, Group Chair, also advised that the Trust had created a Digital Committee in Common with NBT to provide much needed focus and Board oversight on the Digital requirements of each Trust. Paul Wheeler, Public Governor, asked what plans the Trust had made for the potential Resident Doctor strike at the end of the week. Stuart confirmed that the previous strikes had provided the Trust with knowledge of that to expect during periods of industrial action and how to plan for them. He explained that the Trust was expecting to continue to undertake its usual elective activity during the period. Ben Argo, Public Governor, talked about neighbourhood care in the 10-year plan and whether there was any news of what a 'neighbourhood' definition would be within the Integrated Care Board (ICB). Stuart reminded Governors that the 'neighbourhood' terminology had come via the Government nationally. The work being done at the time was to understand what the problem was that needed to be solved, before the neighbourhood could be defined within the plans. David Wilcox, Appointed Governor from Bristol City Council, advised that there was some work being done in the Council to review the electoral boundaries and that any neighbourhoods should be aligned with these if possible., David Wilcox further asked whether the Chair of the Digital Committee would be attending Governor meetings to report on progress. Emily Judd, Corporate Governance Manager, confirmed that the Chair would be invited to future Focus Group meetings held with Governors to provide updates. Janis Purdy, Public Governor, asked about the amount of time and money that had been spent on external sources of support for creating the Group Hospital and asked whether the potential of a merger with NBT would negate all that effort. Ingrid Barker explained that although the work completed by Teneo was to support the formation of a Hospital Group, this was largely what would also need to be done for a merger and so this was not wasted effort. The next steps were for due diligence to be completed and for regulators to be assured on the process. Governors would be kept informed of the progress at every opportunity. Members RESOLVED to receive the Chief Executive Officer/ Hospital Managing Director's Report for information.	
COG:08/07/25	Governor Questions	
	Ingrid Barker, Group Chair, invited the Governors to ask any questions they felt relevant to discussions so far today or in relation to the Public Board meetings held recently. Questions from the Governors included: James Lee, Appointed Governor, asked about the 10-year plan and the reference to overhauling mandatory training by April	

	2026. He asked whether the Trust had any expectations on what was likely to be removed and urged caution on removing too much. Stuart Walker, Hospital Managing Director, agreed that there needed to be serious consideration of what would be removed, but he also highlighted that the long-term workforce plan, to be created by the Government, was the document to provide further information on what would need to be removed. • John Rose, Public Governor, asked about the flow of money that had been mentioned in the 10-year plan and whether this would involve the acute sector taking on more primary sector work. He also mentioned that the 10-year plan removed Council of Governors. Stuart Walker explained that one of the key workstreams of the 10-year plan was around NHS finances, and looking at medium term finances rather than short term. He also explained that there was no clarity on the role of Integrated Care Boards (ICBs) or Integrated Health Organisations (IHOs) in the role of finances. • Janis Purdy, Public Governor, raised concern over the changes to training and asked whether the Management and Leadership training would be likely to continue. She also asked whether the Board was receiving any Equality, Diversity and Inclusion training and when it would filter through the Trust. Ingrid Barker, Group Chair, advised that the Board was starting to conduct anti-racism training through the Black Mothers Matter programme which had been incredibly insightful and successful with others. She also explained that the Board had recently had a discussion with the NHS Race Equality Chair in relation to health inequalities. It was agreed that this would be reported to Governors once complete. ACTION: Ingrid to confirm to Governors once the Group Board had completed the anti-racism training through Black Mothers Matter. Stuart Walker also advised that the management and leadership training remit would continue for the foreseeable future; however, there was a national gap in this area of training for healthcare staff. • Rob Edwards, Public Governor, agreed that training needed to be competed regularly due to the number of changes to processes and regulations over time. He further asked whether colleagues were being kept well informed about the potential merger opportunity at regular intervals to continue the journey with staff. Ingrid Barker agreed that it was important to bring colleagues on the journey, and highlighted a variety of ways colleagues were kept informed, including intranet sites and frequently asked questions which were updated as questions were asked. Members RESOLVED to note the questions asked by Governors.	Ingrid Barker
COG:09/07/25	UHBW Constitution Update	
	Mark Pender, Head of Corporate Governance, provided Governors with an update on some minor changes to the UHBW Constitution in line with the Group Hospital. He highlighted that these related to definitions and Executive roles. Ben Argo, Public Governor, highlighted that changes he requested in May's meeting had not been reflected in this version of the Constitution	

	and asked for these to also be updated. Mark Pender agreed to look at these and amend them outside of the meeting. Further to a discussion around the changes that were requested in May 2025, it was agreed to update the Constitution in line with these changes and request an emailed approval from Governors outside of the Council of Governors. ACTION: Update the Constitution changes agreed outside of the last meeting and circulate by email for approval. John Rose, Public Governor, asked about the constitution in relation to the merger and whether there would be future changes to be approved. He suggested that the Constitution should come back with all changes in one approval request rather than as they came up for approval. Although Mark Pender acknowledged the frustration involved in Constitution requiring multiple approvals, he also advised that some organisational changes associated with the formation of the Bristol NHS Group would not be able to be enacted without a change to the Constitution. He did, however, agree that where possible any changes that could wait would be completed at the next major review, which would likely be at the point of a merger.	Mark Pender
COG:10/07/25	Lead Governor Report	
	Ben Argo, Public Governor, introduced his Lead Governor Report to the Council of Governors. He highlighted the recent meeting with Governors on No Criteria to Reside and the feedback he was collating, and an upcoming meeting with NHS England to discuss the potential merger with UHBW and NBT. John Rose, Public Governor, asked for a little more detail around the comment in Ben's report around the 'evolution of the Governor role'. Ben explained that Ingrid Barker, Group Chair, and Ben had discussed opportunities for Governors to be involved and shape discussions at a system level. John further asked about the visit to Kettering General Hospital NHS Foundation Trust and how this was different to UHBW. Ben advised that he was invited to observe their Council of Governors meeting, and observed some nuances between each Trust. There were common conversations but each Trust had these slightly differently. Finally, John Rose asked about the fire at St Michaels Hospital and whether there was any further information on it. Stuart Walker, Hospital Managing Director, confirmed that the fire was started by the solar panels on the roof of St Michael's, which were owned by Bristol City Council. He confirmed that there were no further solar panels on any of the UHBW site owned by Bristol City Council, however the cause of the fire was unknown. The Trust had been working to ensure there were no recurrences of this through the review of maintenance schedules and removing them where it was felt the maintenance was not adequate. Members RESOLVED to receive the Lead Governor Report for information.	

COG:11/07/25	Youth Involvement Group Report	
	Aalia Herbert, Appointed Governor for the Youth Involvement Group, provided the Council of Governors with a report on the work of the Youth Involvement group since January 2025. She took the report as read and opened up to questions. John Rose, Public Governor, thanked Aaliah for the well written report and the interesting and varied activities the group had been doing. Ingrid Barker, Group Chair, agreed and offered thanks on behalf of the Council of Governors for the report. Members RESOLVED to receive the Youth Involvement Group Report for information.	
COG:12/07/25	Governor and Membership Forward Look	
	Emily Judd, Corporate Governance Manager, gave the Governors an update on the Governor and Membership Forward look, which outlined activity Governors had undertaken since the last meeting in May 2025. <i>Chloë Somers, Phil Smith and Paul Cousins left the room.</i> Emily highlighted that there were some vacancies on the Nominations and Appointments Committee for Public, Appointed and Staff Governors. Three public Governors had put themselves forward for the two vacant positions and had provided a short statement on why they wished to join the group. The Governors present were asked to vote for their two preferred Governors. Results of the vote were: Chloë Somers: 18 Phil Smith: 11 Paul Cousins I: 9 Therefore, Chloë Somers and Phil Smith were elected as members of the Nominations and Appointments Committee. It was noted that James Lee, Appointed Governor for University of the West of England had been elected unopposed to one of the appointed governor vacancies. <i>Chloë, Phil and Paul re-entered the room.</i> Emily finished her update by advising Governors of the Annual Members Meeting, due to be held on Tuesday 16th September. She highlighted that this would be a meeting in collaboration with NBT and would include a health fair the hour before, showcasing the joint working between both Trusts as well as promoting some community partners in the area. Ben Argo, Public Governor, noted that an item on the Quality Report was not included on the proposed agenda for the Annual Members Meeting as it had been in previous years, and asked if this was an omission. It was noted that there was a lack of space on the agenda for this as a stand-alone item, but that it would be included in the Annual Report item which would be presented on the night by Maria Kane, Group Chief Executive.	

	ACTION: Corporate Governance Team to ensure the Quality Report is referenced and talked about at the Annual Members Meeting in September 2025. Members RESOLVED to receive the Governor and Membership Forward look for information.	Corporate Governance Team
COG:13/07/25	Governor's Log of Communications Ingrid Barker, Group Chair, noted the updates in the Governor's Log of Communications. She highlighted that since the last meeting on 21 May 2025: • Two questions had been added to the log. • Two questions had been closed on the log, although one question would be followed up in three months. • Two questions were outstanding on the log. • Two questions were with the Governor, awaiting the outcome of a separate meeting to discuss the questions raised. These related to access to the Bristol Hospitals and John Rose met with Andy Jeanes, Director of Estates and Facilities to discuss in more detail on Tuesday 13th May. John Rose, Public Governor, highlighted his various open questions and highlighted that not all were outstanding with him. Rachel Hartles, Membership and Governance Officer, agreed and advised an amended report would be provided to Governors at the next available opportunity. Members RESOLVED to: • Receive the Governors Log of Communications for information.	
COG:14/07/25	Any Other Business Phil Smith, Public Governor, asked about the recent fire at the woodland walkway near the Bristol Heart Institute. He asked whether there were any plans to repair the space for patients to walk through once more. Stuart Walker, Hospital Managing Director, agreed to provide an update to Governors. ACTION: Stuart Walker to provide an update on the Woodland Walkway to Governors. <u>Post meeting note:</u> It was confirmed that the steps from Horfield Road were rotted prior to the fire and so a firm had been instructed to replace these by September 2025. The section of the walkway damaged by the fire was still to be assessed and plans for the future of the walkway was being discussed with a variety of interested stakeholders. It was expected that this would take up to four months.	Stuart Walker
COG:15/07/25	Meeting close and date of next meeting The Chair declared the meeting closed at 11.45. The date of the next meetings would be: • Bristol NHS Group Health Fair and Annual Members Meeting – Tuesday 16th September 2025 • Council of Governors – Tuesday 18th November 2025	

Council of Governors meeting – Tuesday, 18 November 2025

Action Log

Actions following Council of Governors meeting held on 22 July 2025					
No.	Minute reference	Detail of action required	Responsible Officer	Completion date	Additional comments
1.	COG:14/07/25	Stuart Walker to provide an update on the Woodland Walkway to Governors.	Stuart Walker	August 2025	Suggest Action Closed A post meeting note was added to minutes to note: It was confirmed that the steps from Horfield Road were rotted prior to the fire and so a firm had been instructed to replace these by September 2025. The section of the walkway damaged by the fire was still to be assessed and plans for the future of the walkway was being discussed with a variety of interested stakeholders. It was expected that this would take up to four months.
2.	COG:12/07/25	Corporate Governance Team to ensure the Quality Report is referenced and talked about at the Annual Members Meeting in September 2025.	Corporate Governance Team	September 2025	Suggest Action Closed This was referenced in the Annual Members Meeting.
3.	COG:09/07/25	Update the Constitution changes agreed outside of the last meeting and circulate by email for approval.	Mark Pender	November 2025	Suggest Action Closed Changes required were more extensive than originally expected and so these have been brought to the Council of Governors for approval under item 12
4.	COG:08/07/25	Ingrid to confirm to Governors once the Group Board had completed the anti-racism training through Black Mothers Matter.	Ingrid Barker	November 2025	Action Ongoing Training of all Group Board has not yet been completed but was in train.
5.	COG:06/05/25	Negative experience at the hospital to be provided to Stuart Walker for investigation.	Martin Rose/ Stuart Walker	November 2025	Suggest Action Closed This was provided to Stuart Walker.

6.	COG:05/07/25	Include an Annual Attendance item on the Business Cycle for the Council of Governors detailing the attendance of Governors at mandatory and highly recommended meetings.	Corporate Governance Team	July 2026	Suggest Action Closed This has been added to the business cycle and will be included going forward.
7.	COG: 08/05/25	Neil Kemsley to provide a case study of the Theatres Efficiency Programme conducted via Patient First to Governors.	Neil Kemsley	July 2025	Action Ongoing This was scheduled for September 2025 but there was no time available on the agenda so has been rescheduled for January 2026.

Report To:	Council Of Governors Meeting		
Date of Meeting:	18 November 2025		
Report Title:	Group Chair's Report		
Report Author:	Bejide Kafele, EA to Group Chair of Bristol NHS Group		
Report Sponsor:	Ingrid Barker, Group Chair of Bristol NHS Group		
Purpose of the report:	Approval	Discussion	Information
			✓
	The report sets out information on key items of interest including activities undertaken by the Group Chair, and Vice Chairs.		
Key Points to Note <i>(Including any previous decisions taken)</i>			
The Group Chair reports to every Group Public Board meeting with updates relevant to the period in question. This report is then brought to the Council of Governors. This report covers the period 9 September to 10 November 2025.			
Strategic and Group Model Alignment			
The Group Chair's report identifies her activities throughout the preceding months and those of the Vice Chairs, providing an opportunity for discussion and triangulation. Where relevant, the report also covers key developments at the Trust and further afield, including those of a strategic nature.			
Risks and Opportunities			
Not applicable.			
Recommendation			
This report is for discussion and information. The COG is asked to note the activities and key developments detailed by the Group Chair.			
History of the paper (details of where paper has <u>previously</u> been received)			
Group Public Board		Tuesday 11 th November 2025	
Appendices:	N/A		

1. Purpose

- 1.1 The report sets out information on key items of interest, including the Group Chair's attendance at events and visits as well as details of the Group Chair's engagement with Trust colleagues, system partners, national partners, and others during the reporting period.

2. Background

- 2.1 The Trust Board receives a report from the Group Chair to each meeting of the Board, detailing relevant engagements she and the Vice-Chairs have undertaken. This is also reported to the Council of Governors.

3. Activities across both Trusts (UHBW and NBT)

- 3.1 The Group Chair has undertaken several meetings and activities since the last report to the Group Board on 9 September 2025:
- Completed annual appraisals with all Non-Exec Directors which included a review of the past year, and jointly agreeing objectives for the next 12 months. Appraisals were submitted to the NHSE by the end of October, in line with NHSE guidance
 - Attended monthly check-in meetings with the Lead Governor
 - Attended the opening of the Same Day Emergency Care facility (SDEC) at Weston General hospital
 - Delivered the opening speech at the Bristol NHS Groups Annual General Meeting (AGM), the first joint AGM for the Group which was preceded by an annual health fair event with partners from local groups including the Chinese Wellbeing society, Bristol Rovers football club, and the African Voices forum.
 - A member of the judging panel for the Bristol Children's Hospital's annual fancy dress competition
 - Participated in the interview and selection process for a further Non-Exec Director which was advertised externally, focussing on candidates who could help to strengthen community partnership links
 - Participated in the interview panel for the Group Director of Governance
 - Attended a Quality and Outcomes Committee meeting to support the team as we finalise winter plans in conjunction with the ICB
 - Attended the Governor/NED engagement session
 - Attended Governors' Nominations and Appointments Committee meetings
 - Chaired monthly Vice Chair touchpoint meetings
 - Visited the 3D Medical Centre in Frenchay to learn more about the innovative and trailblazing techniques being used to improve lives
 - Delivered the closing speech for Black History Month, marking the last day of events that have taken place at UHBW and NBT throughout October
 - Attended the annual NBT Staff Awards, an annual event to celebrate our colleagues across the Trust
 - Visited colleagues in Dermatology
 - Met with Lisa Galvani, Divisional director for Medicine for UHBW to discuss her work as co-Chair of South Bristol Locality Partnership, which is a national pilot for neighbourhood working

- Met with Dr Sophy Gretton, consultant in palliative care medicine, to discuss the End of Life Matters Health Integration Team project

4. Connecting with our Partners

4.1 The Group Chair has undertaken several visits and meetings with our partners:

- Chaired the second Bristol NHS Group Community Partnership Group meeting
- Attended the Joint Clinical Strategy refresh partnership event
- Undertook a joint visit with Gyn Howells, Managing Director of NBT, to CAAFI health's wellbeing clinic
- Visited Jessie May Children's hospice
- Attended the strategy launch for Bristol and Weston Hospital charity

4.2 National and Regional Engagement

The Chair attended several meetings including:

- BNSSG ICP Board
- NHS Confed all member chairs group
- NHS Providers Chair and Chief Exec Network meeting
- Gave evidence as part of the NHS Providers team to the Senior Salaries Review body which is considering recommendations to the government on Very Senior Managers' Pay

5. Vice-Chairs Report

5.1 This report details activities undertaken by the Vice-Chairs in their capacity as Vice Chairs for the individual Trusts.

5.2 Vice Chair (UHBW):

The Vice Chair for UHBW undertook a variety of activities including:

- Undertook a tour of NBT with the Managing Director
- Chaired the Finance and Estates Committee
- Visited the Weston Same Day Emergency Care facility (SDEC)
- Attended the Governors strategy group and NED engagement session
- Participated in the interview and selection process for the Group Director of Corporate Governance role
- Visited Weston General Hospitals Emergency Department
- Attended regular meetings with the Trust Managing Director
- Touchpoint meetings with the Group Chair, and Vice Chair for NBT

5.3 Vice Chair (NBT):

The Vice Chair for NBT undertook a variety of activities including:

- Attendance at the Bristol NHS Group AGM and AMM
- Participated in the interview and selection process for a Consultant Cardiologist
- Undertook a visit to the Brunel building at NBT

- Delivered the opening address at the Group-wide Workplace Menopause conference
- Undertook a tour of UHBW with the Managing Director
- Attended a faculty catch up with the University of Bristol's Head of the Bristol Medical school, and the Pro Vice-Chancellor for the Faculty of Health and Life Sciences
- Attended the NBT Staff awards event
- Attended the Joint Clinical Strategy partnership event
- Attended the UHBW Research showcase
- Attended an introductory meeting with the Chair and CEO of the Bristol and Weston hospitals charity

5.4 The Vice Chairs also attended the following meetings during this period:

- BNSSG Integrated Care Partnership meeting
- BNSSG Primary Care meeting
- Touchpoint meeting with the Group Chair, and Vice Chair for UHBW
- Extraordinary Primary Care committee
- Merger committee
- BNSSG Outcomes, Quality and Performance committee
- Finance and Estates committee
- Quality and Outcomes committee
- Quality focus group
- Charity community

6 Summary and Recommendations

The Council of Governors is asked to note the content of this report.

Report To:	Council of Governors Meeting		
Date of Meeting:	18 November 2025		
Report Title:	Group Chief Executive Report		
Report Author:	Xavier Bell, Group Chief of Staff		
Report Sponsor:	Maria Kane, Group Chief Executive		
Purpose of the report:	Approval	Discussion	Information
			X
	The report sets out information on key items of interest including engagement with system partners and regulators, events, and key staff appointments.		
Key Points to Note <i>(Including any previous decisions taken)</i>			
This report was previously seen at the Group Public Board. The report seeks to highlight key issues which the Board has been made aware of. These are structured into four sections: • National Topics of Interest • Integrated Care System Update • Strategy and Culture • Operational Delivery • Engagement & Service Visits			
Strategic Alignment			
This report highlights work that aligns with the Trusts' strategic priorities.			
Risks and Opportunities			
N/A			
Recommendation			
This report is for Information . The COG are asked to note the contents of this report.			
History of the paper (details of where paper has <u>previously</u> been received)			
Group Public Board		Tuesday 11th November 2025	
Appendices:	N/A		

Group Chief Executive's Report

Background

This report sets out briefing information from the Group Chief Executive on national and local topics of interest.

1. National Topics of Interest

1.1. Government to tackle antisemitism and other racism in the NHS

In October the Government announced an [urgent review of antisemitism and all forms of racism in the health service](#). All Trusts and ICBs have received a communication setting out expectations. The Bristol NHS Group is well positioned in this regard, having already initiated an extensive anti-racism agenda. The Board will be considering the proposed Group approach to Anti-racism later on today's Board agenda.

1.2. Medium Term Planning Framework

NHS England have issued the [Medium-Term Planning Framework](#) (2026/27-2028/29) which sets out a bold and ambitious strategic roadmap, aiming to restore the health service to a more sustainable and responsive footing. It focuses on dramatically reducing waiting times, improving access to local care, and cutting unnecessary bureaucracy to reinvest savings into frontline services. The framework aligns with the NHS 10 Year Plan and empowers local systems to lead change by resetting the NHS's operating foundations, fostering community engagement, and enabling more responsive, locally driven transformation.

The framework also outlines performance trajectories across elective, urgent, primary, mental health, and community services, with a strong emphasis on productivity, financial discipline, and patient experience:

Elective, Cancer and Diagnostics

- 92% of patients treated within 18 weeks by 2028/29
- Faster diagnosis and improved cancer treatment standards
- Diagnostic wait times reduced to 1% waiting over six weeks

Urgent and Emergency Care

- Four-hour target achieving 85% by 2028/29
- Ambulance category 2 response of 18 minutes average
- Expansion of UTCs and mental health emergency centres

Primary and Community Care

- 90% same-day appointments for urgent cases
- 700,000 additional urgent dental appointments annually
- 80% of community health activity within 18 weeks

Mental Health, Learning Disabilities and Autism

- Full coverage of mental health support teams in schools by 2029
- Reduction in out-of-area placements and inpatient stays.

2. Integrated Care System Update

2.1. BNSSG ICB

The BNSSG ICB continues to progress plans to cluster with Gloucestershire ICB, as part of a nationally driven programme to reduce running costs and streamline strategic commissioning with the two Boards having met together in October 2025.

Following the appointment of Jeff Farrar as the Cluster Chair of the NHS Bristol, North Somerset and South Gloucestershire Integrated Care Board (ICB) and the NHS Gloucestershire ICB Cluster, Shane Devlin has now been appointed as Cluster Chief Executive. Shane is well known to the Boards, and we wish him every success in this new and enhanced role.

3. Operational Delivery

3.1. Operational Pressures in Urgent and Emergency Care

Both Trusts have seen sustained operational pressures over October and early November, particularly within the Urgent and Emergency Care Zones. This has been driven largely by higher than usual emergency department attendances, which has combined with difficulties in discharging patients, and low bed availability. Both organisations have declared critical incidents during October, which has allowed additional measures to be taken to respond to extraordinary pressures and maintain patients' safety. Mutual support and aid have been provided where appropriate, with support from system partners, for which we are extremely grateful.

3.2. 10 Point Plan to improve resident doctor's lives

Over the summer NHS England wrote to all trusts setting out a 10-point plan to improve the working lives of resident doctors, including a number of [key actions](#) that must be implemented, and which will be incorporated into the National Oversight Framework:

1. Trusts should take action to improve the working environment and wellbeing of resident doctors
2. Resident doctors must receive work schedules and rota information in line with the Code of Practice
3. Resident doctors should be able to take annual leave in a fair and equitable way which enables wellbeing
4. All NHS trust boards should appoint 2 named leads: one senior leader responsible for resident doctor issues, and one peer representative who is a resident doctor. Both should report to trust boards.
5. Resident doctors should never experience payroll errors due to rotations
6. No resident doctor will unnecessarily repeat statutory and mandatory training when rotating
7. Resident doctors must be enabled and encouraged to Exception Report to better support doctors working beyond their contracted hours
8. Resident doctors should receive reimbursement of course related expenses as soon as possible
9. We will reduce the impact of rotations upon resident doctors' lives while maintaining service delivery

- | |
|--|
| 10. We will minimise the practical impact upon resident doctors of having to move employers when they rotate |
|--|

Together with the Group Chief Medical and Innovation Officer I will be meeting with our resident doctors across both Trusts, to ensure that I hear firsthand about their experiences and feedback on the actions being taken by the organisations in line with this plan.

3.3. Industrial Action

Following a ballot undertaken over July and October, the BMA have confirmed that they will be calling on their resident doctor members to take industrial action (strike action) over the period of 14-19 November 2025.

Both Trusts will manage any associated disruption via the usual operational escalation mechanisms, with the aim of maintaining safe patient care and the minimum impact on operational performance.

3.4. Same Day Emergency Care at Weston General Hospital

On 15 September 2025, the Group Chair and I were pleased to attend and speak at the official opening of the newly expanded Same Day Emergency Care (SDEC) unit at Weston General Hospital. The expanded unit now sees around 800 patients each month, significantly reducing unnecessary inpatient admissions and improving patient flow across the hospital. This development, supported by nearly £5 million in national funding, reflects our continued commitment to delivering high-quality, responsive care for the local community and enhancing urgent and emergency services at Weston.

4. Strategy and Culture

4.1. Bristol NHS Group Partnership Event

On 4 November 2025 the Group Chair and I hosted a second Bristol NHS Group Partnership Event: Delivering Our Clinical Strategy Together. We were joined by delegates from across the local system and region. This was an opportunity to explore key themes including population health and the three shifts set out in the NHS 10-Year Plan (Sickness to Prevention, Hospital to Community, Analogue to Digital) and how our Joint Clinical Strategy will help us respond to associated opportunities and challenges.

I'm extremely grateful to all those who participated, and in particular to those of our partners who contributed to the event as speakers and facilitators. We will use the information and insights shared to help inform our future plans and continue to engage with partners and stakeholders over the coming months as we progress our NHS Group and move towards being a merged organisation.

4.2. Joint Senior Leadership Meeting (SLM)

In October we brought together senior hospital, divisional, and corporate leaders from both Trusts as part of our quarterly joint SLM programme. We were joined by Peter Landstrom, Chief Executive of the Royal Free Group in North London, who shared insights into his organisation's journey towards merger, and spent time discussing our Joint Clinical Strategy, emerging Joint Digital Strategy, as well as hearing from colleagues on Trauma Informed Care.

4.3. Bristol Health Partners Conference

As Chair of Bristol Health Partners, I was pleased to welcome over 200 delegates to our largest annual conference to date, held on 22 October 2025 at Bristol's science centre, We The Curious. The event brought together partners from across the region and internationally, including representatives from Denmark and Norway. The day featured impactful presentations from Health Integration Teams, showcasing innovative approaches to improving health and care, and fostering collaboration across sectors. The conference highlighted the strength of our partnership and our shared commitment to addressing health inequalities and driving system-wide improvement.

4.4. Association of Groups

On 2 October 2025, along with other members of the Group Executive, I attended the Association of Groups Annual Summit in London. The event brought together leaders from across the NHS to explore collaborative approaches under the new emerging NHS operating model, share learning from member Trusts, and hear national updates from NHS England leadership. The day included valuable sessions on sector-wide transformation, sub-network discussions, and innovative pilot projects. It was a highly informative and engaging event, offering important insights to support our ongoing strategic group development.

4.5. Allied Health Professionals (AHP) Awards and Conference

As part of AHP week celebrations during October, we hosted our first ever Bristol NHS Group AHP awards and conference. It was an honour to be able to personally thank and celebrate the contributions of NBT and UHBW colleagues together during the event. This coming together of our AHPs from across Bristol NHS Group showed the depth and range of skills across our Group. I was impressed hearing about the impact those nominated have had on the communities we serve in Bristol, Weston and the wider region.

4.6. NBT Annual Staff Awards

The 2025 NBT Staff Awards were held on 31 October bringing together over 270 colleagues to celebrate a year of outstanding achievements. Hosted by Bristol broadcasters Patrick Hart and Sherrie Eugene-Hart, the evening was a memorable tribute to colleagues working at NBT. With 575 nominations, the event showcased the pride, dedication, and compassion of our workforce. More information on the winners can be found [here](#). Sincere thanks to our sponsors and Southmead Hospital Charity for making the celebration possible.

4.7. Liaison Psychiatry Service

I am pleased to report that the NBT and UHBW Liaison Psychiatry services have both achieved PLAN (Psychiatric Liaison Accreditation Network) re-accreditation with the Royal College of Psychiatrists. This achievement positions us as regional leaders in specialised mental health care and is testament to the teams within our Group. I am very grateful to the clinical teams for showcasing our commitment to providing sustainable and equitable mental health support at our sites.

4.8. NBT Finance Team of the Year

Board will join me in congratulating the NBT Finance Team who have won the Finance Team of the Year at the HFMA South West Awards. Huge congratulations to the whole team and thank you for all your hard work.

4.9. NBT Stroke Team – National Thrombolysis in Acute Stroke Collaborative (TASC) Update

Over the past year, the NBT Stroke Team has actively participated in the national TASC quality improvement initiative aimed at increasing thrombolysis rates, which have historically remained static. Through committed team-wide changes, including cultural shifts, governance enhancements, and the adoption of Tenecteplase as the first-line thrombolytic agent, NBT has significantly improved its thrombolysis rates. The team's efforts were recognised nationally, with NBT being one of only nine centres in England to achieve an A or B rating in the SSNAP reperfusion domain, which represents a fantastic achievement.

5. Engagement and Visits

5.1. Cossham Hospital MP Visit

On 31 October 2025, I joined Damien Egan, MP for Bristol North East (formerly Kingswood) and Steve Hams, Group Chief Nursing and Improvement Officer on a visit to the Cossham Hospital site.

We were able meet with a number of the clinical teams who are based there, including members of the NBT Women and Children's Division, where we discussed the changing maternity landscape and the services we run from Cossham, the team who operate the recently refurbished radiography scanning facilities on site, and met the Cossham Dialysis team.

5.2. Service Visits

Since our last Group Board meeting, I have visited a number of areas, and met with senior clinical staff across the Trusts including:

- Visiting the UHBW Transfer of Care Hub
- Visiting the Weston Pharmacy
- One-to-one meetings with Consultants from:
 - UHBW Intensive Care Speciality
 - UHBW Pre-Operative Care Clinic
 - UHBW Emergency Medicine Specialty
 - UHBW Dermatology Specialty
 - NBT Gastroenterology Specialty

Recommendation

The Council of Governors are asked to note the report.

Maria Kane
Group Chief Executive

UHBW Council of Governors - Quality Spotlight

UHBW Council of Governors Meeting
Tuesday 18th November 2025

Professor Sarah Purdy, Vice Chair & Chair Quality & Outcomes Group in common

Professor Steve Hams, Group Chief Nursing & Improvement Officer

Quality Areas

No.	Quality Area
1	National Segmentation – public interest – to explain how these ratings work
2	Winter planning 2025/26
3	Quality Priorities (UHBW & NBT) 2025/26
4	Community Participation Group and Clinical Strategy latest timelines
5	2024 National Inpatient survey overview (both trusts)
6	2024 Children & Young People’s Survey (UHBW)
7	2024 National Cancer Survey (both trusts)

Headlines	NBT		UHBW	
	July (Q1 Provisional)	September (Q1 confirmed)	July (Q1 Provisional)	September (Q1 confirmed)
Oversight framework adjusted segment	2	2	1	1
Average metric score	2	2.27	2	1.93
Unadjusted segment	2	2	1	1
Financial override?	No	No	No	No
Is the organisation in the Recovery Support Programme?	No	No	No	No

- Review of average domain scores and ‘child’ metrics being undertaken to understand the drivers for segmentation scores.
- Identifying opportunities for improvement and ensuring sustained performance in those areas that are highly rated.

- UHBW and NBT were ranked in categories one and two respectively, with both Trusts featuring in the top five providers in the South West.
- Both Bristol NHS Group partners scored highly when it came to Access to Services in particular the number of patients waiting less than 18 weeks.
- Both Trusts also scored well in Patient Safety, Finance, and People and Workforce categories.
- Areas for improvement include:
 - The ongoing challenges in Urgent and Emergency Care, including discharging more patients on their discharge ready date, requiring a system-wide response;
 - and Infection Prevention and Control.
- NBT also needs to deliver their 62-day Cancer Wait Times Standard recovery trajectory, which is a key area of improvement focus for the Trust.

Urgent & Emergency Care Plan Preparing for Winter 2025/26

Areas of focus released by NHS England June 2025 detailed in the plans

1. System-Wide Winter Preparedness

- Whole-system collaboration to improve urgent and emergency care performance.
- Emphasis on leadership accountability and integrated planning.
- Utilise national & regional tools and support offers

2.Reducing Demand and Improving Access

- Prevention through vaccination and community-based care.
- Expansion of urgent care services outside hospitals.
- Performance improvement in 4 hour waits and 12 hour waits in ED and in Category 2 ambulance response times

3.Improving Hospital Flow and Reducing Delays

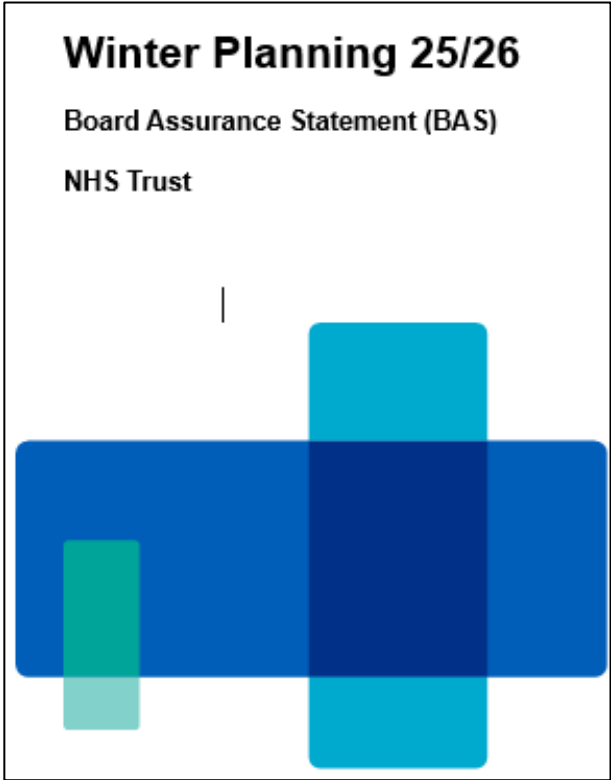
- Faster ambulance handovers and reduced corridor care.
- Streamlined discharge processes and reduced length of stay.

4.Mental Health Crisis Response

- Investment in crisis assessment centres / specialist alternatives to ED.
- Reducing out-of-area placements and long ED waits for mental health patients.

5.Digital Transformation

- Use of real-time data and predictive analytics.
- Data system expansion: NHS Federated Data Platform and Connected Care Records.



- BNSSG Winter plan presented at ICB board on the 4th September.
- Board Assurance Statement presented at Bristol Group board on 9th September.
- Regional stress testing of plans 10th September.

Individual assurance statements reviewed, and outcome was for full individual plans to be reviewed at the Quality and Outcomes Committee in conjunction with the full ICS plan to enable completion of Board Assurance Statement by deadline of 30th September.

Residual risks relating to high number of NC2R patients in both Trusts and potential risk of Flu/Infections – national modelling not yet available for testing. Plans to be revisited once this is made available.

Improving experience of care

- Launch an action learning set for coproduction in collaboration with The Peer Partnership
- Focus on widening accessibility of our feedback approach and our PALS and Complaints service
- Embed patient and community involvement in the development of Group Clinical Services
- Identify and support Experience of Care 'Champions' in clinical services

Improving timely care

- Continue to work to achieve a 10% year-on-year improvement in ambulance handover metrics
- Focus on reducing delays in review by specialty teams in ED
- Conclude A3 Thinking "Ready for discharge" projects and cascade learning
- Increase discharges at weekends
- Reduce outpatient backlogs by 10%
- Continue to improve theatre utilisation

Improving patient safety

- Continue our focus on improving recognition and response of patient deterioration
- Continue to work with clinical teams to better understand the barriers to prompt sepsis screening and treatment, then identify and take forward targeted improvement work
- Progress detailed work to improve medical equipment procurement and management

Lead: Steve Hams

Outstanding Patient Experience

Quality Priority 1: We will put patients at the core of our services, respecting their choice, decisions and voice whilst becoming a partner in the management of conditions.

- Continue to focus on improving FFT positive experience scores in each care domain.
- Conclude the feasibility review of PEP Healthcare and determine future aligned approach with UHBW FT.
- Expand patient and carer conversations for real time feedback at ward/other unit level and thematic actions from patient and carer feedback.
- Embed and expand the Shared Decision-Making and Consent projects to additional specialties. Enable a test of eConsent system in the new Elective Centre.
- Continue to implement the Mental Health Strategy in line with the agreed delivery plan for 2025/26.
- Enhance strategic patient and carer engagement by establishing a NBT & UHBW Patient Carer Partnership Group to support the development of clinical services under the Joint Clinical Strategy.

High Quality Care: Better by Design

Quality Priority 2: We will support our patients to access timely, safe and effective care with the aim of minimising patient harm or poor experience as a result.

- Continue to work closely with system partners on all aspects of system urgent and Emergency Care (UEC) work, to improve timeliness of ambulance handover.
- Continue to focus on UEC improvements – Front door and Flow & Discharge, including plans to reduce length of stay for patients no longer needing acute care, ensuring they leave hospital and recover in the most appropriate environment, and building up alternatives to admission to hospital by providing services in the community.
- Deliver the national target of 75% of patients treated within 62 days for cancer.
- Focus on Urology, Gynaecology and Skin pathways, through direct to test pathway delivery, further expansion of tele-dermatology and the opening of the Bristol Elective Centre.

High Quality Care: Better by Design

Quality Priority 3: We will minimise patient harm whilst experiencing care and treatment within NBT services.

Quality Priority 4: We will demonstrate a proactive and positive culture of safety, based on openness and honesty, in which concerns about safety are listened to, safety events are investigated and reported thoroughly, and lessons are learned to continually identify and embed good practices.

- Continue to further deliver and embed the Patient Safety Incident Response Plan priorities listed above which were approved by the Board for November 2023 to 2025.
- Deliver the annual plan for continuous embedding of the PSIRF within NBT, including the Patient Safety training curriculum and Human Factors approach. This will incorporate the agreed 2024/25 PSIRF Internal Audit recommendations.
- Implement the Radar Incident Reporting system and embed into practice.
- Implement the priority workstreams of the Mortality Improvement Programme, in collaboration with the Medical Examiner Service and UHBWFT. Focus on mortality events and surveillance and developing local and national Community of Practice.

High Quality Care: Better by Design

Quality Priority 5: We will plan for the demographic changes in our local population and respond to health inequalities whilst investing in our community assets to deliver care.

- Continue to focus on improving the quality of data recording and ethnicity for elective pathways and further improve the recording of outpatient attendances.
- Continue to share learning from the inequality dashboards across the Group and embed addressing inequalities into the Single Management Services framework.
- Continue to support patients to access the TTD programme.
- Continue to remove barriers to care for key priority inclusion groups.

Patient Experience – Community Participation Group Update

Planning with People: Shaping Services That Reflect Every Voice

Communication and Engagement Highlights:

Purpose: Embedding patient, carer, and community voices in service planning and delivery, supporting the Joint Clinical Strategy and Group Clinical Services Programme.

Recruitment Launch: 9 June 2025, in partnership with the BNSSG VCSE Alliance.

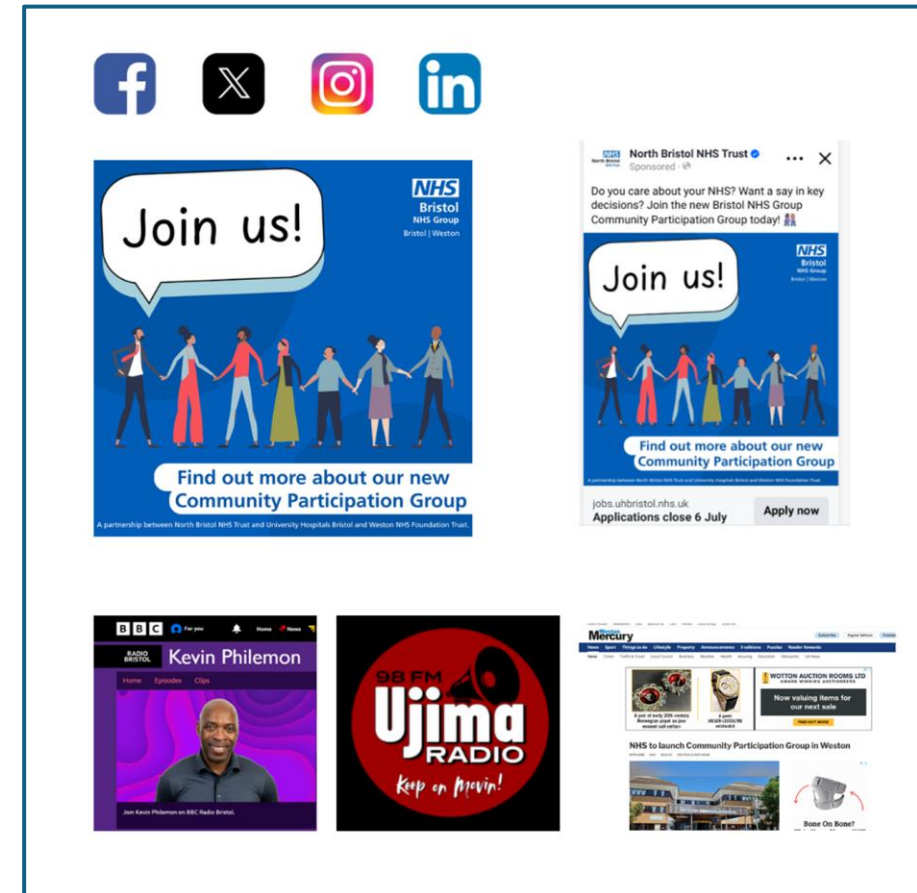
Engagement Activities:

- 6 “Find Out More” sessions (online & in-person).
- Internal communications: Team News, LINK, Town Hall, social media channels.
- Recognition of NBT Patient & Carer Partners and UHBW Governors.

Reach & Impact:

- 77 applications received.
- Social media advert campaign: 6,965 reach, 24,956 impressions.
- Community Facebook groups: reached 178,675+.
- Media coverage: *Weston Mercury*, *Ujima Radio* (30k listeners), *BBC Radio Bristol* (88k listeners).

Outcome: Strong early feedback, enhanced community relationships, and successful first meeting held on 4 September 2025.



Patient Experience – Community Participation Group Update



Implementation Plan Update:

- Recruited 21 community representatives, including 11 members of our communities with lives experience, 7 VCSE Ambassador partners, a Governor and a Patient and Carer Partner, and a Healthwatch representative.
- Community representatives will act as connectors to local communities and groups.
- A diverse group, including people from marginalised and under-represented communities.
- Removed barriers to participation through funding for payment for participation and travel reimbursement.
- Establish trust and interest among community organisations and potential applicants.
- Ingrid Barker (Bristol NHS Group Chair) to co-chair the group with a community member.
- Agenda for the first meeting prepared - focused on relationship-building and group ethos.
- First meeting to be held in an accessible community venue.
- Induction and onboarding plans underway.
- PCPG will report into the Joint Clinical Strategy (JCS) Steering Group.
- Community Engagement Programme Lead (funded via Group Delivery Transitional Resourcing Plan (TiR) being recruited.
- 6-month interim review of the effectiveness of the group will be undertaken.

Update on Clinical Strategy: Group Clinical Service (GCS) Programme

Group Clinical Services	2025-26				2026-27			
	Quarter 1	Quarter 2	Quarter 3	Quarter 4	Q1	Q2	Q3	Q4
1. Cardiology	★	- Final solutions to support AF implementation - Maturity Framework – levels to maturity and BAU						
2. Liaison Psychiatry		★						
3. Trauma & Orthopaedics			★					
4. Safeguarding (tbc)			★					
5. Haematology			★					
6. Pain			★					
7. Dermatology				★				
Therapies 8. Physiotherapy 9. Occupational Therapy 10. SALT 11. Nutrition & Dietetics	- Engagement - Programme Charter sign off - Therapy Leads engagement - Establish workstream - Undertake a detailed diagnostic of existing services - Design future model - Implementation of Group Clinical Services (with UHBW as the lead trust)							

Remaining GCS priorities

1. Acute Oncology
2. Diabetes & Endocrinology
3. Respiratory Medicine
4. Gastroenterology
5. Hepatology
6. Endoscopy
7. Pathology
8. Pharmacy
9. General Surgery
10. Colorectal Surgery
11. Upper GI Surgery
12. Sterile Services
13. Neurophysiology
14. Orthotics
15. Clinical Genetics/Genetics
16. Radiology
17. Rheumatology
18. Medical Photography
19. MEMO/Clinical Engineering

Patient Experience: 2024 National Inpatient Survey results (UHBW & NBT)

Measure	UHBW 2024 (IP stays during November)	NBT 2024 (IP stays during November)
Response rate	39% (2023 response rate was 38%)	42% (2023 response rate was 48%)
Overall experience score out of 10	8.3 (2023 score 8.4)	8.2 (2023 score 8.3)
National rank for overall experience question	49 th (2023 rank 26 th out of 131 Trusts)	60 th (2023 rank 31 st out of 131 Trusts)
Question comparison with last year (2023) results	9 questions scoring significantly worse. 4 of these relate to a decline in discharge experience.	1 x significantly better (confidence in doctors) and 1 x significantly worse (cleanliness of hospital ward)
Number of survey questions scoring <u>better</u> than most Trusts	1 question relating to patient's feelings about the time they were on waiting list before admission to hospital (2023 results had 4 questions)	4 questions relating to noise at night (from patients), equipment needs being discussed prior to discharge, confidence in doctors, right amount of information about treatment / condition given. (2023 results had 1).
Number of survey questions scoring <u>worse</u> than most Trusts	5 - including 1 related to reasons for changing wards during the night and 4 questions relating to discharge experience (2023 results had 1).	0 (2023 results had 0)
Section trends across the care pathway	Most sections of the care pathway score 'About the same' as the national average. The discharge section is 'somewhat worse' than the national average.	All sections of the care pathway score 'About the same' as the national average.

Next steps: The 2024 National Inpatient survey results will be reviewed in detail across NBT and UHBW Divisions and primary areas of improvement focus will be agreed. The results will be analysed and reported in an integrated way for the first time across Bristol NHS Group and taken to Quality & Outcomes Committee. Opportunities to align improvement plans where appropriate will be prioritised.

Patient Experience: 2024 National Children & Young People's Survey results (UHBW)

SPORT		Overall Headlines	Care Pathway	12. Children and Young People Survey 2024 Top scoring / bottom scoring	Comments analysis	Latest FFT data	Improvements & priorities
Successes				Priorities			
- Parents and carers rated how well their child was looked after positively placing UHBW in the top 10% of Trusts nationally with a score of 9.1 compared to the national average 8.3. - Check care pathway trend and see any highlights 15 questions were rated better than most Trusts including two questions which scored 'much better than most Trusts'; "Before your child's operations or procedures, how well did staff explain what would be done?" (parent/carer) "Afterwards, how well did staff explain how the operations or procedures had gone?" (parent/carer) - Approximately 19% of feedback was received from racially minoritised people, including those from Black, Asian, Multiple Heritage and other ethnically minoritised communities. This is an increase on the 2020 survey where the proportion was 12%.				- Improving the overall experience score for child/young person - Children and young people scored how well they were looked after much lower than parents and carers at UHBW, placing the Trust in line with the national average score of 8.5. - One question was scored as 'much worse' than the national average; "If you stayed overnight, did anything stop you from sleeping? I was not stopped from sleeping (child/young person)." A specific task and finish group will be set up to look at Noise at Night in Bristol Royal Hospital for Children.			
Risks & Threats				Opportunities			
- When compared to our 2020 results, the overall experience as rated by children and young people has dropped from being in the top 10% of Trusts nationally to in line with the national average in the 2024 results. - Capacity in the children's hospital and constrained environment means that sometimes children are nursed out of their usual age range locations e.g. teenage children on a ward with much younger children and babies - The last National Children and Young Peoples survey was carried out in 2020 when paediatric services were significantly less busy.				- Divisional Patient Experience Group has been set up and will be looking at patient feedback. - Continue to embed the Patient Feedback Hub (IQVIA) in Bristol Royal Hospital for Children. - Parent/Carers reported sometimes wanting more involvement in care and stated that this area 'could improve'. This may well improve now we have firmly embedded Martha's Rule in BRHC with clear parent feedback mechanisms. - Young People are now present on our Place visits and input into facilities discussions and our Young Ambassador Group are strong and active.			

Patient Experience: 2024 National Cancer Patient Survey results (UHBW & NBT)

Successes	Priorities
• First combined results analysis and feedback report • Benefit of trusts working together to respond to CPES • Overall experience rating – NBT 8.9; UHBW 9.1 • NBT ranked 73rd and UHBW 31st out of 131 Trusts in the overall experience rating question • Responses above expected range: NBT 16; UHBW 4 • Agreed speciality action plan template	• Continue to work with community partners and primary care to improve patient pathways, information and accessibility • Work within trusts to improve ethnicity recording • Improve patient information about research • Improve emotional support and information provision for younger patients • Focus on the experience of people who have pre-existing Long Term Conditions <i>and</i> cancer
Opportunities	Risks and Threats
• Strategic action planning and increased joint working across shared patient pathways • Joint speciality analysis of results and action planning • Share good practice and learning opportunities across the hospitals and community partners • Review results and action plan with one specialty across both hospitals, with lived experience partner • Analysis of free text comments associated with the experience of primary care in BNSSG, identifying opportunities for collaborative improvements	• Reduction in service provision due to financial pressures ◦ Physiotherapy and Psychology provision at NBT ◦ Clinical Nurse Specialist posts transforming into 'practitioners' (to meet increasing service demand) less CNS capacity for holistic support and pathway coordination ◦ Investment focus on earlier diagnosis / faster treatment (not information and support, toxicity management and recovery from diagnosis onwards). Lack of Personalised Care and Support / CNS investment to meet increasing demand. • Short term posts • NHS Cancer Plan delayed until Autumn 2025

Report To:	Council of Governors		
Date of Meeting:	18 th November 2025		
Report Title:	Update on Merger Planning		
Report Author:	Rob Gittins, Group PMO and Merger Programme Director		
Report Sponsor:	Paula Clarke, Group Formation Officer		
Purpose of the report:	Approval	Discussion	Information
		X	
	The report provides an update on the programme of work underway to support the intention of North Bristol and University Hospitals Bristol and Weston Trusts' to pursue a merger. It includes a recommendation on governor touchpoints in support of independent decision-making on the final decision to merge and the statutory role of governors in that decision-making, and an update on merger governance and target timelines.		
Key Points to Note (Including any previous decisions taken)			
Bristol NHS Group is bringing together the best of both North Bristol and University Hospitals Bristol and Weston to deliver better care for patients, more opportunities for our people, improved services for our communities, and the best value for the public purse. On 17 July 2025, both Trusts' publicly announced intent to pursue becoming a single merged organisation. This builds on the significant progress made as Bristol NHS Group, and the feedback and learning from clinical and corporate teams driving delivery of the Joint Clinical Strategy and Group Benefits Plan. No final decision has been taken as this will be informed by a rigorous assurance and assessment. Significant progress is being made in the merger programme to provide this assurance, alongside maintaining focus on delivering the benefits of the Group. A report outlining progress against the following key areas was presented at the public meeting of the Boards-in-common on 11th November 2025. This Report is attached as Appendix 1. • Strategic Case approval from NHS England who reviewed and supported the Strategic Case for Merger, allowing progression to the Full Business Case (FBC) stage, with recommendations for further work. • A decision on the statutory framework for merger which will proceed under Section 56A of the NHS Act 2006, ensuring robust governance and public accountability while integrating services for better patient care. • Establishment of strong governance and completion of Due Diligence - A Merger Programme Board and statutory Merger Committees are in place, alongside a comprehensive due diligence process covering clinical, financial, legal, and operational domains to ensure safety and viability. • Development of Communications and Engagement plan – This is structured around our Four Ps - Patients, People, Population and Public Purse. A dedicated Special Projects			

Team is driving internal and external engagement, including CEO newsletters, leadership cascades, town halls, stakeholder updates, and community participation events to maintain transparency and confidence. The Communication and Engagement Plan will be embedded in our Organisational Development (OD) and Culture plan, currently under development, to ensure key dependencies are managed.

Regular engagement has taken place with governors on the plans since July 2025 including dedicated sessions in development seminars and as part of the usual Chair and NED meetings. The Group aims to take a final decision on merging by summer 2026, following completion of the FBC, Post-Transaction Implementation Plan (PTIP), and NHS England's assurance process. As part of onward plans, a proposal for key touchpoints with governors is included in the report.

Strategic and Group Model Alignment

This paper supports the intent of the Bristol NHS Group to pursue a merger and become a single organisation.

Risks and Opportunities

Progressing to merger provides an opportunity to simplify and streamline our Group Model and allows us to better respond to emerging national expectations around financial savings and the transformational changes in the NHS 10-year Plan.

A full review of merger risks has taken place under the due diligence process. Wider risks across the merger programme include delivering the Group benefits case opportunities and maintaining operational grip and performance while completing a transaction process; ensuring the right engagement and cultural development for creating a new organisation; and completing a TUPE process.

Recommendation

This report is for **noting and discussion**.

The Council of Governors are asked to:

- **Note** the update on merger planning including the programme governance structure, transaction timelines and governors' roles and responsibilities
- **Review and confirm** the proposals for onwards engagement touchpoints with Governors in support of comprehensive discharge of governor duties under the Transaction guidance.

History of the paper (details of where paper has previously been received)

NA

NA

Appendices:

Appendix 1: - Public Board Merger Update report (11/11/25)

Appendix 2: Section 56A Merger by Acquisition – Governor Roles and Responsibilities

1. Introduction

The report provides the Council of Governors with an update on the programme of work underway to support the intention of North Bristol and University Hospitals Bristol and Weston Trusts' to pursue a merger. It includes:

- a recommendation on governor touchpoints in support of independent governor decision-making
- the statutory role of governors in that decision-making, and
- an update on merger governance and target timelines.

A separate Merger update paper has gone to the 12th of November Group Board (public), which provides a wider update on progress with merger. This is attached as Appendix 1.

2. Proposal for onwards engagement touchpoints with Governors to enable the comprehensive discharge of duties under the Transaction guidance.

2.1 Responding to feedback, it is proposed to have the following targeted touchpoints with Governors, between now and the decision on merger transaction. This is in addition to the regular meetings in place for engagement between NEDs and governors which equally provide the opportunity for governor assurance on the proposed merger processes.

Date	Meeting	Purpose	Group officer Lead(s)
July 25	Council of Governors	Initial briefing on merger rationale, intentions and CoG responsibilities	Maria Kane, Group Chief Executive Paula Clarke, Group Formation Officer
October 25	Governors Development Seminar	Merger update and assurance on the due diligence process and governance for follow-up of all risks Governor roles and responsibilities	Xavier Bell, Group Chief of Staff Rob Gittins, Group PMO and Merger Programme Director External, independent from Brian Stables, Associate, NHS Providers
November 25	Council of Governors	Update on Merger Planning	Paula Clarke, Group Formation Officer
January 22 nd 2026	Council of Governors	Update on Merger Planning	Paula Clarke, Group Formation Officer
February 12 th 2026	Governors Development Seminar	Merger Business case and post transaction implementation planning - Update on board decision to proceed to NHSE formal review	Maria Kane, Group Chief Executive Paula Clarke, Group Formation Officer

Date	Meeting	Purpose	Group officer Lead(s)
March 2026		Chairs briefing on merger planning progress (written for circulation)	Rob Gittins, Group PMO and Merger Programme Director
April 23 rd 2026	Council of Governors	Update on NHSE review and approvals process and opportunity for Governors to seek assurance	Paula Clarke, Group Formation Officer Rob Gittins, Group PMO and Merger Programme Director
May 2026		Chairs briefing on merger planning progress (written for circulation)	Rob Gittins, Group PMO and Merger Programme Director
June 4 th 2026	Governors Development Seminar	Update on NHSE review and approvals process and opportunity for Governors to seek assurance (note below)	Paula Clarke, Group Formation Officer
Summer 2026	Council of Governors	Dependent on NHSE assurance timelines being confirmed, the date for governors to vote on Transaction will be identified. This is likely to require an exceptional CoG	Maria Kane, Group Chief Executive Paula Clarke, Group Formation Officer

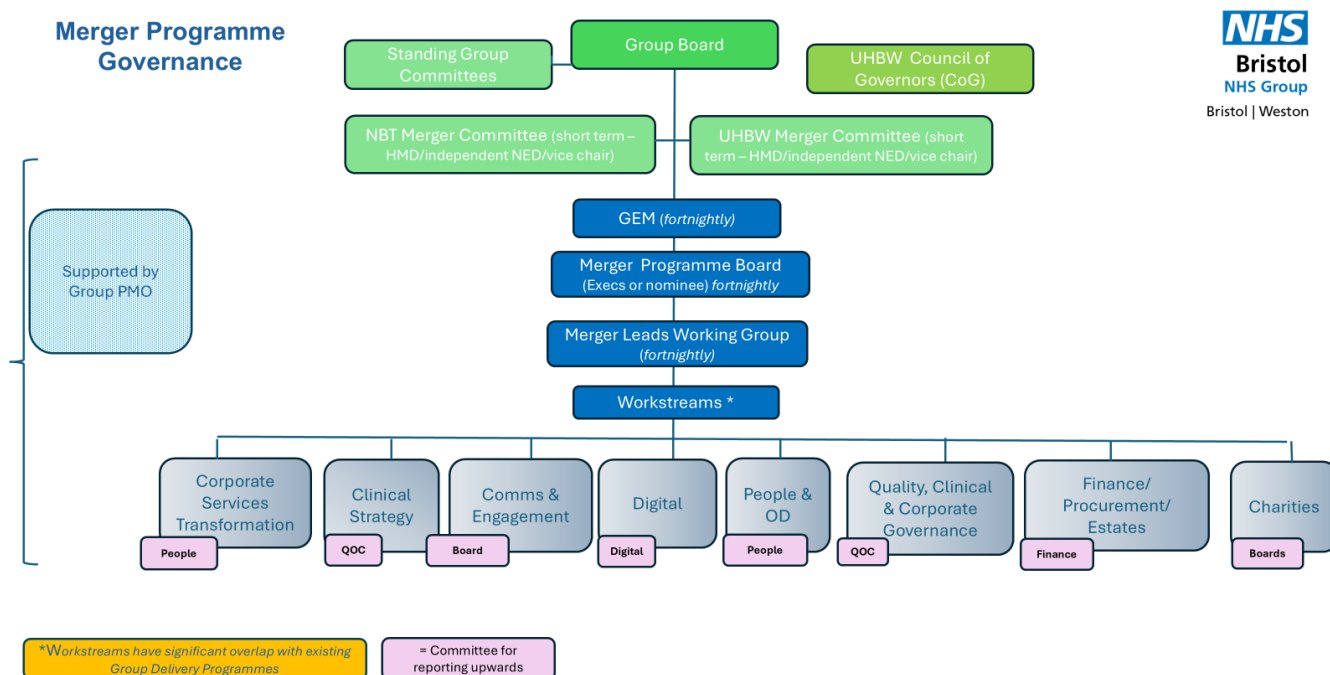
3. Merger programme governance structure in place to oversee the process

3.1 Robust merger programme governance has been established to oversee the process of merger. This includes an Executive-led Merger Programme Board reporting through the Group Executive into the Group Board. This is set out in diagram A below.

3.2 Each statutory Board (NBT and UHBW) also has a Merger Committee with a majority of organisation-specific directors. This committee will review the merger transaction case and make independent recommendations to the Group Board, providing assurance on the independence of decision-making of the individual Trusts' Boards.

3.3 Governors must formally approve any application for merger or acquisition before submission to NHS England. A majority of the full Council of Governors (not just those present) must vote in favour, and this is a legal prerequisite alongside Board approval. In doing so, Governors should confirm that the Board has undertaken robust due diligence and considered patient, staff, and stakeholder impacts. Further detail on the role and responsibilities of governors is included in Appendix 2.

Diagram A



4. Merger transaction timelines and key triggers points

4.1 Following the accelerated step-up of the merger programme, a detailed assessment has been undertaken of the potential timelines and key milestones to enact the merger. We are working towards taking a decision on merging by summer 2026, subject to the satisfactory completion of the NHS England reviews and approvals process.

4.2 The timelines for key milestones are reflected as follows where T is the date of transaction completion.

- **T-12 Weeks:** FBC submission to NHS England.
- **T-6 Weeks:** NHS England assurance and rating issued.
- **T-4 Weeks:** Board-in-Common approval.
- **T-4 Weeks:** Council of Governors vote.
- **T-2 Weeks:** Secretary of State application submitted.
- **T-0 (Go-Live):** Legal transfer and operational integration.

5. Conclusion and Recommendations

5.1 Significant progress is being made in the merger programme while maintaining focus on delivering the benefits of the Group.

5.2 Over the coming months we will continue to develop the Full Business Case and PTIP as part of the merger approvals process, working in partnership with NHS England and ICB colleagues.

5.3 We will also continue to engage proactively with our Governors, staff and key stakeholders to ensure transparency and confidence throughout.

5.4 The Council of Governors are asked to:

- Note the update on merger planning including the programme governance structure, transaction timelines and governors' roles and responsibilities
- Review and confirm the proposals for onwards engagement touchpoints with Governors in support of comprehensive discharge of governor duties under the Transaction guidance.

APPENDIX 1: REPORT ON MERGER PLANNING PRESENTED TO THE NBT AND UHBW BOARDS-IN-COMMON ON 11/11/25

Report To:	Group Board meeting in public		
Date of Meeting:	11 th November 2025		
Report Title:	Merger Update		
Report Author:	Paula Clarke, Group Formation Officer		
Report Sponsor:	Maria Kane, Group CEO		
Purpose of the report:	Approval	Discussion	Information
			X
	The report provides an update on the programme of work underway to support the Boards’ intent to pursue a merger. It includes a recommendation on merger governance at Board level in support of independent decision-making on the final decision to merge and an update on the target merger timeline.		
Key Points to Note (Including any previous decisions taken)			
1. Statutory Framework for Merger - The merger will proceed under Section 56A of the NHS Act 2006, ensuring robust governance and public accountability while integrating services for better patient care. 2. Strategic Case Approved - NHS England has reviewed and supported the Strategic Case for Merger, allowing progression to the Full Business Case (FBC) stage, with recommendations for further work. 3. Strong Governance and Due Diligence - A Merger Programme Board and statutory Merger Committees are in place, alongside a comprehensive due diligence process covering clinical, financial, legal, and operational domains to ensure safety and viability. 4. Communications and Engagement -A dedicated Special Projects Team is driving internal and external engagement, including CEO newsletters, leadership cascades, town halls, stakeholder updates, and community participation events to maintain transparency and confidence. 5. Timeline and Next Steps - The Group aims to decide on merging by summer 2026, following completion of the FBC, Post-Transaction Implementation Plan (PTIP), and NHS England’s assurance process.			
Strategic and Group Model Alignment			
This paper supports the intent of the Bristol NHS Group to pursue a merger and become a single organisation.			
Risks and Opportunities			
Progressing to merger provides an opportunity to simplify and streamline our Group Model and allows us to better respond to emerging national expectations around financial savings and the transformational changes in the NHS 10-year Plan. A full review of merger risks has taken place and includes delivering the Group benefits case opportunities and maintaining operational grip and performance while completing a transaction process; ensuring the right			

engagement and cultural development for creating a new organisation; and completing a TUPE process.

1. Introduction

1.1 Bristol NHS Group is bringing together the best of both North Bristol and University Hospitals Bristol and Weston to deliver better care for patients, more opportunities for our people, improved services for our communities, and the best value for the public purse. On 17 July 2025, we made a public announcement of our intent to pursue becoming a single merged organisation. This builds on the significant progress we have made as Bristol NHS Group, and the feedback and learning from clinical and corporate teams driving delivery of our Joint Clinical Strategy and Benefits Plan.

1.2 We made it clear that no final decision has been taken and signalled that we are beginning a formal process to assess and assure that merger is the right option for further, faster delivery of benefits for our Four Ps – our People, our Patients, the Populations we serve and the Public Purse.

1.3 This report provides an update on key aspects of the programme of work underway to complete that formal merger assessment and assurance process.

2. Statutory Merger Process

2.1 Our teams have told us that operating as two separate legal entities makes it harder to deliver seamless, equitable and sustainable care. To address this and bring our two organisations together, we have explored the full range of options. Following legal advice, the Group Board has agreed to apply Section 56A of the NHS Act 2006 as the legal framework for organisational merger. This is not about one Trust absorbing the other. It is about creating a single organisation with parity of esteem across all sites and services. Both Trusts bring strengths: world-class research, national surgical leadership, specialist services, and community connections. A merger is about combining those strengths to deliver more consistent and higher-quality care for patients.

2.2 The statutory process requires formal approval from both Trusts' Boards of Directors and from the UHBW Council of Governors. The provision ensures that mergers are subject to robust governance and public accountability, while supporting the integration of services to improve patient care and operational efficiency. Applications under Section 56A are overseen by NHS England, which applies assurance processes to confirm that the transaction is safe, sustainable, and in the best interests of patients and staff.

3. Merger Programme – Key Updates

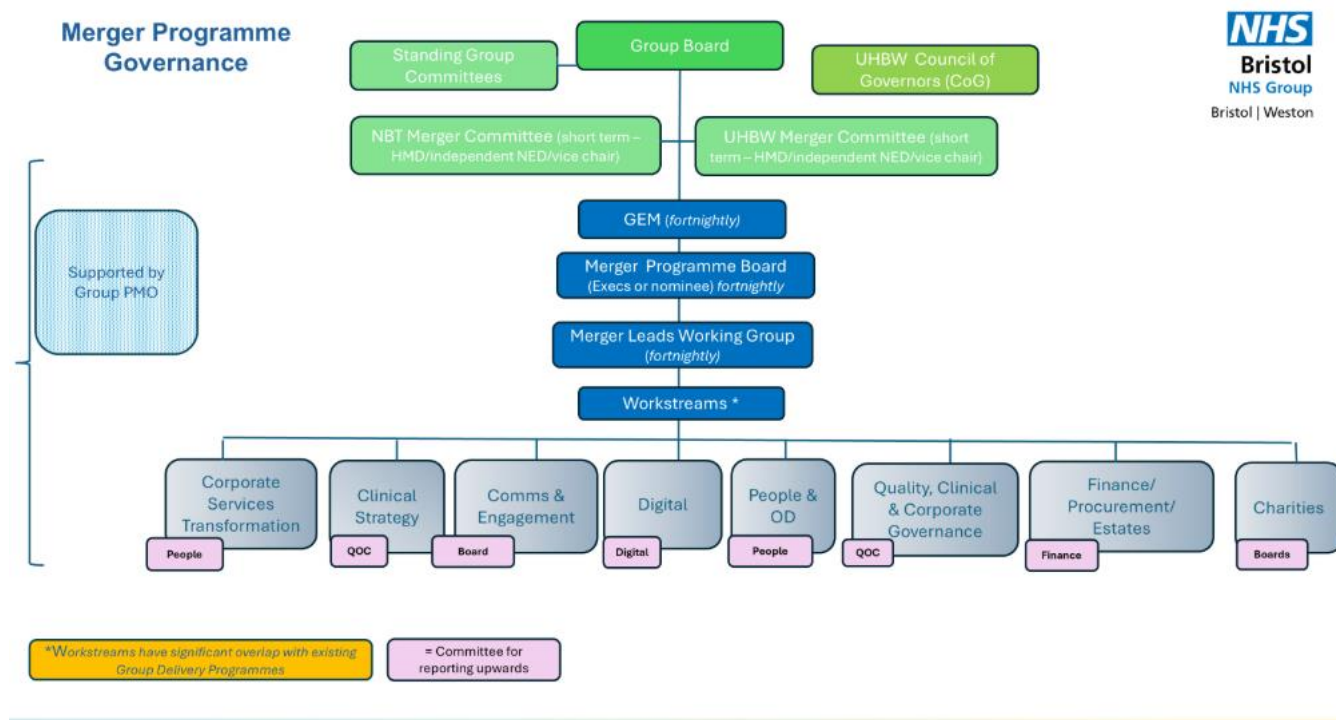
3.1 Strategic Case for Merger

In August 2025, a Strategic Case for Merger was developed and shared with NHS England. This built on the Group Benefits case approved by the Board in April 2025 which set out the detailed improvements we can deliver across our 4 P's. NHS England has completed its detailed review and advised that it supports the Group proceeding to Full Business Case (FBC) stage.

3.2 Merger Governance

3.2.1 Robust merger programme governance has been established to oversee the process of merger. This includes an Executive-led Merger Programme Board reporting through the Group Executive into the Group Board.

3.2.2 Each statutory Board (NBT and UHBW) also has a Merger Committee with a majority of organisation-specific directors. This committee will review the merger transaction case and make independent recommendations to the Group Board, providing assurance on the independence of decision-making of the individual Trusts' Boards.



3.3 Due Diligence

3.3.1 A due-diligence exercise has been undertaken to provide a structured and comprehensive assessment of both organisations to identify risks, validate assumptions, and ensure compliance before any transaction is approved. It covers clinical, financial, legal, and operational domains to confirm that the merger is viable, safe, and aligned with strategic objectives.

3.3.2 This process helps the Boards to make informed decisions, mitigates potential liabilities, and builds confidence among regulators, staff, and stakeholders that patient care, workforce stability, and public resources will be protected throughout integration.

3.4 Full Business Case (FBC) and Post-Transaction Implementation Plan (PTIP)

3.4.1 The next stage of the process is development of a Full Business Case (FBC) and a Post Transaction Implementation Plan (PTIP). The FBC will set out the detailed case for change, including the benefits expected from the merger, key risks, and the resources and processes required to ensure a safe and effective transition.

3.4.2 The PTIP will set out the detailed integration plans and provide assurance on the process of bringing the Trusts together from current state to a single integrated entity post-transaction.

3.4.3 These documents will be considered by the Group Board before March 2026 before recommending them to NHS England for external review and approval. When NHS England have provided a transaction rating, further consideration will be undertaken by the Board, including assurance on readiness for Day one of the new merged organisation, prior to a final decision on merging.

3.5 Governors

3.5.1 UHBW, as a Foundation Trust, has a Council of Governors who play a vital role in ensuring that the merger process is carried out transparently and in the best interests of patients, staff, and local communities. They act as a bridge between the Trust and the public, representing members' views and holding the Board to account for its decisions.

3.5.2 Specifically, the Governors have four roles:

- **Statutory Approval** – Governors must formally approve any merger under the Health and Social Care Act 2012.
- **Public Accountability** – Act as a bridge between the Trust and its members, ensuring decisions reflect patient, staff, and community interests.
- **Scrutiny and Assurance** – Review the rationale, benefits, and risks of the merger and hold the Board to account for transparency and compliance.
- **Continuous Engagement** – Governors are engaged throughout planning to maintain confidence and provide informed approval.

We are working closely with governors throughout the planning and approvals stages to ensure they the relevant assurances and are fully engaged in the process.

4. Merger – Target Timeline

4.1 Following the accelerated step-up of the merger programme, a detailed assessment has been undertaken of the potential timelines and key milestones to enact the merger. We are working towards taking a decision on merging by summer 2026, subject to the satisfactory completion of the NHS England reviews and approvals process.

5. Communications and Engagement

5.1 Keeping internal and external stakeholders informed and engaged in our plans to merge and what that means for them is a central aspect of our merger planning. A Bristol NHS Group Communications and Engagement Plan is in place with activity structured around our Four Ps - Patients, People, Population and Public Purse.

5.2 To support delivery, a dedicated Special Projects Team has been established within Communications and Engagement, providing ring-fenced capacity focused on the merger, Corporate Services Transformation and Joint Clinical Strategy workstreams.

5.3 An internal communications rhythm has been embedded, including fortnightly CEO Newsletters, monthly Leadership Cascades and quarterly Town Halls. External transparency is maintained through quarterly stakeholder updates, regular attendance at local scrutiny and ICB meetings and regular engagement with elected representatives.

5.4 The Community Participation Group and the Joint Clinical Strategy Partnership Event (4th November 2025) have strengthened engagement with staff, patients, partners and system leaders, helping shape shared priorities around digital access, prevention and the Group's role

as an anchor institution in the communities we serve. Continued engagement will inform our plans for priorities for the merger and how we would operate as a single organisation.

5.6 Building deeper understanding of the similarities and differences in the cultures we have across our hospitals and teams is another key aspect of our merger plans. We want to build on the diversity of experience and consider how, should we decide to merge, we create one organisation that maintains equal value and recognition for all of our sites.

5.7 An Organisational Development (OD) and Culture plan is currently under development for agreement at Merger Programme Board on 3.12.25, and assurance at People Committee on 29.1.26. It will include details of what to focus on and when covering the following areas: People Vision & Priorities, Celebrating Legacy and Developing Shared Values, Communication and Engagement, Leadership Capability, Team Cohesion, Training and Development, Supporting Wellbeing and Resilience and Inclusion, Equality and Belonging. To note that the Communications and Engagement plan has already been agreed by Group Executive Meeting (GEM) and will be an item at People Committee on 27.11.25. It is included in the overall OD and Culture plan to ensure key dependencies are managed.

6. Conclusion and Recommendations

6.1 Significant progress is being made in the merger programme while maintaining focus on delivering the benefits of the Group.

6.2 Over the coming months we will continue to develop the Full Business Case and PTIP as part of the merger approvals process, working in partnership with NHS England and ICB colleagues.

6.3 We will also continue to engage proactively with our Governors, staff and key stakeholders to ensure transparency and confidence throughout.

6.4 The Board is asked to:

- **Note** the updates on progress in the merger programme and the planned merger timeline.

Appendix 2: Section 56A Merger by Acquisition – Governor Roles and Responsibilities

1. Overview

Under **Section 56A of the NHS Act 2006**, an NHS Foundation Trust may acquire another NHS Trust or Foundation Trust. This process is legally significant and requires active involvement of the **Council of Governors (CoG)** to ensure accountability, transparency, and alignment with statutory duties.

2. Statutory Role in the Merger

- **Approval of the Merger Application**
Governors must **formally approve any application for merger or acquisition** before submission to NHS England.
- **Voting Requirement:**
 - A **majority of the full Council of Governors** (not just those present) must vote in favour.
 - This is a **legal prerequisite** alongside Board approval.
 - Failure to secure this majority halts the transaction.
 - Governors should confirm that the Board has undertaken **robust due diligence** and considered patient, staff, and stakeholder impacts.

3. Key Decision Points

Governors are not operational managers but strategic overseers. Their decisions occur at critical stages:

Stage 1 – Initial Proposal

- Receive early briefing on merger rationale, strategic benefits, and risks.
- Confirm alignment with Trust objectives and Integrated Care System priorities.

Stage 2 – Due Diligence Assurance

- Scrutinise evidence that:
 - Financial, clinical, and governance risks have been assessed.
 - Stakeholder engagement (patients, staff, regulators) is documented.
- Challenge Non-Executive Directors (NEDs) where assurance is insufficient.

Stage 3 – Formal Approval

- Vote on the merger application:
 - **Threshold:** More than 50% of the entire Council of Governors.
 - Governors must be satisfied that:
 - The transaction supports patient care and sustainability.
 - Regulatory requirements and constitutional changes are clear.

4. Voting Requirements Explained

- **Quorum:** Defined in the Trust Constitution; typically, a majority of governors must be present.
- **Majority:**
 - **Absolute majority of the full Council** (e.g., if 30 governors exist, at least 16 affirmative votes required).
- **Record Keeping:**
 - Decisions must be minuted and retained for regulatory review.
- **Remote Participation:**
 - Virtual attendance and electronic voting are permissible if allowed by the Constitution.

5. Responsibilities Beyond Voting

- **Representation:**
 - Act as the voice of members, staff, and the public.
 - Communicate merger implications clearly and transparently.
- **Compliance:**
 - Ensure adherence to NHS England's Code of Governance and Health and Social Care Act duties.
- **Engagement:**
 - Support consultation obligations, even if Section 56A does not mandate formal public consultation for the application itself.

6. Best Practice for Governors

- **Training & Briefing:**
 - Seek tailored sessions on statutory obligations and transaction details.
- **Transparency:**
 - Maintain clear records of deliberations and decisions.
- **Collaboration:**
 - Align with system-wide priorities and NHS England guidance.

Report To:	Council of Governors		
Date of Meeting:	18 th November 2025		
Report Title:	Lead Governor Activity Report		
Report Author:	Ben Argo, Lead Governor		
Report Sponsor:	None		
Purpose of the report:	Approval	Discussion	Information
			X
	This report is for information. It sets out the Lead Governor's attendance at events and engagement with Trust colleagues, system partners, and others during the reporting period.		
Key Points to Note <i>(including any previous decisions taken)</i>			
This report covers the reporting period from 10 th July 2025 to 6 th November 2025.			
Strategic and Group Model Alignment			
None			
Risks and Opportunities			
This report provides Governors with visibility of Lead Governor engagements and system-level activity that supports informed questioning and oversight of governance matters.			
Recommendation			
This report is for Information . The Council of Governors is asked to note the contents of this report. Questions for the Lead Governor on the contents of this report are welcome.			
History of the paper (details of where paper has <u>previously</u> been received)			
N/A			
Appendices:	N/A		

1. Purpose

- 1.1 This report is for information. It sets out the Lead Governor's attendance at events and engagement with Trust colleagues, system partners, and others during the reporting period.

2. Background

- 2.1 The Lead Governor has undertaken to regularly update his fellow Governors, detailing relevant engagements he has undertaken.

3. Lead Governor and Group Chair meetings

Ben Argo and Group Chair Ingrid Barker have a regular one to one to discuss emerging priorities, share feedback from Governors, and ensure continuity in Governor representation across Trust activity. These conversations have highlighted:

- 3.1 Updates and developments on the proposed merger with North Bristol NHS Trust;
- 3.2 The formation and initial meetings of the Community Participation Group;
- 3.3 Supporting new Governors with their personal development in the role;
- 3.4 The recruitment and onboarding of new Group NEDs;
- 3.5 The recruitment of a new Group Director of Corporate Governance, and the challenges and opportunities for this team;
- 3.6 Reflections on board meetings, including a discussion on the winter plan for 2025-26.

4. Activity as Lead Governor

Since the last report issued at the Council of Governors in July 2025, I would like to share the following updates with the Council:

- 4.1 I attended many of the regular meetings that Governors are invited to, including:
- (a) extraordinary meetings of the Nominations and Appointments Committee
 - (b) regular and extraordinary meetings of the Council of Governors
 - (c) the first Divisional Update Day of 2025
 - (d) Quality Focus Group
 - (e) Strategy Focus Group
 - (f) Board meeting in public (as an observer)
 - (g) Governor/NED engagement session
 - (h) Governor Development Seminar
- 4.2 I attended the meeting organised for Governors on No Criteria to Reside.
- 4.3 I met with Paula Clarke on two occasions to discuss progress with the proposed merger.

- 4.4 I met with NHS England's System Assurance and Regulation team to discuss the proposed merger, including:
- (a) NHS England's process for mergers and acquisitions
 - (b) The role of Governors in transaction approval
 - (c) the Governors' involvement in joint appointments and group developments
 - (d) engagement Governors receive from the Trust on merger
 - (e) Governor views on the merger, covering:
 - (i) different views from public and staff constituencies
 - (ii) any specific concerns raised and how these have been addressed by the trust
 - (iii) any stakeholders likely to object to proposals
- 4.5 I met with Sue Balcombe, retained NED for UHBW to discuss the constitution of the UHBW merger board subcommittee, and how the committee can work with Governors to provide us with the assurance we need throughout the merger process.
- 4.6 I joined Governors on the tour of the Bristol Haematology and Oncology Centre building.
- 4.7 I attended the Health Fair and Annual Members Meeting, held in conjunction with North Bristol NHS Trust's Annual General Meeting, where I spoke to members about work of the Council of Governors over the last year.
- 4.8 I attended the Accessible Information and Communication (AIC) Steering Group, which oversees implementation of the Accessible Information Standard. As part of this, together with Rob Edwards (Public Governor, Bristol), we raised a Governors' Log question seeking assurance about the telephony upgrade project.
- 4.9 I joined fellow Governors and community partners at the Bristol NHS Group Digital Strategy Stakeholder Engagement event.
- 4.10 Alongside my Deputy, I took part in the interview panels for the new Group NED. I also wish to express my thanks to fellow Governors who took part in the focus groups for this recruitment process.
- 4.11 I have met regularly with the Corporate Governance team to feed back the views of Governors on important matters.
- 4.12 I attended the Bristol NHS Group Joint Clinical Strategy stakeholder engagement event in early November, where partners from across the health and social care landscape were brought together to feed into a supplement to the Joint Clinical Strategy to be published sometime in November/December 2025, and will shape its ongoing delivery.
- 4.13 I also held two mentoring sessions with Chris Witham, Lead Governor at Gloucestershire Health and Care NHS Foundation Trust, as part of our reciprocal learning and peer support arrangement.

5. Activity outside UHBW

Outside the Trust, I continue to pursue national and system-wide involvement priorities. Highlights this period include:

- 5.1 I joined ICB colleagues for workshops on the implementation of the mental health Access Transformation Programme.
- 5.2 I toured HMP Eastwood Park with health colleagues to discover and help shape the provision of mental health, physical health, and maternity services for people in prison.
- 5.3 I took part in research panels on health inequality, access to health and care services, and employment support for people with disabilities or long-term health conditions.
- 5.4 I attended North Bristol NHS Trust's annual staff awards event, held at Gloucestershire County Cricket Club. This event was very insightful and developed my understanding into the groundbreaking research and the incredible services carried out by our sister organisation.

6. Items for the attention of Governors

- 6.1 I would encourage Governors who were unable to attend the development seminar on 22nd October to review the slides that were distributed, to support their understanding of the tasks before us in terms of the merger with North Bristol NHS Trust.
- 6.2 As we approach critical decision points regarding the merger transaction, I have been considering how Governors can most effectively discharge their statutory duties under Section 56A of the NHS Act 2006. Specifically, I am exploring whether a structured assurance tracker would assist Governors in:
 - (a) Systematically monitoring outstanding matters requiring resolution before final approval
 - (b) Linking assurance requirements to our specific statutory duties
 - (c) Maintaining visibility of progress against key milestones
 - (d) Identifying items requiring escalation

I would welcome Governors' views on whether such a framework would be beneficial. Subject to the outcome of my discussions with the Group Chair and feedback from Governors, I may bring forward more detailed proposals at a subsequent meeting.

7. Summary and recommendations

- 7.1 The Council of Governors is asked to note the contents of this report. Questions for the Lead Governor on the contents of this report are welcome.

Ben Argo
Lead Governor and Public Governor for South Gloucestershire

Report To:	Council of Governors		
Date of Meeting:	18 November 2025		
Report Title:	External Audit Procurement Process – Plan and Governance		
Report Author:	Catherine Cookson – Head of Finance - Financial Services & Assurance (UHBW) Patrick O'Brien – Assistant Director of Finance – Financial Service (NBT)		
Report Sponsor:	Neil Kemsley – Group Chief Finance and Estates Officer		
Purpose of the report:	Approval	Discussion	Information
	X		
Key Points to Note <i>(Including any previous decisions taken)</i>			
NBT and UHBW have aligned external audit contract lengths and timelines with both contracts expiring on the audit year ending 31st March 2026. Therefore, a new tender is required to appoint external auditors for the financial year starting 1st April 2026. The new audit arrangements need to allow for the uncertainty and complexity relating to the merger process, where a mid-year merger would require a part year audit of NBT's accounts.			
Strategic and Group Model Alignment			
Supports statutory compliance, financial governance, and readiness for Organisational merger. Aligns with the Patient First priorities on financial sustainability and system integration.			
Risks and Opportunities			
If a new external audit contract is not tendered, there are risks that: - No external auditors appointed ahead of the start of the 2026/27 financial year - Uncertainty relating merger timeframes could cause delays and increased costs. This risk should be mitigated by including flexibility in the tender specification. However, the opportunities are: - A single audit should reduce overall audit costs when compared to current arrangements. It is expected that there will be an additional cost if the Trusts merge during the financial year as an audit of the demising organisation will be required. - The continuity gained by appointing the same auditor to undertake the part year audit and the audit of the newly formed merged organisation will deliver efficiencies in processes and auditor knowledge.			

Recommendation	
The Council of Governors is asked to approve the proposed approach and timeframes for the external audit tender, including a flexible procurement strategy and the establishment of External Audit Selection Panel.	
History of the paper (details of where paper has <u>previously</u> been received)	
N/A	
Appendices:	Appendix 1 – Suppliers on Crown Commercial Services Framework Appendix 2 – Draft Invitation to Tender timeframe Appendix 3 – Terms of reference of the External Auditor Selection Task and Finish Group

1. Purpose

- 1.1 To outline the plan for the procurement of external audit services for NBT and UHBW from 2026/27, considering the regulatory requirements and planned merger.
- 1.2 The contract is expected to have an initial term of three years with options to extend.

2. Background

- 2.1 The Local Audit and Accountability Act 2014 require NHS Trusts to appoint an external auditor to audit its accounts by 31 December in the financial year preceding the one to which the audit relates.
- 2.2 The contracts for the Trusts' external audit services (Grant Thornton for NBT and KPMG for UHBW) are due to expire following the audit of the 2025/26 financial year.
- 2.3 At the start of this financial year the Trusts were planning to undertake a joint procurement during the Autumn 2025 for appointment by 31 December however this was delayed following the announcement to pursue a merger of the two Trusts and the clarification of audit requirements for a merger during the financial year. The planned merger adds complexity to the procurement process.
- 2.4 The audit arrangements required for a part year audit have been clarified and have informed the procurement requirements and proposed timescales. This will support the appointment of external audit services for NBT to the date of merger and UHBW/merged organisation, as the technical acquiring body, through to the end of the financial year
- 2.5 The intent is to award a single supplier to both Trusts as this will ensure benefits are achieved from economies of scale and in the event of the planned merger there will be no conflicting contracts.

3. Appointment Process

- 3.1 The NHS Act 2006 requires Foundation Trust External Auditors to be appointed by the Council of Governors. The Code of Governance for NHS Foundation Trusts advises that the Council of Governors should take a lead in agreeing with the Audit Committee the criteria for appointing the auditors and that the Audit Committee should make appointment recommendations to the Council of Governors.
- 3.2 As per previous External Auditor appointments at the Trusts an External Audit Selection Group will be established, which will be chaired by the Chair of the Audit Committee. The Terms of Reference include the requirements of the NHS Act 2006 and Code of Governance. The updated terms of reference are attached as Appendix 3.

3.3 The membership of the Auditor Selection Panel should be agreed by the Audit Committee and the Council of Governors; however, it is recommended that it include:

- Chair of Audit Committee
- Chair of Finance and Estates Committee
- Chair of Quality and Outcomes Committee
- Chair of Governors' Strategy Group or nominated governor
- Chair of Governors' Quality Focus Group or nominated governor
- One other nominated Governor

The following shall attend in an advisory capacity:

- Group Chief Finance and Estates Officer or nominated deputy
- Trust Director of Finance or nominated deputies
- Deputy Director of Procurement or nominated deputy
- Group Director of Corporate Governance or nominated deputy

4. Merger Considerations

- 4.1 Following the merger, NBT as a separate statutory body would cease to exist, necessitating a part-year audit. Although the exact merger date is yet to be confirmed, audit planning must consider both internal and external resource constraints. The period to be audited has minimal impact on the overall audit requirements and required resources. UHBW as the technically acquiring entity will not require a mid-year audit.
- 4.2 As the part-year audit falls outside the NHS year-end consolidation process, it offers greater flexibility in scheduling and does not need to align with standard NHS timelines. However, it is anticipated that the mid-year audit will be completed before the end of the financial year in which it falls as this will provide audit assurance on the balances transferring into the acquiring entity.
- 4.3 The preferred approach is to appoint a single auditor to carry out both the NBT part-year audit and the first full-year audit of the newly merged organisation. This would support continuity, facilitate a smoother transition, and could deliver cost efficiencies.
- 4.4 The tender specification will be designed to accommodate potential changes, including delays to the merger or the possibility that it may not proceed.

5. Procurement Approach

- 5.1 The proposed procurement approach shall be through further competition via the associated Crown Commercial Services Audit and Assurance Services Two framework. This process will ensure compliance to the Group Standing Financial Instructions.

- 5.2 The suppliers signed up to the framework are detailed in appendix 1. It should be noted that not all suppliers listed will be eligible to bid for the tender due to the size of the Trusts and the newly merged entity. Eligibility will be validated as part of the tendering process.
- 5.3 The key tasks and timeframes on the Invitation to tender (ITT) and internal selection process are detailed in appendix 2 with a summary set out below:

Date	Key tasks	ITT / Internal
28/10/2025	Audit Committee approve the procurement plan and timeline	Internal
18/11/2025	Council of Governors approve the - process and timescale for the appointment of the External Auditors, and - Terms of Reference of the External Audit Selection Group (EASG) – Chaired by the Chair of the Audit Committee	Internal
01/12/2025	Invitation to Tender issued by Bristol and Weston Procurement Consortium under the Crown Commercial Services Framework Agreement	ITT
16/01/2025	Tender submission closing date	ITT
Week of 02/02/2026	EASG meet to - Evaluate and score the tender submissions - Agree shortlist / invitation to presentation - Agree the attendees for the presentation panel - Consider the questions for the presentation panel.	Internal
23/02/2026 – 27/02/2026	<i>(Date to be agreed between the date range)</i> Presentation of shortlisted tender submissions	ITT
TBC	EASG to meet to receive presentation from the Chair of Audit Committee on the assessment of the shortlisted suppliers and agree a recommendation of preferred candidate to the Audit Committee	Internal
TBC	Audit Committee approve recommendation of appointment of External Auditor	Internal
TBC	Council of Governors agree the recommendation of appointment of External Auditor	Internal
16/03/2026	BWPC to advise successful candidate and invoke the standstill process	ITT

6. Recommendations

- 6.1 The Council of Governors is asked to approve the proposed procurement approach, the membership and terms of reference of the External Auditor Selection Panel and the timeframes.

Appendix 1 – Suppliers on Crown Commercial Services Framework

Lot 2 External Audit
Aztec
BDO LLP
Beever and Struthers, Chartered Accountants & Business Advisors
Bishop Flemming LLP
Crowe U.K. LLP
Deloitte LLP
Evelyn & Partners Ltd
EY (Ernst & Young) LLP
Forvis Mazars LLP
Grant Thornton UK LLP
KPMG LLP
Moore Kingston Smith LLP
Neuven Consult Limited
Opraas Ltd
PWC (Price WaterHouse Cooper) LLP
RSM UK Risk Assurance Services LLP
Sumer Group Holding Limited
UHY Hacker Young (Birmingham) LLP
Validera

Appendix 2 – Draft Invitation to Tender timeframe

Task	Timeframe	Governance
Pre-tender Stage		
Initial Approach and Plan	28/10/2025	Approval - Group Audit Committee - 28/10/2025
Strategy paper	31/10/2025	
Conflict of Interests submitted	31/10/2025	
Council of Governors Meeting – Initial Approach and Plan	18/11/2025	Approval - Council of Governors
ITT pack finalised, including specification award criteria, and financial evaluation	28/11/2025	Approval - Auditor Selection Panel
Tender Stage		
Tender launch	01/12/2025	
Evaluators Training	2-5/12/2025	Auditor Selection Panel
Clarification question closed	15/12/2026	
Deadline for clarification responses	22/12/2025	
Bids submission deadline	16/01/2026	
Update to Auditor Selection Panel	15/01/2026	Information - Auditor Selection Panel
Council of Governors Meeting	22/01/2026	Information - update
Evaluation Stage		
Evaluate Quality Responses	30/01/2026	
Evaluate Financial Bids	28/02/2026	
Moderation Meeting(s)	02/02/2026 – 06/02/2026	Auditor Selection Panel
Confirmation of shortlisted bidders	09/02/2026	
Scheduled Group Audit Committee	17/02/2026	
Supplier Presentations	23/02/2026 – 27/02/2026	Auditor Selection Panel
Moderation Meeting(s)	After presentations	Auditor Selection Panel
Recommend Contract Award	04/03/2026	Approval - Audit Committee and Council of Governors - Extra-ordinary meetings required
Notification of award to the market	16/03/2026 (w/c)	
Standstill complete	26/03/2026	
Award contract	27/03/2026	
Implementation Stage		
Contract kick-off meeting	02/04/2026	
Service Commencement NBT	02/04/2026	
Service Commencement UHBW	01/07/2026	
Contract Management Stage		
Set up contract review meetings NBT	02/04/2026	
Set up contract review meetings UHBW	01/07/2026	

External Auditor Selection Task and Finish Group

Document Data			
Document Type	Terms of Reference		
Document Reference			
Document Status	Draft		
Document Owner	Membership Manager Head of Corporate Governance		
Executive Lead	Group Director of Corporate Governance		
Approval Authority	Governors' Constitution Focus Group Council of Governors		
Review Cycle	12 Months		
Date Version Effective From:		Date Version Effective To:	

Document Abstract	
This document outlines the process for the Task and Finish group to procure External Auditors to be used by University Hospitals Bristol and Weston NHS Foundation Trust.	

External Auditor Selection Task and Finish Group

Document Change Control				
Date of Version	Version Number	Lead for Revisions	Type of Revision	Description of Revision
20/10/2008	1.0	AR	Major	Terms of Reference - External Auditors Appointment Project Group
15/05/2009	2.0	AR	Major	Terms of Reference widened to allow for any Governor to join the Group
30/11/2011	2.1	TSec	Minor	Redraft for External Auditor Selection panel
13/09/2016	2.2	TSec	Minor	Redraft for 2017 appointment of External Auditors
31/10/2016	2.3	TSec	Minor	Terms of Reference widened to allow any Governor to join the Group (as agreed at Council of Governors meeting 31/10/2016)
18/11/2020	2.4	Director of CG	Minor	Redraft for 2021 appointment of External Auditors.
29/10/2025	2.5	Head of CG	Minor	Redraft for 2026 appointment of External Auditors

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External Auditor Selection Task and Finish Group

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External Auditor Selection Task and Finish Group

1. Purpose

The purpose of this Panel is to assess tenders from applicants for the role of External Auditor to the Trust.

2. Role

The **role of the Panel** is to assess the tenders submitted by applicants.

The **function of the Panel** is to enable the Audit Committee to make a recommendation to the Council of Governors to appoint one of the candidates as the Trust's External Auditor.

3. Authority

The External Auditor Selection Task and Finish Group is authorised to discharge the duties set out in these Terms of Reference within the authority delegated to the individual members, both in the Scheme of Delegation, and from time to time by the [Senior Leadership Team Trust Management Team](#) as recorded in the minutes of meetings.

The functions and actions of the External Auditor Selection Task and Finish Group do not replace the individual responsibilities of its members as set out in job descriptions and other forms of delegations.

Individuals remain responsible for their duties and accountable for their actions.

4. Reporting

The Panel is accountable to the Council of Governors for discharging the duties set out in these Terms of Reference.

5. Membership

5.1 Constituency

The External Auditor Selection Task and Finish Group shall consist of the following members:

- a) [Group](#) Non-Executive Director and Chair of the Audit Committee, (Chair of the Panel)
- b) [Group](#) Non-Executive Director, Chair of the Finance [& Estates](#) Committee
- c) [Group](#) Non-Executive Director, Chair of [Quality and Outcomes People](#) -Committee
- d) Chair of the Governors' Quality Focus Group or nominated governor
- e) Chair of the Governors' Strategy Group or nominated governor

~~f) Chair of the Governors' Constitution Focus Group or nominated governor~~
[One other nominated governor](#)

Commented [MP1]: The Constitution Focus Group no longer exists

External Auditor Selection Task and Finish Group
The Chair shall have a casting vote if required.

5.2 Attendance

The Chair of the External Auditor Selection Task and Finish Group may require the attendance of specialist advisors or other attendees to attend meetings either in full, or for specific agenda items. Such attendees may include:

- a) Group Director of Finance and Estates Information, University Hospitals Bristol and Weston NHS Foundation Trust or nominated deputy
- a)b) Trust Director of Finance or nominated deputy
- b)c) Head of Non Clinical Purchasing, Bristol & Weston NHS Purchasing Consortium- Deputy Director of Procurement or nominated deputy
- e)d) Group Director of Corporate Governance or nominated deputy, University Hospitals Bristol and Weston NHS Foundation Trust
- e)e) TBC – Director of Internal Audit or nominated deputy

6. Quorum

The quorum necessary for the transaction of business shall be two [2] members of the Audit Committee, one of whom shall be the Chair of the Committee, and two [2] Governors.

A duly convened meeting of the External Auditor Selection Task and Finish Group at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the External Auditor Selection Task and Finish Group.

7. Duties

The External Auditor Selection Task and Finish Group shall undertake the following duties:

- a) Adopt these Terms of Reference,
- b) Comply with the provisions of the NHS Foundation Trust Code of Governance, the Foundation Trust Constitution and the procurement regulations set out in Standing Financial Instructions (as advised by the Group Director of Corporate Governance and the Head of Non Clinical Purchasing).
- c) Agree the criteria for assessing the tenders submitted by applicants,
- d) Receive and assess the tenders and presentations by applicants,
- e) Score applicants in accordance with the agreed criteria,
- f) Produce a report to the Audit Committee setting out the Panel's recommendations.

External Auditor Selection Task and Finish Group

8. Secretariat Services

The ~~Trust Secretariat Membership and Governance Administrator~~ shall administrate the work of the Panel. This shall include distribution of working materials, recording action notes of the proceedings of the Panel, and recording names of those present and those in attendance.

8.1 Notice and Conduct of Meetings

- (a) Meetings of the External Auditor Selection Task and Finish Group shall be called by the secretary at the request of the Chair.
- (b) Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be made available to each member of the External Auditor Selection Task and Finish Group, any other person required to attend, no later than five working days before the date of the meeting.
- (c) Supporting papers shall be made available to members and to other attendees as appropriate, no later than three working days before the date of the meeting.

8.2 Minutes of Meetings

- (a) Draft action notes/minutes of meetings shall be provided to the Chair no later than one week after the meeting, and distributed to members and attendees (as appropriate) not later than one week thereafter.

Report To:	Council of Governors		
Date of Meeting:	Tuesday 18 November 2025		
Report Title:	Amendments to the UHBW Constitution		
Report Author:	Mark Pender, Head of Corporate Governance		
Report Sponsor:	Xavier Bell, Group Chief of Staff		
Purpose of the report:	Approval	Discussion	Information
	X		
	The Council of Governors is asked to approve the proposed amendments to the UHBW Constitution.		
Key Points to Note (Including any previous decisions taken)			
Following the formation of the Bristol NHS Group in April 2025 there have been several developments which need to be reflected in the UHBW Constitution (including the Standing Orders of the Council of Governors and Board of Directors). These changes mainly relate to group executive appointments and the resulting new working arrangements at Trust level. The changes were recommended for approval at the Public Board in Common meeting on Tuesday 8th July, and are as follows: • Pages 4 to 5: Definitions for the Chair, Chief Executive, Director updated, and definition of Trust Management Team added. • Page 17, para 1.92: “Executive Team” replaced with “Trust Management Team”. • Pages 77 to 78: Definitions for the Chair, Chief Executive, Directors, Executive Director and Non-Executive Director updated / added. • Pages 86 to 88: Definitions for the Chair, Chief Executive, Directors, Executive Director, Group, Hospital Managing Director, non-Executive Director and Trust Management Team updated / added. In addition to the above, at the last meeting of the Council of Governors the Lead Governor suggested a number of amendments to the Constitution to correct drafting errors, update numbering and provide greater clarity in the document. These mainly relate to Annex 5 (Standing Orders of the Council of Governor) and Annex 6 (Standing Orders of the Board of Directors) to provide greater consistency between the two documents. These amendments have been incorporated into the document. A full copy of the UHBW Constitution, with the proposed amendments shown in tracked changes, can be found in the Council of Governors Document Library and on the Trust website at this location: https://www.uhbw.nhs.uk/p/about-us/council-of-governors.			

Strategic	
The proposed changes align with the strategic decision to form the Bristol NHS Group.	
Risks and Opportunities	
N/A	
Recommendation	
This report is for approval .	
The Council of Governors is asked to approve the changes to the UHBW Constitution.	
History of the paper (details of where paper has <u>previously</u> been received)	
N/A	
Appendices:	Appendix 1 – UHBW Constitution with proposed amendments shown in tracked changes.

Report To:	Council of Governors		
Date of Meeting:	Tuesday 18 November 2025		
Report Title:	Governor Activity and Membership Forward Look		
Report Author:	Emily Judd, Corporate Governance Manager		
Report Sponsor:	Mark Pender, Head of Corporate Governance		
Purpose of the report:	Approval	Discussion	Information
			X
	This report provides a summary of governor activity since the last Council of Governors meeting in July 2025, to provide assurance that governors are carrying out their statutory duties, particularly their duty to hold the Chair and Non-Executive Directors to account.		
Key Points to Note (Including any previous decisions taken)			
It includes an activity summary for the two main groups through which the governors carry out most of their work (the Governors’ Strategy Group and the Quality Focus Group), and any other governor activity in the period.			
Strategic and Group Model Alignment			
This report and its recommendations align with the Trust’s ‘Experience of Care’ Strategic Improvement Priority.			
Risks and Opportunities			
None			
Recommendation			
This report is for Information The Council of Governors is asked to note the report.			
History of the paper (details of where paper has <u>previously</u> been received)			
N/A			
Appendices:	11 01 Appendix 1 Governor Meeting Dates 2026-27		

Governor Activity Report and Membership Forward Look

1. Purpose

- 1.1 This report provides a summary of governor activity since the last Council of Governors meeting on 22 July 2025, to provide assurance that governors are carrying out their statutory duties, particularly their duty to hold the Chair and Non-Executive Directors (NEDs) to account.

2. Background

- 2.1 This report includes an activity summary for the main groups through which the governors carry out most of their work and any other governor activity in the period.

3. Governor Activity and Key Updates

3.1 Council of Governors

- 3.1.1 One Governor has stood down from their role as Public Governor for South Gloucestershire and we have welcomed John Sibley back to the Council of Governors to replace David Chandler.
- 3.1.2 One Youth Involvement Governor has completed their term of office and has stood down from the Council of Governors. Phoebe Turner has been welcomed to the Council of Governors for her first term of office as the second appointed Governor from the Youth Involvement Group.

3.2 Lead Governor and Deputy Lead Governor Elections 2025

- 3.2.1 An internal election was held by the Council of Governors at the beginning of November for the positions of Lead Governor and Deputy Lead Governor
- 3.2.2 There were two nominated candidates for the role of Lead Governor and an internal election was held for the Council of Governors to vote by email. A verbal update will be provided at the meeting on the outcome of this election.
- 3.2.3 There were two nominated candidates for the role of Deputy Lead Governor and an internal election was held for the Council of Governors to vote by email. A verbal update will be provided at the meeting on the outcome of this election.

3.3 Meeting Dates 2026 – 2027

- 3.3.1 The meeting dates for 2026-27 have now been set and are attached to this report **for information (Appendix 1)**. Governors are asked to flag any issues as early as possible directly to the Corporate Governance Team offline, and consider that priority should be given in attending Council of Governors meetings, Governor Development Seminars, Governor/NED Engagement Session and other focus groups (in this order). Please also remember that much of the information around the potential merger will be provided through the Development Seminars and so it is requested that Governors consider this meeting to be mandatory along with Council of Governors meeting.

4. Governor Meetings since July 2025

4.1 Quality Focus Group

- 4.1.1 There have been two meetings of the Quality Focus Group since the last report. Agenda items included updates from the Quality and Outcomes Committee Chair and the People Committee Chair, as well as updates on the rebranded membership materials, Organisational Development Team, Communications Team and a spotlight on the Quality Objectives of Timely Care and Patient Safety.

4.2 Governors' Strategy Group

- 4.2.1 There has been one meeting of the Governors' Strategy Group since the last report. Agenda items included updates from the Finance and Estates Committee Chair, Digital Committee Chair and Audit Committee Chair as well as a report on the planned Hey Grove Theatres Refurbishment, an update on partner organisations and the Patient Advice and Liaison Service and Complaints Team.

4.3 Nominations and Appointments Committee

- 4.3.1 There have been two extraordinary meetings of the Nominations and Appointments Committee (NOMCO) since the last report for the work relating to Group NED Recruitment.
- 4.3.2 One public Governor has since stood down from the Nominations and Appointments Committee and the Corporate Governance Team has asked for expressions of interest from Governors to join this Committee. Governors will be asked to approve any nomination at the Council of Governors meeting in January 2026.

4.4 Annual Members Meeting 2025

- 4.4.1 On Tuesday 16 September 2025, 10 Governors attended the Joint North Bristol NHS Trust (NBT) Public Meeting and UHBW Annual Members Meeting. The Annual Members' Meeting attracted approximately 50 members of public and staff where after a Health Fair, they received the Annual Report and Accounts, followed by a presentation on the Elective Surgical Centre.

4.5 Staff Governor Meeting

- 4.5.1 In November 2025, the Staff Governors met with Stuart Walker, Hospital Managing Director. Discussions were held around the potential merger with NBT and a question was added to the Governors log relating to refurbishment fundraising for Ward D603.

4.6 Governor and Non-executive Director Engagement Sessions

- 4.6.1 Governors joined the Group Non-Executive Directors for an engagement session at the end of September 2025 in person. Questions were asked around areas of focus, Wheelchairs, Ableism, the potential merger with NBT and the national NHS 10-year health plan.

4.7 Governor Development Seminars

- 4.7.1 There has been one development seminar with Governors about the plans and developments relating to the potential merger with NBT. Governors also received an informative training session on the statutory requirements of Council of Governors on Significant Transactions.

4.8 Public Board Meetings

- 4.8.1 Governors continue to be invited to Board of Directors in Public, to observe the Board conducting their business.

- 4.8.2 Recordings are added to the UHBW and NBT websites for accessibility purposes and Governors are sent a link to a reflection piece from Ingrid Barker, Group Chair, that summarises the Board meetings.

4.9 Induction Marketplace

- 4.9.1 The Corporate Governance team continue to attend UHBW Staff Induction marketplaces in Bristol and Weston; a space for new starters joining the Trust to hear more about the additional roles people undertake within the Trust and how they can get involved.

4.10 Health Matters Event

- 4.10.1 In November, the latest Health Matters Event was held on “The Art of Swallowing: Dysphagia at UHBW”. Health Matters events are supported by Governors and include a team from the Trust talking to Foundation Trust members about their area of work and giving information about their role in the Trust. There were 17 attendees to this event, and the team are working to secure a schedule of events for 2026, including learning from this event to increase attendance in future.
- 4.10.2 Feedback from this event included positive comments, such as: “A huge thanks, keep going”; “Very engaging presentation and the teams were informative and helpful”; “All the Speech and Language Therapy and Dietetics staff present were enthusiastic, approachable and VERY informative. It was a very impressive presentation in total.”

5. Membership and Governors Forward Look

- 5.1 In November 2025, the Corporate Governance Team, Volunteering Team and Work Experience Team will be visiting the Bristol Grammar School year 12 students to talk about how they can get involved with the hospital and gain experience of the NHS.
- 5.2 Consideration will now turn to the next round of elections that are due to take place in 2026. An options appraisal will be brought to the Council of Governors and Group Board for discussion and agreement based on anticipated timings that align to the potential merger with NBT.
- 5.3 Further touchpoints are being planned for Governors around the work for the potential merger with NBT.
- 5.4 The Governors will meet with NEDs in December 2025 for their next informal engagement session.
- 5.5 The Governors will meet for their next focus groups in January 2026. The meetings will include information about the work on Violence and Aggression in the Trust and an update on the Members and Membership Strategy.

6. Summary and Recommendations

- 6.1 This report is for **Information**.

The Council of Governors is asked to note the report.

* Unless otherwise indicated

Month of Meeting	Bank holidays/ school holidays	Council of Governors	Governors Informal Session
Usual meeting day		Various	Tuesday/Thursday
Usual meeting time		10.00-12.30	11.30-12.30 13.45-14.15
<i>Apr-26</i>	<i>3 Apr-6 Apr</i> <i>3 Apr-19 Apr</i>	Thu 23 Apr	
<i>May-26</i>	<i>4 May</i> <i>23 May-30 May</i> <i>25 May</i>		Thu 28 May
<i>Jun-26</i>			Tue 30 Jun
<i>Jul-26</i>	<i>23 Jul-2 Sep</i>	Tue 7 Jul	
<i>Aug-26</i>	<i>23 Jul-2 Sep</i> <i>31 Aug</i>		
<i>Sep-26</i>	<i>23 Jul-2 Sep</i>	Wed 30 Sep (AMM)	Thu 3 Sep
<i>Oct-26</i>	<i>24 Oct-1 Nov</i>		Tue 27 Oct
<i>Nov-26</i>	<i>24 Oct-1 Nov</i>	Tue 17 Nov	
<i>Dec-26</i>	<i>19 Dec-3 Jan</i> <i>25 Dec-28 Dec</i>		
<i>Jan-27</i>	<i>01 Jan</i> <i>19 Dec-3 Jan</i>		Thu 28 Jan
<i>Feb-27</i>	<i>13 Feb-21 Feb</i>	Thu 18 Feb	
<i>Mar-27</i>	<i>26 Mar-29 Mar</i> <i>26 Mar-11 Apr</i>		Tue 23 Mar
Frequency		4x per year	To fall on months without a COG
Online/ In person /Hybrid		In person	Online
Chair		Ingrid Barker	Ben Argo

In Person session

Governor Attended Meetings

Governor/ NED Engagement Session	Nominations and Appointments Committee	Quality Focus Group	Governors Strategy Group
Tuesday/Thursday	Various	Various	Various
12.45-13.45	See below	10.00-12.00	13.00-15.00
Thu 28 May		Thu 21 May	Thu 21 May
Tue 30 Jun			
	Wed 15 Jul 14.00-15.30	Tue 21 Jul	Tue 21 Jul
Thu 3 Sep		Thu 17 Sep	Thu 17 Sep
Tue 27 Oct			
		Wed 4 Nov	Wed 4 Nov
Thu 28 Jan	Thu 28 Jan 14.30-16.00	Tue 19 Jan	Tue 19 Jan
Tue 23 Mar		Wed 17 Mar	Wed 17 Mar
To fall on months without a COG	Twice a Year	Bi-monthly	Bi-monthly
Online	Online	Hybrid	Hybrid
Ingrid Barker	Ingrid Barker	John Rose	Martin Rose

In Person session

Governor Development Seminar	Staff Governor Meetings	Trust PUBLIC Board
Various	Various	Tuesday
10.00-16.00	10.00-11.00	13.45 - 16.45
Thu 9 Apr	Thu 2 Apr	
		Tue 12 May
Thu 4 Jun		
Thu 16 Jul Divisional Update Day Pt 1	Wed 1 Jul	Tue 14 Jul
Wed 9 Sep Divisional Update Day Pt 2		Tue 8 Sep
Wed 14 Oct	Tue 6 Oct	
		Tue 10 Nov
	Thu 7 Jan	Tue 12 Jan
Tue 2 Feb		
		Tue 9 Mar
4x per year plus DUD	4x per year	Bi-monthly
Hybrid	Online	In Person
Emily Judd	Stuart Walker	Ingrid Barker

Report To:	Council of Governors		
Date of Meeting:	Tuesday 18 November 2025		
Report Title:	Governors Log of Communications		
Report Author:	Rachel Hartles, Membership and Governance Officer		
Report Sponsor:	Emily Judd, Corporate Governance Manager		
Purpose of the report:	Approval	Discussion	Information
			X
	To update the Council of Governors on the communications with Governors since the last meeting of the Council of Governors.		
Key Points to Note <i>(Including any previous decisions taken)</i>			
Since the previous Council of Governors meeting held in public on 22 July 2025: • There have been 12 questions added to the log. • There have been seven questions closed on the log. • There are no questions outstanding on the log, although five questions have been raised recently and are awaiting a response from the Group Executive. • There is one question with a Governor waiting on their response.			
Strategic and Group Model Alignment			
N/A			
Risks and Opportunities			
N/A			
Recommendation			
This report is for Information The Council of Governors is asked to note the updates to the log			
History of the paper (details of where paper has <u>previously</u> been received)			
N/A			
Appendices:	Log attached separately		

Governors Log July – November 2025

Governors' questions reference number	Date Question asked	Governor Name	Description	Group Executive Lead	Date Response Due	Response	Status
322	10/11/2025	Stuart Robinson, Rachel Harkness	Ward D603 in the Bristol Haematology and Oncology Centre, in collaboration with Bristol and Weston Hospitals Charity recently launched a new appeal to help with refurbishing the ward. This ward was also subject to a fundraising request launched in 2019. Please can you provide an explanation for why this refurbishment did not happen in 2019 and what has happened to the money that was raised for this project. Can you also provide any detail on the plans and projected timescales for the completion of this project?	UHBW Trust Managing Director	08/12/2025		Assigned to Executive Lead
321	05/11/2025	All Governors	The free bus that travels through Bristol is vital for patients to reach hospital and park their cars or come from out of the city limits. Unfortunately, there have been a number of instances recently where the bus has not arrived at stops on time and have been cancelled at the last minute. Please can you assure us that the free bus has the required level of resources for the full running schedule and what the Trust is doing to ensure this service remains?	Group Chief Strategic Finance & Estates Officer	03/12/2025		Assigned to Executive Lead

320	05/11/2025	All Governors	The use of digital communication from the Trust has increased recently, and DrDoctor has been instrumental in communicating with patients. Please may you confirm if the system allows for messages with specific text to be sent that includes details on how to reschedule appointments where this option is available?	UHBW Trust Managing Director	03/12/2025		Assigned to Executive Lead
319	30/10/2025	John Rose	What work is happening to attack the waiting lists? Are we using weekends for some clinics?	UHBW Trust Managing Director	27/11/2025		Assigned to Executive Lead
318	30/10/2025	John Rose	What representations did UHBW make to Bristol City Council regarding the changes to the road design outside the UHBW main entrance?	Group Chief Strategic Finance & Estates Officer	27/11/2025		Assigned to Executive Lead
317	03/09/2025	Janis Purdy	Why were the seats removed from outside the public toilets which are just along from the side entrance drop off/pickup point to BRI ED (on the main entrance level 2) ? Those seats were very important for people waiting for family and friends using the toilets, especially when they themselves have mobility issues and cannot stand for any length of time. The seating was also very useful when people with mobility issues are waiting to be collected from the nearby ED entrance drop off/ pickup point. There is no seating available at the actual drop/off pickup point (except if there happens to be an abandoned wheelchair there) and	UHBW Trust Managing Director	01/10/2025		Awaiting Governor response

			this is very hard on people who are unable to stand for long.				
316	03/09/2025	Janis Purdy	I understand that UHBW are not renewing their contract with taxi service Veezu. I believe they are giving the contract to a newly established taxi firm Zoom. I have no financial or other interest in Veezu, but have used them consistently for many years. They are excellent, and the drivers are always courteous and considerate and look after customers with mobility issues. Why would the Trust be changing from well-established Veezu to another firm which is untried and untested? If they are cheaper, then cheaper is not necessarily better.	Group Chief Strategic Finance & Estates Officer	01/10/2025	The award of the taxi contract was undertaken following a full competitive procurement exercise. This identified considerable savings with Zoom, which was a key factor in the decision. Just as importantly, Zoom have been extremely collaborative and supportive, working with us to shape the service around the Trust's needs. We appreciate the governor's concern about continuity and quality of service. We will continue to monitor performance closely to make sure that patients, visitors and staff receive the safe, courteous and reliable service they expect. It has been confirmed that the team hold regular monthly meetings with Zoom Cars where performance is discussed. Poor performance is reported through Datix which can then be pulled into a report for their meeting.	Closed
315	28/08/2025	Ben Argo, Rob Edwards	Following the update provided to members of the Accessible Information and Communication Steering Group regarding the Netcall telephone package, it was acknowledged that a decision was made by the Board to delay the implementation of this system upgrade. Can you confirm the reasons behind this delay and	Group Chief Digital Information Officer	25/09/2025	I have carefully reviewed the proposed telephony upgrade. The proposed solution intended to integrate the telephony system with the Electronic Patient Record System and consume all the Outpatient appointment data with a view to automatically telephoning patients, when an appointment opportunity was created	Closed

provide assurance that this delay will not impact the patients or staff?
Please may you also provide a revised timescale for the implementation?

by a cancellation, to try and maximise the clinic capacity and see patients sooner.

This scheme will no longer go ahead as described for three main reasons:

1. This is a new development and has not been assessed for safety. The level and complexity of integration with the EPR is significant and would take considerable time to complete and be costly, particularly with System C and this is not as important as some of the other urgent work they are doing for the Trust particularly with AI developments.
2. The system would generate a significant number of additional phone calls into the call centres and currently the call centres are unable to keep up with the current call volume.
3. The future direction of patient communication will be through contact centre technology moving away from telephony as the only/main medium of communication. The contact centre project will be part of the future outpatient programme, which is just commencing, and I am happy to provide updates as the programme develops. Improving the way patients can contact us, improving efficiency and reducing waiting times remains a priority for the Trust and Group and therefore will be included in

						the wider outpatient improvement programme. The original proposal, although intended to provide some improvements, will not deliver the benefits we need and may unintentionally cause further concern to our patients.	
314	08/08/2025	Paul Wheeler	1. What support is the Trust providing to staff who are leaving on mutually agreed terms and need to seek fresh employment? 2. What measures are the Trust using to ensure the accumulated knowledge of long standing staff who leave is not lost to the organisation?	UHBW Trust Director of People	25/09/2025	1. The Trust provides a range of support to staff leaving the Trust. In some cases, it is appropriate to use the collaborative Transition Hub (across NBT and UHBW) which supports people whose current role is coming to an end (e.g. fixed term contracts) or who are unable to carry out their role for health reasons, to secure alternative vacancies. This will include interview skills and careers planning options. We also work with colleagues in the BNSSG and Southwest regions to identify suitable vacancies. We are working to align our processes through a joint Redeployment Policy for the Bristol Group. There are restrictions to staff taking up new NHS employment following some voluntary exit schemes or compulsory redundancies, requiring compensation to be repaid. Support is available via our wellbeing and employee assistance programmes with financial, emotional and practical considerations, while many Trade Unions provide additional support to their members. In the coming months, we will be doing further work on "leaving well", including	Closed

						working with partners in the region to share best practice and support colleagues leaving the organisation. 2. There are comprehensive handovers from those leaving and in some cases, emails & documents are being saved and allocated to line managers and PA's, this enables us to access information and any documents we may need. The requests for such documents/emails are being handled via approvals from Senior Managers, HR and via the IT department.	
313	31/07/2025	John Rose	At our recent QFG meeting, Neil Kemsley advised that our efficiency rates were lower than previous years. What work is happening to increase these rates in order to attack the waiting lists? Are we using weekends for some clinics?	UHBW Trust Managing Director	25/09/2025	For the first four months of 25/26, elective day case and inpatient activity volumes are up 7% on 24/25 volumes and 7.6% up on 2019/20 volumes and outpatient news (our future orderbook) is back to 2019/20 levels.	Closed
312	11/07/2025	John Rose	A proposal has been put forward for changes to the parking options on the Bristol Sites. The proposal is attached to this log and will be monitored through the Public Governors Log.	Group Chief Strategic Finance & Estates Officer	29/08/2025	The Team met with John on Teams and have been following up with him. John explained his rationale for creating the additional blue badge bays on the slope. The understanding is that when the BHOC site village comes down it will not be possible to build on the vacated area, so the area can be used for car parking. This will then allow the Trust to create the blue badge bays on the slope.	Closed

311	22/07/2025	David Chandler	'Is there any data being collected by UHBW as to the number of people who when going through 'choose and book' are being told that there are no appointments available?' The patient has been told by the GP to make an outpatients appointment on choose and book but is unable to as the system says there are no appointments available.	UHBW Trust Managing Director	19/08/2025	If there are no directly bookable appointment slots available on the e-Referral Service (eRS), patients will not have a choice of slot and be held on a waiting list called an Appointment Slot Issue (ASI) list. Some services do not give patients a choice of slot by design. For instance, the referral may need to be triaged by a secondary care clinician to determine which service to be booked into. These services are called Referral Assessment Services (RAS) and patients will be held on a RAS list pending triage and scheduling. We can report the number of patients on ASI / RAS lists at any given point in time. RAS lists can be further broken down by the number that are awaiting triage and that have been triaged by a clinician. We are working towards ensuring that all patients can directly book slots at the point of referral. Note that all NHS providers will have ASI lists to some extent, and the way that we manage our outpatient clinic capacity is reflective of practice elsewhere.	Closed
301	11/09/2025	Rob Edwards	Further to a recent Governor Tour where we visited the Radiopharmacy team, the Governors would like to understand if there were any plans to relocate this group to a larger space more suited to their needs and team size?	Group Chief Strategic Finance & Estates Officer	09/10/2025	Radiopharmacy is nationally recognised as a significant concern due to the vital nature of the work it undertakes, together with the vulnerability of workforce capacity and physical estates in which they operate. The UHBW service is no exception to that, and our MHRA licensed	Closed

					unit also supports other Trusts within the South West and beyond. An outline business case has been agreed within BNSSG for a new pharmacy aseptic unit which includes an option for a new Radiopharmacy. This new unit requires national funding, and at present there are no clear plans within NHS England for that funding to include Radiopharmacy. UHBW are therefore looking to undertake a feasibility assessment and create a plan for a potential new stand alone radiopharmacy to replace the existing unit.
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24/10/25 - A Project Initiation Document for a new Radiopharmacy unit has been approved by the appropriate Trust capital project governance, and is now included in the Trusts 5 year strategic capital plan. This would deliver a new unit which is over twice the size of the existing unit. An options appraisal for the location of the unit is currently being drafted, with the recommended option to then go through further Trust governance for approval. We understand that there are National capital funding streams that are likely to soon be open for bids, and the Trust will be looking to submit this project for national funding. In the interim additional desk spaces are being made available for the Radiopharmacy team to be co-located near the Pharmacy Quality Assurance (QA)

						team. This will provide them with increased space for office work and a closer physical working environment with the QA team that the Radiopharmacy service is intrinsically linked to. NHS England have organised a meeting on 12th November to discuss the Radiopharmacy risks in the South West which the Trust will be present at, where we will look to escalate the need for a new unit for the Trust. We will bring a further update to Governors in April 2026.	
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