

BOARD OF DIRECTORS**MINUTES OF MEETING****26TH SEPTEMBER 2012****BOARDROOM
EDUCATION CENTRE
ARROWE PARK HOSPITAL****Present:**

Michael Carr	Chairman
David Allison	Chief Executive
Cathy Bond	Non-Executive Director
Gary Doherty	Chief Operating Officer
Richard Dutton	Deputy Chair & Senior Independent Director
Russell Favager	Director of Finance & Procurement
Jeff Kozar	Non-Executive Director
Tina Long	Director of Nursing & Midwifery
Evan Moore	Acting Medical Director
Anne Parker	Non-Executive Director
Jean Quinn	Non-Executive Director
Nick Williams	Non-Executive Director

Apologies:

Sue Green	Director of HR & OD
Lyn Meadows	Non-Executive Director

In attendance:

Lucy Lavan, forthcoming Associate Director of Governance
Pat Shaw, Personal Assistant

Reference	Minute
Preliminary Business	
BM 12-13/084	Apologies for Absence Apologies were received from Sue Green, Director of HR/OD and Lyn Meadows, Non-Executive Director
BM 12-13/085	Declarations of Interest There were no declarations of interest.
BM 12-13/086	Minutes of the Previous Meeting (27 June 2012) The Minutes of the previous meeting were approved as an accurate record
BM 12-13/087	Matters Arising Further to Minute BM 12-13/056, the Board noted that the objective of the number of patients waiting more than one year being reduced to zero by August 2012 had been achieved.
BM 12-13/088	Chairman's Business The Chairman reported that the following Consultants had recently been appointed: Dr Fawad Ahmed, Consultant in Specialist Palliative Care Dr Shankar Rangan, Consultant in Audiovestibular with Special Interest in Paediatrics Dr Elizabeth Shaw, Consultant Obstetrician & Gynaecologist Mr Thaigarajan Nambirajan, Consultant Urological Surgeon

Reference	Minute
BM 12-13/089	<p>Chief Executive's Report</p> <p>The Board received the Chief Executive's report for September 2012 and in particular noted:-</p> <ul style="list-style-type: none"> • the discussions taking place with the Commissioners concerning the proposed acquisition of a Da Vinci Robot; • welcomed the report on the various initiatives pursuing 'Partnering for Value' and noted the intention to re-commence collaborative discussions with the Countess of Chester once their new CEO was in place; • noted the initiatives underway to develop and improve staff engagement
BM 12-13/090	<p>Quality & Safety Committee Chair's Report, July and September</p> <p>The Board considered the report which summarised the key discussions held at the Q&S Committee Meetings held in July and September 2012. In particular the Board:-</p> <ul style="list-style-type: none"> • noted the Committee's review of Ophthalmology and the further work it intended to undertake; • agreed that a statement setting out the Trust's governance arrangements for joint ventures should be devised and brought back to the Board; • noted the helpful discussion the Committee had held with representatives of the Division of Medicine and that work was being undertaken to review staffing levels in DME; • in reviewing the Q1 Clippe Report agreed that a discussion on patient flow across the hospital would be a useful topic for a forthcoming Informal Board Meeting; • noted that the described risk concerning foetal monitoring needed to be re-worded
BM 12-13/091	<p>Audit Committee Chair's Report, September 2012</p> <p>The Chairman of Audit Committee provided an oral report from the meeting of the Committee held on 20th September and in particular the Board noted:-</p> <ul style="list-style-type: none"> • the good progress being made on SLR reporting; • the operation of the complaints process had raised concern and this matter had been referred to the Quality and Safety Committee; • the concern that recent meetings of the Corporate Risk Management Committee and the Information Governance Committee had not been quorate, and the Board agreed that this was a matter which should be addressed within the wider Governance Review presently being undertaken; • noted that the Operational Assurance Report had been referred back by the Committee for systematic review and revision;
BM 12-13/092	<p>Trust Vision and Strategy</p> <p>The Chief Executive provided the Board with a summary report of the work the Board had undertaken at its recent Strategy Session, which was designed to re-focus the Board's Strategic Direction. The Board agreed that the papers summarised appropriately the position it had reached at that session, but Board members upon reflection indicated that it would be helpful that if within the proposed outline strategy the Trust might incorporate clearer reference to the central importance of patients within the strategy, for example, by recognising the need for effective patient pathways both within the hospital and with our principal collaborative partners. The Board noted that the proposed strategy would now be discussed widely within the</p>

Reference	Minute
	hospital and with the Governors and would be brought back to the Board at a further Strategic Session later in the year.
BM 12-13/ 093	<p>Governance Review</p> <p>The Board received formally the Report of the Governance Review which had been undertaken by McKinseys jointly on behalf of the Trust and of Monitor. The Board noted that it was important that it now took the Report and from it devised its own appropriate Action Plan, and agreed that it would do so at a meeting in October. In the meanwhile the Report would be discussed with HMB and the Trust more widely, and with Governors.</p> <p>The Chairman reported that one observation of good practice within the Report was that the Audit Committee should be chaired by an individual with recent and relevant financial experience, which was normally interpreted as meaning a professional qualification from one of the recognised accountancy bodies. In consequence the current Chairman of Audit Committee had approached the Chairman to discuss the implications of this observation, and had concluded that it would be in the best interests of the Trust if he were to step aside from the Chair. The Board noted the excellent contributions which the current Chairman had made to the work of the Audit Committee, but nevertheless accepted that this was a necessary way forward. The Chairman on behalf of the Board thanked Mr Kozer both for his work as Chairman of Audit Committee and for the manner in which he had dealt with this sensitive issue.</p> <p>As a consequence of the above, the Board agreed that with effect from 1st October 2012, Ms Cathy Bond should be appointed as Chair of Audit Committee and on behalf of the Board the Chairman thanked her for agreeing to take on this role.</p>
BM 12-13/ 094	<p>Finance, Performance and Business Development Committee</p> <p>The Board noted that the McKinsey Review had reviewed the assurance committees below the Board and had recommended the establishment of a Finance, Performance and Business Development Committee. This was a development which was already in the mind of the Board, and therefore a paper had been brought forward immediately for the creation of such a Committee. The Board agreed to the establishment of a Finance, Performance and Business Development Committee with effect from 1st October 2012 as set out in the paper circulated to it subject to:-</p> <ul style="list-style-type: none"> • the inclusion of the Chairman as being in attendance; • the amendment of the quorum to be 50% of the Committee including one of the Medical Director or the Director of Nursing or the Chairman of Quality and Risk Committee; • the amendment of the terms of reference to include reference to the monitoring of contractual compliance; <p>For clarity the Chairman reminded the Committee that responsibility on behalf of the Board for compliance with Monitor targets would lie with this Committee, but that the monitoring of quality targets would lie with the Quality and Risk Committee. In the forthcoming discussion of the Governance Review Action Plan, consideration would need to be given to the nature of reporting from these two Committees to the Board in these matters.</p> <p>Finally the Board agreed that the Committee should be chaired by the Deputy Chairman and that the other Non-Executive Directors on the Committee should be Cathy Bond, Jeff Kozer and Jean Quinn (ex-officio).</p>

Reference	Minute
BM 12-13/095	<p>Board Assurance Framework</p> <p>The Board noted that a report would be brought to the Board after the Governance Review Action Plan had been agreed.</p>
BM 12-13/096	<p>Working Capital Facility</p> <p>The Board noted that because it was in Significant Breach with Monitor, its Bankers had been required to review the Working Capital Facility. As such it had agreed the amendments set out in the Letter of Variation and that the present arrangements continue until the end of December 2012 in the first instance and the Board authorised the Chief Executive and the Director of Finance to complete the necessary documentation to indicate the Board's acceptance of the revised terms and conditions.</p>
BM 12-13/097	<p>Transforming Our Organisations' Health, Listening into Action</p> <p>As part of the Board's determination to make a step change in its efforts to improve staff engagement, it agreed to the proposal to join a national programme entitled as above, at a cost of £70,000 plus £30,000 administration support. The Board noted the considerable institutional commitment that would be involved. With regard to measuring the impact of this programme it was agreed that the Trust would need to create an appropriate baseline from which progress could be monitored. The Board also agreed that the outcome of the 2013 Staff Survey would also be a proper measure.</p> <p>In discussion members of the Board asked that a summary of the outcomes of the 2011 Staff Survey should be made available.</p>
BM 12-13/098	<p>Report from Health and Social Care Act 2012 Joint Working Group</p> <p>The Board considered a paper setting out the initial changes to the Constitution required as a result of the Health and Social Care Act 2012. The Board noted that these proposals had been approved at the September meeting of the Assembly of Governors, but that Monitor would also expect the Board to have given consideration to these matters. The Board approved the proposed changes, voting 12 for 0 against.</p>
BM 12-13/099	<p>National Quality Board Draft Report "Quality in the New Health System"</p> <p>The Board received the helpful report from the National Quality Board describing how responsibility for quality would be ascribed across the health service. In particular the Board welcomed the description of the 'lines of defence' set out in the introduction and the description of the responsibilities of the leadership in Provider Organisations on page 21 of the report. The Chairman of Quality and Safety Committee emphasised the need to focus on the insight of patients, and on the need to gain evidence of quality through measurable quality metrics owned across the organisation. Where appropriate, joint quality metrics might also be agreed with external partners.</p> <p>After considerable discussion, the Board agreed that our current quality framework should be reviewed against the principles set out in the report, adapting as far as possible our current mechanisms and using the Quality and Safety Committee as a sounding board for these changes as they evolve. The review of the current Quality and Risk structure as part of the Governance Review would be a further opportunity for review. The Board also agreed that it would be helpful to understand the requirements arising from the forthcoming Francis Report before finalising any</p>

Reference	Minute
	revisions
BM 12-13/ 100	<p>Infection Prevention and Control Annual Report</p> <p>The Board received the Infection Prevention and Control Annual Report and noted the continuing good progress in this area. The Board noted the work being undertaken to ensure that hand hygiene was truly embedded across the organisation, and the Director of Nursing and Midwifery drew attention to the key priorities for 2012/13.</p>
BM 12-13/ 101	<p>Director of Nursing Report, September 2012</p> <p>The Board considered the Quarterly Report from the Director of Nursing and Midwifery and in particular:-</p> <ul style="list-style-type: none"> • agreed that a paper on nurse staffing should be brought to the November Board meeting; • noted with pleasure that following the recent CQC Unannounced Inspections in Management of Medicines and in Records the Trust had been found compliant and was now compliant across all CQC Outcomes; • noted the further work being undertaken in Medicines Management to improve further on the excellent progress already made;
BM 12-13/ 102	<p>Intelligent Board</p> <p>The Board discussed the Intelligent Board Report for August 2012. The Board agreed that as stated in Minute 094 above, the nature of performance reporting to the Board would need to be reviewed as part of the Action Plan arising from the consideration of the McKinsey Report.</p>
BM 12-13/ 103	<p>Operational Issues – 18 Weeks and A&E</p> <p>The Board received a formal report on the current position on the RTT Action Plan and sustainability assessment. The Board welcomed and approved the considerable progress that had been made in developing the model for sustainability assessment, and suggested that the model might be further refined by incorporating within the process a periodic formal review of capacity.</p> <p>The Board considered and approved the updated RTT Trust-wide Action Plan subject to a recognition that phase 2a of Cerner was more likely to be instituted a little later in 2013, and also to a revision to the wording of some of the current targets.</p> <p>The Board also received a presentation on the work being undertaken within the A&E Department to create a management structure which would help to ensure the sustainability of compliance with A&E targets. The presentation also included a range of other actions, both short and longer term, which would help to reduce waiting times on a more sustainable basis. The Board expressed every support to the Executives in taking whatever appropriate action was necessary to ensure that this essential department was led and operated effectively on a sustainable basis.</p>
BM 12-13/ 104	<p>Financial Position at 31st August 2012</p> <p>The Board received the Financial Report of the financial position as at 31st August 2012 and noted that although the overall position was in balance this was only through significant increased income and the application of reserves. In particular the slow realisation of CIP savings was a matter of growing concern and the Board</p>

Reference	Minute
	<p>emphasised the importance of continuing the pressure across the organisation in this matter. Additionally it was imperative that the cost of additional activity needed to be reduced and productivity and efficiency gains maximised.</p> <p>The Director of Finance also provided the Board with his latest estimate of the position to the end of the financial year, setting out some of the principal issues, assumptions and risks. In particular the Board noted that there was a need to agree as soon as possible a plan for Winter Pressures which would identify the staffing and other resources necessary to meet anticipated demand and that this plan should be taken to the first meeting of the Finance, Performance and Business Development Committee for formal consideration. The Board recognised that in advance of that consideration, appropriate planning would need to take place.</p> <p>The Board discussed the developing relationship with the Clinical Commission Consortium and noted the forthcoming discussions concerning Trust performance, the allocation of non-recurrent monies, and the work being undertaken to gain the funding for the planned Da Vinci Robot, for which excellent terms had been agreed in principle with suppliers within a timescale which might not now match that of the Commissioners.</p>
Items for Noting	
Committee Minutes:	
BM 12-13/ 105	<p>Hospital Management Board (17th August 2012)</p> <p>The Board noted the minutes of the meeting held on the above date.</p>
BM12-13/ 106	<p>Quality & Safety Committee (13th June and 18th July 2012)</p> <p>The Board noted the minutes of the meetings held on the above dates.</p>
BM 12-13/ 107	<p>Audit Committee (14th June 2012)</p> <p>The Board noted the draft minutes of the meeting held on the above date.</p>
BM 12-13/ 108	<p>Schedule of Meetings 2013/14</p> <p>The Board noted the dates for future meetings of the Trust Board and Assembly of Governors.</p>
Standing Items	
BM 12-13/ 109	<p>Any Other Business</p> <p>No other business was discussed.</p>
BM 12-13/ 110	<p>Items for Risk Register</p> <p>No new items were identified for the Register, but it was agreed that the risk ratings for Ophthalmology, Winter Pressures and A&E should be reviewed in the light of the discussions recorded above.</p>
BM 12-13/	<p>Date of Next Meeting</p> <p>28th November 2012</p>

Action Log – 26 September Meeting

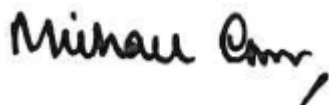
Agenda Item	Summary of Actions	Lead
BM 12-13/090	A discussion on issues concerning patient flow in the Trust might be an appropriate topic for an Informal Board Meeting. A statement be developed formally describing the Trust's governance arrangements for future joint ventures	CEO/COO CEO
BM 12-13/097	Provide summary of the outcomes of the 2011 Staff Survey	Director of HR/OD
BM 12-13/099	Review current quality framework against the principles set out in the report	Medical Director
BM12-13/101	Provide a paper on Nurse Staffing to the November meeting of the Trust Board	Director of Nursing/Midwifery
BM 12-13/102	The nature of performance reporting to the Board should be reviewed as part of the Governance Review considerations	CEO/COO
BM 12-13/104	Proposals for dealing with issues relating to Winter Pressures to be considered at the first meeting of the Finance and Performance Committee	Director of Finance

Action Log – 27 June Meeting

Agenda Item	Summary of Actions	Lead
BM 12-13/054	The recommendations from the KPMG Review of Self-Certification of Medicines Management to be incorporated into the discussions arising from the McKinsey work	Acting Medical Director
BM 12-13/058	Details about future major CIP schemes to be brought forward to the Board.	Director of Finance & Procurement

Action Log – 30 May Meeting

Agenda Item	Summary of Actions	Lead
BM12-13/030	The Director of Information to circulate a brief report in due course on systems available within Wirral Millennium to support research and development projects.	Director of Information
BM12-13/030	Details regarding the Trust's pharmacy license and ethics policy to be included in the Research and Development Capability Statement.	Deputy Medical Director
BM12-13/040	CIP plans to be projected across the year to clearly identify when improvements will be implemented and cash released.	Director of Finance & Procurement
BM12-13/040	CIP and financial performance of the Acute Care division to be discussed at a future EDG meeting.	Executive Directors


Chairman**Date 30th November 2012**