

**COUNCIL OF GOVERNORS**

**MINUTES OF  
 MEETING HELD ON  
 13<sup>th</sup> MARCH 2013**

**BOARDROOM  
 EDUCATION CENTRE  
 ARROWE PARK HOSPITAL**

**Present:**

Michael Carr	Chairman
Richard Agar	Governor
Phil Baldwin	Governor
Paula Clare	Governor
Brian Cummings	Governor
Mandy Duncan	Governor
Helena Eaton	Governor
Ian Ferguson	Governor
Robert Howell	Governor
Evelyn Hurren	Governor
Derek Jones	Governor
John Karran	Governor
Barbara Kerr	Governor
Peter Kinderman	Governor
Jane Langsdale	Governor
Martin McEwan	Governor
Rosemary Morgan	Governor
Donald Shaw	Governor
Paul Smyth	Lead Governor
David Steele	Governor
Iain Stenhouse	Governor

**In attendance:**

Cathy Bond	Non Executive Director
Gary Doherty	Chief Operating Officer
Richard Dutton	Senior Independent Director
Sharon Gilligan	Acting Director of Operations
Jill Galvani	Director of Nursing and Midwifery
Lucy Lavan	Associate Director of Governance
Lyn Meadows	Non Executive Director
Evan Moore	Medical Director
Anne Parker	Non Executive Director
Jean Quinn	Non Executive Director
Julie Adley-Sweeney	Membership Manager

**Foundation Trust Members:**

Linda Gorham  
 David Hammond

**Apologies:**

Ed Davison	Governor
Jeff Green	Governor
Sue Hill	Governor
Bernie Howden	Governor
Jean McIntosh	Governor
Gwen Springall	Governor
Irene Williams	Governor
David Allison	Chief Executive Officer
Sue Green	Director of Human Resources and OD
Jeff Kozer	Non Executive Director
Alistair Mulvey	Director of Finance

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<b>CoG 12-13/ 016</b>	<p><b>Apologies for Absence</b></p> <p>Apologies were noted as listed above.</p>
<b>CoG 12-13/ 017</b>	<p><b>Declarations of Interest</b></p> <p>There were no declarations of interest.</p>
<b>CoG 12-13/ 018</b>	<p><b>Minutes of the Previous Meeting (12<sup>th</sup> December 2012)</b></p> <p>The minutes of the previous meeting were reviewed for accuracy.</p> <p>The minutes of the meeting held on 12<sup>th</sup> December 2012 were approved as an accurate record.</p>
<b>CoG 12-13/ 019</b>	<p><b>Matters Arising</b></p> <p>None.</p>
<b>CoG 12-13/ 020</b>	<p><b>Chairman's Business</b></p> <p>The Chairman welcomed Jill Galvani, Director of Nursing &amp; Midwifery to her first Council of Governors meeting and also welcomed Sharon Gilligan who will take on the role of Acting Director of Operations from 1<sup>st</sup> April 2013.</p> <p>The Chairman reported that the Trust had been de-escalated by Monitor and was no longer in significant breach of authorisation; the Governance Risk rating now reverting to 'green'. The Chairman extended thanks on behalf of the Governors to all staff for their contribution and thanked the Governors for their helpful and constructive approach during the period in which the Trust was in significant breach.</p> <p>It was noted that the changes to the Constitution, as approved at the last meeting of the Council of Governors had been supported by Members voting at the Special Members' Meeting held in January 2013. The changes put to Monitor had been accepted, except that it had asked that a PCT Governor remain in membership of the Council until 31<sup>st</sup> March 2013. The precise date of implementation of the full changes arising from the Act would be 1<sup>st</sup> April 2013 or such later date as might be determined by Parliament.</p> <p>The Chairman advised that following discussion at the last Governor Workshop he had responded to Monitor's recent consultation on the Draft Reference Guide for Governors and that copies of his response were available at the meeting, should any Governor wish to take a copy.</p> <p>It was noted that recent visits to the Trust by Sir David Nicholson, Chief Executive of the NHS and The Rt Hon Andy Burnham, Shadow Secretary of State for Health had been constructive and had received a positive response from staff.</p> <p>The Trust had been successful in winning a partnership bid to deliver integrated sexual health services across Wirral in collaboration with Wirral Community NHS Trust and Brook Advisory Service.</p>

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	<p>It was noted that Betsi Cadwaldr University Health Board had recently recommended that the provision of neonatal intensive care services be provided by the Trust's Women and Children's Hospital. It was anticipated that the provision of this service to North Wales would commence by the end of March 2013.</p> <p>Assurance was received in respect of a recent external assessment of the Trust's library service which found the library service to be 95% compliant with national standards.</p> <p>The following new consultant appointments were noted:</p> <ul style="list-style-type: none"> <li>• Miss Gillian Jackson - Consultant in Trauma &amp; Orthopaedic Surgery – Foot &amp; Ankle</li> <li>• Dr Moulinath Banerjee Consultant in Diabetes</li> <li>• Dr Naveen Polavarapu Consultant Physician &amp; Gastroenterologist</li> <li>• Dr Julie Langton Consultant Geriatrician</li> <li>• Dr Carol Paxton Consultant in Respiratory Medicine</li> </ul>
<p><b>CoG 12-13/ 021</b></p>	<p><b>Governors' Business</b></p> <p>On behalf of the Council, the Lead Governor commended the Board for the extensive work and effective response to external scrutiny that had led to de-escalation. The Chairman thanked the Governors for this comment, noting that the open and positive approach adopted had enabled the organisation to learn and improve its governance arrangements, providing a strong foundation for further development.</p>
<p><b>CoG 12-13/ 022</b></p>	<p><b>McKinsey Review</b></p> <p>The Council of Governors received the final report from McKinsey in relation to the follow up review of Governance arrangements, noting that the Board of Directors would be addressing the areas for further improvement as described on Pages 16-17.</p> <p>A discussion followed around how the Council could be better informed of strategic risks facing the Trust and it was noted that the Board was currently reviewing its Board Assurance Framework and that once finalised this work would be shared with Governors at the June 2013 meeting.</p>
<p><b>CoG 12-13/ 023</b></p>	<p><b>Francis Report</b></p> <p>The Chairman advised that the Executive Summary together with a press release setting out a summary of the recommendations from Francis had been provided to Governors to inform discussion. He referred to the respective letters issued by the Chief Executive of the NHS and the Secretary of State requesting that Trusts arrange a series of discussions with staff and ensure that the Board of Directors discusses the Francis recommendations at a meeting to be held in public.</p> <p>The Chairman confirmed that the Board had committed to a dialogue across the Trust and that this was already well underway via the Listening Into Action Programme; also that the Board would meet in public to discuss the Report and that this would be at the earliest in April 2013, so that it might also take into account the Government's response to the Report.</p> <p>The Chairman suggested that this Report was significant as much for the spirit of what it commends as for the specific recommendations it contained, and then went on to summarise for Governors the key areas into which the recommendations could be categorised, noting that the Trust was in a number of ways well positioned in terms of</p>

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	<p>current practices, referring in particular to patient feedback mechanisms and the strength of the Quality &amp; Safety Committee in ensuring spread of learning from complaints. The principal lesson was that the organisation must constantly be alert to putting the interests of patients first and must respond quickly to indicators and trends that indicate a potential issue. Importantly there must be a culture in which people are free to raise concerns.</p> <p>The Chairman referred to a letter from the Secretary of State concerning the inappropriate use within the NHS of confidentiality clauses that seek to prevent disclosures of matters of public interest. He advised that the Board had sought assurance and confirmed that the Trust's employment contract had been legally reviewed and that in the rare and appropriate instances where confidentiality clauses had been applied, these had never been used to prevent proper public disclosure.</p> <p>The Governors then went on to discuss the Report and in particular to identify any areas which it would like the Board to address.</p> <p>A discussion followed around the need to ensure that staff have an effective voice; the importance of regulation for Directors and senior management through application of a 'fit and proper persons' test; and the desirable objective of every patient having a named clinician responsible for an individual's care and therefore accountable for harm.</p> <p>The features of the new dashboard for monitoring key quality indicators as well as compliance were noted and a discussion followed around the public perception of the quality of services provided by the Trust, the reliance that can be placed on survey data and the seeming mismatch on occasion between published data and direct feedback from individual patients.</p> <p>It was noted that the Trust's strategy placed significant emphasis on working to improve integrated care which would include continuity of care to patients following their discharge from hospital; also that in practice, Governors had seen evidence of indicators that had flagged problems on specific wards that had then been addressed in a timely way and improvement evidenced.</p> <p>A discussion followed around staffing levels and the challenge posed by the current financial environment. Whilst it was recognised that the Board had recently made significant new investment in nursing staff, there was a continuing need for benchmarking to ensure that appropriate staffing was maintained in all clinical areas and across all staff groups.</p> <p>The Council of Governors identified the following actions:</p> <ul style="list-style-type: none"> <li>i) Receipt of the Board's response to the Report's recommendations at an appropriate time (3-6 months was suggested)</li> <li>ii) Consideration of an external review of the effectiveness of the Council of Governors to support a programme of development in light of the enhanced role for Governors.</li> <li>iii) Consideration of ways in which greater ownership by Governors can be secured in terms of communication and engagement with membership and the public.</li> </ul> <p>The Chairman thanked Governors for their feedback and confirmed that he would share this with the Board. It was agreed that time at the next Governors' Workshop would be earmarked to discuss further new ways in which Governors might engage with membership and the public.</p>

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<p><b>CoG 12-13/ 024</b></p>	<p><b>CQC Inspection Report</b></p> <p>The Council of Governors received the report from the CQC following the unannounced visit in January 2013 to review Medicines Management, staffing levels, safeguarding, involving patients, care and welfare of patients and monitoring of quality through visits to Maternity, Coronary Care, Ward 32 and Ward 25 (Winter Ward). The CQC had found the Trust to be compliant with all standards but had noted some minor issues with clinical recordkeeping which were now being addressed through a Records action plan. The exceptional positive feedback from patients to the CQC on the day of their visit was noted.</p> <p>A discussion followed surrounding the finding that levels of midwifery supervision were below national recommended standards. Independent assurance had been provided by the Midwifery Supervisory Board following a recent inspection, and it was noted that the Quality &amp; Safety Committee had also received an action plan dealing with all CQC findings and had noted ongoing work to train more midwifery supervisors.</p> <p>The Council of Governors noted the report.</p>
<p><b>CoG 12-13/ 025</b></p>	<p><b>Trust Performance</b></p> <p>The Chief Operating Officer presented the compliance metrics, highlighting the particular challenges associated with the targets for the 62 day cancer pathway and A&amp;E access.</p> <p>It was noted that the Trust would breach the A&amp;E target at Quarter 4 and the implications for the Trust's Governance Risk Rating were discussed.</p> <p>A discussion followed surrounding the patient flow issues and pressure on bed capacity that impacted on the Trust's ability to meet the A&amp;E target. In addition, consideration was given to the ability of primary care to manage demand and the constraints that affect greater use of capacity at the Clatterbridge site.</p> <p>It was noted that an external team of A&amp;E experts had visited the Trust to provide advice and external assurance. The Board of Directors would review the effectiveness of actions taken, the levels of demand and risks to future compliance at the next Board meeting.</p> <p>It was suggested that Governors might find it helpful to receive a monthly report on A&amp;E, whilst the target remained in breach. This was supported.</p> <p>The Medical Director then presented the Clinical Effectiveness Indicators and explained that the three recognised components of Quality were Clinical Effectiveness, Safety and Patient Experience and that the Board was working to understand the drivers for each of these components in order to develop a Quality Dashboard.</p> <p>It was noted that there had been a marked reduction in the number of cardiac arrests within the hospital since the introduction of MEWS (Modified Early Warning Score).</p> <p>A discussion followed in relation to patient feedback indicating some deterioration in the provision of assistance with eating and drinking during Quarter 3 and the action being taken to address this important criterion. In response to feedback from Governors, the Medical Director agreed to explore and remedy any delays that were believed to be associated with the screening and induction of people wishing to become hospital</p>

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	<p>volunteers.</p> <p>The Chairman thanked Governors for their observations.</p>
<p><b>CoG 12-13/ 026</b></p>	<p><b>Summary Report from Board of Directors' Meetings : 19<sup>th</sup> December 2012, 31<sup>st</sup> January 2013 and 27<sup>th</sup> February 2013</b> The Council of Governors noted the report.</p> <p>A discussion followed in relation to the establishment of the specialist vascular service at the Countess of Chester and the implications associated with the published national specification which would mean the transfer of a larger cohort of Wirral inpatient referrals than originally envisaged. It was noted that the Trust's clinicians were in support of the specification and that evidence from other Networks had indicated that the establishment of specialist centres had not materially impacted on the provision of other associated specialties.</p> <p>It was considered that the creation of a specialist centre at Chester would not have implications for recruitment and retention since clinicians would generally be attracted to the Network configuration.</p> <p>It was noted that the public consultation process had taken place prior to publication of the national specification, but that the independent review had found nothing that would impede the validity of the consultation process.</p>
<p><b>CoG 12-13/ 027</b></p>	<p><b>Audit Committee Report</b> The Chair of the Audit Committee provided a presentation on the work of the Audit Committee, highlighting the development of a new Board Assurance Framework and the role of the Audit Committee in undertaking a critical review of the governance and assurance processes upon which the Board places reliance.</p> <p>It was noted that the Audit Committee had undertaken a self-assessment review, and identified areas for development, including the production of a new business cycle that would enable the Audit Committee to prioritise its time to best effect.</p> <p>The Chair of the Audit Committee then presented an overview of work undertaken at the recent meeting held in March 2013 and asked Governors if they might find it useful to receive a regular report. This was supported.</p> <p>The Audit Committee then considered a paper outlining the rationale for the appointment of KPMG to undertake non-audit work involving time limited support to establish a Programme Management Office (PMO) to assist in the identification and delivery of CIPs. The Audit Committee had received assurance that there were safeguards in place to ensure the independence and objectivity of the external auditor would be maintained. The Governors supported this and approved the policy statement that the Audit Committee had developed to support the engagement of the external auditor in non-audit activity.</p> <p>A discussion followed surrounding the fees payable to KPMG for this work, in the context of the magnitude of the Trust's CIP target and the need for a more innovative approach to generating efficiencies and securing income in the changing external environment. It was clarified that the contract with KPMG was time limited on a 'task and finish' basis, estimated to last approximately 6 months and would ensure the transfer of knowledge to</p>

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	<p>the Trust's PMO staff. The importance of KPIs to ensure realisation of benefits was stressed.</p> <p>The Chair of FPBDC advised that he was due to present to Governors at their next meeting in June 2013 and would include further detail on the work of KPMG and its performance in respect of the PMO work. This was supported.</p>
<p><b>CoG 12-13/ 028</b></p>	<p><b>Reports from Chairs of Governor Sub Committees Quality and Patient Experience</b></p> <p>The Council of Governors received the Notes of the Meeting held on 6<sup>th</sup> December 2012.</p> <p>It was noted that the Strategy &amp; Development and Membership and Communications Sub Committees had not met since the last Council of Governors' meeting.</p>
<p><b>CoG 12-13/ 029</b></p>	<p><b>Any Other Business</b></p> <p>The Chairman thanked Martin McEwan for his service to the Council of Governors, noting that as a PCT nominated Governor, he would no longer be represented on the Council of Governors after 31<sup>st</sup> March 2013.</p> <p>The Chairman then paid tribute to Gary Doherty, Deputy Chief Executive and Chief Operating Officer, who would leave the Trust at the end of March 2013 to take up his new post as Chief Executive of Blackpool Teaching Hospitals NHS Foundation Trust. Gary's contribution to the Trust had been significant and thanks were expressed for his support to the Council of Governors and leadership of the Strategy &amp; Development Sub Committee.</p> <p>The Chairman thanked colleagues from Wirral Community Trust for attending before closing the meeting.</p>
<p><b>CoG 12-13/ 030</b></p>	<p><b>Date and Time of Next Meeting</b></p> <p>Wednesday 12<sup>th</sup> June 2013 at 5.30pm</p>

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**Chairman**

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**Date**