

**Minutes of the Full Council of Governors meeting
(to consider public papers)
Friday 25th September 2020, 12noon
Held virtually using – MS Teams**

Present:	Status	Representing
Ms Jill Faulkner	Staff Elected Governor	Non Clinical Staff
Mr Mike Heaton	Public Elected Governor	Brierley Hill
Mrs Ann Marsh	Staff Elected Governor	Allied Health Professional & Healthcare Scientists
Ms Yvonne Peers	Public Elected Governor	North Dudley
Mr Peter Siviter	Public Elected Governor	South Staffordshire & Wyre Forest
Mrs Mary Turner	Appointed Governor	Dudley CVS
Cllr Steve Waltho	Appointed Governor	Dudley MBC

In Attendance:

Mr Julian Atkins	Non-executive Director	DG NHS FT
Mrs Helen Board	Deputy Trust Secretary (Interim)	DG NHS FT
Dame Yve Buckland	Chairman Chair of meeting	DG NHS FT
Mr Ian Chadwell	Business Development Manager	DG NHS FT
Professor Gary Crowe	Non-executive Director	DG NHS FT
Mrs James Fleet	Chief People Officer	DG NHS FT
Mr Jonathan Hodgkin	Non-executive Director	DG NHS FT
Professor Liz Hughes	Non-executive Director	DG NHS FT
Mr Tom Jackson	Director of Finance	DG NHS FT
Mr Richard Miner	Non-executive Director	DG NHS FT
Mr Liam Nevin	Trust Secretary	DG NHS FT
Mr Vij Randeniya	Associate Non-executive Director	DG NHS FT
Mrs Katherine Sheerin	Director of Strategy & Transformation	DG NHS FT
Ms Diane Wake	Chief Executive	DG NHS FT

Apologies:

Mrs Liz Abbiss	Head of Communications	DG NHS FT
Mr Fred Allen	Public Elected Governor	Central Dudley
Mr Marlon Amulong	Staff Elected Governor	Nursing & Midwifery
Mr Arthur Brown	Public Elected Governor	Stourbridge
Ms Joanna Davies-Njie	Public Elected Governor	Stourbridge
Ms Sandra Harris	Public Elected Governor	Central Dudley
Dr Julian Hobbs	Medical Director	DG NHS FT
Ms Catherine Holland	Non-executive Director	DG NHS FT
Mr Ian James	Associate Non-executive Director	DG NHS FT
Mrs Karen Kelly	Chief Operating Officer	DG NHS FT
Mrs Maria Kisiel	Appointed Governor	University of Wolverhampton
Mrs Hilary Lumsden	Public Elected Governor	Halesowen
Dr Atef Michael	Staff Elected Governor	Medical and Dental
Mrs Margaret Parker	Staff Elected Governor	Nursing & Midwifery
Mr Rex Parmley	Public Elected Governor	Halesowen
Ms Nicola Piggott	Public Elected Governor	North Dudley
Mrs Edith Rollinson	Staff Elected Governor	Allied Health Professional & Healthcare Scientists
Mrs Mary Sexton	Interim Chief Nurse	DG NHS FT
Mr Adam Thomas	Chief Information Officer	DG NHS FT
Mr Lowell Williams	Associate Non-executive Director	DG NHS FT
Mrs Farzana Zaidi	Public Elected Governor	Tipton & Rowley Regis

COG 20/11.0 12.03pm	Welcome
COG 20/11.1	Introductions & Welcome The chairman opened the meeting of the Full Council of Governors and welcomed all to the meeting.
COG 20/11.2	Apologies Apologies had been received as above.
COG 20/11.3	Declaration of interest The chairman asked those present to indicate if there were any items to declare in respect of the published agenda. There were none. The chairman declared interests as Chair of the Royal Orthopaedic Hospital and Pro Chancellor of Aston University.
COG 20/11.4	Quoracy The meeting was declared not quorate.
COG 20/11.5	Announcements The chairman advised that item 8.1 would be taken at the end of the meeting and include feedback on the NED appraisals with only governors invited to remain in the meeting. The next governor training and development session would take place on 21st October 2020 with all governors strongly encouraged to attend.
COG 20/12.0	Previous meeting
COG 20/12.1	Note of the previous full Council of Governors meeting held on 26th June 2020 (Enclosure 1) The notes were accepted as an accurate record and would be signed by the chair.
COG 20/12.2	Matters arising There were none.
COG 20/12.3	Action points All actions that were complete would be removed from the list. Action COG19/75 – Council to Council meeting (DG & ROH. Mrs Board reported that this action remained open and would be scheduled once it was appropriate to do so subject to social distancing requirements. Other actions were not due.
COG 20/13.0 12.10pm	<u>Presentation</u> Trust Strategy Development The chairman introduced Mrs Katherine Sheerin, Director of Strategy and Transformation and Mr Ian Chadwell, Business Development Manager who would provide an update about the refresh of the Trust Strategy.

	<p>Mrs Sheerin shared the following:</p> <ul style="list-style-type: none"> • Provided a reminder of the existing strategy • Highlighted some emerging themes • Outlined the process and time line for developing a new trust strategy • Described engagement with Foundation Trust members, staff and the wider community <p>Mrs Sheerin outlined the key emerging themes:</p> <ul style="list-style-type: none"> • To be seen as the 'hospital and care provider at the heart of the community' • To be 'a beacon of excellence' across the Black Country and beyond • To have greater focus on research and innovation <p>She concluded by providing more detail on the timelines involved and the next steps in terms of governor input.</p> <p>The chairman thanked Mrs Sheerin for the update and invited questions from those governors present.</p> <p>Mrs Marsh and Mrs Peers both expressed their support of the themes that had emerged.</p> <p>Mrs Sheerin encouraged all to complete the strategy survey if they had not done so.</p> <p>The chairman commended Mrs Sheerin and her team on the thorough approach being taken at a time when many complex issues were in evidence.</p> <p><i>[Mrs Sheerin and Mr Chadwell left the meeting at this point]</i></p>
<p>COG 20/14.0 12.20pm</p>	<p>Chief Executive report and Chair's update (Enclosure 2/verbal)</p> <p>Ms Wake presented the report provided as enclosure two and asked those present to note the activities, updates provided and news items related to the Trust, the region and the wider national arena.</p> <p>Ms Wake then provided an update on the latest COVID-19 figures and confirmed that the Trust would continue to implement the latest Government guidance issued to support effective infection prevention and control which included completion of risk assessments in non-clinical areas. The new guidance meant that all visitors to the Trust would now be required to wear surgical masks. There had been a slight increase in staff absence and some delays in testing had exacerbated the situation which would be closely monitored. She noted that the number of positive cases had seen a steady increase in recent weeks with preparation in place for a potential peak in late October. The Trust had reported a total of 1029 positive cases and two COVID-19 related deaths had occurred in the preceding seven days. The Trust had increased the level of health and wellbeing support available for staff.</p> <p>Ms Wake confirmed that the Trust's Incident room was operational at least 12 hours / day and managed all of the COVID-19 data reporting and interpretation of guidance when issued. The Trust had received no instruction to step any services down and was to maintain focus on managing patients safely at all times. Action was underway to create additional level three beds to reduce impact on theatre</p>

capacity and support ongoing elective work.

Restoration and recovery plans had made good progress in all areas when compared to other local providers. The exception to this related to the challenges to recover **diagnostic performance** and in particular work related to endoscopy. Additional facilities were on schedule to open the following week and provide further capacity to support the Trust and the wider system. Ms Wake acknowledged the constraints that social distancing caused and referenced recent concerns raised by a local Councillor in relation to the Corbett Outpatient Centre that highlighted the human factors involved and the need to re-inforce the right behaviours.

Emergency attendances had seen a significant increase during September with the emergency access standard performance around 90% and compared favourably to most other trusts.

Work had commenced on the **modular build** with the first phase hand over scheduled for the end of December 2020 and a full handover expected by the end of March 2021. The Trust had developed a Winter plan with modelling based on guidance as issued.

The seasonal **Flu vaccine** was expected in the coming week and the Trust had set a target to vaccinate 100% of frontline staff and would use peer vaccinators as in previous years.

In conclusion Ms Wake confirmed that the Trust would be participating fully in a series of **Freedom to Speak up Events** during October 2020 to promote and raise awareness about speaking up.

The chairman thanked Ms Wake for the update and acknowledged the challenge for staff as Winter approached and a potential second COVID-19 wave loomed.

Mrs Marsh confirmed that line managers were working with staff to be flexible and try to support staff as effectively as possible.

Ms Wake noted that anxiety levels were heightened across the whole of the NHS workforce and a high standard of support packages were in place. She noted an increase in staff who wanted to work remotely and reported that the most recent Chief Executive's Live Chat session, attended by more than 250 staff, had highlighted concerns about winter pressure, the next COVID-19 surge, working arrangements and expectations. The Trust leadership were supportive of a fair and balanced approach and would support managers with relevant guidance.

Mr Fleet concurred and noted the hard work of all involved to support clinical staff and keep the focus on restoration and recovery.

Ms Wake provided an update on the **MCP/ICP** arrangements and summarised the latest round of meetings that had been held with the different parties involved where an outcome had been to agree a way forward to address the risks as previously highlighted. The Trust had re-iterated the desire to reach a workable solution and to agree details of the sub contract offer with Dudley Integrated Health Care (DIHC) and had shared due diligence in an attempt to reach a satisfactory solution to mitigate those risks. There was still substantial effort required to achieve a positive outcome for both organisations and the people of Dudley and significant concern remained in relation to the lack of clarity of the

	<p>clinical pathways involved.</p> <p>The chairman noted the dedication of the executives who had devoted significant time to the project and had succeeded in distilling the critical clinical and financial issues and actively supported the partners involved to create a focussed solution for the people of Dudley. Governors would continue to receive regular updates.</p> <p>Cllr Waltho advised that, as a member of the Council’s Health Select Committee, he had asked at a recent meeting of that Committee why the process was taking up valuable time in the midst of pandemic and whether the process could be postponed. He had been disappointed to learn that the sentiment of the Council ran counter to this and would press forward with the process.</p>
COG 20/16.0	<p>System wide developments</p> <p>Acute Collaboration (verbal)</p> <p>The chairman explained the context of the collaboration project that centred on the aim for NHS trusts to take the lead on developing ways they could work together to improve clinical and financial viability, to find solutions to shared challenges. Locally this translated to four local acute trusts coming together to use resources more efficiently: Royal Wolverhampton NHS Trust, Walsall Healthcare NHS Trust, Sandwell and West Birmingham NHS Trust and The Dudley Group NHS Foundation Trust. The trusts had been asked to consider a number of organisational forms and recognised that each place would need an anchor organisation and that specialist services may need to be located elsewhere. All trusts had agreed that collaboration was a logical way forward and the challenge remained to understand the case for change before any option could finally be selected.</p> <p>The chairman noted that the case for change would need to be driven by clinicians, be evidence based and key to preparing the case for change. Ms Wake had been appointed as the System RO for clinical aspects. Ms Wake advised that there was some concern about the lead times and reiterated that clinicians were crucial to the success of the collaboration and so far had not been widely involved.</p> <p>Ms Faulkner stated that some staff were worried about their jobs and asked what the impact of collaboration arrangements might be. Ms Wake replied that each of the organisations had resourcing issues and suggested that the risk was low and confirmed that Dudley staff would be kept updated.</p> <p>The chairman had noted that as the only acute trust in the Black Country with foundation trust status, Governors had a key responsibility to oversee and agree any significant changes and be supportive of any change and would be kept updated.</p>
COG 20/17.0	<p>Safe Caring and responsive</p>
COG 20/17.1	<p>Update from Quality and Safety Committee (Enclosure 3)</p> <p>Dr Hughes presented the report given as enclosure three and asked the Council to note the contents that summarised the discussions at the last meeting held 28th July 2020 and highlighted:</p> <p>The committee received an update on the work done in relation to the Gold Standards Framework that was impressive and acknowledged the ongoing work</p>

	<p>of Dr Jo Bowen and her team.</p> <p>Dr Hughes was pleased to note that that the Trust had improved performance in Dementia scores, the plain film backlog review was completed and would be reported to the next meeting and two of the three Section 31 notices had been removed. There remained a level of concern regarding the compliance with labelling of blood samples processes and she had requested an ‘after action’ review to be undertaken. Dr Hughes was pleased to note that subsequent to the meeting, compliance in relation to the documentation of prescribing in the GI unit had received positive assurance as a result of electronic prescribing and medicine administration (EPMA) support.</p> <p>Dr Hughes confirmed that the Quality Account 2109/20 had been approved for submission to the Board for ratification.</p> <p>Dr Hughes concluded by noting that the Committee had met virtually with a focussed agenda and had been pleased overall with the progress being made.</p> <p>The chairman thanked Dr Hughes for her report and invited questions.</p> <p>There were none.</p>
COG 20/17.2	<p>Charitable Funds update (Enclosure 4)</p> <p>Mr Atkins presented the report given as enclosure four that provided an overview of the Dudley Group NHS Charity Charitable Funds activity for the period 2019/20. He noted that the latter part of the year and subsequent months had been dominated by the generosity of the Dudley Community in response to the COVID-19 pandemic with an unprecedented level of donations received which had included a one off donation of £500k. Mr Atkins outlined a few of the many projects that were being funded for the benefit of staff and patient welfare.</p> <p>The chairman thanked Mr Atkins for the update and paid tribute to the generosity which had shown that the Dudley spirit was alive and well and served to illustrate the importance of The Dudley Group at the heart of the community.</p>
COG 20/18.0	Effective
COG 20/18.1	Update from Finance and Performance Committee (Enclosure 5)
	<p>Mr Hodgkin presented the report given as enclosure five that reflected the key items considered at the meeting held in August 2020 and he gave a verbal update of the key items discussed and highlighted the items that would be referred to the next meeting of the Board.</p> <p>Mr Hodgkin advised that there would potentially be financial challenges in the latter part of the year until such time that the funding framework had been finalised and he was unable to provide assurances that the Trust would not experience a deficit situation. He confirmed that the Trust closely monitored all budgets and performance against local, regional and national targets.</p> <p>The Chair thanked Mr Hodgkin for his update and asked those present to review the full contents of the report.</p>
COG 20/18.2	Update from Audit Committee (Enclosure 6)

	<p>Mr Miner presented the upward report from the last meeting held on 22nd June, held with a limited agenda in order to transact year end business. He highlighted the decisions made:</p> <ul style="list-style-type: none"> • To recommend approval to the Board of the financial statements for the year ended 31 March 2020. • To note the ISA260 report from PwC (the report to those charged with governance) also noting the modifications agreed to be considered (and subsequently agreed) in respect of the Value for Money (VfM) opinion. • To recommend approval of the Letter of Representation to be provided by Board to PwC subject to a minor modification (and subsequently agreed). <p>Mr Miner confirmed that the Annual Report and Accounts had been laid before Parliament and subsequently distributed via email (18th August 2020) to all Governors and drew attention to the Independent Auditors Report to the Council of Governors. He noted the Modified adverse opinion issued and provided an explanation of the different aspects that it related to and was able to confirm that the Audit Committee had subsequently met and had received positive assurance that a robust system of governance was in place.</p> <p>The chairman thanked Mr Miner for the update and confirmed that as a result of the COVID-19 restrictions, the Annual Members Meeting would not be held as a face-to-face event and would comprise a pre-recorded video uploaded to the Trust You Tube channel on 30th September 2020. Prior to that, a summary of the Annual report had been included as part of the Your Trust newsletter which had been distributed widely to both Foundation Trust members at the end of August/early September 2020.</p>
<p>COG 20/18.3</p>	<p>Update from Digital Trust Technology Committee (Enclosure 7)</p> <p>Mr Randeniya presented the report given as enclosure seven, and highlighted the following positive assurances to provide following the last meeting held on 27th August 2020:</p> <ul style="list-style-type: none"> • positive assurance and mitigation of the High CareCERT (CC-3563) (computer emergency response team) 15th July 2020. • positive assurance that electronic prescribing and medicine administration (EPMA) and electronic venous thromboembolism (eVTE) go live and clinical adoption (DCB0160/0129) compliant clinical safety case report completed. • the Technology Strategy has been revised (V1.1) to account for advances made during COVID-19. <p>Mr Randeniya paid tribute to the exemplar clinical leadership and workforce approach to adopting various digital solutions during the last few months that had represented significant change.</p> <p>The chairman thanked Mr Randeniya for the update and noted the effectiveness demonstrated by the new Committee in bringing together the digital needs of the Trust to support safe, effective patient care.</p>
<p>COG 20/19.0</p>	<p>Well-Led</p>
<p>COG 20/19.1 13.00pm</p>	<p>Workforce & Staff Engagement Committee (Enclosure 8)</p>

	<p>Mr Atkins presented the report given as enclosure eight summarising the items that were considered at the meeting held on the 25th August. The focus of the meeting was a deep dive session that had focussed on equality and inclusion. Mr Atkins was pleased to advise that the Trust had appointed a new head of equality of diversity and inclusion that would join the Trust at the end of October 2020.</p> <p>Mr Atkins acknowledged the work of the Chief People Officer and his team in the development of improved management information that provided an improved insight on equality issues and described some of the activities underway.</p> <p>The chairman thanked Mr Atkins for the update and noted that the chairs of the respective inclusion networks would be invited to attend a future meeting of the Council.</p>
COG 20/19.2	<p>Trust Secretary report (Enclosure 9)</p> <p>Mr Nevin presented the report as read and highlighted the following:</p> <p>Subsequent to the Council's Annual Review of Effectiveness, three on line workshop activities had been held with Governors to review the findings with the six key themes identified of which five were completed. The outstanding item related to the ongoing timely circulation of meeting papers which would be monitored over the coming year. Elections were underway with a call for nominations issued. A series of 'potential governor' workshop sessions had been held to provide an opportunity for interested parties to hear directly from existing council members. These had been well attended and early indications suggested all vacancies would be contested.</p> <p>The chairman thanked Liam for the update and invited questions. There were none.</p>
COG 20/20.0	<p>Governor matters (Verbal) <i>This section relates to items raised by governors other than those covered on the meeting agenda.</i></p> <p>The following item had been raised in advance of the meeting:</p> <p>Modular build Mrs Board confirmed that the only item raised had been covered earlier in the meeting a part of the chief executives update.</p>
COG 20/21.0	<p>For information</p> <p>The chairman asked those present to note the contents of Integrated Performance Report given as enclosure 10 and invited questions. There were none.</p>
COG 20/22.0 13.26pm	<p>Well-Led</p>
COG 20/22.1 13.26pm	<p>Remuneration and Appointments Committee</p> <p><i>At this point, all participants with the exception of governors were asked to leave the meeting.</i></p> <p>The chairman confirmed that the Remuneration and Appointments Committee had met on 21st September 2020 to consider the following items and that documents detailing the recommendations for approval had been circulated 'in confidence' to</p>

all Council members.

The following papers were presented to members of the Council present for approval as recommended by the Committee:

- Remuneration & Appointments Committee Terms of Reference
- Remuneration & Appointments Committee Annual Work plan
- Reimbursement of Governors Expenses Document

It was resolved to:

- to approve the documents as listed above

The chairman confirmed that the appraisal process for all non-executive directors had taken place and had followed a process as agreed by the Council's Remuneration and Appointments Committee. The appraisals were complete with the exception of the chairman and that of Mr Atkins; the details of which would be circulated to the council under separate cover.

The chairman advised that the appraisals had revealed a positive and effective performance by all NEDs and summarised the proposed recommendations pending a review of the size, structure and composition of the Board in March 2021:

Ian James - Ian's term of office has expired and therefore the recommendation is not to extend as he has secured an additional NHS role.

Lowell Williams - to extend his term until the end of March 2021 pending review of Board size, structure and skill set.

Liz Hughes - to continue with her present term of office that will expire at the end of October 2022.

Vij Randeniya - to extend his term until the end of March 2021 pending review of Board size, structure and skill set.

Gary Crowe - to continue with his present term of office that will expire at the end of June 2022.

Richard Miner - his term is extended until the end of March 2021 to avoid a mid-year change in the Audit Committee Chair.

Jonathan Hodgkin – to extend his term until the end of March 2021 (current term expires at the end of February 2021) pending review of Board size, structure and skill set.

Catherine Holland - to continue with her present term of office that is due to expire at end of August 2021.

It was resolved to:

- to approve the recommendations as set out in the preamble to this minute.

COG 20/23.0

Any other Business

	There was none.
COG 20/24.0	Reflections on the meeting Cllr Waltho commented on the good standard of administration offered to the Council and felt that matters were covered in detail with opportunity for discussed as needed. The chairman thanked all for attending and drew the meeting to a close.
COG 20/10.0	Close of meeting and forward dates: 2020 The chairman advised that the next quarterly meeting of the full Council was scheduled for Thursday 10 th December 2020. The chairman thanked all for attending and drew the meeting to a close at 4.00pm.

Dame Yve Buckland, Chair of meeting

Signed..... Dated

Outstanding	Item to be addressed
To be updated	Item to be updated
Complete	Item complete

Council of Governors meeting held 26th June 2020

Item No	Subject	Action	Responsible	Due Date	Comments
COG 19/75.0	Council to Council meeting (DG & ROH)	Arrange transport for Dudley Governors for their visit to ROH on date to be agreed.	Mrs Board	<i>Subject to social distancing guidelines</i>	Initially proposed to visit RoH on 20/5 and attend CoG meeting Under review
BoD 20/209.1	Diversity and inclusion	Invite chairs of BAME and LGBTQ+ Inclusion Networks to present to future governor meeting	LN	Mar 2021	