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COUNCIL OF GOVERNORS**MINUTES OF
MEETING HELD ON
18th MARCH 2014****BOARDROOM
EDUCATION CENTRE
ARROWE PARK HOSPITAL****Present:**

Michael Carr	Chairman
Donald Shaw	Lead Governor
Mandy Duncan	Governor
Sue Hill	Governor
Kathy Hodson	Governor
Robert Howell	Governor
John Karran	Governor
Barbara Kerr	Governor
Jane Langsdale	Governor
Anita Leech	Governor
Rosemary Morgan	Governor
Beverly Ross	Governor
David Steele	Governor

In attendance:

David Allison	Chief Executive Officer
Sam Armstrong	Interim Trust Secretary
Mark Blakeman	Director of Informatics
Cathy Bond	Non-Executive Director
Jill Galvani	Director of Nursing and Midwifery
Sharon Gilligan	Director of Operations
Anthony Hassall	Director of Strategy and Partnerships
Graham Hollick	Non-Executive Director
Cathy Maddaford	Non-Executive Director
Evan Moore	Medical Director
Jean Quinn	Non-Executive Director
Julie Adley-Sweeney	Membership Manager

Foundation Trust Members:

John Davies

Apologies:

Paula Clare	Governor
Brian Cummings	Governor
Evelyn Hurren	Governor
Peter Kinderman	Governor
Carol Skillen	Governor

Ref	Minute
<p>CoG 13-14/ 062</p>	<p>Apologies for Absence Apologies were noted as above.</p>
<p>CoG 13-14/ 063</p>	<p>Declarations of Interest There were no interests declared.</p>
<p>CoG 13-14/ 064</p>	<p>Minutes of the Previous Meeting The minutes of the meeting held on 11th December 2013 were approved as an accurate record with the following correction: That the date in minute 13-14/061 be recorded as 'Tuesday'.</p>
<p>CoG 13-14/ 065</p>	<p>Matters Arising In respect of minute 13-14/049: it was noted that the CQC had confirmed compliance, however the Trust moved from hospital intelligence monitoring band 6 to band 4; this was partly due to the Trust being under Monitor investigation, which had been concluded. In respect to minute 13-14/049: the Council were advised that signage for the membership office was being progressed.</p>
<p>CoG 13-14/ 066</p>	<p>Chairman's Business The Chairman welcomed all present and in particular Anita Leech and Sam Armstrong to their first Council meetings. The Council noted the passing of Joyce Jackson, a founding governor, and recorded condolences to her family. Contested governor elections in the constituencies of Bromborough & Eastham and Greasby, Frankby, Irby, Upton & Woodchurch were underway; results are expected on 3rd April. Ms Carole Ann Self had been appointed Associate Director of Governance and was expected to commence in mid-June. The Trust was successful in its bid to NHS England and had been awarded £3.5m of capital for the advancement of the Cerner programme and the development of community-wide record sharing. An additional £250k nursing technology fund allocation had been awarded to the Trust. The Wirral Stroke Service scored highest in recent Royal College of Physicians Sentinel Stroke National Audit Programme and Combined Total Key Indicator Score. This positioned the service as the best in the North West.</p>

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	<p>Recent consultant appointments in emergency medicine and radiology were noted.</p> <p>The Council was updated on the recruitment of new non-executive directors. Interviews had been set for 1st May with presentations and stakeholder group sessions in the morning. The Chairman stated that since the number of executive directors on the Board had reduced by one, the Board might also decide to reduce by one the number of non-executive directors, in which case only one appointment would be sought on 1st of May.</p> <p>It had been necessary to inform Monitor that the Trust could not achieve the 4-hour wait target in A&E this quarter.</p> <p>The Governors noted the upcoming meeting and workshop dates.</p>
CoG 13-14/ 067	<p>Governors' Business</p> <p>There was no Governors' business that was not already covered on the agenda.</p>
Governance	
CoG 13-14/ 068	<p>Quality Account and item 8.1 Annual Plan</p> <p>The quality account and annual plan items were taken together.</p> <p>The Governors received a presentation on the Annual Plan. It was noted that the Annual Plan had been discussed by the Board at its January meeting and on other informal occasions, at the Governors' Workshop, and at the Governors' Annual Plan Advisory Committee. The final submission date for the two-year operation plan was 4th April and the final submission for the five-year strategic plan was late June.</p> <p>The Council discussed the relationship between the Operational Plan to 2016 and the Vision 2018 exercise commenced by the local health economy. In particular, the Council supported the Trust's desire to take a leading role in developing with partners new forms of integrated health care across the economy.</p> <p>The level of income was expected to remain approximately the same as the current year.</p> <p>It was noted that the plan had only modest reserves this year and that achieving the CIP will be very important. In answer to a question, it was clarified that aspiring foundation trusts (FT) can be assisted by the Trust Development Authority, however established FTs cannot.</p> <p>The key risks and next steps in the plan were noted. The Annual Plan Advisory Committee was thanked for its useful contribution to the planning process.</p> <p>The Council agreed to the Operational Plan as presented.</p> <p>The progress on the 2013/14 Quality Accounts (QA) was noted. The priorities for 2014/15 were presented and agreed as: dementia care; nutrition and hydration; reducing 'missed doses'; reducing HSMR; safety thermometer; and reducing readmissions. Current priorities for the 2013/14 QA that are not proposed for 2014/15 QA would still be monitored.</p> <p>Anthony Hassall and Even Moore were thanked for their work on the annual plan and quality accounts. It was reiterated that the financial plan will be very challenging and some aspects are still being developed.</p>

Ref	Minute
CoG 13-14/ 069	<p>Monitor Financial Investigation</p> <p>The Council was updated on Monitor's financial investigation. It was noted that the process had now been closed. The key dates of the investigation and the root cause analysis were noted.</p> <p>The Trust remained under monthly financial reporting, would review its corporate governance arrangements and would ensure external assurance was provided to Monitor on the Trust's annual plan and accounts.</p> <p>It was noted that cash concerns would to be recognised by key personnel within the Trust and payment terms to suppliers were being reviewed.</p> <p>In answer to a question, it was noted that the biggest debtor for the Trust was the commissioners. KPMG had advised the Trust to increase its terms of payments to suppliers as this can improve the cash position. In answer to a question, it was confirmed that the Trust had begun work on supplier terms.</p> <p>In answer to a question, it was clarified that the Trust can borrow money, however it was not an easy or satisfying resolution to financial stress.</p> <p>The Council was pleased that the Trust was no longer under formal investigation, but recognised the significant financial challenge ahead.</p>
CoG 13-14/ 070	<p>Monitor Risk Assessment Framework</p> <p>The Council received a presentation detailing the Risk Assessment Framework. The responsibilities of Monitor, enforcement guidance, Monitor's approach to assessment, examples of exception reporting, continuity of service risk rating and governance risk rating and possible responses from Monitor were noted.</p>
Performance	
CoG 13-14/ 071	<p>Trust Performance and Financial Update</p> <p>The Council received the performance report. It was noted that the Trust had had a great improvement in Friends and Family test (FF) participation and was now one of the best performers in the country.</p> <p>The Trust had a 'never event' in ophthalmology where an incorrect lens was inserted, however this had been quickly recognised and removed before the procedure had been completed and no harm resulted. Root cause analysis would be conducted.</p> <p>The Trust expected fewer complaints at year-end compared to last year. Absence from work was 4.6% against a target of 4%. Performance against heart failure rate target had slipped and the Trust had been penalised. Hospital Standardised Mortality Ratio (HSMR) was 90.7 from April to October 2013, which is a great achievement. Good results in education metrics were noted.</p> <p>Financial performance was noted. Month 10 had been positive with an in-month surplus of £342k; month 11 returned a deficit of £1m against a planned deficit of £400k. The best case year-end outturn is expected to be £2.5m deficit, however the worst case forecast is for £3.2m deficit.</p> <p>CIP needed further work. The Trust targeted £16m CIP and planned £10m in-year. The latest projections indicated the year-end in-year CIP was expected to be £9.6m.</p>

Ref	Minute
	<p>In answer to a question, it was noted that the sale of the mental health facility was unable to be finalised this year and it was expected to be completed next year.</p> <p>It was reported that month 12 finances would be very tight. The Trust expected to fail the quarter 4 A&E target, however there had been no over 12-hour breaches. The performances across Mersey for A&E had been challenging lately, which indicated the pressure all providers were under. There had been a 37% increase in GP referrals in the last 12 months. The issue of ambulances held up at the hospital was raised by a Governor, in response it was noted that the Trust was working with them to improve turn-around times.</p> <p>Did not attend (DNA) figures were noted. It was confirmed that the Trust cannot charge patients for not attending and that some new scheduling process was under consideration.</p> <p>The Monitor quarter 2 monitoring report was noted.</p>
CoG 13-14/ 072	<p>Summary Report from Board of Directors Meeting 29th January 2014</p> <p>The Council received the report. It was noted that the transferring of the vascular service was proceeding.</p> <p>The Quality and Safety Committee agreed to provide a more detailed report at future Council meetings. It was noted that the Committee had focused attention on the FF test and welcomed the improved performance. The Council was also reassured that the Committee monitored quality issues in CIP.</p>
CoG 13-14/ 073	<p>Staff Survey 2013</p> <p>The results and comparisons were noted. Effective staff work had improved, however it was still below average and required further work.</p> <p>There will be a presentation to all staff on 9th April, which has been promoted to the Governors as well.</p> <p>Although improvements had been achieved the results were disappointing and further work continued.</p>
Strategy & Development	
CoG 13-14/ 074	<p>Annual Plan</p> <p>This item was taken earlier in the meeting.</p>
Audit	
CoG 13-14/ 075	<p>Audit Committee Report for December 13 and March 14</p> <p>The Council of Governors received and noted the report for December. A verbal update on the March meeting was provided and it was noted that the Committee had been concerned over the completion of action plans for the safeguarding policy review and requested further monitoring.</p> <p>The Committee had reviewed incorporating the charitable funds into the Trust accounts. However, it had decided that the current practise of having a separate accounts was still appropriate. The values involved were considered 'not material'.</p>

Ref	Minute
	The Committee noted that 62-day cancer waits target and hospital c.difficile will be externally reviewed as part of the Quality Accounts 2013/14 process.
Standing Items	
CoG 13-14/ 076	<p>Minutes of Governor Committees:</p> <ul style="list-style-type: none"> • Membership Engagement Committee <p>The minutes were noted.</p> <ul style="list-style-type: none"> • Annual Plan Advisory Committee <p>The minutes were noted.</p>
CoG 13-14/ 077	<p>Any Other Business</p> <p>A Governor raised a question about promotional text he had written. The matter will be followed up.</p>
CoG 13-14/ 078	<p>Date and Time of Next Meeting</p> <p>Wednesday 18th June 2014 at 5.00pm.</p>

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Chairman

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Date