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COUNCIL OF GOVERNORS

**MINUTES OF
MEETING HELD ON
18th SEPTEMBER 2013**

**BOARDROOM
EDUCATION CENTRE
ARROWE PARK HOSPITAL**

Present:

Michael Carr	Chairman
Paula Clare	Governor
Mandy Duncan	Governor
Bernie Howden	Governor
Robert Howell	Governor
Evelyn Hurren	Governor
John Karran	Governor
Barbara Kerr	Governor
Peter Kinderman	Governor
Jane Langsdale	Governor
Jean McIntosh	Governor
Rosemary Morgan	Governor
Donald Shaw	Governor
Paul Smyth	Lead Governor
David Steele	Governor
Paula Williams	Governor

In attendance:

David Allison	Chief Executive
Mark Blakeman	Director of Informatics (part)
Cathy Bond	Non Executive Director
Michael Chantler	Head of Patient Experience
Richard Dutton	Senior Independent Director
Jill Galvani	Director of Nursing & Midwifery
Sharon Gilligan	Director of Operations
Sue Green	Director of Human Resources and OD
Anthony Hassall	Director of Strategy & Partnerships
Graham Hollick	Non Executive Director
Jeff Kozer	Non Executive Director
Lucy Lavan	Associate Director of Governance
Cathy Maddaford	Non Executive Director
Lyn Meadows	Non Executive Director
Evan Moore	Medical Director
Alistair Mulvey	Director of Finance
Jean Quinn	Non Executive Director
Julie Adley-Sweeney	Membership Manager
Jennifer Rowe	Apprentice Clerical Assistant
Pat Shaw	Senior Assistant

Foundation Trust Members:

John Davies

Apologies:

Richard Agar	Governor
Brian Cummings	Governor
Helena Eaton	Governor
Jeff Green	Governor
Sue Hill	Governor
Gwen Springall	Governor
Irene Williams	Governor
Iain Stenhouse	Governor

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<p>CoG 13-14/ 024</p>	<p>Apologies for Absence Apologies were noted as listed above.</p>
<p>CoG 13-14/ 025</p>	<p>Declarations of Interest The Chairman declared an interest in relation to Agenda Item 5. He advised that as he was a member of the Independent Panel established by Monitor for advising Governors, he would withdraw from the meeting for consideration of both Items 4 and 5. Paul Smyth, Lead Governor took the Chair for this part of the meeting in accordance with the constitution, Annex 5 Para 4.5.</p>
<p>CoG 13-14/ 026</p>	<p>Minutes of the Previous Meeting (12th June 2013) The minutes of the previous meeting were reviewed for accuracy. It was requested that Minute 13-14/09 ii) be updated as follows: Ninth paragraph; insertion of the text '<i>one Governor abstained</i>'. This amendment was supported. Subject to the above amendment, the minutes of the meeting held on 12th June 2013 were approved as an accurate record. The Chairman left the meeting, having declared an interest as a member of Monitor's Independent Panel for advising Governors. Paul Smyth took up the position of Chair, in accordance with process set out in the constitution.</p>
<p>CoG 13-14/ 027</p>	<p>Matters Arising In respect of Minute 13-14/022, and concern raised by Richard Agar about the voting process that had resulted in approval of amendment to the composition of the Council of Governors, the Council received a copy of the written advice provided by Hill Dickinsons, the Trust's legal advisors. Richard Dutton, Senior Independent Director presented the legal advice and advised that the Hill Dickinsons had also approached Monitor on the matter. Monitor had been clear that it would not give a view on this issue, advising that a Trust should resolve any such query locally in relation to its own Constitution, with appropriate legal advice, as necessary. It was noted that the firm of Hill Dickinsons had a specialist department dealing with NHS governance and constitutional matters and that the letter had been signed by a Partner within the Health Business Group. Governors were then asked if they had any comments or questions. The Council of Governors accepted that the letter provided sufficient assurance that the Trust had acted reasonably in interpreting and following the procedure set out in its Constitution, and that a legal opinion had been provided to confirm that the constitution</p>

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	<p>complied with the NHS Act 2006, as amended by the Health and Social Care Act 2012.</p>
<p>CoG 13-14/ 028</p>	<p>Council of Governors' referral to the Independent Panel for Advising Governors The Associate Director of Governance advised that Richard Agar had forwarded his apologies shortly before the start of the meeting, citing indisposition and had requested that Governors adjourn the item until such a time that he was available.</p> <p>The Council of Governors determined that adjournment was not appropriate as this matter was very disruptive to the working of the Council and the Trust and could not be allowed to be left unresolved any longer.</p> <p>One Governor offered a view that on the basis of the advice received from Hill Dickinsons, there was no merit in discussing the paper and proposed that the item be disposed of and that the Council move directly to Item 6 on the agenda.</p> <p>A second Governor concurred that the agenda contained many more items of significance to the Trust but recommended that the item be dealt with swiftly and conclusively before moving on to Item 6.</p> <p>A third Governor advised that the discussions on this matter had already been prolonged, that a number of Governors had already given their views at the Governors' informal pre-meet and had heard directly Richard Agar's views; she advised that the item must not be deferred but dealt with directly.</p> <p>A fourth Governor agreed that the item must be dealt with conclusively at the present time.</p> <p>Rosemary Morgan joined the meeting and the Lead Governor provided a re-cap of the discussion to date.</p> <p>One Governor commented that the Chairman had already voted on the proposal to amend the constitution as a Board Director and that it seemed inappropriate that he should also vote as a member of the Council of Governors on the same resolution.</p> <p>The Lead Governor advised that there was no conflict in this process and that it was a legal requirement that the Trust Chairman must chair both the Board of Directors and Council of Governors, and could therefore as a member of both vote at the Board and at the Council.</p> <p>A Governor advised that there must be absolute clarity about the voting process for the future and the Council of Governors again confirmed its satisfaction with the legal advice provided.</p> <p>The Associate Director of Governance advised that supplementary documentation had been provided by Richard Agar and that this had been circulated by e-mail to all Governors after the papers had been published. The Governors present confirmed that this had been received. She went on to ask if Governors had received enough information from Richard Agar to be absolutely certain that there were no further questions that needed to be asked in relation to the proposal set out in Item 5.</p> <p>The Council of Governors confirmed that there were no remaining questions and noted again that a number of Governors had attended an informal pre-meeting on 13th</p>

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	<p>September 2013 and had discussed the paper with Richard Agar direct. It was noted that at the pre-meeting the majority of Governors had requested the withdrawal of the paper and had indicated that if the paper were not withdrawn then it was likely that a motion would be put forward at the Council of Governors meeting to request it be disposed of without discussion.</p> <p>Donald Shaw then put forward the motion that following consideration of Richard Agar's paper, the matter should be disposed of and there should be no further future discussion or consideration by the Council of Governors of the constitutional matters raised within the documentation.</p> <p>The motion was seconded by Paula Williams.</p> <p>The Lead Governor then asked Governors present to vote. There were 14 votes in favour and 1 vote against. As a result, the Council of Governors resolved to conclusively dispose of the item, confirming that it would not wish at any future time to return to any constitutional matter raised within Richard Agar's paper.</p> <p>The Senior Independent Director sought permission to speak privately with Governors on a matter relating to Item 5, requesting that the Chief Executive also be in attendance.</p> <p>At this point, the Lead Governor asked members of the public, Directors and other officers in attendance to leave the meeting.</p> <p>The Council of Governors then met in private.</p> <p>Following conclusion of the private discussion, attendees were invited to return for the remainder of the meeting.</p> <p>The Trust Chairman also returned to the meeting and took the Chair.</p>
<p>CoG 13-14/ 029</p>	<p>Chairman's Business</p> <p>It was noted that Ian Ferguson, Public Governor for Bromborough and Eastham had resigned with effect from 15th September 2013, owing to work commitments and that Beverly Ross had been elected as Public Governor for Leasowe, Moreton and Saughall Massie.</p> <p>A new Executive appointment was announced. Anthony Hassall, Director of Strategy & Partnerships was now in post and had previously been Director of Business Development at University Hospital of South Manchester NHS Foundation Trust.</p> <p>The following consultant appointments were noted:</p> <ul style="list-style-type: none"> • Dr Timothy Bentham, Consultant in Emergency Medicine • Dr Thomas Williams, Consultant in Critical Care and Anaesthesia • Dr Cindy Pik Fun Chu, Consultant Geriatrician • Dr Neil Oakes, Consultant in Anaesthesia • Dr James Gibson, Consultant in Anaesthesia • Dr Emer McCarron, Consultant in Anaesthesia

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	<ul style="list-style-type: none"> • Dr James Golding, Consultant in Anaesthesia <p>Unfortunately Dr John Hollingsworth who had been appointed as a Consultant in Emergency Medicine had subsequently declined to take up the post.</p> <p>The Governor essential training (15 Step Challenge) was cancelled on 4th September due to lack of Governor availability – it would now be provided at the Governor Workshop on 5th November 2013 and will be the principal item for the joint session with Board representatives.</p> <p>It was announced that Brian Cummings and Sue Hill would represent the Governors on the Board's new Patient and Family Experience Group; Richard Agar, Helena Eaton and Sue Hill had volunteered to continue to serve on the Membership Engagement Committee. Robert Howell, Barbara Kerr and Donald Shaw had volunteered to be on the Editorial Panel for Membership News.</p> <p>It was noted that a Governor Survey which would inform the annual self-assessment of the performance of the Council of Governors had been distributed by e-mail on 2nd September 2013. Governors were asked to complete and return their responses by 1st October 2013 in preparation for discussion at the Governor Workshop on 5th November 2013.</p>
CoG 13-14/030	<p>Governors' Business</p> <p>The Lead Governor reported on the success of the Foundation Awards ceremony that had taken place at the Floral Pavillion on 9th September 2013.</p>
Governance	
CoG 13-14/031	<p>Update on the Francis Report</p> <p>The Director of Nursing and Midwifery presented a paper which set out the process by which the Trust would meet its obligation to respond to the Francis Report, noting that consideration had also been given to subsequent publications including the Berwick Report, Cavendish Review, CQC Consultation document and the NMC Response to Francis. It was noted that 36 actions had been identified by Directors and clinical leaders following a workshop held in August 2013.</p> <p>A discussion followed around the process by which governors could ensure that the views of their constituents were considered and responded to, by capturing these at the Patient and Family Experience Group via the two Governor representatives.</p> <p>Governors noted the recent media coverage concerning daily publication of nurse ratios at a Northwest hospital and discussed whether the Trust might follow suit. The Senior Nursing Team were considering the pros and cons of this approach and would first implement some key changes, such as highlighting at Ward entrances, who the staff were and ensuring clear distinction between qualified and unqualified staff by identifying the differing uniforms that patients were likely to see during their stay.</p> <p>One Governor noted the importance of ensuring that the Trust was compliant with the Francis recommendations, acknowledging that whilst there were inevitably concerns and complaints, it was important to have assurance that there were no serious systemic weaknesses, as had been evident at Mid Staffordshire. He advocated that the Trust</p>

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	<p>aspire to a culture of zero harm.</p> <p>The Director of Nursing and Midwifery advised that these points would be addressed in the final response and urged Governors to utilise their representation on the patient and Family Experience Group and Quality & Safety Committee to best effect.</p>
<p>CoG 13-14/ 032</p>	<p>Nominations Committee Terms of Reference</p> <p>The Council of Governors received and approved the revised terms of Reference for the Nominations Committee.</p> <p>It was confirmed that Governors serving on this Committee would be eligible to serve up to a maximum of three 2 year terms.</p>
<p>CoG 13-14/ 033</p>	<p>Nomination of a Lead Governor</p> <p>It was noted that the term of office of the current Lead Governor was due to come to an end and that nominations for the role of Lead Governor now needed to be sought.</p> <p>Governors confirmed that they were content with the current process of inviting nominations by letter and it was agreed that the Associate Director of Governance would progress with issuing a letter such that nominations could be received in time for finalising an appointment at the next Council meeting in December 2013.</p>
<p>CoG 13-14/ 034</p>	<p>Process for Annual Self-assessment of the Council of Governors</p> <p>It was noted that Governors had discussed the process for the 2013 self-assessment at the last Governor Workshop and following this a short on-line survey had been sent to all Governors, with a request that these be completed via the 'Survey Monkey' website, for anonymity, by no later than 1st October 2013. The results of the survey would be collated and reviewed independently, by the Director of Internal Audit, who would then facilitate a discussion at the next Workshop on 5th November 2013, culminating in a report / action plan for the Council of Governors to receive at its next meeting in December 2013.</p> <p>It was agreed that details of the survey would be re-sent by e mail and that any Governor having difficulty with access to the internet would be offered assistance via the Membership Manager.</p> <p>The Council of Governors confirmed support for this process and agreed that all Governors should participate, including those whose terms of office were due to end following the forthcoming Annual Members' Meeting.</p>
Performance	
<p>CoG 13-14/ 035</p>	<p>Trust Performance and Financial Position</p> <p>The Chief Executive took Governors through the Integrated Performance Report in its new format, highlighting performance by exception and seeking feedback on the new design and range of metrics.</p> <p>A discussion followed in relation to the definition of 'Never Events' and examples were provided by the Medical Director.</p> <p>In response to a question about the staff satisfaction metric, Governors were advised that this represented a composite staff satisfaction score derived from the National Staff</p>

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	<p>Survey. The Director of Human Resources then outlined the actions in progress to improve adherence to the staff appraisal target along with the quality of appraisals conducted. She advised also on plans to link appraisal with pay progression. It was noted that the target of 85% compliance provided an allowance for staff on long term sickness absence or maternity leave.</p> <p>Governors discussed the metric relating to market share, noting that this was a composite score that included regional specialties.</p> <p>The Council of Governors confirmed that the new style report was helpful and requested that in future, this be circulated in advance with the papers, to allow time to review and consider questions in advance of the meeting. This was supported.</p> <p>A presentation on the financial position followed, and it was noted that there was a net deficit of £2m at the end of Month 4, with the majority of Divisional budgets significantly overspent. A discussion followed around CIP delivery and challenges relating to patient flow.</p> <p>One Governor commented on the importance of recognising the financial challenge as an economy-wide problem which could only be addressed through structural change.</p> <p>A question was raised in relation to the Month 5 position and it was reported that CIP delivery was on track and there had been a slowing of the rate of overspending but that income had underperformed during August, with elective activity behind plan.</p> <p>A discussion followed in relation to procurement and the importance of ensuring procurement expertise and raising cost awareness amongst the users of supplies.</p> <p>The Council went on to discuss the implications of a difficult winter and it was noted that there would be no allocation to Wirral of the national monies made available to support selected Emergency Departments. It was noted that a Winter Plan was in place and that this included investment by the CCG, Community Trust and Local Authority in packages of care to support patients in the community and avoid excess hospital stays.</p> <p>In summary it was noted that the financial environment was extremely challenging but that the Board would ensure that quality of patient care remained paramount.</p> <p>The Council of Governors was advised that the Trust was now required to submit monthly monitoring reports to Monitor.</p> <p>The Council of Governors noted the Q4 letter from Monitor which confirmed that in the final Quarter of 2012/13 the Trust had a Financial Risk rating of '3' and a Governance Risk rating of 'Amber-Green' (due to a failure to meet the A&E 4 hour target in Q4).</p> <p>The Chairman advised that Monitor had now published its new 'Risk Assessment Framework' and due to time constraints, this would be described to Governors at the next meeting.</p>
CoG 13-14/ 036	Summary Report from Board of Directors Meeting 31st July 2013 The Council of Governors received and noted the report.
Strategy & Development	

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CoG 13-14/ 037	<p>Schedule of Meetings 2014 The Council of Governors approved the schedule of meetings for 2014 and Governors were asked to diarise these.</p>
CoG 13-14/ 038	<p>Governor Workshop, 5th November 2013 It was agreed that the agenda would focus on two key items:</p> <ul style="list-style-type: none"> i) Governor essential training on the 15 Step challenge, in readiness for participation in Board walkabouts; and ii) Facilitated discussion on Governor survey responses to inform annual evaluation of the performance of the Council of Governors.
CoG 13-14/ 039	<p>IT Developments The Director of Informatics updated the Council on the Cerner contract and development of a bespoke electronic patient administration system that when fully implemented would see Wirral Hospital as one of the most advanced in Europe for IT.</p> <p>Governors noted the new functionality already in place in respect of electronic management of pathology and radiology requests and work underway to fully implement electronic prescribing and computerise nursing documentation which would improve patient safety and release time to care.</p> <p>In the next 2 months, the Trust would need to renegotiate the contract with Cerner to extend the implementation phase to 2020 and ensure resilience via provision of remote hosting.</p> <p>The Council of Governors was advised that whilst the magnitude of the sums involved did not meet the formal definition of 'significant transaction', the magnitude of the contract was such that it was important for Governors to be fully briefed.</p> <p>The associated requirement to invest in the IT infrastructure and secure a service provider for this was also noted.</p> <p>The Board of Directors would be reviewing the cost implications of the Cerner business case in October and a more detailed update, including an understanding of the costs involved would be provided for the Council of Governors in December 2013.</p>
CoG 13-14/ 040	<p>Private Patient Strategy The Chairman advised that this item had been put on the agenda in recognition of the duty of the Council of Governors to review and ensure the optimisation of non NHS income. Owing to time constraints, this item was deferred to the next meeting of the Council of Governors.</p>
Audit	
CoG 13-14/ 041	<p>Audit Committee Report The Council of Governors received and noted the report.</p>
Standing Items	
CoG 13-14/	<p>Report from the Chair of the Quality and Patient Experience Sub Committee The Council of Governors received and noted the notes of the meeting held on 13th June</p>

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042	2013.
CoG 13-14/ 043	<p>Any Other Business</p> <p>The Chairman paid tribute to Paul Smyth, Lead Governor and also to Bernie Howden, Gwen Springall and Paula Williams for their immense contribution to the Trust. All had been involved since the establishment of the Foundation Trust and had helped to shape the effective working of the Council of Governors. Their tenures as Governors would end at the conclusion of the Annual Members' Meeting.</p>
CoG 13-14/ 044	<p>Date and Time of Next Meeting</p> <p>Wednesday 11th December 2013 at 5.00pm.</p>

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Chairman

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Date