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**COUNCIL OF GOVERNORS**

**APPROVED MINUTES OF MEETING HELD ON 10<sup>th</sup> DECEMBER 2014**

**BOARDROOM  
EDUCATION CENTRE  
ARROWE PARK HOSPITAL**

**Present:**

Michael Carr	Chairman
Donald Shaw	Lead Governor
Brian Beechey	Governor
Paula Clare	Governor
Brian Cummings	Governor
Mandy Duncan	Governor
Steve Evans	Governor
Derek Hampson	Governor
Fadil Hannan	Governor
Paul Harris	Governor
Kathy Hodson	Governor
Robert Howell	Governor
Rosemary Morgan	Governor
Norman Robinson	Governor
David Steele	Governor
Iain Stenhouse	Governor

**In attendance:**

David Allison	Chief Executive
Mark Blakeman	Director of Infrastructure & Informatics
Cathy Bond	Non-Executive Director
Jill Galvani	Director of Nursing and Midwifery
Anthony Hassall	Director of Strategic and Organisational Development
Andrea Hodgson	Non-Executive Director
Evan Moore	Medical Director
Alistair Mulvey	Director of Finance
Jean Quinn	Non-Executive Director
Carole Self	Associate Director of Governance
Julie Adley-Sweeney	Membership Manager

**Foundation Trust Members:**

John Davies

**Apologies:**

Evelyn Hurren	Governor
Anita Leech	Governor
Beverly Ross	Governor
Carol Skillen	Governor
Sharon Gilligan	Director of Operations
Graham Hollick	Non Executive Director
Cathy Maddaford	Non-Executive Director

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<b>CoG 14-15/ 040</b>	<b>Apologies for Absence</b> Apologies were noted as above.
<b>CoG 14-15/ 041</b>	<b>Declarations of Interest</b> There were no interests declared
<b>CoG 14-15/ 042</b>	<b>Minutes of the Previous Meeting</b> The minutes of the previous meeting held on the 23 <sup>rd</sup> September 2014 were approved as an accurate record.
<b>CoG 14-15/ 043</b>	<b>Matters Arising</b> The Chairman raised the following matters:  <b>Minute 14-15/ 024 - Chairman's Business – CQC Report</b> The above report to be included in the presentation, provided by the Chief Executive. <b>Minute 14-15/027 - Governor Election Results</b> The Council was advised that Brenda Kerr, who had recently been elected to represent Neston, Little Neston, Parkgate, Riverside, Burton, Willaston and Thornton, had decided to step down from the position and the options to fill the vacancy was now to be discussed with the Council of Governors in the Closed Session. <b>Minute 14-15/032 – Board Walkabouts</b> The Council was advised that their views, along with those of the Board had been taken in to account and that the Board Walkabouts had recommenced in early December.
<b>CoG 14-15/ 044</b>	<b>Chairman's Business</b> The Council was advised of a number of recent Consultant appointments these being: Mr Snehal Patel; Dr Senthil Kumar Muthu; Dr Omar Noorullan; Dr Baharathi Chinnathurai; Dr Alister Gilmore and Dr Catherine Woodward.  The Chairman was pleased to report that the Trust had recently received the National Award from the HSJ ( Health Service Journal) in the staff engagement category.  The Council was further advised that with the recent implementation of Cerner, the Trust was now at the forefront in the UK of the application of IT in Healthcare.
<b>CoG 14-15/ 045</b>	<b>Governors' Business</b> The Lead Governor confirmed that there was no additional business, which had not already been addressed on the current agenda.
<b>Governance</b>	
<b>CoG</b>	<b>Policy for Resignation, Removal and Disqualification of a Governor</b>

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14-15/ 046	<p>The Associate Director of Governance presented the draft policy for Resignation, Removal and Disqualification of a Governor confirming that this had been developed in line with the requirements of the Foundation Trust Code of Governance and in conjunction with North West Company Secretaries supported with legal advice to ensure that it met all necessary requirements.</p> <p>The Council was also advised that the Code of Conduct for Governors had also been amended to include the requirements of the Fit and Proper Persons Test as incorporated in the Trust Provider Licence.</p> <p>The policy was approved by the Council of Governors.</p>
CoG 14-15/ 047	<p><b>Quality and Safety Report</b></p> <p>The Council received a report from the Quality and Safety Committee, which met on 12<sup>th</sup> November 2014. The Chair of the Committee, Dr Jean Quinn and Medical Director, Evan Moore were on hand to answer any questions that the Council had, in relation to this document.</p> <p>It was noted that, in relation to the document there were a considerable amount of acronyms which needed clarification. The council also sought clarification regarding the status of Assured and Partially Assured.</p> <p>Although the content of the report was well received, the Council asked that the presentation of the report be reviewed, with the possible inclusion of an Action Plan, highlighting the issues being undertaken by the Committee, rather than detailed minutes of the meeting.</p>
CoG 14-15/ 048	<p><b>Annual Self- Assessment of the Council of Governors</b></p> <p>The Council was advised that the response rate to the above document had been low and therefore not a true statistical representation of the Council as a whole. There were, however a number of key findings from the responses received. The Associate Director of Governance highlighted these before asking the Council to consider, how the response rate could be increased in the future.</p> <p>A number of suggestions came out of the discussion, including the possibility of a short questionnaire at the end of each Council Meeting, tailored to each individual meeting. It was also felt by many Governors that an electronic copy of the survey was not the best format to receive this, and it may be more beneficial to have a longer time period and frequent reminders if undertaken annually.</p> <p>The associate Director of Governance agreed to trial a range of options in the future.</p>
<b>Performance</b>	
CoG 14-15/ 049	<p><b>Report from Governor workshop, 4<sup>th</sup> November 2014</b></p> <p>In line with Governors' requests the Chairman confirmed that the Governor Workshops had recently adopted a new format, aiming toward enabling Governors to become more</p>

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	<p>familiar with the daily running of the Trust.</p> <p>The first of these workshops was centred around the role of the Bed Bureau. Governors were provided with a presentation, followed by a departmental visit.</p> <p>Upon returning to the Boardroom the Governors questions and feedback were incorporated into a report. In addition to the Governors receiving this report, Donald Shaw, Lead Governor fed back comments at the Council of Governors' Meeting.</p> <p>It was felt that this new format had greatly improved upon that of the previous workshops, largely due to the visit to the department which re-enforced the work highlighted within the presentation. Governors also recognised that the provision of further electronic systems within the department would be of great benefit. It was again noted that the workshop was very well received by all Governors who attended.</p>
<p><b>CoG 14-15/ 050</b></p>	<p><b>Trust Performance Report from Chief Executive</b></p> <p>The Council received a presentation from the Chief Executive who provided an insight into both, internal and external challenges facing the Trust; which required a more integrated and holistic approach in the future.</p> <p>The Council was provided with the Trust's Performance Dashboard and details of targets for all areas. Where targets had not been met, the Council was provided with narrative as to why they had not been achieved. The Friends and Family Test results were of particular noteworthy as the Trust had achieved scores of 100% for recommendation within the Maternity Department and 99% within the Emergency Department. The actual number of respondents had been added to the data, as previously requested by the Council, in order to provide more context to the figures.</p> <p>The Chief Executive, further provided information on the financial position of the Trust and advised the Council that with regard to liquidity and sustainability, Monitor had given a Risk Rating of 2 (scale 1-4) for finance continuity of services in Quarter 2. Areas of high risk and the action plans for reducing them were explained in detail and the Council was advised of work undertaken with the Greater Manchester Commissioning Support Unit to improve the 4 hour A&amp;E standard.</p> <p>The CQC Final Report which had been provided to the Council was discussed in great detail. The Chief Executive confirmed that although no enforcement actions had been taken by the CQC, the Trust had been provided with a range of actions to undertake to ensure that they were compliant with regulations and that the required standards were being met. The Council was advised that an action plan to achieve this had been developed with the majority of actions having already been completed.</p> <p>At the request of the Governors' details of planned capital expenditure for 2014/15 was provided, which also included the timescale for each item listed.</p> <p>The Chief Executive was pleased to inform the Council that the Trust had successfully implemented phase 2B of Cerner Millennium and had won a National Award for staff engagement (HSJ). In addition to this the Trust had also received the National Apprenticeship Service (NAS) Macro Employer of the Year Award for Merseyside.</p>
<p><b>CoG 14-15/</b></p>	<p><b>Board of Directors' Meeting Minutes 24<sup>th</sup> September, 29<sup>th</sup> October 2014</b></p>

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051	<p>The Council received the minutes of the above meetings and asked for further clarity around additional costs concerning <b>BM14-15/087- Cerner Progress Update</b></p> <p>The Director of Infrastructure and Informatics assured the Council that once Phase 2 was complete, the Trust would then undertake a review before considering the option of implementing phase 3.</p>
CoG 14-15/ 052	<p><b>Board of Directors' Meeting 26<sup>th</sup> November, Update</b></p> <p>The Chairman provided a verbal update of the most recent Board of Directors' Meeting; advising the Council of many of the agenda items covered. This included Wirral Health Vision 2018; the Complaints handling review; Emergency planning and the Health and Safety progress report.</p> <p>The Chairman advised that he would be pleased to elaborate on any of the items, should the Council require it.</p>
<b>Strategy &amp; Development</b>	
CoG 14-15/ 053	<p><b>Half Yearly Review of the Annual Plan</b></p> <p>The Director of Strategic and Organisational Development presented the Half Yearly Review of the Annual Plan which also included an outline of the process for the Annual Plan 2015/16. This involved a review of each trajectory along with how the Trust was performing against its objectives. In areas where the Trust had not reached its objectives, commentary was provided to indicate remedial actions being undertaken.</p> <p>The Chairman commended the work of the Annual Plan Advisory Committee (APAC) on the input they had on the methodology for consulting with the wider public.</p>
CoG 14-15/ 054	<p><b>NHS Five Year Forward View</b></p> <p>The Chairman drew the Council's attention to the NHS Five Year Forward View document which highlighted the need for the NHS to adapt and evolve to meet new challenges within the future, and also reflect the increasing complex health needs within the community. Various options for new models of care were listed which the Council of Governors discussed.</p>
CoG 14-15/ 055	<p><b>Quality Report</b></p> <p>The Medical Director presented the Quality report, which included a reminder of what the quality account was and the progress on the 2014/15 priorities.</p> <p>The Council was appraised of the actions being taken against each of the priorities for 2014/15 to improve performance still further as required.</p> <p>The Medical Director outlined the rationale for not changing the priorities for 2015/16 as</p>

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	<p>these had now delivered sufficient change and he preferred therefore to further embed the work undertaken on the 6 priorities for 2014/15 which Governors fully supported.</p> <p>The Council was advised that the Trust had approved its involvement to the “Sign up to Safety” campaign, the continuing national priorities of pressure ulcers and medication errors and the local priorities of nutrition and hydration; missed fractures in A &amp; E and the rapid detection of acute illness/recognising the deteriorating patient. Following discussion the Governors determined that nutrition and hydration would be their chosen local indicator.</p>
<b>CoG 14-15/ 056</b>	<p><b>Governor Workshop/Joint Board Session 4<sup>th</sup> February 2015</b></p> <p>The Chairman was pleased to inform the Council that based upon the success of the newly developed format for the Governor Workshops that the topic for the next workshop would be Infection Control. The Council felt that this topic would be well received.</p>
<b>Audit</b>	
<b>CoG 14-15/ 057</b>	<p><b>Update on the work of the Audit Committee</b></p> <p>The Council received a presentation by Ms Cathy Bond, Chair of the Audit Committee. Key points included an overview of the work programme undertaken by the Committee.</p> <p>The Council was advised in greater detail of some of the areas reviewed, such as Governance arrangements, Financial focus and Internal and External Audits.</p> <p>Key changes that had been implemented this year were also discussed; which focussed on the review of the Board Assurance Framework which included an outline of its purpose.</p>
<b>Standing Items</b>	
<b>CoG 14-15/ 058</b>	<p><b>Annual Plan Advisory Committee (APAC) Minutes</b></p> <p>The Council noted the minutes and the work of the Annual plan Advisory Committee.</p>
<b>CoG 14-15/ 059</b>	<p><b>Membership and Engagement Committee Report</b></p> <p>The Associate Director of Governance presented the Membership and Engagement Committee Report highlighting specifically the success achieved in recruitment through the face to face engagement with patients in the outpatient clinics which had been reported as favourable from both a staff and patient perspective.</p> <p>The format and methodology for the Foundation Trust newsletter was outlined together with notification of a provisional date for the first “Medicine for Members” type event in February 2015 on the topic of social isolation.</p> <p>The feedback from the first Chairman/Staff Governor engagement session was reported positively.</p> <p>The Associate Director of Governance thanked Governors for all their contributions</p>

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	which included their engagement and work with Healthwatch.
<b>CoG 14-15/ 060</b>	<b>Any Other Business</b>  The Chairman reminded the Council of upcoming dates and closed the meeting wishing the Governors Seasons Greetings.
<b>CoG 14-15/ 061</b>	<b>Date and Time of Next Meeting</b>  Wednesday 4 <sup>th</sup> March 2014 at 2.00pm.
<b>CoG 14-15/ 062</b>	<b>Closed Session</b>  Governors only

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**Chairman**

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**Date**