MINUTES OF THE MEETING OF THE COUNCIL OF GOVERNORS
HELD ON WEDNESDAY 15 JANUARY 2020
IN THE LECTURE THEATRE, LEVEL D

Chair: Mr M Havenhand, Trust Chairman

Public Governors: Mrs M Gambles, Public Governor Rotherham South
Mr G Jenkinson, Public Governor Wentworth Valley
Mrs H Littlewood, Public Governor Rother Valley West (part of meeting)
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

Partner Governors: Cllr P Jarvis, Partner Governor RMBC
Dr J Lidster, Partner Governor Sheffield Hallam University

Apologies: Mr S Adalat, Partner Governor REMA
Mrs J Dalton, Public Governor Rother Valley South
Mrs J Flanagan, Partner Governor Voluntary Action Rotherham
Lt Col R MacPherson, Public Governor Wentworth South
Dr A Mellor, Staff Governor
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:

Miss N Bancroft, Non-Executive Director
Mr J Barnes, Non-Executive Director
Mrs L Barnett, Chief Executive
Mr G Briggs, Chief Operating Officer
Mr M Edgell, Non-Executive Director
Ms L Hagger, Non-Executive Director
Dr D Hannah, Non-Executive Director
Ms A Milanec, Director of Corporate Affairs/Company Secretary
Mr C Preston, Interim Deputy Chief Executive
Mr S Sheppard, Director of Finance
Mr M Smith, Non-Executive Director
Miss D Stewart, Corporate Governance Manager (minutes)

Observers: None
01/2020  WELCOME AND ANNOUNCEMENTS

The Chairman welcomed all those present to the meeting.

02/2020  APOLOGIES FOR ABSENCE & QUORACY CHECK

Apologies were noted, with the meeting confirmed to be quorate.

03/2020  DECLARATION OF CONFLICT OF INTEREST

There were no declarations of any conflict of interest from the Governors. As there were a number of agenda items relating to the Non-Executive Director, including the Chairman, declarations were noted from those colleagues present.

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

04/2020  PATIENT STORY

The Council of Governors noted the patient story, which had been presented to the Board of Directors in the previous quarter.

05/2020  MINUTES OF THE PREVIOUS MEETING

The minutes of the previous meetings held on 16 October 2019 and 4 December 2019 were agreed as a correct record.

06/2020  MATTERS ARISING

i.  Finance and Performance Committee (minute 2019/76 Refers)

A verbal update with regard to the electronic outpatient appointment booking system was provided, this was supported by a written report as part of agenda item 15/2020.

Mr Briggs explained that it had not been possible to progress the work as outlined at the October 2019 meeting. However, he confirmed that a focus group meeting, including patient and staff representation, had been arranged for 19 February 2020. It was anticipated that these discussions would support a way forward which would meet the requirements of both service users and the Trust.

Mr Havenhand welcomed the process which had been established to discuss the matter, taking into account comments from the Governors. The aim remained to achieve a solution beneficial to all.
07/2020  **ACTION LOG**

The action log was reviewed. It was agreed that all actions, with the exception of log numbers 8 (from 2018), 24, 30 and 32 (from 2019) could be closed.

08/2020  **CHAIRMAN’S REPORT**

The Council of Governors received the Chairman’s Report.

Mr Havenhand highlighted that the Trust had achieved The Governance Framework Accreditation from The Chartered Governance Institute. It was understood that Rotherham was the first NHS Trust in England to have received the accreditation.

The work had been led by Ms Milanec, which had been in addition to her role requiring reflective practice and an examination. An action plan had been developed for areas of further work which would be monitored by the Board of Directors.

The Council of Governors noted the report.

**COUNCIL OF GOVERNOR REGULATORY AND STATUTORY REQUIREMENTS**

09/2020  **2019/20 QUALITY REPORT AND GOVERNORS’ INDICATOR**

The Council of Governors received the re-submitted report regarding the 2019/20 Quality Report and the Governor indicator to be audited.

Mrs Barnett confirmed that following the October 2019 Council of Governors meeting where the matter had first been debated, further discussion had taken place at the Governors Forum. The preferred indicator selected at the Forum had been Mortality. However, should Annual Report and Accounts guidance still awaited by the regulator determine that mortality would be a mandated indicator, the Forum had identified an alternative indicator of Dementia Assessment.

The Council of Governors agreed the suggestion from the Governors Forum that their selected local indicator to be reviewed as part of the 2019/20 Quality Report would in the first instance be Mortality.

In terms of the Trust’s 2020/2021 quality priorities, although still being debated, Mrs Barnett outlined the current preferred priorities, three in each of the categories Patient Experience, Patient Safety and Clinical Effectiveness. Once finalised, Mrs Barnett would ensure that they were communicated to the Council of Governors as they would then be the subject of stakeholder consultation, which would include the Governors.

**ACTION – Chief Nurse Team**
Mr Smith, Non-Executive Director left the room at this point.

10/2020 CONSTITUTION AMENDMENT

The Council of Governors received the report which outlined the requirement to amend the Trust’s Constitution.

Ms Milanec explained that during the process to appoint the new (interim) Chief Executive, it had been highlighted that a clause in Section 30 of the Constitution required removal. The Board of Directors having considered the matter, had approved removal of:

“30.1 The following may not become or continue as a member of the Board of Directors…….
……30.1(ix) he is an executive nor Non-Executive Director, or Governor or Chief Executive of another NHS Trust or foundation trust…….”

The Council of Governors in noting the report approved the proposed amendment with immediate effect.

Based upon this amendment, the Council of Governors ratified their original appointment of Mr Smith, on a one year basis from April 2019. Mr Smith was also a Non-Executive Director of Humber Teaching NHS Foundation Trust, which had been declared upon his appointment.

Mr Smith returned to the room at this point.

11/2020 NON-EXECUTIVE DIRECTORS REPORT FROM THE GOVERNORS NOMINATION COMMITTEE

Declarations of interest were made by those Non-Executive Directors present, including the Chairman, with regard to this agenda item.

The Council of Governors received two reports from the Governors Nomination Committee, these were presented by the Lead Governor.

i. Term of Office – Michael Smith

The Council of Governors approved the recommendation from the Governors Nomination Committee that Mr Smith be offered a further two year term of office from 1 April 2020 until 31 March 2022.

ii. Non-Executive Director Remuneration

Following receipt of the NHS England/Improvement guidance relating to Non-Executive Director remuneration, the Trust’s position had been considered in detail by the Governors Nomination Committee.

The Lead Governor indicated that the position and formal recommendation from the Committee with regard to each of the Trust’s Non-Executive Directors, including the Chairman, was detailed within the report. In addition, a number of principles had been agreed with regard to future appointments or re-appointments. These were:
Any new NED would be advertised and appointed on the standard rate of £13k per annum.

All existing NEDs would by the end of December 2022 be remunerated at £13k per annum.

The Council of Governors approved the recommendations for each of the current Non-Executive Directors, including the Chairman.

12/2020 COMPANY SECRETARY REPORT

The Council of Governors received the Company Secretary Report.

The report documented the timetable for the 2020 Governor Elections. There would be 15 seats subject to election – 13 public governors and 2 staff governors. The Nominations stage would open on 10 March 2020, and results declared on 29 May 2020. New, and returning Governors would commence their term of office on 1 June 2020.

The Council of Governors was requested to promote the elections and the role of Governor. In the constituencies where elections were to be held Governors in those areas were requested to provide a list of ten addresses to which posters could be sent by the Foundation Trust Office. Alternatively, a supply would be available for the Governors Forum on 19 February 2020 to enable Governors to engage within their own constituency to display the election material.

ACTION – Governors

For information, the Governors Engagement Strategy 2019-21 had been appended to the report and had been updated with the known engagement activities for 2020. This included an induction date of 30th June 2020 for newly elected Governors, and refresh for experienced or returning Governors.

It was planned that the induction session would cover a number of topics pertinent to the role, and other aspects of information to support knowledge about the Trust. The Executive Directors or other senior trust officers, supported by Non-Executive Directors, would facilitate the session providing opportunities for engagement with key colleagues.

With regard to the induction process, Mrs Gambles highlighted a potential opportunity to enhance the approach. Ms Milanec would discuss the matter further outside the meeting with Mrs Gambles and Mrs Littlewood, who also had some personal reflections which she wished to share.

ACTION – Company Secretary

The Council of Governors noted the report.
REPORTS FROM THE EXECUTIVE DIRECTORS
13/2020  FINANCE REPORT

This agenda item was taken after the Chairman’s report but is recorded in the order of the agenda.

The Council of Governors received the finance report which outlined the month eight (November 2019) financial position.

The year to date position showed that the Trust was £578K adverse to plan. This was as a consequence of the cost improvement programme, which although having delivered £5,240k was below the planned year to date target of £5,495k. Activity levels (elective and outpatients) in all areas, with the exception of outpatients, were below plan.

The 2019/20 Capital Programme of £5.4m, remained on forecast to be fully utilised for such as refurbishments and medical equipment.

Whilst November 2019 had been off plan, Mr Sheppard was confident that the quarter three position would be achieved, thereby securing the £4.4m Provider Sustainability Fund and we were on track to deliver for 2019/20.

Mr Havenhand commented that although currently on plan, it remained important for the Trust to work collaboratively with the South Yorkshire and Bassetlaw Integrated Care System to ensure system wide financial balance. This would provide the ability to access additional central monies. Strong financial management, with a focus on quality improvements, remained important for the Trust.

The Council of Governors noted the month eight finance report.

14/2020  TRUST WEBSITE

The Council of Governors received and noted the report which provided an update on improvements to the Trust’s corporate website, which had first been discussed at the July 2019 Council of Governors meeting (minute 54/19) and escalated to the Board of Directors.

The report provided an overview of the position, the key issues and actions being taken to resolve the outstanding issues.

Mr Preston indicated that as part of the review of the website comparison had been undertaken with those of other Trusts. Although there remained opportunities for further improvement in areas such as site content, consistency, navigation and search functionality, the website was similar to other Trusts. However, it could be more dynamic.

The Communications Team would take an overview of the website, with the Divisions, through named individuals, taking ownership of the content.

The Council of Governors noted the update report and looked forward to the continued improvements to the website.
Mrs Littlewood and Mr Sheppard left the meeting at this point.

15/2020  ELECTRONIC APPOINTMENT SYSTEM

The Council of Governors noted the report which provided a written position statement on the matter of the electronic appointment system, which had been verbally reported under matters arising (minute 06/2020i).

REPORT FROM NON-EXECUTIVE DIRECTOR CHAIRS OF BOARD COMMITTEES

16/2020  REPORT FROM NON-EXECUTIVE DIRECTOR CHAIRS OF BOARD COMMITTEES

The Council of Governors received and noted the reports from the Board Assurance Committees, with each Non-Executive Committee Chair providing supplementary information to the 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.

Focus remained on a number of matters including the South Yorkshire and Bassetlaw Integrated Care System (ICS) and the Rotherham Integrated Care Partnership (Place) to ensure alignment with the Trust’s strategies and priorities.

The ICS had produced, following feedback from individual organisations, a system-wide response to the NHS Five Year Plan.

This Committee additionally reviewed progress against the Trust’s own transformation programmes and the review of clinical services.

ii. Audit Committee (AC)

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

Mr Barnes took the opportunity to highlight the greater emphasis being placed on the Board Assurance Framework¹ (BAF) in supporting delivery of the Trust’s Strategy and Five Year Plan.

The new internal auditors, as part of their work to develop the annual Head of Internal Audit Opinion required for the Annual Report, had highlighted a number of recommendations as to how the BAF should be utilised by the Board and its assurance committees.

As the BAF was developed and/or revised at the start of each financial year it was suggested, that at an appropriate time further information on the BAF and how it was utilised by organisations would be presented to a future Governors Forum.

ACTION – Mr Barnes

¹ the term ‘board assurance framework (BAF)’ to be used to refer to the key document used to record and report an organisation’s key strategic objectives, risks, controls and assurances to the board.
iii. **Quality Assurance Committee (QAC)**

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

Mr Edgell confirmed that with regard to mortality, the current hospital standardised mortality ratio (HMSR) stood at 106 compared with the national average of 90. The Committee, and the Board of Directors, remained concerned at the variance; however, the work undertaken to review processes had identified no obvious reasons for the variance. Two stage mortality reviews were in place, and the backlog had been addressed. An area now being assessed was the impact of clinical coding\(^2\).

An externally commissioned review of mortality had been undertaken in order to provide additional assurance, with Mrs Barnett confirming that the report would provide additional learning opportunities. The Governors in choosing mortality as their local indicator (minute 09/2020), would provide another valuable source of information on the processes.

The Committee, whilst continuing to challenge the position, were assured by the work being undertaken by the Executive Medical Director and Medical Examiner.

In response to a question from Mr Jenkinson, it was confirmed that SHMI (Summary Hospital-level Mortality Indicator) included deaths within 30 days of discharge from hospital.

Another area of focus for the Committee was the Care Quality Commission (CQC). The report following the August 2019 re-inspection of the Urgent and Emergency Care Centre (UECC) had been received. Although the report had highlighted a number of areas which had improved, moving the service from ‘inadequate’ to ‘requires improvement’, it also acknowledged that it remained challenging.

One area had been staffing levels, with Mr Edgell confirming that a new five year staffing model had been considered at the December 2019 Board of Directors meeting. The model aimed to ensure staffing reflected current activity and patient acuity.

In terms of attendance levels at the UECC, Mrs Jarvis questioned the role of GP Hubs in supporting reduced attendances. Mr Briggs confirmed that in order to support the Trust, the Rotherham Clinical Commissioning Group (CCG) had agreed to pilot one of the GP Hub’s on the Trust site for a three month period and increase promotion of all their GP hubs.

The Committee continued to receive reports outlining implementation of the 74 ‘Must Do’ and ‘Should Do’ actions from previous CQC inspections in preparation of the a new inspection in the next six months. The Committee had been assured that progress was being made and evidenced against these actions.

---

\(^2\) **Clinical coding** is the process whereby information from the hospital case notes for each patient is expressed as codes. This includes the operation/treatment, diagnosis, complications and comorbidities.
Mrs Barnett, confirmed that she considered good progress had been made. Preparations continued for the next inspection, which would intensify, with such as workshops and mock inspections. Details on the dates and times of the latter would be circulated to enable the Governors to participate in the process and gain assurance on preparations.

**ACTION – Company Secretary**

Mrs Gambles sought clarity on the process to monitoring progress against the Safe and Sound framework. Mr Edgell confirmed that the Committee received a monthly report with positive benefits for patients, although the outcomes against some elements of the framework were harder to measure.

Dr McDonough raised the matter of the assurance provided to the Committee in relation to the Electronic Prescribing and Medication Administration (EPMA). Mr Edgell indicated that the Committee had received information from the project lead, in addition to feedback from the divisions attending for other matters, on the benefits being seen which from a medication perspective was functioning effectively.

Mrs Barnett provided additional clarity in that factual information had been shared with the Committee, the focus had now moved from implementation to refinement of the system. In order to provide greater transparency, and additional assurance to QAC, she would discuss with the Executive Medical Director provision of an EPMA issues log.

**ACTION – Chief Executive**

The Quality Assurance Committee would seek assurance that the governance arrangements were effective in addressing any issues. The matters raised by Dr McDonough should form part of the escalation process and raised through the appropriate governance processes and/or further discussed with the Executive Medical Director.

iv. **Finance and Performance Committee (FPC)**

Mr Smith, in the absence of Mrs Craven, provided an update on the work of the FPC with the report being taken as read.

The Cancer 62 day target and pre-noon discharges were specifically highlighted to the Governors.

**ITEMS FOR INFORMATION**

**17/2020 INTEGRATED PERFORMANCE REPORT**

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

**18/2020 FEEDBACK FROM GOVERNORS SURGERY**

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

It was confirmed that although similar to the Friends and Family Test, the feedback from the Governors Surgery was a separate exercise. However,
information from both exercises was routinely detailed in the quarterly patient experience report considered by the QAC. Mr Edgell suggested that this quarterly report be shared with the Governors as it provided comprehensive information relating to the experiences of service users.

**ACTION – Company Secretary**

A number of Governors commented on the current format for the Governors Surgeries. Whilst the use of questions provided a structured approach resulting in qualitative information against which the Trust could take action as appropriate, it was considered too prescriptive with little opportunity for engagement. However, Ms Milanec highlighted that there were a number of questions which provided the opportunity to engage freely with service users.

It was suggested that a hybrid approach be considered in readiness for the next surgery which would be held on 19 February 2020.

**ACTION – Corporate Governance Manager**

The Council of Governors noted the Governors Surgery report, with the Chairman thanking the Governors for participating in the session gathering valuable feedback from service users.

**Post Meeting Note**

Feedback on the process had been requested from the Head of Patient Experience.

The questions currently asked by Governors as part of their surgery provided views from service users not captured from any other source. The Friends and Family Test questions, which had been circulated to Governors as part of a weekly communication, were being reviewed nationally.

Although the Head of Patient Experience would support a structured approach, as detailed within the quarterly patient experience report to QAC:

> ‘It is anticipated that following the appointment of the Engagement and Inclusion Officer, closer liaison with Governors can be developed, to ensure greater reach for these surveys and further work on the understanding of the findings from surveys and the enabling of appropriate action to be taken to rectify concerns.’

**19/2020 GOVERNORS NOMINATION COMMITTEE APPROVED MINUTES**

The Council of Governors received and noted the approved minutes from the Governors Nomination Committee meetings held on 24 June 2019 and 18 September 2019.

**COUNCIL OF GOVERNORS GOVERNANCE**

**20/2020 ISSUES TO BE ESCALATED TO BOARD OF DIRECTORS**

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

**21/2020 COUNCIL OF GOVERNORS WORK PLAN**

The Council of Governors received and noted their forward work plan.
Governors were reminded that should they have any items which they considered should be discussed, they should initially be informed to the Lead Governor.

22/2020  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.

Mr Havenhand took the opportunity, to inform the Governors that this would be the last meeting for Mrs Lovett who would be leaving the Trust at the end of March 2020. On behalf of the Council of Governors Mr Havenhand thanked Mrs Lovett for her positive contributions during her time in office.

Additionally, a number of Board colleagues would shortly be leaving the Trust. Firstly, Dr Hannah, Non-Executive Director would complete his term of office at the end of January 2020. In February, Mr Preston, Interim Deputy Chief Executive would be leaving the Trust as would Mrs Barnett, Chief Executive.

Mr Rimmer on behalf of the Council of Governors presented a bouquet of flowers and thanked Mrs Barnett in supporting the Trust in its improvement journey.

23/2020  CLOSE OF MEETING

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

Martin Havenhand
Chairman