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| Report to: | Council of Governors Meeting | Agenda item: | 11 |
| Date of Meeting: | 13 June 2024 | | |

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| Title of Report: | Governor Working Group discussion and updates |
| Status: | For discussion |
| Board Sponsor: | Alison Ryan, Chair |
| Author: | Lauren McEwan, Corporate Governance Manager |
| Appendices | Appendix 1 - Governor Strategy & Business Planning Working Group including Terms of Reference for approval Appendix 2 - Governor Quality Working Group Agenda Appendix 3 - Governor People Working Group Agenda including Terms of Reference for approval Appendix 4 - Membership & Outreach Working Group Agenda |

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| 1. Executive Summary of the Report |
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The Council of Governors has established five smaller committees and working groups that conduct detailed reviews of areas of key importance to the hospital.

There are currently four regular Working Groups that take place quarterly and a Nomination and Remuneration Committee that meets as required.

The Working Groups are sub-groups of the Council of Governors and as such should be chaired by a Governor.

As a minimum, Governors should attend meetings of the Council of Governors, but are encouraged to attend working group meetings to help improve accountability and enable feedback to be escalated to the Board where appropriate. It is also important to remember that the role of a Governor is voluntary and people's commitment levels vary.

The agendas for the last meetings are attached as appendices for information and the Governors that chaired each meeting will be invited to provide the Council of Governors with feedback on the work of each group. Working Group Chairs are responsible for providing an update to the Council of Governors.

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| 2. Recommendations (Note, Approve, Discuss) |
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The Council of Governors is asked to note the update and discuss the work that the Governor Working Groups had undertaken during the last quarter.

The Council of Governors is asked to **approve** the Strategy and Business Working Group Terms of Reference and the People Working Group Terms of Reference.

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| 3. Legal / Regulatory Implications |
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The only sub-group of the Council of Governors meeting that the Trust is required to have is the Nomination and Remuneration Committee. Best practice however is that additional working groups are created.

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| 4. | Risk (Threats or opportunities, link to a risk on the Risk Register, Board Assurance Framework etc.) |
| Not applicable | |
| 5. | Resources Implications (Financial / staffing) |
| The role of a Governor is voluntary, and this should be considered during the discussion. | |
| 6. | Equality and Diversity |
| The Governor role is open to all members. | |
| 7. | References to previous reports |
| A similar report was presented at the last Council of Governor meeting in September 2023. | |
| 8. | Freedom of Information |
| Public | |
| 9. | Sustainability |
| Not applicable | |
| 10. | Digital |
| Not applicable | |

Council of Governor Working Groups

The Council of Governors has established five smaller committees and working groups that conduct detailed reviews of areas of key importance to the hospital.

There are currently four regular Working Groups that takes place quarterly as follows (Nomination and Remuneration Committee meets as required):



Governor working groups are supported by the Membership & Governance Team as well as an Executive Director, and seek assurance from the Non-Executive Directors, to help improve accountability and enable feedback to be escalated to the Board where appropriate. The role of each Working Group is as follows:

Strategy & Business Planning Working Group

Reviews plans and strategies regarding the future of the hospital, ensuring that member’s views are represented as well as the needs of the local community.

Quality Working Group

To listen to patients and members to understand how we can improve patient experience at the RUH and to ensure Quality, patient experience, patient safety and clinical outcomes are of a high standard.

Membership & Outreach Working Group

Aims to grow and develop the Trust’s membership and facilitates communication between Governors, Members, and the local community.

People Working Group

The groups seeks confidence on any workforce related matters including Recruitment, retention, culture and Equality and Diversity.

Nominations and Remuneration Committee

Oversees the recruitment of the Chairman and other Non-Executive Directors as well as making recommendations to the Council of Governors on the remuneration of the Chair and other Non-Executive Directors

Role within Working Groups

Governors assist in the development of ideas, advise on issues and act as the Trust’s ‘eyes and ears’ in the community and throughout the Trust with Governors having the following distinct roles:

Advisory - providing a steer on how the Trust can carry out its wider business to satisfy the needs of members and the wider community.

Guardianship - acting as guardians to ensure that the Trust operates in accordance with its purpose and authorisation and as “trustees” for the welfare of the organisation.

Strategy - advising on the longer-term direction of the Trust so that the Board of Directors can develop effective policies.

Working Group Chairs are responsible for providing a verbal or written (if they are unable to attend) update at Council of Governors meetings.

Appendix 1 Governor Strategy & Business Planning Working Group Agenda

2 May 2024, 13:30 – 15:00
Virtual Meeting via MS Teams

| Item | Subject | Time | Enc. | Presenter |
|--|---|-------|--------|---|
| 1. | Welcome, introduction, apologies | 13:30 | Verbal | Chair |
| 2. | Informal Q&A for Governors: Case for Change | 13:35 | Disc. | Alison Ryan / Cara Charles-Barks |
| 3. | Minutes of the Governor Strategy & Business Planning Meeting held on 8 February 2024 | 14:20 | Enc. | Chair |
| 4. | Action list and matters arising | | Enc. | |
| 5. | RUH Strategic and Business Plan Update | 14:25 | Pres. | Ash Harvey |
| 6. | Terms of Reference Review | 14:45 | Enc. | All |
| For Information | | | | |
| 7. | <u>Board Committee Updates</u> <ul style="list-style-type: none"> • Non-Clinical Governance Committee • Finance & Performance • Audit and Risk Committee | 14:50 | Verbal | Anne-Marie Walker / Paul Newman / Di Benham |
| Closing Business | | | | |
| 8. | Questions for NEDS | 14:55 | Disc. | All |
| 9. | Future Work Plan | | Enc. | |
| 10. | AOB | | Disc. | |
| Date and time of next meeting: 8 August 2024, 10:00 – 12:00 | | | | |

ACTION: Council of governors to **APPROVE** the Strategy and Business Working Group ToR:

Royal United Hospitals Bath NHS Foundation Trust
Governor Strategy & Business Planning Working Group

Terms of Reference

1. Objectives

The objectives of the Group are:

- To contribute and add value to the medium and long-term vision and strategic direction of the Trust
- To ensure Membership interests are represented in the strategic planning process

2. Roles and Responsibilities

- To develop an understanding of the strategy and business planning processes of the Trust
- To ensure the Council of Governors views are taken into consideration when setting the strategic direction of the Trust, through reviewing progress against the You Matter Strategy and supporting strategies and as part of the annual business planning process, reviewing the operational and longer-term strategic plan.
- To work with the Council of Governors to ensure that membership views are obtained on future business planning priorities.
- To act in an advisory capacity when the Board of Directors has to make challenging or difficult decisions which affect the strategic direction of the Trust.
- To give progress reports to the Council of Governors at full meetings of the Council.
- To report to the Council of Governors the views of the Working Group on the implementation of business plans.
- A member of the WG shall act as an observer at the following Board Committees and report back on the Committee work and non-executive directors performance:
 - Finance and Performance Committee
 - Audit and Risk Committee

- Non-Clinical Governance Committee

3. Membership

- Not less than two elected public governors
- Not less than one staff governor
- One Executive Director

4. Attendance

- Support to the Group will be provided by the Corporate Governance Manager.
- One Non-Executive Director to attend if requested

5. Quorum

- Three Governors
- One member of the Trust's Board of Directors or suitable Deputy.

6. Frequency

- The Group will meet quarterly and in line with the Trust's Business Planning process.

7. Accountability

- Accountable to the Council of Governors.

8. Review of Performance

- The Group will formally report annually to the Council of Governors on its work and effectiveness.

Date of Approval:

Date of Review: 02.05.2024

Appendix 2

Governor Quality Working Group Agenda

14 May 2024, 10:00 – 12:00

Virtual Meeting via Teams

| Item | | Time | Enc. | Presenter |
|--|---|-------|--------------|-------------------|
| 1. | Welcome, introduction, apologies | 10:00 | Verbal | Chair |
| 2. | Minutes of the Governor Quality Meeting held on 12 th February 2024 | | Enc. | |
| 3. | Action list and matters arising | | Enc. | |
| 4. | Review of the Trusts Integrated Performance Report | 10:05 | Enc. | Toni Lynch |
| 5. | Health Inequalities 6 month Update (Including pilot scheme and working group update) | 10:25 | Enc. | Veronica Kuperman |
| 6. | Progress against Quality Priorities: 2024/25 Quality Account Priorities for endorsement | 10:40 | Enc. | Toni Lynch |
| 7. | PLACE Assessment Results | 11:00 | Enc. | Jamie Caulfield |
| 8. | Quality Governance Committee Governor observation report | 11:15 | Enc / Verbal | Governor |
| 9. | Questions for NEDs | 11:25 | Verbal | All |
| 10. | AOB | | Verbal | |
| Date and time of next meeting: 13th August 2024, 13:00 – 15:00 | | | | |

Appendix 3

Governor People Working Group

16 May 2024, 10:00 – 11:30

Virtual via Microsoft Teams

Agenda

| Item | Subject | Time | Enc. | Presenter |
|---|---|-------|---------------|--------------------------------|
| 11. | Welcome, Introduction and Apologies | 10:00 | Verbal | Chair |
| 12. | Minutes of the People Working Group held on: 15 February 2024 | | Enc. | |
| 13. | Action list and matters arising | | | |
| 14. | Programmes on a Page | 10:05 | Pres. | Matthew Foxon |
| 15. | Staff Survey Results <ul style="list-style-type: none"> Areas for Improvement and Actions Staff Governor Tea Trolley – How can we improve following the Staff Survey Results? | 10:50 | Pres. / Disc. | Ben Padfield / Staff Governors |
| 16. | Terms of Reference Review | 11:00 | Enc. | All |
| 17. | People Committee Observation Report | 11:05 | Verbal | Kate Cozens |
| 18. | Staff Governor Feedback | 11:10 | Verbal | Staff Governors |
| Closing Business | | | | |
| 19. | Questions for NEDs | 11:30 | Verbal | Chair |
| 20. | Future work plan discussion | | Disc. | All |
| 21. | Any other business | | Verbal | |
| Date and time of next meeting: 15 August 2024, 11:00 – 13:00 via Microsoft Teams | | | | |

ACTION: Council of governors to **APPROVE** the People Working Group ToR:

Royal United Hospitals Bath NHS Foundation Trust Governor People Working Group Terms of Reference

9. Objectives

The objectives of the Group are:

- To enable Staff Governors, based on their experience of working in the Trust and feedback from their constituents, to contribute to efforts to improve working conditions across the Trust.
- To ensure that members' views relating to staff engagement, experience and empowerment are received and taken account of
- To ensure that work topics delegated by the Council of Governors are addressed
- To contribute to the process of holding NED's to account on all people-related matters

10. Roles and Responsibilities

- To develop an understanding of the Trust's strategic direction and progress is in line with the NHS People Plan requirements, obtaining assurance as necessary;
- To be a sounding board and provide feedback to help members of the People Committee develop an understanding of its strategic workforce needs;
- To consider reports, surveys and data.
 - Staff Survey, Go Engage,
 - Equality and Diversity, including the Workforce Race and Disability Equality Standards
 - Health and Wellbeing
- To give progress reports to the Council of Governors at full meetings of the Council.
- To provide an annual report on the work of the Group to the Annual Members meeting

11. Membership

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| Author: Lauren McEwan, Corporate Governance Manager | Date: 7 th June 2024 |
| Document Approved by: Alison Ryan, Chair | Version: 1.0 |
| Agenda Item: 11 | Page 10 of 13 |

- Not less than two elected staff governors – all staff governors encouraged to attend to provide a link between staff, the Council of Governors and the Board of Directors
- Not less than one public governor
- The Chief People Officer or their representative

12. Attendance

- Support to the Group will be provided by the Corporate Governance Manager or a member of the Membership and Governance Team.
- One Non-Executive Director to attend if requested

13. Quorum

- Two Governors (at least one Staff Governor)
- One member of the Trust's Board of Directors or suitable Deputy.

14. Frequency

- The Group will meet quarterly (and before the People Committee) but extraordinary meetings or workshops may be held as required.

15. Accountability

- Accountable to the Council of Governors.

16. Review of Performance

- The Group will formally report annually to the Council of Governors on its work and effectiveness.

Date of Review: 16th May 2024

Date of Approval at CoG:

Appendix 4

Governor Membership & Outreach Working Group

Agenda

30th May 2024, 13:00 – 14:30

Virtual Meeting via Teams

| Item | Subject | Enc. | Time | Presenter |
|------|---|--------|-------|---------------|
| 1. | Welcome, Introduction, apologies. | Verbal | 13:00 | Chair |
| 2. | Minutes of the Governor Membership and Outreach meeting held on | Enc. | | |
| 3. | Action lists, matters arising | Enc. | | |
| 4. | Membership Display Board's Audit | Enc. | 13:05 | Lauren McEwan |
| 5. | Volunteer Strategy Update | Verbal | 13:15 | Jason Lugg |
| 6. | Communications strategy for the People in our Community | Verbal | 13:25 | Ash Harvey |
| 7. | Outcome from the Insight Survey | Enc. | 13:40 | Amy Feldman |
| 8. | Membership Engagement Strategy | Verbal | 13:55 | Lauren McEwan |
| 9. | 2024 Annual General Meeting Planning | Verbal | 14:05 | Lauren McEwan |
| 10. | <p>Governor Outreach Discussion</p> <p>Some prompts for thought:</p> <ul style="list-style-type: none"> Proactively seek to form links with hard to reach and underrepresented groups in the constituencies. Are we accessible enough, how are we hearing diverse voices and speaking to them? Identify engagement initiatives utilised by other Trusts to ensure that new ideas are embraced and implemented. (Benchmarking) Surveys, Plans, Ideas? | Disc. | 14:10 | All |
| 11. | Review Quarterly Feedback | Enc. | 14:25 | All |

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|--|--------------------|--------|--|-----|
| 12. | Questions for NEDS | Disc. | | All |
| 13. | AOB | Verbal | | All |
| Date and time of next meeting: 29th August 2024, 11:00 – 12:30 | | | | |