MEETING OF COUNCIL OF GOVERNORS HELD ON WEDNESDAY 12TH SEPTEMBER 2012 IN THE RAVENFIELD ROOM, ROTHERHAM HOSPITAL

Present:  
Peter Lee, Chairman  
Kerry Rogers, Chief of Corporate and Legal Affairs/Company Secretary

Public Governors:  
Frank Beevers, Public Governor for Wentworth North  
Sylvia Bird, Public Governor for Rotherham North  
Anna Chester, Public Governor for Rotherham South  
Jean Dearden, Public Governor for Wentworth South and Lead Governor  
Bridget Dixon, Public Governor for Rother Valley South  
Ann Flack, Public Governor for Rotherham South  
Jan Frith, Public Governor for Rest of England  
Graham Jenkinson, Public Governor for Wentworth Valley  
Cherry Kipling, Public Governor for Wentworth South  
Anne Selman, Rotherham North  
Sandra Waterfield, Public Governor for Rother Valley South  
Anthony Wilkinson, Public Governor for Rother Valley West  
Dennis Wray, Public Governor for Rother Valley West

Staff Governors:  
Firas Al-Modaris, Staff Governor for Medical and Dental  
Rose Davis, Staff Governor for Professional Nurses & Midwives  
Beverly Doane, Staff Governor for Other Staff Class  
Jill Ward, Staff Governor for Other Health Professionals

Partner Governors:  
Azizzum Akthar, Partner Governor for REMA  
John Wainwright, Partner Governor for Barnsley and Rotherham Chamber of Commerce  
Janet Wheatley, Partner Governor for Voluntary Action Rotherham  
Ken Wyatt, Partner Governor RMBC

Apologies:  
Jean Flanagan, Partner Governor for Sheffield Hallam University  
Carole Haywood, Partner Governor for Rotherham Partnership  
Michael Jennings, Partner Governor for Sheffield University  
Sarah Lever, Partner Governor NHSR  
Cynthia Shaw, Public Governor Wentworth North  
Colin MacFarlane, Police

Members of the Board of Directors and other staff in attendance:  
Gabby Atmarow, Non-executive Director  
Alison Legg, Non-Executive Director  
Nigel Ruff, Non-executive Director  
Rebecca Allinson, Deputy Director Corporate Affairs  
Katherine Bryant, Legal Affairs Manager
WELCOME AND ANNOUNCEMENTS

The Chairman welcomed the Council of Governors, Non-executive Directors and other members of staff to the meeting and made the following announcements:

i. Ben Roebuck, Staff Governor for Support Staff to Professional Nurses and Other Health Professionals had resigned his position as a consequence of leaving the Trust to take up employment at another organisation

ii. Susan Lockwood, Public Governor for Wentworth Valley, had tendered her resignation after taking up an appointment as a Lay Person on the Local CCG.

QUORACY CHECK

The meeting was confirmed to be quorate.

DECLARATION OF INTEREST

There were no declarations of interest.

MINUTES OF THE PREVIOUS MEETING

The minutes of the previous meeting held on 11\(^{th}\) July were AGREED as a correct record subject to the inclusion of Anthony Wilkinson, Public Governor for Rother Valley West, to the list of those present.

MATTERS ARISING

i. Time Out Session (minute 2012/45iii refers)

A Governor time out session would be considered by the Working Group established to discuss the Constitution and Council of Governors Standing Orders. Any initial thoughts from the wider Council of Governors on the options for a time out should be communicated to Mrs Rogers, Chief of Corporate and Legal Affairs.

**ACTION – WORKING GROUP**

ii. Constitution and Council of Governors Standing Orders Review (minute 2012/47 refers)

The Working Group who had been established to review the Constitution and Standing Orders would hold its first meeting on 22\(^{nd}\) November. Any further Governors wishing to be involved in the process were requested to contact Dawn Stewart, Corporate Governance Manager.

**ACTION – ALL TO NOTE**
iii. **Update on Appointment of External Auditors (minute 2012/48 refers)**

The report outlining the recommendation from the Audit and Assurance Committee for the appointment of the External Auditor would form a later agenda item.

iv. **Foundation Trust Governors Association (FTGA) – Renewal of Membership (minute 2012/52 refers)**

Following the decision at the July meeting the Trust had renewed its membership of the FTGA for a one year period from August 2012 at an annual subscription cost of £3,300+VAT per annum.

v. **Membership Development Group (minute 2012/54iii refers)**

The Chairman’s comments had been incorporated into the revised terms of reference for the Membership Development Group. A copy of these revised terms of reference had been provided as part of the Council of Governors papers.

vi. **Governor Development Programme (minute 2012/56i refers)**

No further comments had been received in relation to the Governor Development programme and therefore it had been considered that implementation work would continue as planned.

vii. **Foundation Trust Network and Foundation Trust Governors Association Event – 6th July (minute 2012/56ii refers)**

Jean Dearden, Public Governor for Wentworth South/Lead Governor, thanked the Governors who had attended the event for the production of their own reports which had been circulated to the wider Council of Governors alongside the presentational material from the event organisers.

viii. **Meeting with Non-Executive Directors (minute 2012/56iii refers)**

The provision of opportunities for Governors and Non-executive Directors to meet prior to Council to Governors meetings would continue.

The suggestion for a Non-executive Director Newsletter would not be progressed as the Chairman considered that a lot of information was already provided to the Governors for example through the Chairs newsletter, Your Choice and Newsweek. However, further opportunities for improving communication and building relationships between Governors and NEDs would continue to be explored as part of the Governor Development programme.
ix. Governor and Member Communication (minute 2012/56iv refers)

Although the Chair had not been able to attend the August meeting of the Membership Development Group he would attend the 15th November meeting.

ACTION - PL

x. Partner Governors (minute 2012/59ii refers)

The Working Group in reviewing the Constitution would discuss the potential for deputies for Partner Governors.

ACTION – WORKING GROUP

2012/66 CHIEF EXECUTIVE QUARTERLY REPORT AND PERFORMANCE DASHBOARD

The Council of Governors RECEIVED the Chief Executive report, performance dashboards and patient experience report.

Although the Executive Directors were not in attendance at the meeting as would be the norm having been stood down due to the limited time allocated for the meeting, the Members of the Board of Directors present would answer any questions from the Governors.

The Chairman suggested that future performance reports should include early warnings of trends, consequences relating to targets not being achieved and subsequent actions being taken.

ACTION – EXECUTIVE DIRECTORS

Ken Wyatt, Partner Governor for RMBC, asked in what areas the Trust been exposed to any risk as a consequence of implementation of EPR. In response the Council of Governors were informed that there had been a reduction in outpatient attendances beyond the period originally anticipated. This had had an impact on income and had required further discussions with the Commissioners. In terms of direct patient related issues there had been an increase in complaints and incidents reported. It was noted that the organisation was being actively encouraged to report incidents which may relate to EPR, with the exception of one case all incidents had received low risk ratings.

The Council of Governors indicated that they continued to be contacted by their constituents regarding booking of appointments, which had been an issue before EPR, and arriving at clinics with an appointment to be informed there was no record of them to attend. Bev Doane, Staff Governor and whom also had a role in EPR implementation indicated and confirmed that significant work had been undertaken to review and improve processes to ensure that all such problems were resolved.

Members of the Patient Safety and Experience Governor and Member Group confirmed that these issues had been raised with the Chief Operating Officer when he had attended their September meeting. The Group had been assured by the information provided, but requested that the Chief Operating Officer provide a further update on the position by the end of November 2012.

ACTION – ML
The Non-executive Directors present at the meeting indicated that they also shared the Governors concerns regarding the issues raised and sought assurance on a monthly basis to the Audit and Assurance Committee and Board of Directors meetings on the need for the organisation to return to business as usual as quickly as possible. From the information they had received in August it was apparent that all efforts were being made to resolve the position.

Graham Jenkinson, Public Governor for Wentworth Valley, sought clarification on the use of ‘pending’ lists when speaking to the Contact Centre. Bev Doane explained that any patient who required an appointment within 6 weeks of attendance would be given a future appointment date. Those requiring an appointment beyond six weeks would be held on a pending list and would be contacted at a future date to arrange an appointment. This was as a means of ensuring that appointments were not missed if they were too far into the future. Graham Jenkinson indicated that he had examples of this not taking place as described and Bev Doane therefore requested that these should be communicated to her in order that the position could be rectified for other patients.

**ACTION – ALL TO NOTE**

Jan Frith, Public Governor for the Rest of England, sought clarification on the financial implications from EPR. Alison Legg, NED, indicated that at the August meeting of the Audit and Assurance Committee information had been provided showing that capital expenditure was £300k higher than anticipated and revenue £250k higher. As noted earlier due to reduced outpatient activity income had been impacted to the value of approximately £1.5m. However, there was an expectation that this could be recovered by the end of the financial year if activity levels returned to pre EPR implementation levels. The NEDs were actively monitoring the position to ensure that business as usual was resumed.

Dennis Wray, Public Governor for Rother Valley West, questioned the timeframe for roll out of the additional functionality and systems based upon the current process issues in some areas. It was confirmed that current issues were being resolved before any further areas would be rolled out. This was supported by Rose Davis, Staff Governor and Matron in A&E, who indicated the work being undertaken within A&E to support patient safety which meant recording of information on two systems while work continued to implement EPR in the department.

The Committee NOTED the reports and the information provided in relation to EPR which had also supported that provided by the Chief Operating Officer to the Patient Safety and Experience Governor and Member Group (PSEG). The Chairman reiterated that Executive Directors would be available to attend the PSEG meeting to discuss areas of concern to the Governors.

**2012/67 APPOINTMENT OF EXTERNAL AUDITORS**

The Council of Governors RECEIVED the report from the Audit and Assurance Committee (A&AC) which outlined the process which had been undertaken for consideration of the renewal of the contract for the provision
of External Audit services to the Trust. This evaluation process had involved two Public Governors and the Non-executive Director Chair of A&AC.

The Council of Governors APPROVED the recommendation from the evaluation panel and A&AC that the contract for External Audit Services be awarded to KPMG for a three year period from 1st October 2012, with the option to extend the contract for one plus one year (two years). The contract value would be capped at £62,400.00 per annum.

2012/68 NOMINATIONS COMMITTEE

i. Draft Minutes

The minutes from the meeting held on 11th September would be made available as soon as possible.

ACTION – PL

The Chairman indicated that the Committee had received information on the outcome of the appraisal process of the Non-executive Directors and Chairman. All non-executive’s had agreed objectives which would be reviewed six months after the original meetings. The Chairman and Lead Governor would give further consideration to how the objective outcomes would be measured.

ACTION – PL/JD

ii. Non-executive Director Reappointment

Tabled at the meeting was a report which outlined the discussion which had taken place at the Nominations Committee on 11th September relating to the reappointment of Julie Hickton for a further term of office as a Non-executive Director.

The Council of Governors APPROVED the recommendation from the Nominations Committee that Julie Hickton was reappointed with a term of office from 1st November 2012 to 31st October 2015, on current terms and conditions.

Jean Dearden, Public Governor for Wentworth South and Lead Governor was requested to confirm the decision of her reappointment to Julie Hickton.

ACTION - JD

2012/69 MEMBERSHIP DEVELOPMENT GROUP

i. Draft Minutes

The Council of Governors RECEIVED the draft minutes from the meeting held on 16th August 2012.

ii. Governor Commentary

Frank Beevers, Public Governor for Wentworth North, who had chaired the meeting highlighted to the wider Council of Governors three areas for further consideration, which were as follows:
a. Any suggestions on topics for future Your Choice magazines were to be communicated to Lorraine Brinnen, Community Involvement Manager.

**ACTION – ALL TO NOTE**

b. The Membership Development Group considered that the suggestion to reinstating Governor Surgeries should be discussed at the December 2012 Governors Forum.

**ACTION - FORUM**

c. The closure of the Rooftop Restaurant after 2pm should be discussed at the December Governors Forum.

**ACTION – FORUM**

iii. **Issues for Escalation**

There were no issues for escalation from the Membership Development Group.

**2012/70 PATIENT SAFETY AND EXPERIENCE GOVERNOR AND MEMBER GROUP**

i. **Draft Minutes**

As the last meeting had been held on 7th September 2012, no minutes were yet available; however they would be circulated in due course.

**ACTION – JD**

As noted earlier in the meeting the Chief Operating Officer had attended the meeting to discuss EPR implementation and address any concerns from Governors in relation to comments received from their constituents.

ii. **Issues for Escalation**

There were no issues for escalation from the Patient Safety and Experience Governor and Member Group.

**2012/71 ISSUES TO BE ESCALATED TO THE BOARD OF DIRECTORS**

The Council of Governors AGREED that on-going concerns relating to certain services following implementation of EPR should be escalated to the Board of Directors. This was to seek assurance that the Trust would be returning to business as usual as soon as possible in order that patients did not continue to be adversely affected. The Governors also requested a monthly update on the position.

**ACTION – PL**

**2012/72 QUESTIONS FROM ANY MEMBER OF THE PUBLIC PRESENT AT THE MEETING**

There were no members of the public present to ask any questions of the Council of Governors.
2012/73 ANY OTHER BUSINESS

i. Review of Format of September Meetings

The Council of Governors AGREED that the Working Group should review the format for future September meetings regarding the timings for the Annual Plan Development session, Council of Governors and Annual General Meeting, with the suggestion that they would not all be held on the same day in the future.

ACTION – WORKING GROUP

ii. Review of Constitution

Tabled at the meeting was the Trust’s Constitution and cover report outlining immediate changes to be made to the document. Although a wider review would be undertaken by the Working Group, minor alterations had been required in advance of that review to meet the requirements of Monitor before 1st October when the Health and Social Care Act 2012 commencement order would be enacted.

The Board of Directors had given virtual approval of the changes in order that the timeframes could be achieved. The Council of Governors AGREED that in principle they APPROVED the changes to the Constitution, however as the document had been tabled at the meeting they would have until the end of Monday 17th September to review the document, with any comments to be directed to Mrs Rogers, Chief of Corporate and Legal Affairs.

ACTION – ALL TO NOTE

The wider review of the Constitution would take place at the first meeting of the Working Group to be held on 22nd November 2012.

2012/74 ITEMS FOR INFORMATION

The Council of Governors RECEIVED the dates for its meetings in 2013 and the dates of forthcoming sub committees.

2012/75 DATE OF NEXT MEETING

The next meeting of the Council of Governors would be held on Wednesday 9th January 2013.