MEETING OF COUNCIL OF GOVERNORS HELD ON
WEDNESDAY 14TH OCTOBER 2015 at 5.15pm
IN THE BOARDROOM

Chair: Mrs Alison Legg, Trust Vice Chairman

Public Governors:
Mrs Ann Ashton, Public Governor for Wentworth North
Mr Terry Barker, Public Governor for Rotherham South
Mrs Clair Brierley, Public Governor for Wentworth South
Mrs Bridget Dixon, Public Governor for Rother Valley South
Mrs Jan Frith, Public Governor for Rest of England
Mr Leslie Hayhurst, Public Governor for Wentworth South
Mr David Vickers, Public Governor for Rother Valley West
Mr Dennis Wray, Public Governor for Rother Valley West/Lead Governor
Mr AA Zaidi, Public Governor for Rotherham South

Staff Governors:
Dr Firas Al-Modaris, Staff Governor for Medical and Dental
Mrs Sandra Lewis, Staff Governor for Other Staff Class
Mrs Catherine Ripley, Staff Governor for Other Health Professionals
Mrs Tina Senior, Staff Governor for Support Staff to Health Professionals

Partner Governors:
Mrs Carole Haywood, Partner Governor for Rotherham Partnership
Cllr Emma Hoddinott, Partner Governor for RMBC
Dr Chris Low, Partner Governor for Sheffield Hallam University
Mrs Janet Wheatley, Partner Governor for Voluntary Action Rotherham

Apologies:
Mr Azizzum Akthar, Partner Governor for REMA (no apologies received)
Mr Graham Jenkinson, Public Governor for Wentworth Valley
Prof. Arshad Majid, Partner Governor for Sheffield University (no apologies received)
Mr Gavin Rimmer, Public Governor for Rother Valley South
Mrs Cynthia Shaw, Public Governor for Wentworth North
Mrs Fiona Smith, Staff Governor for Professional Nurses & Midwives

Members of the Board of Directors and other Trust staff in attendance:
Mr Joe Barnes, Non-executive Director
Mrs Louise Barnett, Chief Executive
Mr Mark Edgell, Non-executive Director
Ms Lynn Hagger, Non-executive Director
Mr June Lovett, Assistant Chief Nurse
Mr Barry Mellor, Non-executive Director
Ms Anna Milanec, Director of Corporate Affairs/Company Secretary
Mr Simon Sheppard, Director of Finance
Miss Dawn Stewart, Corporate Governance Manager (minutes)
Dr Conrad Wareham, interim Medical Director

Apologies received from Board members:
Mr Martin Havenhand, Trust Chairman
Mrs Gabby Atmarow, Non-Executive Director
Commencement of the meeting was delayed to 5.25pm (due to start at 5.15pm) awaiting the arrival of the vice chair. As a consequence the order in which items were discussed changed to that documented within the agenda as Executive Directors and Trust attendees had to leave by specific times due to other commitments. However, the minutes are recorded in the order in which they were intended to be discussed.

2015/063 WELCOME AND ANNOUNCEMENTS

Mrs Legg welcomed all those present to the meeting explaining that she would be representing the Chairman Mr Havenhand who had sent his apologies.

A number of Governors were formally welcomed to their first meeting:

- Clair Brierley, Public Governor for Wentworth South
- Emma Hoddinott, Partner Governor for RMBC
- Chris Low, Partner Governor for Sheffield Hallam University
- David Vickers, Public Governor for Rother Valley West

Additionally, this was the first meeting attended by Dr Wareham, Medical Director and Mrs Lovett, Assistant Chief Nurse.

2015/054 APOLOGIES FOR ABSENCE & QUORACY CHECK

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

2015/065 DECLARATION OF INTEREST

There were no new general declarations of interest to be made or any pertaining to any agenda item for discussion.

2015/066 MINUTES OF THE PREVIOUS MEETING

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

2015/067 MATTERS ARISING & ACTION LOG

In relation to any matters arising from the previous meeting Mr Zaidi provided an update on two issues:

i. Integrated Performance Report (minute 2015/049)

Mr Zaidi had met twice with Mr Holt, Chief Operating Officer, on the issue of outpatient appointments which Mr Holt would take forward through the Outpatient Steering Group.

ii. Company Secretary report (minute 2015/052)

Mr Zaidi indicated that he had discussed governor engagement and elections. The perceived reasons for lack of engagement and interest in becoming a Governor was that the role was not appreciated, apathy
and frustration that Governors were not able to influence trust policy. Some areas to incentivise could be a certificate of service, financial rewards and fast track for medical treatment.

Ms Milanec questioned if the wider Council were in agreement with the statements, as any proposals would need to be a collective view. The Governors present indicated that these areas had not been discussed, with a number commenting that providing fast track medical treatment was not an option that should be pursued, as access should be based on the clinical need and not any official role within the organisation. Additionally, Ms Frith confirmed that Governors did in fact receive a letter of appreciation from the Chairman at the conclusion of their term of office.

Mr Wray as Lead Governor indicated that these issues would be incorporated into future discussions with the Chairman and Company Secretary. Mrs Legg thanked Mr Zaidi for his observations.

There were no further 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.

### 2015/068 CHAIRMAN’S REPORT

Mrs Legg outlined a number of areas, which had been discussed at a recent Board to Board with Rotherham Clinical Commissioning Group. The areas included:

- The Winter Plan having been signed off.
- The continuing recruitment difficulties in some clinical specialities
- Progress on the development of the Emergency Centre
- Stroke services
- Increased clinical engagement between GPs and the Trust

### 2015/069 REPORT FROM THE DIRECTORS

1. **Chief Executive Report**

The Council of Governors RECEIVED and NOTED the report from the Chief Executive which had been considered by the Board of Directors at their September meeting.

The key areas related to:

- An update on the strategic objectives including the 4 hour access target where a recovery plan was being developed with the support of the Emergency Care Intensive Support Team.
- Agency spend with actions being taken as documented as a result of new guidance from the Regulator
The series of ward moves, with some refurbishment, to take place prior to winter aimed at co-locating services and improve patient flow.

Winter planning, with this year additional focus on the community and district nursing teams to support out of hospital care and build upon the work of the transformation programme.

Continued stakeholder engagement in a number of areas

The Proud celebrations recognising individual and trust wide achievements.

In response to a question from Mr Vickers in relation to agency staff being integrated and engaged with the organisation, Mrs Barnett indicated that potentially more could be done in this area to ensure that these colleagues worked for the organisation over a longer period and these discussions would be taken forward as appropriate.

Cllr Hoddinott indicated that there were potentially significant opportunities for integration of health and social care across Rotherham as documented within the report and asked if there was any further information available for the Governors. Mrs Barnett confirmed that the potential was being raised at all stakeholder meetings in order to gain an overall vision for the way forward.

The Council of Governors NOTED the Chief Executive Report.

ii. Finance Position Update

The Council of Governors RECEIVED and NOTED the finance report which had been considered by the Board of Directors.

The key issues were:

- A £4.1m deficit at the end of August which was £1.4 adverse to plan
- A financial sustainability risk rating of 1 against the plan of 2 due to underperformance on income and expenditure.
- Capital programme underspend by £2.7m against the original plan and £336k against the revised plan. The forecast remained to utilise the £14m allocated for the programme
- Premium spend remained above the requirements
- The cost improvement programme was not achieving against the plan

Mr Sheppard indicated that he was confident that the end of year target would be achieved and there were opportunities to start 2016/17 in a positive position.

Following a number of questions from Dr Low, the Council of Governors was informed that the Finance and Performance Committee would be monitoring the deficit position and any shadow financial plans.

Mrs Lewis questioned the level of information received in relation to the breakdown of agency and interim positions within the organisation. Ms Hagger confirmed that the Strategic Workforce Committee and
Remuneration Committee had considered the policies in place with regard to locums to ensure that they supported the new requirements from Monitor in relation to agency spend caps.

A number of the Council of Governors commented that the delivery of cost improvement targets must be more challenging each year and the potential impacts to services. Mrs Legg indicated that more emphasis was now required to be placed on transformation of services to achieve savings rather than cutting services. Additionally Mr Sheppard indicated that before any proposed scheme was taken forward it would need to have been through a quality impact assessment (QIA). Mrs Barnett also added that budgetary management required improvement in some areas and a number of spending expectations were to be communicated to support end of year delivery.

The Council of Governors NOTED the finance report.

Mr Sheppard left the meeting at this point.

iii. Care Quality Commission Inspection Report

The Council of Governors welcomed to the meeting Mrs Lovett, Assistant Chief Nurse, to provide an update to the Council of Governors on progress against implementation of the actions resulting from the two CQC inspections. The report presented was the same as that which had been considered by the Board of Directors and highlighted the four exception sections.

The Council were informed that a multi organisational approach was being taken in respect of both improvement plans. Within the Trust all actions were owned by the Divisions and were being monitored on a monthly basis to ensure progress or mitigating actions were in place. The Trust was also forward planning for future re-inspections and assessing the evidence being submitted to support requirements. Mrs Barnett reiterated that the improvements required following the original inspection in February 2015 were important to the organisation to support patient care, however there were a number of competing challenges and priorities currently within the Trust.

Mr Edgell indicated that the Quality Assurance Committee’s role in the process was to gain assurance that the actions were being addressed and in a timely manner, any concerns had and would continue to be escalated as necessary to the Board of Directors as there were reputational risks to the organisation should progress not be seen when the CQC re-inspect.

Mrs Barnett commented that there could be more pace and increased focus. Hence the reason for the establishment of the weekly CQC Steering Group to focus on exception areas and ensure a high-level commitment to address the issues and provide appropriate supporting evidence.

Cllr Hoddinott questioned the monitoring of the effectiveness of training in relation to child sexual exploitation, which Mrs Lovett confirmed that monthly
meetings were held, the position audited and feedback received from service users. Additionally, Ms Hodinott asked about the issues within the school nurse service. Mrs Barnett indicated that these had been shared with RMBC and Public Health. Discussions remained ongoing.

The Council of Governors NOTED the content of the report and the ongoing work being undertaken.

_Mrs Lovett and Dr Wareham left the meeting after this item._

**2015/070 REPORT FROM NON-EXECUTIVE DIRECTOR CHAIRS OF BOARD COMMITTEES**

i. **Finance and Performance Committee**

The Committee RECEIVED and NOTED the report from the Finance and Performance Committee which provided an update in relation to discussions at recent meetings. Mr Sheppard had earlier in the meeting provided a specific update on the financial position.

Ms Frith commented that there remained technical issues relating to the choose and book system which may be having an impact on elective activity, which was one of the areas identified within the report as being below the plan.

It was confirmed in response to a specific question that the interest repayments against the loan had been included in the financial plan.

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.

Mr Edgell provided specific updates in the following areas:

- The stop the pressure campaign had been a huge success resulting in clear protocols and procedures, a raised profile, improved leadership, and consistency of treatment. While the campaign had now stopped, the challenge would be to maintain momentum and performance.

- In relation to mortality, the Committee in addition to the Board continued to remain sighted on performance and actions to be taken to review deaths in a timely manner and reduce current backlogs. The step change had been because of the commitment from Dr Wareham in this area and increasing clinical engagement. Due to the reporting timeframe it was not anticipated that the Trust would see any improvements in the HMSR and SHMI for some months.
In response to questions from Governors Mr Edgell confirmed that timely completion of the review process was vital and that improved practice and learning resulted following the reviews.

- Achievement of the A&E 4 hour target remained challenging and it would be extremely difficult to achieve the year-end target. Both the Board and the Quality Assurance Committee continued to ensure pressure was placed on the Executive Directors to achieve the target, recognising that the winter period would have a further impact on achievement of the target.

The Governors questioned what had changed which had resulted in the adverse position now being seen. Mrs Barnett indicated that she had requested that the team review all A&E action plans implemented since 2013 and commented that the current issues were multi factorial including staff related issues, patient flow and discharge.

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.

Ms Hagger indicated that the focus of recent meetings had been avoidable premium staff spend, balanced with ensuring staff were developed and equipped to undertake their role and staff retention.

Sickness absence rates continued to improve and there was increased employee engagement. Compliance issues, such as recording HR activities, were required to improve to support achievement of the HR targets.

iv. Audit Committee

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

Mr Barnes indicated that as part of the pre-meeting planning process consideration was given to inviting Trust officers to discuss specific agenda items or reports as had been demonstrated by a senior member of the HR team joining the meeting to discuss staff suspensions and potential counter fraud issues.

The contract for KPMG, the current external Auditors, was due to expire in October 2016 and had already been extended by one year. The process to market test, which was good practice, would commence in early 2016, with collaboration and specific involvement of the Council of Governors.

Ms Frith questioned the nature of the update on serious incidents which had been provided to the July meeting. Mr Barnes clarified that the report had considered the systems and processes associated with serious incidents, and not the details of the investigations which were considered by the Quality Assurance Committee. Mrs Barnett confirmed that investigations and
a root cause analysis were undertaken in relation to serious incidents, which included near misses, to ensure that there was learning as as result of all incidents.

Mr Vickers questioned if it was normal practice for the external auditors to provide a verbal report as documented within the report. Mr Barnes explained that this was routine practice as their specific reporting role was at financial year end. They also provided during the remainder of the year useful sector technical updates.

GOVERNOR REGULATORY AND STATUTORY REQUIREMENTS

2015/071 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 Training sessions

The Governors were reminded of their next training session which would be held on 26th October on the topic of Governance to be facilitated by Ms Milanec. Should any Governor not be attending the session they were requested to inform Miss Stewart.

ACTION – ALL TO NOTE

In response to a comment from one of the Governors that this session was at the same time as the Patient Experience Group and the expectations being placed on Governors to attend certain events, Ms Milanec indicated that preference should be attendance at the governor training session. The Trust had a duty to ensure governors were equipped with the skills and knowledge to undertake the role which would be through such sessions. A review was also being undertaken of Governor Committees, as the only statutory requirement was the establishment of a Council of Governors and a Governor Nomination Committee.

ii. Governor Elections 2016

As part of the planning process, Governors whose term of office was due to conclude in May 2016 were requested to inform Ms Milanec or Miss Stewart if they were planning to either stand down or seek re-election. Similarly, any Governor wishing to stand down before their term of office concluded should communicate their decision.

ACTION – ALL GOVERNORS

iii. Attendance at Board Committee meetings

The Council of Governors NOTED that a confidentiality agreement would be circulated which would need to be signed before attendance at any Board Committee. The Non-executive Chair would require confirmation that the agreement had been signed before attendance effective from 1st November.
2015/072 **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 on 19th August 2016.

2015/073 **GOVERNOR COMMITTEE TERMS OF REFERENCE**

The Council of Governors RECEIVED the revised Terms of Reference for the Membership Development Group.

The terms of reference had been previously been considered by the Group and were APPROVED by the Council of Governors who remained quorate at this point. One of the revisions included the change of name to the Membership Development, Engagement and Communication Group.

2015/074 **GOVERNOR COMMITTEE APPROVED MINUTES AND ESCALATIONS**

i. **Patient Safety and Experience Governor Group**

The approved minutes from the 17th June 2015 meeting were RECEIVED and NOTED.

There were no escalations to be reported from the last meeting held on 9th September.

ii. **Membership Development Group**

The approved minutes from the 21st May 2015 meeting were RECEIVED and NOTED.

The only escalation from the 20th August meeting was the requirement for engagement from the wider Council of Governors to support the Group to achieve their objectives.

iii. **Nominations Committee**

There had been no Nominations Committee since the last Council of Governors meeting and therefore there were no approved minutes for receipt by the Council.

iv. **Governance Committee**

There had been no Governance Committee since the last Council of Governors meeting and therefore there were no approved minutes for receipt by the Council.
2015/075 **MATTERS ARISING FROM GOVERNORS FORUM**

There were no issues to be raised from the September Governors Forum and any issues raised at previous meetings had been addressed.

2015/076 **ISSUES TO BE ESCALATED TO THE BOARD OF DIRECTORS**

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

2015/077 **COUNCIL OF GOVERNORS WORK PLAN**

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

2015/078 **QUESTIONS FROM ANY MEMBER OF THE PUBLIC PRESENT AT THE MEETING**

There were no members present observing the meeting and the Council had no further questions.

2015/079 **DATE OF NEXT MEETING**

The dates for the 2016 Council of Governors meeting were NOTED, with the next meeting to be held on Wednesday 13th January 2016.

Ms Milanec indicated that it might be necessary to change the date of the July 2016 meeting on which the Governors would be notified as soon as possible. Additionally, the 11th May 2016 Governors Forum would potentially be utilised to discuss the Forward Plan so it was important that Governors made every effort to attend.

**ACTION - AM**

A number of Governors left the meeting at various points before formal business was concluded at 7.30pm:

Mr Zaidi 6.24pm
Mr Barker 6.38pm
Mr Hayhurst 7.04pm
Mrs Brierley 7.04pm
Dr Low 7.07pm
Mrs Senior Approx. 7.15pm