

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

Name	Title	Abbreviation
PRESENT		
Gillian Norton	Chairman/Non-Executive Director	Chairman
Gail Adams	Public Governor, South West Lambeth	GA
Patrick Bower	Appointed Governor, Wandsworth CCG	PB
Val Collington	Appointed Governor, Kingston University	VC
Anneke de Boer	Public Governor, Merton	AdB
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
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	Public Governor, Wandsworth	DL
Sarah McDermott	Appointed Governor, Wandsworth Council	SM
Derek McKee	Staff Governor, Clinical and Dental	DMK
Simon Price	Public Governor, Wandsworth	SP
Khaled Simmons	Public Governor, Merton	KS
IN ATTENDANCE		
Jacqueline Totterdell	Chief Executive Officer	CEO
Ann Beasley	Deputy Chairman/Non-Executive Director	Deputy Chairman
Avey Bhatia	Chief Nurse	CN
Robert Flanagan	Director of Financial Operations	DFO
James Friend	Director of Delivery, Efficiency & Transformation	DEDT
Steven Picken	Director, Deloitte	SP
Ellis Pullinger	Chief Operating Officer	COO
APOLOGIES		
Mia Bayles	Public Governor, Rest of England	MB
Nigel Brindley	Public Governor, Wandsworth	NB
Jenni Doman	Staff Governor, Non-Clinical	JD
Frances Gibson	Appointed Governor, St George's University	FG
Stuart Goodden	Public Governor, Wandsworth	SG
Tim Hodgson	Appointed Governor, Merton CCG	TH
Noyola McNicolls-Washington	Staff Governor, Community Services	NMW
Stephen Sambrook	Public Governor, Wandsworth	SS
SECRETARIAT		
Fiona Barr	Trust Secretary & Head of Corporate Governance	Trust Sec
Richard Coxon	Membership & Engagement Manager	MEM

WELCOME, APOLOGIES AND OPENING COMMENTS

1.1	The Chairman opened the meeting and welcomed everyone to the meeting. She noted the apologies which were as set out above and suggested that to maximise attendance for future meetings, the length and timing of the meeting (eg morning, afternoon, early evening) would be varied. This was supported.
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DECLARATIONS OF INTEREST

1.2	There were no declarations of interests.
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MINUTES OF MEETING HELD ON 13.07.17 AND MATTERS ARISING

1.3	The minutes of the meeting of the 13.07.17 were accepted as a true and accurate record of the meeting if the word 'confirm' was replaced with 'select' in 5.2. It was noted that the Annual Cycle of Business would be finalised at the next meeting.
Action COG.14.09.17/12	Present the Annual Cycle of Business for approval to the next CoG meeting. LEAD: Trust Secretary
1.5	The Action Log was accepted and there were no matters arising.
CEO REPORT AND OVERVIEW	
2.1	The CEO opened by saying that a lot had happened since the last meeting and she was pleased with how the organisation was starting to shape up behind the "one team, one plan" approach. Whilst there was still much work to do, she felt things were moving in the right direction and staff were supportive. The Trust was starting to build strategic objectives for the next two years based on the theme "outstanding care, every time" which would be presented to the Board next month. When the new Director of Strategy arrived, the focus would turn to longer term planning (her appointment was currently subject to the Fit and Proper Person (FPP) checks). The new Executive Team were very visible to staff and regularly "walked the floor" to listen to staff and hear their views.
2.2	Whilst the Trust was on track with the delivery of its Financial Recovery Plan (FRP), the next six months would be difficult as the Trust went into winter and the year-end. The focus remained to achieve the £45m deficit and a run rate balance required by NHS Improvement (NHSI). The Director of Delivery, Efficiency & Transformation (DDET) would give more detail later in the meeting.
2.3	The Trust's performance against the Referral to Treatment (RTT) standard remained a major concern for the Board and the COO would update the meeting in more detail later on what steps were being taken to rectify the situation.
2.4	Good relationships were being built with local partners: the Trust had hosted a successful Annual Members Meeting on 07.09.17 and a meeting with Wandsworth Council Overview & Scrutiny Committee the previous evening indicated that Committee members felt more confident that the leadership had a good grip on issues at the Trust.
2.5	The CEO stated she was passionate about staff engagement and enjoyed meeting staff around the Trust. However it would take time for staff to feel more confident in the leadership team and the new direction the Trust was taking and for this change to be reflected in the staff survey results.
2.6	DF echoed the CEO's words, saying that current Executive Team were a welcome change from the previous team. Whilst it would take time to build trust with staff, he felt the organisation did feel more cohesive with staff feeling able, in most cases, to raise concerns with the Executive. All agreed that being honest about issues goes a long way to building trust. WH also felt that the Executive Team had brought a positive change.
2.7	KH asked about the transformation of Outpatients, saying that there had been several workshops last year, which she had attended, though nothing this year and she had received no further feedback about it. It was noted that, in his presentation, the DDET would cover how all transformation projects were being monitored.
2.8	GA asked if more could be done to encourage staff to raise concerns by using St George's App or when they met Board Members on Board to Ward visits, in addition to the Freedom to Speak Up service and Listening into Action. She was also concerned about the uptake of flu jabs and general winter preparedness after the last difficult two years. The Chairman responded that the Director of HR & OD was promoting the Freedom to Speak Up service to staff so that they could raise any concerns confidentially. Also a paper on Winter Preparedness had been presented to the last Board meeting, the previous week, so a plan was in place. Staff flu clinics were underway and the Trust was a top performer last year and the aim was to achieve an even higher percentage of staff inoculated against flu this year.
2.10	KS asked whether there could be more comparative information with other trusts' performance included in reports. The CEO responded that although it was useful to

	have comparative information from other trusts, this information was confidential so we are unable to include in public documents.
<i>The CEO left the meeting.</i>	
REPORT FROM THE NOMINATION & REMUNERATION COMMITTEE (N&RC)	
i. Approval of New Non-Executive Director	
3.1	The Chairman introduced the paper from the N&RC recommending the appointment of Tim Wright for a term of three years. An assessment day had been held on 04.09.17, which all Governors had been invited to take part in, and Tim Wright was the candidate selected by the Governors. It was noted that Tim Wright would not start until the FPP checks had been completed.
3.2	The recommendation was unanimously agreed.
ii. NED & Chair Objectives and Appraisal 2017-18	
3.3	The Chairman reported that the N&RC had received the 2017-18 objectives for the NEDs and agreed to circulate these to all Governors for information.
Action COG.14.09.17/13	Circulate NED objectives for 2017-18 to the CoG for information. LEAD: MEM
3.4	An outline of the appraisal process for the NEDs and Chairman was discussed at the meeting though it was agreed that a full written process would be presented for view at the next N&RC meeting on 06.12.17. It was confirmed that Governors would be able to participate in the process of appraising the NEDs and the Chairman.
iii. Benchmarking of NED and Chair Remuneration	
3.6	The N&RC had briefly considered the remuneration for the NEDs and Chairman to assess whether they were paid a in line with NEDs and Chairmen from similar sized trusts. The Committee had received some information from Gatenby Sanderson, which had supported the Trust on NED and Chairman recruitment, that had indicated that the remuneration was in line with national averages. However the Committee would formally review this again when the NHS Providers' national remuneration survey was published at the end of the calendar year.
GOVERNANCE REVIEW FEEDBACK	
4.1	Steven Picken from Deloitte gave the Governors feedback on the review into the arrangements for the Council of Governors (CoG) which had been undertaken by Deloitte as part of a package of support from NHSI to help the Trust address its Quality Special Measures.
4.2	The views of the CoG had been gathered at a workshop held on 13.07.17; through a focus group and also an online questionnaire, on which there had been a low level of response which Governors considered disappointing.
4.3	There was a discussion about how Governors could get more time with the NEDs and suggestions included building in time after Board or Committees for the Governors to speak to the NEDs or holding a NED "surgery" a couple of times a year. It was agreed that the Board day was already very long though the principle of providing greater opportunities for Governors and NEDs to liaise was strongly supported.
4.4	Linked to this was a discussion whether it would be a good idea to formalise which Governors attended which Board Committees and to agree this in advance, perhaps for the year. This way the Governors could get a better sense of the work of the Committees and also have some experience on which to base their assessment of the NEDs' performance. Stephen Picken suggested that the CoG should have a regular

	slot on the agenda in which the NEDs, who chair or who are members of Committees, explain the work of the Committee and sources of positive or negative assurance. If Governors also attended these Committees routinely, it would make for a richer discussion at CoG.
4.5	It was noted that engagement with members remained a challenge though Staff Governors had worked hard to engage with staff within the time they had available (they had no “protected time” in job plans to fulfil these duties). The meeting noted that there had been previous attempts to set up a Membership & Engagement Committee though interest had been limited. However Stephen Picken encouraged the Governors to revisit this given the importance to the Governors’ role to represent the views of members and appointing organisations.
Action COG.14.09.17/14	Hold a CoG workshop to consider proposals for membership and engagement. LEAD: Trust Secretary
4.6	The CoG also considered the importance of equipping the Council of Governors with the skills it needed to undertake its role effectively. Stephen Picken encouraged the Governors to draw together a Task and Finish Group to look into this on behalf of the CoG. This was agreed.
Action COG.14.09.17/15	Organise a Task & Finish Group to consider the training and induction required by the CoG to enable it to fulfil its role and function effectively. LEAD: Trust Secretary
4.7	In closing, the frequency and length of meetings was discussed. There was a range of views and agreement that meetings should be held six times a year with sufficient time devoted to each agenda item, and to hold the meetings at different times of the day: morning; afternoon and early evening.
4.8	The Chairman thanked Stephen Picken for the presentation and also compiling the report on behalf of the CoG. She confirmed that an action plan would be produced in response to the report which would be presented at the next meeting – though as the recommendations were accepted, work to implement would continue.
Action COG.14.09.17/16	Present an action plan to the next meeting (06.12.17) in response to the Deloitte review into CoG arrangements. LEAD: Trust Secretary
<i>Steven Picken left the meeting.</i>	
PROGRESS REPORT ON FINANCIAL RECOVERY PLAN	
5.1	The DDET gave a presentation which focused on the transformation plan which recognised that when quality and patient experience were right, the Trust would be making the best use of its people and financial resources. The plan had three key principles: <ul style="list-style-type: none"> i. Make the right thing to do for patients be the easiest thing to be done by clinicians. ii. Get patients to the most appropriate environment for their assessment, for their treatment and for their care. iii. Align our clinical capacity to our pathway demand.
5.2	The patient centred transformation plan was clinically led and comprised workstreams covering theatres; pharmacy; outpatients; safe & elective care; unplanned & admitted patient care, maternity and quality & risk. These were supported by Divisional business plans and underpinned by corporate cross-cutting improvements in data quality, clinical systems, workforce and procurement.
5.3	The meeting discussed outpatient pathways and it was felt that these could be improved. For example, the Governors felt that patients should be able to self check-in and receive letters or reminders electronically. Critically the relevant information should be captured at each step to enable correct coding and reporting back to the commissioners.

5.4	The DDET explained that during the current theatre refurbishment, the Trust had become 12% more efficient in using theatre capacity. However when the refurbishment was complete, it was vital that this efficiency was retained and all theatres used to full capacity.
<i>The DDET left the meeting.</i>	
REPORT FROM AUDIT COMMITTEE WORKING GROUP: EXTERNAL AUDITORS	
6.1	The report was taken as read and it was agreed that NB would be the Governor representative on the Audit Committee Working Group.
QUALITY IMPROVEMENT PLAN & QUALITY INDICATOR MONITORING	
7.1	The Chief Nurse (CN) thanked Governors who had given feedback on the Quality Improvement Plan (QIP) and welcomed any further feedback. The QIP had also been seen by the Health Overview Scrutiny Committee and Patient Representatives and their feedback incorporated. Overall it had been received as a good document.
7.2	There was some discussion about the content of the QIP and what had and had not been included though the meeting concurred that it was essential to track the QIP's outcome measures and benefits. Each workstream had detailed terms of reference which set these out.
7.3	The CN emphasised the need to go beyond issues that had been raised by the Care Quality Commission when developing the QIP. By way of example she focussed on the work undertaken at the Trust working with Dementia patients and their carers to provide outstanding care. One of the main developments was the use of a 'patient passport' to record details of a patient's likes and dislikes which can be referred to by staff to reassure patients when they are distressed or disoriented. The Trust was also working with carers to support Dementia patients at mealtimes and allow flexible visiting arrangements outside normal ward visiting time.
7.4	On behalf of the Governors, the Chairman thanked the CN for the presentation.
<i>GA, SE and CN left the meeting</i>	
REFERRAL TO TREATMENT & ELECTIVE CARE RECOVERY PROGRAMME	
8.1	The COO introduced the report which briefed the CoG on the ongoing problems to meet the RTT standard at both the Tooting and Roehampton campuses. On joining, the COO had reviewed the Elective Care Recovery (ECR) programme and both strengthened it and re-focused it in a number of areas. He explained that the plan was moving to phase two: treating those patients who had been identified as still needing care through the process of checking and validation. A key part of the ECR programme was training staff to minimise errors in patient records in the future. He advised that the programme had been expanded to cover Cancer and Diagnostic patient pathways.
8.2	The 1,000 or so patients who had been identified as potentially waiting for treatment in excess of 52 weeks were being reviewed on a case by case basis. The COO explained that in many cases, these patients would have had their treatment though their records had not been updated. In the case of those still needing treatment, they needed to be prioritised for care. It was noted by PB that his surgery receives multiple APX records for patients and agreed to speak to the COO about this after the meeting.
8.3	The Chairman advised the CoG that until the new COO had been appointed and taken control of the ECR programme, the NEDs had not been assured that the Executive had a full grip on the RTT position. However they now felt much more confident. She thanked the COO for his concise presentation which enabled the Governors to get a clear understanding of the situation and the measures in place to address it.
<i>PB and DF left the meeting.</i>	

PLANS FOR NEXT YEAR'S ELECTIONS	
9.1	The Trust Sec presented this paper which outlined the timetable and plans for the Governor Elections which would start with nominations in November 2017.
9.2	The membership team would work with the Communications Team and HR to ensure staff and the current public membership were aware that elections were due and to encourage people to stand for election. A number of Governor Workshops were planned so that prospective Governors could find out more about the role. The Governors suggested that prospective Governors should be made aware of time commitment required for the role and the MEM agreed that he would cover this at the Workshops.
9.3	The CoG received the report for information and pledged their support.
ENGAGEMENT WITH MEMBERSHIP	
10.1	The Trust Sec briefly presented the paper which was taken as read. In addition to the work that was organised through the Membership Office to engage with the membership, she encouraged the Governors to think about how they could engage with their constituencies of appointed organisations to represent their views. She referred to Stephen Picken's suggestion to have a workshop to explore this further with a view to re-launching the Membership & Engagement Committee if there was enough interest from Governors. This was agreed
ANY OTHER BUSINESS	
11.1	The Chairman informed the Governors that Gatenby Sanderson would be advertising for a new post of Director of Corporate Affairs shortly which would incorporate the role of Trust Secretary. As the post holder would be working closely with the CoG, there would be appropriate Governor involvement.
11.2	The Chairman thanked everyone and closed the meeting.
Date and Time of Next Meeting: 06 December 2017, 14:00	