MINUTES OF THE COUNCIL OF GOVERNORS MEETING HELD ON WEDNESDAY 9th SEPTEMBER 2009 IN THE HOLIDAY INN, WEST BAWTRY ROAD

Present: Margaret Oldfield, Chairman
Kerry Rogers, Company Secretary

Public Governors: Sylvia Bird, Public Governor for Rotherham North
Jim Bristow, Public Governor for Rest of England (from item 8)
Anna Chester, Public Governor for Rotherham South
Jean Dearden, Public Governor for Wentworth South
Jan Frith, Public Governor for Rest of England
Anthony Hayne, Public Governor for Wentworth Valley
Val Lindsay, Public Governor for Rotherham North
Janette Mallinder, Public Governor for Wentworth Valley
Margaret Marshall, Public Governor for Rotherham South
Lewis Vizard, Public Governor for Wentworth North
Sandra Waterfield, Public Governor for Rotherham South
Dennis Wray, Public Governor for Rother Valley West

Staff Governors: Firas Al-Modaris, Staff Governor for Medical and Dental
Jill Ward, Staff Governor for Other Health Professionals

Partner Governors: John Doyle, Partner Governor for RMBC
Jean Flanagan, Partner Governor for Sheffield Hallam University
Michael Jennings, Partner Governor for Sheffield University
Janet Wheatley, Partner Governor for Voluntary Action Rotherham

In attendance: Dawn Stewart, Corporate Governance Manager (minutes)

Apologies: Peter Brader, Public Governor for Wentworth South
Julie D'Silva, Staff Governor for Professional Nurses & Midwives
Anthony Hercock, Non-executive Director and Vice Chair
Frank Hodgkiss, Public Governor for Wentworth North
Anthony Wilkinson, Public Governor for Rother Valley West

No apologies received: John Radford, Partner Governor for NHS Rotherham
Taiba Yasseen, Partner Governor for REMA

1. WELCOME AND ANNOUNCEMENTS

Margaret Oldfield welcomed members present to the meeting.

It was announced that Peter Brader, Public Governor for Wentworth South, had been taken unexpectedly ill and would not be attending the meeting. It was agreed that a get well card would be sent on behalf of Governor colleagues.

ACTIONS – DS

2. DECLARATION OF INTERESTS

There were no declarations of interests.
3. **MINUTES OF THE PREVIOUS MEETING**

   The minutes of the previous meeting held on 15th July 2009 were agreed as a correct record.

4. **MATTERS ARISING**

   i. **Quarterly Executive Update - Strategy**

   It was noted that discussions were ongoing regarding the options available to provide clinical input to the restructured Board of Directors in order to achieve the targets outlined in SDS2. However, it was considered that SDS2 would forge closer relationship between Clinical Directors and the Board of Directors. Once finalised, the Board structure would be communicated to the Governors.

   **ACTION – MO**

   It was agreed that the plans for the redevelopment of the main entrance would be communicated at the January 2010 meeting.

   **ACTION – MARK TRUMPER**

   ii. **Quarterly Executive Update – Annual Plan Delivery**

   Margaret Oldfield indicated that the first phase of moves to Woodside would commence in September/October 2009. She was currently visiting departments who were to be relocated and would undertake a revisit once they had moved to Woodside.

   It was noted that some of the future Council of Governor meetings would be held at Woodside, with a tour of the building to be arranged prior to a Council of Governors meeting at Woodside.

   **ACTION - DS**

5. **APPROVE REVISION TO CONSTITUTION**

   The Council of Governors received the report which outlined the proposed amendments to The Rotherham NHS Foundation Trust Constitution. Discussions on the areas for amendment had been considered by the Council of Governors at its July 2009 meeting in addition to the task and finish group which had included Governor representation.

   The main revisions included:

   - An increase in the number of partner organisations to include South Yorkshire Police, Learning and Skills Council, and the Barnsley & Rotherham Chamber of Commerce.

   - The ability to co-opt Governors should vacancies remain unfilled.

   This issue had been comprehensively discussed with the Trust’s legal advisors, with a formal process to be adopted should co-option be required. Some Governors were concerned that co-opted Governors may be able to stand beyond elections in a co-opted position without going through the election process. It was indicated that the legal advice was that the wording should be as stated to ensure flexibility for the Trust to co-opt Governors, however it was agreed that the terms of reference for the Nominations Committee should be revised to ensure that they would discuss such issues should they arise.

   **ACTION – KR**
The Council of Governors APPROVED the revisions to the Constitution which would be submitted to the Board of Directors meeting on 24\textsuperscript{th} September 2009 for formal approval and onward submission to Monitor.

**ACTION - KR**

6. **APPROVE STANDING ORDERS**

The Council of Governors received the report which proposed minor changes to the Council of Governors Standing Orders.

The Council of Governors APPROVED the amendments to the Standing Orders.

7. **APPOINTMENT OF EXTERNAL AUDITORS**

The Council of Governors received the report which outlined the proposed recommendation from the Audit and Assurance Committee to re-appoint the Trust’s current external auditor KPMG for a further two year period.

KPMG had originally been appointed for a three year term in September 2006 with the option to extend this for a further two years.

The Council of Governors:

- APPROVED the recommendation to re-appoint KPMG as the Trust’s external auditor for a further two year period (2009/10 to 2010/11).
- APPROVED the market testing and tender processes to be undertaken in relation to the provision of external auditors from 2011.

8. **PERFORMANCE DASHBOARD**

*Jim Bristow, Governor Rest of England, arrived at this point.*

The Council of Governors received a revised performance dashboard of issues/topics which were considered relevant and necessary to be monitored by the Council of Governors. The issues/topics had been agreed by a working group of Governors established to consider the content of the dashboard.

Members discussed the potential to include staffing issues amongst the measures, although it was conceded that staffing issues would be highlighted through the patient safety and experience information or through other reports such as surveys or external/internal reviews which would form part of the information contained within the dashboard.

The Council of Governors agreed the proposed content of the dashboard.

Linked to staffing, but not specifically in relation to the dashboard, the Governors were concerned that they had only been informed of the outcome of the new Executive appointments on receipt of Newsweek. Governors were concerned that in the current economic climate it may be perceived that additional resources had been allocated to increase management costs. Margaret Oldfield recognised that communication to the Governors should have been better. However, she reassured Governors that the restructure of the Board of Directors had not resulted in any additional management costs as other posts within the structure had changed or ceased to exist, and that not all posts would be taken up until March 2010, with the
majority in place by the beginning of October, so it was agreed a detailed report would be sent out with the Chairman’s next newsletter.

9. NOMINATIONS COMMITTEE

i. Minutes

The minutes from the last meeting held on 20th August 2009 were not yet available.

ii. NED Appointments

The Council of Governors received the report which outlined two recommendations from the Nominations Committee which were required to ensure consistency and continuity within the Non-executive Director body and to ensure robust succession planning arrangements were in place.

The Council of Governors:

- APPROVED the re-appointment of Anthony Hercock for a third term of office from 1st January 2010 to 31st October 2011.
- APPROVED the proposal to recruit an additional Non-executive Director in 2010, completing the Board restructure.

iii. Next meeting of the Nominations Committee

Meeting dates had been agreed for 2010, with an additional meeting being arranged for 9th November 2009.

10. MEMBERSHIP COMMUNICATIONS AND DEVELOPMENT GROUP

i. Minutes from Last Meeting

There had been no meeting held since the last Council of Governors meeting in July 2009.

ii. Chair Appointment

This would be discussed as part of the December 2009 Governor Forum.

ACTION – GOVERNORS FORUM

11. PATIENT SAFETY & EXPERIENCE GOVERNOR & MEMBER GROUP

i. Minutes

The minutes from the last meeting held on 3rd September 2009 were not yet available.

ii. Governor Commentary – Sylvia Bird

Sylvia Bird reported that the 3rd September 2009 meeting had included a presentation on Quality Accounts. It was anticipated that information regarding specific areas on the Quality Accounts would be provided to the Council of Governors in due course.

ACTION – JB
iii. Issues for Escalation

A cleanliness ward visit undertaken by the Governors had raised a number of issues which were to be addressed by the Trust. A revisit to that particular ward was being arranged to ensure that the position had improved.

iv. Chair Appointment

This would be discussed as part of the December 2009 Governor Forum.

12. ANY OTHER BUSINESS

i. Access to Information Relating to Religious Beliefs

Antony Hayne, Public Governor for Wentworth Valley, raised the issue of sharing patient information with the Hospital Chaplaincy department. It was reported that the Trust’s Caldicott Group had indicated that current practices in sharing patient information should cease and this potentially would result in difficulty for patients to access spiritual support.

Kerry Rogers indicated that the issue had been debated on a number of occasions by the Caldicott Group and had been escalated to the Executive Management Team. While a pragmatic approach was required by all parties to ensure that the spiritual need of patients were met, the decision taken had been based upon statute with which the Trust must adhere. However, the Trust was looking to speedily and pragmatically resolve the position to the satisfaction of all concerned.

ii. Postal Delays

Governors indicated that postal delays, as demonstrated by some Governors having not receiving their meeting papers, was unacceptable particularly when it may relate to patient appointments. It was agreed that the executive team would be asked to investigate the position.

ACTION - KR

13. ISSUES TO BE ESCALATED TO BOARD OF DIRECTORS

It was agreed that the postal delays would be escalated to the Board of Directors.

ACTION - MO

14. FOR INFORMATION

The Council of Governors received the dates for various meetings in 2010.

15. DATE OF NEXT MEETING

The next meeting of the Council of Governors would be held on Wednesday 13th January 2010 commencing at 5pm. Any agenda items were to be communicated to the Company Secretary by no later than 24th December 2009.