MEETING OF COUNCIL OF GOVERNORS HELD ON WEDNESDAY 8TH JULY 2015
IN THE LECTURE THEATRE

Chair: Martin Havenhand, Trust Chairman

Public Governors: Ann Ashton, Public Governor for Wentworth North
Bridget Dixon, Public Governor for Rother Valley South
Jan Frith, Public Governor for Rest of England
Graham Jenkinson, Public Governor for Wentworth Valley
Cynthia Shaw, Public Governor for Wentworth North
Gavin Rimmer, Public Governor for Rother Valley South
Dennis Wray, Public Governor for Rother Valley West/Lead Governor
Mr AA Zaidi, Public Governor for Rotherham South

Staff Governors: Firas Al-Modaris, Staff Governor for Medical and Dental
Sandra Lewis, Staff Governor for Other Staff Class
Catherine Ripley, Staff Governor for Other Health Professionals
Fiona Smith, Staff Governor for Professional Nurses & Midwives

Partner Governors: Jean Flanagan, Partner Governor for Sheffield Hallam University
Janet Wheatley, Partner Governor for Voluntary Action Rotherham

Apologies: Azizzum Akthar, Partner Governor for REMA
Terry Barker, Public Governor for Rotherham South
Clair Brierley, Public Governor for Wentworth South
Leslie Hayhurst, Public Governor for Wentworth South
Carole Haywood, Partner Governor for Rotherham Partnership
Arshad Majid, Partner Governor for Sheffield University
Tina Senior, Staff Governor for Support Staff to Health Professionals
David Vickers, Public Governor for Rother Valley West

Members of the Board of Directors and other Trust staff in attendance:
Gabby Atmarow, Non-executive Director
Louise Barnett, Chief Executive
Lynn Hagger, Non-executive Director
Chris Holt, Chief Operating Officer
Alison Legg, Non-executive Director
Anna Milanec, Director of Corporate Affairs/Company Secretary
Donal O'Donoghue, interim Medical Director
Simon Sheppard, Director of Finance
Tracey McErlain-Burns, Chief Nurse
Lynne Waters, Executive Director of HR

Apologies received from Board members:
Joe Barnes, Non-executive Director
Mark Edgell, Non-executive Director
Barry Mellor, Non-executive Director
WELCOME AND ANNOUNCEMENTS

The Chairman welcomed all those present to the meeting.

The Chairman placed on public record the results of the recent Public Governor elections and welcomed those new Governors present at the meeting:

- Clair Brierley, Public Governor for Wentworth South
- Jan Frith, Public Governor for Rest of England
- David Vickers, Public Governor for Rother Valley West

It was reported that Florence Mangenje who had also been elected as a Public Governor representing the Rest of England constituency had subsequently stepped down due to personal reasons.

APOLOGIES FOR ABSENCE & QUORACY CHECK

The apologies were formally noted and the meeting was confirmed to be quorate.

DECLARATION OF INTEREST

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

MINUTES OF THE PREVIOUS MEETING

The minutes of the meeting held on 8th April 2015 were AGREED as a correct record.

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 items on the action log from the previous meeting were considered and it was agreed that they could all be formally closed.

CHAIRMAN’S REPORT

The Annual Members Meeting had been held earlier in the day and had been attended by Governors and members of the public. A copy of the Annual Report and Accounts 2014/2015 had been made available and was also on the Trust’s website.

The Chairman acknowledged the contribution at the Annual Members Meeting from Mr Wray as Lead Governor.
i. Chief Executive Report

The Council of Governors RECEIVED and NOTED the Chief Executive’s report and Integrated Performance Report which had both been considered at the June 2015 Board of Directors’ meeting.

The key highlights from the Chief Executive’s report were:

- The establishment of a fifth division, with the Division of Emergency Care and Medicine being replaced by the Division of Integrated Medicine and the Division of Emergency Care.
- Continued development of Service Line Management which would support engagement with clinical services and strengthen divisional performance management arrangements.
- Clarification on the Trust’s Standardised Hospital Mortality Index and Hospital Standardised Mortality Rate.
- The Care Quality Commission report following their announced inspection in February had not yet been received.
- There had been a number of stakeholder events including one with Trust Consultants and local GPs. This event had been valuable in order to share the overall direction and priorities, in addition to strengthening relationships.
- There had been a celebratory event with The Prince’s Trust recognising individuals who had successfully completed the “get into Hospital Services” placement and supporting future employment opportunities.
- Agency and consultancy costs remained a financial challenge within the organisation and the NHS as a whole. The Trust was developing work streams to reduce its own reliance on agency staff and reduce costs and would support the strategy announced nationally regarding procurement of agency staff and management consultancy work.
- Dr Conrad Wareham had been appointed as Medical Director which finalised the substantive Executive Director appointments. Governors were provided with a brief overview of his experience and following a question from Mr Zaidi were assured that the processes were in place to ensure Responsible Officer training was undertaken and interim arrangements were in place as necessary.
- Progress against the elements of the strategic objectives were appended to the Chief Executive report and would be provided to the Board of Directors on a monthly basis.

Integrated Performance Report

The Council of Governors RECEIVED and NOTED the report which had been submitted to the June 2015 Board of Directors’ meeting.
Governors sought clarification in a number of areas, asked a number of questions in relation to performance targets and sought answers to some areas raised at the Governors Forum.

- Serious incidents per 1000 bed days – work was on-going to clarify the target and the Council should be assured that cases continued to be investigated in the interim.
- NHS Safety Thermometer (%age Harm Free Care) – the Trust continued with high aspirations and it was likely that the position would remain red until the end of the year.
- The mortality position was discussed with Governors being informed that the HMSR was sensitive to how cases were coded and therefore was subject to fluctuation. The SHMI was within expected ranges. The Council were informed that a robust system had been established to review cases following death and identify lessons which could be learnt as a result. The process continued to mature, however Governors should be assured that the Trust was monitoring the position. It was confirmed following a question from Mrs Smith that the data reviewed by the group included deaths of patients admitted and dying at the weekend compared those who admitted before the weekend. Anything emerging from the subsequent analysis would be investigated as a means to improvement for all.
- With regard to information given as part of a recent presentation to the Board of Directors, regarding mortality and records not being adequate and fluid balance not optimal, the Council was provided with information regarding the position and action taken by wards to address any trends, aspirations regarding the perfect ward and actions being taken to achieve this goal.

Mr Havenhand closed the discussion on this particular topic by concluding that there was a lot of work to be undertaken to address the mortality issues and these would continue to be monitored by the Board of Directors and the Quality Assurance Committee.

- The four hour target had been delivered for A&E and this should be celebrated for all the hard work to turn the position around. In May Rotherham was one of the top ten performing Trust’s, having achieved the target with no additional winter beds being open, which was still the case for some Trusts.

_Dr Al-Modaris left the meeting at this point._

Mr Holt commented that the content of the integrated performance report continued to the refined with some community metrics to be included.

Mr Zaidi raised the issue of outpatient appointments and the difficulties experienced by some patients through the choose and book system in not knowing the dates for long term appointments, appointment letters not being received and resulting complaints. Mr
Holt indicated that this was a national system and there were two ways in which the process could be managed. It was AGREED that Mr Holt would take the issue outside the meeting to look at the issue.

**ACTION - CH**

**Finance Report**

The financial position was discussed referring to the report which documented the position as at the end of May 2015.

The Trust currently had a deficit of £2.5m which was £0.20m adverse to plan and mainly as a consequence of agency and locum spend. In this regard a number of systems were due to be implemented in the coming months in relation to managed services. Year end forecast was a deficit of £1.9m.

The cost improvement target was £100k variance to the plan, with new schemes from estates being implemented to bridge the gap.

The cash flow position was currently healthy.

The capital programme was below the plan, with monthly forecasting and phasing of schemes to ensure delivery in line with the plan.

Mr Havenhand indicated that forecasting was of concern and it was anticipated that the Trust would remain on target at the end of each quarter going forward and thereby ensure that corrective action can be taken without delay.

Mr Sheppard left the meeting at this point having also discussed the Audit Committee report (minute 2015/050iv).

Mr Rimmer sought clarification regarding the handover delays in A&E. It was explained that the handover time between the ambulance stopping in the patient offloading bay and the time at which clinical handover has been fully completed and the patient has been physically transferred onto hospital apparatus. Ambulance apparatus must have been returned, enabling the ambulance crew to leave the department.

Mr Holt indicated that 30 minutes was challenging particularly when the department was under pressure. However, Rotherham was a good performer compared with some other organisations. Mrs Barnett added that the physical space within the department may be adding to some of the delays.

In relation to the colleagues section Governors raised the issue of staff morale and retention. Mrs Waters indicated that engagement with staff was key for improvement in a number of areas. To support the way forward a report entitled staff engagement had been considered at the June 2015 Board of Directors’ meeting (Post meeting - Governors to note that the report is part of the Board papers
on the Trust’s website). There were six key areas of personal development reviews, Listening into Action, staff pulse checks, learning and development, Dear Louise and proud awards.

Mrs Waters commented that although there were a significant number of the targets showing red rated, again this was as a consequence of high organisational aspirations.

ii. Care Quality Commission Inspection report

Ms McErlain-Burns provided an update in relation to the Care Quality Commission (CQC) report following the announced visit in February 2015.

It was reported that factual accuracy checks were currently being undertaken in relation to the reports, during which time an issues log and action plan continued to be developed. The final reports would be available upon publication on the CQC website and the resulting action plan would be shared with the Council of Governors in due course.

ACTION - TMB

2015/050 REPORT FROM NON-EXECUTIVE DIRECTOR CHAIRS OF BOARD COMMITTEES

i. Finance and Investment Committee

The Committee RECEIVED and NOTED the report from the Finance and Investment Committee which provided an update in relation to discussions at recent meetings

The following were highlighted as having been areas of focus:

- The arrangements in relation to the shared pathology service with Barnsley, which had now been addressed and were being finalised
- Workforce costs, specifically agency spend had been a major area of discussion.
- Clinical coding with deadlines requiring to be achieved in order that income was not lost. Plans were in place to improve the depth of coding and resources would be provided to achieve this.
- Continued review of the delivery of the cost improvement programme and identification of the remaining required savings.
- Year to date performance within surgery and the requirement for representatives to attend a future meeting to provide assurance on the position
- Forecast end of year performance for each division.
ii. Quality Assurance Committee

The Committee RECEIVED and NOTED the report from the Quality Assurance Committee which provided an update in relation to discussions at recent meetings.

In the absence of Mr Edgell, Non-executive Director chair of the Committee Mrs Atmarow presented the report which was taken as read.

Mrs Atmarow wished to provide assurance that the issues of mortality and stroke were also a focus for the Quality Assurance Committee with regular updates reports being provided. Both issues had been escalated to the Board of Directors’, with candour of discussion at both meetings.

In addition to nursing and midwifery, the medical workforce was an area for continued review and monitoring to gain assurances.

iii. Strategic Workforce Committee

The Committee RECEIVED and NOTED the report from the Strategic Workforce Committee which provided an update in relation to discussions at recent meetings and provided feedback on a number of points raised at the April Council of Governors in relation to staff as patients and promoting careers in the NHS in local schools.

Key areas for of focus at recent meetings and future meetings had and would be:

- Consideration of the medical workforce in addition to nursing
- Following the intensive focus on recruitment, particularly that of nurses, moving forward there would be a shift to staff retention.
- Focus on supporting departments/services which require additional HR support in order to achieve the Trust’s aspirations
- Looking to areas to support the Trust being employer of choice
- Finally celebrating success more.

iv. Audit Committee

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

In the absence of Mr Barnes, Non-executive Director Chair of the Audit Committee, Mr Sheppard presented the report from the Audit Committee.

The key focus of the May Audit Committee meeting had been the:

- Annual Report and Accounts and the auditors opinion on them, with the accounts having been laid before Parliament by the required deadline
• Internal Audit recommendations following their reviews, which were also monitored by the Trust Management Committee. The number of outstanding recommendations continued to be reduced with the aim that there would be no recommendation exceeding its implementation target date.

Mr Havenhand commented that he was assured that the executive team were ensuring action had been quickly taken in relation to outstanding recommendations.

• The draft internal audit plan for 2015/16 had been approved by the Board of Directors

GOVERNOR REGULATORY AND STATUTORY REQUIREMENTS

2015/051 ANNUAL REPORT FROM AUDIT COMMITTEE

The Council of Governors RECEIVED and NOTED the Audit Committee Annual Report.

The key points were:
• Head of Internal Audit Opinion 2014/15 provided reasonable assurance
• Two auditing risks highlighted by External Auditors had been discussed
• There were no areas of significant concern.

2015/052 COMPANY SECRETARY REPORT

The Council of Governors RECEIVED and NOTED the report from the Company Secretary. The Governors attention was drawn to a number of matters which required specific consideration and agreement. These were as follows:

i. Governor Elections

The Council of Governors NOTED the 2015 election results in relation to Public Governor seats. It was NOTED that Florence Mangenje had for personal reasons since the time of writing the report stood down as one of the Governors representing the Rest of England.

Voting turnout had been low, and in two constituencies no candidates had come forward resulting in one constituency having no Governor representation. To ensure all communities were represented and to have a full governor body with the breadth of experience and knowledge the Membership Development Group would be asked to develop plans to ensure additional focus be given to a number of Public Constituencies.

ACTION – Membership Development Group

The Council of Governors AGREED this proposal.
ii. Lead Governor

The Council of Governors RATIFIED the appointment of Dennis Wray as Lead Governor.

iii. Governor Engagement Sessions

The Council of Governors was reminded of the statutory duty of the Trust to ensure that the Governors were equipped for their role. In order to fulfil this requirement Governor Engagement sessions had been established which had previously been discussed and supported by the Council of Governors.

To date a number of sessions had been arranged, however they had been poorly attended. Mr Havenhand indicated that it was important that the Governors undertake training and development opportunities to ensure that they had the skills and knowledge for the role. Mr Wray commented that he had raised the issue of attendance at the Governors Forum and the requirement to ensure that apologies were sent in order that sessions could be cancelled as necessary.

It was suggested and AGREED that every Governor must attend as a minimum three out of the current programme of twelve. In response to a question from Mr Rimmer it was confirmed that should these attendance levels not be achieved a Governor may be considered not to have the skills to undertake the role of Governor.

It was AGREED that Mr Havenhand, Ms Milanec and Mr Wray would discuss the arrangements for future sessions in order to maximise attendance and training opportunities, which may include e-learning opportunities as suggested by Mrs Flanagan.

ACTION – MH/AM/DW

iv. External Governor Training/Events

The Council of Governors SUPPORTED the proposal that attendance at any external training event would be limited to Governors who had attended at least three of the internally arranged Governor Engagement session.

v. Governor Engagement – Members and the Community

The Council of Governors SUPPORTED the proposal that the Membership Development Group review the arrangements for the Community Health Events. This would include publicity for the events to increase attendance, the role of the Governors to both promote and attend the events to fulfil their role of representing the views of the membership and public.

ACTION – Membership Development Group
vi. **Governors Governance Committee**

The first meeting of this new Governors Committee had been held on 25th June and Chaired by the Company Secretary. At the next meeting discussion would be held regarding a Governor to Chair this Committee.

vii. **Governor Committee Rotation**

The Council of Governors SUPPORTED the proposed rotation of membership of the Governor Committees which would be effective from 1st August 2015.

Permanent Chairs on a twelve month basis had to be determined for a number of Committees with the Membership Development Group to discuss the issue further as they currently rotated the chair role at each meeting.

**ACTION – Membership Development Group**

viii. **Papers for Governor Committees**

The Council of Governors SUPPORTED the proposal that agenda and papers for future Governor Committees would be issued electronically, with the exception of those Governors who did not have e-mails. Paper versions would only be printed and available on the day of the meeting for those Governors confirming their attendance prior to the meeting.

ix. **Information items**

The remaining sections of the report were for information purposes and included the results of the NHS Providers Governance Survey, Performance on the Foundation Trust sector from Monitor, information on the new financial controls announced by the Health Secretary and the announcement by the secretary of State of the move to a single leader of Monitor and the Trust Development Authority.

2015/053 **CHAIR AND NON-EXECUTIVE DIRECTOR APPRAISALS**

The Chairman confirmed that the annual performance appraisal for the Chair and Non-executive Directors had been undertaken in April and May 2015.

The outcome of the reviews and objectives for 2015/16 had been presented to the Governors’ Nomination Committee on 22nd May 2015. Additionally Mrs Atmarow in her role of Senior Independent Director had attended the meeting to outline the process undertaken in relation to the Chair’s appraisal and objective setting.

The Council of Governors NOTED that the annual performance appraisals had been completed and the outcome reported to the Nominations Committee.
2015/054 INDEPENDENT AUDITORS REPORT TO COUNCIL OF GOVERNORS ON QUALITY REPORT

The Council of Governors RECEIVED and NOTED the report from KPMG LLP, as the Trust’s Internal Auditors, providing the independent auditors report on the Quality Report.

It was NOTED that the small number of recommendations had been actioned.

2015/055 GOVERNORS’ SURGERY REPORT

The Council of Governors RECEIVED and NOTED the report which provided details of feedback and comments regarding the Trust services from members of the public, patients, visitors and staff following the Governors’ surgeries held at Rotherham Hospital and Rotherham Community Health Centre.

The feedback had been considered by Trust officers and Mrs Barnett indicated that the report provided valuable information whether it is of a positive or negative nature.

2015/056 GOVERNOR COMMITTEE TERMS OF REFERENCE

The Council of Governors RECEIVED and APPROVED the revised Terms of Reference for two of its Committees, namely:

- Patient Safety and Experience Governor Group
- Governance Committee

2015/057 APPROVED MINUTES AND ESCALATIONS FROM COUNCIL OF GOVERNORS COMMITTEES

i. Patient Safety and Experience Governor Group

The approved minutes from the 11th March 2015 meeting were RECEIVED and NOTED.

ii. Membership Development Group

The approved minutes from the 19th February 2015 meeting were RECEIVED and NOTED.

iii. Nominations Committee

The approved minutes from the 10th March 2015 meeting were RECEIVED and NOTED.

iv. Governance Committee

There were no minutes from the Governance Committee as its first meeting had only been held on 25th June.
2015/058 MATTERS ARISING FROM GOVERNORS FORUM

At the commencement of the meeting the matters escalated from the Governors' Forum had been tabled to be addressed during the meeting. The Chairman indicated that any outstanding issues would be considered outside the meeting.

ACTION – MH/DW

2015/059 ISSUES TO BE ESCALATED TO THE BOARD OF DIRECTORS

There were no issues to be escalated to the Board of Directors.

2015/060 COUNCIL OF GOVERNORS WORK PLAN

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

2015/061 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.

2015/042 DATE OF NEXT MEETING

The next meeting of the Council of Governors would be held on Wednesday 14th October 2015.

The Chairman indicated to the Council of Governors that this would be the last meeting for Jean Flanagan as she was leaving Sheffield Hallam University and therefore relinquishing her Partner Governor role. The Chairman wished to place on record on behalf of the Council of Governors the valued contributions and breadth of experience which had been invaluable during her terms of office as a Governor.

From 1st August 2015 Sheffield Hallam University would be represented by Dr Chris Low. Additionally, Rotherham Metropolitan Borough Council had indicated that they would be represented by Cllr Emma Hoddinott.