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

Chair: Martin Havenhand, Trust Chairman

Public Governors: Mrs Ann Ashton, Public Governor for Wentworth North
Mrs Bridget Dixon, Public Governor for Rother Valley South
Ms Jan Frith, Public Governor for Rest of England
Mr Leslie Hayhurst, Public Governor for Wentworth South
Mr Graham Jenkinson, Public Governor for Wentworth Valley
Mr Gavin Rimmer, Public Governor for Rother Valley South
Mr David Vickers, Public Governor for Rother Valley West
Mr Dennis Wray, Public Governor for Rother Valley West/Lead Governor

Staff Governors: No staff Governor was present for the meeting

Partner Governors: Ms Carole Haywood, Partner Governor for Rotherham Partnership
Cllr Emma Hodinott, Partner Governor for RMBC
Prof. Arshad Majid, Partner Governor for Sheffield University (from minute 2016/26i)
Mrs Janet Wheatley, Partner Governor for Voluntary Action Rotherham

Apologies: Dr Firas Al-Modaris, Staff Governor for Medical and Dental
Mr Terry Barker, Public Governor for Rotherham South
Mrs Clair Brierley, Public Governor for Wentworth South
Mrs Sandra Lewis, Staff Governor for Other Staff Class
Mrs Catherine Ripley, Staff Governor for Other Health Professionals
Dr Chris Low, Partner Governor for Sheffield Hallam University
Mrs Tina Senior, Staff Governor for Support Staff to Health Professionals

Members of the Board of Directors and other Trust staff in attendance:
Mrs Gabby Atmarow, Non-executive Director
Mrs Louise Barnett, Chief Executive
Mr Mark Edgell, 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
Mr Simon Sheppard, Director of Finance

Apologies received from Board members:
Mrs Alison Legg, Non-executive Director

2016/19 WELCOME AND ANNOUNCEMENTS

The Chairman welcomed all those present to the meeting.
2016/20 APOLOGIES FOR ABSENCE & QUORACY CHECK

Apologies were noted and the meeting was confirmed to be quorate.

Mr Havenhand advised the Council that the Executive Directors would be joining the meeting in due course as they were concluding a prior meeting with the Rotherham Clinical Commissioning Group.

2016/21 DECLARATION OF INTEREST

There were no new general declarations of interest or any pertaining to any agenda item.

2016/22 MINUTES OF THE PREVIOUS MEETING

The minutes of the meeting held on 13th January 2016 were AGREED as a correct record, subject to the inclusion of Cllr Hoddinott to the list of those in attendance.

2016/23 MATTERS ARISING & ACTION LOG

There were no matters arising from the previous meeting, which were either not covered by the agenda or action log.

The actions from the previous meeting and any outstanding actions were considered and it was agreed that they could all be formally closed.

In relation to future training (action log 1), Cllr Hoddinott suggested that childcare arrangements should be taken into consideration when developing any new training/development programme.

2016/24 CHAIRMAN’S REPORT

The Chairman provided a report and verbal update on the matters he had raised as part of the Chair’s report to the March 2016 Board of Directors meeting.

The report provided information in the following areas:

• Rotherham Together Partnership

The Council of Governors NOTED the continuing activities in relation to the Rotherham Together Partnership (RTP), including the new community strategy and action focussed partnership plan.

Earlier in the day a ‘visioning workshop’ had been held attended by both the Chairman and Chief Executive. It was reported that all parties continued to work together on a shared future for Rotherham.
Mrs Haywood who, as part of her substantive role was directly involved in the RTP, indicated that she would circulate information on the RPT and would be willing to share the visioning work with the Council of Governors at a future Governor meeting if deemed appropriate.  

**ACTION – AM**

- Working Together Programme (WTP)

  The WTP principles, as documented within the report had been approved by the Board of Directors' and established the governance arrangements to support forward working arrangements between all programme organisations.

  Members were reminded of the aims of the WTP and Vanguards by Mrs Barnett who indicated that there may be some communication documents that could be shared with the Governors to provide additional information and outline progress made to date.

  Mr Vickers raised his concerns that the Trust may provide more input to the WTP process than it would receive in terms of outcomes. Mr Rimmer added that there was a requirement to collaborate and it was important that this was not lost regardless of the status of the vanguards.

- Vice Chairman

  The Council of Governors NOTED that the Board of Directors’ had approved the recommendation that Mrs Legg continue in the role of Vice Chair until her term of office concluded in February 2017.

2016/25  

**REPORT FROM NON-EXECUTIVE DIRECTOR CHAIRS OF BOARD COMMITTEES**

i. Finance and Performance Committee

  The Council of Governors RECEIVED and NOTED the report which outlined the discussions which had taken place at the recent Finance and Performance Committee meetings.

  Mrs Atmarow on behalf of the FPC chair highlighted the following areas of focus at recent meetings:

  - Income, expenditure and premium pay
  - Monthly presentations from the clinical divisions, which provided an opportunity for a deep dive and reflection on finances and operational performance. This provided an opportunity to challenge and support at the same time.
  - Improvement in processes, with clinical coding being one area demonstrating an excellent recovery.
  - The 2015/16 financial year-end and looking forward through the business planning process to 2016/17 and ensuring any strategic risks were included on the Board Assurance Framework (BAF).
In response to a question, it was confirmed that the recommendations from the Lord Carter report were being led by Mr Sheppard, with progress being monitored by committees such as FPC.

ii. **Quality Assurance Committee**

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

Mr Edgell, Chair of QAC provided additional information to that provided within the report in the following areas:

- The organisation continued to prepare for the Care Quality Commission returning for the re-inspection. It would be essential that all actions/recommendations from the original inspection had been implemented not only for the reputation of the organisation but more importantly to improve the quality and safety of the services provided to patients. The pace of compliance against the recommendations had significantly improved in recent months with strengthening of the assurance processes. The Quality Improvement Programme, which would replace the CQC action plan, would align its programme to the five CQC domains and key lines of enquiry. Mock internal inspections continued and were highlighting areas where further support would be required.
- HMSR (Hospital Standardised Mortality Ratio) continued to show signs of improvement, with more systematic processes being in place.
- Medication errors, which were showing higher than expected levels were being reviewed. Some remedial action had already been taken during the period of the review, and further action/recommendations would be implemented once the review had been completed.
- Directorates continued to provide information on their governance structure to provide assurance on their processes.
- Staffing levels remained a regular feature of the Committees discussions, with triangulation to other areas such as incidents and agency usage.

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.

In addition to the information contained within the report, Ms Hagger provided information on other relevant matters considered by SWC.

- A requirement within the organisation to ensure that staff were released to complete Mandatory and Statutory Training (MAST) or consideration of alternative approaches as necessary.
• The potential benefits to support recruitment as a consequence of the Emergency Centre. It was also noted the positive work being undertaken by the Head of Medical Workforce in relation to recruitment and job planning.

• It remained vital to control agency and premium staff expenditure, which was being supported by the established approval process when it was necessary to pay outside the capped rate. These, and the resulting financial costs, were being monitored by the Board. Mr Sheppard confirmed in response to a question that in conjunction with the Heads of Nursing, the Trust was looking at incentive packages to substantively recruit staff in addition to fully utilising the organisations own bank staff rather than external agencies. Mrs Barnett added that there were national shortages in a number of specialities and while pay was not always a motivating factor, it would need to be borne in mind the unintended consequences to the wider system from the introduction of incentives.

• There was a requirement to focus on staff retention.

Ms McErlain-Burns confirmed that all the necessary contacts were in place to encourage student nurses to join the Trust following qualification, but similar to staff retention, it was a competitive local and national market.

iv. Audit Committee

The Council of Governors RECEIVED and NOTED the update from the Audit Committee. An update on the appointment of the External Auditor and circulation of the Technical Update submitted by KPMG to the Committee would be considered as part of the report from the Director of Corporate Affairs/Company Secretary.

2016/26 REPORT FROM THE EXECUTIVE DIRECTORS

i. Annual Operational Plan

The Council of Governors received from the Chief Executive and Director of Finance a presentation on the status of the Strategic and Operational Plan for 2016/17.

The Council was advised that the submission deadline had been extended by one week to 18th April by NHS Improvement (formerly Monitor). The Sustainability and Transformation Plan would be submitted at the end of June 2016.

As part of the planning process the organisation was taking the opportunity to review its vision, mission and strategic objectives with, in the case of the latter, clear priorities and measurable outcomes being established. There would also be new organisational commitments to patients against which it was anticipated patients would hold the organisation to account to provide. The Governors SUPPORTED the proposed patient commitments, however they questioned how patients, who may not be in a position to recognise that these commitments were
not being fulfilled, would be supported; the educational and reflective requirements for colleagues and the operational changes required to ensure that the commitments were consistently achieved.

The 2016/17 plan would have operational, workforce, quality and financial priorities, the key areas were:

- **Operational priorities:**
  - Delivery of key operational targets
    - 95% Emergency Department 4 hour
    - Referral to Treat (RTT)
    - 6 week diagnostics
    - Cancer
  - Seven day services
  - Acute transformation
  - Community transformation
  - Clinical service reviews

- **Workforce priorities:**
  - Nursing
  - Medical
  - Partnership working
  - Workforce redesign

- **Quality priorities:**
  - Management of patient discharge
  - Complaints management
  - Medication safety and efficiency
  - Avoiding missed or delayed diagnosis
  - Preventing the deteriorating adult in-patient
  - Harm free care
  - Extended NHS Safety Thermometer
  - Mortality

- **Financial priorities:**
  - acceptance of the £6.5m surplus control total
  - £11.6m capital programme
  - a requirement for strong performance management
  - an ability to slow or re-prioritise the capital programme
  - Proactive management of the working capital.

Cllr Hoddinott questioned if the areas (children’s services/school nursing) which had been raised by the Governors at their March Forum attended by the Chairman had been included in the plan. It was confirmed that they had with Mrs Barnett adding that the plan set out to strengthen safeguarding in addition to a transformation programme for children’s services during the year.

The Council of Governors NOTED the update.
Prof Arshad Majid arrived mid-way through the above agenda item.

GOVERNOR REGULATORY AND STATUTORY REQUIREMENTS

2016/27 COMPANY SECRETARY REPORT

The Council of Governors RECEIVED and NOTED the Company Secretary’s report.

The Council NOTED the latest position in relation to the 2016 governor election process. The nominations process had closed, with candidates in two constituencies having been elected unopposed. Contested elections would be held in the remaining areas. However, it was disappointing to report that no nomination(s) had been received for the Staff Governor for Professional Nurses & Midwives vacancy. Voting would be open from 11th April until 29th April, and would include electronic voting as an alternative to postal votes. The results would be declared on 3rd May.

The Council received for information the External Audit Technical Update, which was a report routinely submitted to the Audit Committee. The Council of Governors AGREED to continue to receive the informative report of activities within the sector as part of their scheduled weekly communication updates provided by the Corporate Governance Manager, acknowledging that it would be available every 2-3 months.

The Governor task and finish group, supported by the Chair of the Audit Committee and Director of Finance, established to appoint the external auditor had met on a number of occasions since the January 2016 Council meeting. The formal tender procurement process had commenced and would conclude on 29th April, following which there would be further deliberations and a programme of presentations by the companies to clarify any areas of the tender documentation. The timetable remained that a formal recommendation would be presented to the July 2016 Council of Governors meeting.

It was NOTED that the Board of Directors had agreed, that although significant progress had been made in relation to Information Governance, a level one compliance submission would be made for the Information Governance Toolkit. A further detailed report on the outturn would be provided to the April Board of Directors meeting.

In relation to Governor training it was reported that previous training models had not been as successful as they could have been. A review of options for the future would be undertaken which would include elements of the organisations Mandatory and Statutory Training (MAST) programme and the potential to utilise any e-learning models currently being considered by NHS Providers.

Due to forthcoming local and national elections, the Governors NOTED the dates when purdah would come into force.

Attached, as an appendix to the report was a summary from NHS Providers on their key achievements in 2015/16. Through the Lead Governor, the wider Council indicated that they were unaware of some of the activities and guidance documents, which were being highlighted in this document. The
Chairman requested that the Company Secretary review the position as it was important that Governors remained informed of guidance available to them.

Post meeting note – the guidance documents, blogs, videos and other matters included in the key achievements document from NHS Providers had been contained within the Governor Focus newsletter issued by NHS Providers on a quarterly basis. In-turn these newsletters had been communicated to the Governors in August, October and February as part of the weekly communication to Governors provided by the Corporate Governance Manager, who had recirculated the documentation to the Governors.

2016/28 DRAFT 2015/16 QUALITY ACCOUNT

The Council of Governors had received as part of their papers a copy of the draft 2015/16 Quality Account.

The draft Quality Account had been considered by the External Auditor as part of their reviews and declarations required at year-end to support the Annual Report and Accounts.

A copy had been made available to key stakeholders for their comments as part of the required wider consultation process. Any Comments from the Governors were to be communicated to the Lead Governor who in turn would be required to sign the Statement on behalf of the Council for inclusion in the final Account/Report.

ACTION – GOVERNORS

2016/29 GOVERNORS’ SURGERY REPORT

The Council of Governors RECEIVED and NOTED the feedback from members and the general public following the Governors Surgery held on 18th February 2016 at both the Rotherham Community Health Centre (RCHC) and the main hospital site.

While there were sometimes limited opportunities for comments from attendees at RCHC, both sites provided valuable information from patients, members and colleagues. To support other formal feedback mechanisms a number of Friends and Family Test forms had also been handed out at the hospital site.

2016/30 ESCALATIONS FROM COUNCIL OF GOVERNORS COMMITTEES

There were no escalations to the Council from any of its Committees.

The Council of Governors were advised that as part of the routine meetings between the Lead Governor, Chairman and Chief Executive consideration had been given to maximising the effectiveness of Governor Committees and training and development opportunities. To this end, further discussions would continue with the Lead Governor, with a formal proposal to be considered at the July 2016 Council of Governors meeting.

ACTION – AM
On a similar matter relating to governor activities, the process and specifically feedback to Governors following their participation in walk rounds was raised. Although, initial feedback from the walk rounds was provided to the Governors, the reports thereafter were considered by operational committees, with no closing of the loop to Governors. Ms McErlain-Burns indicated that she would review the process.

**ACTION – TMB**

2016/31 **MATTERS ARISING FROM GOVERNORS FORUM**

There were no matters arising from the Governors Forum, with the March 2016 session, which had been attended by the Chairman, having been focussed on discussions on the forward plan.

2016/32 **ISSUES TO BE ESCALATED TO THE BOARD OF DIRECTORS**

There were no issues for escalation to the Board of Directors.

2016/33 **COUNCIL OF GOVERNORS WORK PLAN**

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

2016/34 **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. Although a member of the public commented that at times they had had difficulty in hearing the discussions.

2016/35 **FOR INFORMATION**

The approved minutes were RECEIVED from the Patient Safety and Experience Governor Committee.

2016/37 **DATE OF NEXT MEETING**

The next meeting of the Council of Governors would be held on Wednesday 13th July 2016.

The Chairman advised the Council of Governors that this would be the last meeting for Ann Ashton and Terry Barker who had both taken the decision not to stand for re-election when their term of office concluded on 31st May 2016.

Mr Havenhand on behalf of the Council wished to place on record his appreciation to both Ann and Terry for their commitment and contributions during their term of office.