

Full Council of Governors meeting (virtual)

03 November 2022 16.00

via MS Teams

No.	Time	Item	Paper ref.	Purpose	Presenter
1.	16.00	<u>Welcome</u> (Public & Press) 1.1 Introductions & Welcome 1.2 Apologies 1.3 Declaration of interests 1.4 Quoracy 1.5 Announcements		For noting	Sir David Nicholson Chair
2.	16.35	<u>Previous meeting</u> 20 th June 2022 – Full Council 18 th July 2022 – Extraordinary meeting 2.1 Minutes 2.2 Matters arising 2.3 Update on actions	Enc 1 & 1a	For approval	Sir David Nicholson Chair
3.	15.40	<u>Chair and Chief Executive's update</u>	Enc 2 / verbal	For information	Sir David Nicholson Chair Diane Wake Chief Executive
4.	15.50	<u>System wide developments</u>	Verbal	For information	Sir David Nicholson Chair
5.	15.55	<u>Presentation</u> Patient flow and Dudley winter planning	Presentation	For assurance	Karen Kelly Chief Operating Officer
6.	16.15	<u>Safe, caring and responsive</u> 6.1 Engagement & Experience 6.2 Quality and Safety Committee	Enc 3 Enc 4	For assurance For assurance	Alex Giles Committee Deputy Chair Liz Hughes Committee Chair
7.	16.40	<u>Effective</u> Updates from: 7.1 Finance and Performance Committee (meetings held 7.2 Audit Committee 7.3 Digital Trust Technology Committee (meetings held July & Sept '22)	Enc 5 Enc 6 Enc 7	For assurance For assurance For assurance	Lowell Williams Committee Chair Gary Crowe Committee Chair Catherine Holland, Committee Chair

8.	17.00	Well-Led Updates from: 8.1 Workforce and Staff Engagement Committee (meetings held June, July & August '22) 8.2 Appointments & Remuneration Committee 8.3 Trust Secretary report 8.4 Trust Strategy update	Enc 8 Enc 9 Enc 10 Enc 11	For assurance For approval For assurance For assurance	Julian Atkins Committee Chair Sir David Nicholson Chair Helen Board Board Secretary Kat Rose, Director of Strategy & Partnerships
	17.20	Governor Matters <i>Relating to items other than the agenda and raised at least three days in advance of the meeting.</i>	Enc 12 <i>To follow</i>	For noting	Alex Giles Lead Governor
10.		For information ¹ • Integrated Performance Report	<i>To follow</i>	For assurance	
11.		Any Other Business (to be notified to the Chair)	Verbal	For noting	Sir David Nicholson Chair
12.	17.30	Close of meeting and forward Council of Governors meeting dates 2022: 5 th December – full Council meeting	Verbal		Sir David Nicholson Chair
13.		Reflections on the meeting			All
14.		Quoracy To consist of eight governors of which at least five must be public elected governors and including at least the chair or/ vice chair to preside over the meeting.			

¹ Papers will be taken as read and noted

**UNCONFIRMED Minutes of the Full Council of Governors meeting
Monday 20 June 2022, 15:30pm held virtually using – MS Teams**

Present:	Status	Representing
Ms Emily Butler	Public Elected Governor	Halesowen
Cllr Rebbekah Collins	Appointed Governor	Dudley MBC
Dr Syed Gilani	Staff Elected Governor	Allied Health Professionals & Health Care Scientists
Mr Alexander Giles	Public Elected Governor	Stourbridge
Mrs Sandra Harris	Public Elected Governor	Central Dudley
Ms Catherine Lane	Staff Elected Governor	Nursing and Midwifery
Mrs Maria Lodge-Smith	Public Elected Governor	Brierley Hill
Ms Hilary Lumsden	Public Elected Governor	Halesowen
Miss Chauntelle Madondo	Public Elected Governor	Rest of England
Dr Atef Michael	Staff Elected Governor	Medical and Dental
Mrs Elizabeth Naylor	Public Elected Governor	North Dudley
Ms Yvonne Peers	Public Elected Governor	North Dudley
Mr Alan Rowbottom	Public Elected Governor	Tipton & Rowley Regis
Ms Sarah-Jane Stevens	Appointed Governor	University of Wolverhampton
Mr Richard Tasker	Public Elected Governor	Central Dudley
Cllr Alan Taylor	Appointed Governor	Dudley MBC

In Attendance:

Mrs Liz Abbiss	Head of Communications	DG NHS FT
Dr Thuvarahan Amuthalingum	Associate Non-executive Director	DG NHS FT
Mr Julian Atkins	Non-executive Director	DG NHS FT
Dr Gurjit Bhogal	Associate Non-executive Director	DG NHS FT
Mrs Helen Board	Deputy Trust Secretary	DG NHS FT
Dame Yve Buckland	Chairman Chair of meeting	DG NHS FT
Professor Gary Crowe	Non-executive Director	DG NHS FT
Mr Alan Duffell	Interim Chief People Officer	DG NHS FT
Dr Julian Hobbs	Medical Director	DG NHS FT
Mr Jonathan Hodgkin	Non-executive Director	DG NHS FT
Ms Catherine Holland	Non-executive Director	DG NHS FT
Mr Robert Jasper	Foundation Trust Member	Constituency: Stourbridge
Ms Paige Massey	Wellbeing Business Partner	DG NHS FT
Mrs Madhuri Mascarenhas	Administration Assistant	DG NHS FT
Mr Andy Proctor	Director of Governance / Board Secretary	DG NHS FT
Mr Vij Randeniya	Non-executive Director	DG NHS FT
Ms Kat Rose	Director of Strategy & Partnerships	
Mrs Mary Sexton	Chief Nurse	DG NHS FT
Mr Adam Thomas	Chief Information Officer	DG NHS FT
Ms Diane Wake	Chief Executive	DG NHS FT
Ms Sara Whitbread	Quality Lead	DG NHS FT
Mr Lowell Williams	Non-executive Director	DG NHS FT

Apologies:

Ms Kerry Cope	Staff Elected Governor	Nursing and Midwifery
Ms Jill Faulkner	Staff Elected Governor	Non Clinical Staff
Mr Mike Heaton	Public Elected Governor	Brierley Hill
Mrs Vicky Homer	Public Elected Governor	South Staffordshire & Wyre Forest

Professor Liz Hughes	Non-executive Director	DG NHS FT
Mrs Karen Kelly	Chief Operating Officer	DG NHS FT
Dr Mohit Mandiratta	Appointed Governor	Dudley CCG
Ms Michelle Porter	Staff Elected Governor	Partner Organisations
Mrs Mary Turner	Appointed Governor	Dudley CVS
Ms Jo Wakeman	Deputy Chief Nurse	DG NHS FT

Not In Attendance:

Ms Louise Smith	Staff Elected Governor	Nursing and Midwifery
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COG 22/71.0 15.30pm	Welcome
COG 22/71.1	Introductions & Welcome The chairman opened the meeting of the Full Council of Governors and formally welcomed newly appointed/elected governors to the Council: Catherine Lane, Staff Elected Governor, Nursing & Midwifery Emily Butler, Public Elected Governor, Halesowen Sarah-Jane Stevens, Appointed Governor, University of Wolverhampton Cllr Alan Taylor, Appointed Governor, Dudley Metropolitan Borough Council Yvonne Peers, Public Elected Governor, Dudley North returned for a third term. Dr Atef Michael, Staff Elected Governor, Medical and Dental returned for a second term. The chair noted that the following governors had reached their end of term and gave thanks for their commitment to the role during their time in office: Hilary Lumsden, Public Elected Governor, Halesowen Nicola Piggott, Public Elected Governor, Dudley North Cllr Rebbekah Collins Appointed Governor, Dudley Metropolitan Borough Council The chair noted that Helen Ashby, had recently stepped down as Lead Governor and Public Elected Governor, Stourbridge and thanked her for her hard work and dedication during her time on the Council. The positions of Lead Governor and Deputy Lead Governor would be filled using the established process with a timetable and process to be issued to the Council of Governors later that week. The chair welcomed board members as follows: Andy Proctor, Director of Governance/Trust Secretary Kevin Stringer, Interim Director of Finance Alan Duffell, Interim Chief People Officer Karen Brogan, Deputy Chief People Officer
COG 22/71.2	Apologies Apologies had been received as above.
COG 22/71.3	Declarations of interest The chairman asked those present to indicate if there were any items to declare in respect of the published agenda. The chairman declared interests as Chair of

	the Birmingham and Solihull (BSOL) Integrated Care System and Pro-Chancellor of Aston University. The chairman reminded all governors to ensure they maintained an up to date declaration.
COG 22/71.4	Quoracy The meeting was declared quorate.
COG 22/71.5	Announcements The chair confirmed that the Council would continue to meet virtually and that arrangements would be kept under review for future meetings.
COG 22/72	Previous meeting
COG 22/72.1	Previous full Council of Governors meeting held on 21st March 2022 (Enclosure 1) The minutes were accepted as an accurate record.
COG 22/72.2	Matters arising There were none.
COG 22/72.3	Update on actions COG19/75 Council to Council meeting (DG & ROH) had been superseded by a series of meetings arranged by the BSOL ICS that had brought together governors from the Black Country and BSOL system. Action to be closed and removed. All other actions were closed or appeared on the agenda.
COG 22/73.0	Chair and Chief Executive's update (Enclosure 2/verbal) 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. Ms Wake provided the latest position in terms of COVID-19 cases where nine were inpatients with none presently receiving intensive care. There were currently 36 staff off owing to COVID-19 or COVID related reasons. The Dudley community transmission rate was 76.5 per 100k. Revised guidance had been received relating to visiting with two people now able to visit their loved ones between 11am and 8pm presenting a happier arrangement for patients. The Corbett land sale was entering a consultation process. The Trust was closely following NHS central guidance for disposal of any unused assets with any proceeds going towards patient care. The Trusts Restoration and Recovery good performance was noted and by the end of June, no patients would be waiting for two years or longer and anticipated that those waiting above 52 weeks would be cleared shortly afterwards. There had also been good improvement with the cancer metrics and acknowledged the

collaboration with other providers in mutual aid was yielding positive results with much reduced waiting times. It was noted that the Black Country trusts had provided some limited amount of mutual aid to some trusts in other parts of the country including Leicester, Hereford and Worcester.

In response to Governor queries about the increase in COVID-19 cases, the chief nurse replied that there was some evidence of this in some parts of the country and noted that local community rates were increasing and the Trust continued to risk assess its approach.

Richard Tasker commented that he was one of those patients who had waited to receive his surgery appointment and referenced the new text service offered to those on the waiting list as part of the patient initiated follow up (PIFU) and asked what impact it had for patients and the Trust. Ms Wake confirmed that the impact had been positive for both patients and the Trust. She offered apologies for his long wait and described the challenges and prioritisation applied.

Dudley Place had now established the Dudley Partnership Board that was chaired on rotation and noted the work underway to finalise governance arrangements on how the system will work with the board and its executive.

MCP negotiations continued with regular meetings of the key stakeholder chairs and chief executives. The development of the clinical pathways was well underway. The procurement phase was not resolved.

Operation Anzu continued, led by Staffordshire Police, and summarised the progress to date.

Provider collaboration was focussed on working very closely on nine clinical pathways and gave the example of Urology pathways commenting that investment in robotics surgery solutions was being pursued for Dudley and Sandwell. Work was ongoing to revise the governance arrangements to support the Acute Provider Collaborative and its work within the Integrated Care System (ICS). This included the arrangements for meetings and recommendations on the way it would be constituted ahead of submission to the respective boards in July. Governors would continue to receive regular updates.

The chair commented that in the pre-meet, governors had noted that the provider collaborative had brought together clinical working and the option for shared chairing arrangements. Governors would receive a copy of the paper that was being developed and next steps for governors to meet Sir David. DW concurred and noted the importance of the governor role and their part in the appointment process.

Mr Giles referenced the Home for Lunch (HfL) perfect fortnight report and asked there was anything key to learn from. DW replied there were some green shoots of improvement with small but growing numbers of patients leaving before lunch. She highlighted the challenges and described the work of the divisions and clinicians to resolve the blockers to success such as prescribing to take home drugs (TTO). The Trust operated a pharmacy delivery service that could deliver these to patients after discharge.

Dr Michael was supportive of the new arrangements where senior clinicians supported junior doctors to prepare TTO in advance to reduce delays. The chair noted that the board was focussed on the initiative and acknowledged the need

	to see culture change to drive the benefits and saw it has a whole Trust solution. Mr Randeniya stated he was the NED champion on HfL initiative and noted there were other trusts who achieved sustained performance and was supportive of the patients being at the centre of all discussions rather than individual teams thinking in their silo. Action share paper ref proposed chairing and governance arrangements for ICB and provider collaboration Deputy Trust Secretary Governor contribution was encouraged for the NHSE consultation on the addendum to the Governors statutory duties and responsibilities following the enactment of the Health and Social Care Act 2022. Several governors had joined an event hosted by NHS Providers to review the impact of the proposals and the challenge to balance the needs of the patients, the system and working at Place. Mr Giles offered to support the development of the Council response. Individual governors were also encouraged to respond directly using the link that had been provided via email. The Trust would review the workings of its Council with the support of the Dudley Improvement Practice Team and apply best practice to address matter raised in the recent well-led review and other cultural and relationship matters that had been raised in recent times. In response to the questions relating to how the governors of the two foundation trusts within the Black Country system (The Dudley Group and Black Country Health Partnership NHS FT) would work together, the chair agreed to write to Jonathan Fellows, ICS chair on this matter. Action Correspondence to be sent to Jonathan Fellows regarding proposed arrangements for Council of Governors working effectively in the system and invite him to a future meeting of the Council. Chair Action Formulate and submit Council of Governor response to the NHSE consultation on the governor addendum Mr Giles/Trust Secretary The chair thanked those who had attended the recent afternoon tea held at the Copthorne Hotel which had been well attended by both board and council members. The matter of reconvening meetings face-to-face was under review and feedback was shared regarding hybrid meetings where some participants joined virtually.
COG 22/74.0 16:10pm	System Wide Developments (verbal) The chair introduced Director of Strategy and Transformation, Kat Rose, who provided a presentation as an update to that provided by Ian Chadwell at the previous meeting. The update included information on the proposed structures and emerging system governance that would be finalised following the formalisation of the Integrated Care Board (ICB) in July 2022. The Governors were shown a video prepared by Kings Fund to help explain the formation of Neighbourhoods, Places, ICB and Integrated Care Partnerships.

The following link to the video placed in the chat and would also be circulated on email. [How does the NHS in England work and how is it changing? | The King's Fund \(kingsfund.org.uk\)](https://www.kingsfund.org.uk/how-does-the-nhs-in-england-work-and-how-is-it-changing?)

Action circulate the Kings Fund link on email [How does the NHS in England work and how is it changing? | The King's Fund \(kingsfund.org.uk\)](https://www.kingsfund.org.uk/how-does-the-nhs-in-england-work-and-how-is-it-changing?) to the Council of Governors
Deputy Trust Secretary

The chair thanked Miss Rose for the informative update noting governors would continue to be updated regularly as the system working developed. She merited the system leadership roles adopted by Ms Wake and other executive colleagues from the Trust.

There were no questions.

COG/22/75.0
16.25pm

Staff health & wellbeing at The Dudley Group (Presentation)

Mr Randeniya thanked Council members for requesting information on the topic and introduced Ms Paige Massey who had recently taken up the post of Wellbeing Business Partner. He gave context to the work underway to develop a meaningful range of support for staff and noted there was more to do. The Trust placed great importance on doing the best it could for its staff and explained more about what health and wellbeing is, adding what it can mean to individuals to achieve different outcomes for different people.

[LW left meeting at 4.30pm]

Ms Massey introduced a set of slides that contained a 'did you know' quiz 'Health of People in the Dudley Borough' and advised that 65% of staff who work in the Trust live in the Dudley Borough.

The chair commented that a set of graphics circulated by NHSE over the weekend showed Birmingham and Solihull (BSOL) and Black Country has having some of the most deprived areas in the country that put the scale of the task in context.

Ms Massey then presented slides that described what the Trust was doing to support staff health and wellbeing and summarised the wellbeing offering, measurement against the NHS wellbeing and diagnostic tool, wellbeing dashboard and communication methods to raise staff awareness of what was on offer. The Trust was developing the wellbeing agenda in several ways on a phased basis.

Mr Tasker commented that he had recently participated in several quality and safety reviews where staff have been complimentary and proud about working at the Trust and the wellbeing initiatives should be applauded.

Dr Michael commented that staff retention and good staff wellbeing are linked and noted the high levels of loyalty amongst staff and asked if the Trust had any means of comparing between departments on parameters such as leadership, retention, culture and performance to help share best practice.

Mrs Lumsden asked what support there was for staff who were breast feeding with any facilities for expressing and storage of breast milk. Ms Massey

	confirmed that this had been flagged and noted there were informal arrangements in place. She added this would be on the agenda for further discussion at the June meeting of the Women's Network. Ms Massey commented that results from the national survey support their work and noted that the health and wellbeing champions network would support the sharing of best practice. Mr Atkins noted that retention was monitored monthly at workforce committee and concurred that the wellbeing offer was incredibly important. The Trust remained very focussed on developing managers and have the managers essentials programme in place to support this. Dr Hobbs observed that there were many instances of great engagement and improvement in wellbeing and sharing best practice across the Trust, and gave examples of Imaging, Emergency Department and Acute Medical Unit and noted that paediatrics and rheumatology were doing good work together. This had been evidenced with year on year improvement with the best acute hospital medical engagement score ever measured. The chair thanked Ms Massey for an informative presentation. Action circulate the staff health and wellbeing update presentation to Council members Deputy Trust Secretary
COG 22/76.0	Safe Caring and responsive
COG/22/76.1	Update from Engagement and Experience Committee (Enclosure 3) Mrs Lumsden summarised the report given as enclosure three and highlighted the following. Mr Richard Tasker had been appointed as committee chair and Alex Giles as deputy chair. The Committee had discussed governor fundraising ideas at length with no conclusion being reached. The Trust continued to meet its statutory license requirements for maintaining a membership of more than 13,000 that was broadly representative of the community served. Concerns relating to the impact of governors 'out there' in their own communities that had been significantly affected by the pandemic and all governors were asked to participate in at least one activity initiated by them or the Trust from July to September 2022. The committee had agreed to recommend that the Trust's Freedom to Speak Up Guardian present on their service to a future meeting of the full Council of Governors. The chair thanked Hilary for her stewardship of the Committee. Action Trust's Freedom to Speak Up Guardian present on their service to a future meeting of the full Council of Governors Deputy Trust Secretary
COG 22/76.2	Update from Quality and Safety Committee (Enclosure 4) Ms Holland summarised the reports of the committee held in March and April as given as enclosure four and provided a verbal update from the meeting held in late May 2022. The following had been highlighted:

	The committee received assurances that actions to address performance matters for the speech and language service were underway. Trust Divisions had developed action plans to address the back log on updating procedural documents and noted that the 'ligature light' project was on track. Mandatory training in respect of safeguarding, manual handling and resuscitation was monitored closely by the Committee with some improvement in performance against the targets noted. The meeting had been well attended with lots of effective debate and challenge. Ms Holland thanked Governors for their continuing attendance and support of the Trust's quality and safety agenda.
COG 22/76.3	Quality Account Governor comment (Enclosure 5) Ms Whitbread thanked governors for the ongoing support of quality matters adding that the governor comment would be finalised outside of the meeting and issued for endorsement ahead of its inclusion in the Quality Account. Action governor comment would be finalised outside of the meeting and issued for endorsement ahead of its inclusion in the Quality Account Ms Whitbread
COG 22/77.0	Effective
COG 22/77.1	Update from Finance and Performance Committee (Enclosure 6) JH summarised the report given as enclosure six and noted the positive end of year position reflecting a small surplus. He noted the good performance against the elective recovery fund and restoration and recovery trajectory. International nurse recruitment was on track to recruit over 300 new members of staff. He emphasised that funding arrangements for 2022/23 would present a difficult environment and recurrent cost savings had increased to circa £30m. The level of funding available to meet the activity demanded of the System made the recurrent savings initiative very challenging and may need some further support from the System. Key metrics relating to the Emergency Access Standard (EAS) and cancer standards were stable and recognised there was further work to do in granular detail for the year ahead. The chair noted that Governor Alan Rowbottom was a regular attender of the meeting in an observer capacity. Mr Rowbottom encouraged all governors to attend and noted the thorough debate that was held and acknowledged that challenges of financial planning in an environment where allocations were still unconfirmed. He was assured that the leadership and the level of non-executive director challenge was working effectively.
COG 22/77.2	Update from Audit Committee (Verbal) Mr Crowe provided a verbal report of the meeting held on 23rd May 2022. He noted that it had effectively been a single item meeting to review and approve the Trusts Annual Accounts as of 31st March 2022. The Committee had received the external audit report from Grant Thornton who had audited to international standards and had applied a rigorous and thorough process. Their recommendations would be submitted to the Board of Directors for approval.

	Grant Thornton had issued their statement on the accounts and were able to give an unmodified opinion based on their audit work. There had been only a couple of small recommendations made. The Committee had also received their report on the Trust's Annual Report and would recommend it to the board for approval. Mr Crowe thanked all staff involved in the preparation of the Annual Report and Account and noted the high standard of work delivered. He noted that Grant Thornton was also to provide a separate Value for Money report that would be issued by September. Initial draft report highlighted issues related relates to financial uncertainty and the issue of the MCP procurement that had not yet been resolved. Grant Thornton was able to report that the Trust was able to demonstrate that the organisation had strict controls in place. Mr Giles merited the team responsible for the preparation of the annual report and accounts and noted the audit opinion given. Those present were content with the assurance provided that the Trust continued to operate effectively with strict controls.
COG 22/77.3	Update from Digital Trust Technology Committee (Verbal) Ms Holland gave a verbal report from the last Committee meeting that had been held and summarised the matters considered: • Business case development work for the transition to public cloud continued with ongoing engagement of the Trust financial team • Budget setting for this financial year has concluded in the last fortnight. Challenging when funding is released at a late hour and the team must respond quickly to deliver within required timeframes. • National requirements on the Minimum Digitisation Foundation (MDF) persist although at this stage central fund-match funding has been withdrawn. • Workforce pressures in Digital Data & Technology (DDaT) persist and recruiting to existing roles continues to be challenging, as rates / terms and conditions are not comparable to the market. Work continued Nationally to address this through a new pay scale on Agenda for Change which is some 22 months away. • Cybersecurity challenges persist and noted three UK hospitals had suffered a cyber-attack. • Dudley Place achieves 100% sign-up to the One Health & Care Record (OHR) West Midlands shared record programmes through work building on the Capgemini engagement. The chair thanked Ms Holland for the update and invited questions. There were none.
COG 22/78.0	Well-Led
COG 22/78.1	Workforce & Staff Engagement Committee (Enclosure 7) Mr Atkins presented the report providing an update from meetings held in April and May 2022. He noted the deep dive activity of the Committee to review output from the national survey and the divisional action plans to address any areas for improvement. He highlighted some positive areas that included the

	survey response rate had seen 13% increase on the previous year with results more representative than previously seen. The Trust would seek out other high performing trusts to share good practice as well as sharing their success stories internally. He noted the increased support for leadership and manager development programmes at the Trust. The Committee would continue to monitor progress on divisional work plans. The May meeting had received a deep dive report from the Clinical Support Services Division and their work to deliver the people plan. Mr Atkins noted that he had visited areas of the Division personally and had been pleased to see the improvements for himself and attributed this to the establishment of a strong leadership team and the work they had been doing with the Dudley Improvement Practice. He noted the significant improvement in their staff and wellbeing score on the national survey. Mandatory training compliance was also being maintained in the department and had seen a decrease in vacancy rates. Mr Tasker commented that he had also seen improvements in the imaging department as part of the quality and safety review work, he had participated in January and again in June and asked what specifically this might be attributed to. Mr Atkins noted that there had been new managers appointed including a new matron and observed that staff felt listened to and that issues raised were addressed in a timely manner. Ms Sexton stated that the Dudley Improvement Practice Team (DIP) had supported the area. She was pleased to see positive outcomes and benefits of more than two years of improvement activity and merited the strong clinical leadership from Dr Liz Rees.
COG 22/78.2	Trust Secretary report (Enclosure 8) Mr Proctor summarised the report given as enclosure eight and highlighted the following items for noting: Council of Governors Elections had concluded on Friday 10th June 2022 in the following Constituencies with the successful candidates returned as follows: Public Elected Governors • Yvonne Peers, Dudley North • Emily O'Rourke, Halesowen Staff Elected Governors • Catherine Lane, Nursing & Midwifery • Dr Atef Michael, Medical & Dental An appointment had also been made as follows: • Sarah-Jane Stevens, University of Wolverhampton The Council of Governors Effectiveness Review 2021/22 survey had concluded, findings would be shared and an action plan developed as needed.
COG 22/78.3	NHS Providers Self Certification (Enclosure 9) Mr Proctor summarised the requirements placed upon the Trust to self-certify against several declarations in respect of its provider licence. The Declarations are required by NHSI/E but did not need to be submitted unless specifically requested by them.

	Mr Proctor invited governors to endorse the final draft version NHS Provider Licence Self-Certification document that had been considered by the Audit Committee on 23rd May 2022, the Board of Directors on 16th June 2022 and circulated on email to the Council of Governors for consultation. The Council Resolved to • endorse the final draft version as set out in the preamble to this minute
COG 22/79.0 pm	Governor matters (Enclosure 10/ Verbal) Several matters had been raised with responses detailed in the given enclosure. Mrs Helen Ashby had submitted the following: • Changing Places' facilities not widely known about by staff in the Trust. In response the Trust's communications team had re-issued Trust-wide communications. You Tube video link to be circulated to the Council of Governors. • She had observed that on a recent Quality & Safety Review, the Trust's own Infection Prevention and Control Policy was not being applied. Mary Sexton confirmed that the Policy was undergoing a review. Action Circulate the You Tube link to video on changing places to the Council of governors Deputy Trust Secretary
COG 22/80.0	For information The Trusts Integrated Performance Report given as enclosure 11.
COG 22/81.0	Any other Business (Verbal) There was none raised.
COG 22/82.0	Reflections on the meeting (Verbal) Those present were content that there had been sufficient time allowed for questions and debate as needed. Governors were supportive of the administration of the meeting and clarity of papers and presentations received.
COG 22/83.0 17.30pm	Close of meeting and forward Council of Governor meeting dates: 2022 The chairman advised that the quarterly meetings of the Full Council for the remainder of 2022 would take place on: 3rd October 2022 and 5th December 2022. The chairman thanked all attending and drew the meeting to a close at 5:30pm.

Dame Yve Buckland, Chair of meeting

Signed..... Dated

Outstanding
To be updated
Complete

Item to be addressed

Item to be updated

Item complete

Council of Governors meeting held 20th June 2022

Item No	Subject	Action	Responsible	Due Date	Comments
COG 22/73.0	Chair & Chief Execs update	Share paper ref proposed chairing and governance arrangements for ICB and provider collaboration	Deputy Trust Secretary	June 2022	Complete
COG 22/73.0	Chair & Chief Execs update	Correspondence to be sent to Jonathan Fellows regarding proposed arrangement for Council of Governors working effectively in the system and invite him to a future meeting of the Council	Chair	June 2022	Complete
COG 22/73.0	Chair & Chief Execs update	Formulate and submit Council of Governor response to the NHSE consultation on the governor addendum	Mr Giles/Trust Secretary	June 2022	Complete
COG 22/74.0	System wide developments	circulate the Kings Fund link on email How does the NHS in England work and how is it changing? The King's Fund (kingsfund.org.uk) to the Council of Governors	Deputy Trust Secretary	June 2022	Complete
COG 22/75.0	Staff Health & Wellbeing	circulate the staff health and wellbeing update presentation to Council members	Deputy Trust Secretary	June 2022	Complete
COG 22/76.1	Engagement & Experience Committee report	Trust's Freedom to Speak Up Guardian present on their service to a future meeting of the full Council of Governors	Deputy Trust Secretary	December 2022	Complete Added to CoG agenda planner
COG 76.3	Quality Account Governor Comment	Governor comment would be finalised outside of the meeting and issued for endorsement ahead of its inclusion in the Quality Account	Jo Wakeman	June 2022	Complete
COG 22/79.0	Governor matters	Circulate the You Tube link to video on changing places to the Council of governors	Deputy Trust Secretary	June 2022	Complete

DRAFT Minutes of the Extraordinary Full Council of Governors meeting
Monday 18th July 2022, 17:15hr held virtually using MS Teams

Present:	Status	Representing
Mr Arthur Brown	Public Elected Governor	Stourbridge
Mrs Emily Butler	Public Elected Governor	Halesowen
Ms Jill Faulkner	Staff Elected Governor	Non Clinical Staff
Dr Syed Gilani	Staff Elected Governor	Allied Health Professionals & Health Care Scientists
Mr Alexander Giles	Public Elected Governor	Stourbridge
Mrs Sandra Harris	Public Elected Governor	Central Dudley
Mr Mike Heaton	Public Elected Governor	Brierley Hill
Mrs Maria Lodge-Smith	Public Elected Governor	Brierley Hill
Miss Chauntelle Madondo	Public Elected Governor	Rest of England
Dr Atef Michael	Staff Elected Governor	Medical and Dental
Mrs Elizabeth Naylor	Public Elected Governor	North Dudley
Mrs Yvonne Peers	Public Elected Governor	North Dudley
Mr Alan Rowbottom	Public Elected Governor	Tipton & Rowley Regis
Mrs Sarah-Jane Stevens	Appointed Governor	University of Wolverhampton
Cllr Alan Taylor	Appointed Governor	Dudley MBC
Mrs Mary Turner	Appointed Governor	Dudley CVS

In Attendance:

Mr Julian Atkins	Non-executive Director Chair of meeting	DG NHS FT
Dr Thuva Amuthalingum	Associate Non-executive Director	DG NHS FT
Mrs Helen Board	Deputy Trust Secretary	DG NHS FT
Professor Gary Crowe	Non-executive Director	DG NHS FT
Mr Alan Duffell	Interim Chief People Officer	DG NHS FT
Dr Julian Hobbs	Medical Director	DG NHS FT
Mr Jonathan Hodgkin	Non-executive Director	DG NHS FT
Professor Liz Hughes	Non-executive Director	DG NHS FT
Mrs Madhuri Mascarenhas	Administration Assistant	DG NHS FT
Mr Andy Proctor	Director of Governance / Board Secretary	DG NHS FT
Mr Vij Randeniya	Non-executive Director	DG NHS FT
Ms Kat Rose	Director of Strategy & Partnerships	DG NHS FT
Mrs Mary Sexton	Chief Nurse	DG NHS FT
Mr Adam Thomas	Chief Information Officer	DG NHS FT
Ms Diane Wake	Chief Executive	DG NHS FT
Mr Lowell Williams	Non-executive Director	DG NHS FT

Apologies:

Mrs Liz Abbiss	Head of Communications	DG NHS FT
Dr Gurjit Bhogal	Associate Non-executive Director	DG NHS FT
Dame Yve Buckland	Chairman	DG NHS FT
Ms Kerry Cope	Staff Elected Governor	Nursing and Midwifery
Ms Catherine Holland	Non-executive Director	DG NHS FT
Mrs Vicky Homer	Public Elected Governor	South Staffordshire & Wyre Forest
Mrs Karen Kelly	Chief Operating Officer	DG NHS FT
Mrs Catherine Lane	Staff Elected Governor	Nursing and Midwifery
Dr Mohit Mandiratta	Appointed Governor	Dudley CCG
Ms Michelle Porter	Staff Elected Governor	Partner Organisations
Ms Louise Smith	Staff Elected Governor	Nursing and Midwifery
Mr Kevin Stringer	Interim Director of Finance	DG NHS FT
Mr Richard Tasker	Public Elected Governor	Central Dudley

ECOG 22/1.0 17:15	Welcome
ECOG 22/1.1	Introductions & Welcome Mr Julian Atkins opened the meeting and noted that owing to the matters to be considered, he would chair the meeting in place of Dame Yve Buckland. The items for decision were the recommendations from the Appointments and Remuneration Committee for endorsement at the full Council of Governors meeting.
ECOG 22/1.2	Apologies Apologies had been received as above.
ECOG 22/1.3	Declarations of interest The chair asked those present to indicate if there were any items to declare in respect of the published agenda. There were none. The chair reminded all governors to ensure they maintained an up to date declaration.
ECOG 22/1.4	Quoracy The meeting was declared quorate.
ECOG 22/1.5	Announcements Mr Atkins advised that the Appointments Committee has earlier agreed to recommend to the full council the following matter for endorsement. It was proposed to temporarily appoint Mr Alex Giles as the acting Lead Governor until such time that the current round of elections, that sought to appoint both a lead governor and a deputy lead governor, had concluded. The outcome of which would be submitted to the October 2022 meeting of the full Council of Governors for endorsement. It was Resolved to • Subject to the preamble to this minute, endorse the temporary appointment of Mr. Alex Giles as the acting Lead Governor. Mr Atkins announced that all governors, both new and existing, were invited to and encouraged to attend the next Governor training & development session that was scheduled for 26th July 2022. The session would be the first in a series as part of the 'review and reset' and would be facilitated by the Trusts organisational Development Team in conjunction with the Dudley Improvement Practice Team.

ECOG 22/2.0	Well-Led
ECOG 22/2.1	Appointments & Remuneration Committee (verbal) Mr Atkins summarised the matters considered at the earlier meeting of the Council of Governors Appointments and Remuneration Committee regarding the proposals for the shared chairing arrangements of the Black Country acute providers. Dame Yve Buckland would reach her end of term of office at The Dudley Group by the end of August 2022 and would remain as chair of the Birmingham and Solihull Integrated Care System. It was suggested that shared chairing arrangements would apply from September 2022. Initially this would apply to The Dudley Group and Sandwell and West Birmingham NHS Trust to provide a strategic approach to cement the collaboration achieved to date. Future options might then include the shared chairing arrangements to extend to the Royal Wolverhampton and Walsall Trust. Mr Atkins summarised the process that had involved governors thus far and noted the various governor meetings held in the last year where organisational structure and governance matters had been considered. More recently, the matter of the proposals for the chairing of the acute trusts within the Black Country had been considered to review the options. Ms Wake noted that governors had taken the opportunity to meet with Sir David Nicholson to ask any pertinent questions and were able to assure themselves of his suitability for the role. Sir David had been able to demonstrate his family ties to the local area and close connectivity to the Trust and the benefits of his experience that he felt he would bring the organisation. Importantly, The Dudley Group would retain its identity at Place and focus on the benefits that would bring for the residents of Dudley. The Appointments and Remuneration Committee had considered at length matters relating to the remuneration of the shared chair role and had agreed in principle that the current range of £48-£55k applicable to a trust the size of Dudley be applied. Any additional remuneration payable to the deputy chair where it was anticipated that their role would be enhanced, would be allocated from this amount and not incur any additional financial burden to the Trust. The Appointments and Remuneration Committee had also explored the proposed time commitments of the shared chair arrangements and were advised that Sir David had in recent years been chair of both the Sandwell NHS Trust and Worcestershire Acute Hospitals NHS Trust allocating two days per week per trust. Sir David Nicholson had indicated to the Board of Directors at Worcester his intention to step down. The two days that became available would be assigned as Dudley days. Mr Atkins invited questions or comments. Mr Giles commented that when the Governors had met with Sir David, he had expressed a strong desire to continue with the integration initiative. There was consensus amongst Governors that he would be the ideal candidate in that regard. It was resolved

	To endorse the recommendation of the Appointments and Remuneration Committee for the appointment of Sir David Nicholson as set out in preamble to this minute.
ECOG 22/3.0	Any other Business (Verbal) There was none raised.
ECOG 22/4.0	Reflections on the meeting (Verbal) There had been technical difficulties to overcome at the start of the meeting and once underway the meeting had been well attended.
ECOG 22/5.0	Close of meeting and forward Council of Governor meeting dates: 2022 Mr Atkins thanked all for attending and advised that the next meeting of the full Council of Governors would take place on 3 rd October 2022 and 5 th December 2022. Mr Atkins drew the meeting to a close at 17:42hr.

Julian Atkins, Chair of meeting

Signed..... Dated

Paper for submission to the Council of Governors on 3 November 2022

Title:	Public Chief Executive's Report
Author:	Diane Wake, Chief Executive
Presenter:	Diane Wake, Chief Executive

Action Required of Committee / Group			
Decision	Approval	Discussion X	Other
Recommendations: The Council is asked to note and comment on the contents of the report.			

Summary of Key Issues:
• Her Majesty Queen Elizabeth II • Operational Performance • Reducing Long Waits • Covid 19 and Changes to PPE (Mask Wearing) • Winter vaccines • New Chairman Starts • Eye Injection First • Staff Survey Shortlisted for HSJ Award • Fraud Culture Survey • Charity Update • Healthcare Heroes • Provider Collaborative • Dudley Partnership Board Options • Patient Feedback • Visits and Events

Impact on the Strategic Goals	
 Deliver right care every time	✓
 Be a brilliant place to work and thrive	✓
 Drive sustainability (financial and environmental)	✓

 Build innovative partnerships in Dudley and beyond	✓
 Improve health and wellbeing	✓

Implications of the Paper:			
Risk	N		Risk Description
	On Risk Register:	N	Risk Score:
Compliance and/or Lead Requirements	CQC	Y	Details: Safe, Effective, Caring, Responsive, Well Led
	NHSE/I	N	Details:
	Other	N	Details:
Report Journey/ Destination (if applicable)	Working / Exec Group	N	Date:
	Committee	N	Date:
	Board of Directors	Y	Date: 22nd September 2022
	Other	N	Date:

CHIEF EXECUTIVE'S REPORT – PUBLIC BOARD – 22nd September 2022

Her Majesty Queen Elizabeth II

On behalf of The Dudley Group NHS Foundation Trust and our Trust board, I would like to express my heartfelt condolences to the Royal Family on the sad passing of Her Majesty Queen Elizabeth II. Her Majesty was a devoted public servant who acknowledged the importance of our work when she awarded the NHS the George Cross earlier this year. I would like to offer my warmest support to His Majesty King Charles III who has ascended to the throne.

Operational Performance

Elective restoration and recovery remains strong; during August, the Trust continued to deliver against the national requirement to ensure zero 104 week+ breaches for patients waiting for routine procedures, placing the Trust joint 1st among the 20 Midlands Trusts. Reducing the 78+ week plus backlog by March 2023 remains the focus of the operational divisions, with progress being made in August; long waits in this category are down 18% on July 2022 placing the Trust 7th of 20 regional acute Trusts. Ensuring a timely service remains a priority and to this end, the Trust delivered the 4th shortest waiting times in the Midlands region last month. Reducing the number of patients waiting 52-78 weeks remains a challenge, with a small rise in such waits in recent weeks. However, progress is being seen at speciality level, particularly within the large volume speciality of General Surgery. Additional capacity is due to come online in September with the opening of 2 new Minor Procedure Room facilities, which will provide additional capacity to meet elective and cancer demand.

Cancer treatment remains a priority for the organisation; the cancer 2 week wait target was achieved for 2 months this summer. Overall, the number of patients over 62 days remain higher than trajectory, however, 5 tumour sites are performing ahead of their improvement plans. Clearance of patients waiting over 104 days to commence treatment remains the priority. UEC remains under considerable pressure.

Reducing Long Waits

We have received regional recognition for our dedicated commitment and focus for reducing the longest waits for our patients in the Black Country. Through the hard work of our clinical and operational teams, our longest waiting patients are either treated or on a pathway to be treated. Post the COVID pandemic, we continue to work collaboratively with colleagues across the system to support our recovery of elective, cancer and diagnostic services.

Covid 19 and Changes to PPE (Mask Wearing)

As the community rate for COVID has come down, staff, patients and visitors do not routinely need to wear facemasks in non-clinical areas of the Trust including corridors and offices. Mask wearing is still required in all clinical areas, including wards and outpatient areas.

All outpatients attending for lung function tests, respiratory clinic and Same Day Emergency Care (SDEC) with respiratory symptoms will be asked to wear a facemask. All other outpatients are not required to wear a facemask unless this is a personal preference.

Masks also remain available at the entrances to the hospital for those who wish to continue using them. We appreciate the easing of mask wearing requirements marks a significant change for both our staff and our patients and we need to continue to support each other during this time.

Infection prevention and control is a priority at the Trust, and all staff and visitors will be expected to continue to maintain good hand hygiene.

Winter Vaccines

Our winter vaccination programme for staff launched on Monday 12th September with our staff COVID booster programme. This will be an opportunity for all staff to keep their patients, friends and loved ones safe during the coming winter and we are encouraging them all to take the opportunity to get their free booster vaccine early. Our staff flu vaccine will be available at the end of September when staff will be able to have one appointment for both vaccinations if they wish too.

New Chairman Starts

Sir David Nicholson joined the Trust as chairman on 1 September 2022. He is also currently chairman of Sandwell and West Birmingham Hospitals NHS Trust, having taken up his position there in May 2021.

Sir David Nicholson's career in NHS management has spanned more than 40 years and included the most senior posts in the service. He was Chief Executive of the NHS for seven years from 2006-2013 and then, following a major national restructure, became the first Chief Executive of the organisation now known as NHS England from 2013-2014.

Since his retirement from the NHS in 2014, he has taken on a number of international roles providing advice and guidance to governments and organisations focused on improving population health and universal healthcare coverage.

He has worked in China, Brazil, the USA, Europe and the Middle East, independently, and in association with the World Health Organisation, and World Bank. Sir David chaired the State Health Services organisation of the Republic of Cyprus and more recently was also the chair of the Metropolitan Group of Hospitals, Nairobi.

Sir David is Chair of the Universal Health Coverage Forum of the World Innovation Summit for Health. Other roles include adjunct Professor of Global Health at the Institute of Global Health Imperial College, Advisor to the British Association of Physicians of Indian Origin and Lancet Commissioner to Global Surgery.

His contribution to healthcare was recognised by the award of the CBE in 2008, and he was knighted by Her Majesty the Queen in 2010. He lives in Worcestershire with his wife and two children.

Our former chairman Dame Yve Buckland left the Trust to focus on her role as chairman of Birmingham and Solihull Integrated Care Board. I would like to thank Yve for the contributions she has made to the Trust during her three and a half years as chairman.

Eye Injection First

Our consultant ophthalmic surgeon Mr Shahzad Shafquat was pleased to announce the launch of a new drug that helps our retina patients maintain vision with around half of them requiring an injection every four months after a loading dose.

The novel Intra Vitreal injection, Faricimab, is the first Anti-VEGF A plus ANG 2 receptor blocker to be approved by NICE.

It is licensed for use in both Wet Age-related Macular Degeneration (ARMD) and Diabetic Macular Oedema. These two conditions account for around 56 per cent of all blindness and partial sighted registrations in the United Kingdom (340,000 total - RNIB, September 2021).

This comes after Mr Shafquat launched Brolucizumab in April 2021 becoming the first NHS hospital in the East and West Midlands region to offer it as an alternative to conventional therapies.

Staff Survey Shortlisted for HSJ Award

We have been shortlisted for a Health Service Journal (HSJ) NHS Communications Initiative of the Year award for their “Engaging staff for a better future: NHS Staff Survey” project in which volunteers queued for members of staff waiting to be served in the restaurant while they completed their staff survey.

The collaborative Trust-wide project was supported closely by our communications team, HR and Learning and Development colleagues. It enabled the Trust staff survey return rate to go from 46 per cent to our highest ever figure of 59 per cent which is fundamental in ensuring we can make Dudley the very best place to work and thrive.

This incredible 13 per cent rise was one of the largest increases across all 217 NHS trusts involved in the survey and compares to an overall average increase of 2 per cent in response rates.

The HSJ Awards will take place on the 17th November 2022.

Fraud Culture Survey

Fraud is estimated to cost the NHS more than £1 billion each year - enough money to pay for over 40,000 staff nurses, or to purchase over 5,000 frontline ambulances. Many will be shocked to learn that some people, fortunately a small minority, seek to gain by targeting taxpayer funds that are meant for patient care – particularly at a time when NHS resources are under significant pressure. To gain a better insight into our staff's tolerance to fraud, and how they feel about how the Trust responds to allegations, we asked them to complete a fraud culture survey. We are encouraging as many staff as possible to complete it.

Charity Update

Superhero Run

The Superhero Fun Run is taking place on Sunday 2nd October. The run starts at 11am and those taking part will be joined by some of the Trust's virtual London marathon runners who will begin their 26.2 miles marathon distance, completing their first 5k at Himley Hall. A local company Collective Fitness will start the day with a warmup session.

We welcome people of all abilities, and anyone is free to either run or walk the event. Tickets are £10 per adult and £5 per child and can be purchased through this link: [5k Superhero Fun Run | Dudley Group NHS Charity \(enthuse.com\)](https://www.enthuse.com/5k-superhero-fun-run-dudley-group-nhs-charity)

London Marathon 2022

Hollie Murphy, deputy matron for surgery, urology and vascular, will be running in person for the Trust charity in London on Sunday 2nd of October 2022. She is aiming to raise £2,000 for the Trust charity.

Our virtual runners are aiming to raise £500 each for the charity. They include medical director Julian Hobbs, community nurse Matthew Welch and therapy lead for musculoskeletal and trauma and orthopaedics lead Louise Brooks. External runners include Connor McManus, founder and head coach from Collective Fitness and Martin Lopez, director of communications, media and marketing from the Windsor Education Trust.

Glitter Ball 2022

Last year the Dudley Group NHS Charity brought together local businesses in a post-COVID celebration and networking event at the Copthorne Hotel in Brierley Hill. The event raised over £10,000 from the sponsorship, table packages, raffle, and auction.

The Glitter Ball is back on 24th November 2022 and businesses from across the Black Country will have the opportunity to hear from some of our staff and network with other like-minded businesses. The event is a great opportunity for them to celebrate Christmas parties this year whilst giving back to our Trust Charity Thank You Appeal.

We are looking for a few last sponsors and companies to take a table at the event. If businesses are interested, please contact Nithee on nithee.kotecha@nhs.net

Healthcare Heroes

Individual Award – June



Simon Gregory was June's individual Healthcare Hero. He has made a great impact on theatres. Since becoming matron, staff morale has gone up. His teamwork and leadership skills are amazing, and he always makes an effort to understand and appreciate the workload of everyone who works in theatres. Simon is a fantastic example of a great manager and an exemplary leader and has made such a positive change to the culture in the department. Simon takes the time to listen to his staff, has an open-door policy and is

very approachable. No problem is too small, he treats everyone fairly and takes on board the needs of the staff to make the department a nicer place to work.

Provider Collaboration – Strengthening Collaboration Across the Black Country

Black Country Provider Board's have been asked to receive, note and acknowledge some key strategic work undertaken by the Provider Collaborative on strengthening partnership working across the system. Please see attached at Appendix 1.

Dudley Partnership Board Options

At its July meeting, the Dudley Partnership Board received a copy of the partnership paper for organisation boards, and we are asked to note the contents and endorse the recommendations of the partnership board.

Patient Feedback

B4 - The day-to-day care from nursing and other staff was excellent. The treatment I received was also excellent.

B6 - Staff were very caring and understanding of my mom's dementia. Her dignity was always maintained and staff always kept us well informed. So grateful for all they have done for us and mom.

C4 Oncology- Prompt and courteous service provided by all staff. Lovely surroundings in Georgina Ward. I felt fully informed of all my ongoing treatment and had no concerns about asking questions.

Day Case Unit - All the staff from reception, CSWs, nurses, Drs etc were very friendly and attentive. They made me very comfortable and at ease. I could not have wished for it to go any better! Thank you to you all.

FAA (Frailty Assessment Area)- my grandfather received excellent care on FAA staff were friendly and attentive to his needs and were able to stabilise him during his angina attack, not only supporting him but supporting his family also we cannot thank you all enough for supporting his individual needs and for updating us regularly on his care plan.

General Community: I was seen on time and made to feel very welcome, the treatment I received was conducted in a very professional and friendly manner and would like to thank everyone involved.

GI Unit- An excellent experience, everyone was very kind and friendly. The whole procedure was explained very well. The procedure was painless, and it was very informative to be able to watch the whole procedure on screen which was interpreted for me in a way I could understand. I was given great advice on how to deal with my condition and treated with great respect and dignity throughout. Many thanks.

GUM Clinic: All staff were great as and they provided a private space to wait every time without any indication that it was a problem. Nurses were excellent at taking bloods with tricky veins and they were patient and caring.

Neonatal- Everyone that cared for my daughter has been amazing. They were all very friendly and gave the best care that they could. It was very appreciated. Thank you all :)

Orthopaedics (nurse)- I felt that the clinician really cared about the effects of the operation on me. She was really interested in how I felt about the whole procedure. I was able to reassure her that everything was positive, including the fact that it had certainly improved my quality of life.

Visits and Events

19th July 2022	King's Fund- Building Collaborative Leadership across Health and Care Organisation
21st July 2022	Board of Directors
21st July 2022	Committed to Excellence Awards
27th July 2022	Trust Management Group
4th August 2022	Black Country Provider Collaborative- Executive Meeting – Chaired Meeting
5th August 2022	Live Chat
10th August 2022	Black Country Provider Collaborative Clinical Leads Meeting – Chaired Meeting
19th August 2022	Live Chat
24th August 2022	Healthcare Heroes Presentation
25th August 2022	Board Visit Pensnett- FMC, Centafile, PNC, and AAA
26th August 2022	Healthcare Heroes
5th September 2022	Integrated Care Board Development Session, Molineux Stadium
6th September 2022	Black Country Provider Collaborative Board – Chaired by Sir David Nicholson
6th September 2022	The Dudley Group NHS Foundation Trust: GIRFT Critical Care Deep Dive
9th September 2022	Colorectal Away Day
13th September 2022	West Midlands Imaging Network Board Away Day, Hagley Gold Club – Deputy Chair
14th September 2022	Black Country Quarterly System Review Meeting
21st September 2022	High Reliability Actions Board Workshop

Paper for submission to the Council of Governors on 03 November 2022

Title:	Update from the Experience & Engagement Committee
Author:	Helen Board, Board Secretary Richard Tasker, Committee Chair (August 2022)
Presenter:	Alex Giles, Public Elected Governor, Committee Deputy Chair

Action Required of Committee / Group			
Decision	Approval Y	Discussion Y	Other
Recommendations: The Council is asked to note the contents of the report and in particular any items referred to the Council for decision or action as follows: - Endorse the Experience & Engagement Committee Terms of Reference given in appendix 1 - Endorse the Governor committee members ship scheduled given in appendix 2			

Summary of Key Issues:
Summary report from the Experience & Engagement Committee that met on 23 August 2022 highlighting: Concerns in respect of Foundation Trust public membership numbers that could potentially dip below the 13,000 required as per the conditions of license. Positive assurance relating to resetting of the committee focus to establish task and finish groups, and option to request deep dive topics to be presented to the Committee. Governor training and development continues to develop and be provided internally and externally to new and existing governors and is well received. Governor feedback used to develop sessions e.g. holding to account, Governors 'out there'. The Terms of Reference have been subject to a scheduled annual review with no changes proposed.

Impact on the Strategic Goals	
 Deliver right care every time	
 Be a brilliant place to work and thrive	
 Drive sustainability (financial and environmental)	
 Build innovative partnerships in Dudley and beyond	Y



Improve health and wellbeing

Implications of the Paper:

Risk	N		Risk Description:
	On Risk Register:	N	Risk Score:
Compliance and/or Lead Requirements	CQC	N	Details:
	NHSE/I	N	Details:
	Other	N	Details:

Report Journey/ Destination (if applicable)	Working / Exec Group	N	Date:
	Committee	Y	Date: 23/08/22
	Board of Directors	N	Date:
	Council of Governors	Y	Date: 03/11/22

CHAIR LOG

Upward Report from the Experience & Engagement Committee

Date Committee last met: 23 August 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE - Whilst the Trust remains compliant with its terms of licence in respect of its public membership and is represented by constituency, age, and gender, the current public membership figure of 13,242 is close to the required membership of 13,000 - Governor involvement in activities in their own communities has been significantly affected by the pandemic and all governors encouraged to participate in at least one governor activity initiated by them or the Trust from July to September 2022	ACTIONS COMMISSIONED/WORK UNDERWAY - Task and Finish Group to be established to review the governor and membership engagement plan and develop programme of engagement and recruitment activity for the coming financial year - Foundation Trust membership Population profile breakdown to be submitted to the next meeting - Survey to be launched to establish governor availability, meeting preferences and areas of specific interest
POSITIVE ASSURANCES TO PROVIDE - Governor attendance at Committees of Board continued and provided opportunities for governors to draw assurance from the work undertaken and noted the proactive nature of committee business - Governor fundraising campaign options revisited by the committee to consider as part of the governor engagement activities T&F Group - Governor training and development continues to be provided internally and externally to new and existing governors and is well received. Governor feedback used to develop sessions e.g. holding to account, Governors 'out there'. - Future focus of the committee discussed at length to determine us of 'Task & Finish' groups, deep dive topics and Quality Strategy governor involvement	DECISIONS MADE - Governor Membership of Committees was reviewed and endorsed for submission for approval at the next full Council meeting - The annual review of the Committee Terms of Reference had concluded and were endorsed. - Agreed to have four main meetings a year which would be face-to-face
Chair's comments on the effectiveness of the meeting: Good attendance and positive discussions, Papers received in a timely manner with good and clear information.	

Appendix 1

COUNCIL OF GOVERNORS EXPERIENCE AND ENGAGEMENT COMMITTEE TERMS OF REFERENCE

1. Constitution

The Council of Governors will establish appropriate Committees to assist in the discharge of its responsibilities.

- 1.1 Each Committee shall have such power and be subject to such conditions (as to reporting back to the Council), as the Council shall decide and shall be in accordance with the Regulatory Framework and any guidance issued by the Independent Regulator. Such Terms of Reference shall have effect as if incorporated into the Standing Orders.
- 1.2 The Council shall approve the appointments to each of the Committees which it has formally constituted.

2. Membership

- 2.1 The Committee will comprise a minimum of eight governors.
- 2.2 The Council of Governors will be the body charged with recommending membership for each committee of the Council. The Council must approve the appointments to each of the committees which it has formally constituted.
- 2.3 The Chair will be elected by the Governors on the Committee.
- 2.4 A Vice/deputy Chair will be nominated by members of the Committee.

3. Attendance

- 3.1 At least one non-executive director linked to the Quality & Safety Committee of Board
- 3.2 Director with Lead responsibility for governor development.
- 3.3 All other members of the Council of Governors and Board of Directors shall be entitled to attend and receive papers to be considered by the Committee.
- 3.4 Other managers/staff may be invited to attend meetings depending upon issues under discussion. The Committee has the power to co-opt, or to request to attend, any member of Trust staff, as necessary and to commission input from external advisors as agreed by the Chair of the Committee.
- 3.5 The Trust Secretary will ensure that an efficient secretariat service is provided to the Committee.
- 3.6 Non-executive directors and executive directors will be nominated to attend Council of Governors Committees by the chairman and chief executive respectively. These Board members will be present to advise upon and support the work of the Committee and to provide information about Trust Board considerations, processes and decisions. The presence of Board members will not be for the purpose of justifying decisions of the Trust Board.

4. Quorum

- 4.1 A quorum will consist of four Governor Members of the Committee.

5. Frequency of meetings

5.1 Committee meetings shall be held at such times and places as the Council of Governors may determine and there shall be not less than two or more than six formal meetings in any year except in exceptional circumstances.

5.2 It is expected that members attend at least half of the meetings in the year.

6. Role and Responsibilities of the Committee

6.1 To discharge any action required of it from the Council of Governors.

6.2 The Council may not delegate any decision-making or executive powers to any committee or sub-committee. Any recommendations received from the Committee will be considered by the Council of Governors and ratified, or not, by those present.

7. Specific duties of the Experience and Engagement Committee will be:

7.1 To support and guide the Council of Governors in representing the interests of Trust members and the public, identifying opportunities for engagement and involvement. Noting that 'the public' is wider than patients and the public local to the trust or from governors' own electorates: this includes the whole population of the Integrated Care System.

7.2 To oversee and monitor the development and delivery of the Governor and Members Engagement Plan action plan.

7.3 To undertake engagement activity to assess the experience of the Trust's patients, families and their carers and members of the wider community served by the Trust.

7.4 To review governor membership of the Experience and Engagement and Remuneration and Appointments Committee and to make recommendations to the Council of Governors as to the composition of these committees.

7.5 To monitor the Foundation Trust membership level and representation and identify actions required to maintain and support this.

7.6 To ensure that the Council effectively share key points of the Trust strategy with the wider Council members and the members of the wider community served by the Trust.

7.7 To support Council members to both participate in, and provide feedback to, the committee following involvement in Trust led activities including quality audits, attendance at committees of board and other Trust led initiatives that may occur from time to time.

7.8 To develop and support governors to undertake Trust charitable/fundraising activities.

7.9 To review Governor training and development provision on an annual basis.

7.10 To support governor collaboration between organisations to form a rounded view of the interest of the 'public at large'. This is reflective of system wide working arrangements aimed at the delivery of better joined up care.

8. Reporting

8.1 The Committee will receive reports from the Trust as required to enable the members to fulfil the duties described above.

8.2 The Chair of the Committee will regularly submit a report on the work of the Committee to the Council of Governors.

9. Review

- 9.1 The Terms of Reference of the Council of Governors committees shall be reviewed at least annually or as part of any application to amend the Constitution of the Trust.

Appendix 2 Governor Committee Membership Schedule July 2022

Remuneration & Appointments Committee Quoracy = 4 governors and Trust chairman	Experience & Engagement Committee Committee membership will comprise a minimum of eight governors. Invitation sent to All Council members to attend Quoracy = 4 governor members of the committee
Governors Jill Faulkner, Staff Governor Dr Syed Gilani, Staff Governor Alex Giles, Public Governor (Lead Governor) Dr Atef Michael, Staff Governor Maria Lodge-Smith, Public Governor Yvonne Peers, Public Governor Alan Rowbottom, Public Governor Cllr. Alan Taylor, Appointed Governor	Governors Jill Faulkner, Staff Governor Alex Giles, Public Governor (Deputy Chair) Mike Heaton, Public Governor Maria Lodge-Smith, Public Governor Dr Mohit Mandiratta, Appointed Governor Yvonne Peers, Public Governor Alan Rowbottom, Public Governor Vacant (Chair) Mrs Mary Turner, Appointed Governor
Trust members Trust Chairman (Committee Chair) Helen Board, Board Secretary Catherine Holland, Senior Independent non-executive director (to chair Committee as required)	Executive director Mary Sexton, Chief Nurse Non-executive director Catherine Holland Prof. Liz Hughes Trust staff Helen Board, Board Secretary
Admin support Helen Board	Admin support Madhuri Mascarenhas

Paper for Submission to the Council of Governors on the 3rd November 2022

Title:	Quality and Safety Committee 26 th July and 23 rd August 2022		
Author:	Amanda Last – Deputy Director of Governance		
Presenter:	Liz Hughes – Non-executive Director, Committee Chair		
Action Required of Committee / Group			
Decision	Approval	Discussion	Y Other
Recommendations:			
The Council is asked to note the assurances provided by the Committee, the matters for escalation and the decisions made by the Committee.			
Summary of Key Issues:			
The key issues are identified in a summarised format in the attached report highlighting matters of concern, assurances received, projects commissioned and decisions made.			
Impact on the Strategic Goals			
	Deliver right care every time	YES	
	Be a brilliant place to work and thrive	YES	
	Drive sustainability (financial and environmental)		
	Build innovative partnerships in Dudley and beyond	YES	
	Improve health and wellbeing	YES	
Implications of the Paper:			
Risk	On Risk Register: Y	Risk Description: Numerous as indicated below Risk Score: Numerous across the BAF, CRR and divisional risk registers	
Compliance and/or Lead Requirements	CQC	Y	Details: All Domains
	NHSE	Y	Details: Governance Framework
	Other	N	Details:
Report Journey/ Destination (if applicable)	Working / Exec Group	N	Date:
	Committee	Y	Date: 26/08/22 & 23/08/22 Quality and Safety Committee
	Board of Directors	Y	Date: 22/09/22
	Other	N	Date:

UPWARD REPORT FROM QUALITY AND SAFETY COMMITTEE
July and August 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE The Committee noted the ongoing lack of compliance with meeting the internal 30 day response time for complaints and requested a trajectory for improvement be brought to the September Committee meeting. The Committee noted that the delay in complaint response times has been added to the risk register.	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY • none
POSITIVE ASSURANCES TO PROVIDE Positive assurance was received with respect to the progress made with closing serious incident action plans. The Committee acknowledged there was further improvement work to do but were assured by the plans in place to strengthen the process. Positive assurance was received regarding the Medical Division's progress made with mandatory training compliance, complaint responses and procedural document reviews. In addition, the positive impact of the RADAR (Recognise Acute Deterioration, Action & ReSPECT) programme on the quality of care delivered was highlighted and the Committee were assured by the plans for further roll out. The Committee were informed of a peer review that took place in the Emergency Department (ED) which was led by the Black Country Integrated Care System. A key focus for the review team was patient flow across the system. ED received positive feedback regarding escalation processes, ongoing improvement work and noted a motivated and competent workforce. Positive discussion regarding actions to improve patient flow and collaboration work were noted. The Trust are particularly highly performing in the use of antibiotics and antimicrobial stewardship compared to peer organisations Positive assurances were received around the IPC Board Assurance Framework	DECISIONS MADE The Committee approved the Neonatal Annual Report commending the service delivered and the good practice showcased however noted the workforce challenges particularly regarding Allied Health Professional roles. The Paediatric Annual Report was approved. The Committee acknowledged good examples of innovation and transformation; for example the development of the virtual ward and the youth forum. The Incident Management Annual Report was approved noting good levels of assurance. The Committee noted the work planned to implement the new Patient Safety Incident Response Framework. The Terms of Reference for the End of Life Working Group were approved with one minor amendment requested. The Committee approved the Infection Prevention and Control, Medicines Management, Health and Safety, and the Patient Experience and Complaints Annual Reports, noting the good work carried out by all teams. The Terms of Reference for several reporting groups were approved The new Board Assurance Framework was received and the risk agreed as moderate.

Paper for submission to the Council of Governors on 3 November 2022

Title:	Update from the Finance and Performance Committee
Author:	Lowell Williams, Finance and Performance Committee Chair
Presenter:	Lowell Williams, Finance and Performance Committee Chair

Action Required of Committee / Group			
Decision	Approval	Discussion Y	Other
Recommendations: The Council is asked to note the contents of the report and in particular the items referred to the Board for decision or action.			

Summary of Key Issues:
Summary report from the Finance and Performance Committee meetings held in June, July and August 2022 highlighting the areas of concern, assurances to note, decisions made and any work/projects commissioned.

Impact on the Strategic Goals	
 Deliver right care every time	
 Be a brilliant place to work and thrive	
 Drive sustainability (financial and environmental)	Y
 Build innovative partnerships in Dudley and beyond	
 Improve health and wellbeing	

Implications of the Paper:

Risk	N		Risk Description:	
	On Risk Register:	N	Risk Score:	
Compliance and/or Lead Requirements	CQC		N	Details:
	NHSE/I		N	Details:
	Other		N	Details:

Report Journey/ Destination	Working / Exec Group		N	Date:
	Committee		N	Date:
	Board of Directors		Y	Date: various dates
	Council of Governors		Y	Date: 03/11/2022

EXCEPTION REPORT FROM FINANCE AND PERFORMANCE COMMITTEE CHAIR

Meeting held on: 6 June 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE • Flow and bed blocking rainbow unit • ED and AMU staff CBRN training levels low • Nurse staffing levels were not achieved Oct 21 – March 22 • Nurse sickness levels above average • Financial plan not finalised and potential need for increased CIP • CIP level very high over 5% required • Productivity low, but some plans in place for activity improvement • Activity levels below mandated levels • PFI inflation likely to increase in 2023/24	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY • ED/AMU CBRN training • Black Country comparison in IPR • Financial plan to be presented to Board prior to System resubmission
POSITIVE ASSURANCES TO PROVIDE • Good patient responses in Rainbow Unit • EPRR annual report gave good assurance • Forward assurance Feb 23 full complement of nursing staff • Recovery performance good assurance • Collaborative operational system working on pressure points • Improve PFI contract performance cleaning and estates • Ahead of internal activity plan for elective surgery	DECISIONS MADE • Business case policy • Vaccination programme contract extension recommended to Board for approval • EPRR annual report
Chair's comments on the effectiveness of the meeting: Good time keeping. Good business and questioning to tease out answers and good summary. Business conducted very well. Thanks to all staff from Committee as financial position and operational pressures are very challenging.	

Meeting held on: 27 June 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE • £30m, or 6%, cost improvement target is unrealistic. Even a £24.5M CIP will be a significant challenge whilst maintaining quality and safety. The ICS is being pressed to ensure that CIP challenges are distributed fairly across providers • The vast majority of CIP delivery will be in the second half of the year, increasing the risk of under delivery • Year end cash forecast consistent with CIP of £24.5m is £6.8m. Failure to deliver CIP could jeopardise this	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY • Cash management actions to be prepared in case required later in the year • Consequences of failure to achieve CIP of £24.5m to be included in CIP reporting
POSITIVE ASSURANCES TO PROVIDE • Good progress against Cancer two week wait targets with performance at 92.5% in May versus target of 93% • Other key metrics stable and below nationally set targets, but performance benchmarks well against regional peers and the Trust is being called on to provide support to others • Divisions committed to delivering CIP plans consistent with overall delivery of £24.5m • Strengthened governance around Financial Improvement Group to ensure delivery of CIP	DECISIONS MADE
Chair's comments on the effectiveness of the meeting: Meeting focused largely on scale of CIP challenge. Detailed deep dive into performance and initiatives in Medicine and Integrated Care Division	

Meeting held on: 19 July 2022 (extra-ordinary meeting)

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE • None	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY • None
POSITIVE ASSURANCES TO PROVIDE • None	DECISIONS MADE • Recommend Board of Directors approve the Frontline Digitalisation Funding Bid
Chair's comments on the effectiveness of the meeting: The Committee thanked Mr Thomas and Mr Price for the pre-meeting held and additional briefing circulated to support the bid.	

EXCEPTION REPORT FROM FINANCE AND PERFORMANCE COMMITTEE CHAIR

Meeting held on: 25 July 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE - Deficit in June of £2.6m taking cumulative deficit to £6.3m, which is £1.4m worse than breakeven plan. Covid costs to date of £1.3m - Pay costs remain over budget. Bank costs particularly high, agency costs down slightly - Crude year end forecast is for a deficit of between £20m and £23m if mitigations do not come to fruition. On this basis the Trust will face a cash challenge before the end of the year - The funding mechanism for the Vaccination Workforce Bureau is changing in September which presents further financial risk	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY - Refined year end I&E forecast taking account of CIP and recovery plans to be developed for next F&P - Single, consistent, financial report including I&E, cash and CIP and highlighting those areas where the Committee needs to focus to be presented to future F&P meetings - Kevin Stringer commissioned by system to draft escalation processes – comments and input welcome - Progress against delivery of Green Plan to be included in Corporate Risk Register
POSITIVE ASSURANCES TO PROVIDE - Positive performance on medical staffing spend – only 2.5% adrift from the breakeven plan – and trend of declining agency spend - Achieved cancer two week wait target in May and 31 and 62 day performance is stable - Excellent performance around restoration and recovery compared to Midlands peers	DECISIONS MADE - Agreed to maintain corporate risk COR1758 (Hospital Discharge) at 15 rather than reduce to 12 as proposed - Approved systems and processes used in the production of the National Cost Collection
Chair's comments on the effectiveness of the meeting: Efficient meeting with effective challenge around key financial risk areas. From August the Committee will be chaired by Lowell Williams	

EXCEPTION REPORT FROM FINANCE AND PERFORMANCE COMMITTEE CHAIR

Meeting held on: 22 August 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE • Underperformance against elective recovery fund targets (although no claw back anticipated in H1 of 22/23). • CIPs shortfall against target anticipated at £11.5m. • Inevitable overspend by year end predicted at £15.3m reducing cash position to £3.5m at year end. • Emerging evidence of system overspend - £27.2m year to date. • Overspends in medical and surgery, in part due to COVID legacy issues. • Weakness of digital infrastructure not being addressed at pace due to restricted capital and revenue funds in system. • Achieving emergency access standard is a continued challenge impacted adversely by flow thorough hospital. • Potential new financial risk if Black Country Workforce Bureau/Hub is not transferred to another provider or remodelled with the support of the ICS. • Potential claim of up to £627k (unbudgeted) for holiday pay not correctly identified on pay slips for locum doctors. • Inflationary pressure on PFI contract for next financial year and significant energies required by Trust staff to ensure contract operates effectively.	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY • Include return on investment analysis into procurement report. • Ensure update actions are reported to Committee secretariat before meeting, to be included on action sheet issued with agenda and papers.
POSITIVE ASSURANCES TO PROVIDE • Whilst below target significant CIP projects of £13m are underway with 65% of savings forecast as recurrent. • Recognition of opportunities for further productivity of existing services. • On-going positive refinement of the board assurance framework. • Strong performance against cancer two week wait target, improvement in emergency department tirage, diagnostics, and referral to treatment performance.	DECISIONS MADE • Recommended to Board approval of 4-year contract to the stated supplier • Recommended to Board approval of Cloud Transition Year 2 business case. • Recommended to Board reporting of anticipated £15.3m year end overspend and escalation of this position to system.

- | | |
|---|--|
| <ul style="list-style-type: none">• On target to substantively achieve enhanced 52-week treatment target (March 2023) except for surgery and ear, nose and throat.• Positive performance by clinical support services in areas including imagery, breast screening and pharmacy.• Ambitious plans for development of community diagnostic centres.• Excellent outcome of Human Tissue authority assessment.• Trust's procurement practices benchmark well against national comparators. | |
| <p>Chair's comments on the effectiveness of the meeting:
Revised approach to presentation of the forecast financial outturn and the impact of CIPs improved accessibility of information. Concise and well-presented deep dive into Clinical Services enhanced the meeting. Shortage of NEDs compromised the quoracy of the meeting at later stages requiring items for approval to be taken earlier and the agenda to be re-ordered. Some frank and useful discussion.</p> | |

Paper for submission to the Council of Governors on 3 November 2022

Title:	Update from the Audit Committee
Author:	Gary Crowe, Audit Committee Chair
Presenter:	Gary Crowe, Audit Committee Chair

Action Required of Committee / Group			
Decision	Approval	Discussion Y	Other
Recommendations: The Council is asked to note the contents of the reports from the Audit Committee meetings held in May, June and September 2022 and in particular the items referred to the Board for decision or action.			

Summary of Key Issues:

To receive the summary report from the Audit Committee meeting held 23 May 2022 that had previously been given as a verbal update to the June 2022 meeting of the Full Council.

To receive the chairs summary reports from meetings of the Audit Committee held 15 June and 12 September 2022.

Impact on the Strategic Goals	
 Deliver right care every time	
 Be a brilliant place to work and thrive	
 Drive sustainability (financial and environmental)	Y
 Build innovative partnerships in Dudley and beyond	
 Improve health and wellbeing	

Implications of the Paper:

Risk	N		Risk Description:	
	On Risk Register:	N	Risk Score:	
Compliance and/or Lead Requirements	CQC		Y	Details: Well Led
	NHSE		N	Details:
	Other		N	Details:
Report Journey/ Destination	Working / Exec Group		N	Date:
	Audit Committee		Y	Date: May, June & September 2022
	Board of Directors		Y	Date: Various
	Council of Governors		Y	Date: 03/09/2022

EXCEPTION REPORT FROM AUDIT COMMITTEE CHAIR

Meeting held on: 23 May 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE - Information Governance mandatory training compliance currently below required 95% - Overall losses for the year were higher than previous year due to two high overseas visitor debt written off	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY Board Assurance Framework development continues at pace
POSITIVE ASSURANCES TO PROVIDE - Clinical effectiveness audits are making good progress and trajectory in place to complete the 2020/21 carried over audits - Excellent progress had been made on implementation of consultant job plans and reconciliation between pay and Allocate - Strong Head of Internal Audit Opinion received for the year and good progress on recent Internal Audit reviews - Implementation on maternity progress governance to be tracked - Local Counter Fraud Specialist Annual Report 2021/22 confirmed satisfactory fraud arrangements are in place - Grant Thornton financial statements audit progressing well. A comprehensive savings plan for Value for Money review will need to be in place and be robust - Good progress made in writing the Trust Annual Report 2021/22 - Good level of compliance against the declaration of gifts, hospitality and interest policy	DECISIONS MADE - Conduct policy was ratified subject to minor amendment - NHS Provider License self-certification recommended to the Council of Governors for endorsement
Chair's comments on the effectiveness of the meeting: Good updates provided which gave assurance of good progress being made.	

EXCEPTION REPORT FROM AUDIT COMMITTEE CHAIR

Meeting held on: 15 June 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE • None	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY • None
POSITIVE ASSURANCES TO PROVIDE • Grant Thornton anticipate issuing an Unmodified audit opinion of the Trust financial statements 2021/22 • Trust Financial statements prepared in accordance with relevant accounts standards and manuals • Trust Annual Report 2021/22 and Annual Governance Statement noted as good quality by Grant Thornton	DECISIONS MADE • Letter of Representation recommended to Board of Directors for approval • Trust Annual Accounts 2021/22 recommended to Board of Directors for approval • Trust Annual Report 2021/22 (including Annual Governance Statement) recommended to Board of Directors for approval • Audit Committee Annual Report 2021/22 recommended to Board of Directors for approval
• Chair's comments on the effectiveness of the meeting: Financial working papers of excellent quality and Committee thanked the Finance team for all their hard work. Thanks were also given to Grant Thornton for the professional relationship with Trust finance staff during the audit.	

EXCEPTION REPORT FROM AUDIT COMMITTEE CHAIR

Meeting held on: 12 September 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE • Matters of significance arising from the Auditor Annual report relating to Financial sustainability for 2022/2023 and re-raised the issue of Dudley Integrated Health and Care Trust as a matter that needs early resolution. • Progress to higher level of HIMMS AMAM (data maturity) requires significant work requiring significant investment	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY • Internal audit to review Trusts financial sustainability assessment undertaken in line with HFMA checklist Improving NHS Financial Sustainability. Report on finding to be submitted to December meeting of Audit Committee
POSITIVE ASSURANCES TO PROVIDE • New style of Clinical Effectiveness Report commended. Clinical effectiveness audits continue to make good progress. Noted assurance around trajectory to recover backlog of SJR's. • Grant Thornton presented their Annual report on The Dudley Group noting good financial management noting the 2022/23 challenge due to a change in the funding regime. The Trust had robust governance arrangements in place and that appropriate performance management arrangements are used caveated with a comment that the Trust, like most other trusts, was not yet meeting the national performance standards. • Caldicott & Information Governance Group highlight report noted Information Governance mandatory training has reached > 95% compliance across all areas of the Trust. Noted exemplary achievement of Data Security and Protection Toolkit • Board Assurance Framework refinement phase progressing supported by executive leads to embed as dynamic tool • Implementation of internal audit recommendations developed and monitored closely by the Audit Committee • Local Counter Fraud Specialist update noted with finalisation of practical exercises due for reporting to the next meeting.	DECISIONS MADE • The Trust's Standing Financial Instructions and Scheme of Delegations had been reviewed and were recommended for submission to the Board of Directors for approval. • The Committee received and approved the Grant Thornton external auditors report on The Dudley Group NHS Foundation Trust. Grant Thornton to issue letter of closure of audit and issue Independent auditor's report to the Council of Governors for inclusion in the final version of the Annual Report 2021/2022
Chair's comments on the effectiveness of the meeting: Meeting held in hybrid format with a face to face meeting convened at the Russells Hall site and a number of colleagues joining via MS Teams and. Support for online or virtual as a format for future meetings. The meeting ran to time with effective debate and challenge.	

Paper for submission to the Council of Governors on 3rd November 2022

Title:	Digital Trust Technology Committee Report – Public
Author:	Catherine Holland Digital Trust Technology Committee Chair
Presenter:	Catherine Holland Digital Trust Technology Committee Chair

Action Required of Committee / Group			
Decision	Approval	Discussion	Other Y
Recommendations: The Council is asked to receive the report and note the matters raised, assurance received, concerns flagged, projects commissioned and decisions made. Reports are from meetings held in July and September 2022			

Summary of Key Issues:
• The strategic outline for the 3 Year Digital Plan was approved in principle, so that the full business case can be developed with centrally funded contract expertise. • It is recommended that the Digital Portfolio – Backlog Deep Dive work is presented to the Board • Partial assurance of Maternity Service data quality for Clinical Negligence Scheme for Trusts (CNST) submission was noted, four items for service improvement in record keeping are being developed with the department.

Impact on the Strategic Goals	
<i>(indicate which of the Trust's strategic goals are impacted by this report)</i>	
 Deliver right care every time	Y
 Be a brilliant place to work and thrive	Y
 Drive sustainability (financial and environmental)	Y
 Build innovative partnerships in Dudley and beyond	Y
 Improve health and wellbeing	

Implications of the Paper:			
Risk		Y	Risk Description: BAF 8: <i>IF DGFT does not establish, invest and sustain, the resources, infrastructures, applications and end-user devices for digital innovation THEN the Trust's operational performance and strategic objectives will not be delivered or risk major disruption in the event of a cyber-attack.</i> COR1540 - <i>Failure of the IT Infrastructure (compute, storage & backups) would impact on patient safety and performance.</i> COR1083 <i>Risk of a Cyber Security incident causing widespread impact on Trust operational capability</i> COR1865 <i>Geopolitical instability, leads to economic uncertainty, effecting supply chain resilience which leads to inflationary rises, presenting a risk of increasing costs to the Trust and our workforce</i>
	On Risk Register:	Y	Risk Score: COR1540 (20), COR1083 (20) COR1865 (20). BAF 8 (20) inherent risk (25)
Compliance and/or Lead Requirements	CQC	Y	Details: Well Led
	NHSE/I	N	Details:
	Other	Y	Details: DCB0160 and DCB0129 clinical risk management standards (HSCA statue 250)
Report Journey/ Destination	Working / Exec Group	N	Date:
	Committee	N	Date:
	Board of Directors	Y	Date: 22 nd September 2022
	Other	N	Date:

UPWARD REPORT FROM DIGITAL TRUST TECHNOLOGY COMMITTEE

Date Committee last met: 7th September 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE Gaps in recording four discrete items within the clinical record is impacting the Maternity Clinical Negligence Scheme for Trusts (CNST) submission data quality. This has been shared with the department. Clear operational plans are being developed to improve record keeping compliance to resolve this. An update will be provided to the next committee.	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY - Work to pilot a Same Sign solution to harmonise computer log-on passwords with NHSMail passwords is underway. This will allow self-service password reset via the NHSMail portal initially and eventually lead to a secure single password access to all systems. This work is part of a wider project to better support the workforce in the black country provider collaborative. Following the pilot, Same Sign On will be rolled out Trust wide to simply log-in management and support the reduction in number of calls to the IT Service Desk, so that this team can deal with higher priority calls. A template for this work will be shared with provider partners. - BAF risks under continued review along with the significant risks which filter into the BAF to articulate the digital and technology risks. BAF will be reviewed at next committee
POSITIVE ASSURANCES TO PROVIDE - Positive assurance provided by the ongoing CareCERT management process - The Data Quality Maturity Index scoring remains higher than national average across all individual datasets	DECISIONS MADE Agreed in principle to approve the strategic outline case for a 3-year digital plan, that will be developed into a full business case through centrally funded resources.
Chair's comments on the effectiveness of the meeting: A good meeting, kept to time. Agenda timings gave the opportunity for good discussion.	

UPWARD REPORT FROM DIGITAL COMMITTEE

Date Committee last met: 6th July 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE - The committee chair highlights that the board will soon arrive at a critical decision point for the ongoing transition to cloud that will be laid out in the phase 2 final business case. Finance attendee highlighted this case is the most complicated planning exercises the Trust has ever undertaken. Concern is raised of the risk associated with fitting a project to the outline cost forecast vs. funding long-term strategic solutions. The Chair urged board members to visit the Data Centre to better understand the corporate risk. The emotional impact on the technical workforce was noted. - The Board Assurance Framework (BAF) needs to be reviewed in line with escalating corporate risks to explore a more open risk appetite for digital innovation. - A deep dive of the current digital portfolio was received. With current levels of resource capacity it will take 6.25 years to deliver if no new requests are made. A workforce plan for capacity & skills change was prepared in accordance with BAF 10 agreed mitigations – but has been suspended due to the current financial position. As such delivery risks remain un-controlled. It was noted that department leads are not validating priority requests, only 4% of priorities have been validated by their named lead.	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY - Review and escalate BAF and corporate risks - As part of the Cloud Transition Project, Executive staff have been encouraged to visit the FMC to have a better understand of the work involved, the risks, and meeting staff that are constantly working under pressure to ensure the smooth running of the hospital with aging and unsupported infrastructure - Comms will be going out to inform all staff that they are expected to carry out self-service for password reset to free up the service desk capacity for other work.
POSITIVE ASSURANCES TO PROVIDE - Partial assurance for Admit via issue. There is an ongoing investigation, the supplier Altera (Allscripts) are required to change their software to resolve it. Trust technical and process controls are in place - Perinatal Institute integration has been delivered in Maternity. Much of the work was carried out by the in-house development team due to the product provided by Altera not being fit for purpose - N365 has been rolled out across the organisation - Sunrise GP data load project has been delivered - The Digital Trust team have been nominated for the Committed to Excellence awards 2022	DECISIONS MADE No decision were made. The meeting was not quorate
Chair's comments on the effectiveness of the meeting:	

A good meeting - the careful consideration that has been given to preparing well-structured reports and aligning to an overall theme is apparent. Board and Executives to initiate conversation around the opportunities moving forward. There was only one Non-Executive Director.

Paper for submission to the Council of Governor on 3rd November 2022

Title:	Summary of Workforce & Staff Engagement Committee (WSEC) Meetings
Author:	Alan Duffell - Interim Chief People Officer/ Julian Atkins - Non-executive Director
Presenter:	Julian Atkins - Non-executive Director

Action Required of Committee / Group			
Decision	Approval	Discussion	Other Y
Recommendations:			
This upward report is presented to the Council of Governors for information			

and assurance.

Summary of Key Issues:

The enclosed are the upward reports from the Workforce & Staff Engagement Committee (WSEC) held on 28 June, 26 July and 30 August 2022.

The Committee has continued to closely monitor a wide range of key performance indicators, signed off the Workforce Race Equality Standard and the Workforce Disability Equality Standard. Mandatory training has been a issue under focus and have monitored the month by month compliance for safeguarding, manual handling and resuscitation.

Staff health and wellbeing had remained a key topic and the committee has been pleased to note the increased offering available to staff.

There was good discussion around the Equality, Diversity, and Improvement (EDI) draft strategy, with a suggestion that this is a plan, journey, or an approach rather than a strategy. The Committee's contributions will be incorporated and brought back to the Committee once it has been to the Executive Committee.

The cycle of business includes regular deep dive reports from each of the Trust's divisions.

Impact on the Strategic Goals	
 Deliver right care every time	
 Be a brilliant place to work and thrive	X
 Drive sustainability (financial and environmental)	
 Build innovative partnerships in Dudley and beyond	
 Improve health and wellbeing	

Implications of the Paper:			
Risk	N		Risk Description:
	On Risk Register:	N	Risk Score:
Compliance and/or Lead Requirements	CQC	N	Details:
	NHSE/I	N	Details:
	Other	N	Details:
Report Journey/ Destination	Working / Exec Group	N	Date:
	Workforce Committee	Y	Date: 26/07/2022
	Board of Directors	Y	Date: 22/09/2022
	Council of Governors		Date: 03 11 2022

CHAIR'S LOG
UPWARD REPORT FROM THE WORKFORCE & STAFF ENGAGEMENT COMMITTEE
28th June 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE - Bank usage had decreased slightly from 560 WTE in April to 524 WTE in May; however bank costs had increased from £2,752,532 in April to £3,400,806 in May. - There had been a decrease in agency usage in May but agency spend had increased from £1,720,398 in April to £1,954,736 in May. - There had been a slight increase in Statutory Training compliance since the previous report, with overall compliance at 90.2%, just above the organisation's target. However as per previous reports, Resus, Patient Moving & Handling and Safeguarding remained non-compliant. - There is an increasing concern around staff wellbeing and increased presentation of more complex and higher risk mental wellbeing issues in staff.	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY - An Extraordinary WSEC meeting was held on 24th June 2022 to examine options for improving mandatory training compliance for resuscitation, moving and handling and safeguarding. Actions included: - producing a breakdown of those who have not completed their mandatory training and ensuring that they are booked on to the training, - producing a weekly report on resuscitation, moving and handling and safeguarding for submission to Execs/divisions (for two months initially), - ensuring that a monitoring process is in place for those who are non-compliant, - including appraisals in the monthly KPI report to enable tracking, - setting a realistic training target to support the divisions, - discussing the IT infrastructure to address manual processes and the ESR system, - adding resuscitation, moving and handling and safeguarding to the regular WSEC agenda. - Targeted work on staff health and wellbeing is being undertaken to ensure access to support services is shared.
POSITIVE ASSURANCES TO PROVIDE The Committee was pleased to receive the following updates: - Overall sickness absence in May was 5.08%, a significant reduction from 6.82% in April. - There has been an increase in shift fill for registered nurses from 81.45% in April to 87.77% in May and for unregistered nurses, an increase from 66% to 70% respectively. - The Inclusion Network Chairs provided positive reports on their progress, and plans for the coming months, including membership growth, greater awareness raising, communication plans, and development.	DECISIONS MADE There were no key decisions of the Committee at this meeting.

- Rachel Andrew provided an update on the successful Kickstart programme. 24 candidates had enrolled in the programme and ten of those had secured substantive employment with the Trust and one had secured employment with NHS England. Two further candidates were working in bank roles.

Chair's comments on the effectiveness of the meeting:

The Committee reviewed performance on KPIs and revisited agreed actions from the Extraordinary Committee meeting.

There was a detailed discussion around workforce risks, especially on the impact of ESR on managing employees, providing quality information and its capacity to improve workforce challenges.

There were positive reports regarding Inclusion and Wellbeing from both the respective Steering Groups. This reflects an improving position in both areas with progress made against action plans and an improvement in employee experience.

Rachel Andrew's presentation on the Kickstart programme provided very useful information regarding the positive impact of this work on the candidates and on progress around pre-employment and work experience. It was particularly encouraging to see that so many from the group are now working for the Trust.

Overall, this was an effective meeting with good participation from those attending.

CHAIR'S LOG
UPWARD REPORT FROM WORKFORCE & STAFF ENGAGEMENT COMMITTEE
Date Committee last met: 26th July 2022

The Deep-Dive session covered the following areas:

- **Dudley Improvement Practice (DIP)** – a walk through of the independent learning review and discussion on the five key opportunities identified;
1) Divisional Leadership 2) Communities of Practice 3) Governance and supporting processes to create autonomous improvement capability across the Trust 4) Strategy deployment 5) ICP collaboration

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE • Vacancy rates remain an area of concern particularly the accuracy of the reported figures. • Retention needs to be a key area of focus in accordance with the Trust's strategic priority of being a brilliant place to work and thrive. • Mandatory Training - Resus, Manual Handling and Safeguarding are being monitored to ensure increased compliance and sustained rates of compliance.	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY • For September 2022 the KPI report will be reviewed and presented in a new format, with the following amendments: appraisal compliance rates shown, Nursing separated from Midwifery in the vacancy figures, areas with highest vacancy levels shown, lowest vacancy levels displayed together with a mean average vacancy rate per ward/team.
POSITIVE ASSURANCES TO PROVIDE • Long-term sickness absence was noted as showing a downwards trend highlighting effective management of cases. • Mandatory Training compliance rates have made a significant improvement from the previous month (note see above concern).	DECISIONS MADE • Decision made to approve the Workforce RACE Equality Standard (WRES) and the Workforce Disability Equality Standard (WDES) 2022 reports, subject to a minor amendment to update the talent pool actions.
Chair's comments on the effectiveness of the meeting: The meeting was quorate and, although it ran slightly over time, was an effective meeting with some useful discussions on workforce strategy, the further developments around the workforce KPI report (with good suggestions from nursing on how to improve the vacancy data), and the improvements in mandatory training. The Committee were pleased to approve the WRES/WDES submission subject to one small amendment prior to Board submission for approval. The deep dive presentation from the Dudley Improvement Practice team highlighted the ongoing improvements made as a result of their support. Quarterly updates will continue to be provided at WSEC and Trust Management Group meetings.	

CHAIR'S LOG
UPWARD REPORT FROM WORKFORCE & STAFF ENGAGEMENT COMMITTEE
Date Committee last met: 30th August 2022

MATTERS OF CONCERN OR KEY RISKS TO ESCALATE - Increasing concern on the deployment of ESR and it was agreed that, providing costs are not prohibitive, the Trust should enlist the help of a specialist to help us make better use of the Electronic Staff Record (ESR) system. - Mandatory Training - Resus, Manual Handling and Safeguarding continue to show slow progress.	MAJOR ACTIONS COMMISSIONED/WORK UNDERWAY There was good discussion around the Equality, Diversity, and Improvement (EDI) draft strategy, with a suggestion that this is a plan, journey, or an approach rather than a strategy. The Committee's contributions will be incorporated and brought back to the Committee once it has been to the Executive Committee.
POSITIVE ASSURANCES TO PROVIDE - The Committee noted the improvements that have been made in the Workforce KPI report so far and noted that there was further work to do. - The improvements in the overall statutory and mandatory training statistics were noted. - The Divisional Directors for Medicine, Surgery Women & Children and Clinical Support Services gave updates and prompted a good discussion about the transformational work on new roles at the Trust.	DECISIONS MADE There were no key decisions of the Committee at this meeting.
Chair's comments on the effectiveness of the meeting: The meeting ran to time. This was the first meeting since the sad loss of Andrew Boswell and his tremendous contribution to statutory and mandatory training was noted, with the work he undertook enabling the Trust to achieve increased compliance rates. The Committee reviewed performance on KPIs and there was a detailed discussion on workforce risks, especially on the impact of ESR on managing employees, providing quality information and its capacity to improve workforce challenges. Overall, this was an effective meeting with good participation from those attending.	

Paper for submission to the Council of Governors
Thursday 3 November 2022

Title:	Council of Governors Remuneration and Appointments Committee
Author:	Helen Board, Board Secretary
Presenter:	Sir David Nicholson, Chair

Action Required of Committee / Group			
Decision	Approval Y	Discussion	Other
Recommendations: The Council of Governors is asked to consider the recommendations of the Remuneration and Appointments Committee to: • Endorse the Terms of Reference given as appendix 1 • Note the recommendation of the Committee to endorse the output of the annual chair and non-executive director appraisals for the period 2022/22 • Extend the term of office for non-executive director Professor Elizabeth (Liz) Hughes until November 2025 • Appoint Gurjit Bhogal to that of a voting non-executive director for the remainder of his term of office May 2023 • Note the work underway in respect of vice chair appointment to support the shared chair role • Endorse the appointment of Yvonne Peers to the role of Deputy Lead Governor			

Summary of Key Issues:

Background information

Terms of Reference – review 2022 (appendix 1)

In line with best practice the Terms of Reference are subject to an annual review. The following changes were proposed and agreed by the committee for submission to the full Council for endorsement:

- ✓ changes made to the membership - changed to indicate **a minimum** of 5 governors
- ✓ quoracy arrangements **changed from two to four governors** plus the chairman or deputy
- ✓ Clarification of **chairing arrangements**

Chairs annual appraisal 2021/2022

The annual appraisal for Dame Yve Buckland, chairman was carried out by Catherine Holland, the Senior Independent Director. The framework for the

appraisal followed that issued by NHSE and covered the period from May 2021 to August 2022.

The objectives for 2021/22 had been met in full. In addition, the appraisal drew on the 360 feedback process based on the criterion proposed by NHSE that had been in the appraisal period (June/July 2022).

Earlier in the year, the Chair also completed her annual self- declaration against the Fit and Proper persons requirements applicable to all NHS Directors. No issues have been reported that required referral to the Committee.

To note that the appraisal outcomes will be forwarded to NHS England (NHSE) for review, potential moderation and endorsement.

The Chair reached her end of term in October 2022 and consequently the report excludes setting the Chair's objectives for 2022/23.

Non-executive Directors (NEDs) annual appraisal 2021/2022

The non-executive director appraisals were conducted by the then chairman, Yve Buckland and drew on 360 degree feedback using the Healthcare Leadership Model and the leadership behaviours framework to reveal perceived strength and development needs.

To note that all NEDs have completed the self-assessment against the Fit and Proper Persons test and that there are no issues of non-compliance to report. To note that NEDs maintain an up to date record of interests as required.

Non-executive appointments/re-appointments

The role of the Remuneration and Appointments Committee is to advise the Council of Governors in respect of the appointment and re-appointment of any non-executive director.

Any term beyond six years must be subject to a particularly rigorous review and in line with NHSE guidance. The duration of the extended terms takes into account the existing length of service and the need to retain staggered retirement dates so that succession planning is orderly.

Professor Elizabeth (Liz) Hughes, Non-executive Director

Professor Elizabeth Hughes will reach her end of term as indicated and not exceed the term of six years on re-appointment.

Principal corporate and personal objectives 2021/22: Fully met

Liz is a serving senior clinician in another trust, holds an important national role at Health Education England and a number of professorships. Liz has championed quality and the patient safety agenda and working closely with chief nurse Mary Sexton, the Quality & Safety Committee has made important strides. Liz provides direct and informed leadership to ensure proper reporting, accountability and assurance.

Liz has prominent involvement in the Trust's Ethics Committee and the wider system and is to be commended for her contribution and support to the chief nurse, medical director and head of medical education and training. She is very active with the MHPS activity in Trust.

Committee	Role
Quality & Safety Committee	Chair
Other duties & responsibilities	
NED lead for Safeguarding and Maternity, Women and Children's Service. NED representative on End of Life Working group NED responsible for oversight of medical staff investigations (MHPS) Ethics Forum Member of Inclusivity Network Group	

Mandatory training compliance: >90%

Gurjit Bhogal, Associate Non-executive Director

Principal corporate and personal objectives 2021/22: Fully met

Gurjit demonstrates that he is highly engaging and encouraging representative of the Board and is truly inclusive in his approach and very patient focused. He brings a wealth of clinical and leadership experience to the board and a strategic approach to wider system working.

He has played a key role as chair of the Equality Diversity Inclusion (EDI) Steering Group and reports back to the Workforce Committee. As a member of the Quality & Safety Committee he has provided a positive contribution and support to the Committee chair.

Committee	Role
Quality & Safety Committee	Member
Audit Committee	Member
Workforce & Staff Engagement Committee	Member (<i>from October '22</i>)
Other duties & responsibilities	
Support to NED lead for Safeguarding, Maternity, Women and Children's services. Chair of Equality, Diversity, Inclusion Steering Group (June'21)	

Mandatory training compliance: >90%

Non-executive remuneration

The remuneration for non-executive directors is between £13,190 and £13,585 p.a. This is consistent with the guidance issued by NHSE "A remuneration structure for NHS provider chairs and non-executive directors." Therefore, no changes are proposed.

Vice chair appointment

A Working Group has been established to ensure that all options are considered for the role of vice chair for the Dudley and Sandwell trusts to support the shared chair role. Membership of the Group is drawn from the governance and non-executive colleagues at the respective trusts and will include Alex Giles, Dudley Lead Governor. Terms of Reference to support the development of job description

and person specification, recruitment process and timeline have been drafted and will be considered at its first meeting scheduled for Friday 4th November 2022.

Appointment to the role of Deputy Lead Governor

The process to appoint the Lead Governor and Deputy Lead Governor had been held during the summer. At that time, there were no eligible expressions of interest received for the role of Deputy Lead. Subsequently, an expression of interest received from Yvonne Peers. After due consideration, the Committee proposed that the option to re-run the election process is not pursued and to recommend to the Council of Governors that Yvonne Peers be appointed.

Impact on the Strategic Goals

	Deliver right care every time	
	Be a brilliant place to work and thrive	Y
	Drive sustainability (financial and environmental)	
	Build innovative partnerships in Dudley and beyond	
	Improve health and wellbeing	

Implications of the Paper:

Risk	N		Risk Description:
	On Risk Register:	N	Risk Score:
Compliance and/or Lead Requirements	CQC	Y	Details: Well Led
	NHSE	N	Details:
	Other	Y	Details: Code of Governance/Healthy Board. Trust Constitution

Report Journey/ Destination	Working / Exec Group	N	Date:
	Council Committee	Y	Date: 18/10/2022
	Council of Governors	Y	Date: 03/11/2022
	Board of Directors	N	Date:
	Other	N	Date:

Appendix 1

REMUNERATION AND APPOINTMENTS COMMITTEE (COUNCIL OF GOVERNORS) TERMS OF REFERENCE

1. Constitution

- 1.1 The Council of Governors' Remuneration and Appointments Committee (the Committee) is constituted as a standing committee of the Council of Governors. Its constitution and terms of reference are set out below.

2. Authority and Scope of Powers

- 2.1 The Committee is authorised by the Council of Governors to act within its terms of reference. All members of staff are requested to co-operate with any request made by the Committee.
- 2.2 The Committee is authorised by the Council of Governors to request professional advice and request the attendance of individuals and authorities from outside of the Trust with relevant experience and expertise if it considers this necessary for or expedient to the exercise of its functions.

3. Purpose

- 3.1 The Committee is responsible for advising the Council of Governors on the remuneration and appointment of the Chairman and Non-executive Directors. The Council of Governors, on the recommendation of the Remuneration and Appointments Committee, is responsible for setting the remuneration and appointment of the Chairman and Non-executive Directors at a General Meeting.

4. Membership and Chairmanship

- 4.1 The membership of this Committee will be:
- The Trust Chairman;
 - The Lead Governor;
 - Minimum of five other Governors, including at least two public governors and one stakeholder governor.
- 4.2 The Trust Chairman will normally chair the Committee. In the absence of the Trust chairman or in the event that the Chairman has a conflict of interest, for example, when the Committee is considering the Chairman's appraisal, re-appointment or remuneration, the meeting shall be chaired by the Lead Governor. Matters relating to the Chairmans appraisal, reappointment or remuneration will be presented by the Senior Independent non-executive director.

5. Attendance

- 5.1 Other managers/staff may be invited to attend meetings depending upon issues under discussion, in particular it is expected that the Trust Secretary and a senior representative from HR will be attendance to offer advice and support the Committee.

5.2 The Trust Secretary will ensure that an efficient secretariat service is provided to the Committee.

6. Quorum

6.1 A quorum will consist of four Governor members and the Trust Chairman (or deputy chair in the absence of the chairman).

7. Frequency of meetings

7.1 Meetings will be called as required.

7.2 Ad hoc meetings can be called by the Trust Chair or as a result of a request from at least two members of the Committee. The request is to be made to the Trust Chair.

7.3 It is expected that members attend all meetings as much is practicably possible.

8. General duties of the Committee

8.1 The Committee shall have such power and be subject to such conditions (as to reporting back to the Council), as the Council shall decide and shall be in accordance with the Regulatory Framework and any guidance issued by the Independent Regulator. Such terms of reference shall have effect as if incorporated into the Standing Orders.

8.2 To discharge any action required of it from the Council of Governors.

9.0 Specific duties of the Remuneration and Appointments Committee will be to;

Appointments role

The Committee will:

- a) Periodically review the balance of skills, knowledge, experience and diversity of the non-executive directors and, having regard to the views of the board of directors and relevant guidance on board composition, make recommendations to the Council of Governors with regard to the outcome of the review.
- b) Review the results of the board of directors' performance evaluation process that relate to the composition of the board of directors.
- c) Review annually the time commitment requirement for non-executive directors.
- d) Give consideration to succession planning for non-executive directors, taking into account the challenges and opportunities facing the Trust and the skills and expertise needed on the board of directors in the future.
- e) Make recommendations to the Council of Governors concerning plans for succession, particularly for the key role of chairman.
- f) Keep the leadership needs of the Trust under review at non-executive level to ensure the continued ability of the Trust to operate effectively in the health economy.
- g) Keep up to date and fully informed about strategic issues and commercial changes affecting the Trust and the environment in which it operates.

- h) Agree with the Council of Governors a clear process for the nomination of a non-executive director. This process should ensure that any regulatory requirements or FT Code of Governance recommendations (such as the “Fit and Proper” test and the need to confirm the status of any non-executive required to be independent) are complied with.
- i) Take into account the views of the board of directors on the qualifications, skills and experience required for each position.
- j) For each appointment of a non-executive director, in conjunction with the Trust Secretary and Director of Workforce, prepare a description of the role and capabilities and expected time commitment required.
- k) Identify and nominate suitable candidates to fill vacant posts within the Committee's remit, for appointment by the Council of Governors.
- l) Ensure that proposed non-executive directors' other significant commitments are disclosed to the Council of Governors before appointment and that any changes to their commitments are reported to the Council of Governors as they arise.
- m) Ensure that proposed appointees disclose any business interests that may result in a conflict of interest prior to appointment and that any future business interests that could result in a conflict of interest are reported.
- n) Ensure that on appointment non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board of director meetings.
- o) Advise the Council of Governors in respect of the re-appointment of any non-executive director. Any term beyond six years must be subject to a particularly rigorous review and in line with NHSI guidance.
- p) Advise the Council of Governors in regard to any matters relating to the removal of office of a non-executive director.
- q) Make recommendations to the Council of Governors on the membership of committees as appropriate, in consultation with the chairs of those.

Remuneration role

The Committee will:

- a) Recommend to the Council of Governors a remuneration and terms of service policy for non-executive directors, taking into account the views of the chairman (except in respect of his/her own remuneration and terms of service) and the chief executive and any external advisers.
- b) In accordance with all relevant laws and regulations, recommend to the Council of Governors the remuneration and allowances, and the other terms and conditions of office, of the non-executive directors.
- c) Agree the process and receive and evaluate reports about the performance of individual non-executive directors and consider this evaluation output when reviewing remuneration levels.
- d) In adhering to all relevant laws and regulations establish levels of remuneration which:
 - are sufficient to attract, retain and motivate non-executive directors of the quality and with the skills and experience required to lead the Trust successfully, without paying more than is necessary for this purpose, and at a level which is affordable for the Trust;
 - reflect the time commitment and responsibilities of the roles;

- take into account appropriate benchmarking and market-testing, while ensuring that increases are not made where Trust or individual performance do not justify them; and
- are sensitive to pay and employment conditions elsewhere in the Trust.

10. Reporting

- 10.1 The Committee shall report in writing to the Council of Governors the basis for its recommendations. The Council shall use the report as the basis for their decisions, but remain accountable for taking decisions on the appointment, remuneration and terms of service of the Chairman and Non-executive Directors.
- 10.2 The Committee will receive reports from the Trust as required to enable the members to fulfil the duties described above.
- 10.3 The Committee will also receive reports to support the business of the Committee commensurate with the duties requested by the Council of Governors. Any recommendations made by these committees will require ratification by the full Council of Governors.

11. Review

- 11.1 The Terms of Reference of the Council of Governors committees shall be reviewed at least annually or as part of any application to amend the Constitution of the Trust.

Date of next review: December 2023

**Paper for submission to the Council of Governors
on 3rd November 2022**

Title:	Trust Secretary Report
Author:	Helen Board, Board Secretary
Presenter:	Helen Board, Board Secretary

Action Required of Committee / Group			
Decision	Approval Y	Discussion	Other
Recommendations: - To receive this report and note its content relating to: - Council of Governors elections and appointments November 2022 - Council of Governors Development Programme - Annual Members Meeting - Trust Constitution Review - To endorse the retention of Jill Faulkner as an attendee of council in an advisory capacity until the next round of elections to be held in Spring 2023.			

Summary of Key Issues:

Council of Governors Elections and Appointments 2022

On conclusion of the nominations section of the current round of elections overseen by Civica Elections Services, having received only two nominees for two of our vacancies, no ballot will be needed. Where vacancies remain, these will be included in the next round of scheduled elections in Spring 2023*.

Public Constituencies

Central Dudley – Mushtaq Hussein elected uncontested
 Halesowen – no nominations received, remains vacant

Staff Constituencies

Non-Clinical staff – Jill Faulkner*
 Allied Health Professionals and Health Care Scientists – Claire Inglis elected uncontested,

* it is proposed to consider the application of the following clause of the Trust Constitution Annex 6, para 11: A person who ceases to be a governor could continue to attend the Council of Governors in an advisory capacity, if the Council of Governors so wishes, although they would not have voting rights.

Jill Faulkner will reach her end of term of office in December 2022 and has consented to support the Council, until the next round of elections, as set out in the Trust Constitution. Jill intends to submit a nomination at the Spring 2023 elections.

Council of Governors Development Programme 2022/2023

Culture | Capacity | Capability

Two governor development sessions were held in July and August 2022. They have been designed to reset and refocus the work of the Council of Governors and have supported conversations about understanding more about the role governors play in the **culture** as a body of people, **capacity** to deliver the governor role and **capability** by exploring what's needed to support ongoing development and training needs.

Agreed next steps in our most recent event in August: This included the launch of some survey work about understanding governor skills and availability to inform on activities on ongoing development up until the end of the year and put in as a foundation.

The survey has seen some limited response (12 out of 23 governors in post) with the deadline for response extended. Once concluded, findings will be shared with an action plan developed as needed and a full update provided to the next meeting of the full Council of Governors.

Annual Members Meeting

Governors are to note that owing to delays in the laying of the Trusts' Annual Report and Accounts before parliament, it has been necessary to reschedule the Annual Members meeting to Thursday 10th November 2022.

Trust Constitution Review 2022/23

The schedule relating to the review of the Trust Constitution is due for completion in quarter four of the current financial year and will be reflective of the governance and strategic changes that are emerging subsequent to the Health and Social Care Act 2022 that received Royal assent in July 2022.

Impact on the Strategic Goals

 Deliver right care every time	x
 Be a brilliant place to work and thrive	x
 Drive sustainability (financial and environmental)	x
 Build innovative partnerships in Dudley and beyond	x
 Improve health and wellbeing	

Implications of the Paper:

Risk	N		Risk Description:
	On Risk Register:		Risk Score:
Compliance and/or Lead Requirements	CQC	Y	Details: Well led
	NHSE	Y	Details: Good Governance, conditions of license
	Other	N	Details:

Report Journey/ Destination <i>(if applicable)</i>	Working / Exec Group	N	Date:
	Committee	N	Date:
	Board of Directors	N	Date:
	Other	Y	Date: Council of Governors 03/11/2022

Paper for submission to Council of Governors on 3rd November 2022

Title:	Trust strategy update
Author:	Ian Chadwell, Senior Strategy Development Lead
Presenter:	Kat Rose, Director of Strategy & Partnerships

Action Required of Committee / Group				
Decision	N	Approval		
		N	Discussion	Y
				Other
				N
Recommendations:				
To note the progress on implementing our strategic plan 'Shaping #OurFuture' and the proposed next steps				

Summary of Key Issues:
Trust Board formally approved the strategic plan 'Shaping #OurFuture' in September 2021 and Council were last briefed in December 2021. On 29th September 2022, a Strategy Review Workshop was held with Board members and Council of Governors to review progress one year on. The attached slides show what was presented at this workshop. There have been many changes at the Trust since the strategic plan was launched including the opening of the Rainbow Unit, increased diagnostic services via the community diagnostic centre and the use of virtual wards to manage patients in their own homes. International recruitment is taking place and a dedicated team to support patients admitted with alcohol problems has commenced. A series of walkabouts were conducted throughout September and the first part of October to engage with staff about our plan, to ask what they have seen change in their own areas and to make the link between their work and our vision and goals as an organisation. Common themes from the walkabouts included demand for services outstripping capacity to deliver, the impact of vacancies and difficulties in recruitment and access to modern digital technology in community services. There was recognition of the work to improve staff health & wellbeing and appreciation of the range of support available. A summary of the feedback from the walkabouts and the discussion at the workshop on 29th September will be presented as part of the quarterly strategy report to Board in November including suggested next steps. This will include more work to refine the measures of success we have set ourselves and be explicit about the targets and timescales for achieving these.

Impact on the Strategic Goals	
 Deliver right care every time	✓
 Be a brilliant place to work and thrive	✓
 Drive sustainability (financial and environmental)	✓
 Build innovative partnerships in Dudley and beyond	✓
 Improve health and wellbeing	✓

Implications of the Paper:			
Risk	N		Risk Description:
	On Risk Register:	N	Risk Score:
Compliance and/or Lead Requirements	CQC	Y	Details: well-led
	NHSE/I	N	Details:
	Other	N	Details:
Report Journey/ Destination (if applicable)	Working / Exec Group	N	Date:
	Committee	N	Date:
	Board of Directors	Y	Date: 22/09/22
	Other	Y	Date: CoG 3/11/22

Trust Strategy update

Kat Rose
Director of Strategy
& Partnerships

NHS

The Dudley Group
NHS Foundation Trust





Shaping #OurFuture

Vision

Excellent health care, improved health for all



Values



Goals



Deliver
right care
every time



To be a
brilliant
place to work
and thrive



Drive
sustainability
financial and
environment



Build
innovative
partnerships
in Dudley
& beyond



Improve
health
and
wellbeing

Measures of success

Care Quality
Commission
rating good
or outstanding

Improve
the patient
experience
survey results

Reduce the
vacancy rate
Improve the
staff survey
results

Reduce cost per
weighted activity
Reduce carbon
emissions

Increase the
proportion of
local people
employed
Increase the
number of
services jointly
delivered across
the Black
Country

Improve rate of
early detection
of cancers
Increase planned
care and screening
for the most
disadvantaged
groups

Programmes

Black Country system
service transformation

Local leadership to
address health
inequalities

Research and
development,
education and
innovation



Strategy Review Workshop

29th September

- Board members and governors had opportunity to hear about progress made since strategy approved a year ago
- These slides show what was presented at the workshop and outline the next steps

Implementing the Strategic Plan – what we said in December 21

- Communicate the Plan to our staff
- Executive Leads for each goal
- Set targets for each measure of success
- Work to ensure underpinning strategies such as Dudley People Plan, Digital, Data and Technology Plan, Clinical Services Strategy and Estates Strategy align
- Re-write Board Assurance Framework
- Change templates e.g. job description, appraisal, business cases, board papers, etc.
- Confirm governance arrangements for programmes
- Report progress to Board of Directors every quarter

Emerging themes from strategy walkabouts

1. Demand for services outstripping capacity to deliver
2. Vacancies, recruitment
3. Relationship with GPs, primary care
4. Digital
5. Emphasis on staff health & wellbeing
6. Improvement boards / huddles in evidence

What have we already done?

Goal	Progress
Deliver right care every time	• Opened the Rainbow Unit and expanded the space for Same Day Emergency Care • Expansion of services in the Dudley Clinical Hub • Community Diagnostic Centre • Paediatric virtual ward
Be a brilliant place to work and thrive	• Improved response rate for staff survey and improved results in some domains • Increased staff wellbeing offer • International recruitment
Drive sustainability	• Redesigned General Internal Medicine (GIM) rota with reduction in agency spend • Monthly confirm and challenge for budget holders • Appointed Sustainability Lead
Build innovative partnerships in Dudley and beyond	• Worked with partners to establish model for integration • Played active role in Provider Collaborative fulfilling key leadership roles
Improve health and wellbeing	• Launched the Alcohol Care Team as part of Dudley Integrated Liver Service • Breast cancer screening videos for deaf community

What is in progress?

Goal	Progress
Deliver right care every time	• Construction of additional Minor Procedure Rooms (x2) and endoscopy room • Hybrid theatre at RHH • Delivery of Community Diagnostic Centre (years 2-5)
Be a brilliant place to work and thrive	• Review of nursing allocations to ensure safe staffing levels • International recruitment
Drive sustainability	• Shifting work from theatres to minor procedure rooms • High Volume Low Complexity cataracts and other surgery • Day case joint replacements • Identifying further efficiency savings • Switching from single-use to re-usable supplies
Build innovative partnerships in Dudley and beyond	• Develop our offer to local schools and colleges • Influencing the courses to be offered by Worcester University from Health Innovation Dudley
Improve health and wellbeing	• Implement Tobacco Treatment in hospital • Preparation for Targeted Lung Health Checks • Carers Hub

Next steps

- Summarise feedback from the strategy walkabouts and the Strategy Review Workshop
- Include in report to Trust Board in November
- Review measures of success and define targets and time frames with lead executives during quarter 3