

**MINUTES OF THE MEETING OF THE COUNCIL OF GOVERNORS  
HELD ON WEDNESDAY 17 JULY 2019  
IN THE BOARDROOM, LEVEL D**

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

**Public Governors:** Mrs J Dalton, Public Governor Rother Valley South  
Mrs M Gambles, Public Governor Rotherham South  
Mr G Jenkinson, Public Governor Wentworth Valley  
Mrs H Littlewood, Public Governor Rother Valley West  
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  
Mr A A Zaidi, Public Governor Rotherham South

**Staff Governors:** Mr C Bott, Staff Governor  
Mr O Dickinson, Staff Governor  
Dr J McDonough, Staff Governor  
Dr A Mellor, Staff Governor

**Partner Governors:** Mrs J Flanagan, Partner Governor Voluntary Action Rotherham  
Cllr P Jarvis, Partner Governor RMBC  
Dr J Lidster, Partner Governor Sheffield Hallam University

**Apologies:** Mr Shakoor Adalat, REMA  
Mrs J Lovett, Staff Governor

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

Mr J Barnes, Non-Executive Director  
Mrs H Craven, Non-Executive Director  
Mr M Edgell, Non-Executive Director  
Dr C Gardner, Medical Director  
Ms L Hagger, Non-Executive Director  
Dr D Hannah, Non-Executive Director  
Mr B Mellor, Non-Executive Director  
Ms A Milanec, Director of Corporate Affairs/Company Secretary  
Mr C Preston, Interim Deputy Chief Executive  
Mr M Smith, Non-Executive Director

**Observers:** Three members of the Public



2019/54

## **CHAIRMAN'S REPORT**

The Council of Governors received and noted the Chairman's Report.

Mr Havenhand thanked colleagues for their attendance at the training session facilitated by NHS Providers in July. The session had resulted in useful discussions regarding engagement with members (staff and public).

Initially, in the short term, it was agreed that a small sub group would be established to look to support the planning of the Annual Members Meeting to be held on 18 September 2019. This would explore opportunities for engagement with members and encourage attendance.

### **ACTION – Director of Corporate Affairs / Company Secretary**

It was confirmed that this group would be the precursor to the establishment of a Governor Membership Group which was one of the outcomes from the training session, with more information on this to be submitted to the October Council of Governors meeting.

### **ACTION – Director of Corporate Affairs / Company Secretary**

The matters raised by the staff governors at the training would be considered at the next meeting held with the Chairman and Chief Executive. Ms Milanec would join this session.

### **ACTION - Chairman**

Mr Rimmer at this point took the opportunity to highlight the dis-satisfaction by the Governors, which was known to also be an issue for the Non-Executive Directors, relating to the Trust's external website. It was agreed that this would be escalated to the Board of Directors. **ACTION - Chairman**

The Council of Governors noted the Chairman's report.

2019/55

## **FIVE YEAR STRATEGY**

The Council of Governors received a short presentation from the Interim Deputy Chief Executive, which outlined the refresh of the Trust's Five Year Strategy (2017 – 2022).

Mr Preston explained that the quarter one refresh had enabled the Trust to:

- Discuss whether the strategic vision remained the same
- Update the narrative to reflect key national policy developments
- Update local developments (including those from the Place and Integrated Care System) which may impact on the organisational strategy

Through the presentation, Council of Governors were reminded of the key contents of the strategy, the organisational vision, mission and values (which remained unchanged), and the strategic objectives (which remained unchanged).

The final slide of the presentation outlined the key amendments proposed as a consequence of the refresh and which would be considered for approval at the 30 July 2019 Board of Directors meeting.

In terms of the key amendments and specifically in relation to the digital sections, in response to a question from one of the Governors, Mr Preston indicated that the focus would be to increase the use of technology. Where possible digital technologies would be used to transform patient pathways, digitalise current systems, resulting in improved services, enhance the reputation of the organisation and ensure resources were efficient.

At this point the Governors raised the matter of delayed discharges, with the specific question being whether technology was available to transmit the medication requirements to the patient's local pharmacy rather than being dispensed by the hospital pharmacy, which led to delays in discharging patients.

Dr Gardner, as lead executive in this area, informed the Council of Governors of the pilot currently underway on two wards relating to electronic prescribing of medications. The intention was that the process would be rolled out to all other wards in September 2019. This was one of a number of measures being established to improve the discharge processes.

It was requested, and agreed, that the Council of Governors would receive an update on the position with regard to patient discharge for the next meeting.

**ACTION – Medical Director / Chief Operating Officer**

It was confirmed that the Five Year Strategy had been developed by the Executive Team in conjunction with the Divisions (2017). The Strategy was one for the whole organisation and had not been developed based upon the views of any one individual. The annual review provided the opportunity to refresh the Strategy based upon emerging national and local factors.

In concluding the discussion, Mr Havenhand indicated that the Trust's review of its Five Year Strategy coincided with a similar one being undertaken by the South Yorkshire and Bassetlaw Integrated Care System. As a result the Trust would be supporting the whole system review and plans for the future.

The Council of Governors noted that the Trust's Five Year Strategy had been reviewed.

2019/56

## **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. Audit Committee (AC)**

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

The Internal Auditor had revisited their review of GDPR (General Data Protection Regulations) which had previously been reported to the

Governors. As a result of the proactive actions taken, the rating had improved from no assurance to limited assurance.

Whilst this was an improved position, this assurance rating in conjunction with the ratings from other reviews during the financial year, had resulted in the overall Head of Internal Audit Opinion being one of limited assurance. This had been disappointing, with the matter having been discussed with the Chief Executive. All parties were focussed on improvement during 2019/20.

From the 2018/19 audit programme the final review, which had been information technology and disaster recovery, had been completed with a reasonable assurance rating.

As previously reported to the Council, the current contract period for both the Internal Auditor and Counter Fraud Services ended in July. A procurement process had been completed for a new contract, with the formal announcement to be made in due course.

## **ii. Audit Committee Annual Report**

The Council of Governors received and noted the Audit Committee Annual Report 2018/19.

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

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

Three specific matters were highlighted to the Council of Governors, namely progress with the Care Quality Commission (CQC) recommendations and actions, the Quality Improvement Priorities (QIP) and the mortality position.

With regard to the CQC actions and recommendations, Mr Edgell reiterated the Trust's vision to be an 'outstanding' organisation in terms of the CQC ratings. Currently, the overall position was one of 'requires improvement' with work continuing to address the seventy four 'must do' and 'should do' actions resulting from the last inspection.

The Committee continued to seek evidence to be assured that actions were implemented as quickly as possible, but to also ensure that they were having the required impact.

Each month the Committee received updates against three of the nine QIP priorities, one from each of the three categories of Patient Safety, Patient Experience and Clinical Effectiveness. The Committee were focussed in ensuring that measurable improvements were made.

Finally, in terms of mortality, the Hospital Standardised Mortality Ratio (HMSR) continued to improve and currently stood at 103.6. However, the Trust was not keeping pace with the national position which had also relatively improved and stood at 92.5.

Additional focus was being given to ensure that appropriate two stage mortality reviews were undertaken to ensure that there was learning following a death.

It was questioned whether deaths in the community soon after discharge formed part of the data. Dr Gardner confirmed that the Summary Hospital-level Mortality Indicator (SHMI) data included those patients who died within 30 days of discharge. However, due to the significant data time lag for SHMI, monitoring and reacting to any trends was difficult. However, should any mortality data suggest an emerging trend it would be investigated.

The Governors asked if the Committee was assured that learning did result from a death. Dr Gardner commented that learning opportunities and their dissemination were monitored by the Clinical Governance Committee, Quality Assurance Committee and Board of Directors. However, he was not fully assured of the process to cascade learning to the Divisions. As such, he would be seeking the establishment of robust governance systems across all areas. To support the position, the Trust would be establishing the independent role of Medical Examiner.

#### **iv. Strategy & Business Planning Committee (SBPC)**

Ms Hagger, as Vice Chair of this Committee, provided a brief summary of recent discussions at the SBPC meeting which she had chaired.

In supporting the unitary Board to improve the planning cycle, the Committee's role was to seek assurance in a number of areas in addition to consideration of such as the Five Year Strategy refresh, which would be a later agenda item.

The Committee had recognised the importance of clinical services to drive and implement organisational strategies and had received a report describing progress in their review.

With regard to Intermediate Care and Reablement as detailed in the report the Committee had considered the outline business case for the Trust's element of the Rotherham Place proposal to support the 'home first' ethos and improve utilisation of community services. Mr Preston confirmed that he understood that consultation had been undertaken through the Rotherham Place.

In response to a comment from one of the Staff Governors, Mr Preston would investigate further the potential matter of patients living in the outer edges of Rotherham, but who were served by neighbouring local authorities as to any implications resulting from these new arrangements to ensure that they were not disadvantaged. **ACTION – Interim Deputy Chief Executive**

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

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

The specific matters highlighted to the Council of Governors were cancer targets, the business planning process, Quality Improvement Priorities, four hour wait, waiting lists and efficiencies.

With regard to the cancer targets, recent performance had deteriorated, however the Committee had been assured that action had been taken which was resulting in improved performance.

The business planning process continued to be robustly monitored as were the quality improvement priorities linked to contractual matters.

As one of the pilot sites testing potential new measures for performance in the Emergency Department current focus had been on patient safety and streaming of patients. As such the Committee was being kept apprised of the new measures.

Additionally, the Committee continued to monitor the overall numbers of patients on the waiting lists and achievement of the 18 week referral to treatment time.

The cost improvement programme, in addition to other efficiency targets continued to be assessed. Of particular note were the efficiencies which had been achieved in Pharmacy, which had resulted in the Trust receiving commendations for its achievements in aseptic and bio-similar medicines.

At this point of the meeting Mr Zaidi, wished to raise a matter which encompassed both quality and finance/performance which related to the electronic appointments system. As the issues were multi-faceted, Mr Zaidi was requested to provide the information in writing to Ms Milanec in order that there was a clear understanding of the issues being raised.

**ACTION – Mr Zaidi**

## **REPORTS FROM THE EXECUTIVE DIRECTORS**

### **2019/57 FINANCE REPORT**

The Council of Governors received and noted the month two finance report which had been presented to the June 2019 Board of Directors meeting, with Mrs Craven providing a précis of the position from the detail within the report.

## **GOVERNOR REGULATORY AND STATUTORY REQUIREMENTS**

### **2019/58 INDEPENDENT AUDITORS REPORT TO COUNCIL OF GOVERNORS ON THE FINANCIAL STATEMENTS**

The Council of Governors received and noted the independent auditors report on the 2018/19 financial statements.

Mr Havenhand confirmed that any matters raised as part of the review by the External Auditors had been addressed. Should any Governor have any concerns or any further questions on the report they were requested to contact Ms Milanec.

**ACTION – Governors**

**2019/59**      **INDEPENDENT AUDITORS REPORT TO COUNCIL OF GOVERNORS ON THE ANNUAL QUALITY REPORT**

The Council of Governors received and noted the independent auditors report on the 2018/19 Annual Quality Report.

Should any Governor have any concerns or any further questions on the report they were requested to contact Ms Milanec.      **ACTION – Governors**

**2019/60**      **LEAD GOVERNOR APPOINTMENT**

*Mr Rimmer declared an interest in relation to this agenda item.*

The Council of Governors received the report which outlined the annual process undertaken to appoint the Lead Governor from one of the Public Governors.

The Council of Governors approved the appointment of Mr Rimmer as lead Governor until 31 May 2020.

**2019/61**      **COMPANY SECRETARY REPORT**

The Council of Governors received and noted the Company Secretary Report presented by Ms Milanec.

As documented within the report the 2019 Governor elections had concluded with the new Public and Staff Governors, with this being their first meeting.

Whilst the elections had been successful in terms of the Staff Governors with all seats now being filled, there remained a number of vacant Public seats.

Currently, public constituencies were based upon the local authority area assemblies; however it was noted that proposed new ward boundaries would come into effect in 2020. Whilst it was anticipated that as a result of improving engagement with the membership may lead to opportunities to promote the role of Governor and therefore lead to potential governors standing in future elections, the way forward would need to be considered.

Ms Milanec agreed to provide for the October 2019 meeting options and any legal considerations in respect of changing the public constituencies to address the vacancies in this class.

**ACTION – Director of Corporate Services / Company Secretary**

Ms Milanec confirmed that the matters raised and suggestions made by the Staff Governors at the external training in July would be further considered, with feedback to be provided at the next staff Governors meeting with the Chairman and Chief Executive.

**ACTION – Director of Corporate Services / Company Secretary**

The Council of Governors noted the Company Secretary report with any further questions to be directed to Ms Milanec outside the meeting.

The Council of Governors received the report which detailed the discussions held by the Governors Nominations Committee at their meeting on 24 June 2019.

Mr Havenhand confirmed that the review of performance for 2018/19 and objective setting for 2019/20 had been completed for all Non-Executive Directors (NEDs), including the Chairman.

Following the NED appraisals the Governors Nomination Committee had considered the terms of office for each NED, with the following recommendations to the Council of Governors:

- Joe Barnes be offered a further one year term of office from 26.09.2019 to 30.09.2020
- Heather Craven be offered a further three year term of office from 17.02.2020 to 28.02.2023
- Mark Edgell be offered the one year extension until 31.05.2020 as previously agreed by the Council of Governors (minute 2017/69i) on the conclusion of a satisfactory annual review in 2019.
- Additionally, Mr Edgell would be offered a further extension, subject to annual review from 01.06.2020 to 31.05.2021.
- Lynn Hagger be offered a further two year term, subject to annual review, from 01.10.2019 to 30.09.2021.
- Barry Mellor be offered a short (two week) extension until 30.09.2019 at which point his term of office would conclude.
- David Hannah be offered a short (two weeks) extension until 31.01.2020 at which point his term of office would conclude. However, depending on the outcome of the NED recruitment process and subject to discussion and approvals by the Council of Governors, this could be extended to 31.03.2020

The Council of Governors approved the terms of office as outlined above.

The Council of Governors ratified the approach agreed by the Governors Nomination Committee with regard to the revised recruitment process for two new Non-Executive Directors in order to refresh the Board of Directors.

As detailed within the report, as a result of the special arrangements for part time office holders being removed by HMRC, the Council of Governors agreed that the NEDs Terms and Conditions letter would be amended to reflect the changes.

The Council of Governors noted the report from the Governors Nomination Committee, and gave their approval to the matters documented in these minutes.

As this would be the last meeting for Mr Mellor, the Chairman on behalf of the Council of Governors wished to place on record appreciation for the contributions from Mr Mellor during his time in office.

## **ITEMS FOR INFORMATION**

### **2019/63 INTEGRATED PERFORMANCE REPORT**

The Council of Governors received and noted the Integrated Performance Report which had been considered at the June 2019 Board of Directors meeting.

### **2019/64 FEEDBACK FROM GOVERNORS SURGERY**

The Council of Governors received and noted the feedback gathered by the Governors at their June 2019 Governors Surgery.

The Chairman acknowledged the organisations appreciation to the Governors in gathering the views from service users and it would be important that the loop in relation to any appropriate matters was closed.

#### **Post meeting note**

It was confirmed that the feedback from the Governors Surgery formed part of the quarterly Patient Experience Report which was considered by the Patient Experience Group, Clinical Governance Committee and Quality Assurance Committee. Action was taken to address any specific issues which had been raised during the surgery, however based upon feedback from recent surgeries, this had not been necessary.

### **2019/65 GOVERNORS NOMINATION COMMITTEE MINUTES**

The Council of Governors received the approved minutes from the Governors Nomination Committee held on 8<sup>th</sup> February 2019.

### **2019/66 CHARITY REPORT**

The Council of Governors received and noted for information, the Rotherham Hospital and Community Charity Report.

Mr Mellor, as Non-Executive Director Chair of the Charitable Funds Committee, took the opportunity to briefly outline that during 2018/19 circa £131,000 had been donated to the Charity. The report continued to detail the areas of expenditure during the year and provided some examples, through case studies, of the benefits which had resulted for patients as a result of the donations.

Mr Havenhand placed on record his appreciation to Mr Mellor for championing the work of the Charity.

## **COUNCIL OF GOVERNORS GOVERNANCE**

### **2019/67 ISSUES TO BE ESCALATED TO BOARD OF DIRECTORS**

The only matter to be escalated to the Board of Directors would be the Trust external website as documented under minute 2019/54.

**2019/68**      **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.

**2019/69**      **QUESTIONS FROM ANY MEMBER OF THE PUBLIC PRESENT AT THE MEETING**

At this point, the Chairman opened the meeting to any questions relating to any agenda item, from those observing the meeting.

Whilst not a matter which had been discussed, the closure of inpatient beds at Breathing Space was raised.

The Medical Director confirmed that the decision to close beds had been taken by the Chief Nurse and himself in conjunction with the Executive Team on the basis of ongoing staffing shortages.

Due to the timing, and the requirement to react quickly in the interest of patient safety, it had been necessary to temporarily close the inpatient beds at the facility. However, the beds had been reallocated on the main hospital site.

Whilst there had not been the ability to consult with staff in advance, the Chief Nurse, Medical Director and a number of colleagues did meet with staff at the earliest opportunity to outline the decision and proposed actions.

Whilst some staff had no doubt found the decision challenging, 1-1 support had been made available to enable colleagues where possible to find suitable roles either at Breathing Space, or supported to transfer to the acute site.

**2019/70**      **CLOSE OF MEETING**

The next meeting of the Council of Governors would be held on Wednesday 16 October 2019.

Martin Havenhand  
Chairman