

**Council of Governors Meeting**  
**Minutes of the Meeting held in Public**  
**Thursday, 21 January 2016**  
**at 5.30am in the Post Graduate Lecture Hall, Leighton Hospital, Crewe**

**Present**

Mr D Dunn	Chairman
Mrs J Ollier	Public Governor (Congleton)
Mrs B Beadle	Public Governor (Crewe and Nantwich)
Mrs C Cooper	Public Governor (Crewe and Nantwich)
Mr J Park	Public Governor (Crewe and Nantwich)
Mrs J Roach	Public Governor (Crewe and Nantwich)
Dr K Birch	Public Governor (Vale Royal)
Mr M Hadfield	Public Governor (Vale Royal)
Mr C Betteley	Patient and Carer Governor
Mr J Lyons	Patient and Carer Governor
Mrs I Vickers	Patient and Carer Governor
Mrs G Philips	Patient and Carer Governor
Mrs P Psaila	Patient and Carer Governor
Mr R Stafford	Patient and Carer Governor (up to CoG/16/01/14)
Mr P Colman	Partnership Governor (Congleton, South Cheshire and Warrington Chamber of Commerce)
Cllr J Clowes	Partnership Governor (Cheshire East Council) (up to CoG/16/01/15)
Mr N Fowler	Partnership Governor (Manchester Metropolitan University)
Mr J Griffiths	Partnership Governor (Vale Royal Clinical Commissioning Group)
Ms C Birch	Staff Governor
Ms A Cunningham	Staff Governor
Mrs E Price	Staff Governor
Dr R Okell	Staff Governor
Mr R Platt	Staff Governor
Mr A Ritchings	Staff Governor
Mrs L Lakey	Volunteer Governor

**In attendance**

Mrs R McNeil	Non-executive Director (up to item CoG/16/01/17)
Mr J Barnes	Non-executive Director (up to item CoG/16/01/17)
Mr M Davis	Non-executive Director (up to item CoG/16/01/17)
Mr D Hopewell	Non-executive Director (up to item CoG/16/01/17)
Mr J Church	Non-executive Director (up to item CoG/16/01/17)
Mrs T Bullock	Chief Executive (up to item CoG/16/01/17)
Dr P Dodds	Medical Director/Deputy Chief Executive (up to item CoG/16/01/17)
Mr M Oldham	Director of Finance and Strategic Planning (up to item CoG/16/01/17)
Ms L Hughes	Interim Trust Secretary

**CoG16/01/1 Welcome and Apologies for Absence**

- 1.1 The Chairman welcomed everyone to the meeting.
- 1.2 Apologies for absence had been received from, Dr A Wilson, N Fowler, N Harris, Dame P Bacon, D Frodsham, W Marston and A Lynch.

**CoG16/01/2 Minutes of the last meeting**

- 2.1 **Resolved:** Minutes of the last meeting held on 22 October 2015 were accepted as an accurate reflection.

**CoG16/01/3 Minutes of Extra Ordinary meeting**

- 3.1 **Resolved:** Minutes of the Extra Ordinary meeting held on 15 December 2015 were accepted as an accurate reflection.

**CoG16/01/4 Matters Arising and Action Update**

- 4.1 **Matters Arising** from the last meeting held on 22 October 2015 - *CoG15/10/9 'Membership and Communication Committee Terms of Reference*. In response to the Chairman's request Mr J Park, Chair of the Membership and Communications Committee agreed to ensure that the Terms of Reference were reviewed at least annually going forward.  
**ACTION (J Park)**

- 4.2 Update on Actions from the previous meeting were noted.

**CoG16/01/5 Interests to Declare**

- 5.1 There were no new interests to declare.
- 5.2 Mr D Hopewell declared an interest to item 6. on the agenda 'Nomination and Remuneration Committee meeting'. It was agreed that Mr Hopewell would leave the meeting when this item was discussed.
- 5.3 **Resolved:** the interest declared was noted.

**CoG16/01/6 Chairman's Report**

- 6.1 The Chairman provided a verbal report.

**NHS Providers Chair Meeting** – it was noted that the NHS Providers Chairs' meeting was most productive with updates received from the Lord Carter Review which enabled detailed discussions on NHS funding and the NHS economy nationally and regionally.

**Non-executive Director and Governor Meetings** – it was noted that the dates for the Non-executive Director and Governor meetings had been scheduled up until the end of March 2017.

**Stakeholder meetings** – it was noted that the Chairman had met with a number of key stakeholders since the last meeting as well as Non-executive Director's attendance at the Trust's Clinical Commissioning Group's Governing Body meetings.

**Governor One to One Review meetings** – it was noted that the Chairman would invite Governors to meet with him on a one to one basis before the next Council of Governor meeting.

6.2 **Resolved:** the Chairman's Report was noted.

*Mr D Hopewell left the meeting.*

#### **CoG16/01/7 Nomination and Remuneration Committee**

7.1 The Chairman reported that the Nomination and Remuneration Committee members had been involved with the recent Non-executive Director recruitment campaign. The Trust had commissioned Hays Recruitment to assist them with finding a suitable Non-executive Director who had a professional accountancy qualification due to Mr D Hopewell's term of office ending at the end of January 2016.

7.2 It was noted that Hays Recruitment had conducted a thorough process and Governors from the Nomination and Remuneration Committee were fully involved with the shortlisting and interviews.

7.3 On 14 January 2016 interviews were held and the panel unanimously agreed to re-appoint Mr D Hopewell for a final three year term of office. The panel discussed the tenure which Mr D Hopewell had completed at the Trust which commenced in 2007 and the 'independence' test outlined within Monitor's Governance Code but the panel agreed that Mr D Hopewell is independent in his judgement and his expertise was most respected and valued.

7.4 Mr J Lyons, Lead Governor explained that when the recruitment campaign first commenced there was discussion and debate with regards to Mr D Hopewell's 'independence' as a result of his length of office being longer than the corporate governance code recommendations. He highlighted that throughout the recruitment process it was found that Mr D Hopewell was by far exceptional in comparison to other candidates.

7.5 Following discussion the Council of Governors unanimously ratified the decision of the Nomination and Remuneration Committee to re-appoint Mr D Hopewell for a 'final' three years term of office as a Non-executive Director of the Trust.

7.6 **Resolved:** i) the Nomination and Remuneration Committee update from the Non-executive Directors interviews held on 14 January 2016 was noted; and  
ii) Mr D Hopewell's re-appointment as Non-executive Director for a 'final' three years term of office was unanimously ratified.

*Mr D Hopewell returned to the meeting.*

#### **CoG16/01/8 Proposed Amendment to Mid Cheshire NHS Foundation Trust Constitution**

8.1 Mrs T Bullock spoke to the proposed amendment to the Mid Cheshire NHS Foundation Trust Constitution. She explained that the amendment would enable elections to be held on an annual basis which would reduce costs going forward. It was noted that the Board had approved the amendment to the Trust's Constitution and she recommended to the Council of Governors that this change be made and put to the members at the Annual Members meeting for ratification.

- 8.2 Following discussion the Council of Governors ratified the decision to amend the Constitution for final approval at the Annual Members Meeting in September 2016 by inserting at paragraph 12.5:

*'12.5 Elections for Elected members of the Council of Governors will normally be held annually within a financial year, at a time most appropriate, giving due regard to Governor vacancies.'*

- 8.3 **Resolved:** the amendment to the Trust's Constitution was approved to insert paragraph 12.5 as above for final ratification by members at the Annual Members Meeting in September 2016.

#### **CoG16/01/9 Clinical Services Strategy Day**

- 9.1 The Chairman reported on the Clinical Services Strategy Day held on 20 November 2016 which was well attended by Governors which had been a most productive day.

- 9.2 **Resolved:** the Clinical Services Strategy Day update was noted.

#### **CoG16/01/10 Governor Annual Strategy Event**

- 10.1 The Chairman reported on the Governor Annual Strategy Event which was held on 12 November 2015 which had been very well attended by Governors. Presentations focussed on the review of the Trust's Front of House/Out of Hours services and commencement of the Community Services consultation which was being led by commissioners. It was noted that the presentations initiated detailed discussions and debate.

- 10.2 **Resolved:** the Governor Annual Strategy Event update was noted.

#### **CoG16/01/11 Lead Governor Report**

- 11.1 J Lyon's Lead Governor spoke to his report and provided Governors with progress undertaken since the last Council of Governors meeting held in October 2015. He explained that he felt assured that the governance changes made to the Board Committees did not affect Governors' fulfilling their statutory duties. He drew reference to the Executive Group meetings which Governors could observe if they wished to do so and reminded Governors that the dates of those meetings had previously been supplied to them. In addition to the Council of Governors statutory Committees, Governors had the opportunity to participate in patient safety walkarounds, they were provided with copies of Board papers which included up to date performance information which Governors could use to triangulate information when holding Non-executive Directors to account for the performance of the Board.

- 11.2 It was noted that the Dr Jay Bevington, partner at Deloitte had supplied a number of optional dates for the Governor Development Training: 9, 8, 11, 14, 15, 16, 17, 18 May 2016. Governors were asked to forward their preferences to the Interim Trust Secretary by Monday, 25 January 2016 in order that the training event could be confirmed. **ACTION (Governors)**

11.3 Reference was drawn to Appendix 3 of the report which detailed Governor involvement that had taken place since the last meeting: Trust Induction, Patient Safety Walkaround, Council of Governor Agenda Setting Meeting, Governor Only meeting, Health and Wellbeing Annual Fayre, Focus on Winter Pressures presentation, Parent Carer Open Forum, Membership and Communications Committee meetings, Governor Planning Event,

11.4 **Resolved:** the Lead Governor report was noted.

#### **CoG16/01/12 Council of Governor Committees**

##### **12.1 Membership and Communications Committee**

J Park, Chair of the Membership and Communications meeting provided a verbal update on the meeting held on 11 January 2016 and drew reference to the process which had been put in place for members to contact Governors via the Board Secretariat/membership office.

12.2 **Resolved:** i) the verbal update from the Membership and Communication Committee meeting held on 11 January 2016 was noted; and  
ii) the approved minutes of the Membership and Communications Committee held on 14 December 2015 and 19 November 2015 were noted.

#### **CoG16/01/13 Chief Executive Update**

13.1 The Chief Executive provided an update on the Quarter 3 position for the period 1 October 2015 to 31 December 2015 which was discussed in detail.

13.2 Discussion took place around the Trust's operational performance against its mandatory compliance targets. It was noted that with regards to healthcare acquired infections the clostridium difficile position included in the report was awaiting validation at that time.

13.3 In response to Mrs I Vicker's query with regards to the bed position and if ambulances would be diverted to other hospital providers. The Chief Executive explained that Leighton hospital was very busy at that time but it was unlikely that patients would be diverted to alternative hospital providers.

13.4 In response to Mr J Lyons query with regards to critical care bed availability, the Chief Executive explained that there were a small numbers of critical care beds available at that time at Leighton Hospital.

13.5 Reference was drawn to the financial position and it was noted that the Trust's cash position was anticipated to be unsustainable in the new financial year from April 2016 and the Trust would require financial support with regards to its working capital. It was noted that the Trust was in discussion with Monitor over that.

13.6 The Chief Executive explained that the Trust was working with local key stakeholders to develop a five year forward plan with the aim of bringing the local health economy into financial balance. It was noted that in order to improve economy of scale the local health economy footprint was anticipated to be increased.

- 13.7 Mr M Hadfield queried if any discussions had taken place with the Trust's suppliers to extend the length of time invoices are paid. In response to that the Chief Executive explained that invoices were planned to be paid within 30 days in line Monitor's targets.
- 13.8 Mrs J Ollier queried if there were any plans to centralise procurement to improve efficiencies. In response to that the Chief Executive explained that Lord Carter's review had recommended a number of changes to improve efficiencies. The Trust planned to evaluate its processes against the recommendations within Lord Carter's report to ascertain any areas of improvements.
- 13.9 Mr J Park queried if the Trust was making any investments with the aim of realising savings. In response to that the Chief Executive explained that the Trust has established there are areas which could benefit from investment to save going forward but it would require a large amount of capital investment in information technology. The Chairman explained that Lord Carter had highlighted information technology to drive efficiencies across the health care sector.
- 13.10 Reference was drawn to the Junior Doctors strike planned to take place on 10 February 2016 and the Trust's contingency plans which were in place.
- 13.11 The Chief Executive explained that the format of the report which was presented to the Council of Governors was different from other reports presented to the Board and Board Committees. Following discussion it was agreed that a change to the format of the report would be acceptable to Governors.
- 13.12 **Resolved:** the Chief Executive update was noted.

*Mr R Stafford left the meeting.*

#### **CoG/16/01/14 Governor Topic (Mortality Update)**

- 14.1 In response to Governors' request Dr P Dodds delivered a presentation. He drew reference to the Trust's mortality position and how it had improved since 2012/13 and the review which had taken place in February 2014 by Advanced Quality Alliance (Aqua) which included the following aims: Mid Cheshire Hospital NHS Foundation Trust will reduce its mortality rates a) by a quarter on quarter reduction in the number of excess deaths; and b) to 'as expected' as measured by the Summary Hospital Mortality Indicator (SHMI) by April 2015.
- 14.2 The multi-disciplinary teams that had worked to develop, implement and monitor plans were noted and how the Trust put mechanisms in place to learn from investigations of mortality rates whilst they ensured lessons learnt were shared across the Trust. It was noted that undertaking the exercises found that the following went well: multi-disciplinary organisation engagement/ownership; weekly case note reviews; mortality workshops; quality improvement training/projects; clinical leadership development programme. The next steps agreed at that time were noted to be: to refresh the Quality and Safety Improvement Strategy; delivery 'sign up to safety campaign' pledges; train cohort of primary/secondary care clinicians in quality

improvement methodology; move towards implementation of Electronic Patient Records.

- 14.3 It was noted that the Trust HSMR position had significantly improved over the past few years due to hard work and commitment of staff.
- 14.4 Councillor Clowes complimented the Trust on its achievements and welcomed the presentation being provided to the Joint Overview and Scrutiny Committee in the future.
- 14.5 In response to Mr J Lyon's query, Dr P Dodds explained that nationally Gastroenterology was under pressure and the Trust was looking at alternative methods of service delivery.
- 14.6 **Resolved:** the Mortality update was noted.

*Councillor Clowes left the meeting.*

#### **CoG/16/01/15 Governors Questions and Non-executive and Executive Director Answer Session**

- 15.1 **Resolved:** It was noted that Governors had no other questions to raise and agreed that all the questions raised by Governors throughout the meeting had been answered.

#### **CoG/16/01/16 Any Other Business**

- 16.1 *Mrs G Philips term of office* - The Chairman reported that Mrs G Philips term of office was due to end on 22 January 2016. On behalf of the Council of Governors he thanked Mrs G Philips for her hard work and commitment during the time she had served as a Governor.
- 16.2 *Car Parking* – Mrs L Lakey queried if it would be possible for car parking bays to be put in place for Oncology out-patients. Dr P Dodds explained that it was not feasible to provide specific parking for Oncology out-patients but it was noted that the Trust had submitted a planning application to increase its car parking spaces for patients and staff. In the interim period it was noted that if there were any patients that encountered difficulties finding a car parking space Security would assist them to find a suitable car parking space.
- 16.3 *Central Cheshire Systems Resilience Hack Event* – Mr J Griffiths explained that the CCG were holding a Central Cheshire Systems Resilience Hack event and welcomed attendance. It was agreed Mr J Griffiths would provide details of the event to the Interim Trust Secretary who would then circulate to Governors. **ACTION (Mr J Griffiths/Interim Trust Secretary)**

*Executive and Non-executive Directors left the meeting.*

#### **CoG/16/01/17 Evaluation of Meeting**

- 17.1 The Chairman met with Governors in order to evaluate the meeting. It was noted that the format of the agenda was agreed to be most effective to allow time to enable discussion and debate.

- 17.2 Dr K Birch highlighted that the information included within the Chief Executive's report was most valuable which Initiated detailed discussion and gave the Governors the opportunity to hold Non-executive Directors to account for the performance of the Trust and gain assurances.
- 17.3 Mrs J Ollier explained that when Governors participated in the Patient Safety Walkarounds feedback is not shared with Governors on action plans and action progress. It was noted this would be discussed further at the Governor Development training event which would be facilitated by Dr J Bevington from Deloitte.

**CoG/16/01/18 Date and Time of Next Meeting**

- 18.1 The next meeting was scheduled to take place on Thursday, 21 April 2016 at 5.30pm in the Post Graduate Lecture Hall, Leighton Hospital, Crewe.