

Council of Governors

**Minutes of the meeting held at 5.30pm on
Thursday 28 July 2011, in Public, at
Post Graduate Medical Centre, Leighton Hospital**

PRESENT

Mr John Moran	<i>in the chair</i>	
Mr Donald Bone	Mrs Christine Cooper	Ms A Cunningham
Mr Kevin Dawson	Mr Nigel Dibben	Mr John Dunning
Cllr Dorothy Flude	Mr Stuart Gray	Dr Jonathan Griffiths
Mr Michael Hadfield	Dr Colin Hopkins	Mr John Lyons
Mr Harry Mawdsley	Mr Peter Nimmo	Mr Jerry Park
Mr Andrew Ritchings	Mrs Jane Smart	Mr David Speak
Mrs Pat Stalker	Mr Brian Walton	Mrs Heather Williams
Dr Neil Paul		

IN ATTENDANCE

Mrs R Alcock	Director Workforce & Organisational Development
Mrs T Bullock	Chief Executive
Mr M Chandler	Non-Executive Director
Mr W Craig	Non-Executive Director
Mrs V Godfrey	Non-Executive Director
Mr D Hopewell	Non-Executive Director
Mr M Oldham	Director of Finance & Strategic Planning
Ms Nikki Phillips	Executive Assistant
Mrs J Smith	Director of Nursing & Quality
Dr A Wood	Non-Executive Director

APOLOGIES FOR ABSENCE

Mrs Gill Fairhurst	Dr Paul Dodds	Mrs Joanne Falkland
Mr Norman Harris	Mr Dennis Dunn	Dr Joss West-Burnham
Mr Derek Amson	Cllr Eveleigh Moore Dutton	

The Chairman opened the meeting welcoming Councillors Dorothy Flude, representing Cheshire East and Eveleigh Moore-Dutton, representing Cheshire West and Chester to the Board of Governors, noting that Councillor Eveleigh Moore-Dutton was unable to attend the meeting.

GOVERNORS' INTERESTS

No Governor declared, or has declared, any change to his/her interests since the previous meeting of the Council.

MINUTES OF THE LAST MEETING

After discussion, it was

Resolved

- **To approve the minutes as an accurate record of the meeting held on 14 April 2011 subject to noting:**
 - Under item CoG 11.47 *Equality & Diversity Committee – 24 November 2010, 24 January and 15 March 2011*, Mr Park noted that it should read “Mrs Alcock advised that the Disability Access Audit was to be discussed between Senior Managers and herself.”

MATTERS ARISING FROM PREVIOUS MINUTES

The Chairman noted that all matters arising were agenda items.

CHAIRMAN’S REPORT

CoG11.49 **Media Coverage**

The Chairman referred Council to his recent report on media coverage and apologised that information was not made available to the Governors prior to this coverage.

CoG11.50 **Lead Governor Election**

The Chairman noted that Mr John Lyons had been successfully elected as Lead Governor and asked the Council for ratification. Mr Gray proposed the result be accepted by Council and this was seconded by Mr Dunning. Council agreed to Mr Lyons’ appointment.

Mr Park enquired that in light of Mr Lyons new appointment whether his membership of three committees was appropriate. Mr Lyons explained that he was happy to continue with this membership and Council signified it was happy for Mr Lyons to remain on these committees.

CoG11.51 **Health and Social Care Bill**

The Chairman outlined the changing role of Monitor following the Listening Exercise, explaining that they will not be promoting competition as an end in itself but will promote integration and collaboration. The Chairman also outlined that monitoring of compliance by the Governors would now not be until 2016.

CoG11.52 Theatre Rebuild

The Chairman invited Council to nominate two Governors to sit on the committee formed to develop this workstream. Mrs Bullock explained that was a significant capital investment and a business case would be presented to the Board of Directors at the end of the year. As such the Trust recognised the importance of Governor involvement. Mrs Williams and Mr Dibben agreed to sit on the committee.

CoG11.53 Committee Membership

The Chairman asked Council to approve the membership of the various Committees set out in the paper circulated in advance of the meeting. Mr Hopkins noted that two further Governors were required for the Clinical Services Strategy and Mr Lyons and Mr Gray volunteered.

CoG11.54 National Survey of Governors

The Chairman explained that Dr Wood would look at the correlation with the internal survey the Council has completed and Nikki Phillips would also look into the best practice suggestions for Governor development.

CoG11.55 Governor Engagement

The Chairman explained that this documentation will be considered by the Membership and Communication Committee on behalf of the Council of Governors.

CoG11.56 Annual Members Meeting

The Chairman noted that the Annual Members Meeting would take place on 28th September 2011 in the early evening in the Post Graduate Medical Centre. A discussion was held on encouraging members to attend the event. Mr Nimmo raised the issue of car parking charges on site influencing attendance at meetings.

Following an enquiry from Mr Hadfield regarding the need to contact all members, the Chairman explained that this would be discussed later in the agenda under changes to the constitution. The event is to be publicised in the Newsletter, adverts in the local press and posters in the hospital and other public places to be determined.

CoG11.57 Governor Profiles

The Chairman reminded all Governors to send their profiles to Miss Phillips.

Resolved

- **To approve the appointment of Mr Lyons as Lead Governor with membership on three Governor Committees**
- **To agree that Mrs Williams and Mr Dibben are Governor Representatives on the Theatre Rebuild project**
- **To agree the Governor Committee Membership as set out**
- **To agree that Mr Lyons and Mr Gray attend the Clinical Services Strategy events with Mr Hopkins**
- **To note the Chairman's Report**

LEAD GOVERNOR REPORT

Mr Lyons thanked the Council for the confirmation of his appointment and recorded his thanks and gratitude to Tracy Ames for her time as Lead Governor. Mr Lyons gave an outline of his view of the role of Lead Governor.

Mrs Smart thanked both Mr Lyons and Mrs Cooper for standing for election as Lead Governor.

Resolved

- **To note the report**

AUDIT ASSURANCE FROM DELOITTE IN RESPECT OF THE ANNUAL REPORT AND QUALITY ACCOUNTS

The Annual Report and Accounts for the year to March 2011, including the Quality Accounts were previously circulated with the agenda together with the auditors report and a report specifically connected with assurance regarding data provenance in relation to the three chosen measures in the Quality Accounts, as part of the Annual Report.

A presentation was given by Mr Nigel Gloudon and Ms Emma Foreman of Deloitte, outlining the external audit report assurances. It was noted that overall three "green" assurances were provided in respect of data provenance in the Quality Accounts for MRSA, the 62 day Cancer wait period and mortality. The report noted areas of good practice and the areas with recommendations for improvement. Ms Foreman thanked the Board of Directors and the Trust Staff for their support with the work.

Following an enquiry from Mrs Smart, Ms Foreman noted that it had taken three to four weeks to complete the work and it was noted that it was fundamental to ensure a consistent approach was applied across all Trusts. Mr Dawson asked for clarification regarding the recommendation for data to be clear relating to graphs and Ms Foreman stated that the extracted data should have an explanation, for the reader to understand why that particular

set of data had been used. Mr Park asked where the responsibility lies within the Trust to ensure that the recommendations in the report are implemented and Mrs Bullock explained that this was with the Chief Operating Officer.

Following a request from the Chairman, Mr Gloudon confirmed to the Council of Governors that a clean audit opinion was given in respect of the Annual Report and Accounts.

The Chairman reminded Council that the final Annual Report and Accounts including the Quality Accounts had been circulated to Governors with the agenda papers and asked if Governors, whilst Deloitte were still present, had any further questions in respect of this document. The Chairman invited Governors to take hard copies of the published version, which was available at the meeting.

Resolved

- **To note the report**

CHIEF EXECUTIVE'S REPORT

Mrs Bullock explained that following feedback from the Council she had developed the written Chief Executive Briefing note which was circulated in advance of the meeting thus giving Governors adequate time to reflect on the information prepared and therefore to enter into a more detailed discussion at the meeting. Mrs Bullock also apologised for the volume of information sent out to Governors and explained that both the Annual Report and Accounts and the Annual Plan required presenting to the Council and the timings of such meant that both documents were presented at the same meeting.

CoG11.58 Quarter 4 Monitor Governance Rating

Mrs Bullock confirmed that the rating for quarter 4 would be amber/green as a result of not achieving the 62-day cancer target.

CoG11.59 Quarter 1 Monitor Governance Rating

Mrs Bullock explained that the rating for quarter 1 was likely to be amber green, again as a result of the 62 day cancer target. Mrs Bullock highlighted the introduction of a 42 day breach reallocation agreement within the North West which was having a significant impact on the delivery of this standard. The Trust is awaiting confirmation on whether Monitor intends to review the cancer targets against the 62 day National or 42 day Local targets, again outlining the risks for the Trust. Mrs Bullock noted the Trust's positive progress against the four new A&E standards.

CoG11.60 PCT Contract Rebate

Mrs Bullock asked if there were any questions relating to the summary provided in the report. Mr Park enquired about the reduced theatre activity following implementation and Mrs Bullock explained that this could be explained by the increase in theatre sessions from 40 weeks to 52 weeks.

CoG11.61 Board Effectiveness

Mrs Bullock outlined the results of a Board Effectiveness Survey which was undertaken by the Board of Directors, Governors and Staff. Mrs Bullock highlighted key areas for development from the staff and Governor surveys and confirmed that an action plan is being developed which will include a collective review of the staff and in patient surveys, aligning common themes. Mrs Smart asked that the action plan should be presented at the next Council of Governors Meeting.

Mr Lyons noted that frontline staff are often not aware of the key issues facing the Trust. Mrs Alcock explained that following feedback from the staff survey and subsequent Focus Groups that the Board were significantly altering Team Brief and other communication modes within the Trust. This would include issuing the top three important messages on a weekly basis to staff via a Trust Brief, a fortnightly news sheet would be issued with changes for staff to know and a newsletter would be attached to payslips monthly with items that affect people personally and other need to know items. Mrs Bullock also explained that she would be undertaking weekly Chief Executive Updates for staff. Mrs Smart asked that these updates are sent to the Governors.

CoG11.62 Final PCT Contract Position

A detailed summary was provided in the Chief Executive briefing paper and Governors were invited to ask questions or make comment.

Following an enquiry on the re-admission penalty from Mr Dibben, Mrs Bullock explained that this would remain the same. Mr Hopkins asked if there was a proposal for representation of Trust Governors on the Clinical Commissioning Consortia and Mrs Bullock and Dr Griffiths confirmed that nationally it was agreed that there should be patient and public representation on the Clinical Commissioning Consortia.

Mrs Bullock concluded by reiterating that the contract was based on a fair risk sharing agreement that compelled the system to work together effectively to manage services in a manner that was high quality and cost effective to health economy. There

was good evidence that this could be done through the success of a number of current projects that were being delivered between the GPs and MCHFT.

CoG11.63 CQC Unannounced Visit

Mrs Bullock outlined that a draft report had been received, focusing on two areas of privacy and dignity and nutrition. Mrs Bullock was delighted to announce that the report found the Trust was meeting both essential standards with only minor recommendations suggested to maintain the standards. The final report will be circulated to Governors.

CoG11.64 LINKs Enter and View Reports

Mrs Bullock advised that there had now been five visits to the Trust by LINKs to Wards 18, 10, 19, 15 and 4 and asked if there were any questions based on the report summaries outlined in the briefing pack. Mrs Bullock outlined the actions to be taken in respect of the recommendations outlined.

Mr Gray asked if there were set guidelines for groups who visit the Trust and Mrs Bullock confirmed that LINKs members are trained to a National Standard.

Mr Hadfield noted the increase in number of external assessments being undertaken in the Health Service. Mrs Bullock acknowledged that this was the case and outlined that these were intended to provide the public with confidence and assurance.

CoG11.65 Theatre Rebuild

Following a query from Mr Mawdsley regarding the logistics and impact of the theatre rebuild on patients and staff, Mrs Bullock explained that the impact would be unknown until the business case option was agreed. The Business Case will clearly outline a number of options which will include an impact analysis and associated contingencies. Mrs Bullock advised that the Trust would be looking at a significant loan for this project, circa £12M, from the FT Financing Function (FTFF) and that an initial discussion with them had taken place. The FTFF would require a full business case and long term financial model before it could formally give any further consideration. It was agreed that the previously nominated Governors would feedback to the Council in due course.

Resolved

- **To report on the action plan for the Board Effectiveness Survey at the October Council of Governors Meeting TB**

- **Trust Updates to be circulated to the Governors** *NCP and Rob Meadows*
- **CQC Final report to be circulated to Governors** *TB*
- **Feedback on Theatre Rebuild to be provided to Council** *HW and ND*
- **To note the report**

CoG11.66 Proposed Changes to the Constitution

Mrs Alcock gave a presentation to outline the proposed changes to the Constitution as set out in the paper circulated to Council and summarised below.

- Governors appointed by the Primary Care Trust and General Practitioner Leads Group to become Governors each appointed by South Cheshire and Vale Royal Clinical Consortia. This recommendation was approved.
- Qualification for the appointment of Non-Executive Directors. It was noted that to broaden the area for recruitment of NED's the Trust was recommending extending the area boundaries for public members to include the whole of Cheshire East and Cheshire West and Chester

Mr Park enquired about the rationale for extending the boundaries, other than for the employment of Non-Executive Directors and noted that the issue had not been to the Membership and Communication Committee. Dr Paul also questioned whether it was necessary to widen the catchment area for Non Exec eligibility.

Mrs Alcock explained that the range of service collaborations with other Trusts had increased significantly over the previous years, therefore so had the number of patients attending the Trust from outside the current membership area. Mrs Bullock confirmed that from her conversation with CEO's, aspiring Foundation Trusts were developing constitutions with a broader membership area and that a number of existing FTs were in the process of amending their currently considered restrictive constitutions. Mr Park, commented that some Trusts may choose to narrow their membership. The Chairman explained that the desirability of widening the area for NED recruitment had been discussed in the Nominations and Remuneration Committee and if Council were content to make this change the stance regarding membership recruitment in the wider area could be considered by the Membership and Communication

Committee. Mrs Smart commented that she would welcome the widening of the area because at times of promoting membership the current boundaries had sometimes excluded people who would have become a member.

After this debate the Chairman asked Council to indicate by a show of hands those in favour of the proposal to widen the Trust's membership arrangements to include the whole of Cheshire. Council overwhelmingly agreed to the proposal as presented in the paper.

- Members to be over 16 and Governors to be over 18 years of age. Feedback from an Equality Impact Assessment was shared and it was recommended to keep the current age restrictions. It was proposed to invite a Youth Council member to attend the meeting in the same capacity that the Lead Governor attends the Board of Directors meetings. This recommendation was approved
- Changes relating to notification of the Annual Members Meeting were discussed. The recommendation to remove the need to notify each individual member, with additional public notification via the newsletter, posters and press advertising was approved.
- Increasing the number of Governors from three to four Governors on the Nomination and Remuneration Committee as per the Terms of Reference. This recommendation was approved

Resolved

- **To agree the above changes to the constitution**
- **To discuss membership in new boundary areas in Membership and Communication Committee noting that Monitor will need to approve any such changes JS**

CoG11.67 National Inpatient Survey Presentation

Mrs Smith presented the results of the National Inpatient Survey outlining the areas of concern and improvement. The full benchmarked report had been circulated in advance along with a summary describing the methodology and approach. Mrs Smith highlighted the Boards concern as the survey had shown deterioration from the previous year's results. Mrs Smith highlighted what action was already underway and planned and how monitoring and feedback would take place.

Mr Gray asked if the Care Quality Commission have useful benchmarking data or know where there are areas of excellence in other organisations in general. Mrs Bullock noted that the Inpatient Survey was benchmarked but additional information would need to be sourced from national audits undertaken by other organisations.

A discussion was held on the areas of concern including choice of meals, pain management, communication and information for patients. An example of the new bed side booklet was shown to Council. It was agreed that Mrs Smith would update Council at a future meeting on progress.

CoG11.68 National Staff Survey Presentation

Mrs Alcock presented the results of the National Staff Survey outlining the areas of concern and improvement. The executive summary of the survey had been circulated in advance of the meeting. Mrs Alcock noted the actions, which have been undertaken following a review of the areas of concern, including focus groups with a wide range of staff groups.

The Chairman outlined that the Council should receive an update at a future meeting about progress against the action plan.

Resolved

- **To note the presentations**
- **Council to receive an progress update against actions in six months JS & RA**
- **Council to be advised of progress through the respective committee structures**

CoG11.69 Annual Plan Submitted to Monitor

Mr Oldham outlined the purpose and content of the annual plan, explaining that there were concerns regarding the small surplus projected and the need for significant capital investment over time. The Trust is currently awaiting confirmation of its risk rating. Mr Oldham went on to explain that the Trust had been selected for a second stage review by Monitor and that this would be undertaken by Price Waterhouse Cooper during the month of August.

In response to Mr Hadfield's enquiry as to whether there is slippage factored into achieving the savings set out in the report, Mr Oldham explained that contingencies around a number of schemes had been factored in so as to allow for such slippage. Mr Oldham outlined the governance arrangements in place to ensure delivery against the schemes and where additional slippage was noted, that alternative schemes or measures were

introduced to ensure no detrimental impact on the Trusts tight financial position.

Mr Park asked that given the complex nature of the Cost Improvement Plans (CIPs) was the Trust confident that the CIPs were on target and would be delivered. Mr Oldham confirmed that the plan was currently on target and delivery of the CIPs was closely monitored throughout the year and action taken as already mentioned to mitigate individual schemes not delivering the full savings.

REPORTS FROM COUNCIL OF GOVERNORS' COMMITTEES

CoG11.70 Nominations and Remuneration Committee – 26 May 2011

Mr Chandler and Mr Hopewell withdrew from the meeting.

The Chairman outlined the recommendations from the Committee for the tenure of Mr Chandler's appointment to be extended for 3 months until 31 October 2011, following a previous extension, pending external advertising of the position. It was noted that this extension would enable the vacancy to be advertised after the summer period and search consultants engaged to assist with selection. It was also noted that the Non exec eligibility changes previously agreed during the discussion on the Constitution will need to be agreed by Monitor and the search process may have to confine itself to the existing membership areas pending such approval.

The Chairman also outlined that Mr Hopewell has applied for a first extension of tenure for a three-year period effective from 1st Dec 2011

After a review of the proposals presented in the paper it was

Resolved

- **To agree the proposals recommended by Nominations and Remuneration Committee**

Mr Hopewell rejoined the meeting

CoG11.71 Membership & Communications Committee – 16 May 2011

Mrs Smart presented the minutes noting the challenge of engaging members.

Resolved

- **To note the minutes of 16 May 2011**

CoG11.42 Patient Experience Committee – 31 March 2011

Mrs Godfrey presented the minutes and acknowledged the achievement with the delivery of same sex accommodation. Mrs Godfrey also noted that a gap analysis had been completed following the Health Service Ombudsmen reports of poor care in other Trusts.

Resolved

- **To note the minutes of 31 March 2011**

CoG11.43 Governor Strategy Committee – 4 May 2011

The Chairman asked Council to note the minutes of 4th May and explained that the minutes of the meeting held on 21st July would be circulated at the next Council meeting. He noted that the discussions had centred on the collaborations that are being developed and the future direction of the Trust. It was recommended by the Committee that a Governors Planning Day principally connected with input to next years Annual Plan should be arranged possibly in December 2011.

Resolved

- **To note the minutes of 4 May 2011**
- **To arrange a Planning Day MO**

REPORTS FROM COMMITTEES WITH GOVERNOR REPRESENTATIVES

The Chairman noted that at future meetings all minutes should be summarised in line with previous practice. In the interest of time the Chairman asked Council to note the minutes presented and take questions by exception.

Resolved

- **To note the minutes of the following Committees presented to the meeting**
 - Charitable Funds Committee *minutes dated 18th March***
 - Infrastructure and Development Committee *minutes dated 16th May***
 - Strategic Integrated Governance Committee *minutes dated 16th May and 13th June***
 - Equality and Diversity Committee *minutes dated 23rd May***
 - QuEST Committee *minutes dated 12th May***
 - Executive Workforce *minutes dated 7th April***

ANY OTHER BUSINESS

None noted.

The Chairman closed the public meeting.

TIME, DATE AND PLACE OF NEXT MEETING

Thursday, 20 October 2011 @ 5.30pm, Lecture Theatre, Post Graduate
Medical Centre