MINUTES OF THE MEETING OF COUNCIL OF GOVERNORS
HELD ON WEDNESDAY 12 OCTOBER 2016
IN THE LECTURE THEATRE

Chair: Mr M Havenhand, Trust Chairman

Public Governors: Ms B Bennett, Public Governor, Rotherham South
Ms J Brookes, Public Governor, Rotherham South
Mrs B Dixon, Public Governor for Rother Valley South
Ms J Frith, Public Governor for Rest of England
Mr B Kinsey, Public Governor for Rest of England
Mr L Hayhurst, Public Governor for Wentworth South
Mr G Jenkinson, Public Governor for Wentworth Valley
Mrs V Lindsay, Public Governor, Rotherham North
Mr D Vickers, Public Governor Rother Valley West
Mr N Ward, Public Governor Wentworth Valley
Mr D Wray, Public Governor for Rother Valley West/Lead Governor

Staff Governors: Dr F Al-Modaris, Staff Governor
Mrs C Ripley, Staff Governor
Mrs T Senior, Staff Governor, Support Staff to Health Professional

Partner Governors: Mrs C Haywood, Partner Governor, Rotherham Partnership.
Dr C Low, Sheffield Hallam University
Professor A Majid, the University of Sheffield
Mrs J Wheatley, Partner Governor for Rotherham Partnership

Apologies: Ms L Flather, Public Governor for Wentworth North
Mr T Finney, Public Governor Wentworth North
Cllr E Hoddingott, Partner Governor for RMBC
Mrs S Lewis, Staff Governor
Mr G Rimmer, Public Governor for Rother Valley South

Members of the Board of Directors and other Trust staff in attendance:
Mrs G Atmarow, Non-executive Director
Mr J Barnes, Non-executive Director
Mrs L Barnett, Chief Executive,
Mrs C Clements, Director of Workforce
Mr M Edgell, Non-Executive Director,
Ms L Hagger, Non-executive Director
Mrs A Hope, Non-executive Director
Ms T McErlain-Burns, Chief Nurse
Mr B Mellor, Non-executive Director
Ms A Milanec, Director of Corporate Affairs/Company Secretary

Members of the Public x1
WELCOME AND ANNOUNCEMENTS
The Chairman welcomed all those present to the meeting.

The Council of Governors noted that since the last meeting one of the Non-executive Directors had married and was now Mrs Alison Hope (formerly Alison Legg).

APOLOGIES FOR ABSENCE & QUORACY CHECK
Apologies from a number of Governors were NOTED, and the meeting was confirmed to be quorate.

DECLARATION OF INTEREST
There were no declaration of any conflict of interest in relation to any agenda item. The Chair reminded members that should any conflicts become apparent during the course of the meeting, they should be declared.

MINUTES OF THE PREVIOUS MEETING
The minutes of the meeting held on 13 July 2016 were AGREED as a correct record, subject to the following amendment:

Audit Committee (minute 43/16iv)
Second paragraph to read as follows with the amendments in bold text

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.

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

It was AGREED that all actions from the previous meeting could be formally closed.

CHAIRMAN’S REPORT
The Council of Governors’ RECEIVED and NOTED the Chairman’s report.

The report provided an update on a number of matters within the local health community, in addition to activities undertaken by the Chairman in recent weeks.

The work of the Rotherham Together Partnership continued, with both Mr Havenhand and Mrs Barnett committed and active members. The aim was to create a powerful and proud vision for Rotherham, both as a place to live and to work. The outputs from the ongoing workshops were expected to have been
completed by December 2016 and the Council of Governors would remain updated on progress through the Chairman’s report.

**ACTION - MH**

The Working Together Partnership and the South Yorkshire and Bassetlaw Sustainability and Transformation Plan (STP) would be discussed as part of a later agenda item.

The Council of Governors were informed that the Board Assurance Visits, which had been established in June 2016 and took place each month after the Board of Directors meeting, continue to be well received. These hospital and community visits provided the opportunity for the Board and particularly for the Non-executive Directors (NEDs), to see individual wards, services or departments, interact with staff and patients, and share experiences and concerns.

The NEDs assured the Council of Governors that whilst the visits were not minuted after each visit there was verbal feedback and written documentation thereafter provided to the Board. Additionally, the Board had recently established an action log of significant matters highlighted during the visits.

Ms Hagger commented that the visits provided an opportunity to triangulate information received by the Board. However, they also highlighted a requirement for proactive celebration and showcasing of services.

**ACTION – LB**

The Council of Governors NOTED the Chairs report.

**63/16 REPORT FROM NON-EXECUTIVE DIRECTOR CHAIRS OF BOARD COMMITTEES**

The Council of Governors RECEIVED and NOTED the reports from each Board Committee.

The Chairman invited the Non-executive Director Committee Chair to provide supplementary information to support the written reports.

i. **Finance and Performance Committee**

Mrs Hope reported that the Trust had established a new working capital loan facility to support the cash position. The maximum draw down available would be £10m.

There continued to be challenges in relation to achievement of the Cost Improvement Programme (CIP) target of £10.9m. Whilst further work was required to bridge the gap between that achieved to date and the target, the Executives had given their assurances and commitment to the planned target.

The financial control total for quarter one had been achieved. This had enabled full draw down of the £1.65m Sustainability and Transformation Funding (STF). It was considered that quarter two would also be achieved; however, future quarters would be more challenging.
The organisation had been successful in retaining two contracts following recent tender processes. One contract related to integrated sexual health services, with the second relating to services for 0-19 years. Both were important in supporting the transformation programme. A further tender for the provision of ophthalmology services to Barnsley Hospital had been submitted with the decision awaited.

In response to a question, Mrs Barnett commented that the financial position remained challenging across the whole NHS. Many organisations were reporting to be on track at quarter one, with the data for quarter two yet to be released. Locally, challenges remained with regard to pay expenditure, with benchmarking data highlighting that there were further opportunities in this area, which would support achievement of the CIP target.

Mr Havenhand commented that the organisations CIP target of 5% was a stretch target to address the outstanding financial elements of the regulatory licence. The average target for other organisations was 2%. The overall financial position remained extremely challenging; however, the Board of Directors remained committed to deliver against the original plan.

ii. Quality Assurance Committee

Mr Edgell reported that the Committee’s focus at recent meetings had been the preparations for the Care Quality Commission (CQC) announced re-inspection, which took place 27-30 September. As expected, a further unannounced visit had taken place earlier in the day, with numerous services visited by a small team of inspectors.

The Committee expressed their appreciation for the preparations led by the Chief Nurse and the inspectors had recognised the progress made since the original inspection in February 2015.

Informal feedback had been provided at the conclusion of the inspection, with the draft written report expected shortly for factual accuracy checking. However, due to current regulatory action, it was likely that the overall CQC assessment will remain unchanged.

With regard to other matters considered by the Committee, mortality continued to improve with the organisation now being below 100. Harm free care was slightly above the national average, with the position being reviewed particularly pressure ulcers in the community. Ms McEr lain-Burns confirmed that the pressure ulcers matter was not due to lack of equipment, which was purchased and issued as required.
iii. **Strategic Workforce Committee**

Ms Hagger reported that meetings alternated between routine business and deep dives into specific matters, with the November meeting to focus on sickness absence and improving return to work interviews.

In response to a question, Mrs Clements indicated that long term rather than short-term sickness remained an area of particular focus.

Agency spend continued to decrease, although not at the pace expected. A business case considered by the Committee, and later approved by the Board of Directors, would strengthen the Bank Office and therefore remove reliance on external agencies in order to reduce spend in this area.

There had been disappointing results compared to previous years from the General Medical Council’s junior doctor survey. One potential factor was the national dispute and implementation of the new contract. Greater emphasis would be required to improve relationships in this staff group, as the clinical workforce would be vital to the future success of the organisation.

iv. **Audit Committee**

Mr Barnes provided a verbal update on the Audit Committee meeting held earlier in the day.

The Board Assurance Framework and the 16+ corporate risk register had been reviewed. The new Quality Governance, Compliance and Clinical Risk Manager had attended the meeting for the latter and had taken the opportunity to give an indication of the future direction for risk management.

Three audit reviews had been completed by TiAA, the Internal Auditors. All had received ‘reasonable assurance’, with the aspiration remaining for substantial assurance for all audit reviews undertaken.

PwC the new External Auditors had attended their first meeting with their activities in the main being related to the year-end annual report and accounts. The Lead Governor, who had been observing the meeting, had accepted the offer from PwC that they attend a future Governor session.

*Post meeting note -* PwC had accepted an invitation to attend the Governors’ Forum on 8 February 2017.
The Council of Governors’ RECEIVED and NOTED, for information, the Integrated Performance Report (IPR) submitted to the 26 September 2016 Board of Directors meeting.

Mrs Dixon sought clarity on the organisations performance against the fractured neck of femur taking place within 48 hours target. Ms McErlain-Burns confirmed that there was a requirement to measure performance at 36 and 48 hours. Two issues could impact on the timeliness of surgery, one was the availability of theatres, which was not the issue here. The second would be stabilisation of the patient and decisions to undertake palliative care as an alternative to surgery.

In relation to the target that 95% of looked after children received an initial health assessment within 20 days, the Council of Governors was informed that there was sufficient clinical capacity within the organisation. However, only six out of twenty-eight children taken into care in August had received their health assessment within the target period. A number of factors were resulting in the target not being achieved, including numerous rescheduling of appointments by Social Workers. Discussions were taking place to review, and improve, the position with partner organisations.

A number of Governors commented on the deterioration in some of the stroke targets. Mrs Barnett commented that whilst performance had indeed fallen, the Trust remained committed to achieving the target and a number of actions to be taken would address the matter.

In relation to the specific target relating to the proportion of patients being admitted to the acute stroke unit, Ms McErlain-Burns indicated that whilst on a daily basis the site management team endeavoured to ring fence empty stroke beds, unfortunately they may be required during times of increased admissions.

It was confirmed that current performance in endoscopy services related to workforce matters and increased capacity, and was not related to a lack of equipment.

The Council of Governors NOTED the Integrated Performance Report

The Care Quality Commission ANNOUNCED INSPECTION

The Chief Nurse provided a verbal update to supplement the information already provided by Mr Edgell in relation to the Care Quality Commission announced inspection, which had taken place 27 -30 September 2016.

Ms McErlain-Burns wished to thank all colleagues for their support in ensuring the organisation was prepared for the inspection and the warm welcome they had given to the inspectors.
Mrs Ripley commented that the communications issued on the build up to the inspection had been helpful and from a staff perspective, preparations had felt more positive this time.

As indicated earlier, small team of inspectors had been on site earlier in the day and had visited a significant number of areas. Further unannounced inspections were still anticipated.

DNACPR (Do Not Attempt Cardiopulmonary Resuscitation) and the Mental Capacity Act had both been raised as areas where further improvement was required following the September inspection. It was pleasing to report that the inspectors who had been on site earlier in the day had indicated that they had seen an improved position in the few weeks since the September visit.

The draft report, once received, would be subject to factual accuracy checks, with the final report to be published before a Quality Summit was held.

GOVERNOR REGULATORY AND STATUTORY REQUIREMENTS

66/16 COMPANY SECRETARY REPORT

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

The following was highlighted from the report:

i. The Single Oversight Framework (SOF) which replaced the Risk Assessment Framework (RAF) had been implemented.

   The Trust would be ‘segmented’ into category 3 - mandated support for significant concerns - due to the outstanding licence breach.

ii. The Governwell induction toolkit had been provided to all new Governors to supplement the internal material already provided. The toolkit had also been circulated to existing Governors as an aide memoir.

iii. The public constituencies where elections would be held in 2017, and the requirement for continued promotion of the Governor role

67/16 NON-EXECUTIVE DIRECTOR RECRUITMENT

Mr Wray, Lead Governor, on behalf of the Governors Nomination Committee, provided an update on the Non-Executive Director (NED) recruitment process.

Following advertisement of the role, two candidates had been shortlisted and interviewed on 7 October 2016.

At the conclusion of the interviews, the Governors’ Nomination Committee had met to consider the views of the formal interview panel and the informal Governor/NED group.
The recommendations to the Council of Governors from the Governors Nomination Committee were as follows:

i. No appointment to be made from those candidates interviewed
ii. The post to be re-advertised as soon as possible due to Mrs Hope’s term of office concluding in February 2017
iii. Recruitment be supported through a specialist consultancy company

Mr Havenhand commented that whilst his role on the formal interview panel had been as non-voting chair, he had been encouraged by the integrity of the Governors in taking the decision not to make an appointment on the grounds that none of the candidates would enhance the Board of Directors.

The Council of Governors APPROVED the recommendations from the Governors’ Nomination Committee.

ITEMS FOR INFORMATION

68/16 QUARTERLY WALKROUND REPORT

The Council of Governors RECEIVED and NOTED the report which provided an overview of the outcomes of the Quality Assurance Walkabouts undertaken in July, August and September 2016.

69/16 ISSUES TO BE ESCALATED TO BOARD OF DIRECTORS

There were no escalations to the Board of Directors.

70/16 COUNCIL OF GOVERNORS WORK PLAN

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

It was NOTED that as a consequence of submission deadlines it would be necessary to utilise the December Governors Forum to discuss the two-year operational plan before its submission on 23 December 2016.

ACTION – AM

71/16 QUESTIONS FROM ANY MEMBER OF THE PUBLIC PRESENT AT THE MEETING

The Chairman opened the meeting to any questions from any observers to the meeting.

The one question raised was the potential for local health mergers resulting from the Sustainability and Transformation Plans. Mr Havenhand confirmed that currently there were services across all organisations where changes may take place. However, any proposed changes would be subject to public consultation.
DATE OF NEXT MEETING

The next meeting of the Council of Governors was scheduled for Wednesday 11 January 2017, commencing at 5.15pm.

The Non-executive Directors, Executive Directors and Mrs Haywood left the meeting at this point.

Following the close of the meeting, the Council of Governors proceeded to receive a presentation from the Chief Executive on the Sustainability and Transformation Plan (STP).

SUSTAINABILITY AND TRANSFORMATION PLAN (STP)

Mrs Barnett gave a presentation on the Sustainability and Transformation Plan (STP) in order to provide an overview of the discussions taking place within the health community.

The slide headings were:

- What is STP
- Process for STP
- National footprints
- STP work streams
- STP funding
- Achieving the recovery milestones
- Rotherham Place Plan – an integrated health and social care plan
- The Rotherham case for change – the 3 gaps
- Rotherham Place Plan – our 5 joint priorities
- Timetable for submission

Mrs Barnett indicated that there was a requirement for a strong Rotherham Place Plan. In order for the Trust to continue to be sustainable, there would be a requirement for continued collaboration across the place footprint and wider health community. Both the Rotherham Place Plan and STP were consistent with each other.

In terms of affordability, Mrs Barnett commented that across the STP there were some acute services, which due to small patient numbers, would see treatment provided by one organisation, which may not necessarily be Rotherham.

The organisation would continue to champion the needs of the local population to ensure that Rotherham patients received the best treatment available. However, in the future there would be some difficult messages to be conveyed with public opinion to be gathered as part of the consultation processes.
Mr Havenhand supported the comments from Mrs Barnett and indicated that the STPs now formed part of the transition to support the decision taken in 2013 that Rotherham would remain a standalone trust with collaboration.

The responsibility of the Board of Directors, and the Council of Governors, remained one of ensuring that patients received the best treatment available, whether at Rotherham or by collaboration. This should be the basis on which future decisions were made.

The Council of Governors NOTED the presentation, with the draft STP to be submitted on 21 October 2016.

The following Governors left before the conclusion of the presentation and discussion:

Mr Hayhurst
Mr Low
Mrs Senior
Mrs Wheatley