MEETING OF COUNCIL OF GOVERNORS HELD ON WEDNESDAY 13TH JULY 2016 IN THE LECTURE THEATRE

Chair: Martin Havenhand, Trust Chairman

Public Governors: Ms Bev Bennett, Public Governor, Rotherham South
Ms Jo Brookes, Public Governor, Rotherham South
Ms Lynn Flather, Public Governor for Wentworth North
Mrs Bridget Dixon, Public Governor for Rother Valley South
Ms Jan Frith, Public Governor for Rest of England
Mr Bryn Kinsey, Public Governor for Rest of England
Mr Leslie Hayhurst, Public Governor for Wentworth South
Mr Graham Jenkinson, Public Governor for Wentworth Valley
Ms Val Lindsay, Public Governor, Rotherham North
Mr Gavin Rimmer, Public Governor for Rother Valley South
Mr Dennis Wray, Public Governor for Rother Valley West/Lead Governor

Staff Governors: Mrs Sandra Lewis, Staff Governor
Dr F Al-Modaris, Staff Governor
Mrs C Ripley, Staff Governor

Partner Governors: Mrs Janet Wheatley, Partner Governor for Rotherham Partnership
Cllr Emma Hoddinott, Partner Governor for RMBC

Apologies: Dr Chris Low, Sheffield Hallam University
Professor Arshad Majid, The University of Sheffield
Mrs Carole Haywood, Partner Governor, Rotherham Partnership.

Members of the Board of Directors and other Trust staff in attendance:
Mrs Gabby Atmarow, Non-executive Director
Mr Barry Mellor, Non-executive Director
Ms Lynn Hagger, Non-executive Director
Ms Anna Milanec, Director of Corporate Affairs/Company Secretary
Ms Tracey McErlain-Burns, Chief Nurse
Mr Joe Barnes, Non-executive Director
Mrs Cheryl Clements, Director of Workforce
Mrs Alison Legg, Non-executive Director

Apologies received from Board members:
Mrs Louise Barnett, Chief Executive, TRFT
Mr Mark Edgell, Non-Executive Director, TRFT
37/16 WELCOME AND ANNOUNCEMENTS

The Chairman welcomed all those present to the meeting. He gave special mention to new Governors attending their first meeting and advised Governors that details of new Governors were available as part of the agenda papers under item 45/16.

38/16 APOLOGIES FOR ABSENCE & QUORACY CHECK

Apologies were noted and the meeting was confirmed to be quorate. The Chairman confirmed that the Chief Executive of TRFT was unable to attend due to a meeting in Leeds with Mr Simon Stevens.

39/16 DECLARATION OF INTEREST

A number of declarations of interest were noted as follows:
- All Non-Executive Directors due to item number 47/16 of the agenda
- Lead Governor due to item number 46/16

40/16 MINUTES OF THE PREVIOUS MEETING

The minutes of the meeting held on 13th April 2016 were AGREED as a correct record.

41/16 MATTERS ARISING & ACTION LOG

It was noted that under matters arising from the last meeting (item number 26/16 and feedback from walk rounds and seeking clarification on family and friend results, this had still not be received.

It was agreed that the Chief Nurse would resolve this by the end of the week and going forward a report would be provided to Governors on a quarterly basis.

Action: TMB

42/16 CHAIRMAN’S REPORT

The Chairman provided a verbal update on the matters highlighted in his report to Board of Directors in June 2016 and gave a brief update on work being undertaken externally. This included:

- Locally, the Rotherham Together Partnership, which was about working in collaboration with other Trusts and partner organisations to optimise the delivery of services and move Rotherham to a better place.
- Locality Pilot, which was about the integration of services and working closely with RMBC, VAR and Mental Health.
- Regionally, the Sustainability and Transformation Plan which included 44 footprints across the country of which Rotherham was part of the South Yorkshire and Bassetlaw. Colleagues were working collectively to consider how services might be delivered in the future. This might result in some re-configuration of services but any developments in this area would require consultation and Governors would be informed accordingly. It was agreed that further information would be brought
back to the next meeting in October on this area, once the submission of the plan had taken place in September 2016.

Action: AM

Discussion took place around the Working Together Programme and the consideration of a new Federated Board in terms of how that fitted with Vanguard and how it would interact with STP and decision making processes. It was noted that there were challenges around governance and it was complex when working in collaboration with different organisations. The Chairman explained that the Federated Board would provide the governance with decisions made taken through each individual organisations Board for a majority agree (this would need to be 75% of the Trusts involved being in agreement). Each of the Trusts had been asked to approve this method of governance at their July Board meetings. He referred to STP and said that there was no connectivity between governance arrangement currently. Mr Havenhand said it was still early days but it was very positive and there were no suggested takeovers or boundary changes. A communication plan would be developed when required to ensure that partners, the public and Governors were informed appropriately. It was agreed that a paper would be provided to the next Council of Governors to provide further clarity.

Action: MH

43/16 REPORT FROM NON-EXECUTIVE DIRECTOR CHAIRS OF BOARD COMMITTEES

The Council of Governors RECEIVED and NOTED the reports provided by each of the Non-Executive Directors on the Board Committees that they Chair and the Chairman invited each of them to provide any further information verbally.

i. Finance and Performance Committee

Mrs Legg asked members to note that the paper provided was for their June meeting and not July as stated in the report. She added that at the last meeting, the Committee had received a very useful presentation from the Division of Surgery, which was a major generator of income for elective work, which covered:

- The issues being faced around coding
- The fact that the contract for Ophthalmology services in Barnsley would be out for tender soon
- The fact that 20% of referrals for Orthopaedics go outside the hospital and this would be explored with the CCG.
- The appointment of a New Director of Clinical Service who was clearly getting to grips with a number of issues within the division.

It had been agreed that the division would present back at the Committee in a couple of months. Mrs Legg reported that they then received details from the Director of Finance in terms of performance for month two and it had been disappointing to hear that the Trust was off plan. A significant amount of challenge had taken place around how it was expected to get back on track and a number of reasons were
identified including costs associated with premium pay and a winter ward still being open. Mrs Legg said that the committee then received a presentation from the Chief Operating Officer around operational performance, which included the additional costs required out of the capital programme for the Emergency Centre (revised business case) and A & E performance. Further information was provided regarding STP funding and in particular around access to the funding in terms of this going to be dependent on achieving financial targets. Mrs Legg finished by saying that the CIPs were discussed.

Discussions followed around a sense of ‘deja vu’ and the feeling that colleagues had not learnt from last year as the problems appeared to be the same. The feeling of ‘deja vu’ was acknowledged but it was felt that the issues had been recognised much earlier on this year and subsequently being challenged much earlier and in terms of CIPs, there was still a gap but the year had started in a much stronger position than last year. Outpatients was discussed in terms of the work being undertaken around non-attendance, new to follow-up, cancellations and cancelled appointments and it was noted that with regard to DNA’s, the cost of travel and the distance to travel should be considered.

The Carter Review was mentioned and the requirement for some reassurance around the recommendations and integration into the strategic plan. It was noted that there was a lot of work being undertaken specifically around workforce and the Director of Finance had also set up a Board to review the Carter Review.

ii. Quality Assurance Committee

The Council of Governors RECEIVED and NOTED the report which outlined the discussions which had taken place at the recent Quality Assurance Committee (QAC) meeting.

Mrs Atmarow gave a verbal update on some of the areas within the report particularly around the importance of quality and the last CQC inspection. She added that the Trust had an annual quality improvement plan, which embraced all the aspects of quality and included the areas highlighted for improvement following the CQC inspection. The Committee had a clear line of sight on all of those improvements as well as data on staffing levels and the report provided aimed to assure members that these were integrated into the quality improvement plan to enable monitoring and data analysis in particularly around patient experience. Mrs Atmarow also referred to children and safeguarding which was one of the areas raised as requiring improvements by the CQC and said that the Committee was working with colleagues to look at the environment and put plans in place to improve and reshape. A pilot in the Children’s Assessment Unit had been really beneficial and this would continue to enable the committee to obtain a full analysis to ensure that what had been put in place was effective.
It was noted that there was a legal duty to report on Duty of Candour and that was undertaken using a systematic methodology (DATIX). With regard to complaints, it was the responsibility of each of the NEDs to review random cases to provide assurance. Mrs Atmarow finished by saying, going forward, the Committee had been reshaped to enable real time visits to areas across the Trust as part of the quality remit of the Committee.

iii. **Strategic Workforce Committee**

The Council of Governors RECEIVED and NOTED the report which outlined the discussions which had taken place at the recent Strategic Workforce Committee (SWC) meetings.

Mrs Hagger highlighted a number of areas from the report as follows:
- Assurance to Governors that they were very strong controls in place to ensure agency spend is reduced to a minimum.
- MAST and PDR non-compliance had been escalated to Board due to not achieving the targets. It should be noted that those areas significantly under pressure appear to be the ones struggling to achieve compliance but the importance of completing the requirements had been communicated.
- SWC reshaped to include visits as described by Mrs Atmarow. The aim was that the first area for a visit would be estates and learning would be taken back to Board.
- There had been a significant increase in the rate of completed job planning which was now at 86.33% with the aim of it being at 90% by the Board meeting.

In terms of areas of concern, although work was being undertaken, the three areas highlighted were:
- Workforce Planning
- Clinical Strategy Reviews
- Recruitment and Retention

Comments were received around MAST and PDR and the recognition that although it was challenging for all clinical areas to do, it was important to prioritise because it was so important. It was noted that staff surveys were anonymous but they did identify trends and the role of Associate Specialist should be considered further.

iv. **Audit Committee**

The Council of Governors RECEIVED and NOTED the update from the Audit Committee.

Mr Barnes reported that with regard to internal audit, the audit opinion for 2014/15 was ‘limited assurance’ for the procedures and controls in place, which was not good enough. The Trust had been on a journey since, the Director of Finance had led on improving the position and there were now far fewer outstanding recommendations. This year the
internal audit opinion was ‘reasonable assurance’ which was really positive.

Mr Barnes reported that from October 2016, any recommendations that were three months outstanding would require the Executive Director to attend the Audit Committee to explain why. Concerns raised were around business continuity and this area would be revisited. The meeting this month had discussed the Board Assurance Framework, in particular the barriers, controls and risks and the issues were around compliance.

44/16 REPORT FROM THE EXECUTIVE DIRECTORS

(June) Integrated Performance Report

The Council of Governors RECEIVED and NOTED the June Integrated Performance Report provided by the Chief Operating Officer which provided a summary on performance.

It was noted that going forward it would be helpful to have acronyms explained and the following comments were made:

- Concern over failure of Looked After Children and some of the issues associated with that including an increase in Rotherham of children going into care and not completing reports within 20 days. Work had been commissioned to consider further through a task and finish group.
- Weekend Mortality
- Cancer and the positive access to care at Rotherham.
- Concerns around the waiting area in the Accident & Emergency Centre whilst the improvement work was on-going.

GOVERNOR REGULATORY AND STATUTORY REQUIREMENTS

45/16 COMPANY SECRETARY REPORT

The Council of Governors RECEIVED and NOTED the Company Secretary’s report. Ms Milanec highlighted a number of items within the report, which required support of the Council of Governors as follows:

- Recommendation to cease the Patient Safety and Experience Governor Group and the Membership Development, Engagement and Communication Group: APPROVED
- New arrangements for Community member Meeting and Governor Surgeries: SUPPORTED
- New arrangements for Governors Forum: SUPPORTED with further comments about how might use social media and joint community meetings with RMBC for example

The Council of Governors RECEIVED the Trust Annual Report and Accounts and Ms Milanec said copies were available if required. Ms Milanec said that a new regulatory framework was out for consultation until August 2016,
following which new regulations would be introduced. Miss Milanec agreed to provide a report on this at the next meeting.

Action: AM

46/16 LEAD GOVERNOR – ANNUAL APPOINTMENT

The Council of Governors SUPPORTED the proposal that Mr Dennis Wray remain as Lead Governor for another 12 months.

47/16 REPORT FROM THE GOVERNORS NOMINATION COMMITTEE

The Chairman referred to the Council of Governors report provided with the paper, which set out the matters and discussions held at the Governors Nominations Committee held in June 2016 regarding the Trust’s Non-Executive Directors. The Council of Governors was asked to agree/approve a number of recommendations as outlined in the report as follows:

- To note that the appraisal and objective setting process for NEDs, including the Chairman has been concluded for 2016: AGREED
- Joe Barnes and Lynn Hagger: APPROVED
- Gabby Atmarow: APPROVED
- Martin Havenhand: APPROVED
- No uplift to the remuneration for the Chairman and NEDs: APPROVED
- Request to note the proposed timeframe for recruitment of a new NED: AGREED
- To update the NED job description: APPROVED

48/16 APPOINTMENT OF EXTERNAL AUDITORS (NEW CONTRACT)

The lead Governor referred to the document received with the agenda on the appointment of external auditors. The process had been fair and robust and the decision difficult because all the candidates were very good. However, the unanimous decision reached was that the new contract be awarded to Price Waterhouse Cooper and the Council SUPPORTED the decision. Mr Wray highlighted his personal thanks to the panel for all the work undertaken to reach the decision.

49/16 EXTERNAL AUDITORS REPORT TO GOVERNORSON 2016/17 QUALITY REPORT

The Company Secretary referred members to the External Auditors Quality Report provided with the agenda for information and as obliged under statutory duty. Ms McErlain-Burns advised that the whole process had gone very well and liaison with auditors went very swiftly. No further comments were received from members of the council.

50/16 GOVERNOR NOMINATIONS COMMITTEE: TERMS OF REFERENCE REVIEW

The Council of Governors received the reviewed Terms of Reference for the Governor Nominations Committee and APPROVED the small amendments outlined in the paper by the Company Secretary.

Action: AM
GOVERNORS’ SURGERY REPORT

The Council of Governors RECEIVED and NOTED the feedback from members and the general public following the Governors Surgery. The Lead Governor highlighted that the surgery continued to be a valuable source of information, which enabled both positive and negative feedback. One comment received was around the failure of a Consultant in Doncaster to attend a clinic, which had led to a number of patients being asked to leave once in attendance for the clinic.

It was agreed that the Chief Nurse would follow this up outside the meeting.

Action: TMB

It was noted that during the AGM today, it had been commented that only positive comments were shared. This was not the case and indeed it was felt that the Council was very transparent and more importantly any issues identified were acted upon.

ISSUES TO BE ESCALATED TO BOARD OF DIRECTORS

It was agreed that delivery of CIPs for 2016/17 would be escalated to the Board of Directors due to the concerns raised around the current position being very similar to last year.

Action: AM

COUNCIL OF GOVERNORS WORK PLAN

The Council of Governors RECEIVED and NOTED their forward work plan.

QUESTIONS FROM ANY MEMBER OF THE PUBLIC PRESENT AT THE MEETING

There were no questions from any members of the public present or from any of the Governors.

APPROVED NOMINATIONS COMMITTEE MINS (DEC 2015)

The Council of Governors RECEIVED for information the approved minutes of the Nominations Committee meeting held in December 2015.

DATE OF NEXT MEETING

The next meeting of the Council of Governors would be held on Wednesday 12th October 2016 at 5.15pm.