MEETING OF COUNCIL OF GOVERNORS HELD ON WEDNESDAY 9TH JANUARY 2013 IN THE LECTURE THEATRE, ROTHERHAM HOSPITAL

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

Public Governors:  
Sylvia Bird, Public Governor for Rotherham North  
Anna Chester, Public Governor for Rotherham South  
Jean Dearden, Public Governor for Wentworth South/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  
Cynthia Shaw, Public Governor Wentworth North  
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:  
Jean Flanagan, Partner Governor for Sheffield Hallam University  
Carole Haywood, Partner Governor for Rotherham Partnership  
Sarah Lever, Partner Governor NHSR  
Janet Wheatley, Partner Governor for Voluntary Action Rotherham  
Ken Wyatt, Partner Governor RMBC

Apologies:  
Azizzum Akthar, Partner Governor for REMA  
Michael Jennings, Partner Governor for Sheffield University  
Sandra Waterfield, Public Governor for Rother Valley South

Members of the Board of Directors and other staff in attendance:  
Gabby Atmarow, Non-executive Director  
Jacqui Bate, Chief Human resources Officer  
Trisha Bain, Acting Chief of Business Intelligence  
Tim Bolot, Director of Transformation  
Maxine Dennis, Acting Chief Operating Officer  
Mark Edgell, Non-executive Director  
Juliette Greenwood, Chief Nurse  
Matthew Lowry, Acting Chief Executive  
Nigel Ruff, Non-executive Director  
John Somers, Chief Financial Officer
2013/01 WELCOME AND ANNOUNCEMENTS

The Chairman welcomed to the meeting Governors, Executive and Non-executive Directors and members of the public. For those members of the public attending for the first time the Chairman outlined the formal proceedings of the meeting.

Prior to commencement of the meeting the following announcements were made:

i. Partner Governor for Barnsley and Rotherham Chamber of Commerce

The Chairman announced that John Wainwright had stood down as the Partner Governor representative for the Barnsley and Rotherham Chamber of Commerce. The Chamber would be nominating a new representative in due course.

ii. Public Petition

The Chairman acknowledged that a number of the audience were in attendance at the meeting in order to present a petition of approximately 3000 signatures against NHS cuts. The petition had been collected by the Rotherham Trade Unionists & Socialists Coalition (TUSC) and the Council of Governors through the Chairman afforded the spokesman from the TUSC a few moments to explain the background to the petition.

The Chairman accepted the petition on behalf of the Trust and indicated that the Trust would consider the most appropriate means of response.

ACTION – PL/ML

2013/02 QUORACY CHECK

The meeting was confirmed to be quorate.

2013/03 DECLARATION OF INTEREST

There were no declarations of interest.

2013/04 MINUTES OF THE MEETING HELD ON 12TH SEPTEMBER 2012

The minutes of the previous meeting held on 12th September 2012 were AGREED as a correct record.

2013/05 MATTERS ARISING

i. Time Out Session (minute 2012/65i refers)

No further suggestions in relation to a time out session had been received by the Chief of Corporate and Legal Affairs/Company
Secretary. However, further consideration would be given to its merits following completion of the work of the Sub Group.

**ACTION – KR/Lead Governor**

ii. **Constitution and Council of Governors Standing Orders Review** (minute 2012/65ii refers)

The Sub Group had held its first meeting on 22\textsuperscript{nd} November 2012 and intended to meet on a monthly basis between January to March 2013. The timetable was that the further revised Constitution would be submitted to the April 2013 Council of Governors meeting.

**ACTION - KR**

iii. **Governor and Member Communication** (minute 2012/65ix)

The Chairman had unfortunately not been able to attend the November 2012 meeting of the Membership Development Group.

iv. **Partner Governors** (minute 2012/65x refers)

The potential for deputies for Partner Governors formed part of the Constitution deliberations of the Sub Group.

**ACTION – SUB GROUP**

v. **Chief Executive Quarterly Report and Performance Dashboard** (minute 2012/66 refers)

The issues relating to EPR had formed part of the discussions at the 29\textsuperscript{th} November extraordinary meeting.

Examples of incidents which deviated from the Contact Centre protocols outlined at the last meeting had been communicated to Bev Doane, Staff Governor for Other Staff Class, in her substantive capacity as EPR Applications Manager.

vi. **Nominations Committee Draft Minutes** (minute 2012/68i refers)

It was confirmed that the minutes from the September 2012 Nominations Committee meeting had been circulated prior to the start of the meeting.

The Chairman and Lead Governor had given further consideration to ensuring measurable and outcome based objectives were assigned to Non-executive Directors as part of their appraisal process.

vii. **Nominations Committee – Non-executive Director Reappointment** (minute 2012/68ii refers)

Jean Dearden, Lead Governor had communicated to Julie Hickton that the Council of Governors had approved her further term of office as Non-executive Director.
viii. Membership Development Group (minute 2012/69ii refers)

Topics for future Your Choice magazines to members had been received.

The Governors Forum had yet to consider the following:

a. Consideration of reinstating Governor Surgeries
b. Discuss the closure of the Rooftop Restaurant after 2pm

ACTION – FORUM

ix. Patient Safety and Experience Governor and Member Group – Draft Minutes (minute 2012/70i refers)

The draft minutes from the September 2012 meeting had been circulated.

ACTION – FORUM

x. Issues Escalated to the Board of Directors (minute 2012/71 refers)

Council of Governor concerns regarding EPR had been escalated to the Board of Directors. With regard to the request for a monthly update on EPR, the Chairman suggested that information should also be provided in relation to the financial position, workforce and Monitor. The Council of Governors AGREED this suggestion which would commence following the January 2013 Board of Directors meeting.

ACTION – PL/ML

2013/06 MINUTES OF THE EXTRAORDINARY MEETING HELD ON 29TH NOVEMBER 2012

The minutes of the extraordinary meeting held on 29th November 2012 were AGREED as a correct record.

2012/07 MATTERS ARISING

i. Management Structure (preliminary section prior to the start of meeting)

The interim management structure had been made available to the Governors.

ii. Monitor Stage 2 Review (minute 2012/76 refers)

Information on the Monitor Stage 2 review and escalation process had been included within the Chairman’s Newsletter.

iii. Information Regarding Consultancy Arrangements (minute 2012/77 refers)

Information on PMO (Programme Management Office) projects would be provided as part of the monthly update on the financial position.

ACTION – JS
Staff Governors had been included in the workforce consultation briefing launch.

It was confirmed that the proposed external review of Community Servicers had been deferred.

iv. **Communications between the Trust and Governors (minute 2012/80 refers)**

The monthly update following the Board of Directors meeting would support improved communications to the Governors. The Governors Forum in December had considered the frequency of meetings and would be proposing options as part of a later agenda item.

v. **Best Practice Review (minute 2012/81 refers)**

The best practice guidance issued by Monitor and which had been submitted to the July 2012 Council of Governors meeting would be incorporated into the project plan for the Sub Group who was reviewing the Constitution.

**ACTION – SUB GROUP 2013/08 MONITOR ESCALATION**

The Chairman updated the Council of Governor on the current position in relation to the Monitor escalation process and for the purpose of the members of the public present outlined the role of Monitor in relation to their powers as independent regulator.

The Board of Directors had met with the Monitor Panel on 17th December, where the primary focus of discussion had been the Trust’s financial position. Monitor did not consider that there were any concerns in the area of clinical quality. However, as a consequence of the financial position and the panel meeting Monitor had issued a Red governance override rating in relation to governance. Had the override not been applied the Trust would actually be green (the highest rating) as it was achieving the required targets.

The Trust had received a letter following the Monitor panel meeting, which had also been sent to the Lead Governor, outlining Monitor’s concerns. The Trust would respond to the letter by the end of the week. The Monitor Provider Regulation Executive would be meeting at the end of January at which a formal determination would be made against the Trusts position against its Terms of Authorisation and whether Monitor would invoke any of its statutory powers. The Council of Governors NOTED the position and the Chairman AGREED he would maintain communication with the Governors on the latest position.

**ACTION- PL**
The Council of Governors RECEIVED the following updates from the Board of Directors:

i. **Acting Chief Executive’s Report**

Matthew Lowry, Acting Chief Executive, outlined specific areas of his report which had been previously circulated to the Council of Governors.

In relation to urgent care it was noted that in early December 2012 the Trust had seen record attendances in A&E (336 patients in one day compared to the norm of 200). Despite these levels the Trust had achieved the quarterly A&E target. Carole Haywood, Partner Governor for Rotherham Partnership, asked if data was available regarding the impact on the Trust over the Christmas and New Year period as a result of limited availability of Primary Care services. Matthew Lowry indicated that the department had been busy, but had been well prepared in the knowledge of the potential impact.

The Council of Governors were appraised of the processes within the Care Coordination Centre which provided the ability for clinicians and health professionals to make informed choices to support discharge planning, prevent admission/re-admission and streamline referrals to community services. There had been excellent feedback to date from the GPs who had been piloting the system. Anna Chester, Public Governor for Rotherham South, asked if there were any patterns by which the Trust could gauge the level of success of the Care Coordination Centre. Matthew Lowry indicated that the advice provided through the Centre has resulted in patients not being admitted to hospital and had highlighted the lack of awareness by GPs of alternatives which were available within the health community.

In addition to the work of the Care Coordination Centre the Trust continued to plan to reduce bed numbers/wards as a result of reducing length of stay and the level of admissions. The Council of Governors were reassured that rigorous quality impact assessments would be undertaken as part of the plans to close wards. The Board of Directors had stated their intention to review the data on a monthly basis to ensure that lengths of stay and admissions numbers were decreasing sufficiently to warrant safe closure of wards.

The Friends and Family Test would be introduced in A&E and inpatients from April 2013 and would provide the ability for more timely information on the patient experience.

It was noted that the Rotherham Clinical Commissioning Group had been authorised as a CCG with 2 minor conditions and would take on formal responsibility for commissioning from April 2013.
The Trust continued to work collaboratively with other providers to build upon existing models of shared provision of services.

The Chief Executive report was RECEIVED and NOTED by the Council of Governors.

ii. **Financial Position and Recovery Plan**

John Somers, Chief Financial Officer, provided for the Council of Governors, the month seven financial position.

The year to date income and expenditure position indicated that there was a net deficit of £5.3m which was a variance of £3.1m against the plan for month seven. This was as a result of:

- A shortfall against cost improvement plans (CIPs) of £1.9m
- Outpatient income loss as a consequence of EPR of £1.4m
- Non-elective (NEL) threshold loss of £0.5m

The Finance Risk Rating (FRR) stood at 2.

The forecast end of year position was a £12.2m EBITDA (earnings before interest, taxes, depreciation, and amortization), a £6.3m deficit and a FRR of 2. Although, the Trust had achieved CIPs of £11.2m which was a significant achievement, £4.2m of the deficit related to CIPs which had not been achieved. This was one of the reasons for the escalation to Monitor.

The financial recovery plan was in development and would be signed off at the February 2013 Board of Directors meeting prior to submission to Monitor.

Jill Ward, Staff Governor for Other Health Professionals, requested that the Non-executive Directors present at the meeting outline the action which the Board intended to put in place for recovery of CIPs and mitigate the impact following implementation of EPR. Nigel Ruff, Non-executive Director and Chair of the Audit and Assurance Committee indicated that EPR was discussed at each Audit and Assurance Committee meeting. The Trust would be ascertaining the level of lost income as a result of EPR which could be quickly recovered and it was anticipated that activity levels would return to the contracted level by the end of the financial year. In relation to CIPs Nigel Ruff indicated that the organisation would need to become more effective in the identification and early delivery of CIPs, which it traditionally had not been.

A member of the public present questioned if the Trust had been over ambitious in its original CIP savings. In response it was noted that £11m of the £15m target had been achieved which was a significant achievement for any organisation. However there were lessons from previous years needed to support improved performance.
In response to a question from Jean Flanagan, Partner Governor for Sheffield Hallam University, regarding assurance on quality and safety when deciding the CIPs, Juliette Greenwood indicated that there was a robust quality impact assessment against which all CIPs were tested before they were approved in order to safeguard the quality and safety of services. George Thomson, Executive Medical Director, further commented that the quality assessment process had input from clinicians and Monitor had been assured by the Trust’s processes. Weekly Harm Meetings were also held at the Trust led by the Executive Medical Director, which would quickly identify any adverse impact from any scheme introduced.

Cherry Kipling, Public Governor for Wentworth South, asked how the Trust could convince/justify to the people of Rotherham that external consultants/advisors were required at the current time. The Executive Directors indicated that they recognised that the appointments were not popular. However, one of the powers available to Monitor at the current time would be to insist that such external consultants be commissioned to support the development of the recovery plan. Therefore, the Trust had had taken pre-emptive action in seeking such support.

In response to a comment from a member of the public regarding seeking a political response to NHS cuts, it was confirmed that the Trust had discussed its position with the three Rotherham MPs. Additionally, it was confirmed that collaborative discussions were taking place with other local providers to ensure that opportunities for efficiencies across services were considered.

Ken Wyatt, Partner Governor RMBC, stated that health care should be provided in an appropriate and safe environment and long term conditions could be better managed with more investment in prevention of illness.

Dennis Wray, Public Governor for Rother Valley West, questioned if the Non-executive Directors were confident in the robustness of the recovery plan. Members of the Board indicated that the plan was still in development and would be considered at the Board of Directors in February. It would only be approved if it was a realistic and credible plan.

The Council of Governors NOTED the update on the financial position.

iii. EPR

Trisha Bain, Acting Chief of Business Intelligence/Director of Quality and Standards, provided an update to the Council of Governors in relation to the latest position on EPR.

Significant effort in recent months had resulted in improvements being seen in areas such as the Contact Centre and achievement of targets
and income being recovered where possible. However, the Monitor red governance override was masking the fact that the Trust was actually green. The Trust continued to ensure that the patient experience was not compromised with clear processes and leadership being put into place in a number of areas. Any patient experience issues known to the Governors were requested to be informed to the Trust.

Trisha Bain in response to a question from Sarah Lever, Partner Governor NHSR, on the impact of EPR on cancer 2 week waits, confirmed that the issues in this area where they were linked to EPR had been resolved. However the small number of patients and patient choice were contributing factors to any breaches of this target.

The system would be technically reviewed and a recovery plan was to be developed. Until all current issues with the system had been resolved the decision had been taken that no further modules would be implemented.

Anna Chester, Public Governor for Rotherham South, commented that the Trust had obviously incurred additional costs to resolve some of the difficulties resulting from EPR implementation and questioned if compensation or withholding payments to the supplier was being considered. The Executive Directors indicated that the Trust was currently monitoring costs, were withholding payments and was seeking legal advice regarding appropriate next steps.

The Council of Governors NOTED the update in relation to EPR.

iv. Consultation

Jacqui Bate, Chief Human Resources Officer, provided an update on the Consultation process which had been launched on 14th December 2012 and which would last for 90 days.

It was expected that voluntary redundancies and vacant posts would offset any compulsory redundancies and would equate to approximately 250-300 posts. The consultation document had been constructed into a number of areas with almost every part of the organisation being effected, including corporate, clinical service units, admin and clerical, nursing and midwifery, allied health professionals, outpatients and medical and dental. All proposed projects had Executive Director Leads, a project lead and were supported by Clinical leads to ensure safety and quality issues were considered.

It was noted that staff who had previously applied for voluntary redundancy in 2012 would be contacted within the coming weeks and where possible and with agreement would be processed within the 90 day consultation. The vacancy control panel process had been made more robust and the panel now included staff side and clinicians to ensure safe decisions regarding vacancies were being made. Other
measures such as overtime reductions and disestablishment of vacant posts were being implemented in an effort to make savings.

Jacqui Bate introduced two members of Staff Side who were in the audience and invited their comments on the process and actions which were taking place at the Trust to minimise compulsory redundencies, on-going discussions between management and the unions, and information provided to staff.

Rose Davis, Staff Governor for Professional Nurses & Midwives, indicated that fellow senior nurse colleagues considered that additional information on the processes was required by senior nurses in order to answer the questions arising from nursing staff. Jacqui Bate indicated that as a result of direct feedback from this staff group additional mechanisms were to be introduced.

In response to questions from members of the public it was confirmed that the consultation was only for staff and would not be a public consultation as the Trust was not looking to fundamentally change any of the services it provided. No services were to cease as this would require the permission of the independent regulator Monitor, however services may change in response to a need for operating more efficiently.

The Council of Governors NOTED the update in relation to the Consultation process.

v. Quality Assurance

George Thomson confirmed for the Council of Governors that he was assured regarding the quality of processes and services at the Trust. Although as previously stated the Monitor governance compliance framework indicated that the Trust had been risk rated as red, this was as a consequence of the Monitor override due to the financial position and escalation processes, without which the Trust would actually be green rated.

While implementation of EPR had impacted upon the patient experience there had been no impact upon patient safety. There had been one reported case of 'no harm' to a patient and performance against cancer targets was being monitored through separate processes to avoid any detrimental impact to patients.

vi. Board Scorecard

The Council of Governors RECEIVED the Board Scorecard which outlined the Trust’s performance in a number of areas in relation to finance and Governance compliance framework.

The scorecard had been considered by the Board of Directors at their December 2012 meeting and weekly updates were provided to the Executive Directors.
Jean Flanagan, Partner Governor for Sheffield Hallam University, questioned the ability of the Trust to review the appropriateness of admission from care homes. Maxine Dennis, Acting Chief Operating Officer indicated that the Trust had access to data relating to admissions from care homes and as such was able to define areas of additional support which could be provided to care homes to avoid admission which was in the best interest of the patient.

A member of the public asked if there was a problem of bed blockers at the Trust, with Maxine Dennis responded that the Trust had a low level of reportable delayed discharges. However, there were instances of patients remaining in hospital longer than necessary as a result of patient and family choices.

The Patient Safety and Experience Governor and Member Group had escalated from its December meeting the staffing position within Patient Services as a result in the increase in complaints and compliments received which required to be processed. Juliette Greenwood confirmed that any additional infrastructure requirements would form part of the business plans for the Chief Nurse. The recruitment process to fill the vacant post of the Deputy Chief Nurse who would lead on the patient experience had commenced.

Rose Davis, Staff Governor for Professional Nurses & Midwives, questioned the Boards satisfaction in relation to staffing levels on the wards and particularly in light of the potential findings of the Francis Report into Mid Staffs. Juliette Greenwood indicated that aside from staff to be redeployed as a result of the planned ward closures there were no plans to remove nursing staff the organisation. The nursing and midwifery review would see nursing staff redirected to other areas to ensure safe staffing levels. Mr Lowry and Mrs Atmarow, Non-executive Director both confirmed that patient safety and safe staffing levels remained the focus of the Board.

The Chief Executive confirmed for a member of the public that any equipment from wards which were closed would be redistributed within the organisation and fully reutilised.

The Executive Directors left the meeting at this point.

2013/10   RECOMMENDATION FROM THE GOVERNORS FORUM REGARDING FREQUENCY OF COUNCIL OF GOVERNORS MEETING

At the December 2012 Governors Forum, those Governors present had considered the frequency of Council of Governor and Forum meetings.

The original proposal to the wider Council of Governors was to increase the frequency of both meetings. However, following discussion it was AGREED that the quarterly Council of Governors meeting would continue to be held as scheduled and the frequency of the Forum meeting would be increased in order that they be held every month, with the exception of the months when it
was the formal Council of Governors meetings. The next Forum meeting would be scheduled for Wednesday 13th February 2013. This meeting would determine the format for future Forum meetings and any attendance by Non-executive Directors; therefore the Lead Governor reiterated the importance of attending Forum meetings.

**ACTION – ALL TO NOTE**
The revised schedule of meeting dates would be circulated to the Council of Governors.

**ACTION - DS**

**2013/11 GOVERNOR DEVELOPMENT PROGRAMME**

The Chief of Corporate and Legal Affairs/Company Secretary indicated that the governor development programme had commenced on the topic of finance, which Governors who had attended the event indicated had been helpful. The development programme which included a number of mandatory and optional modules would be considered by the Sub Group.

**ACTION – SUB GROUP**

**2013/12 NOMINATIONS COMMITTEE**

i. **Draft Minutes**

The Council of Governors RECEIVED the draft minutes from the meeting held on 22nd November 2012.

ii. **Non-executive Director Reappointment**

The Council of Governors RECEIVED the report which outlined the recommendation from the Nominations Committee to reappoint Gabby Atmarow for a second term of office as a Non-executive Director.

The Council of Governors APPROVED the recommendation that Gabby Atmarow be reappointed with a term of office from 1st April 2013 to 31st March 2016.

**2013/13 MEMBERSHIP DEVELOPMENT GROUP**

i. **Draft Minutes**

The Council of Governors RECEIVED the draft minutes from the meeting held on 15th November 2012.

ii. **Issues for Escalation**

There were no issues for escalation from the Membership Development Group.
2013/14  PATIENT SAFETY AND EXPERIENCE GOVERNOR AND MEMBER GROUP

i.  Draft Minutes

The draft minutes from the December 2012 meeting were received

ii.  Issues for Escalation

The Group escalated to the Council of Governors the staffing levels within the Patient Services department. The Chief Nurse before leaving the meeting with Executive Director colleagues had indicated that the recruitment process for the Deputy Chief Nurse post had commenced and that any additional requirements within the Patient Service department would be progressed through the business planning process.

2013/15  FEEDBACK FROM FOUNDATION TRUST GOVERNORS ASSOCIATION (FTGA) DEVELOPMENT DAY

The Council of Governors RECEIVED and NOTED the notes which had been prepared by Jill Ward, Staff Governor for Other Health Professionals and Dennis Wray Public Governor for Rother Valley West who had attended the FTGA development day on 2nd October 2012. The presentational material used at the event had previously been circulated to all Council of Governor members.

Jill Ward indicated that she had also recently attended a Staff Governor event also organised by the FTGA, with Bev Doane, Staff Governor for Other Staff Class, which in comparison to the Development Day had been considered to have been poor.

2013/16  ISSUES TO BE ESCALATED TO THE BOARD OF DIRECTORS

The Council of Governors escalated the following due to on-going residual concerns to the Board of Directors:

- EPR due to the potential impact on the financial position in 2013/14
- External consultancy fees
- Staffing levels in light of the impending publication of the Francis Report and particular assurance that when considering establishment levels or the workforce consultation the impact of use of surge beds was taken into account.

2013/17  QUESTIONS FROM ANY MEMBER OF THE PUBLIC PRESENT AT THE MEETING

Any questions from members of the public had been considered during the meeting.
2013/18 ANY OTHER BUSINESS

There were no items of any other business for consideration.

2013/19 ITEMS FOR INFORMATION

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

2013/20 DATE OF NEXT MEETING

The next meeting of the Council of Governors would be held on Wednesday, 10th April 2013.