

COUNCIL OF GOVERNORS

Meeting to be held on Thursday, 21 November 2024 at 10.00 – 12.30 in
Level 2, St James' Court, Cannon Street, Bristol

AGENDA

NO.	AGENDA ITEM	PURPOSE	SPONSOR	TIMINGS	PAGE NO.
Preliminary Business					
1.	Welcome and Apologies	Information	Chair	10.00	verbal
2.	Declarations of Interest	Information	Chair		verbal
3.	Foundation Trust Members' Questions	Information	Chair		verbal
4.	Minutes of Previous Meeting: <ul style="list-style-type: none"> 16 July 2024 10 September 2024 (AMM) 	Approval Information	Chair		
5.	Matters Arising and Action Log	Approval	Chair		
6.	Chair's Report	Information	Chair	10.10	
Strategic Outlook					
7.	Chief Executive's Report	Information	Joint Chief Executive	10.30	verbal
8.	Theme for this month: People	Discussion	Linda, Arabel, Roy, Marc, Rosie, Emma	10.50	verbal
BREAK 11.25 – 11.35					
9.	Governor Questions	Discussion	Chair	11.35	verbal
Governor Decisions and Updates					
10.	Trust Constitution	Approval	Director of Corporate Governance	11.55	
11.	Governor and Membership Forward Look <ul style="list-style-type: none"> NOMCO Reviews Governors Meeting Dates for next Financial Year 	Approval Information	Director of Corporate Governance	12.05	
12.	Governors Log of Communications	Information	Chair	12.20	
Concluding Business					
13.	Any Other Urgent Business	Information	Chair	12.25	verbal
	Date and time of next meeting: <ul style="list-style-type: none"> Wednesday, 29 January 2025, 13.00-15.30 	Information	Chair		

Minutes of the Council of Governors Meeting on Tuesday, 16 July 2024, held on Level 2 of St James' Court, Cannon Street, Bristol, BS1 3LH and on Microsoft Teams

Present

Name	Job Title/Position
Ingrid Barker	Joint Chair of UHBW and NBT
Ben Argo	Public Governor
John Chablo	Public Governor
Carole Dacombe	Public Governor
Rob Edwards	Public Governor
Tom Frewin	Public Governor
Lisa Gardiner	Staff Governor, Non-clinical Staff
Suzanne Harford	Public Governor
Jude Opogah	Staff Governor, Non-clinical Staff
Mark Patteson	Public Governor
Mo Phillips	Public Governor
Annabel Plaister	Public Governor
Janis Purdy	Public Governor
John Rose	Public Governor
Martin Rose	Public Governor
Others in attendance:	
Roy Shubhabrata	Non-executive Director
Martin Sykes	Non-executive Director
Rachel Hartles	Membership and Governance Officer (Minutes)
Emily Judd	Corporate Governance Manager
Mark Pender	Head of Corporate Governance
Stuart Walker	Interim Chief Executive
Neil Darvill	Joint Chief Digital Information Officer
Leah Parry	Chief Digital Information Officer Nursing, Midwifery & Allied Health Professionals
Eric Sanders	Director of Corporate Governance

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

Minute Ref:	Item	Actions
COG:01/07/24	Chair's Introduction and Apologies	
	<p>The Joint Chair, Ingrid Barker, welcomed everyone to her first Council of Governors meeting since taking up the role of Joint Chair of UHBW and North Bristol NHS Trust (NBT).</p> <p>Apologies from Governors had been received from Grace Burn, Mary Conn, Sarah George, Karen Low, Maisy McCollum, Richard Posner, Stuart Robinson, John Sibley, Tony Tanner and Libby Thompson.</p> <p>Ingrid outlined the agenda for the Council of Governors meeting, which included a spotlight session on Digital in UHBW. To this end, Ingrid welcomed Roy Shubhabrata (Non-executive Director), Martin Sykes (Non-executive Director) and Neil Darvill (Joint Chief Digital Information Officer) to the meeting.</p>	
COG:02/07/24	Declarations of Interest	

	There were no new declarations of interest from Governors relevant to items on the agenda.	
COG:03/07/24	Foundation Trust Member Questions	
	<p>Ingrid Barker, Joint Chair, confirmed that no questions had been raised by Foundation Trust members and therefore asked Governors whether they had any questions in relation to the Meeting of the Board of Directors in Public held on Tuesday 9th July 2024.</p> <p>Carole Dacombe, Public Governor, highlighted the very moving patient story and asked whether the Trust had appropriate avenues in place to tackle the more subtle prejudicial and disadvantaged issues that arose from the story. Ingrid Barker reiterated the patient story within the meeting that highlighted the issues around race disparity and lack of visibility of people from different cultures. Stuart Walker, Interim Chief Executive confirmed that the baseline outcomes were measured as a Trust for monitoring and reporting purposes, however the measures for cultural discrimination were harder to measure. He advised that there was a wide engagement event that was being undertaken to challenge the culture of the Trust. Carole reiterated that it was important for the Trust to show the public that it was working towards the change of culture, specifically within maternity services in conjunction with other system partners. Stuart explained that there was a maternity network for the system of which the Trust was a part of.</p> <p>After a suggestion from Rob Edwards, Public Governor, around maternity staff specifically watching the patient story, Stuart Walker highlighted that all maternity staff were aware of the Black Mothers Matter network and were engaged with network; however he suggested that once the TED Talk on Black Mothers Matter was available that this should be shared with the Governors and the maternity teams to ensure full visibility.</p> <p>ACTION: Share TED Talk on Black Mothers Matter once available with the Council of Governors.</p> <p>Ingrid Barker highlighted how the learning from the maternity services networks could be replicated across other services. Roy Shubhabrata, Non-executive Director, highlighted the most impactful part of the story for him was when the hospital chaplaincy team came to visit families in the Neonatal Intensive Care Unit (NICU) and was perceived to not visit the patient and her family, which showed further diversity and inclusion training and conversations were required around the hospital.</p> <p>Carole Dacombe further asked about the ongoing work of the Freedom to Speak up team and was pleased to hear a longer focus was due to be provided at the next Board Development session. She asked for an update to be brought to the Governors after this meeting due to the contents of the report. Ingrid Barker agreed that the Board session in September would include an in-depth conversation around the various different ways for staff to raise concerns. Eric Sanders, Director of Corporate Governance, agreed that the triangulation of data and in line with Patient First, the Freedom to Speak Up conversation within the Board Development Seminar was going to be important and would be fed back to Governors.</p> <p>ACTION: Update on the Freedom to Speak Up session at the Board Development Day to be fed back to the Council of Governors.</p>	<p>Corporate Governance Team</p> <p>Corporate Governance Team</p>

COG:04/07/24	Minutes from Previous Meeting	
	<p>Governors considered the minutes of the meeting of the Council of Governors held on 23rd May 2024. John Rose, Public Governor, commented on the action for the Terms of Reference around the new Hospital Group meetings and explained the question was around the membership of the meetings.</p> <p>ACTION: Minutes to be updated to reflect the question from John Rose accurately.</p> <p>Members RESOLVED to approve the minutes of the Council of Governors meeting held in public on 23rd May 2024 as a true and accurate record of the proceedings subject to the above changes.</p>	Corporate Governance Team
COG:05/07/24	Matters Arising and Action Log	
	<p>The completed actions were noted, and outstanding actions were reviewed as follows:</p> <p>COG: 04/05/24: Minutes from Previous Meeting <i>Corporate Governance Team to follow up the missed actions from January's meeting with John Rose.</i> The Corporate Governance Team confirmed that all comments from John Rose had been responded to. Action Closed.</p> <p>COG:10/05/24: Theme for this month: Acute Provider Collaborative Board <i>The Joint Executive Group, Strategic Oversight Group and Acute Provider Collaborative Board Terms of Reference to be provided to the Council of Governors.</i> All Terms of References had been provided to Governors via 'Bolt', on 14 June 2024. Action Closed.</p> <p>Members RESOLVED to approve the action log.</p>	
COG:06/07/24	Chair's Report	
	<p>Ingrid Barker, Joint Chair, provided the Governors with a written report of the activities she had conducted in both UHBW and NBT since May 2024. Ingrid explained that it was her intention to provide a similar update to each meeting of the Council of Governors to keep Governors informed of her activities. This would coincide with the new "Governors' Newsletter" that had been recently created to share a monthly update from Ingrid. She invited all Governors to provide any comments on the Governors' Newsletter for any improvements they would like to see in the future.</p> <p>There were no questions from Governors.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Chair's Report for information. 	
COG:07/07/24	Chief Executive's Report	
	<p>Stuart Walker, Interim Chief Executive, provided an update on the main issues facing the Trust. Highlights from the update included:</p> <ul style="list-style-type: none"> • There had been a General Election and new parliament since the last Council of Governors. The Bristol Central constituency now 	

	<p>had a Green Party Member of Parliament (MP), who Stuart had met in an informal capacity. There would be a more formal meeting in future and all MPs had now received a letter from the Trust to introduce the senior management of the Trust. Karin Smyth (MP for Bristol South) had also been appointed a Minister of State at the Department of Health and Social Care, which provided a local ability to influence the wider Department of Health and Social Care. A new independent review of NHS Services had been announced by the new Government and new recommendations were expected once the review had been completed.</p> <ul style="list-style-type: none"> • A Strategic Partner to support the Trust in forming a Group Hospital Model had been appointed and work would now start on the next step of the development. • The Equality Diversity and Inclusion team were out at Bristol Pride recently and joined the march through the streets of Bristol to celebrate the diversity of people. It was an enjoyable day and thanks went to the staff who worked the stalls and provided support at the event. <p>John Rose, Public Governor, cited a recent media report around the implementation of bicycle lanes around the main entrance of the Trust. He highlighted that this could cause more problems with access to the hospital by other methods for patients who were unable to access the hospital through more sustainable methods, and asked whether the Trust had been included in the plans that were made. Stuart Walker explained that access to the hospitals was high on the priority list for the Board and there would need to be a monitoring of the plans to ensure that access was not impeded. Neil Darvill, Joint Chief Digital Information Officer, highlighted that alternative ways of meeting with patients was also of great value and the use of virtual outpatient appointments could help patients have consultations without leaving home, saving transport and access issues for some.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Chief Executive's Report for information. 	
COG:08/07/24	Theme for this month: Digital in UHBW	
	<p>Roy Shubhabrata (Non-executive Director), Martin Sykes (Non-executive Director) and Neil Darvill (Joint Chief Digital Information Officer), presented the spotlight session on Digital in UHBW.</p> <p>Martin Sykes highlighted the following:</p> <ul style="list-style-type: none"> • The digital agenda was monitored through the Finance, Digital and Estates Committee (FDE). • During the recent digital discussions within FDE, the development of the Digital Strategy had been high on the agenda. Since the strategy was approved by the Board of Directors in March 2024, the Committee had started to monitor the strategy. • The risks of the various elements within the FDE portfolio were many and considerable, and had to be mitigated as much as possible with the input from the Board. <p>Neil Darvill provided a presentation to the Governors on the Digital Strategy and its implementation. He explained that the Trust was on the</p>	

	<p>first-year plan of the Strategy and outlined what needed to be upgraded and improved within the Trust in order for it to function better. He explained how the Trust was working with primary care to bring more services to the community and the mission critical project around an Electronic Prescribing solution, known as Care Flow Medicines Management (CMM) and also about a larger goal to create seamless access to patient records.</p> <p>Ben Argo, Public Governor, provided an example of a patient who struggled to receive prescriptions locally. Neil Darvill explained that unfortunately the functionality of the national repository for public (known as “the Spine”) did not include an option for secondary care prescriptions to be added to the system. Further to a follow up question from Ben, it was agreed to add a question to the Governors Log around the compliance within the hospital on the implementation of a reasonable adjustments digital flag for patients with additional needs.</p> <p>ACTION: Ben and Corporate Governance to arrange a question to be raised on the Governors log for an update on the Reasonable Adjustments Digital Flag.</p> <p>John Rose, Public Governor, felt there was an opportunity for Governors to discuss separately how the Governors could understand what digital systems were and were not working well in today’s world. Neil Darvill highlighted the positive reasons for an electronic prescribing system, and looked forward to the new systems replacing the older systems that did not work so well.</p> <p>Mo Phillips, Public Governor, asked about the timeline for the implementation of the new digital systems and infrastructure that was required. Neil Darvill stated that he expected the investment in digital to increase over the next two years and this would bring significant changes and digitisation to the Trust.</p> <p>Carole Dacombe, Public Governor, commended the work on the electronic prescribing system. She asked whether there was a sufficient amount of training available for staff to be fully trained on the new systems and also whether there was an ability for human checks on prescribing to mitigate the risk of drug errors increasing due to a reliance on the system. Neil explained that the system provided a check and balance option for drug errors to be mitigated as far as possible, and he was confident that the training element of the roll out would be sufficient for staff using the new system. Leah Parry, Chief Digital Information Officer Nursing, Midwifery & Allied Health Professionals, advised that a culture shift was required to ensure that all technology used was relevant and suitable for the whole Trust and not just one area. She highlighted that the digital strategy was key to implement this culture change.</p> <p>Janis Purdy, Public Governor, asked whether the use of primary care to provide outpatient care would be realistic since there were so many issues with access to primary care physicians. Neil Darvill explained that although primary care locations were being considered for the outpatient care, the care would still be provided by hospital staff and so the issue of access would not be so much of an issue.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the theme of the month discussion for information. 	<p>Ben Argo/ Corporate Governance Team</p>
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COG:09/07/24	Extension of the External Auditor Contract	
	<p>Mark Pender, Head of Corporate Governance, requested approval from the Council of Governors for the extension of the contract for the Trust's External Auditors. He highlighted that the contract with KPMG was due to finish in July of 2024 and the Audit Committee had recommended invoking a one-year extension that was available within the contract in order to continue to use KPMG for the external auditing services until July 2025. He finished by advising the Governors that a task and finish group would be set up in due course to facilitate a tender process for a potential new supplier.</p> <p>There were no questions from the Council of Governors and this was approved.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Approve the extension of the External Auditors contract for an additional 12 months until July 2025. 	
COG:10/07/24	Membership Strategy	
	<p>Emily Judd presented the Membership Strategy for 2024-2027 to Governors. Governors had been invited to provide their ideas and feedback on the development of the strategy and this was now brought to the Council of Governors for approval. Emily explained that there were four new objectives and Governors would take an active role in monitoring the strategy. She finished by advising that the strategy had included an element of working with the wider system in order to help to decrease health inequalities within the wider Bristol, North Somerset and South Gloucestershire (BNSSG) area.</p> <p>The Council of Governors commended the work put into the strategy by the Corporate Governance Team. Questions were raised around the benefits of membership and it was agreed to circulate the link to the "Health Service Discounts" website.</p> <p>ACTION: Circulate the link for registering for Health Service Discounts for Foundation Trust Members.</p> <p>Ingrid commended the strategy and how the work would be proactive in connecting with members instead of reactive.</p> <p>Carole Dacombe, Public Governor, celebrated the straightforward and attractive approach of the strategy but highlighted that the next step was to start thinking about how to engage with communities in the wider BNSSG area. She also suggested that the events held did not necessarily need to be held on site, which the Corporate Governance team agreed with and would discuss outside of the meeting to investigate.</p> <p>There were no amendments from the Council of Governors and the motion was approved.</p> <p>Members RESOLVED to approve:</p> <ul style="list-style-type: none"> • The 2024-2027 Membership Strategy. 	Corporate Governance Team
COG:11/07/24	Governor and Membership Forward Look	
	Emily Judd, Corporate Governance Manager, provided an update to the Council of Governors on the activities Governors had undertaken since	

	<p>May 2024, which included focus groups, development seminars, recruitment campaigns, public board meetings, staff governor meetings, a divisional update day and a governor/NED engagement session with Ingrid, Anne Tutt and Linda Kennedy. She highlighted that looking forward, the election campaign that was being planned for the Autumn of 2024 had been delayed until Spring 2025 to co-incide with the seats that were to be due for election at that point in time. Included in the meeting report was the draft Annual Members Meeting Agenda for Governors information and a request for Governors to consider what they would like to see in future Health Matters Events.</p> <p>The Council of Governors thanked all the Triumvirates of the divisions for attending the Divisional Update Day held in July 2024 and commended the wealth of information they were given.</p> <p>Discussion ensued around the lack of visibility of some Governors and it was suggested that a reminder should be sent to Governors of their duty to attend meetings. Ben Argo, Public Governors, asked about the replacement of the Appointed Governor for Bristol City Council and asked whether the replacement could be considered from a different local authority instead. It was agreed to investigate the options for this. ACTION: Corporate Governance Team to investigate the options for appointing a Local Authority Governor from a different local authority to Bristol City Council.</p> <p>Janis Purdy, Public Governor, asked about the Youth Involvement Group appointed Governors and how they were appointed. It was explained that these Young Governors were appointed by the Youth Involvement Group and provided with additional support from the Corporate Governance Team.</p> <p>Lisa Gardiner, Staff Governor, highlighted the difficulties in being released from her role to attend meetings and suggested this could be investigated for the other Staff Governors to benefit also.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Governor and Membership Forward look for information. 	Corporate Governance Team
COG: 12/07/24	Governors Register of Interests	
	<p>Mark Pender, Head of Corporate Governance, provided an update on the new Registers of Interests system that had been implemented in the Trust and the engagement with Governors around it. He highlighted that all Governors who had previously provided an interest should have had confirmation that this had been transferred across to the new system and encouraged all Governors to review and update their interests as soon as possible.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> • Receive the Governors Registers of Interest for information 	
COG:13/07/24	Governor's Log of Communications	
	<p>Ingrid Barker, Joint Chair, noted the updates in the Governor's Log of Communications. She highlighted that since the last meeting on 23rd May 2024:</p>	

	<ul style="list-style-type: none"> Three questions had been added to the log around Continuing Health Care, Pharmacy and Microsoft Legacy Licences. Two questions had been answered on the log. There was one question outstanding a response but it was not yet overdue. <p>There was one question which had been answered on the log, however after a discussion with the Council of Governors, it was agreed to circulate a report that had been offered by the Joint Chief Digital Information Officer for Governors information.</p> <p>ACTION: Corporate Governance Team to share the report on Legacy Licences to the Council of Governors for information.</p> <p>Members RESOLVED to:</p> <ul style="list-style-type: none"> Receive the Governors Log of Communications for information. 	Corporate Governance Team
COG:14/07/24	Any Other Business	
	There was no other business discussed.	
COG:15/07/24	Meeting close and date of next meeting	
	<p>The Chair declared the meeting closed at 12.00. The date of the next meeting would be:</p> <ul style="list-style-type: none"> Annual Members Meeting; Tuesday 10th September 2024 Council Of Governors; Thursday, 21 November 2024 	

Minutes of the Annual Members' Meeting of University Hospitals Bristol and Weston NHS Foundation Trust (UHBW) held on Tuesday 10 September 2024 at 17:15-19:15

This meeting was held in the Conference Hall, City Hall, College Green, Bristol, BS1 5TR.

Present

Members of the Trust Board of Directors

Ingrid Barker – Joint Chair North Bristol NHS Trust and University Hospitals Bristol and Weston NHS Foundation Trust

Sue Balcombe – Non-executive Director

Paula Clarke – Executive Managing Director Weston General Hospital

Neil Darvill – Joint Chief Digital Information Officer

Deirdre Fowler – Chief Nurse and Midwife

Anne Tutt – Non-executive Director

Neil Kemsley – Chief Financial Officer

Martin Sykes – Non-executive Director

Stuart Walker – Hospital Managing Director

Rebecca Maxwell – Interim Chief Medical Officer

Arabel Bailey – Non-executive Director

Roy Shubhabrata – Non-executive Director

Members of the Council of Governors

Ben Argo – Public Governor

John Chablo – Public Governor

Robert Edwards – Public Governor

Tom Frewin – Public Governor

Suzanne Harford – Public Governor

Mo Phillips – Public Governor

Richard Posner – Public Governor

Janis Purdy – Public Governor

John Rose – Public Governor

Martin Rose – Public Governor

Guest Speakers

Jonathan Brown, Senior Manager, KPMG – External Auditor

In Attendance

Rachel Hartles – Membership and Governance Officer

Emily Judd – Corporate Governance Manager

Mark Pender – Head of Corporate Governance

Eric Sanders – Director of Corporate Governance

Daisy-Grace Westbrook – Corporate Governance Officer

Approximately 25 members of the public, patients and staff members of University Hospitals Bristol and Weston NHS Foundation Trust were also in attendance.

1. Chair's Introduction and Apologies
Ingrid Barker, Joint Chair NBT and UHBW, welcomed everyone to the Annual Members' Meeting (AMM) for University Hospitals Bristol and Weston NHS Foundation Trust (UHBW) and explained that the meeting was being held in person and recorded for posting online later. Apologies had been received from:

- Grace Burn, Appointed Governor – Youth Involvement Group
- Mary Conn, Public Governor
- Carole Dacombe, Public Governor
- Lisa Gardiner, Staff Governor – Non-clinical
- Sarah George, Appointed Governor – University of Bristol
- Maisy McCollum, Appointed Governor – Youth Involvement Group
- Jude Opogah, Staff Governor – Non-clinical
- Mark Patteson, Public Governor
- Annabel Plaister, Public Governor
- Stuart Robinson, Appointed Governor, Joint Union Committee
- John Sibley, Public Governor
- Tony Tanner, Public Governor
- Libby Thompson, Appointed Governor – University of the West of England
- Rosie Benneyworth, Non-executive Director
- Jane Farrell, Chief Operating Officer
- Marc Griffiths, Non-executive Director
- Susan Hamilton, Associate Non-executive Director
- Linda Kennedy, Non-executive Director
- Emma Wood, Chief People Officer

2. Minutes of the previous Annual Members Meeting/Annual General Meeting

The minutes of the last meeting were noted by the Board and Governors. The minutes were approved as an accurate record of the meeting.

3. Independent Auditors' Report

Jonathan Brown, Senior Partner at KPMG, provided an update regarding the Independent Auditors' Report as below:

- All deadlines had been met to audit the Trust.
- KPMG issued an unqualified opinion in 2023/24 for the Trust. This meant that the accounts gave a true and fair view of the Trust's performance during the year and of its year-end financial position.
- The key findings from the financial statements and governance review concluded that there was no significant internal control weaknesses identified.
- The Trust was not selected as a sampled body for 2023/24, which meant that only limited procedures were required. KPMG did not identify any inconsistencies between the financial statements and the information included in the consolidation schedules.

Ingrid Barker, Joint Chair, thanked Jonathan Brown for the audit work undertaken.

4. Presentation of Annual Report and Accounts for 2022/23

Ingrid Barker, Joint Chair, introduced Stuart Walker, Hospital Managing Director, Neil Kemsley, Chief Financial Officer, and Deirdre Fowler, Chief Nurse and Midwife and invited them to present the review of the Trust from 2023-2024.

Review of the Year 2023/24

Stuart Walker, Hospital Managing Director, provided a summary of the highlights from the Annual Report and Accounts as below:

- Highlights from the headline figures for national targets, such as Emergency Department attendances, four-hour wait targets, cancer treatment targets, referral to treatment waiting times diagnostic waiting times and Outpatient follow ups.
- The refreshed vision and strategy for the Trust.
- An update on each of the Trust's strategic priorities.
- Significant achievements of colleagues in the Trust.
- A look ahead at priorities for 2024/2025.

Further to a question around four-hour waits, Stuart agreed that the performance targets were not as high as hoped, and continuous improvements were being made to increase the trajectory of patients waiting less than four hours to be seen in the Trust's Emergency Departments.

Annual Accounts 2020/21

Neil Kemsley, Chief Financial Officer, highlighted the Trust's financial statements from the Annual Report and Accounts 2022/23 as below:

- There had been an income during 2023-2024 generated of £1.240m.
- Of the income total, 88% related to income from treating patients.
- There had been an expenditure during 2023-2024 of £1.262m.
- Of the expenditure total, 59% related to staff costs.
- There had been a capital spend of £70.1m, which had included investment in strategic investment, medical equipment, digital, general estates, operational capital and leased property and equipment.
- Looking forward, there would be an ambitious Trust and System plan with stretching financial, activity and performance Targets, as well as increased scrutiny and mandated interventions for organisations and systems not achieving their financial plans.

Ben Argo, Public Governor, asked about how the Trust had managed the reduced capital spend in 2023-2024 and what the expectation of spend was for the 2024/2025 financial year. Neil Kemsley explained that additional allocations to Capital spend were provided in-year and so a higher level of projected spend was added at the beginning of a financial year which was evaluated throughout to ensure no overspend at the end of a financial year. He was confident this was a well-managed process for the current financial year.

A question was asked about agency costs against previous years, which Neil Kemsley celebrated a c.£7m financial saving on agency costs throughout the year and a similar saving expected in the current financial year.

5. Highlights from the Quality Report for 2023/24

Deirdre Fowler, Chief Nurse and Midwife, and Chris Swonnell, Associate Director of Quality and Compliance, presented the Quality Report as below:

- The Trust completed all five quality priorities for 2023/2024.
- During 2023/2024, UHBW:
 - Were involved in 49 national audits.
 - Helped 8,493 patients to participate in research.
 - Were involved in 6 national confidential enquiries.
 - Completed 272 new local audits.
 - Undertook 78 structured judgement reviews.
 - Reviewed 232 patient safety incidents.
 - Completed 60 clinical accreditation visits.
- The Trust launched their 'My Hospital Knows and Understands me' Experience of Care Strategy.
- The priorities for 2024/25 were aligned wholly with Patient First.

A question raised from Deirdre's report included information about the Experience of Care strategy and the length of time to reach the strategy aim. Deirdre explained that the aim would be realised earlier, but the strategy had components that would take a little longer to embed.

A member of the audience asked about the colleagues in the Trust and how they would be brought along the journey to deliver the strategy. Deirdre agreed that the People Strategy was to be read in conjunction with the Experience of Care Strategy to understand how colleagues within the Trust would be brought along on the journey.

A member of the public asked about staff sickness levels within the Trust, as well as how staff wellbeing was, and whether there was any further information that could be shared. Stuart Walker, Hospital Managing Director, highlighted that staff sickness levels had decreased within the financial year and data around staff engagement, which measured staff morale, had increased within the financial year.

6. Governor/Membership Report

Mo Phillips, Lead Governor, and Martin Rose, Deputy Lead Governor, introduced the Membership and Governors Report to the meeting. Together they highlighted:

- The good working relationship between the Council of Governors and the Board of the Trust and some of the interesting duties that the Governors had been performing in their role.
- The current membership of the Trust was made up of 3,667 public members and 16,501 staff members and that the membership was broadly representative of the population the Trust served.
- There were 61% of public members with an email address linked to their account who received monthly updates on the work of the Trust and this would look to be improved further.
- The Council of Governors had released a new Membership Strategy for 2024-2027 and the key objectives from the strategy were talked about.
- The key focus for the Council of Governors looking forward to the next 12 months.

A question on the terms of office for Governors was raised, and it was confirmed that Governors can be on the Council of Governors for three terms of three years.

7. Working in Partnership – Joint Clinical Strategy and Group Hospital Model

Paula Clarke, Executive Managing Director Weston General Hospital and Rebecca Maxwell, Interim Chief Medical Officer, provided a presentation on the Joint Clinical Strategy and Group Hospital Model. The following points were highlighted:

- Both Trusts had worked together closely for several years. Since 2022, both Trusts more formally recognised this partnership by working as an Acute Provider Collaborative.
- The Acute Provider Collaborative enabled both Trusts to move away from an emphasis on individual organisations and competition to more collaboration and partnership working.
- The focus within both Trusts was on delivering the best experience and outcomes for patients, reducing health inequalities, supporting communities, and delivering the very best careers for staff.
- The two Trusts published the Joint Clinical Strategy (JCS) in March 2024. The JCS outlined the clinical vision for services that were seamless, high quality and equitable for all.

- The JCS explored the possibility of Single Managed Services which could remove or reduce the variation that patients experienced, and helped to provide seamless, resilient pathways between the two Trusts.
- The expectation was for all clinical services delivered at both Trusts would become a single managed service over the next few years.
- The collaboration of services was also expected to be applied to a number of non-clinical services.
- A Clinical Strategy for UHBW was being developed to consider the services that only UHBW provided.

8. Question and Answer Session

Stuart Walker, Hospital Managing Director, facilitated the final session with the following questions from the public and answers from the Board of Directors:

- **Are the computer systems used in the Trust and in North Bristol NHS Trust linked to share patient information, or will they be linked in future to share information on patients throughout the area?**

Neil Darvill, Joint Chief Digital Information Officer, explained that digital infrastructure of both Trusts had been described as one of the key enablers within the Group Hospital Model and Joint Clinical Strategy to ensure a seamless environment for development of future pathways and services. This meant the connectivity and cyber security in UHBW and NBT needed to be at the same high level. The work was ongoing to level up the two Trusts and then a link would be made, but it was assured that this was a high priority in both Trusts.

- **A considerable sum of money was noted in the annual report and account for litigation provision by NHS Resolution. Please can you confirm how this is accumulated?**

It was agreed to take this question outside of the Annual Members' Meeting as it was considered a complex question. A response was sent to the member post meeting by email that read as follows:

"The Trust pays an annual insurance premium to NHS Resolution in respect of all potential clinical negligence claims. There are currently 179 claims held by NHS Resolution on behalf of the Trust. The provision set aside by NHS Resolution is £340.7m; this is not money held or handled by the Trust.

It may be helpful to explain the process for managing such claims. The Trust reports a claim to NHS Resolution upon notification of allegations in either a Letter of Claim or proceedings. We work closely with the panel solicitors allocated by NHS Resolution, in the defence of such claims. NHS Resolution set an initial reserve on each file, including both compensation and costs, and this amounts to £340.7m.

As you have identified, not all potential claims are reported to NHS Resolution; they must meet the reporting guidelines. We would like to provide assurance that the healthcare legal team work closely with colleagues across clinical governance to be on notice of and learn from potential high risk cases. Any settlement of claims is approved by our clinical Divisions."

- **Do you collate the number of compliments received in the Trust as well as the number of complaints?**

Deirdre Fowler, Chief Nurse and Midwife, confirmed that compliments were normally held at a more local level and not reported on at a Trust level. She also advised that such feedback would be received through feedback forms but would not be an accurate reflection of the true amount of compliments received.

- **With the new Group Hospital model, will NBT consider becoming a Foundation Trust as well as UHBW?**

Stuart Walker, Hospital Managing Director, confirmed that NBT would not be considering a Foundation Trust status, and it would not significantly impact the work to become a Group Hospital.

- **Can you confirm the situation with your website and when it will be made more accessible?**

Emma Mooney, Director of Communications, confirmed that the website was a significant priority for the Trust and work was in train to create a new website with a supplier being chosen within the next month.

Close of meeting

Ingrid Barker, Joint Chair, thanked everyone for attending the meeting and reminded members they would be welcome to attend the regular Board of Directors and Council of Governors meetings that were held in public. Thanks were given to the presenters at the meeting, and to all the staff and governors, members and charitable partners that supported the Trust in the wider community.

Council of Governors meeting – Thursday, 21 November 2024

Action Log

Actions following Council of Governors meeting held on 23 May 2024					
No.	Minute reference	Detail of action required	Responsible Officer	Completion date	Additional comments
1.	COG: 03/07/24	Foundation Trust Members Questions Share TED Talk on Black Mothers Matter once available with the Council of Governors.	Corporate Governance Team	November 2024	Suggest Action Closed The link to the TED talk was shared with Governors via the Governor newsletter.
2.	COG: 03/07/24	Foundation Trust Members Questions Update on the Freedom to Speak Up session at the Board Development Day to be fed back to the Council of Governors.	Corporate Governance Team	November 2024	Suggest Action Closed Please see extract from the Board CEO Report below.
3.	COG: 04/07/24	Minutes from the Previous Meeting Minutes to be updated to reflect the question from John Rose accurately.	Corporate Governance Team	November 2024	Suggest Action Closed Wording updated to highlight the 'membership' of the groups was requested. An outline is being prepared to be shared with Governors via Convene.
4.	COG: 08/07/24	Theme for this month: Digital in UHBW Ben and Corporate Governance to arrange a question to be raised on the Governors log for an update on the Reasonable Adjustments Digital Flag.	Ben Argo/ Corporate Governance Team	November 2024	Suggest Action Closed This question has been asked and answered on the log.
5.	COG: 10/07/24	Membership Strategy Circulate the link for registering for Health Service Discounts for Foundation Trust Members.	Corporate Governance Team	November 2024	Suggest Action Closed The link to the website was shared with Governors via the Governors newsletter.
6	COG: 11/07/24	Governor and Membership Forward Look Corporate Governance Team to investigate the options for appointing a Local Authority Governor from a different local authority to Bristol City Council.	Corporate Governance Team	November 2024	Suggest Action Closed A new Appointed Governor from Bristol City Council has been brought on to the Council of Governors and so no other local authority is required.

7.	COG: 13/07/24	Governors Log of Communications Corporate Governance Team to share the report on Legacy Licenses to the Council of Governors for information.	Corporate Governance Team	November 2024	Suggest Action Closed The report has been added to Convene for Governors to access.
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Action:

COG: 03/07/24: Foundation Trust Members Questions

Update on the Freedom to Speak Up session at the Board Development Day to be fed back to the Council of Governors.

Response:

Extract from the CEO Report in Public, 12 November 2024:

3.2 Board Development Day Outputs – Speaking Up

Following receipt of the Freedom to Speak Up Annual Report, the Board agreed that it required a wider view on speaking up, including additional data and information, to better understand the culture in the Trust. The Board received a series of presentations to its Board Development Day in September where it considered the origin of speaking up and why it remains important to the organisation, data and information relating to the quality of services, information about our people and Freedom to Speak Up. The Board welcomed the triangulated view of the information and requested that further work was undertaken to ensure a more regular view of this information was considered and presented to the Board.

Following the Board discussion, the Executives considered a proposal to strengthen and align the current data triangulation working group with the same model in operation at North Bristol NHS Trust, ensuring that the group included a clinical voice. This group would then meet periodically to bring together the data sources to identify if there were “hot spot” areas i.e. those which might require additional support, and areas of high performance, whose approach could be shared with others. The revised terms of reference for the group are being drafted and will be approved by the Executive Committee in November.

Report To:	Council of Governors		
Date of Meeting:	Thursday 21 November 2024		
Report Title:	Joint Chair Activity Report		
Report Author:	Ingrid Barker, Joint Chair		
Report Sponsor:	Ingrid Barker, Joint Chair		
Purpose of the report:	Approval	Discussion	Information
			X
	The report sets out information on key items of interest to the Council of Governors, including the Joint Chair’s attendance at events and visits as well as details of the Joint Chair’s engagement with Trust colleagues, system partners, national partners and others during the reporting period.		
Key Points to Note (Including any previous decisions taken)			
The Council of Governors receives a report from the Joint Chair to each meeting of the Council, detailing relevant engagements undertaken and important changes or issues affecting University Hospitals Bristol and Weston NHS Foundation Trust (UHBW) and North Bristol NHS Trust (NBT) and the external environment.			
Strategic Alignment			
This report highlights work that aligns with the Trust’s strategic priorities.			
Risks and Opportunities			
N/A			
Recommendation			
This report is for Information. The Council of Governors is requested to note the contents of this report.			
History of the paper (details of where paper has <u>previously</u> been received)			
Meeting of the Board of Directors in Public		Tuesday 12 th November 2024	
Appendices:	N/A		

1. Purpose

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

2. Background

The Trust Board receives a report from the Joint Chair to each meeting of the Board, detailing relevant engagements she has undertaken and important changes or issues affecting NBT (and UHBW) and the external environment during the previous month.

3. Appointment of Vice-Chairs

Martin Sykes, Non-Executive Director, has been appointed to the position at UHBW and Sarah Purdy, Non-Executive Director, has been appointed to the position at NBT. This is a further step forward and both Vice-Chairs will support me in the move to form a Hospital Group between the two organisations.

4. Connecting with our Trust Colleagues at University Hospitals Bristol and Weston NHS Foundation Trust (UHBW):

I undertook a variety of visits during September and October, in continuation of a planned induction programme, including:

- Rev Rob Morgan, Chaplaincy and Bereavement Office
- Jon Standing, Director of Pharmacy
- Recruitment, Talent and Temporary Staffing teams, supported by Peter Russell, Head of Resourcing
- Celebrating Improvement Event and Prize Giving
- Finance Teams supported by Neil Kemsley, Chief Financial Officer.
- Met with Freedom to Speak Up Champions from UHBW and NBT
- Meeting with Lead Governor, Mo Phillips
- Governor/Non-Executive Director Engagement Session and Governor Development Seminar
- Monthly meeting with Non-Executive Directors
- Monthly meeting with Vice-Chair

5. Connecting with our Trust Colleagues at North Bristol NHS Trust (NBT):

I undertook a variety of visits during September and October 2024, in continuation of this planned induction programme, including:

- Chief Medical Officers Senior Team, whilst hosting Hazel Busby-Earle, CMO at Leicester
- Cardiology with Ella Chaudhuri and Jarrod Richards, Clinical Directors and supporting Medicine Division colleagues.
- Pharmacy visit with Matt Kaye, Director of Pharmacy.
- Annual Staff Awards celebration.
- NBT Health Fair and AGM in September.
- AHP Day, Shadowing nurse in Rheumatology.

- Met with Freedom to Speak Up Champions from NBT/UHBW.
- Breast Care Centre visit supported by Jessica Smith, Admin lead, Michelle Mullan, Consultant and Siny Thankachan, Staff Nurse.
- Visit to Radiology Lab 3 to view new equipment purchased supported by Rebecca Warren.
- Closed Black History Month event.
- Monthly meeting with Non-Executive Directors.
- Monthly meeting with Vice-Chair.

6. Communications

The communications teams from both Trusts have been very helpful in making the above visits visible to our colleagues and to governors. For NBT this has been through a weekly 'round up' as part of 'Maria's Midweek Message' and for UHBW this has been through its platform Viva Connect and a newsletter to Governors. I would like to thank both teams for their support in this.

7. Connecting with our Partners

The Joint Chair undertook further introduction meetings with partners during September and October as follows:

- Jo Walker, Chief Executive, Mike Bell, Councillor, North Somerset Council.
- BNSSG Integrated Care Board Annual General Meeting
- Topping Out Ceremony for the main academic building of the new Temple Quarter Enterprise Campus (University of Bristol)
- Barbara Brown, Chair, Sirona
- Visit to South-West Ambulance Trust Bristol Operations Centre
- Sarah Weld, Director of Public Health for South Gloucestershire
- Visit from Peaches Golding, Lord Lieutenant
- David Smallacombe, Chief Executive, and Alethea Mizen, Deputy Chief Executive for Care and Support West
- Dave Perry, Chief Executive Office, South Gloucestershire Council
- Monthly meeting with Chair BNSSG ICB, Jeff Farrar
- Interview Panel for Non-Executive Director recruitment for Sirona Care Health
- Claire Hazelgrove, MP for Filton and Bradley Stoke
- Visit by Karin Smyth, MP for Bristol South and Minister of State
- Visit to Second Step
- 4-way meeting with Chairs and Chief Executives – One Care and UHBW/NBT
- Attendance at the fortnightly City Partners Conference Call

8. National and Regional Engagement

- Regular one to one 'touch points' with Elizabeth O'Mahony, NHS England Regional Director
- Attendance at NHS Providers' Chair and Chief Executive Network meeting
- NHS Confederation Chairs Group

9. Summary and Recommendations

The Trust Board is asked to note the content of this report.

Report To:	Council of Governors		
Date of Meeting:	21 November 2024		
Report Title:	Amendments to the Trust’s Constitution		
Report Author:	Mark Pender, Head of Corporate Governance		
Report Sponsor:	Eric Sanders, Director of Corporate Governance		
Purpose of the report:	Approval	Discussion	Information
	✓		
	The Council of Governors is asked to approve the proposed amendments to the Trust’s Constitution.		
Key Points to Note (Including any previous decisions taken)			
<p>As part of the strategic intent to form a group with NBT, there have been several developments which need to be reflected in the Trust’s Constitution, namely the appointment of a Joint Chair and Joint Chief Executive, and the appointment of a UHBW Hospital Managing Director.</p> <p>It is therefore proposed that the Trust’s Constitution be updated as follows:</p> <ul style="list-style-type: none">• Page 4: The definitions of Chair and Chief Executive have been updated to reflect that these are now joint roles with NBT.• Page 17, para 1.92 (Board of Directors composition): an additional paragraph has been included to clarify the role of the UHBW Hospital Managing Director as being an Executive Director who provides day-to-day leadership and line management of the Executive Team, reporting to the Joint Chief Executive. <p>In addition, it is proposed that Page 90, para 1.73.1, be amended so that ‘Non-Executive Directors (Designate)’ is replaced with ‘Associate Non-Executive Directors’ which reflects the current terminology.</p> <p>A full copy of the Constitution, with the proposed amendments shown in tracked changes, is attached as Appendix 1.</p> <p>The above amendments have been considered by the Governor’s Strategy Group and the Trust Board of Directors and are recommended to the Council of Governors for approval.</p> <p>It is anticipated that a wider ‘root and branch’ review of the Constitution will take place once the group model and its governance have been agreed.</p>			
Strategic and Group Model Alignment			
The proposed changes to the Constitution align with the strategic intent to form a group with NBT.			
Risks and Opportunities			
N/A			

Recommendation	
<p>This report is for approval.</p> <p>The Council of Governors is asked to approve the proposed amendments to the Trust's Constitution.</p>	
History of the paper (details of where paper has <u>previously</u> been received)	
Governors' Strategy Group	Friday 8 th November 2024
Trust Board in Public	Tuesday 12 th November 2024
Appendices:	Appendix 1 – Trust Constitution with proposed amendments shown in tracked changes.

Report To:	Council of Governors		
Date of Meeting:	Thursday 21 st November 2024		
Report Title:	Governor Activity and Membership Forward Look		
Report Author:	Emily Judd, Corporate Governance Manager		
Report Sponsor:	Eric Sanders, Director 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 2024, 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 <i>(Including any previous decisions taken)</i>			
It includes an activity summary for the three main groups through which the governors carry out most of their work (the Governors’ Strategy Group, the Quality Focus Group and the Membership and Constitution 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 and approval : The Council of Governors is asked to note the report and Appendices 3 and 5 for information . Governors are asked to approve : <ul style="list-style-type: none">• The acceptance of Janis Purdy and Grace Burn to join the Nominations and Appointments Committee membership (Appendix 1);• The reviewed Nominations and Appointments Committee Terms of Reference (Appendix 2);• The reviewed Nominations and Appointments Committee Annual Business Cycle for 2024-25 and 2025-26 (Appendix 3 & 4).			
History of the paper (details of where paper has <u>previously</u> been received)			
N/A			
Appendices:	11 01 Appendix 1 Updated NOMCO Membership List 11 02 Appendix 2 NOMCO Terms of Reference 11 03 Appendix 3 NOMCO Annual Business Cycle for 2024-25 11 04 Appendix 4 NOMCO Annual Business Cycle for 2025-26 11 05 Appendix 5 Governor Meeting Dates 2025-26		

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, 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 three main groups through which the governors carry out most of their work (the Governors' Strategy Group, the Quality Focus Group and the Membership and Constitution Group), and any other governor activity in the period.

3. Governor Activity

- 3.1 Since the last Council of Governors meeting on 16th July 2024:
 - 3.1.1 One Governor has stood down from their role as Public Governor for Bristol. This position will be added to the next election campaign in 2025.
 - 3.1.2 One Staff – Nursing and Midwifery Governor has stood down from their role. This position will be added to the next election campaign in 2025.
 - 3.1.3 One Appointed – Bristol City Council Governor has stood down from their role.
 - 3.1.4 One Youth Involvement Governor has completed their term of office and has stood down from the Council of Governors.
 - 3.1.5 Two new Appointed Governors joined the Council of Governors in October; Aalia Herbert (Youth Involvement Group) and David Wilcox (Bristol City Council).
- 3.2 An election was held at the beginning of November for the position of Lead Governor; this was due to Mo Phillips standing down as Lead Governor and as a member of the Council of Governors. There were two nominated candidates for the role and an 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 The meeting dates for 2025-26 have now been released and are attached to this report **for information (Appendix 5)**. Governors are asked to flag any issues as early as possible and remember that their priority should be given to Council of Governors meetings, Governor Development Seminars, Governor/NED Engagement Session and other focus groups, in this order.

4. Governor Meetings

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 an update on the Education Strategy, the national survey results and a spotlight on the Quality Objectives of Our Resources and Experience of Care.

4.2 Governors' Strategy Group

- 4.2.1 There have been two meetings of the Governors' Strategy Group since the last report. Agenda items included updates from the Finance, Digital and Estates Committee Chair,

as well as an update on the Clinical Strategy, the Hospital Group Model, Arts and Culture, Healthier Together, the Integrated Quality and Performance Report and updates to the Trust Constitution.

4.3 Membership and Constitution Group

- 4.3.1 There have been no meetings of the Membership and Constitution Group since the last meeting. The next scheduled meeting is due to be held on Thursday 11th January 2025.

4.4 Nominations and Appointments Committee

- 4.4.1 There has been one meeting and one extraordinary meeting of the Nominations and Appointments Committee (NOMCO) since the last report. Agenda items included the Joint CEO recruitment, NED Activity reports, NED Appraisal outcomes and NED Portfolios.
- 4.4.2 Following on from the last NOMCO meeting, the Council of Governors is asked to **approve** the following appendices:
 - 4.4.2.1 The acceptance of Janis Purdy and Grace Burn to join the Nominations and Appointments Committee membership (Appendix 1);
 - 4.4.2.2 The reviewed Nominations and Appointments Committee Terms of Reference (Appendix 2);
 - 4.4.2.3 The reviewed Nominations and Appointments Committee Annual Business Cycle for 2024-25 and 2025-26 (Appendix 3 & 4).

5. Other Governor Activity

5.1 Governor and Non-executive Director Engagement Sessions

- 5.1.1 Governors joined the Non-Executive Directors for an engagement session at the end of September 2024. Questions were asked around the quality of challenge within the Board around reaching targets, holding NEDs to account, Hospital Group Model and hospital PLACE Assessments.

5.2 Governor Development Seminars

- 5.2.1 During October's Development Seminar, the Governors took a tour of the Pharmacy department and Hey Groves Theatres. They also received an update on work of the Bristol and Weston Hospital Charity before Teneo joined the meeting to talk about the Hospital Group Model in more detail.

5.3 Joint Chief Executive Welcome Meeting

- 5.3.1 During September, Governors were invited to join Maria Kane, Joint Chief Executive, to meet and introduce themselves to one another. Maria set out her expectations with Governors and Governors asked questions about the next steps for the Hospital Group Model.

5.4 Annual Members Meeting

- 5.4.1 On Tuesday 10th September, 10 Governors attended the Trust's Annual Members Meeting. The Annual Members' Meeting attracted approximately 25 members of public and staff where the Governors received the Annual Report and Accounts, followed by a presentation on the Hospital Group Model.

5.5 Public Board Meetings

- 5.5.1 Four Governors observed the meeting of the Board of Directors in Public on 10th September 2024, to observe the Board conducting their business.
- 5.5.2 One Governor joined the most recent meeting of the Board of Directors in Public on 12th November 2024, to observe the Board conducting their business.

5.6 Staff Governor Meeting

- 5.6.1 In September 2024, the Staff Governors met with Stuart Walker, Hospital Managing Director and Emma Wood, Chief People Officer. Discussions were held around HR policies, changes to management structures and ways of working, links with North Somerset Council, Respecting Everyone and Pro-equity.

5.7 Induction Marketplace

- 5.7.1 Staff Governors have attended recent 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. Moving forward, this visibility will ensure that staff know of another route to escalate concerns and good news stories and ensure their voice is heard at Board-level when decisions are being made.

6. Membership and Governors Forward Look

- 6.1 The next round of elections will start in January 2025. A plan for the election campaign will be presented to the Executive Committee in due course and work has started to consider how the election will be communicated to our members and the public in line with the objectives set out in our new Membership Strategy.
- 6.2 Governors will be invited to join the Corporate Governance Team to connect with the communities the Trust serves from January 2025. The team, and Governors will promote the Trust's membership, provide information on standing to be a Governor, and how to get involved with the work that the Trust is delivering.
- 6.3 The Governors will meet with NEDs in December 2024 for their next engagement session.
- 6.4 The Governors will meet for their next focus groups in January 2025.

7. Summary and Recommendations

- 7.1 This report is for **Information** and **approval**:

The Council of Governors is asked to note the report and Appendix 5 for **information**.

Governors are asked to **approve**:

- The acceptance of Janis Purdy to join the Nominations and Appointments Committee membership (Appendix 1);
- The reviewed Nominations and Appointments Committee Terms of Reference (Appendix 2);
- The reviewed Nominations and Appointments Committee Annual Business Cycle for 2024-25 and 2025-26 (Appendix 3 & 4).

GOVERNORS' NOMINATIONS AND APPOINTMENTS COMMITTEE MEMBERS

November 2024

Name	Governor Constituency
Joint Chair	Chair
1. Janis Purdy	Public – Bristol
2. Carole Dacombe	Public – Bristol
3. John Rose	Public – North Somerset
4. Martin Rose	Public – Bristol
5. John Sibley	Public – South Glos
6. Ben Argo	Public – South Glos
7. Annabel Plaister	Public – North Somerset
8. Rob Edwards	Public – Bristol
9. Jude Opogah	Staff – Non-clinical
10. <i>Vacancy</i>	<i>Staff</i>
11. <i>Vacancy (if required)</i>	<i>Staff</i>
12. Libby Thompson	Appointed – UWE
13. Grace Burn	Appointed – YIG
14. <i>Vacancy (if required)</i>	<i>Appointed</i>

Nominations and Appointments Committee ToR

Purpose

- The Nominations and Appointments Committee is a formal Committee of the Council of Governors established in accordance with the NHS Act 2006, as amended by the Health and Social Care Act 2012 (the 2012 Act), the University Hospitals Bristol and Weston NHS Foundation Trust Constitution, and the Foundation Trust Code of Governance.

Duties

- Determine a formal, rigorous and transparent procedure for the selection of the candidates for office as Chair, Associate Non-executive or Non-Executive Director of the Trust, and then make recommendation to the Council of Governors as to potential candidates for appointment.
- Consider and make recommendations to the Council of Governors as to the remuneration and allowances and other terms and conditions of office of the Chair and other Non-Executive Directors.
- On a regular and systematic basis monitor the performance of the Chair and other Non-Executive Directors and make reports thereon to the Council of Governors from time to time.
- To ensure there is a formal and transparent procedure for the appraisal and setting of annual objectives for the Non-Executive Directors, in conjunction with the Chair, and in conjunction with the Senior Independent Director in the case of the appraisal and annual objectives for the Trust Chair.
- To regularly review, in conjunction with the Board of Directors Remuneration Committee, the structure, size and composition of the Board of Directors.
- To ensure there is a formal and transparent policy on remuneration for the Trust Chair and Non-Executive Directors.
- To set the structure and levels of remuneration of the Trust Chair and Non-Executive Directors.
- To determine and review the terms and conditions of the Trust Chair and Non-Executive Directors.

- To market test/ benchmark the remuneration of the Trust Chair and Non-Executive Directors at a frequency agreed by the Committee.
- To appoint, if deemed appropriate, independent consultants to advise on Trust Chair and Non-Executive Director remuneration.

Delegated Authority

- None directly delegated to the group.

Membership

- Joint Chair.
- Eight elected public governors;
- Up to three appointed governors;
- Up to three elected staff governors

Administration

- The quorum necessary for the transaction of business shall be four Committee members and the Chair and/or Senior Independent Director. Other attendees may be invited with agreement of the Chair
- The Group will meet twice per year.
- This Group reports to the Council of Governors.
- The Group can convene sub-groups as it see necessary to deliver its purpose and duties.
- Secretariat support will be provided by Corporate Governance.
- Approval Date: **[Insert approval date]**, approved for 12 months from this date.

NOMINATIONS AND APPOINTMENTS COMMITTEE - ANNUAL BUSINESS CYCLE 2024-25

	Sponsor	Author	2 May 2024	19 November 2024
Apologies and absence	Chair	Chair		
Minutes of Meeting and Actions	Chair	Chair		
Review of NED Remuneration (annual)	Chair	Director of Corporate Governance		
Monitor NED Activity (every 6 months)	Chair	Director of Corporate Governance		
NED/Chair Recruitment: process/interview/appoint/re-appoint	Chair	Director of Corporate Governance		
Appraisal - Chair (Annual)	Senior Independent Director	Director of Corporate Governance		
NED appraisal - Sue Balcombe (Annual)	Chair	Chair		
NED appraisal - Roy Shubhabrata (Annual)	Chair	Chair		
NED appraisal - Martin Sykes (Annual)	Chair	Chair		
NED appraisal - Marc Griffiths (Annual)	Chair	Chair		
NED appraisal - Arabel Bailey (Annual)	Chair	Chair		
NED appraisal - Susan Hamilton (Annual)	Chair	Chair		
NED appraisal - Rosie Benneyworth (Annual)	Chair	Chair		
NED Appraisal - Anne Tutt (Annual)	Chair	Chair		
NED Appraisal - Linda Kennedy (Annual)	Chair	Chair		
Committee Self Assessment (Annual)	Chair	Director of Corporate Governance		
Review of Annual Cycle of Business	Chair	Director of Corporate Governance		
Review of Terms of Reference	Chair	Director of Corporate Governance		
Review of NED Portfolios	Chair	Director of Corporate Governance		
Review of NED/Chair Appraisal Framework - ad hoc as needed	Chair	Director of Corporate Governance	AD HOC	AD HOC
Senior Independent Director/Vice Chair Appointment - ad hoc as needed	Chair	Chair	AD HOC	AD HOC

NOMINATIONS AND APPOINTMENTS COMMITTEE - ANNUAL BUSINESS CYCLE 2025-26

	Sponsor	Author	21 May 2025	18 November 2025
Apologies and absence	Chair	Chair		
Minutes of Meeting and Actions	Chair	Chair		
Review of NED Remuneration (annual)	Chair	Director of Corporate Governance		
Monitor NED Activity (every 6 months)	Chair	Director of Corporate Governance		
NED/Chair Recruitment: process/interview/appoint/re-appoint	Chair	Director of Corporate Governance		
Appraisal - Chair (Annual)	Senior Independent Director	Director of Corporate Governance		
NED appraisal - Sue Balcombe (Annual)	Chair	Chair		
NED appraisal - Roy Shubhabrata (Annual)	Chair	Chair		
NED appraisal - Martin Sykes (Annual)	Chair	Chair		
NED appraisal - Marc Griffiths (Annual)	Chair	Chair		
NED appraisal - Arabel Bailey (Annual)	Chair	Chair		
NED appraisal - Susan Hamilton (Annual)	Chair	Chair		
NED appraisal - Rosie Benneyworth (Annual)	Chair	Chair		
NED Appraisal - Anne Tutt (Annual)	Chair	Chair		
NED Appraisal - Linda Kennedy (Annual)	Chair	Chair		
Committee Self Assessment (Annual)	Chair	Director of Corporate Governance		
Review of Annual Cycle of Business	Chair	Director of Corporate Governance		
Review of Terms of Reference	Chair	Director of Corporate Governance		
Review of NED Portfolios	Chair	Director of Corporate Governance		
Review of NED/Chair Appraisal Framework - ad hoc as needed	Chair	Director of Corporate Governance	AD HOC	AD HOC
Senior Independent Director/Vice Chair Appointment - ad hoc as needed	Chair	Chair	AD HOC	AD HOC

Governor Attended Meetings										
Month of Meeting	Bank holidays/ school holidays	Council of Governors	Governors/ NED Engagement Session	Nominations and Appointments Committee	Quality Focus Group	Membership and Constitution Group	Governors Strategy Group	Governor Development Seminar	Staff Governor Meetings	Trust PUBLIC Board
Usual meeting day		Monday/Tuesday	Tuesday/Thursday	Various	Various	Various	Various	Various	Various	Tuesday
Time			Govs- 11.30-13.45* NEDs- 12.45-13.45*	See below	10.00-12.00	13.00- 15.00	13.00-15.00	10.00-16.00	10.00-11.00	13.45 - 16.45
Apr-24	29 Mar 1 Apr 28 Mar-15 Apr		Tue 29 Apr St James' Court 12.30-13.30 NED's join Governors					Wed 9 Apr		
May-24	6 May 27 May 24 May-3 Jun	Wed 21 May 14.00-16.30		Wed 21 May 12.00-13.30	Wed 7 May		Wed 7 May		Fri 2 May Virtual	Tue 13 May St James' Court
Jun-24	24 May-3 Jun		Tue 17 Jun Virtual					Thu 5 Jun (New Governors Induction)		
Jul-24	23 Jul-2 Sep	Tue 22 Jul 10.00-12.30			Wed 9 Jul	Wed 9 Jul		Thu 17 Jul Divisional Update Day Part 1	Thu 3 Jul Virtual	Tue 8 Jul St James' Court
Aug-24	23 Jul-2 Sep 26 Aug									
Sep-24	23 Jul-2 Sep	AMM Tue 16 Sep 12.30-15.30	Tue 30 Sep Virtual		Thu 4 Sep		Thu 4 Sep	Wed 10 Sep Divisional Update Day Part 2		Tue 9 Sep St James' Court
Oct-24	25 Oct-4 Nov		Tue 21 Oct NEDs join at 12.30-13.30 St James' Court					Wed 22 Oct	Thu 2 Oct Virtual	
Nov-24	25 Oct-4 Nov	Tue 18 Nov 10.00-12.30		Tue 18 Nov 13.00-14.30	Fri 7 Nov					Tue 11 Nov St James' Court
Dec-24	25 Dec 26 Dec 20 Dec-6 Jan		Thu 18 Dec Virtual				Fri 5 Dec 10.00-12.00			
Jan-25	20 Dec-6 Jan 1 Jan	Thu 22 Jan 13.00-15.30			Thu 8 Jan	Thu 8 Jan			Fri 9 Jan Virtual	Tue 13 Jan St James' Court
Feb-25	14 Feb-24 Feb		Tue 24 Feb					Thu 12 Feb		
Mar-25			Thu 26 Mar		Wed 4 Mar		Wed 4 Mar			Tue 10 Mar St James' Court
Frequency		4x per year	To fall on months without a COG	Twice a Year	Bi-monthly	Twice a Year	4x per year	4x per year plus 1 DUD	4x per year	Bi-monthly
Venue		Conference Room for COG. Education Centre for AMM	Virtual	Virtual	Hybrid	Hybrid	Hybrid	Hybrid	Virtual	SJC
Chair		Ingrid Barker	Ingrid Barker	Ingrid Barker	Carole Dacombe		Martin Rose	Emily Judd	Stuart Walker	Ingrid Barker

Report To:	Council of Governors		
Date of Meeting:	Thursday 21 st November 2024		
Report Title:	Governors Log of Communications		
Report Author:	Emily Judd, Corporate Governance Manager		
Report Sponsor:	Eric Sanders, Director of Corporate Governance		
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>			
<p>Since the previous Council of Governors meeting held in public on 16 July 2024:</p> <ul style="list-style-type: none"> • One question has been added to the log. • One question has been answered on the log and is awaiting the Governor response. • Two questions have been closed on the log. • No questions are outstanding on the log. 			
Strategic and Group Model Alignment			
N/A			
Risks and Opportunities			
N/A			
Recommendation			
<p>This report is for Information</p> <p>The Council of Governors is asked to note the updates to the log</p>			
History of the paper (details of where paper has <u>previously</u> been received)			
N/Meeting of the Board of Directors in Public		Tuesday 12 th November 2024	
Appendices:	Log attached separately		

Governors questions reference number	Coverage start date	Governor Name	Governor Constituency	Description	Executive Lead	Coverage end date	Response	Status
296	25/06/2024	Ben Argo		I wish to seek assurance that there are robust plans covering finance, resources, and contingency measures for when people receiving Continuing Health Care (CHC) are admitted as inpatients to our hospitals, and the Trust is instructed to temporarily assume responsibility for the person's care needs.	Chief Financial Officer	23/07/2024	<p>Funding for Continuing Health Care (CHC) care packages stays in place when people are admitted to hospital.</p> <p>Where admissions are expected to be short, the CHC team would not look to reduce/amend etc the package, particularly where people have bespoke care teams that work with them. Where CHC team know that an admission may be lengthy, they may look to agree a reduced price (retainer) to pay the provider to keep the care team live for when the person eventually is discharged. If a person's needs are more generic and they are expected to be admitted for a length time, the CHC team may serve notice on the package, knowing that a new care package can be stood up quickly as the person's discharge date draws closer.</p> <p>For people with LD/Autism needs, particularly around communication, the CHC team would support carers that are knowledgeable about the person following them into hospital to support.</p>	Closed
297	25/06/2024	Ben Argo		Please can you provide an update on the Reasonable Adjustments Digital Flag implementation compliance of UHBW's systems? The second phase was due to be completed by 30 June and it would be good to know if this implementation has gone ahead.	Chief Information Digital Officer	22/08/2024	<p>This action remains open. All digital and IT resource is currently allocated to the implementation of a significant new Trust-wide digital system – Careflow Medicine Management. We will review resource again in Q3 and provide an update on the Careflow EPR alerts project to the Digital Hospital Programme Board which is currently scheduled to take place on 12th September 2024.</p>	Closed
298	12/09/2024	John Sibley		At a recent Quality Focus Group meeting we heard there were 160 patients in hospital with no criteria to reside. I would like to have more information and data regarding the length of stay in hospital for all of these patients, broken down by ward if possible. The longer these patients stay in a hospital setting, the more quality of life they lose.	Chief Operating Officer	10/10/2024	<p>It would not be appropriate to provide information relating to individual patients. The number of No Criteria to Reside (NCTR) patients prior to the launch of the Transfer of Care Hubs was a median of 220. The introduction of the Transfer of Care Hub, in October 2023, has seen this number decrease to 160. The Trust continues to prioritise admission avoidance and schemes to improve timely discharges, to support a further reduction in length of stay and overall NCTR. The number of patients seen and treated within Same Day Emergency Care services, to avoid admission to a hospital bed, has increased by 16% year-on-year. However, the delay in opening additional P2 and P3 capacity as part of our system plan to reduce UHBWs NCTR to 105 remains challenging.</p>	Awaiting Governor reponse