

**Oxford Health NHS Foundation Trust**

**CoG 01/2021**

(Agenda item: 04)

**Council of Governors**

Minutes of the meeting held on

18 November 2020 at 18:00

Via Microsoft Teams Virtual Meeting

In addition to the Trust Chair and Non-Executive Director, David Walker, the following Governors were present:

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| **Present:** |  |
| Chris Roberts (**CR**) | Patient: Service Users Carers (Lead Governor) |
| Dr Hasanen Al-Taiar (**HAT**) | Staff: Specialised Services |
| Maureen Cundell (**MC**) | Staff: Older People |
| Victoria Drew (**VD**) | Staff: Corporate Services |
| Gillian Evans (**GE**) | Patient: Service Users Oxfordshire |
| Benjamin Glass (**BG**) | Patient: Service Users Buckinghamshire and other counties *(part-meeting)* |
| Louis Headley (**LH**) | Staff: Oxfordshire, Banes, Swindon & Wiltshire Mental Health Services |
| Dr Mike Hobbs (**MH**) | Public: Oxfordshire |
| Alan Jones (**AJ**) | Patient: Service Users Carers |
| Dr Tina Kenny (**TK**) | Buckingham Healthcare NHS Trust |
| Reinhard Kowalski (**RK**) | Staff: Buckinghamshire Mental Health Services |
| Davina Logan (**DL**) | Age UK Oxfordshire |
| Angela Macpherson (**AMac**) | Buckinghamshire Council |
| Andrea McCubbin (**AMc)** | Buckinghamshire Mind |
| Madeleine Radburn (**MR**) | Public: Oxfordshire |
| Myrddin Roberts (**MRo**) | Staff: Community Services |
| Hannah-Louise Toomey (**HT**) | Public: Oxfordshire |
| Sula Wiltshire (**SWi**) | Oxfordshire Clinical Commissioning Group |

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| **Governors in attendance** (non-voting): | |  |
| Allan Johnson (**Ajo**) | Public: Oxfordshire | |
| Neil Oastler (**NO**) | Staff: Children and Young People | |
| Soo Yeo (**SY**) | Staff: Older People | |

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| **In attendance from the Trust:** |  |
| John Allison (**JA**) | Non-Executive Director |
| Tim Boylin (**TB**) | Director of HR |
| Nick Broughton (**NB**) | Chief Executive |
| Marie Crofts (**MC**) | Chief Nurse |
| Bernard Galton (**BG**) | Non-Executive Director |
| Mark Hancock (**MH**) | Medical Director |
| Chris Hurst (**CH**) | Non-Executive Director |
| Mike McEnaney (**MMcE**) | Director of Finance |
| Aroop Mozumder (**AM**) | Non-Executive Director |
| Debbie Richards (**DR**) | Executive Managing Director of Mental Health & Learning Disabilities |
| Kerry Rogers (**KR**) | Director of Corporate Affairs & Company Secretary |
| Martyn Ward (**MW**) | Director of Strategy & Chief Information Officer |
| Lucy Weston (**LW**) | Non-Executive Director |
| Susan Wall (**SMW**) | Corporate Governance Officer |
| Surangi Weerawarnakula | Corporate and Claims Officer |

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| **Presenters:** |  |
| Ben Cahill (**BC**) | Strategy and Planning Manager |

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| **1.**  a | **Introduction and welcome from the Chair**  The Trust Chair welcomed all those present to the virtual Microsoft Teams Council of Governors meeting in Public. | **Action** |
| **2.**  a  b  c  d  e | **Apologies for absence and quoracy check**  Apologies were received from the following Governors: Paul Miller, Lawrie Stratford and Abdul Okoro.  Absent without formal apology: Angela Conlan; Gordon Davenport; Mary Malone; Richard Mandunya; and Jacky McKenna.  Apologies received from the Board: Ben Riley, Executive Managing Director of Primary and Community Care Services and Sue Dopson, Non-Executive Director.  The meeting was confirmed to be quorate as over a third of the total number of Governors were present, including at least five Governors representing the public or patients’ constituencies.  The Trust Chair welcomed Councillor Angela Macpherson from Buckinghamshire Council to her first Council of Governors’ general meeting and also thanked Sula Wiltshire from Oxfordshire Clinical Commissioning Group (CCG), for her valuable contributions to the Trust. Sula was to depart the Council due to her retirement. |  |
| **3.**  a | **Declaration of interests**  No interests were declared pertinent to matters on the agenda. |  |
| **4.**  a  b | **Minutes of last Meeting on 10 September 2020 and Matters Arising**  The minutes of the last meeting held on 10 September 2020 were approved as a true and accurate record, and there were no matters arising.  **The Council approved the minutes and noted there were no matters arising.** |  |
| **5.**  a  b  c  d | **Update Report from the Chair**  The Trust Chair started his oral update marking the six month anniversary of the new Chief Executive’s arrival and noted that it had also been an eventful six months in relation to the Trust’s efforts in managing the COVID-19 pandemic. He drew attention to the importance of the effective communications function of the Trust in keeping all the stakeholders of the organisation informed using various techniques and new technology, and paid tribute to the Communications Team.  The Chair expressed his sentiments in relation to the great research that was being carried out in Oxford, particularly by the University of Oxford, to develop a prophylactic vaccine against COVID-19 and the application of science to prevent the scourge. He hoped that the policy makers for Science Research and Investment in Health Research, would recognise the contribution that Oxford and all its institutions had been making.  The Trust Chair noted the progress of work carried out by the Trust to help improve conditions of student life of the large student population who come to the City of Oxford for their higher education. He said that with the awareness of the challenges that the students face with their health and wellbeing, and mental health, especially in the recent months, colleagues of the Trust were trying to better-bridge between the services that the Trust provide to widen access to students when they need assistance, in addition to the services that were already provided; and that there was more work to be done on integration and streamlining services.  **The Council noted the oral update.** |  |
| **6.**  a  b  c  d  e  f  g | **Update Report from Non-Executive Director (NED)**  Aroop Mozumder gave an oral update to the Council, in which he briefed the Council of his professional background stating that quality governance had always been his area of expertise. Being a medical doctor, Aroop had served 28years at the Royal Airforce and held positions of Inspector General for Defence Medicine and Head of Royal Air Force’s Medical Services. Since leaving the military, Aroop had worked at the Quality Care Commission as a National Professional Advisor and currently was an Honorary Research Fellow at a College in the University of Oxford, teaching at the Medical School; and a Senior Medical Advisor to an air ambulance service.  Aroop informed the Council of his involvements with the Trust as a member of the Patient and Staff Experience Governor sub-group, the Audit Committee and the Mental Health Act Committee, and as the Chair of the Quality Committee. He said that he took part in the COVID-19 ethics group during the first part of the lockdown; and recently had been on the interview panel for recruiting a NED.  In terms of his work on the Quality Committee, Aroop informed the Council that a huge amount of work and effort in quality governance had been expended in the Trust; and he paid tribute to Jane Kershaw, Head of Quality Governance and the Chief Nurse for their work in maintaining the quality of the clinical care the Trust provides. The Committee had made changes to its agenda to give emphasise to quality improvement, and centred around safety, effectiveness, quality improvement, governance, and policy updates. In terms of the recent safety focus, the Committee review in detail the state of COVID-19 and the Trust’s response and been reviewed.  Aroop informed that the Quality sub-committee, an incorporation of the previous sub-committees, now directly reports to the Quality Committee; therefore, allowed more time for the Committee to focus on more strategic matters. He said that he and the Chief Executive were keen to increase the emphasis on patient outcomes with a reduced prominence on processes. He welcomed governors to observe Committee meetings.  During reflection on Board’s participation, Aroop informed that he felt the clinical imperatives were high on the Board’s agenda and had greater emphasis on quality improvement, patient outcomes, culture and communication and he therefore felt that the Trust was moving forward.  Aroop concluded his updated by expressing his commitment to contributing to the Trust’s achievement of ‘Outstanding’ and thanking the colleagues on the Board.  **The Council noted the oral update.** |  |
| **7.**  a  b  c  d  e  f | **Update Report from CEO**  The Chief Executive reported on paper CoG 10/2020, Chief Executive’s report.  He informed the Council that the vaccines that were being developed for COVID-19 would be available for administration before Christmas, and at this significant juncture for NHS in vaccinating the entire population, the Oxford Health NHS FT had agreed to become the lead organisation in coordinating the delivery and management of the vaccine within the regions of Buckinghamshire, Oxfordshire and Berkshire West Integrated Care System (BOB ICS), with the full support of the other NHS organisations and local authorities. The Chief Executive drew attention to the ‘Toronto Partnership’ in his report where a Memorandum of Understanding (MoU) had been signed by the Oxford Health NHS FT with the University of Oxford, the University of Toronto and the Centre for Addiction and Mental Health in Toronto. He stated that this collaboration, established with the support from John Geddes and his colleagues at the Department of Psychiatry at University of Oxford, reflected the Trust’s ambition to be a leading research organisation; and that he was confident it would bring significant benefits to the Trust in terms of sharing best practice, especially in the delivery of Mental Health Services, and learning to further improve the quality of Trust’s services; and he was hopeful of arranging exchange programmes for colleagues of more disciplines.Angela Macpherson, noting from the report, stated that the key meetings that the Chief Executive had recently attended appeared to be Oxfordshire-centric and queried about his presence in Buckinghamshire. The Chief Executive said that he endeavoured to visit Oxford Health NHS FT’s services regularly in the all regions servies, and that he was visiting the Whiteleaf Centre, Aylesbury, Buckinghamshire at least once a week and was holding weekly meetings over calls with the system leaders in Buckinghamshire; and that CEO’s Board reports, available on Trust website, would list his visits and key meetings held.Hasanen Al-Taiar asked for a contact person for further details of the Toronto project. The Chief Executive stated that Andrea Cipriani was the best contact person. He said that the project was developed as a result of the two universities establishing links with the Centre for Addiction and Mental Health in Toronto recently, and their keenness to collaborate with a provider organisation in the UK. He stated that the project was expected to be a 360 degree collaboration with its benefits extended to the wider workforce and not limited only to academics. **The Council noted the report.** |  |
| **8.**  a  b  c  d  e  f  g  h  i | Trust Vision and Strategy update - presentationThe Director of Strategy & Chief Information Officer briefed the Council of the progress of the new Trust Strategy that was being developed with extensive discussions and input from across the Trust. He said that the draft version of Trust Strategy was agreed in principle by the Trust Board in March 2020; but due to the number of significant changes; in light of COVID-19; the new Chief Executive’s arrival; and developments in the BOB ICS; publishing the draft version had been postponed.The Director of Strategy & Chief Information Officer gave an overview of the four strategic objectives for the Trust; quality of care; workforce; sustainability; and research and education. He outlined the strategic framework using a presentation. Ben Cahill, Strategy and Planning Manager, further explained the strategic framework covering the key focus areas, delivery of strategic objectives, metrics of measuring progress, how they affect the strategic objectives; and how they then overarch with the Trust’s vision and values. He noted there was more work to do in developing the strategic framework.He updated the Council that the Trust’s vision was also being reviewed, with discussions with the Executive Team and the Board taking place. Ben Cahill said that the current Trust vision was well embedded; hence it was proposed for the existing vision to be adapted to best describe what the Trust was setting out to achieve and also to capture the aspiration the Trust has for organisational development and collaborative work. He said a supplementary qualifying statement to link the vision to strategic objectives would then be developed.Ben Cahill said the next steps would be to finalise the key focus areas and metrics; and present the draft to the Board later in the month for their support and feedback in order to finalise work; and in early 2021, it would be presented to the Board again for approval. He said that following approval, development of strategy documentation and various promotional material to promote them among the staff, patients, carers, families, and partners would be carried out.Mike Hobbs asked if the patients and carers were involved in defining objective key results (OKR) for patient experience. The Director of Strategy & Chief Information Officer replied that the focus at that stage was to obtain approval from the Board for the direction of the Trust strategy; and work on key focus areas. Metrics and OKRs were still in progress; and once they were identified, key focus groups would be engaged for input. Ben Cahill added that the quality objectives, as shown in the presentation, came from the quality priorities, which were informed by the patient involvement and engagement groups; and that they would evolve over time. Mike Hobbs suggested for the objectives to be tested against patients, carers, and staff feedback at each stage for a robust outcome.Davina Logan queried what plans have been made to utilise data on the impact of strategy. The Director of Strategy & Chief Information Officer replied that by collecting information from patients on their experience with the Oxford Health NHS FT and their treatment outcomes; and using business intelligence on patient information to gather as much information as possible; the most beneficial and effective interventions can be identified for different target groups, such as for preventative measures or accelerate patient journey. In response to a question raised by Tina Kenny, The Director of Strategy & Chief Information Officer said that strategy was usually set for a five year term.A staff member who was observing asked if access to National Institute for Clinical Excellence (NICE) approved treatment was captured in the Trust strategy. The Medical Director said that a NICE information group, which reports into the Quality Committee, was in place to look at issues around NICE. The Chief Nurse said there were some quality priorities in the Trust strategy, drawn from patients, carer engagement and from staff; but they would be captured elsewhere and monitored by the quality governance structure. **The Council noted the presentation and oral update.** |  |
| **9.**  a  b  c  d  e  f  g  h  i  j  k | **Finance Report – month 6 update**  The Director of Finance reported on paper CoG 12/2020. He said the finance situation of the Trust for the first half of the year was breakeven; the funds received from NHS England to manage the COVID-19 situation covered the deficit of £0.1 million and achieved breakeven. Overall, the operating position was in line with plan and underlying performance was running relatively well. He said that the cost incurred in the first half of the year, directly due COVD-19, was £11.5 million, which related to additional staff to cover the additional workload and absenteeism due to COVID-19; and also technology costs since many staff were working remotely.  *Ben Glass joined the meeting.*  The Director of Finance noted that Mental Health Investment Standard’s additional investment in Mental Health was slow in the first half of the year, due to disruptions from COVID-19. He said that, with the help of Buckinghamshire; Oxfordshire; and Bath and North East Somerset, Swindon and Wiltshire Clinical Commissioning Groups, catching up would be done within the second half of the year; and it remained expected that the full amount would be spent on developing the Mental Health services.  He stated that the cash position was considerably better than plan due to receiving the income one month in advance; however, the capital programme was considerably behind plan due to the estates department resources being diverted to supporting the COVID-19 situation and the close down of the construction industry in the first lockdown; but it was expected to catch up in the second half of the year.  He noted that the second half of the plan was predicted to be largely breakeven with a forecast of £1.8 million deficit due to technical adjustment because of the new financial regime.  Neil Oastler queried why the Trust was still in level 3 if the financial position of the Trust was more favourable than seen in many years. The Director of Finance replied that due to the cost of agency staff, exacerbated by COVID-19, being above the limit set, the level 3 financial regime hasn’t been amended by NHS Improvement.  Chris Roberts asked if the COVID-19 cost for the second half of the year would continue to be fully reimbursed. The Director of Finance replied that in the second half of the year, the amount of money for COVID-19 has been set in the forecast and the Trust would need to remain within that. Other additional costs for COVID-19 related initiatives such as the Trust taking the lead provider role for vaccine administration were in addition to the budgets that have been set, but if it was managed within the forecast, the financial position would remain at breakeven.  Chris Roberts asked if the agency costs would go down since the Trust was recruiting more staff. The Director of Finance answered that even though the Trust was recruiting more staff, due to the increase in demand and the speed that they need to be seen, more agency staff were also hired. He added that the Trust has a strong focus in reducing agency costs, and in that respect, a senior person has been recruited to lead the reduction in agency usage and improve the substantive elements of staffing.  Tina Kenny asked if the Trust would manage to spend all of the £23.5 million capital projected and if not, would there be any adverse consequences. The Director of Finance replied that within that £23.5 million, approximately £9 million has been allocated for a strategic investment in relation to a low secure learning disability unit, however it was no longer deemed a priority within NHS England specialised commissioning, and therefore the funding would not be made available to the Trust; and all the remaining allocated funds would be spent on other projects that have been planned.  A staff member observing the meeting asked if the Trust can utilise the staff that were at home due to COVID-19 to help reduce agency costs. The Director of Finance said that majority of the staff from Estates, Finance, IT and many other staff were doing their fulltime jobs from home, and clinical staff who were staying at home for health reasons have been re-assigned to support in other ways. The Medical Director added that many clinical staff were also carrying out clinical work from home, delivering a lot of remote consultations.  A staff member observing the meeting queried if the capital investment can be used to make internal adjustments to inpatient environments to reduce the risks of nosocomial transmission. The Director of Finance said that measures had always been taken to ensure safety and effectiveness in clinical environments, and very short-term investment was not an easy task; however, they have been prioritised, in response to the COVID-19 situation.  **The Council noted the report.** |  |
| **10.**  a  b  c  d  e | **External Audit Contract Review and Extension**  Lucy Weston, the Chair of the Audit Committee and the Chair of the Charity Committee, summarised the proposal for the external auditors’ contract extension in paper CoG 13/2020.  Lucy explained that in 2007, the Council of Governors had approved to appoint Grant Thornton UK LLP as the Trust’s external auditors for a period of 3 years with an option of a two year extension. Since the 3 year term had been reached, the Executive and the Audit Committee had discussed the options available; to either; extend the contract for the additional two years; terminate the contract and re-tender; or join a BOB-wide procurement exercise.  Lucy said that the Audit Committee’s recommendation to the Council was to extend the contract of Grant Thornton for an additional 2 years as provided in the original contract. She highlighted that they had provided a good service and had added value to the Trust over the last 3 years; their fees were less than their predecessors; and due to the difficulty in undertaking a full procurement exercise during the pandemic. Lucy also informed that the proposed contract extension would include a cost increase of £8200.00 due to the change in scope in the audits, and another £10,000.00 due to the significant changes to their work required by the Code of Practice of National Audit Office; however, this was expected with any contract.  Chris Roberts queried if the contract could be extended to only 12 months in order to see what transpires from BOB. Lucy stated that joining the BOB procurement exercise had been discussed and even the two year extension was a reasonably short period of time to go through a full procurement exercise. She added that the Trust was receiving exceptionally good value from Grant Thornton compared to BOB partners; and that she expected there would be opportunities to join the BOB procurement exercise in the future.  **The Council noted the report; and approved the extension of the External Audit Contract as per the recommendation of the Audit Committee.** |  |
| **11.**  a  b  c  d  e  f  g  h  i  j  k  l  m | **COVID-19 update - Impact of COVID-19 and how it changed the way we work**  The Chief Executive updated the Council that the Trust had been working hard to meet the ongoing plans of COVID-19; and during the recovery phase, help was extended to colleagues across the system to meet the demands associated with the 1st wave of the pandemic. He also noted Oxford Health NHS FT being the lead provider of the vaccination roll-out in the BOB ICS region.  In response to the questions received from governors ahead of the meeting, the Director of Human Resources updated the Council that the Trust ran a successful recruitment campaign and hired 1200 staff members, out of which, 700 were on substantive positions spread across all of the Trust’s geographies and 500 were on to the staff bank. He noted, however, qualified registered nurses were scarce; and that this exercise has put pressure on the Learning and Development team to complete the induction process of the new staff. He said that the staff turnover was approximately 12%; sickness was at a low level around 3.5%; but COVID-19 related sickness or absences were accounted for separately, which was at just over 4%. He said that the agency spend, driven by the volume of work, was high; and the staff bank’s hours were also high.  The Executive Managing Director of Mental Health & Learning Disabilities gave an overview of mental health recovery, firstly by thanking the staff who have been working tirelessly in the community and in wards during the pandemic and also the third sector partners who provided integrated care delivery. She said that the few services that were suspended and moved to digital support offer have returned during the recovery phase on a blended approach of face to face and digital support; the recruitment campaign helped immensely in filling gaps and some wards were down to zero vacancies; and the Trust worked with system partners such as local authorities to provide mental health support to young people as they have returned to school. She added that the referrals were back to normal and capacity in some services had been increased as response to COVID-19, such as in Improving Access to Psychological Therapies (IAPT).  Mike Hobbs queried if all staff had been risk assessed in relation to carrying or falling ill with COVID-19. The Director of Human Resources replied that risk assessment of staff, including bank and agency staff, has become an evergreen process to keep abreast with the change in circumstances and government advice; and stratification of services and buildings have also been done to identify high risk places to avoid putting higher risk people into them.  Chris Roberts asked whether the pandemic affected waiting lists and if there were any plans to reduce waiting lists. The Executive Managing Director of Mental Health & Learning Disabilities responded that waiting lists were being monitored and during the first lock down, the appointments were offered digitally, and in some areas more appointments were transacted; in other areas where the services were ceased, the appointments were reintroduced with higher capacity during the recovery phase, but there was more work to be done in areas such as memory clinics where the digital offer was much harder amongst older adults. She added that in the neurodevelopmental assessment area, which was a main area of concern, additional capacity has been introduced together with the Buckinghamshire CCG; and overall, the waiting position has been improved during COVID-19.  The Chief Executive said that that some services were suspended at the height of the pandemic due to the physical challenges in physical health services, and their accumulated waiting lists were being worked through; and the Trust was keen not to suspend those services in the next wave.  Andrea McCubbin asked about the waiting times in Children and Adolescent Mental Health Services (CAMHS) in Buckinghamshire. The Executive Managing Director of Mental Health & Learning Disabilities said that there were different waiting lists for CAMHS depending on speciality, urgency and emergency, and that they were doing well; but when there were surges in urgent and emergency referrals, they may have been slow; and the Trust was working hard to bring the waiting lists down.  A staff member observing the meeting asked if the staff in community hospitals would be given overtime payments or incentives, during the second wave, as it was less expensive than using agency. The Director of Human Resources replied that the senior people in the Trust were actively discussing the matter and it needs to be balanced correctly since they do not wish to over stress or exhaust staff by giving an incentive to work more, despite any assessment of its cost-effective.    Myrddin Roberts asked if there was any purpose of risk assessing staff over 70 years as they would not get through the first hurdle. The Chief Executive said that risk assessments need to be carried out for all staff to try and ensure that staff were facilitated to work in some capacity as they were keen to work; and if they cannot work in patient-facing services, they need to be assessed for remote working.  Neil Oastler asked for the numbers of the frontline staff who have been unable to work since March 2020 and what measures have been taken to bring them back to work. The Director of Human Resources said that there were around 30-40 frontline staff who were at home and not working, but majority of the other frontline staff who were unable to work from the workplace were working from home. He said that the Trust worked hard to facilitate those staff to be back at work after the government ended shielding, but some of them had to be sent back due to risk assessments and further restrictions; and where possible, some were reassigned to other areas of work.  The Chief Nurse gave the Council an update on patient experience stating that 2020 being the year of the nurse, the staff had been incredible in responding to the pandemic and stepping up to the mark. She said that there had been over 100,000 digital consultations and the patient feedback was very positive, and the team was collecting as much feedback as possible from service users and patients to then determine steps to make services accessible to all. She also said that ‘family and carer befriending helpline’ and ‘letters to a loved one’ initiatives that were put in place because of COVID-19 had received positive feedback.  The Executive Managing Director of Mental Health & Learning Disabilities updated the Council on the CAMHS Tier 4 pressures and said that the Trust had been supported by NHS England to improve Tier 4 capacity across the board; and short, medium and longer term plans were in the pipeline. She added that being the proud provider of the provider collaborative in the region; the leadership shown by clinicians in both CAMHS Tier 4 and adult eating disorders to navigate through the increase in demand, complexity and acuity was extraordinary.  **The Council noted the oral updates.** |  |
| **12.**  a  b  c  d  e  f  g  h | **Constitution and Engagement Policy Update**  The Director of Corporate Affairs and Company Secretary presented the paper CoG 14/2020. She outlined the ‘significant transaction’ in terms of governor engagement and asked the Council to reach agreement that the addendum to the Engagement Policy, Reading Room/Appendix RR\_App\_03, suitably described how governors would be involved in a number of different transactions, of which some would be deemed as ‘significant transaction’. Chris Roberts added that work on ‘significant transaction’ had taken a long period of time to agree, and governors were asked to support the proposal.  The Director of Corporate Affairs and Company Secretary stated that the Governance sub-group had been in discussions regarding the merits of changing the balance of the Public and Service user governor composition in the Council of Governors and that they proposed the Public constituency seats reduced by 4 and the composition of the Patient Service user constituency seats increased by 4, thereby increasing the number of Service user governors in the Council. The council was asked to discuss and approve the proposal in order to make formal amendment to the Trust’s Constitution.  Davina Logan queried the original rationale behind having many Public Governors and fewer Service User Governors. The Director of Corporate Affairs and Company Secretary explained that at the time when Foundation Trusts were first formed, the Public constituency was obligatory due to being a Public Benefit Corporation and a Staff Constituency was also obligatory; but the Patient constituency was discretionary; and partner governors from Clinical Commissioning Groups and local authorities were also obligatory. She said that currently, partner governors from local authorities were obligatory, but the remaining partner governors were at the discretion of the organisation and the Council; and that some Mental Health Trusts across the country had chosen not to have a separate Patient Constituency; and some Trusts, including Oxford Health NHS FT, had a split of Patient Service users and Patient carers. She highlighted some Trusts encouraged the patients to stand in the Public Constituency.  Ben Glass, whilst supporting the proposition, asked for assurance that the Service user seats were represented by the Service Users only. The Trust Chair informed that the proposition was to change the composition of Council of Governors with the numbers set-out in the paper.  The Chief Executive queried if there was an approach which would ensure that Service user governors elected represent the range of services that the Trust provide. The Director of Corporate Affairs and Company Secretary explained that the Patient constituency was broken down as 2 seats for Buckinghamshire & Other Counties; 2 seats for Oxfordshire; and 2 seats for Carers.  Davina Logan, Maureen Cundell and Mike Hobbs expressed different views and suggestions on the proposed changes to the Constitution. Since it was difficult to reach an agreement, the Lead Governor suggested to have a vote, out of the meeting, instead of remitting the matter back to the Governance sub-group. The Trust Chair; the Director of Corporate Affairs and Company Secretary; and the Council of Governors agreed to resort to a vote to arrive at a decision.  **The Council noted the report; and approved the definition of ‘significant transaction’ in the appendix to Engagement Policy.**  ***In early December 2020, a virtual vote was held, and the Council of Governors supported the proposed changes to the Constitution by majority. This was approved by the Board of Directors at the meeting held in public on 27th January 2021.*** |  |
| **13.**  a  b  c  d  e  f  g  h | **Lead Governor update**  The Lead Governor Chris Roberts informed the Council, as feedback from the Governor sub-groups, that the Task and Finish Group was planning to get answers to a few questions from the Trust and once they were resolved, the Task and Finish Group would stand down.  He thanked Sula Wiltshire for her loyalty and support to the Council in particular for her help with matters in relation to Oxfordshire CCG.  Chris Roberts informed that since becoming a governor, his intention to get governor presence at Board sub-committees had been realised; and that he and Madeline Radburn attended recent Board sub-committees and would like the Council to appreciate its benefits.  Madeline Radburn, using an analogy of a large cruise ship, updated the Council of her observation of a recent Quality Committee. She said that she was impressed by the high quality content; the considerable breadth of the topics that were covered; and the clear input and open discussions of the Committee members. She said that it was evident that the Executives, NEDs and the staff participated were on top of their responsibilities; and that it put the role of the governors into a much clearer perspective. She invited governor sub-group chairs and other governors to observe Board sub-committee meetings to obtain a true view of what goes on in the background of the organisation; and then for them to accurately reflect the work of the various committees and identify the correct approach to the Trust with any issues they may have.  Chris Roberts added that governor observation of the Board sub-committees would run for a trial period of six-months with only a limited number of spaces for governors at each meeting; and encouraged the Governors to take the opportunity. He noted that this exercise would avoid duplication with the other Governor sub-groups.  Chris Roberts informed the Council that there had been some governors who have been absent from the Council business for a long period of time and that a decision had been taken to ask those Governors to step down, and if they do not wish to step down, necessary steps would be taken to remove them from the Governors’ register.  **The Council noted the oral update.**  ***Subsequent to the meeting, one governor who has not been involved with Council’s business for a long period of time resigned; and another governor’s tenure was terminated.*** |  |
| **14.**  a  b | **Annual Fit and Proper Person’s Checks progress**  The Director of Corporate Affairs and Company Secretary gave an oral update referring to the Governor Fit and Proper Person (FPP) Checks record, (RR/App\_COG 04/2020), available in Reading Room/Appendix. She highlighted the importance of the governors satisfying their fit and proper person test annually since it was part of the governance code that needed to be complied with, and noted that nearly the entire Council had completed the Fit and Proper Person’s Checks satisfactorily, and offered support to the 3 governors who were yet to complete the final parts of their FPP checks.  **The Council noted the oral update.** |  |
| **15.**  a  b  c  d | **Lead Governor and Deputy Lead Governor nominations**  The Director of Corporate Affairs and Company Secretary thanked Chris Roberts for agreeing to continue in the Lead Governor post until 31 May 2021; and stated that the nominations for a Deputy Lead Governor were also called for through recent communications to the Council and Mike Hobbs had been nominated for the position. The Council’s approval was sought to appoint Chris Roberts as the Lead Governor and Mike Hobbs as the Deputy Lead Governor until 31 May 2021.  The Director of Corporate Affairs and Company Secretary said that the appointments of the Council’s leadership roles for 2021/2022 would take place at the March 2021 Council of Governors’ meeting.  The Trust Chair also thanked Chris Roberts for agreeing to continue in the role and for the work that he has carried out in the Council.  **The Council noted the oral update; and approved Chris Roberts to be re-appointed as the Lead Governor and Mike Hobbs to be appointed as the Deputy Lead Governor until 31 May 2021.** |  |
| **16.**  a  b | **Questions from the public**  An observer who joined towards the end of the meeting requested for a summary of the meeting. The Trust Chair briefly explained the composition of the council of Governors and their statutory duties; and said that periodic meetings were held for the governors to have conversations with the Board of Director and hold them to account. He gave a brief summary of the discussions that took place in the meeting.  There were no further questions from members of the public. |  |
| **17.**  a | **Close of meeting**  Meeting closed at 20:10 |  |
| Date of next meeting: 25 March 2021 at 18:00 via Microsoft Teams (remote meeting). | | |