

## Council of Governors Meeting

**Date and Time:** Thursday 13 July 2017, 10:30 – 13:00  
**Venue:** Hyde Park Room, 1<sup>st</sup> Floor, Lanesborough Wing

Time	Item	Subject	Format
10:30	1	<b>Welcome, Apologies and Opening Comments</b> <i>Chairman, Gillian Norton</i>	-
	2	<b>Declarations of Interest</b> <i>All led by Chairman, Gillian Norton</i>	Verbal
	3	<b>Minutes of Meeting held on 17 May 2017</b> <i>Gillian Norton, Chairman</i>	Oral
10:45	4	<b>CEO's Report and Overview</b> <i>Jacqueline Totterdell, CEO</i>	Presentation
10:55	5	<b>Feedback from the Governors attending Committee Meetings</b>	Oral
11:05	6	<b>Report from the Nomination &amp; Remuneration Committee</b> <i>Gillian Norton, Chairman</i>	Oral
11:15	7	<b>Audit Committee Report</b> <i>Sarah Wilton, Audit Committee Chairman</i>	Paper
11:25	8	<b>Financial Recovery Plan</b> <i>Andrew Grimshaw, Chief Financial Officer &amp; James Friend, Director of Efficiency, Delivery and Transformation</i>	Presentation
11:45	9	<b>Quality Improvement Plan &amp; Quality Indicator Monitoring</b> <i>Avey Bhatia, Chief Nurse</i>	Presentation
12:00	10	<b>Quality Indicator Monitoring – Staff Survey Responses</b> <i>Harbhajan Brar, Director of HR and OD</i>	Oral
12:10	11	<b>Trust Process for the Selection &amp; Optimisation of Medicines</b> <i>Chris Evans, Chief Pharmacist</i>	Presentation
12:30	12	<b>Annual Members Meeting Update</b> <i>Fiona Barr, Trust Secretary &amp; Head of Corporate Governance</i>	Paper
12:40	13	<b>Vacancies on the Council of Governors</b> <i>Gillian Norton, Chairman</i>	Paper
12:50	14	<b>Any Other Business</b> <i>All led by Gillian Norton, Chairman</i>	Oral
13:00	15	<b>Governor Workshop and Working Lunch led by Jay Bevington, Partner at Deloitte as part of an External Review of Governance and Support</b>	Presentation
15:30		<b>Close</b>	

**Date and Time of Next Meeting of Council of Governors: 14 September 2017 at 10.30am**

### Council of Governors: Purpose, Membership, Quoracy and Meetings

<b>Council of Governors Purpose:</b>	The general duty of the Council of Governors and of each Governor individually, is to act with a view to promoting the success of the Trust so as to maximise the benefits for the members of the Trust as a whole and for the public.
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Membership and Those in Attendance		
Members	Designation	Abbreviation
Gillian Norton	Chairman	Chairman
Gail Adams	Public Governor, South West Lambeth	GA
Mia Bayles	Public Governor, Rest of England	MB
Patrick Bower	Appointed Governor, Wandsworth CCG	PB
Nigel Brindley	Public Governor, Wandsworth	NB
Val Collington	Appointed Governor, Kingston University	VC
Anneke de Boer	Public Governor, Merton	AB
Jenni Doman	Staff Governor, non-clinical	JD
David Flood	Staff Governor, Nursing & Midwifery	DF
Frances Gibson	Appointed Governor, St George's University	FG
Stuart Goodden	Public Governor, Wandsworth	SG
Mike Grahn	Appointed Governor, Healthwatch Wandsworth	MG
Will Hall	Staff Governor, Allied Health Professionals	WH
Hilary Harland	Public Governor, Merton	HH
Tim Hodgson	Appointed Governor, Merton CCG	TH
Kathryn Harrison	Public Governor, Rest of England	KH
Robin Isaacs	Public Governor, Rest of England	RI
Philip Jones	Appointed Governor, Merton Council	PJ
David Kirk	Public Governor, Wandsworth	DK
Yvonne Langley	Public Governor, Wandsworth	YL
Dagan Lonsdale	Staff Governor, Doctors and Dental	DL
Sarah McDermott	Appointed Governor, Wandsworth Council	SM
Derek McKee	Public Governor, Wandsworth	DM
Noyola McNicolls - Washington	Staff Governor, Community Services	NM
Simon Price	Public Governor, Wandsworth	SP
Stephen Sambrook	Public Governor, Rest of England	SS
Khaled Simmons	Public Governor, Merton	KS
<b>Secretariat</b>		
Fiona Barr	Corporate Secretary and Head of Corporate Governance	Trust Sec
Richard Coxon	Membership & Engagement Manager	MEM

<b>Council of Governors</b>	The quorum for any meeting of the Committee shall be at least one third of the Governors present.
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**Minutes of the Meeting of the Council of Governors**  
**17 May 2017**  
**H2.6, 2<sup>nd</sup> Floor, Hunter Wing**

<b>Name</b>	<b>Title</b>	<b>Abbreviation</b>
<b>PRESENT</b>		
Gillian Norton	Non-Executive Director/Chairman	Chairman
Sue Baker	Public Governor, Merton	MB
Mia Bayles	Public Governor, Rest of England	SB
Anneke de Boer	Public Governor, Merton	AdB
Patrick Bower	Appointed Governor, Wandsworth CCG	PB
Nigel Brindley	Public Governor, Wandsworth	NB
Val Collington	Appointed Governor, Kingston University	VC
Jenni Doman	Staff Governor, Non-Clinical	JD
David Flood	Staff Governor, Nursing & Midwifery	DF
Mike Grahn	Appointed Governor, Healthwatch Wandsworth	MG
Will Hall	Staff Governor, Allied Health Professionals	WH
Hilary Harland	Public Governor, Merton	HH
Kathryn Harrison	Public Governor, Rest of England	KH
Philip Jones	Appointed Governor, Merton Council	PJ
Dagan Lonsdale	Public Governor, Wandsworth	DL
Derek McKee	Staff Governor, Clinical and Dental	DMK
Noyola McNicolls-Washington	Staff Governor, Community Services (part)	NMW
Simon Price	Public Governor, Wandsworth	SP
Stephen Sambrook	Public Governor, Wandsworth	SS
Khaled Simmons	Public Governor, Merton	KS
<b>IN ATTENDANCE</b>		
Jacqueline Totterdell	Chief Executive Officer	CEO
Ann Beasley	Deputy Chairman/Non-Executive Director	Deputy Chairman
Sir Norman Williams	SID/Non-Executive Director	NED
Thomas Saltiel	Associate Non-Executive Director	NED
Avey Bhatia	Chief Nurse	CN
Paul Dossett	Grant Thornton/Auditors	GT
Paul Linehan	Head of Governance	HoG
Tom Slaughter	Grant Thornton/Auditors	GT
<b>APOLOGIES</b>		
Gail Adams	Public Governor, South West Lambeth	GA
Frances Gibson	Appointed Governor, St George's University	FG
Stuart Goodden	Public Governor, Wandsworth	SG
Tim Hodgson	Appointed Governor, Merton CCG	TH
Robin Isaacs	Public Governor, Rest of England	RI
David Kirk	Public Governor, Wandsworth	DK
Yvonne Langley	Public Governor, Wandsworth	YL
Sarah McDermott	Appointed Governor, Wandsworth Council	SM
<b>SECRETARIAT</b>		
Fiona Barr	Trust Secretary & Head of Corporate Governance	Trust Sec
Richard Coxon	Membership & Engagement Manager	MEM

**WELCOME AND APOLOGIES**

<b>1.1</b>	Gillian Norton opened her first meeting as Chairman and welcomed Jacqueline Totterdell, the new substantive CEO. Apologies were received from Gail Adams, Frances Gibson, Stuart Goodden, Tim Hodgson, Robin Isaacs, David Kirk, Yvonne Langley and Sarah McDermott. .
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**DECLARATIONS OF INTEREST**

<b>1.2</b>	There were no declarations of interests.
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<b>MINUTES OF MEETING HELD ON 16.03.17 AND MATTERS ARISING</b>	
<b>1.3</b>	The minutes were accepted as a true and accurate record of the meeting held on 16.03.17 except to amend the comment made by KS regarding the approval of the CEO appointment to be clear that this related to 'how the decision was made amongst a strong field of candidates'.
<b>CEO REPORT AND OVERVIEW</b>	
<b>2.1</b>	The CEO started by saying how delighted she was to be the Trust's CEO and how much she was looking forward to working with the Council of Governors. She was very aware that there were both challenges and opportunities and a number of priorities for both the short, medium long term. She advised that she had started her career as a nurse and more recently had been a COO and CEO at other large trusts.
<b>2.2</b>	She referred to the recent cyber-attack on the NHS but reassured the Governors that St George's was not affected because of the swift action it had taken to close down the email system on the Friday as a precautionary measure (email had only been switched back on that morning at 08:30). She commended the work of the IT department which had worked throughout the weekend to ensure that patient care was unaffected and strengthen the firewalls of vulnerable computers. The Staff Governors commented on how there had been a benefit to having a couple of days without email as it required more face to face communication which was to be encouraged.
<b>2.3</b>	The CEO introduced the new Executive Team which included: <ul style="list-style-type: none"> <li>i. Ann Johnson as acting CFO (on loan from NHS Improvement (NHSI) until Andrew Grimshaw, substantive CFO started in mid-June).</li> <li>ii. Harbhajan Brar had joined as HR &amp; OD Director and one of his key early priorities was to streamline and speed up the recruitment process. This would help to build a more sustainable workforce and reduce the reliance on bank, agency and interim staff which was welcomed</li> <li>iii. Candidates for the Chief Operating Officer role would be interviewed later that week.</li> <li>iv. A Director of Strategy would also be recruited who would play a lead role in helping the Trust become a key player in South West London.</li> </ul>
<b>2.4</b>	She advised that there had been a two day Care Quality Commission (CQC) inspection the previous week to follow up on the Section 29A notices. The informal feedback had been largely positive – the CQC team could see that a number of improvements had been made in many areas and feedback from staff was good. The team was due to return later in the month to look at the Trust's processes for recruitment and to underpin the Fit & Proper Persons Test. The formal report from the inspection should be received in six to eight weeks.
<b>2.5</b>	Finally she advised that the Financial Recovery Plan had been submitted to NHSI on the 12.05.17. To ensure that Governors were fully briefed, this would be covered at a future meeting of the Council of Governors. There remained a lot to do and the CEO was ready for the challenge.
<b>2.6</b>	The Governors thanked the CEO and received the report.
<i>The CEO left the meeting.</i>	
<b>CHAIRMAN'S REPORT AND OVERVIEW</b>	
<b>3.2</b>	The Chairman echoed the CEO's comments about the scale of the challenge ahead though reported that she could feel a difference in the Trust already.
<b>3.2</b>	She noted that a key priority was to build a stable, unitary Board: this was being underpinned by substantive recruitment to the Executive Team and would be supported by the forthcoming External Review of Governance which would be conducted by

	Deloitte. She advised the Governors that part of Deloitte's work would focus on the effective running of the Council of Governors and as well as the role of Patient Representatives.
3.3	She also advised that she and the CEO remained in regular dialogue with NHSI who were maintaining a close interest in the Trust's plans and progress.
3.4	The Governors received the report.
<i>Thomas Saltiel left the room to avoid a conflict of interest with the next agenda item.</i>	
<b>RECRUITMENT OF NEW NON-EXECUTIVE DIRECTOR</b>	
6.1	The Chairman introduced a paper to recruit a new Non-Executive Director (NED) as her appointment as Chairman had left a vacancy on the Board and the Trust's Constitution requires there to be a Chairman plus six other NEDs on the Board.
6.2	After some discussion, the Governors agreed that the term of the Associate NED would not be extended beyond 30.06.17 and that the overall need for an Associate NED on the Board should be looked at more widely in relation to the composition, skills and time.
6.3	To proceed with the NED recruitment process, it was agreed that a date for a Nomination & Remuneration Committee meeting would be arranged and the membership of the Committee confirmed with those Governors who had expressed an interest. The Trust would use an external recruitment agency to help find suitable candidates though would complete a procurement process to identify a suitable firm.
COG.17.05.17/01	<b>Confirm the membership of the Nomination &amp; Remuneration Committee meeting.</b> <b>LEAD: Membership &amp; Engagement Manager</b>
COG.17.05.17/02	<b>Identify a date for the Nomination &amp; Remuneration Committee meeting</b> <b>LEAD: Membership &amp; Engagement Manager</b>
COG.17.05.17/03	<b>Conduct a procurement process to identify an external recruitment agency to support the Trust with the NED recruitment process.</b> <b>LEAD: Membership &amp; Engagement Manager</b>
<b>SELF-CERTIFICATION WITH THE NHS PROVIDER LICENCE</b>	
7.1	The Trust Secretary introduced the paper, advising that every year all Foundation Trusts have to make a submission setting out a self-assessment of compliance with their licence conditions: <ul style="list-style-type: none"> <li>• Appropriate risk management processes and systems are in place (condition G6)</li> <li>• There are sufficient resources to deliver services over the coming 12 months (condition CoS7)</li> <li>• The Trust has appropriate governance structures and systems in place (condition FT4)</li> <li>• The Trust has provided adequate and appropriate training to its Governors.</li> </ul>
7.2	There was some discussion about what training and induction had been given to Governors. Governors felt that it would be helpful to summarise what had been provided but agreed that this could be provided to the Chairman and the Lead Governor for review and approval on behalf of the Governors.
COG.17.05.17/04	<b>Collate the training which has been provided for Governors in 2016-17 and share with the Chairman and Lead Governor for review and approval on behalf of the Council of Governors.</b> <b>LEAD: Trust Secretary</b>
<b>DRAFT ANNUAL CYCLE FOR THE COUNCIL OF GOVERNORS</b>	
8.1	The purpose of this paper was to propose an Annual Cycle of business to guide the work of the Council of Governors. The Annual Cycle had been developed with

	reference to the Monitor Code of Governance and drawing on best practice from working with other Councils of Governors.
8.2	The Council of Governors welcomed the Annual Cycle of Business, agreeing that it was helpful to have a forward plan to guide their work. There was a brief discussion about the timing of specific items though the Trust Secretary advised that this was a “standard” Annual Cycle which the Governors were starting part way through the year and suggested that it should remain a dynamic document which could be added to and changed as the year progressed. This was agreed.
8.3	The Trust Secretary drew the Governors’ attention to the standing agenda for Governors who attended Board Committee meetings to feedback to other Governors at the next Council of Governors meeting and this was agreed.
8.3	The Council discussed holding an Away Day in July and it was agreed that this would be arranged.
COG.17.05.17/05	<b>Arrange a Council of Governors Away Day for July 2017.</b> <b>LEAD: Membership &amp; Engagement Manager</b>
<i>The Chairman left the meeting and the Deputy Chairman, chaired meeting.</i>	
<b>QUALITY REPORT 2016-17</b>	
9.1	WH reported that a group of Governors had met with the HoG to agree two voluntary indicators for 2017-18. The first was related to patient experience and to increase response to the staff survey from 40.4% to 50% and engagement score from 3.7 to national average (future stretch targets to attain a score of 4). The second was related to patient safety to improve levels of Early Warning Score (EWS) documentation which was used to identify patients who are deteriorating.
9.2	The HoG updated the Governors on the work done to produce the Quality Account for 2016/17, advising that it was still in draft and was provided to the Governors for information.
9.3	Paul Dossett and Tom Slaughter from Grant Thornton, external auditors, gave a report to the Governors on their audit of the 2016-17 Quality Report. This report summarised the results of their independent assurance of the draft Quality Report and was issued in conjunction with their signed limited assurance report (published within the Quality Report section of the Trust’s 2016-17 Annual Report).
9.4	The auditors noted that they had seen a number of improvements in the Trust’s arrangements for the preparation of the Quality Report this year and much more support for the audit. Unlike last year, the auditors gave the Report an unqualified opinion.
9.5	The audit on the Quality Report was largely complete although the auditors advised that work was still outstanding on the testing of the “62 day cancer waits” as a meeting had been cancelled the previous Friday (due to operational pressures) though the information had been sent to the auditors for review. Unfortunately this information was not received and could not be re-sent as the Trust’s email systems had been closed down for several days as a precautionary measure against the NHS cyber-attack.
9.6	The Governors were concerned that the planned meeting had been cancelled at short notice and the implications of this for completing the audit. The Chief Nurse advised that she would look into it and ensure the auditors received the information they needed. The management would also look at how this could be avoided for next year’s Quality Report.
<b>ANY OTHER BUSINESS</b>	
10.1	The Deputy Chairman advised the Governors that NHSI had formally written to the Trust’s Audit Committee to confirm that Grant Thornton’s audit of the Trust’s 2015-16 annual report had been selected for Quality Audit Review by the Institute of Chartered Accountants of England and Wales <u>and there were no issues found with the auditor’s work.</u>

COG.17.05.17/06	<b>Circulate details of the letter from NHSI on the Quality Review of Audits. LEAD: Membership &amp; Engagement Manager</b>
10.2	KH passed on a message from NMW that NMW would have to step down as Staff Governor for Community Services as the Trust had lost the Community Services contract. She was thanked for her contribution to the council.
10.3	KH reminded everyone that the Tree of Life Ceremony to celebrate organ donation was taking place on 01.07.17 and encouraged everyone to attend.
COG.17.05.17/07	<b>Circulate details of the Tree of Life ceremony on 01.07.17. LEAD: Membership &amp; Engagement Manager</b>
<b>DATE AND TIME OF NEXT MEETING:</b>	
11.1	A date would be agreed for next meeting which would take place on the same day as the Away day.

### Council of Governors Meeting Action Log

Action Ref	Action	Lead	Commentary	Status
COG.17.05.17/01	Confirm the membership of the Nomination & Remuneration Committee Meeting	MEM	Membership agreed at Nomination & Remuneration Meeting on the 17.06.17	Proposed closure
COG.17.05.17/02	Identify a date for the Nomination & Remuneration Committee Meeting	MEM	The Nomination & Remuneration Committee met on the 17.06.17	Proposed closure
COG.17.05.17/03	Conduct a procurement process to identify an external recruitment agency to support the Trust with the NED recruitment process	MEM	Following a procurement process, Gatenby Sanderson was agreed as recruitment agency at the Nomination and Remuneration meeting on the 17.06.17	Proposed closure
COG.17.05.17/04	Collate the training which has been provided for Governors 2016-17 and share with Chairman and Lead Governor for review and approval on behalf of the CoG	Trust Sec	Email sent after meeting on 24.05.17 and agreed.	Proposed closure
COG.17.05.17/05	Arrange a Governors Away Day for July 2017	MEM	Arranged for the 13.07.17	Proposed closure
COG.17.05.17/06	Circulate details of the letter from NHSI on the Quality Review Audits	MEM	Letter circulated on 17.05.17	Proposed closure
COG.17.05.17/07	Circulate details of the Tree of Life ceremony on 01.07.17	MEM	Email circulated on 27.06.17 when details confirmed	Proposed closure

<b>Meeting Title:</b>	Council of Governors		
<b>Date:</b>	13.07.17	<b>Agenda No.</b>	7
<b>Report Title:</b>	Report from the Audit Committee		
<b>Lead Director/ Manager:</b>	Sarah Wilton, Audit Committee Chairman		
<b>Report Author:</b>	Fiona Barr, Trust Secretary & Head of Corporate Governance		
<b>Presented for:</b>	<b>Approval</b> Decision    Ratification    Assurance    Discussion Update    Steer    Review    Other (specify)		
<b>Executive Summary:</b>	<p>The Audit Committee should provide a report to the Council of Governors on an annual basis.</p> <p>The Council of Governors is responsible for appointing (and removing) the Trust's external auditors and as the contract with the Trust's current firm of external auditors, Grant Thornton LLP, technically expired following the completion of the 2016-17 audit of the Trust's Annual Report &amp; Accounts following, this paper proposes next steps to the Governors.</p>		
<b>Recommendation:</b>	<p>The Council of Governors is asked to:</p> <ul style="list-style-type: none"> <li>i. Receive the annual report on the current external auditor, Grant Thornton LLP, from the Audit Committee.</li> <li>ii. Re-appoint the existing external auditor, Grant Thornton LLP, for a further year to conduct the 2017-18 audit.</li> <li>iii. Nominate a representative(s) to become a member of the External Audit Working Group when established.</li> </ul>		
<b>Supports</b>			
<b>Trust Strategic Objective:</b>	All		
<b>CQC Theme:</b>	Well-led		
<b>Single Oversight Framework Theme:</b>	Well-led		
<b>Implications</b>			
<b>Risk:</b>	Non-compliance with the National Health Service 2006 Act (the 2006 Act) and as amended by the 2012 Act or audit best practice.		
<b>Legal/Regulatory:</b>	National Health Service 2006 Act (the 2006 Act) and amended by the 2012 Act. <i>Your Statutory Duties: A Reference Guide for Foundation Trust Governors</i> – chapter 7.		
<b>Resources:</b>	N/a		
<b>Previously Considered by:</b>	Audit Committee by correspondence.	<b>Date:</b>	June 2017
<b>Equality Impact Assessment:</b>	N/A		

**Report from the Audit Committee  
Council of Governors Meeting 13.07.17**

**1.0 PURPOSE**

- 1.1 This report sets out those matters which the Audit Committee is required to report to the Trust's Council of Governors on an annual basis and reports on the 2016-17 annual audit.

**2.0 BACKGROUND**

- 2.1 St George's was awarded Foundation Trust status on 01.02.15 which means that its Council of Governors has a legal duty to appoint (or remove) the Trust's external auditors which must be done at a general meeting of the Council of Governors. To support this statutory duty, the Audit Committee should report to the Council of Governors when the annual audit is completed. The report should assess whether the work is of a sufficiently high standard and the fees are reasonable.
- 2.2 External auditors carry out independent audits of the Trust's statutory Annual Report & Accounts and Quality Account and conduct value for money audits throughout the year, though the Trust also may commission additional work from the external auditors on an ad hoc basis.
- 2.3 An NHS Foundation Trust should appoint an external auditor for a period of time which allows the auditor to develop a strong understanding of the finances, operations and the annual/forward plan of the Trust. Best practice indicates that this should be for a term of three to five years.
- 2.4 Grant Thornton LLP has been the Trust's external auditors since the closure of the Audit Commission in 2012-13 (five years). At that time, the Trust was not a Foundation Trust and the external auditors were appointed on the Trust's behalf by the Department of Health. Grant Thornton LLP won the subsequent tender - which was managed by the Department of Health - for the provision of external audit services for the South West London sector of NHS organisations and has provided the external audit service to the Trust since 2012-13.
- 2.5 As part of its role, the Audit Committee is responsible for evaluating the performance of the Trust's external (and internal) auditors. It supports the Council of Governors in its statutory duty by making a recommendation to retain or remove the external auditor.

**3.0 2016-17 EXTERNAL AUDIT**

- 3.1 The Audit Committee was satisfied with the work of Grant Thornton LLP for the conduct of the 2016-17 external audit of both the Trust's Annual Report & Accounts and its Quality Account.
- 3.2 The audit fees were as follows:

**Annual Report & Accounts**

	<b>Per Audit Plan £</b>	<b>Actual Fees £</b>	<b>2015-16 Fees £</b>
<b>Trust Audit</b>	58,000	58,000	58,000
<b>Additional Fee</b>	0	14,500	50,400
<b>Total Fees</b>	<b>58,000</b>	<b>72,500</b>	<b>108,400</b>

## Quality Report

Service	Fees £
Assurance Review of the Quality Report	10,000
Additional Fee for the Review of the Quality Report	1,960
<b>Total Fees</b>	<b>11,960</b>

- 3.3 Grant Thornton LLP reported a number of improvements with the Trust's preparations for the 2016-17 audit and production of the Quality Report, noting the process had gone smoothly and the Trust's teams were responsive and well briefed.

### 4.0 EXTERNAL AUDIT FOR 2017-18 ONWARDS

- 4.1 As Grant Thornton LLP has held the contract for external audit services at the Trust for five consecutive financial years (2012-13 to 2016-17 inclusive) and under the relevant regulatory framework applicable to Foundation Trusts, a decision must be made about the continuation of Grant Thornton LLP as the Trust's external auditor. However as the external audit process starts during Quarter 3 each year, the Trust has not left sufficient time to seek an alternative provider.
- 4.2 It is therefore proposed by the Audit Committee that for the 2017-18 audit, Grant Thornton LLP is retained but that for 2018-19 onwards, there a full and proper process to investigate options.
- 4.3 To this effect, the Audit Committee will establish an External Audit Working Group to evaluate the options available and, if needs be, oversee a tender process to appoint a new firm of external auditors.
- 4.4 The External Audit Working Group will be a task & finish group specifically convened for the period required to investigate options and make a recommendation. It will report to the Audit Committee which in turn will make a recommendation to the Council of Governors. The minimum membership would comprise:
- i. Chairman of the Audit Committee
  - ii. Chief Financial Officer or nominated deputy
  - iii. Trust Secretary
  - iv. Governor representative(s).
- 4.5 The Working Group would investigate options available and agree criteria for evaluation, such as:
- i. Performance of the current external auditor
  - ii. Costs of the external audit service
  - iii. Market (NHS) presence of alternative providers
  - iv. Reputation and track record of alternative suppliers
  - v. Potential conflicts of interest.
- 4.6 As it will be a task & finish group reporting to the Audit Committee, the Trust Secretary will manage arrangements to convene and minute the meetings of the Audit Committee Working Group though they will be led by the Finance Department.
- 4.7 The Working Group will operate on a timeframe which enables new or re-appointed external auditors to be in place from 01.04.18.

## **5.0 RECOMMENDATION**

5.1 The Council of Governors is asked to:

- i. Receive the annual report on the current external auditor, Grant Thornton LLP, from the Audit Committee.
- ii. Re-appoint the existing external auditor, Grant Thornton LLP, for a further year to conduct the 2017-18 audit.
- iii. Nominate a representative(s) to become a member of the External Audit Working Group when established.

**Author:** **Dominic Sharp, Assistant Director of Finance – Financial Services**  
**Fiona Barr, Trust Secretary & Head of Corporate Governance**

**Date:** **28.06.17**

<b>Meeting Title:</b>	Council of Governors		
<b>Date:</b>	13.07.17	<b>Agenda No</b>	12
<b>Report Title:</b>	Proposal for the 2017 Annual Members Meeting and the Presentation of the Trust's Annual Report and Accounts and Related Auditor's Report to the Council of Governors		
<b>Lead Director/ Manager:</b>	Fiona Barr, Trust Board Secretary & Head of Corporate Governance Chris Rolfe, Associate Director of Communications		
<b>Report Author:</b>	Richard Coxon, Members & Engagement Manager Emily Sands, Communications & Engagement Manager		
<b>Presented for:</b>	Approval    Decision    Ratification <b>Assurance</b> Discussion Update    Steer    Review    Other (select using highlight)		
<b>Executive Summary:</b>	<p>The National Health Service Act 2006 (the 2006 Act) and amended by the 2012 Act, states that NHS Foundation Trusts must hold an Annual Members Meeting (AMM) of their members. This meeting must also be open to the public. In addition the Trust's Constitution allows for the AMM to be combined with the Council of Governors' meeting convened for the purpose of presenting the annual accounts, any report of the auditor on them and the annual report.</p> <p>As well as meeting our Constitutional requirements, it's proposed that the AMM is used to build on the tone of optimism set by our new leadership team, celebrate our achievements, and help instil confidence in the Trust to our staff and stakeholders. The proposal is to have a unifying theme of celebrating staff achievements for a whole day, culminating in the Annual Members' Meeting in the evening.</p>		
<b>Recommendation:</b>	It is recommended that the Council of Governors endorses this approach and identifies Governors who can support these activities on the day.		
<b>Supports</b>			
<b>Trust Strategic Objective:</b>	Supports all		
<b>CQC Theme:</b>	Well-led		
<b>Single Oversight Framework Theme:</b>	Well-led		
<b>Implications</b>			
<b>Risk:</b>	Lack of engagement/poor attendance.		
<b>Legal/Regulatory:</b>	The Trust is required to hold an AMM and present the annual report and accounts, and any related auditor's reports, to a meeting of the Council of Governors. This is set out both in legislation and in the Trust's Constitution.		
<b>Resources:</b>	The Communications team and the Membership team will take joint lead roles in the planning and running of the day.		
<b>Previously Considered by:</b>	Executive Management Team	<b>Date</b>	26.06.17
<b>Equality Impact Assessment:</b>	N/A		
<b>Appendices:</b>	N/A		

**Proposal for the 2017 Annual Members' Meeting and the Presentation of the Trust's Annual Report and Accounts and Related Auditor's Report to the Council of Governors  
Council of Governors 13.07.17**

**1.0 PURPOSE**

- 1.1 To outline the theme, approach, and agenda for this year's Annual Members Meeting (AMM).

**2.0 BACKGROUND**

- 2.1 The National Health Service Act 2006 (the 2006 Act) and amended by the 2012 Act requires NHS Foundation Trusts must hold an Annual Members Meeting (AMM) of their members. This meeting must be open to the public. In addition the Trust's Constitution allows for the AMM to be combined with the Council of Governors' meeting convened for the purpose of presenting the annual accounts, any report of the auditor on them and the annual report.
- 2.2 Instability caused by leadership changes; the Care Quality Commission's (CQC) inspection report published in November 2016 and special measures status for both finance and quality, have all led to some staff and stakeholder perceptions of the organisation being affected.
- 2.3 However, there are a number of reasons to be positive: the Trust's clinical outcomes are among the best in the country, and our patients want to be treated here. Furthermore there is now a new leadership team in place who have set a more optimistic tone for the Trust both internally and externally.
- 2.4 The Trust has adopted an approach to its recovery to ensure we work together to tackle our quality, financial and performance challenges at the same time, rather than in isolation.
- 2.5 The AMM and the Council of Governors' meeting at which the Trust's report and accounts (and the auditor's report) provide for an opportunity to reflect on the Trust's achievements and build on the new sense of purpose and pride in the organisation.
- 2.6 The date of 07.09.17 has been selected for this which is the same day as the Board meeting.

**3.0 PROPOSAL**

- 3.1 It is proposed that this year the AMM is used to build on this positivity, showcase the Trust's achievements and use this opportunity to instil renewed confidence in the Trust to its staff and stakeholders. The proposal is to use the unifying theme of celebrating staff achievements for a whole day culminating in the AMM in the evening.
- 3.2 There are three main aims to the day:
- 1) To fulfil our statutory duties to present the Annual Reports and Accounts to our Governors, and to hold an Annual Members' Meeting.
  - 2) To showcase ways in which staff have been working together to make St George's better.
  - 3) To celebrate our achievements.
- 3.3 Set out below is a suggested outline for the day.

Time	Activity	Focus
All day 08:00 - close	Set up Twitter hashtag to group all tweets posted about the day's events  Meet and greet, meet the Governors, hello St George's	Comms team to tweet throughout the day and encourage staff to do the same  Governors and Trust staff meeting and greeting visitors to St George's and encouraging them to write on post it notes what makes them most proud of the Trust; this could also be an opportunity to sign up new members
09:00-10:15	Board walkabouts	Key themes: <ul style="list-style-type: none"> <li>What makes you proud to work for St George's?</li> <li>How have you demonstrated excellent care?</li> </ul>
10:30-13:00	Trust Board	To include feedback from the Board walkabouts and a patient and/or staff story on the theme of working together to make St George's better.
13:00	Trust Board lunch break	Winners of existing awards eg Values join Board for lunch, likely to be in the Ingredients restaurant which is adjacent to the Hyde Park room where the Board meeting is taking place
15:30	eG St George's staff bulletin sent out	A special edition of the bulletin focussing on staff achievements to include photos from award winners' lunch, and stories celebrating successes.  The bulletin will also include a link to a short film of vox pops from staff from Queen Mary's, St George's, and the community saying why they are proud to work for the Trust, and what they love about their team. Local residents and prominent stakeholders (eg local MP) will also be included if possible.  Include a round-up of best tweets from the day so far.
17:30	AMM: Meet the Governors and refreshments	We will also encourage local partners to attend with stands.
18:30	Introduction: Gillian Norton, Chairman	
18:40	Review of 2016/17: Jacqueline Totterdell, Chief Executive	Jacqueline to read out a selection of the post- it notes/tweets and play vox pops film before or after her presentation
18:50	Finances: Andrew Grimshaw, Chief Finance Officer	External Auditors Report
19:00	Paul Dossett Grant Thornton (Auditors)	
19:10	Council of Governors: Kathryn Harrison, Lead Governor	Uplifting story about why we are all here.
19:15	Baby Abi's (youngest ever patient) mum and doctor who operated on her	
19:25	Staff story tbc	How a staff member/team has made improvements at

19:35	Q&A	the Trust.
20:00	Close	

### **Risks**

- 4.1 Lack of robust planning and preparation could lead to poor engagement and attendance at the AMM. This will be mitigated by starting this process early and having a clear project plan with named leads responsible for different areas of activity.
- 4.2 There is a risk that members of staff working at our community sites could feel excluded. This will be mitigated by the August Board workshop being held at Queen Mary's hospital and the Board Walkabout being arranged on the joint themes of:
- What makes you proud to work for St George's
  - How have you demonstrated excellent care or improvements in your area.
- 4.3 This will be fed back in the September Board meeting.

### **Legal Regulatory**

- 4.4 The Trust is required to hold an AMM and present the annual report and accounts, and any related auditor's reports, to a meeting of the Council of Governors. This is set out both in legislation and in the Trust's Constitution.

### **Resources**

- 4.5 The Communications team and the Membership team will take joint lead roles in the planning and running of the day.

## **5.0 TIMELINE**

- 5.1 The following is the high level project plan:

<b>July 2017</b>	<ul style="list-style-type: none"> <li>Send invitations to stakeholders</li> <li>Contact Values Awards organisers to discuss Board lunch</li> <li>Contact guest speakers for AMM</li> <li>Scope and carry out filming of vox pops at community and hospital sites</li> <li>Invite partners to have stands at AMM</li> </ul>
<b>August 2017</b>	<ul style="list-style-type: none"> <li>Edit vox pops film</li> <li>Secure patient and staff story for Board</li> <li>Create presentations for AMM</li> <li>Identify areas for Board walkabouts</li> </ul>
<b>September 2017</b>	<ul style="list-style-type: none"> <li>Publicity for staff to attend AMM</li> <li>Briefings for Governors and Board</li> </ul>

## **6.0 RECOMMENDATION**

- 6.1 It is recommended that the Council of Governors endorses this approach and identifies Governors who can support these activities on the day.

**Author:** Richard Coxon, Members and Engagement Manager  
Emily Sands, Communications Manager

**Date:** 05.07.17

<b>Meeting Title:</b>	Council of Governors		
<b>Date:</b>	13 July 2017	<b>Agenda No</b>	13
<b>Report Title:</b>	Vacancies on the Council of Governors		
<b>Lead Director/ Manager:</b>	Gillian Norton, Chairman		
<b>Report Author:</b>	Fiona Barr, Trust Secretary & Head of Corporate Governance Richard Coxon, Membership & Engagement Manager		
<b>Presented for:</b>	Approve    Decision    Ratify    Assure    Discuss    Update    Steer Review    Other (specify)		
<b>Executive Summary:</b>	There are a number of current and emerging vacancies on the Council of Governors. This paper proposes how these vacancies might be managed.		
<b>Recommendation:</b>	<p>It is proposed that the Council of Governors:</p> <ul style="list-style-type: none"> <li>i. <b>Public Governor for Merton</b> – Approach the runner-up and offer her the remaining term if she is willing to take it, otherwise leave the seat vacant until the next election.</li> <li>ii. <b>Staff Governor for Community Services</b> – Re-classify the staff working for QMH (around 400) as Community Services staff members, thereby increasing the numbers in this Staff class and maintaining the minimum membership. Hold this vacancy until the next election.</li> <li>iii. <b>Healthwatch Merton</b> – Await the identification of a suitable volunteer.</li> <li>iv. <b>Merton CCG</b> – Ask Dr Bower to formally represent both Wandsworth and Merton CCGs.</li> </ul>		
<b>Supports</b>			
<b>Trust Strategic Objective:</b>	All		
<b>CQC Theme:</b>	Well-led		
<b>Single Oversight Framework Theme:</b>	Well-led		
<b>Implications</b>			
<b>Risk:</b>	Not having a quorum of Governors at meetings to vote on decisions. This is at least one third (nine) of the Governors present, the majority of whom must be public Governors.		
<b>Legal/Regulatory:</b>	The Trust's Constitution clearly sets out the composition of the Council of Governors at Annex 3 and additional provisions for the Council of Governors at Annex 5.		
<b>Resources:</b>	N/A		
<b>Previously Considered by:</b>	N/A	<b>Date</b>	
<b>Equality Impact Assessment:</b>	N/A		
<b>Appendices:</b>	N/A		

**Vacancies on the Council of Governors  
Council of Governors 13 July 2017**

**1.0 PURPOSE**

- 1.1 To update the Council of Governors on the current situation concerning vacancies and attendance on the Council of Governors and propose how these might be managed.

**2.0 BACKGROUND AND CONTEXT**

- 2.1 Annex 3 of the Trust's Constitution sets out the composition of the Council of Governors.
- 2.2 The Council has a number of current and emerging vacancies on the Council of Governors:
- i. Public Governor from Merton – as Sue Baker resigned with effect from 28.06.17 due to a conflict of interests.
  - ii. Noyola McNicolls-Washington, Staff Governor for Community Services, will no longer work for St George's when the contract for Community Adult Health Services for Wandsworth transfers to CLCH from 01.10.17 therefore will be unable to continue as a Staff Governor.
  - iii. Appointed Governor from Healthwatch Merton – Brian Dillon is disqualified from office as he is a member of the Local Authority's Health & Wellbeing Board (this is a disqualification as set out in provision 1.1.3 in Annex 5 of the Constitution).
- 2.3 In addition the Appointed Governor from Merton CCG, Dr Tim Hodgson, is struggling to make regular attendance due to other commitments.

**3.0 PROPOSAL**

- 3.1 It is proposed that the Council of Governors manages these issues in the following way:

**Public Governor for Merton**

- 3.2 As there are more than six months remaining of Sue Baker's term of office, and Sue was in the last year of her term, the Constitution states that the Council of Governors can offer the seat to the runner up from the previous election to fill the remainder of the term, if the individual is willing to take office (provision 4.1.2.2 of Annex 5 of the Constitution refers). Sheila Eden, the previous runner-up, has been approached. However if she is not interested in taking up the position, it is proposed that the Council of Governors leaves this seat vacant until the next election.

**Staff Governor for Community Services**

- 3.3.1 The Trust's Constitution requires a minimum membership of 600 for the Community Services class. This figure is very high in comparison to the minimum membership for other Staff classes and it will be unachievable when the Trust loses 180 staff through the transfer of the contract for Community Adult Health Services for Wandsworth to CLCH on 01.10.17 (only 530 staff will remain). However as Queen Mary's Hospital (QMH) is considered as part of the Trust's Community Services provision, it is proposed that we re-classify the staff working for QMH (around 400) as Community Services staff members thereby increasing the numbers in this Staff class and maintaining the minimum membership. This will have the dual benefit of ensuring that QMH feels more part of the Trust. However we would need to run an election for this vacancy.

**Healthwatch Merton**

- 3.4 Healthwatch Merton will put forward a suitable volunteer for this role as soon as it is able. It is proposed that the Trust continues to work with Healthwatch Merton and await the identification of a suitable volunteer.

### **Merton CCG**

- 3.5 Dr Tim Merton from Merton CCG has been struggling to attend Council of Governor meetings due to other commitments. However there is good attendance from Dr Patrick Bower from Wandsworth CCG. Both Merton CCG and Wandsworth CCG are now collaborating very closely and have set up a joint management team with a joint Managing Director for both CCGs, though they remain separate legal entities. Dr Patrick Bower is prepared to represent both Wandsworth and Merton CCGs and it is proposed that the Council of Governors accept that the henceforth, Dr Bower represents both CCGs and Dr Tim Merton is released from his duties as Appointed Governor from Merton CCG.

## **4.0 RECOMMENDATION**

- 4.1 It is proposed that the Council of Governors:
- i. **Public Governor for Merton** – Approach the runner-up and offer her the remaining term if she is willing to take it, otherwise leave the seat vacant until the next election.
  - ii. **Staff Governor for Community Services** – Re-classify the staff working for QMH (around 400) as Community Services staff members, thereby increasing the numbers in this Staff class and maintaining the minimum membership. Hold this vacancy until the next election.
  - iii. **Healthwatch Merton** – Await the identification of a suitable volunteer.
  - iv. **Merton CCG** – Ask Dr Bower to formally represent both Wandsworth and Merton CCGs.

**Authors:** Fiona Barr, Trust Secretary & Head of Corporate Governance and  
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**Date:** 05.07.17