

**Minutes of the Public Meeting of the Council of Governors of the  
Royal United Hospitals Bath NHS Foundation Trust  
Thursday 14<sup>th</sup> December 2023, 14:30 – 16:30  
Hybrid – Henry Smart Room, Wiltshire Music Centre, Ashley Road,  
Bradford on Avon, BA15 1DZ / Microsoft Teams**

**Present:**

Alison Ryan, Chair

**Public Governors**

Anna Beria

Di Benham

Kate Cozens

Viv Harpwood

Nicola James

Nick Gamble

Ian Lafferty

Paul Newman

*(Left at 16:24)*

Vic Pritchard

Anne-Marie Walker

*(Virtually, Left at 16:16)*

**Staff Governors**

Craig Jones

Narinder Tegally (Virtually)

**Stakeholder Governors**

**In attendance:**

Antony Durbacz, Non-Executive Director

Paul Fairhurst, Non-Executive Director

Paul Fox, Non-Executive Director *(left 16:24)*

Paran Govender, Chief Operating Officer *(Deputising for the Chief Executive Officer)*

Sumita Hutchison, Non-Executive Director

Hannah Morley, Non-Executive Director *(Virtually, left 16:00)*

Ian Orpen, Non-Executive Director

Nigel Stevens, Non-Executive Director

Jamie Caulfield, Deputy Director of Estates and Facilities *(Virtually, item 8)*

Roxy Milbourne, Deputy Head of Corporate Governance

Pete Dixon Membership & Governance Administrator *(minute taker)*

**CG/23/12/01 Chair's welcome, introduction and apologies**

The Chair welcomed everyone to the meeting and noted that apologies had been received from Cara Charles-Barks, Chief Executive Officer

**Public Governors**

**Staff Governors**

**Stakeholder Governors**

Beas Bhattacharya

Gary Chamberlain

Baz Harding-Clark

Cllr Alison Born

Cllr Johnny Kidney

Cllr Catrinel Wright

**CG/23/12/02 Declarations of Interest relevant to items on the agenda**

There were no declarations of interest raised.

Author: Pete Dixon, Membership & Governance Administrator	Date: 26 <sup>th</sup> January 2024
Document Approved by: Alison Ryan, Chair	Version: 1.7
Agenda Item: 3	Page 1 of 8

**CG/23/12/03 Approval of the minutes of the Council of Governors meeting held in public on 14 September 2023**

The minutes of the meeting held on 14 September 2023 were confirmed as a true and accurate record of the meeting. Nicola James felt that her comments on the top of page 14 could be misinterpreted and enquired if they needed to be changed. The Chair reflected on the discussion in September and it was agreed that the minutes did not need to be changed.

**CG/23/12/04 Action list and matters arising**

All actions presented as to close, were closed.

**CG/23/12/05 CEO Update Report**

The Chair welcomed the Chief Operating Officer to the meeting who was deputising for the Chief Executive. She presented the report and highlighted:

- The Trust had faced a difficult year, with 70 days of industrial action having taken place, with more industrial action scheduled to occur in December and January.
- The number of patients who had waited more than 62 days for cancer treatment had improved significantly compared to the Trust position in September. However patient diagnostic rate was still below target.
- The number of patients who waited over 65 weeks for elective care treatment had decreased but more work would be need to be undertaken to make further improvements.
- The Trust had a financial deficit of £13.8 million, with three areas of focus being identified to help decrease the deficit. The Trust would benefit from a Government grant of £5.5 million to help cover part of the cost which had occurred due to industrial action.
- The Annual Staff Survey closed at the end of November, with 59% of the Trust’s workforce completing it. The results of the survey would be released in February 2024 and would be presented at Public Board.
- The Trust faced continued challenges regarding absence and sickness within the workforce, specifically regarding stress related absences.
- The Trust had received the Care Quality Commission (CQC) report following their visit in July to the Medical Care department which had been rated “required improvement”. The Trust had created an action plan to correct the issues that had been highlighted in the report.
- The Maternity Department had been visited by the CQC at the end of November, with no signification issues being raised at the time. However, the Trust would not know the official outcome of the visit until the CQC report had been submitted.
- The Trust new Dyson Care Centre would open in the spring of 2024, the delay in opening had been caused by specialist staff not being available to complete essential work.

The Trust had been placed in an Internal Critical Incident the previous week due to operational pressures, but due to the hard work of staff the Trust was no longer in this measure.

Author: Pete Dixon, Membership & Governance Administrator	Date: 26 <sup>th</sup> January 2024
Document Approved by: Alison Ryan, Chair	Version: 1.7
Agenda Item: 3	Page 2 of 8

Nicola James asked what assurances the Chief Operating Officer could provide the Council of Governors that Physician Associates would receive the same level of support that register Doctors and Nurses received, as well as assurances they would not be asked to work outside their remit. The Chief Operating Officer confirmed that the Trust already offered the same level of support to Physician Associates as it did Doctors and Nurses. She explained that the Trust would continue to provide support to both Physician Associates and other members of staff who were working alongside them. It was important that staff felt empowered to say when they did not feel comfortable undertaking medical examinations and tasks outside of their skillset.

Vic Pritchard asked how the upcoming industrial action by Junior Doctors had been received by staff. The Chair confirmed the Trust had worked hard to build and maintain positive relationship between staff who decided to strike and those who did not. She confirmed she was not able to share how many members of staff would go on strike in December and January.

The Council of Govenors noted the report

**CG/23/12/06 NED Presentation – Hannah Morley**

Hannah Morley, Non-Executive Director (NED) provided an overview of her personal and professional background, as well as the committees she attended in her role as a NED.

Anna Beria asked how Hannah found the time to undertake her role as a NED alongside her full time work. Hannah Morley confirmed that it was long days but being a NED in full time employment brought benefits to both of her roles. The Chair expressed the value of having NEDs in full time employment.

The Council of Governors noted the presentation.

**CG/23/12/07 Same Day Emergency Care**

The Chief Operating Officer presented the Council of Governors with an overview of the Trusts Same Day Emergency Care provision (SDEC) and explained the key work which it had been undertaking.

Di Benham enquired if the Trust had a breakdown in which referral routes patients had used when they had attended the SDEC. The Chief Operating Officer explained that SDEC did not have self-referral capability, which was a way of managing demand and that the SDEC unit had not seen inappropriate referrals from care providers within the BSW system.

Anne-Marie Walker enquired if the Trust had the Staff resources to support patients once they had been discharged home. The Chief Operating Officer confirmed that the Trusts Hospital at Home programme worked with primary care providers in the local community to ensure patients got the correct level of care once at home.

Author: Pete Dixon, Membership & Governance Administrator	Date: 26 <sup>th</sup> January 2024
Document Approved by: Alison Ryan, Chair	Version: 1.7
Agenda Item: 3	Page 3 of 8

Anne-Marie Walker asked for assurance that urgent follow appointments would not be missed by either the Trust or primary care providers. The Chief Operating Officer confirmed if a patient required an urgent follow up appointment the Trust would make sure it took place.

Nicola James felt that the SDEC would have a positive impact within the community, but enquired if the Trust’s Hospital at Home targets had been revised as a result of the SDEC. She questioned if the programme was measured against national targets. The Chief Operating Officer clarified that the Hospital at Home programme was in place to ensure patient were seen in the environment which was best for them. She explained the local system had 3 virtual wards within it, and the Hospital virtual ward supported “step down” patient discharge, which currently had 100% utilisation. However she was unable to confirm whether the Trust measured against national targets but confirmed she would check.

**Action: Chief Operating Officer**

Nicola James asked if the Hospital at Home programme had been utilised safely as she was aware that the Trust was close to maximum bed capacity and enquired why the Trust had not utilised “wearables” monitors. The Chief Operating Officer stated that the use of wearables would be assessed on a patient by patient basis. The Chair confirmed utilisation of the Hospital at Home programme was a system wide problem and that the virtual ward provisions had been lower than expected. She suggested the Clinical Lead for Hospital at Home and ART+ attend the next Council of Governors meeting to present an update regarding the Hospital at Home programme.

**Action: Membership and Governance Administrator**

Paul Fairhurst asked if weekends provided the Trust a challenge regarding being able to manage activity and admission rates. The Chief Operating Officer confirmed that weekends presented a challenge to the Trust, it was critical that the balance between admissions and discharge rates were managed effectively.

Paul Fairhurst asked for clarity on how SDEC would affect the Trusts overall average for patient’s length of stay. The Chief Operating Officer explained that the Trust looked at national statistics called “Dr Foster” which benchmarked a patient’s length of stay against hospitals nationally. She confirmed that the Trust had a comparatively low length of stay compared to other Trusts, but more work was being undertaken to further reduce length of stay where possible.

The Council of Governors noted the update.

**CG/23/12/08 Sustainability Plan Update**

The Chair welcomed the Deputy Director of Estates and Facilities to the meeting. He provided a presentation regarding the Trusts Sustainability plan.

Anna Beria asked how the Trust benchmarked the work it had undertaken. The Deputy Director of Estates and Facilities confirmed that the Trust used the Estates “Model

Author: Pete Dixon, Membership & Governance Administrator	Date: 26 <sup>th</sup> January 2024
Document Approved by: Alison Ryan, Chair	Version: 1.7
Agenda Item: 3	Page 4 of 8

Hospital” which benchmarked for all NHS organisations. He explained that the Trust compared its carbon emissions against similar sized organisation within the local area.

Nick Gamble enquired what the possibility would be for the Trust to have a battery station installed on site. The Deputy Director of Estates and Facilities confirmed that conversations had taken place regarding this. As well as battery storage units and self-regenerating batteries.

The Council of Governors noted the update. The Deputy Director of Estates and Facilities left the meeting at 15:50

**CG/23/12/09 Annual General Meeting & Annual Members Meeting Feedback**

The Deputy Head of Corporate Governance explained that the report provided the Council of Governors with an overview of the feedback received at the Annual General Meeting Combined with Annual Members Meeting on Wednesday 20<sup>th</sup> September 2023. Governors would need to keep in mind and use the feedback as well as other feedback received when taking part in away days and working group meetings throughout the year.

The Council of Governors noted the report.

**CG/23/12/10 2023 Governor Election Results**

The Council of Governors noted the results of the elections.

**CG/23/12/11 Annual Register of Governors Interests**

The Deputy Head of Corporate Governance highlighted that the current Register of Governors Interests was attached at appendix one for information and noting. She asked that Governors update the Membership Office throughout the year as soon as any declarations changed or as new interests occurred.

The Council of Governors noted the report.

**CG/23/12/12 Deputy Lead Governor Appointment**

The Deputy Head of Corporate Governance explained that the selection process for appointing the Deputy Lead Governor was aligned with the existing process for appointing the Lead Governor and was outlined within the paper.

Nicola James felt that the paper excluded Governors who were on the same term of office as the Lead Governor, and that Governors had not been given enough time to consider all the ramifications of electing a new Deputy Lead Governor. She also stated that the paper did not clearly identify the length of term a Governor would have in the Deputy Lead Governor role. The Deputy Head of Corporate Governance suggested that the term of office could be aligned to Lead Governor term which was two years. She added that the Council of Governors would need to decide on the appropriateness of who could be Deputy Lead Governor as there were other factors they may wish to consider.

Author: Pete Dixon, Membership & Governance Administrator	Date: 26 <sup>th</sup> January 2024
Document Approved by: Alison Ryan, Chair	Version: 1.7
Agenda Item: 3	Page 5 of 8

Nicola James raised that Governors did not have the correct IT facilities to view papers properly. The Deputy Head of Corporate Governance explained that all papers were sent out as a PDF bundle which should be compatible on all devices. The Trust was looking at alternative online portals to view papers, which may be more user-friendly, but this would require a budget.

Viv Harpwood felt that the deadline for Governors to express interest in the role was too short and proposed it could be extended to the 21st of January 2024. The Deputy Head of Corporate Governance agreed and confirmed this was possible.

Di Benham asked for clarification regarding which Governors were able to be nominated for the position of Deputy Lead Governor. The Chair confirmed only Public and Staff Governors could put themselves forward.

Di Benham and Nicola James both felt that the current term of office of two years was too short to be in the role of Lead and Deputy Lead Governor. The Chair made the Council of Governors aware that they had the power to change and extended the term of office if they wished to do so.

The Council of Governors approved the appointment process and agreed that the closing date for nominations would be extended to the 21<sup>st</sup> January 2024.

**CG/23/12/13 NED Update on Questions from Governors:  
Log of Governor Assurance Questions.**

The Chair presented the log of assurance questions to close and highlighted that the only question on the log was regarding the amount of information NEDs received at sub-committee meetings. She confirmed that Paul Fox had answered the question at the Strategy & Business Planning Working Group but the Chair asked if any NEDs in attendance wished to add their own comments.

Ian Orpen explained it was the role of sub-committees to ensure issues which had been raised were addressed in an appropriately and effective manner. He further explained that there was a clear plan in place to ensure that papers were much shorter and had an effective and succinct executive summary.

Nigel Stevens explained that getting the balance between the quality and quantity of information would be key for sub-committee meetings moving forwards. He made the point that the Non-Executive Directors had the same balance as the Council of Governors regarding experience currently and that regular informal conversations took place to gain a better collective understanding.

Di Benham expressed her uncertainty regarding what work goes to the specific sub-committees. The Chair stated the annual workplan for each sub-committee could be sent to the Governors for clarity. The Deputy Head of Corporate Governance added that there was a paper within the ‘Governor Resource Pack’ on MS Teams that included the terms of reference for each committee which could also help with understanding.

**Action: Membership and Governance Administrator**

Author: Pete Dixon, Membership & Governance Administrator	Date: 26 <sup>th</sup> January 2024
Document Approved by: Alison Ryan, Chair	Version: 1.7
Agenda Item: 3	Page 6 of 8

Di Benham and Nicola James both enquired how many Governors could observe each sub-committee meeting. The Chair confirmed that it was one Governor per meeting, but she would discuss this matter with the Chairs of the committees and would email the outcome of these discussions to the Governors.

**Action: Chair**

The Council of Governors agreed to close the assurance question. Hannah Morley and Anne-Marie Walker left the meeting.

**CG/23/12/14 Governor Working Group Updates**

The Deputy Head of Corporate Governance presented the update and asked the Council of Governors to approve the People Working Group Terms of Reference that had been updated at the last meeting. Nicola James asked for clarification on what these changes were. The Deputy Head of Corporate Head of Governance confirmed the changes were detailed in full on page 10 of the report but were minor and related to quoracy and role titles.

The Chair stressed that Governors needed to Chair the Working Group meetings moving forward, as it was not the responsibility of the Deputy Head of Corporate Governance.

Di Benham and Nicola James both felt that initially Governors may not have been confident enough to Chair the meetings. The Deputy Head of Corporate Governance highlighted that NHS Providers held training sessions which focused on Chairing effective meetings, she encouraged Governors to contact the Membership Team about enrolling on these training courses.

Paul Fairhurst enquired what the expectation was surrounding Non-Executive Directors attendance at Working Groups meetings. The Deputy Head of Corporate Governance confirmed the NED Chairs were invited to the relevant Governor working group to attend, whilst attendance wasn't mandatory NEDs should try to attend to aide relationships and provide the relevant assurance. She added that Governors needed to involve the NED in the working group if they attended to ensure it was a good use of their time.

The Council of Governors noted the report and approved the updates to the People Working Group Terms of Reference. Paul Fox and Paul Newman left the meeting at 16:24

**CG/23/12/15 Lead Governor Report**

Viv Harpwood presented her Lead Governor report, the Council of Governors noted the report.

**CG/23/09/16 Stakeholder Governor Feedback**

The Deputy Head of Corporate Governance confirmed that she had circulated feedback received from Alison Born via email during the meeting.

Author: Pete Dixon, Membership & Governance Administrator	Date: 26 <sup>th</sup> January 2024
Document Approved by: Alison Ryan, Chair	Version: 1.7
Agenda Item: 3	Page 7 of 8

Di Benham enquired how many Stakeholder Governors the Council of Governors should have. The Deputy Head of Corporate Governance confirmed to the meeting that the Council of Governors would normally have 5 appointed Stakeholder Governors, but currently had 3. She explained that letters were due to go to the BSW ICS and the University to ask them to appoint people to the vacant roles. The Chair added that it wasn't unusual in a Foundation Trust for Stakeholder Governors to not attend meetings.

The Council of Governors noted the feedback

**CG/23/09/17          Items for Future Work Plan**

The Chair confirmed that the Director of Transformation would attend a future meeting to present an update regarding the Trusts Hospital at Home programme.

The Chair suggested that the Council could receive an update explaining NHSE's Model Hospital to a future Council of Governors meeting.

**Action: Membership and Governance Administrator**

**CG/23/09/18          Any Other Business**

No other business was discussed. The Chair thanked the Council of Governors for their ongoing support, particularly during the current period of pressure.

*The meeting closed at 16:33*

Author: Pete Dixon, Membership & Governance Administrator	Date: 26 <sup>th</sup> January 2024
Document Approved by: Alison Ryan, Chair	Version: 1.7
Agenda Item: 3	Page 8 of 8