

Council of Governors 29.07.2021

MEETING
29 July 2021 13:30

PUBLISHED
27 July 2021

Agenda

<i>Location</i>	<i>Date</i>	<i>Owner</i>	<i>Time</i>
Teams Meeting	29/07/21		13:30
1. Committee Management			13:30
1.1. Apologies		Chair	
1.2. Minutes of the Previous Meeting held on 27th May 2021		Chair	
1.3. Minutes of the Extra Ordinary Meeting held on 15th July 2021			
1.4. Matters Arising		Chair	
1.5. Declarations of Interest		Chair	
2. Board Reflection		All	13:35
3. Recruitment			
3.1. Chief Executive Recruitment (verbal)		Chair	13:45
3.2. Chairman Role		Trust Secretary	13:50
3.3. Lead Governor - First 100 Days		William Greenwood	13:55
4. Governance			
4.1. Council of Governors Annual Report 2020-21		Trust Secretary	14:00
5. Questions and Answers		Trust Secretary	14:05
6. Membership Report		Trust Secretary	14:10
7. Review of Work Programme		Trust Secretary	14:15
8. Any Other Business			14:20
9. Date and Time of next meeting			
9.1. Annual General Meeting - 23rd September 2pm, Council of Governors Meeting - 25th November 1.30pm			

1. Committee
2. Board
3. Recruitment
4. Governance
5. Questions
6. Membership
7. Review of
8. Any Other
9. Date and

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9.1. Annual General Meeting - 23rd September 2pm, Council of Governors Meeting - 25th November 1.30pm	

The Robert Jones and Agnes Hunt Orthopaedic Hospital

NHS Foundation Trust

Frank Collins, Chairman ☎ 4358
Chairman

COUNCIL OF GOVERNORS THURSDAY 27TH MAY 2021

MINUTES OF THE MEETING

PRESENT:

Frank Collins
Jan Greasley
Colin Chapman
Victoria Sugden
Katrina Morphet
Russell Luckock
William Greenwood
Kate Betts

Chair FC
Lead Governor/Public Governor - North Wales JG
Public Governor - Shropshire CC
Public Governor – Shropshire VS
Public Governor - Cheshire and Merseyside KM
Public Governor – West Midlands RL
Public Governor – Powys WG
Staff Governor KB

IN ATTENDANCE:

Mark Brandreth
Shelley Ramtuhul
Stacey Keegan
Harry Turner
Paul Kingston
Hilary Pepler
Kerry Robinson
Ruth Longfellow

Chief Executive Officer MB
Trust Secretary SR
Chief Nurse and Patient Safety Officer SK
Non-Executive Director HT
Non-Executive Director PK
Board Advisor HP
Chief Performance, Improvement & OD Officer KR
Chief Medical Officer RLo

SECRETARY:

Gayle Murphy

Trust Office PA

GM

MINUTE No	TITLE	ACTION
COMMITTEE MANAGEMENT		
1.1	WELCOME & APOLOGIES Apologies were received from Sarah Sheppard, Craig Macbeth, Chris Beacock, David Gilbert, Rachel Hopwood, Peter David, Karina Wright, Martin Coggon, Sue Nassar, Kate Chaffey and Allen Edwards. FC updated the Council on the outcome of the recent Governor elections; re-elected Governors are Allen Edwards (Staff), Collin Chapman (Shropshire) and Katrina Morphet (Cheshire and Merseyside). Two new Governors have been elected for the North Wales and Rest of England constituencies and will be in post from July. There are two vacancies remaining – North Wales 1 position, West Midlands 1 position.	
1.2	MINUTES FROM THE PREVIOUS MEETING The minutes from the previous meetings held on 25 th March 2021 were approved as a true and accurate record. KM noted her initials were incorrect; FC asked for the minutes to be amended. Action: GM to amend the minutes	
1.3	MATTERS ARISING None recorded	

MINUTE No	TITLE	ACTION
	ACTIONS FOLLOWING THE PREVIOUS MEETING All actions from the previous meeting were recorded as complete.	
1.4	DECLARATIONS OF INTEREST None recorded	
2.0	BOARD REFLECTION	
	<p>Following the Board of Directors meetings earlier in the day, FC invited the Council of Governors to ask questions or offer comments.</p> <p>RL commented that the presentation by Rebecca Warren was excellent and worthy of being in print. FC agreed. The Comms team would be asked to see if something could be organised with the local press, although coverage has already been comprehensive and supportive.</p> <p>JG thanked HT for the suggestion that any Governors in attendance at the Board of Directors meeting were noted in the minutes, this would highlight their participation to their constituents.</p> <p>Further to the presentation from Ashley Brown, JG asked if the Integrated Care System (ICS) would have an effect on the quality of training received by the registrars and other doctors in training at RJA. FC/MB both responded that medical staff training would remain in its current rotation format and not be impacted by the development of the ICS.</p> <p>KB agreed the presentation delivered by Ashley Brown was excellent and asked if there was anything in place to support nurses training and development at the Trust. SK highlighted that there is much training undertaken and further initiatives in the pipeline such as an additional 20 placements for student nurses, a work force group has been established to work on career pathways and support during placements and the Trust is linking with Glyndr University with accredited courses which will help attract and retain staff. FC added the People Committee, under the chair of PK, is keen to broaden the net of training, development and research opportunities for the non-medical fraternity.</p> <p>CC agreed with the Council's comments regarding the excellent presentations and commented from his own experience the role of the Advanced Surgical Practitioners helped greatly with hands on training for the surgical registrars. FC agreed.</p> <p>FC asked the Council if they gained assurance from the non-executive directors in terms of the Integrated Performance Report. JG reported that she did feel assured and commented the interaction between the executives and the non-executive directors was good, the meeting was very interesting. WG agreed the non-executive directors demonstrated assurance and he got a depth of understanding from the meeting.</p> <p>KM added her congratulations to Rebecca Warren and the team in the Vaccination Centre for their amazing achievements so far.</p> <p>FC thanked the Council for their attendance at the Board of Directors meeting and for their reflections and observations.</p>	
3.0	STRATEGY SESSION	

MINUTE No	TITLE	ACTION
	<p>KR presented the paper and outlined a summary of the Kings Fund paper.</p> <p>FC thanked KR for the extensive work undertaken to get to this level of understanding of the implications on getting back to a level of service delivery to overcome the backlog coupled with the behavioural approach as outlined in the paper.</p> <p>JG congratulated KR on the amazing work and asked if there has been any patient participation from the Patient Panel and what was their role during Covid. SK said that the Patient Panel activity had been stepped down during the pandemic but there were some elements of virtual involvement as and when possible.</p> <p>WG pointed out he understood the level of detailed work contained in the session and asked if the Council will be updated when necessary. FC agreed that the data will evolve as the activity changes and the Council would receive occasional updates.</p> <p>KM asked what reassurances they can give to their constituents regarding the lengthening waiting times for surgery. MB responded that the length of wait depends on the patient's clinical condition rather than the date of referral. Patients are seen in clinical prioritisation order and are encouraged to contact the hospital to discuss this if they would like to, either via their surgeons medical secretary or via the PAL's department. CC asked how patients are clinically prioritised. MB responded that the clinical prioritisation policy is a national process adapted locally, each patient is given a categorisation code i.e. P1 is immediate priority. The process is clinically led - there is no administrative involvement.</p> <p>RL added the nation document is endorsed by the British Orthopaedic Association, the guidance is very clear and the Trust is doing the best for it's patients.</p> <p>Action: MB to send the Clinical Prioritisation Policy to CC</p> <p>KB asked if the appointment times for pre-op assessments will be extended due to the potential for longer discussions being required to answer all of the patients questions. SK said that the Trust ensures that the consultation time required is not formalised but is influenced by each patient's needs.</p> <p>FC thanked KR and invited her to come back to the Council with updates whenever possible.</p> <p>The Council of Governors <i>noted</i> the Strategy Session.</p>	
4.0	QUALITY ACCOUNT PRIORITIES 2021/22	
	<p>SK presented the Quality Account Priorities for 2021/22.</p> <p>The Council are asked to note the Quality priorities 2021/22 approved by Quality and Safety Committee on behalf of the Board and to select the priority that they wish to sponsor.</p> <p>JG asked to discuss the priorities with the Governors after the meeting and will confirm their decision with SK.</p> <p>Action: JG to discuss the priorities with the Governors and confirm their decision with SK</p>	
5.0	CORPORATE GOVERNANCE STATEMENT	

MINUTE No	TITLE	ACTION
	SR presented the Corporate Governance Statement and confirmed the document had been approved by the Board of Directors earlier in the day. The Council of Governors noted the proposed declarations.	
6.0	QUESTIONS AND ANSWERS	
	The Council were aware of the Questions and Answers paper which was circulated prior to the meeting and were happy with the responses offered. No further questions were raised. The Council noted the Questions and Answers paper.	
7.0	MEMBERSHIP REPORT	
	SR provided an update on the membership for the Trust. The year on year increase stands at 1.4%. The Council of Governors noted the Membership Report.	
8.0	WORK PLAN REVIEW	
	SR presented the work plan for 2021/22 and highlighted the Quality Accounts will not be audited this year due to Covid pressures so the Committee will not be sighted on it this year. The Council of Governors noted the Work Plan Review.	
9.0	ITEMS TO NOTE	
	Board Assurance Framework SR shared the document with the Governors as requested at a previous meeting.	
10.0	ANY OTHER BUSINESS	
	JG noted that MC was unable to put himself forward for another term due to personal reasons; he sends his thanks to the Council and the Trust for their support during his time as a public Governor for North Wales. FC wished MC and his family well for the future and noted a letter of thanks will be sent. Action: FC to send a letter to MC RL highlighted his tenure as a Governor will be coming to an end in the near future. He and JG have many years experience and wondered if this could be captured in a role within the Council. FC acknowledged the significant experience and organisational memory of all the governors, particularly RL and JG. He assured Council that he and his colleagues would be discussing the possibility of harnessing this in the future. WG suggested that a Governor 'buddy system' could be instigated with new governors shadowing more experienced colleagues. SR to consider.	

MINUTE No	TITLE	ACTION
	<p>KM commented that the meeting had been very helpful and that the Governors contribution to the workings of the Trust had been recognised.</p> <p>FC thanked the members of Council for their attendance and contribution.</p>	

NEXT MEETING: 29TH JULY 2021

COUNCIL OF GOVERNORS - SUMMARY OF KEY ACTIONS

Ongoing Actions	Lead Responsibility	Progress
New Actions	Lead Responsibility	Progress
1.2 MINUTES FROM THE PREVIOUS MEETING GM to amend the minutes to reflect the correct initials	GM	Completed
3.0 STRATEGY SESSION MB to send the Clinical Prioritisation Policy to CC	MB	Completed
4.0 QUALITY ACCOUNT PRIORITIES 2021/22 JG to discuss the priorities with the Governors and confirm their decision with SK	JG	Completed
10.0 ANY OTHER BUSINESS FC to send a letter to MC	FC	Completed

The Robert Jones and Agnes Hunt Orthopaedic Hospital

NHS Foundation Trust

Frank Collins, Chairman ☎ 4358
Chairman

EXTRA ORDINARY COUNCIL OF GOVERNORS THURSDAY 15TH JULY 2021

MINUTES OF THE MEETING

PRESENT:

Frank Collins
Jan Greasley
Katrina Morphet
Russell Luckock
William Greenwood
Allen Edwards

Chair FC
Lead Governor/Public Governor - North Wales JG
Public Governor - Cheshire and Merseyside KM
Public Governor – West Midlands RL
Public Governor – Powys WG
Staff Governor AE

IN ATTENDANCE:

Shelley Ramtuhul

Trust Secretary SR

SECRETARY:

Gayle Murphy

Trust Office PA GM

MINUTE No	TITLE	ACTION
COMMITTEE MANAGEMENT		
1.1	WELCOME & APOLOGIES Apologies were received from Peter David, Victoria Sugden, Kate Chaffey, Colin Chapman, Sue Nassar, Martin Coggon, Karina Wright and Kate Betts.	
1.2	MATTERS ARISING None recorded	
1.3	DECLARATIONS OF INTEREST None recorded	
2.0	NON EXECUTIVE DIRECTOR AND ASSOCIATE NO EXECUTIVE DIRECTOR APPOINTMENT	
	<p>SR presented the paper to the Council, outlining the recommendations for the appointment of a new Non-Executive Director to fill the vacancy being created by the end of David Gilbert's term as a non-executive. The Council is also asked to consider the recommendation of a new appointment of an Associate Non-Executive Director. SR highlighted the following:</p> <p>Non-Executive Director Appointment</p> <ul style="list-style-type: none"> The Trust advertised the role of Non-Executive Director in April 2021 via the external recruitment company, Odgers. In total there were 32 applications received. After deliberation a shortlist of 3 candidates was agreed between the Chairman, Chief Executive and Trust Secretary who then sought final approval from the Lead Governor. On 14th June, three candidates were interviewed by the formal panel - Frank Collins – Chairman, Mark Brandreth – Chief Executive Officer, Jan Greasley – Lead Governor and William Greenwood – Lead Governor designate. In addition, a stakeholder focus group met the candidates. This Group consisting of the following members - Craig Macbeth – Chief Finance and 	

MINUTE No	TITLE	ACTION
	<p>Planning Officer, Shelley Ramtuhul – Trust Secretary, Prasanth Kandepalli – Clinical Representative, Katrina Morphet – Governor and Marcus Watkin – Patient Panel Representative.</p> <ul style="list-style-type: none"> The conclusion of the interviews was that Alison Tumilty was the best candidate and would provide the most relevant contribution to the Board of Directors. Alison would be appointed as the new Audit Committee Chair. It is proposed that Alison begins her new role with the Trust on 1st September to allow time for an extended handover from David Gilbert, Non-Executive Director and Chair of the Audit Committee. The Council of Governors is asked to consider the recommendation of interview panel and stakeholder group which formed the Non-Executive Director Nomination Committee and approve the appointment of Alison. <p>Associated Non-Executive Director Appointment</p> <ul style="list-style-type: none"> In addition, the panel recommends the appointment of Sarfraz Nawad as an Associate Non-Executive as he performed very strongly at interview and it was felt his appointment would provide good succession planning potential for 2022 when there will be further changes amongst the Non-Executives in the second half of the year. Sarfraz qualified as a Chartered Accountant at KPMG and went on to work in several senior finance roles for large organisations, where he has developed expertise in financial governance and risk management. It is recommended that Sarfraz should join the Trust in his new role as of 1st October. The Council of Governors is asked to approve the appointment of Sarfraz Nawad as an Associate non-executive director. <p>It was emphasised by SR and FC that the two candidates will compliment and add to the skill set of the existing Board and that the approach being taken regarding the handover and succession planning will ensure the Board remains stable and supported during the forthcoming months.</p> <p>JG confirmed she is happy to support both recommendations without any reservations.</p> <p>KM asked how long Sarfraz would serve as an Associate non-executive. SR confirmed the term would be 3 years unless he applied for a Non-Executive Director role next year either within RJAH or, of course, elsewhere. If he was successful, he would then start a new 3-year term.</p> <p>KM went on to ask if the Trust can only have one Associate at a time. SR responded that a Trust can have as many as needed but it usually depends on the size and make-up of the Board of Directors, and whether a particular skill set is needed for support. FC confirmed the Associates are extra numery to the constitution, but an imbalance is counterproductive so in the past the Trust has had one, Hilary Pepler. Sarfraz has a different skill set to Hilary so will overlap in their roles. FC also reminded Council that HP will be leaving the Board in early 2022.</p> <p>RL commented that he supports the judgement of his colleagues on the panels and is happy to approve the suggested candidates.</p> <p>WG added that during the recruitment process the two candidates stood out and each will bring a different dimension and add value to the Board of Directors. It was a unanimous decision that the panel did not want to lose the second candidate purely as there was only one vacancy therefore the Associate post was offered. He went on to say he fully endorses the recommendations. KM and FC agreed.</p> <p>SR confirmed there is an overlap of Alison starting on the 1st September and David Gilbert leaving in November, which will allow for an extended handover. Alison's</p>	

MINUTE No	TITLE	ACTION
	<p>checks have been completed so there is no reason why she cannot start as planned. Sarfraz is expected to start in October once his checks are completed and subject to the following point.</p> <p>Discussions will be held regarding whether it is better to have both new neds starting at the same time or for it to be staggered. RL added his opinion was to start them at the same time; SR agreed that it may be easier for the induction process and will agree a start date with Sarfraz.</p> <p>JG asked if the meeting was quorate. SR acknowledged it was not and therefore would email the absent Governors to seek their views on the recommended appointments.</p> <p>Action: SR to contact the absent Governors to seek their views on the recommendations</p> <p>FC noted the Governors present <i>approved</i> the recommendations and unless the absentee governors proactively object, the Council should assume that the appointments are verified and approved..</p>	
3.0	ANY OTHER BUSINESS	
	<p>None raised.</p> <p>FC thanked the members of Council for their attendance and brought the meeting to a close.</p>	

NEXT MEETING: 29TH JULY 2021

COUNCIL OF GOVERNORS - SUMMARY OF KEY ACTIONS

Ongoing Actions	Lead Responsibility	Progress
New Actions	Lead Responsibility	Progress
SR to contact the absent Governors to seek their views on the recommendations	Shelley Ramtuhul	Completed

0. Reference Information

Author:	Shelley Ramtuhul, Trust Secretary	Paper date:	29/07/2021
Executive Sponsor:	Mark Brandreth, Chief Executive	Paper Category:	Governance and Quality
Paper Reviewed by:	N/A	Paper Ref:	
Forum submitted to:	Council of Governors	Paper FOIA Status:	

1. Purpose of Paper

1.1. Why is this paper going to Council of Governors and what input is required?

This paper presents an update on the process for recruiting a new Chairman given that the current Chairman, Frank Collins, will reach the end of his tenure on 31 January 2022 since his first appointment on 1 February 2015.

2. Executive Summary

2.1 Context

In accordance with Schedule 7 of the NHS Act 2006 the Trust is required to have in place a constitution which includes the appointment of an Non-Executive Directors, one of which is the Chairman. The Trust's constitution sets out the process for appointing a Chairman and the Trust's Board Governance Pack sets out the role of the Chairman.

2.2 Summary

The paper outlines the process and recommended timeline for any replacement of the Chairman in the event of his resignation.

2.3. Conclusion

- Note the process required for appointment of a Trust Chair

3. Main Report

3.1. Introduction

In accordance with Schedule 7 of the NHS Act 2006 the Trust is required to have in place a constitution which includes the appointment of Non-Executive Directors and one of these is the Chairman.

The role of the Trust Chairman, as defined in the Board Governance Pack is one of leadership of the Board of Directors and Council of Governors to ensure their effectiveness. The key responsibilities include:

- Ensuring the provision of accurate, timely and clear information to Directors and Governors
- Facilitating the effective contribution of Non-Executive Directors, Executive Directors and Governors and ensuring constructive relations between them
- Ensuring that the Board establishes clear objectives for the delivery of agreed plans and meeting the Trust's terms of authorisation and regularly reviews performance against these objectives

3.2. Notice Period

The current Chairman's tenure will end on 31 January 2022 following two terms and a further one year extension in light of the pandemic since the original appointment on 1 February 2015.

3.3 Process of Appointment

In line with paragraph 25 of the Trust's constitution, the responsibility for the appointment of a Chairman rests with the Council of Governors. In practice this means the convening of a Nomination Committee to review the appointment and make recommendations to the Council of Governors for agreement.

Nomination Committee

Membership

The Council of Governors should appoint an ad hoc Nomination Committee for the purpose of making recommendations to it with regard to the appointment of the Chairman.

The membership of the Nomination Committee appointed by the Council of Governors, in line with the constitution must comprise of the following:

- two Public Governors;
- one Staff governor;
- one appointed governor; and

- a chairman who shall be the Senior Independent Director (unless he or she has expressed interest in applying for the position in which case another Non Executive Director should act as the Chair)

Quoracy for the Nomination Committee appointed by the Council of Governors is three Members, of whom two must be elected Governors.

The Nomination Committee can seek the advice and support of the Chief Executive, the Trust Secretary or any other Director of the Trust as it sees fit. It may also choose to invite the Chairman of another NHS Foundation Trust to act as an independent assessor and advisor to the Committee.

Finally, the Committee may seek, with agreement from the Board of Directors, to appoint external search consultants to assist it in identifying suitable candidates for appointment.

Responsibilities

The Nomination Committee shall hold the following responsibilities:

- prepare a job description and person specification, having regard to the views of the Board of Directors on the qualifications, skills and experience required for the position and to the membership qualification set out in paragraph 24 of the Core Constitution (fit and proper person);
- arrange for the post to be advertised in local, regional and national media as appropriate and seek the agreement of the Board of Directors if any external search consultants are to be used.
- agree the selection criteria and shortlist the candidates
- decide on the interview panel to include any additional advisors or support required
- conduct formal interviews with candidates;
- report to the Council of Governors on its proceedings in formulating its recommendations; and
- recommend to the Council of Governors no fewer than three and no more than five candidates suitable for appointment as Trust Chair.

Formal Appointment

The formal appointment of the Trust Chair will take place at a general meeting of the Council of Governors. The Nomination will present its recommendations and the appointment will be subject to the approval of a simple majority of the Members present.

In the event that a majority decision is not reached, the Council can invite the Nomination Committee to make alternative recommendations.

Potential Gap between Appointment and Commencement

In the event that there is a gap between the outgoing Chair leaving and the incoming Chair starting, the Council of Governors can ask the Senior Independent Director to act in the capacity of the Chair and appoint another Senior Independent Director on a temporary basis. In the event that the acting Chair role extends beyond one month, a permanent Senior Independent Director will need to be appointed from amongst the other independent Non-Executive Directors.

3.4 Timetable

Action	Lead	Timeline
Appointment of the Nomination Committee by the Council of Governors	Lead Governor	August 2021
Prepare job description and specification	Trust Secretary	August 2021
Advertisement and external searches (if applicable) to seek applications for the post	Recruitment Consultant	September 2021
Set selection criteria	Lead Governor / Trust Secretary / Senior Independent Director	September 2021
Conduct shortlisting	Lead Governor / Trust Secretary / Senior Independent Director	October 2021
Agree the interview panel and any external advisors required	Trust Secretary	October 2021
Interviews	Lead Governor / Trust Secretary / Senior Independent Director	November 2021
Recommendations to Council of Governors	Lead Governor	November 2021

Lead Governor - First 100 Days

0. Reference Information

Author:	William Greenwood, Lead Governor	Paper date:	29 July 2021
Executive Sponsor:	Shelley Ramtuhul, Trust Secretary	Paper Category:	Governance and Quality / Performance
Paper Reviewed by:	N/A	Paper Ref:	N/A
Forum submitted to:	Council of Governors	Paper FOIA Status:	Full

1. Purpose of Paper**1.1. Why is this paper going to the Council of Governors and what input is required?**

The paper is shared with the Council of Governors for information and endorsement.

2. Executive Summary**2.1. Context**

William Greenwood has recently been appointed the new lead governor for the Trust and will supersede Jan Greasley in August 2021.

2.2. Summary

Following some thought and discussion with colleagues, William would like to share his initial key priorities along with his objectives for the first 100 days in his new role.

2.3. Conclusion

The Council of Governors is asked to note the paper and endorse the proposed actions as appropriate.

Lead Governor - First 100 Days

3. The Main Report

3.1. Introduction

In his application for the role of Lead Governor William proposed the following as his initial key priorities:

1. To foster a stable council of governors, well trained and competent in the governorship role and support clear succession planning to maintain overall composition and 'spread' of membership;
2. To enhance the 'value added' aspect of the governor's role in monitoring and aiding improvement by recognising their role in providing challenge to NEDs (as critical friend) and supporting the overall aims of the Trust Board;
3. To gain assurance for our members of the strategic direction and financial security of the Foundation Trust going forward and in striving for to maintain a world class reputation in all we do.

To build on these aspirations, William's personal plan for the 'first 100 days' as lead Governor is listed below.

1. Meet with Jan to discuss the formal handover (completed).
2. With the Trust Secretary seek to establish a full compliment of Governors at the Trust (any actions may take longer than the initial period) (actions initiated)..
3. Initiate a baseline review of Governors current training/ development needs to enable them to undertake the role: and to establish a more structured programme for them*.
4. Better understand the make up of the Trusts public membership and review how we can address any gaps.(discussion initiated).
5. Seek to re-establish the Governor Surgeries/Sessions at the hospital site asap (and subject to Covid restrictions) (initiated and ongoing).
6. Establish a structured interface schedule of 'meetings' with the Chair, CEO and Senior Independent Director (SID) (initiated)
7. Review and enhance my own understanding of the Lead Governor role (ongoing).
8. Seek to gain support from the Chair/ CEO to run a joint NEDs/ Governors event in the next 6 months (subject to Covid restrictions) (initiated).
9. Based on 3 above confirm what programmes might be upcoming and useful from NHS Providers/ other providers.
10. Ensure the Governors are briefed and informed of the latest system intelligence around the proposed new NHS legislation which will impact the Trust in the future (which will make Integrated Care Systems NHS legal entities, look to establish 'Provider Collaboratives', and start the process to abolish CCGs) (ongoing).

The above are initial thoughts provided by William and are open for wider discussion with the Council of Governors.

Lead Governor - First 100 Days

The proposals are made very much in the light that the role may only be for a 12-month period.

The report has been shared and discussed with Shelly Ramtuhul, Trust Secretary, Harry Turner, Non-Executive Director and Jan Greasley, Lead Governor ahead of the meeting.

3.2. Conclusion

The Council of Governors is asked to consider the suggested actions and support William in his new role.

1. Committee
2. Board
3. Recruitme
4. Governance
5. Questions
6. Membership
7. Review of
8. Any Other
9. Date and

Lead Governor - First 100 Days

Appendix 1: Acronyms

Acronym	Full text
Acronym	Full text
Acronym	Full text

1. Committee
2. Board
3. Recruitment
4. Governance
5. Questions
6. Membership
7. Review of
8. Any Other
9. Date and

0. Reference Information

Author:	Shelley Ramtuhul, Trust Secretary	Paper date:	29 July 2021
Executive Sponsor:	Mark Brandreth, Chief Executive	Paper Category:	Governance and Quality
Paper Reviewed by:	N/A	Paper Ref:	N/A
Forum submitted to:	Council of Governors	Paper FOIA Status:	Disclosable

1. Purpose of Paper

1.1. Why is this paper going to Council of Governors and what input is required?

This paper is presented to the Council of Governors to **note** the annual activity of the Council.

2. Executive Summary

2.1. Context

The Council of Governors has statutory and general duties with regard to holding the Non Executive Directors to account and further representing the interests of the Trust's members and the wider public.

2.2 Summary

This report sets out the activities which have been undertaken by the Council of Governors over the past year. It demonstrates how they have met their statutory and general duties throughout the year.

2.3 Conclusion

The Council of Governors have met their statutory and general duty requirements for 2020/21

3. The Main Report

3.1 Introduction

This Annual Report describes the main activities undertaken by the Council of Governors over the past year on the behalf of their members who elected them or the partner organisations who appointed them. It demonstrates how the Governors have fulfilled their general and statutory duties.

3.2 Duties of the Council of Governors

The general duties of the Council of Governors are:

- To hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
- To represent the interests of the members of the Trust as a whole and the interests of the public (Health & Social Care Act 2012)

The Council of Governors is responsible for representing the views of Foundation Trust members and partner organisations in the governance of the Trust. They have no role in the day to day management of the Trust, but advise on strategic issues.

The Council of Governors also have a number of statutory duties, including the appointment of Non-Executive Directors, approval of the Trust's Constitution (jointly with the Board of Directors) and the approval of large "significant transactions".

The Governors do not receive any payment for the time that they spend supporting the Trust or attending the Council of Governors. They are able to have their travel costs reimbursed.

3.3 Elections / Appointments

During 2020/21 the Council of Governors approved the recommendation to suspend any election for a 12 month period due to the on-going national pandemic this meant there were no elections or appointments during 2020/21.

It was agreed that an election should be held in advance of July 2021. This impacted the following Governors:

- Colin Chapman
- Kate Chaffey
- Martin Coggan

In addition to the above, Russell Luckock's would not have been eligible for re-election as per Section 13 of the constitutional rules. However, in the circumstances it was agreed to be in the Trust's interests to extend his tenure until the next election. It was recognised that this would be a technical breach of the Constitution but given the guidance from NHS England and NHS Improvement on the unprecedented situation, this was felt to be in the best interests of the organisation.

The Council also approved an extension of the tenure of the existing Lead Governor; Jan Greasley. Jan's role to July 2021 in order to maintain stability of the leadership of the Council of Governors.

The Trust held an election which concluded in May 2021 and this will be reported in next year's annual report.

3.4 Meetings

The meetings of the Council of Governors are open to the public. There were four formal meetings of the Council of Governors in 2020/21. The attendance at these meetings was as follows:

Council of Governors Meetings 2020-21				
	May 2020	Jul 2020	Nov 2020	Mar 2021
Frank Collins - Chairman	✓	✓	✓	✓
Karen Calder – Stakeholder Governor Shropshire Council	✓	✓	X	
Karina Wright, Stakeholder Governor Keele University	✓	X	X	X
Kate Chaffey, Staff Governor	X	X	✓	X
Jan Greasley, Lead Governor/Public Governor North Wales	✓	✓	✓	✓
Russell Luckock, Public Governor West Midlands	✓	✓	✓	✓
Sue Nassar, Public Governor Shropshire	X	X	✓	X
Peter David, Stakeholder Governor League of Friends	X	✓	✓	X
Victoria Sugden, Public Governor Shropshire	✓	✓	✓	✓
Public Governor Rest of England	Vacancy			
Allen Edwards, Staff Governor	X	X	X	X
Colin Chapman, Public Governor Shropshire	✓	✓	✓	✓
Katrina Morphet, Public Governor Cheshire & Merseyside	✓	✓	✓	✓
Martin Coggon, Public Governor North Wales	✓	✓	✓	✓
William Greenwood, Public Governor Powys	X	✓	✓	X
Kate Betts, Staff Governor	✓	✓	✓	✓
Directors in attendance				
Mark Brandreth, Chief Executive	*	*	✓	✓
Craig Macbeth, Chief Finance Officer	✓	✓	✓	X
Stacey-Lea Keegan, Interim Chief Executive/Chief nurse	✓	✓	✓	X
Chris Morris, Interim Chief Nurse	✓	X	X	X
Sarah Sheppard, Chief People Officer	✓	X	X	X
Rachel Hopwood, Non Executive Director	✓	✓	X	X

Kerry Robinson, Chief Performance, Improvement & OD Officer	X	X	X	X
David Gilburt, Non Executive Director	✓	✓	✓	X
Steve White, Chief Medical Officer	✓	✓	X	✓
Chris Beacock, Non Executive Director	✓	✓	✓	✓
Harry Turner, Non Executive Director	✓	✓	✓	✓
Paul Kingston, Non Executive Director	✓	✓	✓	✓
Hilary Pepler, Board Advisor	X	X	✓	✓

Foot note: * Mark Brandreth wasn't available to attend the meetings in 2020 due to being on secondment with NHSE/I. Stacey Keegan, Interim Chief Executive Director was in attendance.

The areas covered in those meetings include:

Statutory duties

The Council approved the recommendation to a 12 month extension to the tenure of the existing Chair. This was to enable stability of the Trust's leadership and effective and robust recruitment of a replacement once the national crisis in relation to the Covid-19 pandemic eased. The Chair's tenure ceases in January 2022 and recruitment of a new Chair will commence in September 2021.

General Duties.

The Council held the NEDs to account for the performance of the Board and represented the views of their membership by:

- Receiving an update from the Chairman at every meeting
- Receiving regular reports on the Trust's performance from the Chief Executive
- Observing Non Executive interaction and challenge at the Board of Directors
- Observing presentations at the Board of Directors from the Non-Executive Director Chairs of the Finance Planning and Digital Committee, Quality & Safety Committees, Risk Management Committee and Audit Committee.
- Receiving regular reports on the Trust's membership

The Governors are also able to appraise the performance of the Trust Board by; the receipt of monthly performance data, receipt of Board minutes and papers. The Governors are in regular attendance as observers at the Trust Board.

Due to the pandemic there was no requirement for the Trust's auditors to report on the Quality Account and this was the first year that the Governors had not received such a report. This has remained the case for 2021/22.

Governance

The Council:

- Agreed a work plan prior to the start of the years and reviewed it at every meeting
- Made recommendations to the Non-Executive Director Remuneration Committee
- Is in the process of undertaking a self-assessment for 2020/21.

Council of Governors Annual Report

The Council has continued to have access to training sessions and seminars hosted by GovernWell.

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NHS Foundation Trust



3.5 Membership

The Council of Governors also have an important role to play in the recruitment of and the engagement with Foundation Trust members.

The Council reviewed its Membership Strategy in 2020/21 and agreed to move from the 5% increase target to a more realistic year on year increase. This was in recognition of the fact that membership was at the required level and therefore had moved into a maintenance phase. It was agreed that a year on year increase target would ensure membership levels remained appropriate for the population covered by the Trust.

3.6 Other Duties

The Governors also sit on the patient's panel and would ordinarily attend patient safety walkabouts and conduct sit and see observations, these were paused due to the pandemic and the need to minimise visitors to the site. However, virtual visits have been instated to replace these in the interim.

4. Conclusion

Having considered the activities undertaken by the Council of Governors during 2020/21 it can be seen that they fulfilled their duties as set out in the Health and Social care Act and the Trust's constitution.

1. Committee
2. Board
3. Recruitment
4. Governance
5. Questions
6. Membership
7. Review of
8. Any Other
9. Date and

0. Reference Information

Author:	Shelley Ramtuhul, Trust Secretary	Paper date:	29 July 2021
Executive Sponsor:	Mark Brandreth, Chief Executive	Paper Category:	Governance
Paper Reviewed by:		Paper Ref:	
Forum submitted to:	Council of Governors	Paper FOIA Status:	Full

1. Purpose of Paper

1.1. Why is this paper going to the Council of Governors and what input is required?

The Council of Governors is asked to **note** the questions that have been raised by Council members since the last meeting and the answers provided by the Senior Leaders.

2. Executive Summary

2.1. Context

It was agreed that any questions and answers raised by Council members in between meetings would be collated into a paper to the Council in order that all members could benefit from the information and to ensure there was opportunity for discussion as required.

In addition, it was agreed that the Council of Governors would be proactively asked if there were any items they wished the Chairman to consider for the agenda.

2.2 Summary

This paper presents the questions and answers paper. In summary:

- The Council members requested no items for the agenda
- The Council members raised one question

2.3 Conclusion

The Council of Governors is asked to note the questions raised by Council members since the last meeting and the answers provided by the Senior Leaders.

3. Main Report

3.1. Questions and Answers

Date Raised	Raised By	Question
16.07.21	Katrina Morphet	What is the current situation with the Trust's Tumour Service?

Response Provided By Shelley Ramtuhul, Trust Secretary

The Trust has currently paused undertaking complex Tumour surgery at RJAH due to operational challenges. We are working in collaboration with the Royal Orthopaedic Hospital to ensure that patients continue to be able to access a high standard of treatment and care. This has affected a small number of patients who are being assessed on a case-by-case basis and transferred to the Royal Orthopaedic Hospital for their surgery. It is important to emphasise that this pause is temporary, and the Trust is committed to restoring a full surgical Tumour Service at RJAH as soon as possible.

There are a number of HR implications which the Trust is working through and for reasons of confidentiality the Trust is unable to share any further detail.

0. Reference Information

Author:	Shelley Ramtuhul, Trust Secretary	Paper date:	29 July 2021
Executive Sponsor:	Mark Brandreth, Chief Executive	Paper Category:	Governance and Quality
Paper Reviewed by:	N/A	Equality Impact Status:	N/A
Forum submitted to:	Council of Governors	Paper FOIA Status:	Disclosable

1. Purpose of Paper

1.1. Why is this paper going to Council of Governors and what input is required?

This paper is presented to the Council of Governors to **note** the current membership position of the Trust.

2. Executive Summary

2.1. Context

As a Foundation Trust it is a constitutional requirement for the Trust to have a membership made up of public, staff and patient constituents. The aim is to ensure that the membership is sufficient in its size and make up to adequately represent the communities the Trust serves.

2.2. Summary

This report provides an update on Foundation Trust membership and representation in support of the membership strategy.

2.3 Conclusion

The Council of Governors is asked to **note** the information contained within this paper.

3. The Main Report

3.1. Background

This paper provides an update on membership numbers as at 01 June 2021 and on-going progress of the Trusts Public Membership Strategy.

3.2. Current Membership

The current membership total (at 01 June 2021) is 6522 which can be broken down as follows:

As at 01 June 2021	
Staff	1181
Public	5341
Total	6522

3.3. Membership Growth

The Council will recall that the trust membership target for 2020/21 was amended during a previous meeting to the achievement of a year on year increase. In June 2020 membership stood at 6459 and as such a 1% increase has been achieved over the last twelve months.

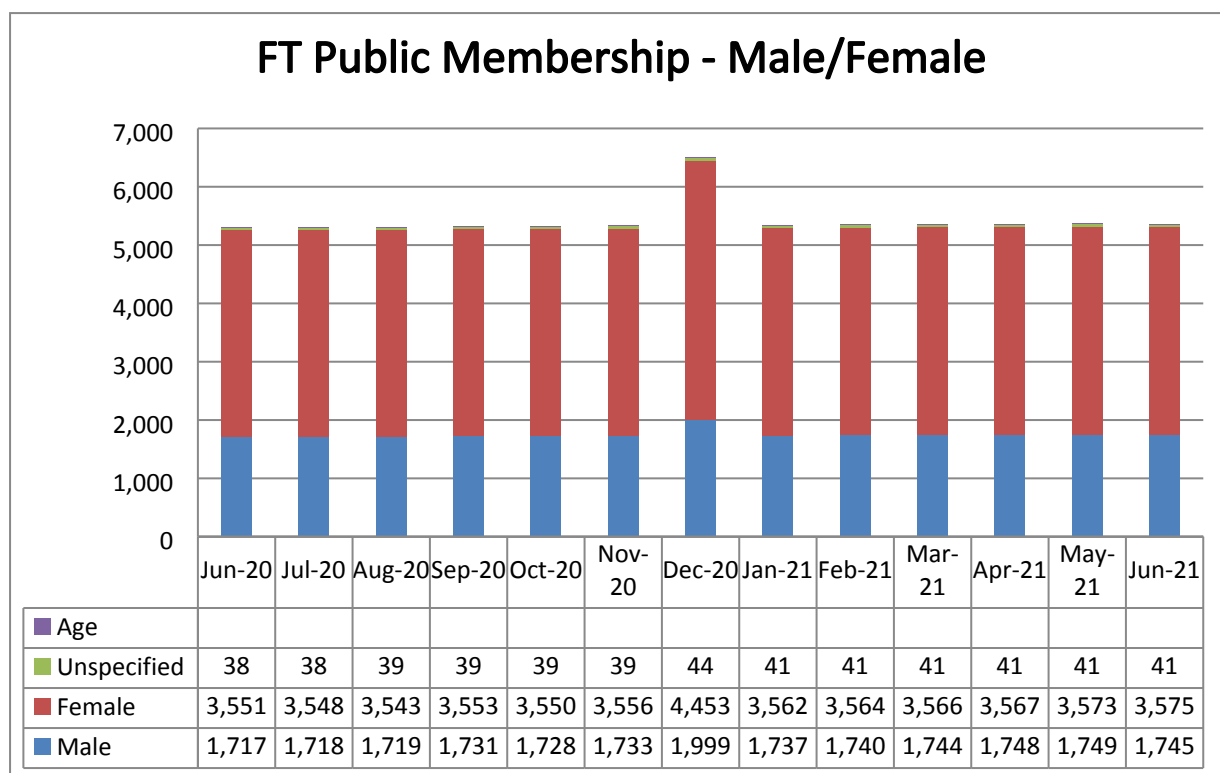
3.4 Constituencies

The breakdown of membership by public constituency, shows, as expected that Shropshire continues to provide the largest membership base.

	Jun-20	Jul-20	Aug-20	Sep-20	Oct-20	Nov-20	Dec-20	Jan-21	Feb-21	Mar-21	Apr-21	May-21	Jun-21
Cheshire & Merseyside	350	351	352	353	352	354	352	351	349	353	352	353	353
North Wales	926	926	927	931	931	932	931	930	930	934	933	932	927
Powys	538	538	538	538	537	539	538	539	538	538	536	536	535
Shropshire	2,693	2,688	2,685	2,692	2,688	2,690	2,688	2,692	2,693	2,708	2,700	2,698	2,700
West Midlands	515	517	516	522	523	526	526	525	526	530	525	522	522
Rest of England & Wales	244	244	243	247	246	247	247	245	244	248	246	245	245
Out of Trust Area	40	40	40	40	40	40	40	58	65	40	64	77	79
Total	5,306	5,304	5,301	5,323	5,317	5,328	5,322	5,340	5,345	5,351	5,356	5,363	5,361

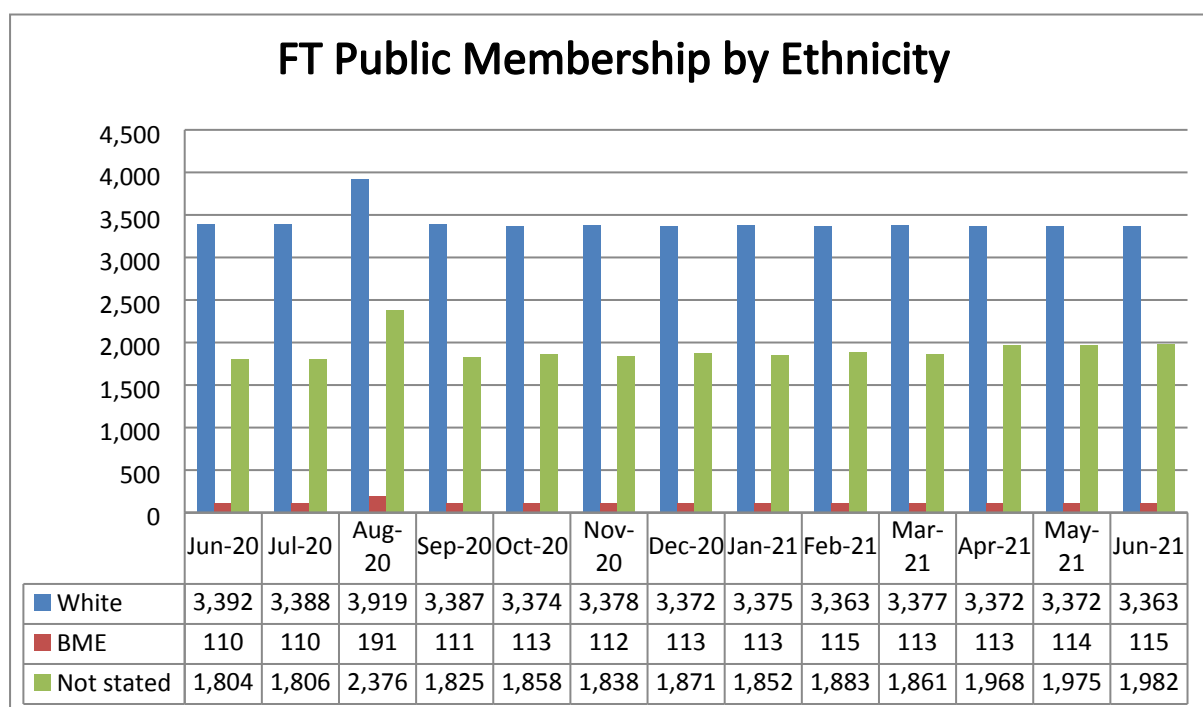
3.5 Gender

The graph below shows the split between female and male members. This demonstrates that males remain under represented within the membership. The number of male members has increased very slightly over the last year.



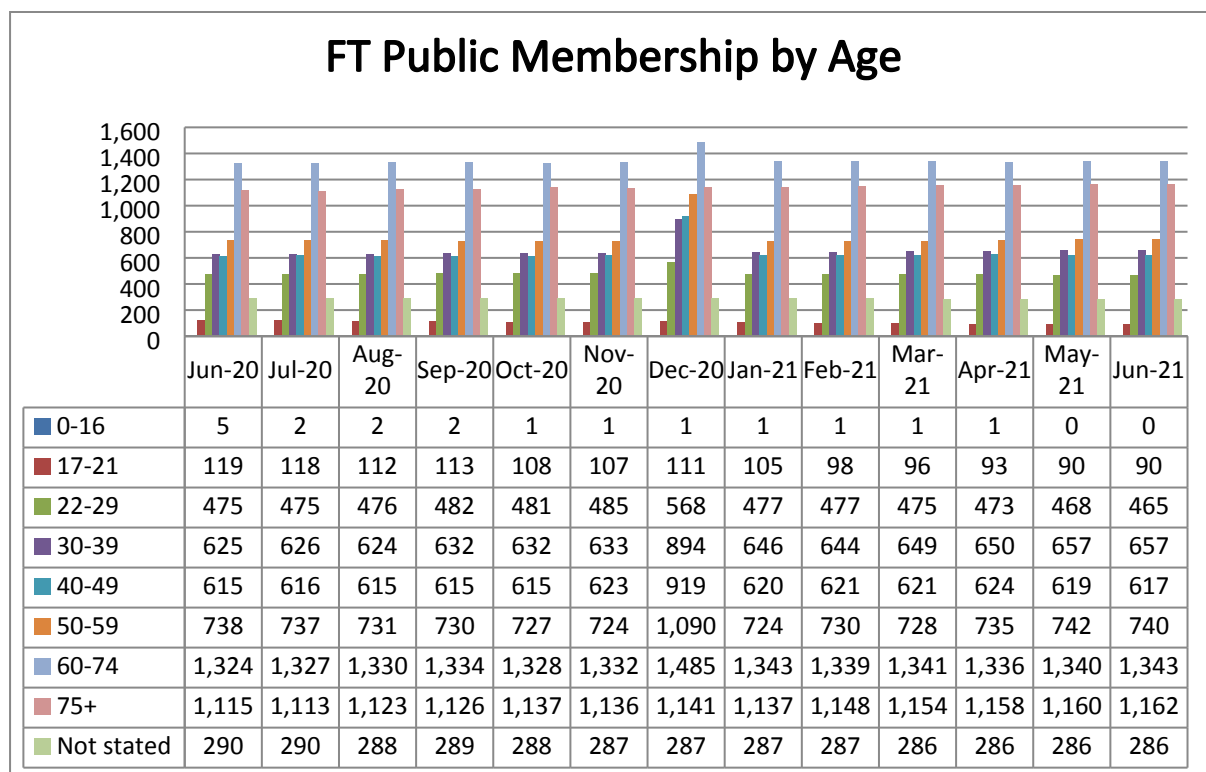
3.6 Ethnicity

Although relatively small numbers of members are from Black and Minority Ethnic groups, compared to the local population, these groups are representative of the population and therefore the patient base.



3.7 Age

The profile of public membership by age looks to have remained largely the same over the year when looking at the number of members for each category.



4. Conclusion

The Council of Governors is asked to **note** the information contained within this paper.

Work Programme Review 2021/22

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NHS Foundation Trust

	27 th May 2021	29 th July 2021	23 rd Sept 2021 AGM	25 th Nov 2021	24 th March 2022
Statutory Reports					
Receive Annual Report and Accounts			X		
Receive Audit Reports			X		
Forward plan					
Consider strategic issues/priorities for Board to consider in the planning process					X
Presentation of plan		X			
Quality					
2021/22 priorities	X				
Quality Indicators to be audited	X				
Quality accounts draft presented			X		
Update on Quality Accounts Audit Actions	X	X		X	X
Trust Developments					
As & When required	X	X		X	X
COG Strategy docs					
Membership & Engagement strategy	X				
COG Governance					
COG Self-Assessment (inc review of outcomes from training)		X			
COG Annual report (for approval)		X			
COG Annual report presentation			X		
Standing items					
Membership report	X	X		X	X
Review of work programme	X	X		X	X
Question & Answer	X	X		X	X
Board Refection	X	X		X	X

1. Committee
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