

**Minutes of the Meeting of the Council of Governors
6 December 2017
Hyde Park Room, 1st Floor, Lanesborough Wing**

Name	Title	Abbreviation
PRESENT		
Gillian Norton	Chairman/Non-Executive Director	Chairman
Mia Bayles	Public Governor, Rest of England	MB
Nigel Brindley	Public Governor, Wandsworth	NB
Val Collington	Appointed Governor, Kingston University	VC
Anneke de Boer	Public Governor, Merton	AdB (Part)
Jenni Doman	Staff Governor, Non-Clinical	JD
Frances Gibson	Appointed Governor, St George's University	FG
Mike Grahn	Appointed Governor, Healthwatch Wandsworth	MG
Hilary Harland	Public Governor, Merton	HH
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
Sarah McDermott	Public Governor, Wandsworth	SM (Part)
Derek McKee	Appointed Governor, Wandsworth Council	DMK (Part)
Simon Price	Public Governor, Wandsworth	SP
Stephen Sambrook	Public Governor, Wandsworth	SS (Part)
Khaled Simmons	Public Governor, Merton	KS
IN ATTENDANCE		
Ann Beasley	Non-Executive Director	NED
Harbhajan Brar	Director of Human Resources	DHROD
Stephen Collier	Non-Executive Director	NED
Tom Ellis	Head of Business Planning	HBP
Andrew Grimshaw	Chief Finance Officer	CFO
Elizabeth Palmer	Director of Quality Governance	DQG
Sir Norman Williams	Non-Executive Director	NED
Tim Wright	Non-Executive Director	NED
APOLOGIES		
Gail Adams	Public Governor, South West Lambeth	GA
Patrick Bower	Appointed Governor, Wandsworth CCG	PB
David Flood	Staff Governor, Nursing & Midwifery	DF
Dagan Lonsdale	Staff Governor, Clinical and Dental	DL
Sarah Wilton	Non-Executive Director	NED
SECRETARIAT		
Fiona Barr	Trust Secretary & Head of Corporate Governance	Trust Sec
Richard Coxon	Membership & Engagement Manager	MEM
Janet Gomes	Membership Officer	MO

WELCOME, APOLOGIES AND OPENING COMMENTS

1.1	<p>The Chairman opened the meeting and welcomed everyone. Tim Wright, NED and Alfredo Benedicto, Appointed Governor for Healthwatch Merton were welcomed to their first meeting as were the prospective Governors in the audience.</p> <p>Thanks were given to both Noyola McNicolls-Washington and Will Hall who have stepped down as Staff Governors as they have left the Trust.</p> <p>The apologies were as set out above.</p>
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DECLARATIONS OF INTEREST

1.2	<p>There were no declarations of interests.</p> <p>It was noted that the Council of Governors declarations of interest will be updated in the</p>
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	new year and will be published on the Trust's website.
MINUTES OF MEETING HELD ON 14.09.17 AND MATTERS ARISING	
1.3	The minutes of the meeting of the 14.09.17 were agreed.
1.4	The Action Log was accepted and there were no matters arising.
CHAIRMAN'S OPENING REMARKS	
2.1	The Chairman commented that she felt that the Quality Improvement Plan (QIP) was developing well and progress was being made with the monitoring dashboard. The Quality & Safety Inspections in which some Governors had taken part still showed inconsistencies in some basics such as 'bare below the elbow' in clinical areas. It was noted that it is very important that everyone focuses on these basics.
2.2	It was reported that the Trust is currently struggling on A&E performance, though staff are working hard. There had been an A&E Summit at the end of November to focus on how the whole hospital can better respond to surges in patients in A&E.
2.3	It was noted that there had been good progress made on the Elective Care Recovery Programme and Cancer waiting times had improved.
2.4	The Chairman reported that meeting the financial target remains enormously challenging though the working relationship with NHS Improvement (NHSI) remained productive.
2.5	It was reported that a new Director of Corporate Affairs, Stephen Jones, had been appointed who would start in March 2018. Avey Bhatia and James Friend have been made substantive in their respective roles following interviews. The Chairman also thanked Fiona Barr for all her hard work over the last year as Interim Trust Secretary.
2.6	It was noted that nominations close on the 13.12.17 for the Governor elections and there was a high level of confidence that all the positions would be covered.
REPORT FROM THE NOMINATION & REMUNERATION COMMITTEE (N&RC)	
3.1	The Chairman reported that the N&RC had met prior to the meeting to agree the appraisal process for NEDs for 2017-18. This had been agreed and would be brought before the Governors at the next meeting for ratification. KS asked about whether NHSI best practice advice had been considered. The Chairman replied that she had relied on Deloitte's for that but would check whether there was anything missing which could be usefully incorporated.
COG.06.12.17/17	Check on NHSI Non Exec appraisal best practice guidelines. Report to the next Council of Governors meeting on the NED Appraisal Process
OVERVIEW OF NON-EXECUTIVE DIRECTORS & BOARD COMMITTEES & FEEDBACK FROM COMMITTEE CHAIRMAN	
4.1	The Chairman introduced this item and explained that Ann Beasley (AB) would provide a report on the Audit Committee in Sarah Wilton's absence.
4.2	AB reported that at the Audit Committee meeting on the 15.11.17 there had been discussion around procurement and breaches and waivers and how these were authorised. It was noted that a new Head of Procurement was in place and working with the procurement team to improve procedures. It was also noted that systems and contracts had to be straightforward for people to use if bad practice was to be avoided.
4.3	AB then gave an update report from the Finance and Investment Committee, the focus of which had been adjusted somewhat with elements of performance being looked at by other committees. The Trust has a £53m deficit forecast against the £45m deficit target. It was reported that the budget planning for next year is in a much better place

	than last year. There was discussion around problems in increasing income and the continuing need to reduce costs.
4.4	The Trust is working closely with NHSI and they have indicated that they would like to take us out of financial special measures at an appropriate time which would help reduce the demands made on Executive time although it was mainly the performance and quality issues that led to very regular meetings with the Regulator.
4.5	Sir Norman Williams (SNW) reported from the Quality and Safety Committee and commented that the Getting it Right First Time programme was a good thing for both the patients and saving money for the Trust. It was noted that there would need to be a real improvement for the CQC to recommend removing quality special measures when they re-inspect. He noted that culture change comes from leadership including clinical leadership and he felt that commitment is now showing in the organisation.
4.6	There had been concerns raised about traces of Legionella in the water system. There had been assurance that there is a rigorous testing regime at the Trust and the problematic thermostatic valves had been found and removed. He was confident that the problem was under control. The S29A warning notice had been lifted regarding this issue. The Cardiac Surgery department had also been discussed after NICOR flagged concern. This had been investigated fully and found to be a historic problem and the Committee was assured that at present it is a safe service though there was ongoing work on improving relationships.
4.7	Stephen Collier (SC) reported from the Workforce and Education Committee that the Trust currently had a major focus on the retention of staff with staff engagement being a key part of the retention strategy. It was noted that the recruitment process had been streamlined and reduced from 75 to 42 days. There had been good feedback from staff in the Family & Friends Test (FFT) with 79% of staff saying it was a great place to be treated but only 51% felt it was a good place to work.
4.8	A demand and capacity model for staffing will help to inform the resource position. It was noted that although the Trust does not have difficulty recruiting Consultants there is a national shortage of junior doctors. However there was insufficient job planning within the divisions which is now being supported by HR.
4.9	It was noted that staff are attracted to the Trust as a teaching hospital and the training and career development of staff is being reviewed. Exit processes are a tick box exercise and more in depth information needs to be collected through exit interviews so that more detailed analysis can be carried out.
4.10	The Chairman thanked the NEDs for their reports and hoped that everyone felt that they had enough time to ask questions. Governors were enthusiastic about the new format which would clearly develop further. Tim Wright (TW) will give an update on IT at the next meeting.
COG.06.12.17/18A	Invite the COO to report at next meeting on RTT and ECR.
COG.06.12.17/18B	TW to give an update on IT issues at the next meeting.
DELOITTE INDEPENDENT REVIEW OF COUNCIL OF GOVERNORS ARRANGEMENTS AND ACTION PLAN	
5.1	The Trust Sec introduced the final draft of the Deloitte Independent Review of Council of Governor (COG) arrangements and Action Plan. Deloitte had given a presentation at the last COG meeting and the draft Review had been circulated to Governors for comments which had been incorporated into the final version.
5.2	There was some discussion around the recommendations in the Review and Action Plan. It was agreed that the Membership Committee needed to be restarted as a formal, quarterly sub-committee of the COG.
5.3	The report was agreed.

REPORT FROM AUDIT COMMITTEE WORKING GROUP: EXTERNAL AUDITORS	
6.1	The CFO introduced the report which was taken as read. The report highlighted that the appointment had been a fair process, following an approved framework. The field had been very limited as many firms had worked with the Trust previously in an advisory capacity or felt that the work was not lucrative enough for them to bid.
6.2	Grant Thornton, who currently provide the service, had been the only bidder and presented an acceptable bid. NB, who had represented the Governors on the Working Group, expressed his disappointment that only one bid had been received and that the field was so limited. The CFO agreed that it was good practice to change auditors periodically but this could be achieved through a rotation of audit partners which had been discussed as part of the appointment process with Grant Thornton.
6.3	The CFO provided assurance that all firms on the framework were contacted to understand why they did not bid which was either because they were conflicted or their priorities lay elsewhere.
6.4	The report was agreed.
ANNUAL PLAN PRIORITIES	
7.1	The CFO presented the report on the Annual Plan Priorities consideration of which are a very important part of the COG's duties. The COG are to feed back to the Trust on the views on the Annual Plan Priorities from their constituencies or appointed organisations.
7.2	It was noted that no formal guidance had yet been received from NHSI. However, using last year's guidance and assumptions (meant to be guidance for two years) they want to see what actions the Trust needs to take to achieve a breakeven position. There are a number of 'building blocks' already in place including the Quality Improvement Plan and Staff Engagement Plan. Others will be produced over coming months including the Workforce Plan and Financial Plan.
7.3	The Trust has also recently agreed its Strategic Corporate Objectives for the next two years. There was some discussion around whether the objectives were 'banal' and just words or whether they should be more specific with dates. It was noted that the agreed Strategic Objectives needed to be in a language that works for staff and all stakeholder groups.
7.4	A further report will be brought to the next meeting. The report was received. <i>The CFO and HBP left the meeting.</i>
COG/06.12.17/19	Annual Plan to be discussed in more detail at the February meeting.
PROPOSALS ON MEMBERSHIP & ENGAGEMENT	
8.1	The Trust Sec introduced the paper on how the COG should represent the interests of Trust members and the public. A Membership & Engagement Working Group had met on the 03.11.17 to discuss how Governors could better engage with members and get feedback. There was still limited enthusiasm from the COG though it was noted that the new Governors from 01.02.18 following elections may invigorate interest in setting up a Membership & Engagement Committee.
8.2	The report was agreed.
COG.06.12.17/20	Consult Governors on a date to hold a Membership Meeting.
GOVERNOR INDUCTION & TRAINING	
9.1	The Trust Sec thanked KH and HH for meeting to discuss this subject and the good ideas which were put forward and were included in the paper.
9.2	The report set out the proposed induction for new Governors following elections though existing Governors would also be welcome to attend. There would also be a summary

	report on training and skills presented to the COG annually which would be linked to the annual survey of COG effectiveness.
9.3	The report was approved.
STAFF RECRUITMENT & RETENTION	
10.1	The DHROD introduced an update report on Staff Recruitment and Retention which showed that there were currently 240 fewer vacancies which is a key criteria in quality of care provided. The Staff Engagement Plan had recently been launched which focused on three key areas – Diversity, Bullying & Harassment and Overall Staff Engagement. It was agreed that this would be circulated to Governors.
10.2	The Trust attracts many staff as a teaching hospital and being a major trauma centre and the learning and development opportunities available. There were a number of initiatives to retain staff and ensure that there were opportunities for staff to develop and for career progression. The Trust was also collaborating with other trusts in S W London over staff bank arrangements and with Kingston University apprentice nurse recruitment.
	The report was received. <i>The DHROD left the meeting.</i>
COG.06.12.17/21A	The DHROD to talk about staff training at a future meeting
COG.06.12.17/21B	MEM to circulate Staff Engagement Plan to Governors
QUALITY REPORT – QUALITY PRIORITIES AND INDICATORS UPDATE	
11.1	The DQG presented an update on the Quality Report – Quality Priorities and Indicators. It was noted that: Improving patient safety: measures of success are on target to be achieved for the Early Warning Score (EWS) documentation; Local Safety Standards for Invasive Procedures; Pressure Ulcers. Data for falls is being validated and an audit tool to assess the baseline for avoidable cardiac arrests is being used. Improving patient experience: measures of success are on target for End of Life care plans; staff survey participation; improvement work to achieve reduction in on the day cancellations of surgery being implemented. Improving patient outcomes: measures of success are on target to be achieved in this quality domain.
11.2	The report was received.
ANNUAL CYCLE AND ITEMS FOR NEXT MEETING	
12.1	The Trust Sec provided an updated Annual Cycle of business for the COG and the dates for future meetings would generally be a week after the Board meeting.
12.2	It was agreed that the Governance Report from Deloitte would be added to the COG 28.02.18 meeting agenda. It was suggested that a future meeting be held at Queen Mary's Hospital and incorporate a tour of the hospital. Governors were enthusiastic about the opportunity to visit parts of the hospital's services. The current feeling of Governors was that future meetings should be around three hours long with KH to sign off agenda on behalf of the COG. Suggested dates and times for future meetings to be circulated for agreement.
COG.06.12.17/22	COG meeting dates for 2018/19 to be circulated to Governors.
ANY OTHER BUSINESS	
13.1	There was no other business. The Chairman thanked everyone and closed the

meeting.

Date and Time of Next Meeting: 28 February 2018, 15:00, Hyde Park Room
