

**MINUTES OF THE MEETING OF THE COUNCIL OF GOVERNORS  
HELD ON WEDNESDAY 10 OCTOBER 2018  
IN THE BOARDROOM, LEVEL D**

**Chair:** Mr M Havenhand, Trust Chairman

**Public Governors:** Ms B Bennett, Public Governor Rotherham South  
Mrs J Brookes, Public Governor Rotherham South  
Mrs J Dalton, Public Governor Rother Valley South  
Mr L Hayhurst, Public Governor Wentworth South  
Mr G Jenkinson, Public Governor Wentworth Valley  
Mrs H Littlewood, Public Governor Rother Valley West  
Mrs V Lindsay, Public Governor Rotherham North  
Lt Col R MacPherson, Public Governor Wentworth South  
Mr D Moore, Public Governor Rother Valley West  
Mr G Rimmer, Public Governor Rother Valley South/Lead Governor

**Staff Governors:** Mrs J Lovett, Staff Governor Nurses and Midwives  
Mrs C Ripley, Staff Governor Other Health Professionals

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

**Apologies:** Dr S Hudson, Public Governor Rest of England  
Cllr P Jarvis, Partner Governor RMBC  
Dr C Low, Partner Governor Sheffield Hallam University  
Professor A Majid, Partner Governor University of Sheffield

**Members of the Board of Directors and other Trust staff in attendance:**

Mrs G Atmarow, Non-Executive Director  
Mrs L Barnett, Chief Executive  
Mr G Briggs, Chief Operating Officer  
Mrs H Craven, Non-Executive Director  
Mr M Edgell, Non-Executive Director  
Mr C Gardner, Interim Medical Director  
Dr D Hannah, Non-Executive Director  
Mr B Mellor, Non-Executive Director  
Mrs L Reid, Head of Governance (deputising for the Director of Corporate Affairs/Company Secretary)  
Mrs A Rolfe, Quality Governance Compliance and Risk Manager (minute 2018/70 only)  
Mr S Sheppard, Director of Finance  
Ms A Wood, Interim Chief Nurse

**Apologies from Board members:**

Mr J Barnes, Non-Executive Director  
Ms L Hagger, Non-Executive Director  
Ms A Milanec, Director of Corporate Affairs/Company Secretary

**2018/62**      **WELCOME AND ANNOUNCEMENTS**

The Chairman welcomed all those present to the meeting and introduced a number of Executive Directors attending their first meeting of the Council of Governors.

**2018/63**      **APOLOGIES FOR ABSENCE & QUORACY CHECK**

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

**2018/64**      **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.

**2018/65**      **MINUTES OF THE PREVIOUS MEETING**

The minutes of the previous meeting held on 18 July 2018 were agreed as a correct record.

**2018/66**      **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 action log was reviewed, with a number agreed to be closed. The log would be updated accordingly.

**2018/67**      **CHAIRMAN'S REPORT**

The Council of Governors received the Chairman's Report.

The report detailed the Care Quality Commission inspections, a number of Executive Director interim appointments, the continued Board development programme and the latest position with regard to the Wholly Owned Subsidiary.

In noting that the South Yorkshire and Bassetlaw Integrated Care System (ICS) had been formally launched on 1 October 2018, Mr Havenhand indicated that he would share further information on the current position at the November 2018 Governors Forum.

**ACTION – Chairman**

With regard to the Trust's business case to establish a Wholly Owned Subsidiary (WOS), formal consideration by the Board had been scheduled for September 2018 which had been paused until NHS Improvement had concluded a review of their regulatory approach to WOS's.

Mr Havenhand confirmed that the Trust had commissioned external consultant expertise in order to prepare the business case, with any costs to be honoured regardless of any changes to the regulatory framework. Mr Sheppard was requested to confirm the costs incurred to date.

**ACTION – Director of Finance**

The potential VAT savings would be detailed within the WOS business case, and would be available within the public arena when it was formally considered by the Board of Directors once further guidance had been issued.

The Council of Governors noted the Chairman's report.

2018/68

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

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

For the benefit of new Governors each Committee Chair also provided a brief overview of the composition and role of each committee.

### **i. Quality Assurance Committee (QAC)**

Mr Edgell highlighted a number of matters to the Governors from within the Quality Assurance Committee report.

The first related to the mortality position. Whilst the data continued to highlight an improving position, the Interim Medical Director would be reviewing the mortality processes in order to be assured that they were robust and were strengthened where necessary.

The Committee continued to receive a number of quarterly reports, with the previous quarter focussing on patient safety. This specifically related to incidents, claims, inquests and national safety alerts. The focus remained to embed learning following such matters.

With regard to the nine Quality Improvement Priorities, updates continued to be provided on a monthly basis, with the focus on a three different areas at each meeting. This would ensure oversight and assurance on progress.

### **ii. Strategy & Transformation Committee (STAC)**

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

Case studies continued to be presented to each meeting and highlighted progress made to date as part of the transformation programme.

The ICS Strategic Outline Case (SOC) following the Hospital Services Review, had been considered by the Committee. The SOC made recommendations on the five patient pathways of:

- Urgent and Emergency care
- Maternity
- Care of the Acutely Ill Child
- Gastroenterology and Endoscopy
- Stroke

The report provided to the Council of Governors outlined the Trust's response to the SOC as part of the consultation process. However, formal agreement on the way forward rested with the Clinical Commissioning Groups, not provider units.

### **iii. Audit Committee**

Mr Mellor, in the absence of Mr Barnes, provided an update on the work of the Audit Committee.

At their last meeting the process associated with the completion of the 2017/18 Annual Report and Accounts had been reviewed.

The risk management process, corporate risk register and Board Assurance Framework continued to be reviewed at each meeting. In terms of the risk management process, the Interim Chief Nurse added that the rigor started by her predecessor to review the risk management process would continue.

The Internal Audit programme remained flexible to the requirements of the organisation, with a recent addition being a request to review learning from complaints. This supported the work of the Quality Assurance Committee and would provide additional assurance that learning was embedded within the organisation.

The Committee having considered the Trust's revised Standards of Business Conduct Policy, would be utilising it as a template to support potential changes to the development of policies process.

### **iv. Strategic Workforce Committee (SWC)**

Mrs Atmarow provided further information with regard to the work of the Strategic Workforce Committee (SWC).

SWC had taken the opportunity to review its key objectives and key performance indicators to ensure focus remained on strategic, rather than operational, matters.

The Committee continued to monitor recruitment to the rolling top 30 key posts. However, there remained national recruitment challenges in some specialities such as gastroenterology and stroke.

Alternative workforce models were being explored including nurse specialists and enhanced roles for allied health professionals. With an added requirement to focus on staff retention and leadership.

There had been a number of successful recruitment campaigns for newly qualified nurses. However, there had been attrition in the numbers finally joining the Trust as it was known that candidates accepted job offers from more than one organisation before making their decision. The Trust would

continue to promote the benefits of Rotherham, such as the Compass programme as part of its nurse recruitment programme.

On other matters, Mrs Ripley raised the matter of the recent changes to the internal bank process in terms of payment. As a result staff were leaving the bank leading to some service disruptions.

Mr Sheppard confirmed that the acting Director of Workforce had received feedback following the changed process, which had seen staff paid at their actual pay point rather than at the top of the scale, and at the same time being moved to a weekly pay method.

Mr Sheppard continued that it was apparent that there had been some unintended consequences. It was unfortunate that the response from bank staff had been negative as the intention had been to ensure that shifts were filled internally. A number of steps were being taken to gather the views of all internal bank staff as a means of resolving the matter.

v. **Finance and Performance Committee (FPC)**

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

The Committee continued to focus on both financial and operational matters. It was considered that the monitoring and enhanced financial arrangements were being seen in the finances being on track.

The Divisions continued to attend the meeting on a routine basis to outline their plans, highlight any areas of emerging risk and outline the mitigating actions being taken.

In terms of operational performance, the 4 hour access target remained challenging. The Trust own trajectory was not consistently being achieved and as such the actions to improve the position continued to be a focus of attention for both the Committee and the Board of Directors.

Other areas of performance such as cancer, referral to treatment times and Commissioning for Quality and Innovation (CQUIN) continued to be monitored by the Committee. The key for the remainder of the financial year would be to manage any emerging risks to ensure delivery of the plans.

## **REPORTS FROM THE EXECUTIVE DIRECTORS**

### **2018/69 CURRENT (SEPTEMBER 2018) FINANCIAL POSITION**

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

Mr Sheppard indicated that as at the end of August 2018 there was a favourable financial position of £195k against the plan. The forecast remained that the financial plan would be delivered by the year end.

Therefore focus remained on understanding the risks for the remainder of the year, and ensuring mitigating actions were put in place.

With regard to the cost improvement programme, currently savings of circa £10m had been achieved against the target of £9.7m. This not only supported the current financial year but also moving into 2019/2020.

Whilst the capital programme was currently underspending, an updated profile would be considered by the October Finance and Performance Committee.

In conclusion, Mr Sheppard confirmed that currently the Trust remained on track with regard to delivery of the financial plan.

Mr Sheppard took the opportunity to remind Governors that he would be providing a session on NHS finances on 21 November as part of the Governor training programme.

**2018/70**

### **2018/19 QUALITY REPORT AND 2019/20 PRIORITIES**

The Council of Governors welcomed to the meeting the Quality Governance, Compliance and Risk Manager to discuss the 2018/19 quality report and the 2019/20 priorities.

Mrs Rolfe outlined the priorities for 2018/19 and those for 2019/20 which had been identified following consultation. Although it was noted that these could be subject to further change as a result of the Care Quality Commission inspection report.

Detailed within the report were the areas proposed by the Chief Nurse which the Council of Governors may wish to consider as their local indicator to be externally reviewed as part of the production of the annual Quality Report. In order to support the Governors in their selection, performance data for each potential indicator had been provided in the appendix to the report.

As the Governors did not have a consensus as to their chosen local indicator, it was agreed that the matter would be further considered at the Governors Forum on 21 November. Following this session, to which Mrs Rolfe would be invited to support the discussion, the chosen local indicator would be communicated to the interim Chief Nurse and formally reported to the January 2019 Council of Governors for formal approval.

#### **ACTION – Lead Governor**

The Council of Governors had previously selected local indicator of DNACPR and Mental Capacity Act (MCA) for external audit as part of the mandatory review of the 2016/17 Quality Report but due to insufficient information being available for the full 12-month period it had been necessary for the Council of Governors to select another indicator for review. However, the Council of Governors had requested at that time to be kept informed of progress on this particular issue. As the last update had been in July 2017 (minute 2017/48) it was agreed that the latest position would be provided to the January 2019 meeting.

#### **ACTION – Interim Medical Director**

The Council of Governors noted the report.

## **GOVERNOR REGULATORY AND STATUTORY REQUIREMENTS**

### **2018/71 TRUST CONSTITUTION – REVIEWED AND REVISED**

The Council of Governors received the reviewed and revised Trust Constitution which had been considered and approved by the Board of Directors at its meeting on 25 September 2018.

Mrs Reid explained that the Constitution reflected the standard template provided by the regulator, however, the content remained the same as previous versions. The only exception was the staff member and staff governor section.

In order to address the current staff Governor vacancies, it was proposed that the staff membership be modified from the current five constituencies to just one staff constituency. The number of staff Governors would not change from the current five, the only change would be is that they would be from the one staff constituency.

It was recognised that through the democratic election process, this change could result in colleagues from the same staff profession being over represented. However, it was considered at this time that this would be preferable to the current situation of three staff governor vacancies.

The Council of Governors approved the revised Trust Constitution and in doing so approved the composition of the staff membership and staff Governor Constituencies.

### **2018/72 GOVERNORS STANDING ORDERS – REVIEWED AND REVISED**

The Council of Governors received and approved the reviewed and revised Governors Standing Orders.

### **2018/73 COMPANY SECRETARY REPORT**

The Council of Governors received and noted the Company Secretary Report presented by the Head of Governance.

Mrs Reid highlighted the new arrangements with regard to provision of Governor training, which would be timed to coincide with the Governors Forum in order to maximise attendance.

Topics covering finance and governance were already scheduled. Any additional topics Governors wished to be included as part of the programme were to be communicated to the Director of Corporate Affairs.

Mr Rimmer, indicated that he would encourage all Governors to attend the training provided by the Trust.

Additionally, the Council of Governors indicated their support to the proposal that an externally facilitated half-day session on public and member engagement be arranged. This session could potentially be opened to Governors from one other Trust, as a means of sharing the costs.

The report documented the survey undertaken by NHS England regarding the publication by Trusts of their register of staff interests. This was a requirement as part of NHS England's Conflict of interest guidance and also a contractual obligation. Mrs Reid confirmed that the Trust was amongst the 5% of acute trusts complying with the requirement to publish.

With regard to the ICS, Mr Rimmer questioned the position in relation to Governor participation in the ICS arrangements. Mr Havenhand confirmed that governance discussions remained ongoing, which included the role for the Governors.

The Council of Governors noted the Company Secretary report.

## **ITEMS FOR INFORMATION**

### **2018/74 INTEGRATED PERFORMANCE REPORT (JUNE 2018)**

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

The integrated performance dashboard summarised the areas of top achievements, in addition to those most deteriorated. This information was considered on a monthly basis by both the Board of Directors and the Finance and Performance Committee.

With regard to the delayed transfer of care, which was one of the most deteriorated areas, it was noted that Mrs Barnett continued to work in conjunction with colleagues from the local authority and clinical commissioning group to improve the pathway.

### **2018/75 FEEDBACK FROM GOVERNORS SURGERY**

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

## **COUNCIL OF GOVERNORS GOVERNANCE**

### **2018/76 ISSUES TO BE ESCALATED TO BOARD OF DIRECTORS**

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

At this point the Chief Executive took the opportunity to update the Council of Governors on the unannounced focussed inspection undertaken by the Care Quality Commission (CQC) in July 2018.

Mrs Barnett indicated that the report had been published by the CQC earlier in the day. A number of actions had been put into place to address the matters raised during the July visit.

The core services inspection had been undertaken between 25 and 27 September 2018. During this inspection, the areas forming the July inspection had been revisited. Whilst it had been acknowledged that progress had been made, it had not been sufficient for the CQC with a number of concerns still remaining.

As a result the CQC had placed a requirement notice on the Trust's licence.

The well-led element of the inspection would be undertaken 22 – 24 October. With further opportunities for the CQC to undertake unannounced visits.

A draft report from the September and October elements of the inspection would be provided for factual accuracy checks towards the end of the calendar year, with formal publication expected in the New Year.

The Council of Governors noted the update.

**2018/77**      **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.

**2018/78**      **QUESTIONS FROM ANY MEMBER OF THE PUBLIC PRESENT AT THE MEETING**

At this point, the Chairman informed the Council of Governors that observing the meeting had been a representative from the organisation who had been commissioned by the Trust to undertake an external well-led governance review.

Such external reviews, the detail for which was documented in section four of the Company Secretary Report, were periodically required by the regulator.

**2018/79**      **CLOSE OF MEETING**

The next meeting of the Council of Governors would be held on **Tuesday** 15 January 2019.

Prior to formally closing the meeting Mr Havenhand informed the Council of Governors that Mrs Carole Haywood had recently left the employment of the Rotherham Partnership and therefore had relinquished her role as Partner Governor.

On behalf of the Council of Governors, Mr Havenhand wished to place on record the Trust's appreciation for Mrs Haywood's contributions and the valuable link she provided between the Trust and the Rotherham Partnership.

Martin Havenhand  
Chairman

APPROVED