MINUTES OF THE MEETING OF THE COUNCIL OF GOVERNORS
HELD ON WEDNESDAY 16 OCTOBER 2019
IN THE LECTURE THEATRE, LEVEL D

Chair: Mr M Havenhand, Trust Chairman

Public Governors: Mrs J Dalton, Public Governor Rother Valley South
Mr G Jenkinson, Public Governor Wentworth Valley
Mrs H Littlewood, Public Governor Rother Valley West
Lt Col R MacPherson, Public Governor Wentworth South
Mr G Rimmer, Public Governor Rother Valley South & Lead Governor
Mr A A Zaidi, Public Governor Rotherham South

Staff Governors: Mr C Bott, Staff Governor
Mr O Dickinson, Staff Governor
Mrs J Lovett, Staff Governor
Dr J McDonough, Staff Governor
Dr A Mellor, Staff Governor

Partner Governors: Mr S Adalat, Partner Governor REMA
Mrs J Flanagan, Partner Governor Voluntary Action Rotherham
Cllr P Jarvis, Partner Governor RMBC

Apologies: Mrs M Gambles, Public Governor Rotherham South
Dr J Lidster, Partner Governor Sheffield Hallam University
Mr D Moore, Public Governor Rother Valley West

Members of the Board of Directors and other Trust staff in attendance either for the whole or part of the meeting:
Mr J Barnes, Non-Executive Director
Mr G Briggs, Chief Operating Officer
Mrs H Craven, Non-Executive Director
Mr M Edgell, Non-Executive Director
Dr C Gardner, Executive Medical Director
Dr D Hannah, Non-Executive Director
Mr S Ned, Director of Workforce
Mrs L Reid, Head of Governance
Mr S Sheppard, Director of Finance
Mr M Smith, Non-Executive Director
Miss D Stewart, Corporate Governance Manager (minutes)

Observers: One member of the Public
2019/71 WELCOME AND ANNOUNCEMENTS
The Chairman welcomed all those present to the meeting.

2019/72 APOLOGIES FOR ABSENCE & QUORACY CHECK
Apologies were noted, with the meeting confirmed to be quorate.

2019/73 DECLARATION OF CONFLICT OF INTEREST
There were no declarations of any conflict of interest. However, the Chair reminded Governors that should any conflict become apparent during the course of the meeting, they would need to be declared.

QUALITY AND SAFETY
2019/74 PATIENT STORY
The Council of Governors noted the patient story.

2019/75 MINUTES OF THE PREVIOUS MEETING
The minutes of the previous meeting held on 17 July 2019 were agreed as a correct record.

2019/76 MATTERS ARISING
Although documented as part of the action log (number 19), with a recommendation to close the action as the required information had been provided, Mr Zaidi wished the matter to be further discussed, with the detail as follows:

i. Finance and Performance Committee (minute 2019/56v)

As requested Mr Zaidi had provided written information in relation to the electronic appointments booking system. Having considered the matters raised, a response had been issued by Mr Briggs, Chief Operating Officer, to Mr Zaidi outlining the Trust’s position. A meeting had also been subsequently held, which had included members of the operational team.

Having spoken further on the matter with Governor colleagues Mr Zaidi indicated that there remained dissatisfaction relating to the current arrangements for booking follow up appointments.

As Mr Briggs was present at the meeting, he commented that this was a complex matter which needed to fulfil the patient expectations and organisational requirements. An example of this was that medical staff were required to give a minimum of six weeks’ notice for any type of leave. In the scenario described by Mr Zaidi, should the patient be given a follow up appointment immediately following their clinic attendance, this could lead to patients being cancelled should medical staff be on leave. The approach currently in place would enable patients to make contact nearer their review
and agree a date convenient to them and for a clinic which it was known would be held.

Mr Briggs indicated that it was apparent that there remained disquiet from some Governors, in order to bring the matter to a conclusion, he offered to engage with a group of patients to discuss current arrangements and any options to improve the process. An update and a proposed way forward would be provided to the 15 January 2020 Council of Governors meeting.

**ACTION – Chief Operating Officer**

Mr Havenhand thanked Mr Briggs for giving further consideration of the matter in order to achieve an appropriate approach which satisfied both patients and the Trust.

**2019/77 ACTION LOG**

The action log was reviewed, with a number agreed to be closed (log numbers 4, 5, 12, 13, 14, 15, 17, 18, 19, 20, 21 and 23).

The log would be updated accordingly.

**2019/78 CHAIRMAN’S REPORT**

The Council of Governors received and noted the Chairman’s Report.

Mr Havenhand raised two additional matters not documented in the report presented.

The first was that it had been announced earlier in the day that Mrs Barnett, Chief Executive, would be leaving the Trust early in 2020 having been appointed Chief Executive of The Shrewsbury and Telford Hospital NHS Trust. Recruitment for a replacement Chief Executive would commence as soon as possible. Part of the process would require any appointment to be approved by the Council of Governors.

The second matter related to the three new guidance documents issued by NHS Improvement/NHS England. These detailed remuneration for Chairs and Non-Executive Directors, the Chair’s appraisal and the Chair’s development. A copy of these documents would be circulated to Governors as part of their weekly communication.

**ACTION – Corporate Governance Manager**

The Governors Nomination Committee would consider any implications from these documents and discuss any amendments to the Non-Executive Directors’ remuneration and/or terms and conditions. Formal recommendations from the Governors Nomination Committee would be brought to the 15 January 2020 Council of Governors meeting for consideration and approval.

**ACTION – Governors Nomination Committee**

The Council of Governors noted the Chairman’s report.
The Council of Governors received and noted the reports from each of the Board Assurance Committees. The Chairman invited each Non-Executive Committee Chair to provide supplementary information to their written reports.

i. Strategy and Business Planning Committee (SBPC)
Mr Havenhand, provided an update on the work of the SBPC with the report being taken as read.

The role of the Committee continued to be one of ensuring the annual business planning cycle was appropriately sequenced. This would enable an overview and monitoring of progress against the Trust strategies, plans and operational objectives in a timely manner. In addition, the Committee took an overview of the activities across Rotherham Place and the South Yorkshire and Bassetlaw Integrated Care System (ICS).

In noting the work of the Committee, the Lead Governor, on behalf of fellow Governors, sought assurance that the key matters previously assigned to the Strategic Workforce Committee (SWC), which ceased in March 2019, continued to be monitored by SBPC.

Mrs Craven, former member of SWC, and on behalf of Non-Executive Director colleagues, confirmed that SWC before it came to an end had produced a list of key workforce matters which would need to continue to be monitored.

Each workforce area on that list had been assigned to the most appropriate Board assurance committee. The list had recently been reviewed, with minor modification, and workforce matters confirmed still to be relevant were being monitored by the appropriate committee.

Mr Havenhand highlighted that it was the role of the Board of Directors to retain oversight on all workforce matters. The Board assurance committees, due to their narrower remit, had the ability to give more focussed attention to specific matters.

ii. Audit Committee (AC)
Mr Barnes, provided an update on the work of the AC with the report being taken as read.

The Council was informed that following a formal procurement process, 360 Assurance had been appointed, from 1 August 2019, as the Trust’s Internal Auditors. As 360 Assurance were taking over the Internal Audit contract part way through the financial year, the 2019/20 Internal Audit plan had been revised to ensure sufficient coverage of the Trust’s systems of internal control in order to provide the Head of Internal Audit Opinion required for the 2019/20 Annual Report and Accounts.

With regard to the Trust’s External Auditors, currently PwC (PricewaterhouseCoopers) were mid-way through a one year contract extension, which was due to expire in September 2020. The Audit Committee
had considered it prudent to re-test the market in advance of the contract expiring as there had been changes to the end of year auditing requirements and increased fees.

As the Council of Governors had a statutory role in the appointment of the External Auditors, there would be a role for Governors both in terms of the project team to be established to take forward the procurement process and in terms of the approval of the appointment, at the appropriate time, by the full Council of Governors.

The Council of Governors supported the recommendation from the Audit Committee that the Trust commence a tendering process for the External Audit contract. This would commence in early 2020 to enable a smooth transition at the end of the current contract in September 2020.

On other matters, Mr Barnes informed the Council of Governors that he chaired the ICS Integrated Assurance Committee. This provided an opportunity for the Trust to be involved in the wider governance of the ICS. He extended an offer, accepted by the Governors, to attend one of their Forum sessions to provide a summary of the Committee’s work. ACTION – Mr Barnes

iii. **Quality Assurance Committee (QAC)**

Mr Edgell, provided an update on the work of the QAC with the report being taken as read.

With regard to mortality, whilst the national average continued to improve, the Trust’s performance was not improving at the same pace.

The Executive Medical Director, and his team including the Medical Examiner\(^1\), continued to drive improvements with regards to mortality with the Divisions. This was in addition to the external support and advice being provided by such as NHS Improvement.

Whilst there remained a backlog of mortality reviews to be undertaken, QAC had been assured that progress was being made, with a more timely process in place to review any new deaths. QAC was satisfied with the actions being taken to date; however, there remained a necessity to ensure continued focus on mortality to enable the Trust to achieve the national average.

The Committee had also been focussing on the 74 ‘must do’ and ‘should do’ actions from the Care Quality Commission (CQC) inspection in 2018. This was to ensure they had been implemented prior to any new inspection by the CQC which was anticipated for 2020.

Concern had been expressed by the Committee regarding the pace of implementation of the CQC actions, and had escalated the matter to the September 2019 Board of Directors’ meeting. The Chief Nurse and Chief Executive had provided assurance on the position to the Board, with further

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\(^1\) From **April 2019** a new medical examiner led system will begin to be rolled out within hospitals in England and Wales. The non-statutory system will introduce a new level of scrutiny whereby all deaths will be subject to either a medical examiner’s scrutiny or a coroner’s investigation
information provided to the subsequent QAC meeting showing significant progress, with only nine actions remaining outstanding at that time.

The challenge remained to implement all CQC actions, and more importantly ensure the desired improvements to patient care could be evidenced.

As the Council was aware the CQC had undertaken a further unannounced inspection of the Urgent and Emergency Care Centre in August 2019. The report from that visit was still awaited, and it was anticipated that it would highlight improvements to support the service moving from its inadequate rating.

iv. Finance and Performance Committee (FPC)
Mrs Craven, provided an update on the work of the FPC with the report being taken as read.

The key areas of focus continued to be activity levels, performance against cancer targets, staffing – including bank and agency cost, preparing for winter, achievement of the cost improvement programme and capital expenditure.

With regards to some of the detail, in terms of activity levels the position continued to be scrutinised, as were any resulting contract negotiations required with the commissioners.

Whilst cancer performance continued to be challenging, potentially as a positive result of national awareness campaigns increasing referrals, the Chief Operating Officer continued to provide assurance to the Committee on the actions being taken as a means of improving performance.

Agency costs continued to be monitored against trajectories. The position remained challenging as sickness absence rates had increased, leading to additional staffing requirements, and therefore costs, to ensure continued provision of services.

Winter planning was a particular focus, including areas such as bed base and staffing requirements. This would remain a key area to be monitored over the next few months.

With regard to one specific staffing matter, Mrs Craven confirmed in response to a question from Dr McDonough, that both the Committee and the Board of Directors had been apprised of the tax allowances as applied to the NHS Pensions scheme savings. The challenges this potentially created within the workforce and any resulting reduction of capacity had been considered.

Mr Havenhand added, that the regulator had indicated that discussions had been held with HM Treasury with the matter still ongoing. Until a national solution was identified, the Trust continued to support its own staff to ensure they understood their individual position and a number of internal options had been considered.
The Council of Governors received and noted the month five finance report, as submitted to the September 2019 Board of Directors, presented by the Director of Finance.

The month five position showed a deficit of £249k which was marginally favourable against the planned deficit of £254k. The overall year to date position was £105k adverse to plan.

In month five, £651k had been delivered against the cost improvement programme, the plan having been to deliver £614k. However, the year to date position was below plan by £664k. The forecast year end was a gap of £1.65m, with mitigating action being taken to address the position.

Mr Sheppard reported that the £5.4m capital programme would see investment in areas such as infrastructure, medical equipment and information technology. At the end of August 2019 there had been a small underspend of £203k; however, the intention remained that the allocation would be fully utilised by the year end.

Mr Havenhand confirmed that each year the Trust had to set clear priorities to utilise the capital allocation. In order to provide clarity for the Governors in the prioritisation process, Mr Sheppard explained that the Divisions in taking appropriate advice from such as the Directors of Estates and Health Informatics, had clear criteria against which to assess their requirements. In supporting the decisions appropriate quality impact assessments were undertaken, and decisions were not based solely on monetary costs.

In response to a query from Mr Jenkinson, Mr Sheppard confirmed that the Trust had a Counter Fraud Service and that they provided a report to the Audit Committee at each meeting.

The Council of Governors noted the finance report.

The Council of Governors received and noted the PowerPoint presentations providing an update on discharges presented by the Chief Operating Officer and electronic prescribing and medicines administration (EPMA) presented by the Executive Medical Director.

Mr Briggs provided data on a number of slides covering areas such as delays in hospital flow, ‘super stranded patients’ (those in hospital longer than 21 days), and length of stay.

With regard to pre-noon discharges, the Trust’s performance against its own target of 20% was modest, the national target being 30%. Key areas to improve performance would be accurate recording of admissions, transfers and discharge. A number of actions to address and improve performance were
detailed including the aim to deliver ten discharges by 10am, and reduce the number of outpatient clinics beyond 4pm to facilitate early evening discharge ward rounds.

Mr Briggs confirmed that patients in the discharge lounge were still documented as being in the hospital and improvements were required in relation to tracking these patients as not occupying a bed. In response to a question from the Governors it was confirmed that any patient in the Discharge Lounge was still afforded the level of care as would be from a ward environment.

Dr Gardner outlined that the main question which should be asked by the clinician was “what is keeping the patient in today” when considering the discharge of patients.

As patients may be discharged later in the day, Mrs Dalton raised the availability of equipment and support at home to ensure the patient was being discharged to a safe environment. Dr Gardner confirmed that no patient would be discharged unless medically appropriate and safe to do so. In some circumstances there may be a requirement for additional support to be provided for the patient, which was why the Trust continued to work collaboratively with partner agencies and the voluntary sector.

With regards to EPMA, Dr Gardner reported that following the successful pilot undertaken on two wards, the Trust had ‘gone live’ on 18 September 2019. Training had been provided in advance and during the go live phase the organisation had been supported by floor walkers/trainers. Use of the system had become ‘business as usual’ from 14 October 2019.

Although a small number of areas were yet to be rolled out, full implementation would have been completed by the end of the calendar year.

Feedback on the system had been positive, with a notable reduction in medication omissions and speedier processes.

Dr McDonough highlighted a number of specific issues he was aware of from his clinical practice which included assurance on prescribing and the number of alerts issued. Dr Gardner outlined for the wider Council of Governors the safety measures within the system, the escalation process and the role of the EPMA board. He requested that the specific matters raised by Dr McDonough be brought to his attention outside of the meeting.

**ACTION – Dr McDonough**

The Council of Governors noted the position with regard to discharges and EPMA.

2019/82 WORKFORCE PLAN

The Council of Governors welcomed Mr Ned, Director of Workforce to the meeting.

The report submitted to the Council of Governors provided a high level overview of the Workforce Plan which was complementary to, and
underpinned, the aims and ambitions as documented in the Trust’s Five Year Strategy and 5 Year Business Plan. The report specifically highlighted the workforce ambitions for 2019/20.

Within the context of the national vacancy levels, the main features of the plan related to colleagues, including their recruitment, retention and development.

Key areas to support recruitment were considered to be: organisational branding, an ability to offer new and innovative roles, enhanced training programmes and provision of ongoing development of skills and support. Key areas in relation to retention included flexible working patterns already available through E-Rostering and fulfilment of career aspirations.

The wider South Yorkshire and Bassetlaw ICS organisations were developing similar approaches and working together to collectively ensure the area was attractive to applicants.

Additionally, Mr Ned confirmed that in order to engage with the local population, the Trust would be visiting schools to outline the roles and career opportunities available within the NHS.

With regard to sickness absence rates, the Governors sought clarity as to the actions being taken to reduce the current rate which was higher than the planned trajectory. Mr Ned indicated that the highest area of sickness related to stress and anxiety, which could be due to a multitude of factors.

Whilst there were processes in place to support colleagues in such circumstances, recognising signs of stress before it resulted in a period of sickness was now a priority. Managers were being provided with the means to proactively manage the position.

One of the main areas of feedback from the annual staff survey was a requirement to improve engagement with colleagues, which in turn could alleviate stress as a result of changes within the Trust or service.

The Council of Governors noted the report.

**GOVERNOR REGULATORY AND STATUTORY REQUIREMENTS**

**2019/83**  
2019/20 QUALITY REPORT AND 2020/21 PRIORITIES

The Council of Governors received the report which detailed the 2019/20 and 2020/21 quality priorities.

The report additionally outlined the requirement for selection by the Council of Governors their local indicator to be reviewed by the External Auditors as part of the production of the 2019/20 Quality Report.

In noting the report, the Council of Governors indicated that as a means of determining their local indicator they required additional data in the areas suggested for review within the report.
In order to accommodate this request, it was agreed that further consideration would be given at the 4 December 2019 Governors Forum. The Quality Governance, Compliance and Risk Manager would be asked to attend and provide the required data and assurance to the Governors that the suggested indicators had sufficient data to enable them to the audited.

**ACTION – Lead Governor**

The Council of Governors at their 15 January 2020 meeting would confirm the indicator they had selected.

**2019/84 COMPANY SECRETARY REPORT**

The Council of Governors received and noted the Company Secretary Report presented by the Head of Governance.

Mrs Reid indicated that the report provided pertinent governance information for the Council of Governors from a local and national perspective.

The Council was specifically asked to consider two matters detailed within the report relating to engagement opportunities with the membership and the general public.

The first was the proposal to establish a Member Engagement Group, with draft interim terms of reference appended to the report. The second, was facilitation by Governors at two engagement events to be arranged in two constituencies where there had been long standing Public Governor vacancies.

In terms of the Member Engagement Group, whilst the Council was supportive of its establishment, a number of Governors considered that the Group should consider the terms of reference first and then recommend their approval to the Council of Governors. Mr Rimmer commented that he considered that the proposed terms of reference were appropriate, and anticipated that they would be signed off at the Group’s first meeting.

**ACTION – Member Engagement Group**

In order that the first meeting of the Member Engagement Group could be arranged, any Governor wishing to join the Group was requested to contact the Lead Governor.

**ACTION - All**

With regard to the proposed membership engagement events, the Member Engagement Group would be able to support planning and facilitation, with the aim to engage with the membership and support the 2020 Governor Elections.

The Governors sought clarity as to progress being made with regard to consideration of revising the Constitution specifically with regard to public constituencies in order to address the number of current public Governor vacancies.

Mr Havenhand highlighted that as noted in the action log, further consideration was being given to the options available. However, the Governors questioned whether any further delay would be beneficial, particularly if there was no legal barrier to reduce the number of public constituencies.
Mr Havenhand suggested that notwithstanding the requirements to engage with the membership, the options in terms of the constituencies could be one area which the Membership Engagement Group could consider and provide a recommendation to the wider Council of Governors.

**ACTION – Member Engagement Group**

In concluding the discussion, Mr Havenhand indicated that it was important that the Governors take ownership of engagement opportunities and the processes to support these activities.

### 2019/85 NON-EXECUTIVE DIRECTORS REPORT FROM THE GOVERNORS NOMINATION COMMITTEE REPORT

The Council of Governors received the report which detailed the discussions held by the Governors Nominations Committee at their meeting held on 18 September 2019. The meeting had been convened to specifically discuss the recommendations from the Appointments Panel who had undertaken interviews, with a view to appoint two new Non-Executive Directors.

Details relating to the recruitment process had been detailed within the report for the Council of Governors.

The Council of Governors approved the recommendations from the Governors Nomination Committee that:

i. Nicola Bancroft, with a background in audit/finance, be appointed as Non-Executive Director with a retrospective start date of 1 October 2019. The term of office would be three years (until 30 September 2022).

ii. Dr Rumit Shah, with a clinical background, be appointed as Non-Executive Director with a start date of 1 January 2020 for a term of office of two years (until 31 December 2021).

### ITEMS FOR INFORMATION

#### 2019/86 INTEGRATED PERFORMANCE REPORT

The Council of Governors received and noted the Integrated Performance Report which had been considered at the September 2019 Board of Directors meeting.

#### 2019/87 FEEDBACK FROM GOVERNORS SURGERY

The Council of Governors received and noted the feedback gathered by the Governors at their September 2019 Governors Surgery.

Feedback had been positive, with a number of colleagues, wards and services being specifically complimented by service users. There had also been themes in relation to car parking difficulties and the ability to locate departments.
Mr Barnes suggested that the Board consider how the information gathered, and particularly the positive feedback relating to colleagues, could be shared within the organisation. 

**ACTION – Chairman**

**COUNCIL OF GOVERNORS GOVERNANCE**

**2019/88  ISSUES TO BE ESCALATED TO BOARD OF DIRECTORS**

There were no matters to be escalated to the Board of Directors.

**2019/89  COUNCIL OF GOVERNORS WORK PLAN**

The Council of Governors received and noted their forward work plan, which would be updated to reflect the discussions held during the meeting.

Governors were reminded that should they have any items which they considered should be discussed by the Council, they should be initially informed to the Lead Governor.

**2019/90  QUESTIONS FROM ANY MEMBER OF THE PUBLIC PRESENT AT THE MEETING**

There were no questions raised at this point nor any items of any other business having been notified to the Chair prior to the meeting.

**2019/91  CLOSE OF MEETING**

The next meeting of the Council of Governors would be held on Wednesday 15 January 2020 commencing at 5pm.

Martin Havenhand
Chairman