

**ANNUAL MEETING OF MEMBERS 2023**

**COUNCIL OF GOVERNORS REPORT**

**Annual Review of Council Year 2022/23**

**(To be formally presented at the Annual Members Meeting)**

**On Wednesday 27 September 2023**

Presented by Brian Wilson, Lead Governor

September 2023

## Purpose

This report provides an overview of the work of the Council of Governors of Berkshire Healthcare NHS Foundation Trust that has taken place since the last annual meeting.

## 1. Background

Governors add a level of public scrutiny to NHS Foundation Trusts. The Council of Governors has a number of statutory responsibilities. The Council is not responsible for managing the Trust but does hold the Non-Executive Directors to account for the performance of the Trust. It also has the authority to appoint and remove the Chair and other Non-Executive Directors.

## 2. Review of the Last Year – 2022/23

### 2.1 Governor Elections and Appointments

Public Governor Elections were held in the following constituencies. The following Governors were elected:

Constituency	Name of Governor Elected
Reading	Jon Wellum (re-elected) James Cuggy
Slough	Nigel Oliver (returning Governor)
West Berkshire	Graham Bridgman (returning Governor) Ian Germer
Windsor, Ascot and Maidenhead	Sarah Croxford Tim Dee

There was also an election for:

- Clinical Staff Governor and Anne Jumba was elected.
- Non-Clinical Staff Governor and Alun Griffiths was elected

The following new partnership Governors were appointed to the Council:

Name of Partnership Organisation	Name of Governor
Bracknell Forest Borough Council	Cllr Michael Karim
Slough Borough Council	Cllr Anna Wright
West Berkshire Council	Cllr Janice Lewis
Royal Borough of Windsor and Maidenhead	Cllr George Shaw
Wokingham Borough Council	Cllr Jordan Montgomery

## 2.2 Council of Governor Meetings

There are four quarterly meetings to conduct formal business and to receive reports from the Trust Board and Executive on Trust performance. All governors are involved, and these meetings are open to the public. Areas of focus are patient safety and service quality together with financial sustainability. Governors are broadly satisfied with the assurances given.

In addition, there are four informal quarterly 'joint' meetings – two with the Trust Board and two with only the Non-Executive Directors. These allow governors to explore a broader range of subjects involving the Trust. Governors also have an opportunity to meet with the Non-Executive Directors in small groups at the joint meetings to discuss the performance of the Trust and to raise any issues and/or concerns.

The Chair holds online monthly informal "coffee morning" meetings which are open to all governors to attend. These meetings provide an opportunity for governors have a conversation with the Chair and to raise any issues of concern and/or suggestions for improving the interface between the Council and the Trust Board.

Formal meetings were held in September 2022, December 2022 March 2023 and June 2023..  
Joint meetings were held in November 2022 and February 2023, May 2023 and July 2023.

All meetings were held online via MS Teams. The July 2023 joint meeting was a hybrid meeting (in person but with the option of joining the meeting remotely). Recordings of the public Council meetings were published on the Trust's website.

At these meetings Governors received briefings on a range of topics, including:

- Strategic Updates on the Integrated Care Systems
- Update on the Trust's Strategy Review
- Update on the Trust's Work on Reducing Health Inequalities
- Presentation on the Trust's Voluntary, Community and Social Enterprise Strategy
- Trust's Use of Robotic Processes Presentation
- Research and Development Presentation
- National Patient Strategy Presentation
- How are Integrated Care Systems Working in Berkshire – a personal perspective by the Chief Executive

- Crisis Resolution Home Treatment Team Service Presentation
- Feedback on the Trust's NHS Staff Survey Results
- Carers Strategy Update

Governors also had an opportunity to question members of the Trust Board and the Non-Executive Directors.

### **2.3 Council of Governors' Appointments and Remuneration Committee**

The Appointments and Remuneration (A&R) Committee is a group of governors responsible for recruiting Non-Executive Directors and the Trust Chair.

The A&R Committee also meets with the Trust's Senior Independent Director to agree the Chair's appraisal process and the Senior Independent Director feeds back the outcome of the Chair's appraisal process to the A&R Committee.

The A&R Committee is responsible for reviewing the Chair and Non-Executive Director's remuneration. The A&R Committee agreed to recommend to the Council of Governors that the remuneration of the Chair and Non-Executive Directors be increased by 3% for 2022-23.

The A&R Committee recommended to the Council of Governors that, if possible, terms of office should be managed to limit the frequency of appointments to one new director a year. This is in recognition of the time it takes to learn about the Trust and to become an effective member of the board.

The Council of Governors followed the A&R Committee's recommendation and extended the terms of office of Mark Day and Naomi Coxwell, Non-Executive Directors by one year.

Following a recruitment process involving the A&R Committee, Council appointed a new non-executive director, Rebecca Burford in June 2023.

### **2.4 Governor Working Groups**

There are three other Governor Committees which meet four times a year.

#### **Quality Assurance Group**

- The group discusses quality related matters with the Trust's management and report back to Council.
- The group reviews the Trust's quarterly Patient Experience Reports which provides details of complaints, Patient Advice and Liaison Service (PALs) contacts and the outcome of complaints referred to the Parliamentary and Health Service.
- At each meeting the group reviews an anonymised complaint, including the Trust's response to gain assurance about the Trust's complaints process
- Following requests from this group a quarterly report on Trust's waiting times for individual services is now produced for review.
- Feedback from the Council of Governors' Effectiveness Survey 2022 identified training needs in understanding data in the patient experience report. Subsequently the Council of Governors received a presentation on reading performance data and reports from the Trust's Assistant Director of Performance and Information.
- Pre-viewing the Trust's Quality Account is a regular part of the Group's annual program. The Lead Governor shared the Trust's 2022-23 Quality Account with governors who were given the opportunity to offer comments. These comments are appended to the published report which is now available on the Trust website.  
Members of the group follow a programme of service visits 'to look at quality through non-professional eyes'.

During COVID-19 Governor in person visits to frontline services was paused. Visits to services have now resumed. Governor Visits to services have included:

- Community Matrons East
- Wokingham Community Hospital
- Reading CMHT
- Independent Placement Service
- Prospect Park Campion ward for Learning Difficulties
- CRHTT
- Community Geriatrics Oakwood Ward PPH
- Community Geriatrics, Wokingham Community Hospital
- Wards at West Berkshire Community Hospital

The Quality Assurance Group discusses governor feedback about their visits and the visit reports are shared with the Trust Board's Quality Assurance Committee.

## **Membership and Public Engagement**

- This group supports the Trust in public events and its strategy for maintaining a representative selection of members and has met 4 times in the last 12 months.
- Public Membership, representing almost 1 million people of Berkshire, stands at 7,645 (as at June 2023). The profile of membership is regularly reviewed in relation to area and diversity.
- The group reviewed the Trust's use of social media - all popular channels are used by the Trust's communication team. The team believe the Trust need to strengthen common branding to improve recognition and support the spread of knowledge about the Trust's public governance.

## **Living Life to the Full**

- The purpose of the group is to champion good practice that enables people to live their lives to the full beyond diagnosis by supporting autonomy, expertise, and well-being. The Group helps to encourage understanding, collaboration and innovation across the boundaries of the Trust in the areas of patient well-being and autonomy by increasing knowledge and understanding.
- Partner organisations including statutory bodies, the voluntary sector and user groups are invited to give presentations at the quarterly meetings of the group.
- There have been 4 meetings in the last 12 months. The main items reviewed during the year have been:-
  - A presentation from Stepping Stones Bracknell Recovery College by Stepping Stones Lead Bernadette Fisher. They provide a range of educational course and resources to people who may be struggling with mental health issues in the Bracknell Forest area.
  - A presentation from Ginerva Burton and Lisa Lai-tan from the Berkshire Long covid Integrated Service (BLIS) provided a description and understanding of Long Covid and the Trust's collaboration with the Royal Berkshire Hospital NHS Foundation Trust to support patients living with Long Covid.
  - A presentation on collaborations and pathways that cross the boundaries of the Trust from Martin Gill, Service Manager, Reading Community Mental Health Team.
  - A presentation from Neil Harris, CEO of Sport in Mind. They have been working in partnership with the Trust since 2011 engaging with patients being discharged into the community.

- Each meeting also includes a round-up of information about local support groups in Berkshire from members of the group.

## **2.5 Trust Board Meetings**

The Trust holds seven public Trust Board meetings a year. There are also four private 'discursive' meetings where emerging strategy is discussed.

From April 2020 the public meetings, which are held online, have been recorded and published on the Trust's website. This enables both governors and the public to watch the meeting. Governors and members of the public have an opportunity to submit questions to the Board which are answered at the Board meeting.

## **3. Other Activities**

### **Review of the Trust's Constitution**

The Trust's Constitution sets out the Trust's role, responsibilities, principles and governance arrangements. Changes to the Constitution need to be approved by both the Trust Board and the Council of Governors. Amendments which involve changes to the roles and duties of Governors also need to be ratified at the Annual General/Members meeting.

It is good practice to regularly review the Trust's Constitution to ensure that it complies with changes in legislation and good practice. The Trust's Legal Advisors reviewed the Constitution and suggested a number of minor amendments to reflect changes in the role of Integrated Care Boards and to make it more explicit that "meetings" could include face to face, hybrid or online meetings.

It was also agreed that there should be a review process in respect of a member who has been excluded from membership of the Trust.

A group of Governors met with the Company Secretary to review the amendments proposed by the Trust's Legal Advisors and to identify any other amendments.

The proposed amendments to the Constitution were approved by both the Trust Board and Council of Governors in December 2022.

The Annual General/Members Meeting on 27 September 2023 is requested to ratify the change in the Constitution to include an excluded member review process. The change to the Constitution is set out at appendix 1.

### **Trust's External Well Led Review**

NHS England's Code of Governance for NHS Provider Organisations recommends that Trusts commission an external review of their governance every 3-5 years. The Trust Commissioned DCO Partners to conduct a year in January 2023. As part of the review process, a focus group of ten Governors met with the Reviewers to feedback their views about the interface between the Trust and the Council of Governors.

Governors told the External Reviewers that there were opportunities to see the work of the Board, and that they valued the opportunity to meet with Non-Executive Directors at the joint meetings (although they wanted more chances to get to know the Non-Executive Directors better and also wanted more face to face meeting). In terms of areas for development, the governors highlighted that the governor role in representing the public role was not fully developed and we wanted more chances to work on this. We also said that we wanted more opportunities to contribute to strategy development. Finally, the governors fed back that the Trust's CQC "Outstanding" rating was not always helpful and warned against any complacency.

### **External Auditors**

The Council of Governors is responsible for appointing the Trust's External Auditors. The Council of Governors appointed Ernst and Young as the External Auditors in March 2021. Ernst and Young attended our meeting in September 2022 to present their opinion on the Trust's Annual Report and Accounts 2021-22.

### **NHS Providers Governor Training Session – July 2023**

The Trust invited NHS Providers (the national voice of NHS provider organisations) to run a development session for both new and existing governors. The event was held face to face at the Trust's new headquarters at London House, Bracknell. The event was well attended and provided governors with an opportunity to network with each other and to find out about good practice in relation to the role of governors. Some of the Trust's Non-Executive Directors also attended the event and it was interesting to find out their perspectives on the Council/Trust Board interface.

## **4. Looking Ahead**

The Trust, like the whole of the NHS, continues to face very challenging times with pressure to maintain quality of service as demand continues to rise; while at the same time there are considerable financial constraints and national workforce shortages.

Social care continues to be underfunded and this impacts demand and outcomes for our mental health and community health services.



The new world of 'system working' presents both challenges and, we hope, opportunities to improve healthcare for the people of Berkshire.

As the Trust moves forward in this complex and uncertain world there will be much for Council to follow in maintaining oversight on performance and to ensure that the needs of patients are kept at the forefront of decision-making.

Please get in touch if you are interested in our work! We are also keen to meet those who would like to join us as governors of the Trust. You may send questions on this report or any other matter to the Trust's Company Secretary – by email to: [Julie.hill2@berkshire.nhs.uk](mailto:Julie.hill2@berkshire.nhs.uk) or post to Julie Hill, Company Secretary, Berkshire Healthcare NHS Foundation Trust, London House, London Road, Bracknell, RG12 2UT.

Governors may be contacted directly or via the Company Secretary.

**Brian Wilson**, Lead Governor

September 2023



## Proposed Change to the Trust's Constitution

Berkshire Healthcare NHS Foundation Trust's Constitution sets out the powers and functions of the Trust and how its governance operates.

Changes to the Constitution can take effect only if the amendments are approved by both the Trust Board and the Council of Governors. The Board and Council approved changes to the Constitution in December 2022.

Where there have been amendments to the Constitution which relate to the powers, duties or roles of the Council of Governors, at least one governor must attend the next annual members' meeting/annual general meeting and present the amendment(s) to members. Members have the right to vote on and veto these types of constitutional amendments.

The purpose of this report is to present to the Members, **for approval**, an amendment to the Constitution.

## Change to the Constitution

The change to the Constitution is to provide a review process for a member who has been excluded from membership by the Council of Governors.

The change is highlighted in blue tracked changes in the extract from the Constitution below.

Members are invited to forward any comments and/or to indicate if they do not support the constitutional change using the email: **ourAGM@berkshire.nhs.uk**. Members attending the AGM can also use the chat function to forward any views.

At the Annual General/Members Meeting, members can also use the chat function to forward any views and/or to raise any objections to the proposed change.

## Extract from the Constitution showing the proposed change in blue tracked changes

### Restrictions on Membership

#### 8. Restriction on membership

8.1 A member of a constituency, or of a class within a constituency, may not while membership of that constituency or class continues, be a member of any other constituency or class.

8.2 An individual who satisfies the criteria for membership of the Staff Constituency may not become or continue as a member of any constituency other than the Staff Constituency.

8.3 An individual shall not be eligible for membership if he or she:

8.3.1 is under 12 years of age.

8.3.2 fails or ceases to fulfil the criteria for membership of any of the constituencies.

- 8.3.3 has demonstrated aggressive or violent behaviour at any Hospital or other trust premises or during any other interaction with Trust staff or Sub-contractors or Volunteers and following such behaviour he or she has been asked to leave or has been removed or excluded from any Hospital or other Trust premises or programmes of home or community visits, under the Trust's policy for withholding treatment from violent/aggressive patients: zero tolerance.
- 8.3.4 has been confirmed by the Trust to be a 'vexatious complainant' as defined in the Trust's policy on handling of complaints.
- 8.3.5 has been removed from being a member of another NHS Foundation Trust.
- 8.3.6 has been deemed by the Trust to have acted in a manner contrary to the interests of the Trust; or
- 8.3.7 has previously been removed from being a member of the Trust under paragraph 8.5.3.
- 8.4 Members should ensure their own eligibility for membership and inform the Trust if they cease to be eligible.
- 8.5 A member shall cease to be a member if—
  - 8.5.1 they resign by notice in writing to the Trust,
  - 8.5.2 they die, or
  - 8.5.3 they cease to be eligible for membership under paragraph 8.3 and they are removed from membership following the process set out in 8.6 below.
- 8.6 The Trust shall give any member at least 14 days' written notice of a proposal to remove them from membership under paragraphs 8.5.3 and:
  - 8.6.1 the notice shall state the date by which the member must respond by if they wish to make any representations;
  - 8.6.2 the Trust shall consider any representations made by the member during that notice period, and the Secretary shall decide whether to remove the member;
  - 8.6.3 within 14 days after receiving notice of the Secretary's decision, a person wishing to dispute the decision may require the Secretary to refer the matter to the Council of Governors to determine whether the decision was fair and reasonable taking all relevant matters in to account;
  - 8.6.4 where a member does not ask the Secretary to refer their proposed removal to the Council of Governors, they shall cease to be a member 14 days after receiving notice of the Secretary's decision;
  - 8.6.5 where a member does ask the Secretary to refer their proposed removal to the Council of Governors, they shall continue to be a member until the Council of Governors has reached a decision on their membership and provided them with notice;
  - 8.6.6 the decision of the Council of Governors shall be final.

An individual member removed under paragraph 8.6 may make a request to the Secretary that their membership removal be reviewed by the panel of the Council of Governors, chaired by a Non-Executive Director and their eligibility to be a member will be considered at the following points:

8.7.1 No earlier than 12 months from the date of the first review for removal (“the first review”).

8.7.2 No earlier than 36 months after the date of the outcome of the first review (“the second review”); and

8.7.3 No earlier than sixty month intervals after the date of the outcome of the second review.

8.8 When making a request under paragraph 8.7 the individual must make such a request in writing to the Secretary and outline whether they wish to be considered as eligible to be a member and the reasons for the requested review. The Trust shall endeavour to issue a decision in writing within 28 days of receipt of the request.