

**MINUTES OF THE MEETING OF THE COUNCIL OF GOVERNORS
HELD ON TUESDAY 15 JANUARY 2019
IN THE BOARDROOM, LEVEL D**

Chair: Mr M Havenhand, Trust Chairman

Public Governors: Mrs J Brookes, Public Governor Rotherham South
Mrs J Dalton, Public Governor Rother Valley South
Dr S Hudson, Public Governor Rest of England
Mr G Jenkinson, Public Governor Wentworth Valley
Mrs V Lindsay, Public Governor Rotherham North
Lt Col R MacPherson, Public Governor Wentworth South
Mr G Rimmer, Public Governor Rother Valley South & Lead Governor

Staff Governors: Mrs C Ripley, Staff Governor
Mrs A Rolfe, Staff Governor (Co-opted)

Partner Governors: Mrs J Flanagan, Partner Governor Voluntary Action Rotherham

Apologies: Ms B Bennett, Public Governor Rotherham South
Mr L Hayhurst, Public Governor Wentworth South
Cllr P Jarvis, Partner Governor RMBC
Mrs H Littlewood, Public Governor Rother Valley West
Mrs J Lovett, Staff Governor
Dr C Low, Partner Governor Sheffield Hallam University
Mr D Moore, Public Governor Rother Valley West
Mrs T Senior, Staff Governor (Co-opted)

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 H Craven, Non-Executive Director
Mr M Edgell, Non-Executive Director
Dr C Gardner, Interim Medical Director
Ms L Hagger, Non-Executive Director
Dr D Hannah, Non-Executive Director
Mr C Holt, Deputy Chief Executive
Mr B Mellor, Non-Executive Director
Ms A Milanec, Director of Corporate Affairs/Company Secretary
Mr S Sheppard, Director of Finance
Ms A Wood, Chief Nurse

Apologies from Board members:
Mrs L Barnett, Chief Executive

2019/01 **WELCOME AND ANNOUNCEMENTS**

The Chairman welcomed all those present to the meeting.

2019/02 **APOLOGIES FOR ABSENCE & QUORACY CHECK**

Apologies were noted, with the meeting confirmed to be quorate.

2019/03 **DECLARATION OF INTEREST**

The Chair reminded colleagues that should any conflict become apparent during the course of the meeting, they would need to be declared.

2019/04 **STAFF GOVERNOR CO-OPTees**

The Council of Governors in noting the current vacancies within the Staff Class Constituency considered the position in terms of co-opting members, as permitted by the Constitution, into two of the three Staff Governor vacancies.

The Council of Governors approved the recommendation that Mrs Anne Rolfe, Quality Governance Compliance and Risk Manager and Mrs Tina Senior, Technical Instructor Therapy Services, be appointed as co-opted Staff Governors with immediate effect. These arrangements would be in place until conclusion of the 2019 Governor elections on 31 May 2019.

QUALITY AND SAFETY

2019/05 **PATIENT STORY**

The Council of Governors noted the first patient story to be presented at the meeting. It was agreed that this would form part of the Council of Governors agenda going forward and would be one of the stories presented to the Board of Directors in the preceding quarter.

2019/06 **MINUTES OF THE PREVIOUS MEETING**

The minutes of the previous meeting held on 10 October 2018 were agreed as a correct record subject to two minor amendments.

2019/07 **MATTERS ARISING**

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

2019/08 **ACTION LOG**

The action log was reviewed, with a number agreed to be closed. The log would be updated accordingly.

The Council of Governors received the Chairman's Report.

The report detailed such matters as the South Yorkshire and Bassetlaw Integrated Care System, Rotherham Ambition Board, challenges in achievement of the standard target for 95% of patients attending the emergency department having been seen within 4 hours and the Care Quality Commission (CQC) inspections.

With regard to the CQC inspections, the Trust's factual accuracy check of the draft report had been completed. The final report would be published by the CQC towards the end of January 2019.

It was noted that the CQC had been complimentary regarding staff, in that they had been welcoming and had demonstrated the Trust values.

Two service areas had been of specific focus to the CQC, namely the Urgent and Emergency Care Centre and Non Invasive Ventilation. As a result of the comments made during the initial inspections, action plans had been developed for both areas with positive progress having been seen.

On other matters, the Council of Governors noted the appointment of Mr Steve Ned, as the new Director of HR. This would be a joint post with Barnsley Hospital NHS Foundation Trust.

The Council of Governors noted the Trust's response to the regulators (NHS Improvement) consultation on the matter of wholly owned subsidiaries which was appended to the report. Revised guidance had now been issued, with the Trust considering the next phase for its own plans, which had been delayed pending conclusion of the consultation.

It was confirmed that in the Trust's response to the regulators consultation, reference to 'shareholder' should be read as the Trust, who would hold 100% of shares of any limited company if it was agreed that a wholly owned subsidiary was established.

As queried at the previous meeting, the Director of Finance confirmed that the external consultancy costs incurred to date to support the Trust's development of its wholly owned subsidiary business case was £139K. These costs were less than anticipated, and had been built into the 2018/19 financial plan.

At this point in the meeting, an opportunity was taken to provide to the Council of Governors a short presentation on the ongoing development of the 2019/20 Operational Plan. This was presented by Mr Holt, Deputy Chief Executive and Mr Sheppard, Director of Finance.

The presentation outlined the Plans five operational objectives and five supporting enablers.

It also detailed the nine quality priorities in the areas of patient safety, patient experience and clinical effectiveness, underpinned by the Safe and Sound Framework. Further information on this framework would be provided by the Chief Nurse to the April Council of Governors meeting.

ACTION – Chief Nurse

Additional information was provided in terms of supporting plans in the areas of operational and workforce priorities. Financial planning assumptions in terms of income and expenditure, activity, cost improvement programme and capital plan were also detailed.

It was confirmed that Divisional colleagues had been engaged in the development of the Plan and had identified their own priorities. They were clear on the expectations and activity required.

Mr Havenhand commented that improvements to the Business Planning Cycle had resulted in a robust process, with the Trust being sighted on any potential implications. Additionally, it was reported that although it had been anticipated that the requirement for control totals would cease, it was apparent that they would still be utilised in 2019/20.

The draft Operational Plan was required to be submitted to the regulator (NHS Improvement) in mid-February 2019. Further information on the development of the plan would be shared with the Governors at their Forum on 20 February 2019 and more formally at the April Council of Governors meeting.

ACTION – Deputy Chief Executive

In returning to the Chairman's report, Mr Havenhand confirmed that this would be the last meeting attended by Mrs Gabby Atmarow whose term of office as a Non-Executive Director would conclude on 31 March 2019. On behalf of the Council of Governors Mr Havenhand thanked Mrs Atmarow for her significant contributions and support provided to the Governors.

The Council of Governors noted the Chairman's report.

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

2019/10 REPORT FROM NON-EXECUTIVE DIRECTOR CHAIRS OF BOARD COMMITTEES

The Council of Governors received and noted the reports from each of the Board Assurance Committees. The Chairman invited each Non-Executive Committee Chair to provide supplementary information to their written reports.

i. Strategy & Transformation Committee (STAC)

Mr Havenhand provided a brief summary of recent discussions at the STAC meeting.

The key area of focus remained the business planning cycle, with the benefits from earlier planning now being realised.

ii. Audit Committee

Mr Barnes, provided an update on the work of the Audit Committee with the report being taken as read.

Mr Barnes proceeded to outline the process by which both External and Internal Auditors focus their areas of review using a risk based approach. This would involve assessing the 'relative significance' and 'likelihood' which would be broken down into analytical review, controls confidence, and environment.

The Trust's annual audit programme would be determined based upon these two factors

iii. Strategic Workforce Committee (SWC)

Mrs Atmarow provided further information with regard to the work of the Strategic Workforce Committee (SWC). This included recruitment, Mandatory and Statutory Training which stood at 89% against the 85% target, completion of appraisals which stood at 93% against the 90% target and sickness absence which stood at 4.53% which was above the 3.95% target.

With regard to sickness absence, it was confirmed that whilst the rate had increased due to seasonal factors, it benchmarked favourably against neighbouring Trusts. However, the aim remained to be below the set target.

The Council commended the appraisal rates, as it was considered that such engagement with colleagues would support retention rates.

In terms of the EU withdrawal, it was confirmed that the Trust continued to engage will colleagues to ensure that they were supported during any transition.

A workshop session had replaced the scheduled January 2019 meeting and had considered the elements of the workforce plan to underpin delivery of the Five Year Strategy. There a clear requirement for workforce multi-skilling and diversification to release different models of care.

iv. Quality Assurance Committee (QAC)

Mr Edgell provided further information with regard to the work of the Quality Assurance Committee (QAC).

The Quality Improvement Priorities (QIP) continued to be discussed at each meeting, including learning from the view of inpatients following the annual survey. Whilst improvements continued to be seen, more consistency was required.

As noted within the report, a technical issue associated with data for completion of dementia assessments had been identified, with the October 2018 position wrongly identified as achieving 90% rather than the actual 70%. The matter had now been resolved, with a report detailing the position to be presented to the January 2019 QAC meeting.

Under the leadership of the Interim Medical Director the systems and processes relating to mortality reviews continued to be a focus. Whilst the Trust was no longer considered as an outlier with regard to the Hospital Mortality Standardised Ratio (HMSR), it was anticipated that further improvements would continue to be seen.

It was questioned if there was a relationship between the preferred place of death for patients at the end of life and mortality, resulting in ratio being higher. Dr Gardner indicated that the important factor was to record that patients were on an end of life pathway and as such they would not be coded as an unexpected death which would impact on the ratio.

v. Finance and Performance Committee (FPC)

Mrs Craven provided further information in relation to the work of the Finance and Performance Committee.

In terms of financial performance, significant improvements had been made in relation to governance arrangements, resulting in the positive financial position being seen. It was considered that the Divisions, who attended the Committee twice per year, more fully understood their financial and activity position.

The Committee were assured that the governance structure and robust processes were in place to manage the cost improvement programme.

From an operational viewpoint, there were a number of challenges such as the 4 hour access target and cancer waiting times. Recovery plans were in place and improvements were being seen, although performance was not yet being sustained. External support from such as the NHS Improvement Academy to implement a continuous improvement methodology, was being commissioned where appropriate.

Other operational targets continued to be monitored, such as referral to treatment times. Although overall the target was being achieved, this was as a result of overachievement in some areas compensating for others. As such further assurance on the position was being sought.

The Committee had received an oversight and assurance on the Winter Plan.

REPORTS FROM THE EXECUTIVE DIRECTORS

2019/11 CURRENT FINANCIAL POSITION AS AT NOVEMBER 2018)

The Council of Governors received and noted the financial report (up to 31 November 2018) which had been considered by the Board of Directors at their December 2018 meeting.

Mr Sheppard reported that for the period the income and expenditure position was ahead of plan by £240k, with the trend continuing into December. This evidenced the comments from the Chair of the Finance and Performance Committee regarding the scrutiny being given to the position.

The cost improvement programme of £9.7m (3.6%) was ahead of trajectory by £0.8m with for the period £6.0m of schemes having been delivered.

The re-profiled and re-forecasted capital programme of £5,800k was underspent. However, it remained on trajectory to be delivered in full by the year end.

In conclusion Mr Sheppard indicated that overall financial performance remained on plan, with a forecast that all financial metrics would be delivered. However, there were a number of potential risks currently being mitigated against.

One such area, as highlighted by Mr Rimmer, and detailed within the report was CQUINs (Commissioning for Quality and Innovation). Mr Sheppard provided assurance that additional accountability and oversight arrangements were in place in terms of CQUINs which were not only financial driven but also from a quality perspective.

The areas of specific focus were the CQUINs associated with alcohol, tobacco and sepsis, where although the full year effect would not be achieved it was anticipated that the position would be recovered as much as possible.

It would be important that the CQUIN targets for 2019/20 were carefully negotiated to ensure that the outcomes and reporting measures were appropriate.

The Council of Governors noted the month eight financial report.

2019/12 DNACPR UPDATE REPORT

As requested at the previous meeting (minute 2018/70) the Interim Medical Director Data provided an update on DNACPR and the Mental Capacity Act.

Dr Gardner indicated that whilst improvement continued to be seen, there remained a requirement for consistency across the wards and clinicians with further focus in some areas.

GOVERNOR REGULATORY AND STATUTORY REQUIREMENTS

2019/13 2018/19 QUALITY REPORT AND 2019/20 PRIORITIES

The Council of Governors received the report which detailed the process for the 2018/19 Quality Report and development of the 2019/20 Quality Priorities.

The report had previously been considered at the 10 October 2018 meeting, with the Governors considering at their 21 November 2018 Forum session the local indicator they wished to be audited as part of the 2018/19 Quality Report.

The Governors consensus had been that Cancelled Operations would be their selected local indicator.

However, since the Forum NHS Improvement (NHSI) had published their guidance on 9 January 2019 for External Auditors in auditing the Quality Report. NHSI had stated that it would strongly recommend that Summary Hospital-level Mortality Indicator (SHMI) should be selected as the local indicator by the Governors for review.

The Council of Governors discussed the position with input from both the Interim Medical Director and Director of Corporate Affairs/Company Secretary in order to support the Governors in how to proceed in relation to the selection of the local indicator and the guidance from NHSI.

The Governors were assured that the Board of Directors and the Quality Assurance Committee continued to have a focus on mortality, with the Trust providing the necessary assurance to the regulator also on the matter.

Following discussion the Council of Governors agreed that they remained committed to their decision that the Governors local indicator to be reviewed by the External Auditor as part of the 2018/19 Quality Report would be cancelled operations.

2019/14 COMPANY SECRETARY REPORT

The Council of Governors received and noted the Company Secretary Report presented by the Director of Corporate Services/Company Secretary.

Ms Milanec specifically highlighted the section of the report which required approval by the Council of Governors in relation to Annexe three of the Constitution which had been considered and approved at the October 2018 Council of Governors meeting.

The annex as presented to the October meeting had incorrectly stated at section 1.3.4 that the number of partner governors was seven. Whilst the total number of partner governors was indeed seven, this particular section should had stated six as there was a separate entry for the partner governor from the Local Authority.

The Council of Governors approved the minor amendment to annex three of the Constitution.

On other matters it was noted that the 2019 Governor Election process would commence on 6 March, with the opening of nominations and conclude on 24 May 2019 with the close of voting.

Governors were reminded that a training session to be facilitated by NHS Providers had been arranged for 10th July 2019, with Governors encouraged to ensure that they attend.

The Governors Engagement Strategy had been refreshed for 2019 – 21 and was appended to the report.

In noting another appendix which outlined the themes arising from the findings of NHSI from the first year of their Well-led Reviews, Mr Havenhand indicated that at the February 2019 Governors Forum he would provide feedback on some of the findings from the Trust's own independently commissioned external Well-led Review.

ACTION – Chairman

Mr Havenhand also indicated that the NHS Long Term Plan, the summary of which was annexed to the report, with electronic links to the full document, would be an important basis for the Trust's ongoing plans.

The Council of Governors noted the Company Secretary report.

ITEMS FOR INFORMATION

2019/15 INTEGRATED PERFORMANCE REPORT

The Council of Governors received and noted the Integrated Performance Report which had been considered at the December 2018 Board of Directors meeting.

2019/16 FEEDBACK FROM GOVERNORS SURGERY

The Council of Governors received and noted the feedback gathered by the Governors at their November 2018 Governors surgery, the information from which was provided to the Patient Experience Group.

2019/17 CHARITY REPORT

The Council of Governors received and noted the report, briefly presented by Mr Mellor, NED Chair of the Charitable Funds Committee.

The report outlined the generous donations received and the areas in which the monies had been spent.

COUNCIL OF GOVERNORS GOVERNANCE

2019/18 ISSUES TO BE ESCALATED TO BOARD OF DIRECTORS

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

2019/19 COUNCIL OF GOVERNORS WORK PLAN

The Council of Governors received and noted their forward work plan, which would be updated to reflect the discussions held during the meeting.

Governors were reminded that should they have any items which they considered should be discussed by the Council, they should be initially informed to the Lead Governor.

2019/20 QUESTIONS FROM ANY MEMBER OF THE PUBLIC PRESENT AT THE MEETING

There were no member of the public observing the meeting.

2019/21 CLOSE OF MEETING

The next meeting of the Council of Governors would be held on Wednesday 10 April 2019.

Martin Havenhand
Chairman