



## COUNCIL OF GOVERNORS' MEETING (held in PUBLIC)

Tuesday, 7<sup>th</sup> March 2023 from 4.00pm to 5.30pm  
To be held at the Crowne Plaza Hotel, Harrogate

### AGENDA

Item No.	Item	Lead	Action	Paper
1	<b>Welcome and apologies for absence</b> <i>Welcome to the public, set the context of the meeting and receive any apologies for absence.</i>	Sarah Armstrong Chair	Note	Verbal
2	<b>Declarations of Interest</b> <i>To declare any interests relevant to the agenda and to receive any changes to the register of interests</i>	Sarah Armstrong Chair	Note	Verbal
3	<b>Minutes of the meeting held on 5<sup>th</sup> December 2022</b> <i>To review and approve the minutes</i>	Sarah Armstrong Chair	To Approve	Attached
4	<b>Matters arising and Action Log</b> <i>To receive updates on progress of actions</i>	Sarah Armstrong Chair	Note	Attached
5	<b>Chairman's update</b> <i>To note</i>	Sarah Armstrong Chair	Note	Verbal
6	<b>Non-Executive Directors Briefings</b> <i>To receive updates</i>	Non-Executive Directors	Note	Verbal
7	<b>Constituency Review</b>	Sarah Armstrong Chair	To Approve	Attached
8	<b>Annual Planning</b>	Matt Graham, Director of Strategy	Note	Verbal
9.1	<b>Chief Executive and Executive Director strategic and operational update</b>	Executive Directors	Note	Verbal
9.2	<b>Questions from Governors</b>	Executive Directors & NEDs		Verbal
10	<b>Any other relevant business not included on the agenda</b> <i>By permission of the Chairman</i>	Sarah Armstrong Chair	Note	Verbal
11	<b>Evaluation of meeting</b>	Sarah Armstrong Chair	Note	Verbal
12	<b>Date and Time of Next Meeting</b> <i>6<sup>th</sup> June 2023 4:00-5:30pm, Venue: TBC</i>	Sarah Armstrong Chair	Note	Verbal

**COUNCIL OF GOVERNORS' MEETING (HELD IN PUBLIC)**  
5<sup>th</sup> December 2022 at 2.00pm  
The Crowne Plaza Hotel, Harrogate

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**Present:**

Sarah Armstrong, Chair  
Donald Coverdale, Public Governor (DC)  
Martin Dennys, Public Governor (MDe)  
Tony Doveston, Public Governor (TD)  
Mike Dunn, Public Governor (MDu)  
Kathy Gargan, Public Governor (KG)  
Jackie Lincoln, Public Governor (JL)  
Kathy McClune, Staff Governor via Teams (KM)  
Richard Sweeney, Public Governor (RSw)  
Steve Treece, Public Governor (ST)  
Stuart Wilson, Staff Governor (SW)

**In attendance:**

Jeremy Cross, Non-Executive Director-  
Chiara Debiase, Non-Executive Director  
Andy Papworth, Non-Executive Director  
Laura Robson, Non-Executive Director  
Richard Stiff, Non-Executive Director  
Jonathan Coulter, Chief Executive  
Jackie Andrews, Executive Medical Director  
Matt Graham, Director of Strategy  
Jordan McKie, Director of Finance  
Emma Nunez, Deputy CEO & Executive Director of Nursing, Midwifery and Allied Health Professionals (AHPs)  
Matt Shepherd, Deputy Chief Operating Officer  
Angela Wilkinson, Director of Workforce & Organisational Development  
Kate Southgate, Associate Director of Quality and Corporate Affairs  
Thabiso Dube, Deputy Company Secretary  
Chris Brown, Head of Public Sector Audit, Azets (External Audit) – For Item 6

Item No.	Item
<b>COG/12/5/1</b> 1.1	<b>Welcome and apologies for absence</b> The Chair welcomed everyone to the meeting and extended a warm welcome to new governors.
1.2	Apologies for absence were received from: Clare Illingworth, Lead Governor, Sue Eddleston, Public Governor, Richard Owen-Hughes, Public Governor, Ian Barlow, Public Governor
<b>COG/12/5/2</b> 2.1	<b>Declarations of Interest</b> No declarations of interest were noted.
<b>COG/12/5/3</b> 3.1	<b>Minutes of the previous Council of Governors (Public) meeting held on 6<sup>th</sup> September 2022</b> <b>Resolved:</b> The minutes of the last meeting held on 6 <sup>th</sup> September 2022 were agreed as an accurate record subject to a minor amendment on Page 4.

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<p><b>COG/12/5/4</b> 4.1</p>	<p><b>Matters Arising and Action Log</b> The following matters arising and actions were noted:</p> <ul style="list-style-type: none"> <li>• <b>COG/12/2021/10.0</b> - The Deputy Chief Operating Officer update the Council on Glaucoma Waits. The Public Governor (TD) queried the use of mobile clinics. It was confirmed that telephone and video consultations were being utilised. To remain as an open action.</li> </ul>
<p>4.2</p>	<p><b>Resolved:</b> Actions were agreed as above.</p>
<p><b>COG/12/5/5</b> 5.1</p>	<p><b>Overview by the Chair</b> The Chair highlighted a recent visit from Sir Stephen Powis, National Medical Director for England. The visit had been an opportunity for Sir Stephen Powis to meet with HDFT colleagues to discuss current challenges and showcase the range and quality of services the organisation provides. Thanks were expressed to the Executive Medical Director and colleagues who had taken part in and organised the visit.</p>
<p>5.2</p>	<p>The Chair also noted the range of seasonal events that were occurring across the HDFT footprint including primary school children taking part in Christmas Carols and the Christmas light event.</p>
<p>5.3</p>	<p>It was confirmed that Steve Russell, Chief Executive, would remain with NHS England following his secondment. The Council thanked him for his contributions to the work of HDFT. It was confirmed that current arrangements within the Executive Team would continue whilst discussions were held on potential recruitment processes.</p>
<p>5.4</p>	<p>Changes to Trust Board governance arrangements were highlighted. It was noted that a pilot was taking place on holding Trust Board and Sub-Committees of the Board on the same day. Thanks were expressed to Governors who continued to observe the business of the Sub-Committees.</p>
<p>5.5</p>	<p>The Kite Award Ceremony had taken place on the 25<sup>th</sup> November 2022. The awards celebrated individuals and teams who display the Trust's KITE values. In addition, the event included HDFTs Long Service Awards.</p>
<p>5.6</p>	<p>The Chair noted herself and the Chief Executive had attended the North Yorkshire County Council Area Committee regarding the Covid recovery plan. This had been an opportunity to also discuss the current challenges and successes across the HDFT services and the wider system.</p>
<p>5.7</p>	<p>The Chair thanked all the Council members who had participated in the appraisal process for Non-Executives.</p>
<p>5.8</p>	<p><b>Resolved:</b> The Chair's report was noted.</p>
<p><b>COG/12/5/6</b> 6.1</p>	<p><b>Annual Report and Annual Accounts</b> The Director of Finance noted his report as read. Chris Brown from Azets (External Audit) was welcomed to the meeting.</p>
<p>6.2</p>	<p>It was noted that, as Council was aware, external auditors had been appointed later in the financial year than usual due to a national issue. This had</p>

<p>6.3</p> <p>6.4</p> <p>6.5</p> <p>6.6</p>	<p>subsequently led to a delay in the confirmation of the Annual Accounts. It was noted that the Annual Report and Accounts had now been finalised, audited and laid before Parliament.</p> <p>Chris Brown explained to the Council that the audit was based on the NHS England framework which covered: financial management, economy and efficiency and governance arrangements. It was confirmed that an unqualified audit opinion had been issued.</p> <p>The Non-Executive Director (RS) in his role as Chair of the Audit Committee, added that this report was an accounting picture of work done over the last 12 months. The delay in appointing the External Auditors had delayed the production of the financial statements but the Audit Committee had met regularly to review progress.</p> <p>The Staff Governor (SW) queried if the breakeven forecast was inclusive of the capital projects. It was confirmed that plans excluded capital expenditure.</p> <p><b>Resolved:</b> The Annual Report and Annual Accounts were noted.</p>
<p><b>COG/12/5/7</b></p> <p>7.1</p> <p>7.2</p> <p>7.3</p> <p>7.4</p>	<p><b>Non-Executive Director Briefing</b></p> <p>The Chair welcomed new Non-Executive Directors and Associate Non-Executive Directors to the Council.</p> <p>The Non-Executive Director (AP) undertook the briefing on his role as Maternity Safety Champion. The role was explained to the Council and provided context on the service that HDFT provides. He also highlighted the role that the Maternity Voice Champion plays in ensuring women’s views are heard and acted upon to further develop the service. An overview of governance arrangements was provided and it was noted that the CQC had recently inspected the service.</p> <p>The Public Governor (ST) queried when the CQC report would be made available. It was confirmed that the Trust was awaiting the report and further details would be provided once it had been received.</p> <p><b>Resolved:</b> The Non-Executive Directors update was noted.</p>
<p><b>COG/12/5/8</b></p> <p>8.1</p> <p>8.2</p> <p>8.3</p>	<p><b>Chief Executive and Executive Director Report</b></p> <p>The Chief Executive noted the continued national, regional and local challenges and highlighted measures the organisation was taking to ensure continued high quality care for our patients and service users. The Trust continued to offer support in the local system to ensure patient safety.</p> <p>The Chief Executive also provided an update on initiatives in place to support the cost of living.</p> <p><b>Resolved:</b> The Chief Executives report was noted.</p>
<p><b>COG/12/5/9</b></p> <p>9.1</p> <p>9.2</p>	<p><b>Integrated Board Report</b></p> <p>Integrated Board Report for October 2022 was received and noted.</p>

<p>9.3</p> <p>9.4</p> <p>9.5</p> <p>9.6</p> <p>9.7</p>	<p>The Public Governor (RSw) noted that in some areas of the IBR, the narrative was not always an accurate reflection of the graphical information. The Chief Executive confirmed that the IBR was in the process of being revised. The NHS England statistical team would be providing training to the Board and Council of Governors to assist in interpreting the data once the IBR had been revised.</p> <p>The Public Governor (RSw) queried the number of Never Events that had occurred. The Director of Nursing, Midwifery and AHPs provided additional context to the Never Events that had occurred, the governance arrangements for investigating and learning from these, as well as the national perspective.</p> <p>The Public Governor (ST) queried if the Council would receive training on the Board Assurance Framework (BAF). It was confirmed that this would be arranged.</p> <p><b>Action:</b> Governors to be invited to a training session from the NHS England Statistical Team</p> <p><b>Action:</b> A training session on the Board Assurance Framework to be arranged for Governors.</p> <p><b>Resolved:</b> The Integrated Board Report was noted.</p>
<p>COG/12/5/10</p> <p>10.1</p> <p>10.2</p> <p>10.3</p> <p>10.4</p> <p>10.5</p> <p>10.6</p>	<p><b>Questions from Governors</b></p> <p>The Chair thanked Governors for the questions submitted in advance of the meeting. She also advised on the revised arrangements for submitting questions. The responses to each question was as follows:</p> <p><u>Q1: Public Governor Sue Eddleston</u> A query was raised relating to a pathway between the Car Park and Lancaster Road being used as a cut through and how to stop it. The Director of Strategy noted that the area of land had been identified and remedial actions taken.</p> <p><u>Q2: Donald Coverdale</u> A query relating to an S136 Suite being opened in Harrogate. The Chief Executive confirmed that the Trust had no plans to open a S136 Suite. It was noted that this was a commissioning decision as to where S136 Suites were located and HDFT was not commissioned to provide that service.</p> <p><u>Q3: Donald Coverdale</u> A query relating to the lack of signage to the Chapel. The Director of Strategy noted that that the facility is referred to as a Multi-Culture Centre on the revised locator maps.</p> <p><u>Q4: Martin Dennys</u> A query was made regarding what the term failed discharge means. The Deputy Chief Operating Officer provided an update and noted this would be circulated to Governors.</p> <p><u>Q5: Martin Dennys</u> A query was made in relation to out of hours refreshments. The Director of Strategy provided clarification on the ways refreshments can be accessed. It</p>

	was noted that the Herriot's Restaurant would be opening until 8pm from January 2023.
10.7	<u>Q6: Martin Dennys</u> A query was raised in relation to ensuring patients received the food they had ordered. The Director of Strategy confirmed that the aim was always to provide patients with the food they had ordered. On occasion this was not possible.
10.8	<u>Q7: Rick Sweeney</u> A query was raised in relation to the performance metrics in the Integrated Board Report. It was confirmed that this had been addressed at Section 9 of the meeting.
10.9	<u>Q8: Sue Eddleston</u> A query was raised regarding Ripon Hospital and the potential closure of Trinity Ward. It was confirmed that there was no plan to permanently close the Trinity Ward. The Ward was closed for 2-3 weeks for refurbishment.
10.10	<u>Q9: Sue Eddleston</u> A query was raised regarding if elderly volunteers not returned to support the organisation. The Director of Strategy advised that all volunteers have been invited to return following Covid, and this was personal choice if they wished to.
10.11	<u>Q10: Sue Eddleston</u> A query was raised in relation to patients being late to an appointment due to porters being unavailable to help take people in wheelchairs. The Deputy Chief Operating Officer confirmed that he was not aware that this was a widespread issue. It was confirmed that patients will always been seen if they are late to an appointment due to this issue.
10.12	<u>Q11: Sue Eddleston</u> A query was raised in relation to why the table with masks and sanitizer at the front entrance was unmanned and its location could cause congestion. The Executive Medical Director confirmed that plans were being reviewed for the future development of the front entrance of the hospital.
10.13	<u>Q12: Sue Eddleston</u> A query was raised that some Patients receive texts to remind them of their appointment, however this message did not include the clinic that it was for. The Deputy Chief Operating Officer confirmed that the system was in the process of being reviewed to ensure it was fit for purpose.
10.14	<u>Q13: Sue Eddleston</u> A query was raised regarding when Non-Executive Directors undertake visits to services within HDFT if Governors could be included as this had occurred previously. The Chair confirmed that the visits were recommencing and further information would be shared once the process had been finalised.
10.15	<b>Resolved:</b> Governor Questions and responses were noted.
COG/12/5/16 16.1	<b>Any Other Business</b> No further business was received.



<p><b>COG/12/5/17 17.1</b></p>	<p><b>Evaluation of the Meeting</b> Any comments to be circulated to the Chair.</p>
<p><b>COG/12/5/18 18.1</b></p>	<p><b>Date and Time of Next Meeting</b> The next meeting would take place on Tuesday, 7<sup>th</sup> March 2023 with venue and timings to be confirmed.</p>

Draft

## Paper 4.0

**HDFT Council of Governors' Meeting Action Log – March 2023**

This document logs items agreed at Council of Governor meetings that require action following the meeting. Where necessary, items will be carried forward onto the Council of Governor agenda in the relevant agreed month. The Director/Manager responsible for the action will be asked to confirm completion of actions or give a progress update at the following Council of Governor meeting when they do not appear on a future agenda. When items have been completed, they will be marked as such and transferred to the completed actions schedule as evidence.

Ref	Meeting Date	Subject	Action Description	Director/Manager Responsible	Date due at CoG meeting or date when completion/progress update is required	Comments	Status - completed is defined as confirmation that the action is completed as described
COG/12/2021/10.0	6 Dec 2021	Q & A Session	Glaucoma waiting times to remain on the agenda with further updates to take place on a regular basis at Informal Governor briefings	Chief Operating Officer	March 2023	Update provided	Open



**HDFT Council of Governor Meeting Closed Action Log**

COG/09/2020/4.1.2	29-09-2020	Ophthalmology Services	Agreed the Interim Chief Operating Officer would investigate provision of an Ophthalmology mobile testing facility and provide an update to the next meeting	Chief Operating Officer	14 December 2020 3 March 2021 8 June 2021	Update provided	Closed
COG/03/2021/5.7	03-03-2021	External Audit Process	Governors to confirm to Angie Colvin if they are interested in participating in the external auditor process	Interim Company Secretary / Corporate Affairs and Membership Manager	8 June 2021	Update provided	Closed
COG/06/2021/8.0	8 June 2021	Update on Deloitte Report	Further update would be provided after People and Culture Committee had received a full update (next meeting – 12 July 2021)	Chief Executive	6 September 2021	Update provided	Closed
COG/06/2021/7.0	8 June 2021	Major quality priority for 2021/22	Update on quality priority based work to be provided at the next Council of Governors meeting	Chief Executive	6 September 2021	Update provided	Closed
COG/09/2021/10.0	6 Sept 2021	Questions & Answers	Chair's report from People & Culture Committee to be added to Bulletin once through Board	Corporate Affairs & Membership Manager	December 2021	September reports circulated, ongoing after each Board.	Closed
COG/06/2021/8.0	8 June 2021	Acute stroke services	Trust level outcome data was yet to be published	Medical Director	December 2021	The latest return had been received and no significant changes were noted. Agreed to close the action.	Closed
COG/09/2021/10.0	6 September 2021	Questions & Answers	A presentation to Governors relating to Serious Incident investigations and Medical Examiner role to be arranged	Director of Nursing/Corporate Affairs & Membership Manager	December 2021	Medical examiner scheduled for March 2022 meeting. Agreed to close the action.	Closed

**COUNCIL OF GOVERNORS**  
**Review of Constituencies**  
**Prepared for Council of Governors, 7<sup>th</sup> March 2023**

## 1.0 INTRODUCTION

In March 2022, the Council of Governors commenced a review into the constituencies that form the Trust's membership and therefore Council seats. The Council delegated the initial review to the Remuneration, Nomination and Conduct Committee.

The Committee have undertaken a workshop and the areas for proposal are outlined within this report.

## 2.0 CURRENT SITUATION

HDFT achieved Foundation Trust status in 2005 when the Trust almost exclusively served the population of the current constituencies. Since that time HDFT has taken on a range of different services, particularly services commissioned by local authorities for health visiting and school nursing in the North East of England. Members of the community in these areas and staff who provide these services are not currently reflected in the composition of the Council of Governors.

Due to the ongoing review, all Governors who were due for re-election in December 2022 have been extend for 6 months, as per the agreement from RNCC and Council to allow for the time to conclude this work.

### 2.1 Public Constituencies (13 Seats – elected)

The current constituencies are:

- 5 x Harrogate and surrounding villages:-
  - no current vacancies
  - 1 Governor has had their term extended for 6 months as per the agreement above.
- 2 x Ripon and West District:-
  - no current vacancies
  - 1 Governor has had their term extended for 6 months as per the agreement above.
  - 1 Governor's term concludes 31<sup>st</sup> August 2023
- 2 x Knaresborough and East District:-
  - no vacancies
- 2 x Wetherby and Harewood including Otley and Yeadon, Adel and Wharfedale and Alwoodley Wards
  - No current vacancies
  - 1 Governor has had their term extended for 6 months as per the agreement above.
- 1 x rest of North Yorkshire and York
  - No vacancies
- 1 x Rest of England
  - 1 seat currently vacant

### 2.2 Staff Constituencies (5 Seats - elected)

The current make up is:

- 2 x Nursing and Midwifery
  - 1 vacant seat
- 1 x Medical
  - 1 vacant seat
- 1 x Other Clinical

- 1 vacant seat
- 1 x Non-Clinical
  - No vacant seat

### 2.3 Stakeholder Constituencies (6 Seats - appointed)

The current make up is:

- 1 x Harrogate Integrated Facilities
  - No current vacancies
- 1 x North Yorkshire County Council
  - No current vacancies
- 1 x Harrogate Borough Council
  - No current vacancies
  - 1 x Governors term ends May 2023
- 1 x University of Bradford
  - No current vacancies
- 1 x Voluntary Sector
  - 1 current vacancy
- 1 x Patient Experience Sector
  - 1 current vacancy

### 3.0 PROPOSAL

On the 1<sup>st</sup> February 2023 a Remuneration, Nomination and Conduct Committee workshop took place. At the session, governors reviewed:

- Membership numbers
- The geography of the acute and community services of HDFT
- The scale of the acute and community services of HDFT
- Growth across the 0 – 19 services
- The changing make up of HDFT since the original Council was created in 2005
- The current constituency make up
- The current vacant seats and seats that were nearing the end of term

The workshop deliberated and reviewed all of the above and discussed a range of options. The proposal below has been developed to assist in creating an enhanced reflection of HDFT in 2023.

#### Public Constituencies

- The public constituencies would increase from 13 to 14 seats
- The majority of the public constituencies remain the same as per the current Council seats
- The Rest of England constituency will become two seats
  - The Rest of England North
  - The Rest of England South
- This is to better reflect the geography of the services HDFT provide, with the opportunity to have a public governor that represents the population HDFT serves above North Yorkshire and to the Scottish Borders. It also allows with the seat in the South of England to ensure we future proof the Council for future to developments and allow representation from across the Country as per good practice guidance.

#### Staff Constituencies

- The staff constituencies would increase from 5 to 6 seats.
- 1 x Medical seat would remain unchanged
- 1 x Non-clinical seat would remain unchanged

- 1 x Clinical Other seat would remain unchanged
- The Nursing and Midwifery seat would reduce from 2 seats to 1 and be renamed Nursing, Midwifery and AHPs
- A new seat would be created for our 0 -19 staff to better represent the numbers of staff in this group
- A new seat would be created for our community services to better represent the numbers of staff in this group

#### Stakeholder Constituencies

- 1 x Harrogate Integrated Facilities would remain unchanged
- 1 x Patient Experience would remain unchanged
- The North Yorkshire County Council and Harrogate Borough Council will be combined into 1 constituency called Local Authority. 2 seats would remain, but the change in title reflects the changes to the local system
- The University of Bradford would be changed to a Further Education seat. 1 seat would remain but would not be limited to one organisation
- 1 x Voluntary sector would be removed.

#### **4.0 DEPUTY LEAD GOVERNORS**

In addition, RNCC were tasked with reviewing the need for a Deputy Lead Governor. At the RNCC meetings on the 2<sup>nd</sup> December 2022 and the 24<sup>th</sup> January 2023, discussions were held on the requirements for this role. The following decisions were made:

- RNCC confirmed that a Deputy Lead Governor should be appointed to
- RNCC confirmed approval of the principle to appoint an interim Deputy Lead Governor whilst a formal recruitment process was initiated,
- RNCC confirmed approval of Steve Treece, Public Governor and Michael Dunn, Public Governor as the Interim Deputy Lead Governor
- RNCC confirmed that the end date of the Interim Deputy Lead Governor would be 31<sup>st</sup> March 2023
- RNCC confirmed approval of the recruitment process for the Deputy Lead Governor

#### **5.0 RECOMMENDATIONS**

The Council are recommended to review the proposal and approve the following:

##### Public Constituencies

- Increase the Public Constituency Seats by 1 from 13 to 14,
- The removal of the Rest of England Public Constituency
- The introduction of the Rest of England North – 1 Seat and the Rest of England South – 1 Seat

##### Staff Constituencies

- Increase the Staff Constituency Seats by 1 from 5 to 6
- Reduce the Nursing and Midwifery seat from 2 to 1
- Rename the Nursing and Midwifery seat to Nursing, Midwifery and AHPs
- The introduction of the 0 – 19 seat
- The introduction of the community services seat

##### Stakeholder Constituency

- Combine the North Yorkshire Council and Harrogate Borough Council seats to form a new Local Authority Seat x 2
- Rename the University of Bradford seat to Further Education seat
- The removal of the Voluntary Sector seat

##### Deputy Lead Governor

- To confirm a Deputy Lead Governor be recruited to



Overall

- (xiii) To confirm that the constituency be update accordingly with the proposals as outlined in recommendations 1 – 12.

**Sarah Armstrong**  
**Chair**  
**March 2023**