

**Minutes of the Meeting of the Council of Governors**  
**13 July 2017**  
**Hyde Park Room, 1<sup>st</sup> Floor, Lanesborough Wing**

<b>Name</b>	<b>Title</b>	<b>Abbreviation</b>
<b>PRESENT</b>		
Gillian Norton	Chairman/Non-Executive Director	Chairman
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
Jenni Doman	Staff Governor, Non-Clinical	JD
Frances Gibson	Appointed Governor, St George's University	FG
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
David Kirk	Public Governor, Wandsworth	DK
Dagan Lonsdale	Public Governor, Wandsworth	DL
Derek McKee	Staff Governor, Clinical and Dental	DMK
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
Avey Bhatia	Chief Nurse	CN
Harbhajan Brar	Director of Human Resources	DHROD
Chris Evans	Chief Pharmacist	CP
Andrew Grimshaw	Director of Finance	DOF
Sarah Wilton	Audit Committee Chair/Non-Executive Director	ACC
<b>APOLOGIES</b>		
Gail Adams	Public Governor, South West Lambeth	GA
Anneke de Boer	Public Governor, Merton	AdB
David Flood	Staff Governor, Nursing & Midwifery	DF
Stuart Goodden	Public Governor, Wandsworth	SG
Tim Hodgson	Appointed Governor, Merton CCG	TH
Robin Isaacs	Public Governor, Rest of England	RI
Philip Jones	Appointed Governor, Merton Council	PJ
Yvonne Langley	Public Governor, Wandsworth	YL
Sarah McDermott	Appointed Governor, Wandsworth Council	SM
Noyola McNicolls-Washington	Staff Governor, Community Services	NMW
Simon Price	Public Governor, Wandsworth	SP
<b>SECRETARIAT</b>		
Fiona Barr	Trust Secretary & Head of Corporate Governance	Trust Sec
Richard Coxon	Membership & Engagement Manager	MEM

**WELCOME, APOLOGIES AND OPENING COMMENTS**

<b>1.1</b>	The Apologies were noted as set out above.
<b>1.2</b>	<p>The Chairman opened the meeting and:</p> <ul style="list-style-type: none"> <li>i. Advised the Council of Governors (CoG) that Simon Mackenzie, former Acting CEO, had left the Trust to take up a role as Senior Medical Advisor on secondment to NHS Improvement (NHSI). She thanked him for his continued commitment and support to the Trust through a challenging time and wished him the best for the future. This was echoed by the CoG.</li> <li>ii. Informed the CoG that she had with sadness accepted a resignation from Sue Baker, Public Governor - Merton who resigned on 27.06.17 following her husband's appointment as Care Quality Commission's (CQC) Chief Inspector of Hospitals. On behalf of the CoG, she thanked Sue for her time and dedication over the previous three years, a sentiment which was warmly</li> </ul>

	<p>endorsed by those present.</p> <p>iii. Advised that the Trust had been notified by NHS Providers of forthcoming elections to its Governor Advisory Committee. She asked if any Governors were interested in putting themselves forward to notify the MEM (the MEM would also circulate details of the letter following the meeting). She advised that only one Governor could be put forward from each Foundation Trust.</p> <p>iv. Welcomed Jay Bevington and Steven Picken from Deloitte who were conducting a review of the Trust's governance arrangements, including those for the CoG. She advised that Jay and Steven would observe the CoG meeting, then lead a workshop in the afternoon. Governors were strongly encouraged to participate in a Governor survey and also attend a Governor Focus Group both of which would be organised in August – though Steven and Jay would explain more about that in their presentation. Their findings would be presented back to the 14.09.17 meeting.</p>
<b>ACTION</b> COG.13.07.17/08A	<p><b>Send email with details of the NHS Providers Governor Advisory Committee elections to all Governors.</b> <b>LEAD: Membership &amp; Engagement Manager</b></p>
<b>ACTION</b> COG.13.07.17/08B	<p><b>Any interested Governors to register their interest with the MEM</b> <b>LEAD: Membership &amp; Engagement Manager</b></p>
<b>DECLARATIONS OF INTEREST</b>	
<b>1.3</b>	There were no declarations of interests.
<b>MINUTES OF MEETING HELD ON 17.05.17 AND MATTERS ARISING</b>	
<b>1.4</b>	The minutes of the meeting of the 17.05.17 were accepted as a true record of the meeting.
<b>1.5</b>	The Action Log was accepted and there were no matters arising.
<b>CEO REPORT AND OVERVIEW</b>	
<b>2.1</b>	The CEO reported that Ellis Pullinger had joined as the new substantive Chief Operating Officer (COO), leaving Imperial where he was Assistant Chief Executive. She also confirmed that Andrew Grimshaw had joined the Trust as the substantive Chief Financial Officer (CFO); he was most recently Acting Chief Executive and Director of Finance at the London Ambulance Service. The Trust was currently recruiting for a new Director of Strategy with interviews likely to be held in early September and Elizabeth Palmer would join as Director of Quality Governance on 31.07.17 (a non-Board position, reporting to Avey Bhatia, Chief Nurse and Director of Infection Prevention and Control).
<b>2.2</b>	The Day Surgery Unit had been temporarily closed as legionella DNA had been found in the water though the CEO emphasised that this did not mean there were live organisms in the water. The building had been closed as a precautionary measure and the situation was being closely monitored. Contingency arrangements had been put in place to keep running services running as normally as possible.
<b>2.3</b>	The CEO explained there was a general focus on infection prevention and control (IPC) measures currently as there had been two more cases of MRSA on the same ward and bay. IPC had been used as a theme on recent Trust Board walkabouts where staff were challenged when not 'bare below the elbow'. The staff dress code was being updated and would be re-launched in September to provide clarity on what was expected of staff in clinical and non-clinical areas.
<b>2.4</b>	The Trust had reaffirmed its relationship with the St George's Hospital Charity which had presented at the Board meeting on 06.07.17. The CFO and DHROD would meet

	Charity representatives to discuss funding - particularly for staff initiatives. The Charity was very keen to work with the Trust as we were with them.
<b>2.5</b>	The CEO explained the importance of Queen Mary's Hospital (QMH) to St George's and advised that she had strengthened leadership arrangements by installing Stuart Reeves as Hospital Director. Stuart would provide day to day leadership at the site and lead the QMH element of the Trust's Referral to Treatment (RTT) recovery plan.
<b>2.6</b>	The CEO introduced a new way of describing the Trust's focus as 'One Team, One Plan for the Future' and a new strapline of 'outstanding care, every time'. She explained that the Trust put equal importance on delivering on Quality, Performance and Finance as without all three working together and without being united as one team, we would not be able to deliver outstanding care every time. There was some discussion around whether it was realistic to expect to provide outstanding care every time but the CEO responded that anything less was unacceptable. She agreed that 'outstanding care, every time' was aspirational but invited Governors to send any comments or thoughts to her or the Associate Director of Communications. Work on forming the Trust's Strategy would not be completed until the new Director of Strategy was in post though key elements of the Strategy would be: <ul style="list-style-type: none"> <li>i. Delivering the Financial Recovery Plan and Quality Improvement Plan.</li> <li>ii. Coming out of Finance and Quality Special Measures.</li> <li>iii. Playing a key role in the Sustainability and Transformation Plan (STP).</li> <li>iv. Delivering commissioned activity and Constitutional standards.</li> </ul>
<b>2.7</b>	A Quality and Safety Inspection in June undertaken by review teams comprised of external representatives, staff and Governors had concluded a mixed picture. There was positive feedback: e.g. improvements in cleaning and labelling of equipment and staff being clear about how to report serious incidents. However there was room for improvement in other areas, e.g. estates and compliance with 'bare below the elbow'. Overall it had been a very useful experience in terms of preparing and testing the organisation's readiness for an inspection; detailed feedback was being shared with teams and action plans developed.
<b>2.8</b>	The CEO reported that the Staff Family and Friends Test (FFT) for Quarter 1 (April–June 2017) showed that the majority of staff would still recommend the Trust as a place for treatment though 3% fewer than the previous quarter would recommend it as a place to work. Seventy-two per cent of staff felt safe to speak up if something was affecting patient safety (up 4% from last quarter) though only a third of staff (33%) felt valued by the organisation (about the same as last quarter). The latest results showed improvements in direction and communication from the Board and Executive team; feeling safe to challenge when something affects patient safety; understanding the connection between individual roles and the wider vision of the Trust; and health and wellbeing. However more work was needed on organisational structures, work environment, facilities, systems and processes; providing learning and development opportunities; believing we provide the very best services to patients and families; and making staff feel valued.
<b>2.9</b>	The Governors thanked the CEO for her report.
<i>The CEO left the meeting.</i>	
<b>FEEDBACK FROM GOVERNORS ATTENDING COMMITTEE MEETINGS</b>	
<b>3.1</b>	NB reported that he had attended three Finance & Performance Committees. He set out various details and comments and at the last one (31.05.17) there seemed to be little progress in improving coding and billing for work undertaken; the Trust's income and activity were not correlating.
<b>3.2</b>	HH had attended the Workforce & Education Committee on the 13.06.17 which was the first to be chaired by Stephen Collier. She reported the steps taken by the DHROD to reduce the number of interim staff and streamline the recruitment of new staff and manage within the agency cap which was working for nursing. There had been a

	presentation from Portia Weeks on health and wellbeing for staff though HH was concerned that she was leaving her post. She was advised that Portia had now been replaced by Dr Rhia Gohal who was leading the Trust's health and wellbeing drive.
3.3	The Chairman thanked the Governors for their reports and noted that this was the first time during the last year that the CoG had had such an agenda item. She asked the group to reflect on the format and if it could be improved. One suggestion was to invite the Committee Chairs to feed back to the CoG. It was agreed that this would be considered further and as this was a new agenda item, different formats may be tried out.
<b>ACTION COG.13.07.17/09</b>	<b>Invite long summary reports for next meeting LEAD: Membership &amp; Engagement Manager</b>
<b>REPORT FROM THE NOMINATION &amp; REMUNERATION COMMITTEE (NRC)</b>	
4.1	The Chairman presented a verbal report from the CoG NRC meeting on 17.06.17 where the membership of the Committee had been agreed as AdB, HH, MB, RI, KH, GA, JD, MG and FG. GA had put herself forward as Deputy Chairman of the Committee which had been endorsed by the other members of the Committee.
4.2	Gatenby Sanderson was making good progress with the recruitment of the remaining NED: the closing date for applications was 07.07.17 and 24 applications had been received. The Committee would meet on 20.07.17 to review the applications and draw up a long list of candidates to be interviewed by Gatenby Sanderson following which it would meet again to draw up a final shortlist of candidates for the Assessment Day on 04.09.17. With focus groups in the morning and panel interviews in afternoon, there was ample opportunity for Governors to take part and meet the final shortlisted candidates and this was encouraged.
4.3	The Chairman described the Committee's consideration of recruiting an Associate NED and its conclusion not to recruit at present but wait until next year when the Board would be more stable. The Committee agreed that this was a good training role for a "NED in waiting" which could also provide an opportunity to bring more diversity to the Board. The CoG supported the recommendation and received the NRC report.
<b>AUDIT COMMITTEE REPORT</b>	
5.1	SW, Audit Committee Chairman, presented the annual Audit Committee Report which advised that the Trust's external auditors, Grant Thornton LLP, had completed the audit of the Trust's Annual Report & Accounts satisfactorily and there were no issues with their performance.
5.2	She explained that Grant Thornton had been the Trust's auditors for a number of years and that the CoG should take formal steps to either appoint new external auditors or retain Grant Thornton. However as it been left too late to put in new arrangements for the 2017-18 audit, she recommended, as Audit Committee Chair, that the CoG agree to retain Grant Thornton for another year but to start a process to select the Trusts external auditors from 2018-19 onwards. To this end, she advised that she would be setting up an External Audit Working Group and invited the CoG to nominate a representative(s) to join the Group when it was established.
5.3	The CoG received the annual report on the current external auditor, Grant Thornton LLP, and agreed to retain Grant Thornton LLP for a further year to conduct the 2017-18 audit but to start a process to confirm its external auditors from 2018-19 onwards.
<b>ACTION COG.13.07.17/10</b>	<b>Governors to self –nominate to join the External Audit Working Group. LEAD: All Governors</b>
<b>FINANCIAL RECOVERY PLAN</b>	
6.1	The CFO gave a presentation on the Financial Recovery Plan (FRP) which comprised

	three main components: Trust-wide transformation; divisional and service business plans and corporate savings and efficiencies.
6.2	He explained that there had been a big reduction in the proportion of un-coded activity though investigations were still underway, using external expertise, to better understand levels of coding and billing and see where further improvements could be made. The CFO advised that, even if the Trust was able to code more activity, it would have to give the Clinical Commissioning Groups (CCGs) notice of the increase in coded activity and enter discussions about how this would be recompensed - as it could be challenged by the CCGs. There was a general discussion about the need for more staff training and awareness about coding at all levels – especially amongst consultants, who have a good overview of all patients’ procedures, and FY1 doctors who do much of the coding.
6.3	The Governors received the report.
<i>The CFO left the meeting.</i>	
<b>QUALITY IMPROVEMENT PLAN &amp; QUALITY INDICATOR MONITORING</b>	
7.1	The CN arrived to give an update on the Quality Improvement Plan (QIP) and particularly focus on the progress with the Deteriorating Patient workstream which was one of the Quality Indicators chosen by the CoG for the 2017-18 Quality Account.
7.2	She started off by explaining how the QIP was developing to take a much more structured and systematic approach to making demonstrable quality improvements. She introduced the new programme structure and the indicators for tracking success and the Chairman and Governors agreed that the QIP had progressed significantly even since it was seen at the Board meeting on 06.07.17.
7.3	The CN explained that the Deteriorating Patient workstream regularly reported to the Quality Delivery Board, which was chaired by the Medical Director. The workstream had identified the following ‘magic numbers’ which were monitored and tracked monthly against agreed trajectories to hit the goal of a 50% reduction in the rate of in Hospital Cardiac Arrests by April 2018: <ul style="list-style-type: none"> <li>• In Hospital Cardiac Arrest Rate/1000 Admissions.</li> <li>• In Hospital Peri-Arrest Rate/1000 Admissions.</li> <li>• Avoidable Cardiac Arrests leading to death/1000 Admissions.</li> <li>• DNACPR rate in unavoidable deaths post cardiac arrest.</li> <li>• Number of transfers to critical care.</li> </ul>
7.3	The Governors received the report.
<b>QUALITY INDICATOR MONITORING – STAFF SURVEY RESPONSES</b>	
8.1	The DHROD gave a verbal update on progress with increasing the number of responses to the staff survey, again another CoG Quality Account Indicator. A working group had been established to devise and deliver actions to address the main areas of concern: <ol style="list-style-type: none"> <li>i. Improving staff engagement.</li> <li>ii. Addressing bullying and harassment</li> <li>iii. Improving equality and diversity.</li> </ol>
8.2	The working group had run a series of café style events to engage staff at all levels. Though attendees were self-selecting, there had been a good cross section of staff including good representation of black, Asian and minority ethnic (BAME) staff. Community sites, such as Wandsworth Prison, had also been included.
8.3	The DHROD explained that he would be providing regular updates to the Board on the staff engagement programme but was also committed to returning to the CoG to provide updates as required. The Governors thanked the DHROD and received the report.



<b>TRUST PROCESS FOR THE SELECTION &amp; OPTIMISATION OF MEDICINES</b>	
<b>9.1</b>	This item had been requested by one of the Governors and Chris Evans, Chief Pharmacist, joined the meeting to talk the CoG through a series of slides to explain how the Trust optimised medicines for patient benefit and improved outcomes. He explained that the Trust worked within a framework comprising the South West London Formulary Committee, National Institute for Health & Social Care Clinical Excellence (NICE), NHS England and local CCGs and this influenced how decisions about different drugs were made. He directed the Governors to the pharmacy and Formulary pages on the Trust's website for more information.
<b>9.2</b>	There was some inconclusive discussion about the extent to which medicines were really <i>optimised</i> for the benefit of patients though the CoG thanked the Chief Pharmacist for attending and received the report.
<b>ANNUAL MEMBERS MEETING UPDATE</b>	
<b>10.1</b>	The Trust Sec presented the report which introduced the planned arrangements for the Annual Members Meeting (AMM) on 07.09.17. The meeting was open to all Trust members, as well as members of the public, and the day would start with the September Board meeting and Board Member walkabouts.
<b>10.2</b>	As well as meeting the legal requirements to hold an AMM and present the Annual Report & Accounts to the Governors, the Trust Sec explained that this year's AMM would be a day of celebration: to note the achievements of 2016-17 but to also look forward to priorities for 2017-18 and beyond. The day would be built around 'One Team One Plan' and what made us all proud of St George's. She encouraged Governors to get involved in either the organising the AMM or supporting on the day, or both.
<b>10.3</b>	The Governors welcomed the report advising that in previous years, the AMM had not received much attention.
<b>ACTION COG.13.07.17/11</b>	<b>Governors to self –nominate to either join in the organisation of the AMM or participate on the day. LEAD: All Governors</b>
<b>VACANCIES ON THE COUNCIL OF GOVERNORS</b>	
<b>11.1</b>	The Chairman presented a report on the current and emerging vacancies on the CoG and proposed the following: <ul style="list-style-type: none"> <li><b>i.</b> 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.</li> <li><b>ii.</b> 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.</li> <li><b>iii.</b> Healthwatch Merton – Await the identification of a suitable volunteer.</li> <li><b>iv.</b> Merton CCG – Ask Dr Bower to formally represent both Wandsworth and Merton CCGs.</li> </ul>
<b>11.2</b>	The Governors agreed with the Chairman's recommendations.
<b>ANY OTHER BUSINESS</b>	
<b>12.1</b>	The Chairman asked if there were any other items business. Some Governors reflected that the meeting felt a bit rushed and perhaps meetings should be held for longer or be more frequent. The Staff Governors noted that it was already difficult to attend meetings and cautioned against making meetings too long or more frequent. It was agreed that the next meeting would run for longer though this would be kept under review.

<b>12.2</b>	Despite there being no microphones used at the meeting and the acoustics in the Hyde Park Room being poor, the CoG welcomed the way in which speakers had spoken up and felt it had generally been a much better meeting to hear.
<b>12.3</b>	With no further items of business, the Chairman closed the meeting.
<b>Date and Time of Next Meeting: 14 September 2017, 11:00</b>	