

Minutes of the Meeting of the Council of Governors
15 May 2018
H2.7, 2nd Floor, Hunter Wing

| Name | Title | Initials |
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| Gillian Norton | Chairman/Non-Executive Director | Chairman |
| Mia Bayles | Public Governor, Rest of England | MB |
| Alfredo Benedicto | Appointed Governor, Healthwatch Merton | AB |
| Nigel Brindley | Public Governor, Wandsworth | NB |
| Anneke de Boer | Public Governor, Merton | ADB |
| Jenni Doman | Staff Governor, Non-Clinical | JM |
| John Hallmark | Public Governor, Wandsworth | JH |
| Hilary Harland | Public Governor, Merton | HH |
| Kathryn Harrison | Public Governor, Rest of England | KH |
| Sarah McDermott | Appointed Governor, Wandsworth Council | SMD |
| Helen McHugh | Staff Governor, Nursing & Midwifery | HMH |
| Richard Mycroft | Public Governor, SW Lambeth | RM |
| Simon Price | Public Governor, Wandsworth | SP |
| Donald Roy | Appointed Governor, Healthwatch Wandsworth | DR |
| Stephen Sambrook | Public Governor, Rest of England | SS |
| Khaled Simmons | Public Governor, Merton | KS |
| Clive Studd | Public Governor, Merton | CS |
| Bassey Williams | Staff Governor, Allied Health Professionals | BW |
| In Attendance | | |
| Ann Beasley | Non-Executive Director | NED |
| Harbhajan Brar | Director of Human Resources & Organisational Development | DHROD |
| Terri Burns | Assistant Trust Board Secretary | ATBS |
| Stephen Collier | Non-Executive Director | NED |
| Stephen Jones | Director of Corporate Affairs | DCA |
| Suzanne Marsello | Director of Strategy | DS |
| Tom Slaughter | Grant Thornton | TS |
| Sir Norman Williams | Non-Executive Director | NED |
| Tim Wright | Non-Executive Director | NED |
| Apologies | | |
| Val Collington | Appointed Governor, Kingston University | VC |
| Emir Feisal | Public Governor, Wandsworth | EF |
| Frances Gibson | Appointed Governor, St George's University | FG |
| Jenny Higham | Non-Executive Director | NED |
| Damian Quinn | Public Governor, Rest of England | DQ |
| Doulla Manolas | Public Governor, Wandsworth | DM |
| Derek McKee | Public Governor, Wandsworth | DMK |
| Anup Sharma | Staff Governor, Medical & Dental | AS |
| Sarah Wilton | Non-Executive Director | NED |
| Secretariat | | |
| Richard Coxon | Membership & Engagement Manager | MEM |

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| WELCOME AND APOLOGIES | |
| 1 | The Chairman opened the meeting and noted the apologies as set out above. |
| DECLARATIONS OF INTEREST | |
| 2 | No declarations of interests were made. |
| MINUTES OF MEETING HELD ON 28 February AND ACTION LOG | |
| 3 | The minutes of the meeting on 28 February 2018 were agreed, with some minor amendments, as a true and accurate record. The Council reviewed the Action Log, agreed the actions proposed for closure, and noted the open actions which were not yet due. |
| CHAIRMAN'S OPENING REMARKS | |
| 4 | <p>The Chairman reported that she and the CEO had recently met the senior team at NHS Improvement (NHSI). This had been an important meeting and had focused in particular on the Trust's financial position. Achieving a year end deficit of £53.1m demonstrated to NHSI that the Trust was able to forecast accurately its financial position and this gave confidence to both NHSI and the Board that the Trust had improved the management of its finances. NHSI had also focused on improving the Trust's performance against the four hour standard for emergency care and Referral-to-Treatment Time (RTT) position. The Trust's four hour standard for emergency care performance had been varied for a long time but the Chairman was pleased to report that since the last Board meeting in April the Trust's performance had improved significantly and, in early May, had been the best performing trust in London. It was noted that this would be a challenge to maintain, but meeting the agreed improvement trajectory on emergency care was essential if the Trust was to reach the 95% standard by the end of the financial year. The Trust was also under pressure from NHSI to return to national reporting on RTT as soon as possible, and the Board would consider proposals for this in Part 2 in June.</p> <p>At its meeting in April, the Board had agreed that the Trust should withdraw from the provision of certain community services contracts. This had been a difficult decision to take and the Board had considered all available options and the implications. However, withdrawal was necessary given the Trust had lost a number of community services contracts in recent years. Staff affected had been told of the decision and discussions were now taking place with commissioners over the future transition of the services to new providers. The Board had noted that the decision was not a reflection on the quality and commitment of the staff currently providing those services and that the staff affected by the decision would need to be supported over the coming months. Some of the contracts were not due to end for another 18 months.</p> |
| TRUST STRATEGY UPDATE | |
| 5 | The DS presented a paper with an overview of the process, timescales and content development of the Trust strategy. The Board had agreed the new vision 'Outstanding Care, Every Time' and six associated strategic objectives in December 2017. Naturally, the immediate priority for the Trust was to be taken out of quality and financial special measures |

as soon as possible, and this was likewise the principal focus of NHSI. However, making progress with the strategy was a key priority for the Board and recent decisions taken at its meetings in March and April demonstrated that the Board was moving ahead with this and had agreed a clear timescale for developing and agreeing the strategy. Further Board discussions were planned for the meeting in June and a Board workshop to discuss the strategy was being planned for early July. The South West London Health and Care Partnership (the new name for the local STP) has said it plans to publish its strategy in September 2018. The Trust was inputting into this, and would need to take account of the STP's plans as it develops its strategy.

At present, data analysis was underway at service level as well as identifying 'early implementer' clinical services where strategy development could be progressed more quickly. There were new therapies and treatments which would be significant, such as treatments for lung cancer patients and HIV patients. There was also a move towards a 'one stop shop' for some services. Within South West London, over £50m of clinical work 'leaked out' to providers in other regions. This represented lost income to the Trust and part of the strategy development would be focused on bringing back such work to South West London.

Engagement with members and the public would be essential to the development of an effective Trust strategy. The Executive was planning a series of engagement events with staff and the public, and Governors were invited to participate in the engagement events with the latter. Governors were also encouraged to engage with their respective membership to ensure the strategy reflected local needs and expectations. The Executive would develop materials to support the Trust's engagement, and this would be made available to Governors.

The report was received.

NOMINATION & REMUNERATION COMMITTEE REPORT

6 The Chairman introduced a report from the Nomination & Remuneration Committee which had met on the 10 May 2018. The Committee had considered the annual appraisals for the Chairman and other NEDs which had been conducted in April 2018 in line with the process and policy agreed by the Council of Governors at the meeting on the 28 February 2018. It noted the outcomes of the appraisals and concluded that, individually and collectively, the Chairman and NEDs were performing effectively. The appraisal process for this year would be reviewed by the Chairman and DCA and learning from the experience of 2017-18 would be brought back to the Governors for consideration at a future meeting. The Council agreed that while further refinements to the process would be made for 2018-19, it was encouraging that a full set of appraisals had now been completed.

The Committee had agreed that Sarah Wilton's term as NED be extended by a year to 31 January 2020 and commended this to the Council of Governors. This would ensure continuity in the NED cohort, and in chairmanship of the Audit Committee, in particular, during an important period while the Trust remains in financial and quality special measures.

The Committee discussed the recommendation of Deloitte, in its review of the Trust's governance arrangements, that the Council of Governors should consider appointing an additional NED with capability in strategy development and service transformation. The Committee had been minded not to appoint an additional NED at this time, but agreed to consider this further at its next meeting. Another meeting had been arranged for the 7 June 2018 where a NED remuneration report would also be considered.

The Council of Governors agreed to the extension of Sarah Wilton's term as NED by one year to 31 January 2020 and noted the conclusion and outcomes of the annual appraisals of the Chairman and NEDs for 2017-18.

| OVERVIEW OF NON-EXECUTIVE DIRECTORS & BOARD COMMITTEES & FEEDBACK FROM COMMITTEE CHAIRMAN | |
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| 7 | The Chairman informed the meeting that Tim Wright would provide an update on IT and the Hospital Charity at the next meeting. Sarah Wilton was unable to attend today due to personal circumstances and Ann Beasley would provide an overview of the recent work of the Audit Committee. |
| | Ann Beasley provided an update from the Finance & Investment Committee which had met twice since the last Council of Governors meeting. There were three Board Assurance Risks that the Committee were responsible for – Finance, Estates and IT. It was noted that there was currently only limited assurance on Estates and IT. It noted that it had been very important that the Trust was able to accurately forecast and deliver the £53m year-end deficit. The forecast for the current year was a £29m deficit. A total of £50m CIPs would be required to deliver £50m of savings, of which £40m had been identified to date. It was noted that a number of trusts in South West London had deficits this year, and some of these were significantly larger than than St George's. The fact that the Trust had met its deficit forecast for the year in 2017/18 and was forecasting a significantly reduced deficit for 2018/19 was important in demonstrating to the regulator the fact that the Trust had gripped its finances effectively. |
| | Sir Norman Williams provided an update from the Quality & Safety Committee which had met twice since the last Council of Governors meeting. He felt that the Committee had worked better over the last year and was pleased to see Governors attending, and noted that further improvements to the effectiveness of the Committee were being planned in the coming year. There were a number of areas of concern including overcrowding in outpatients, poor Friends & Family Test (FFT) feedback and emergency care performance. Renate Wendler had given a very informative presentation on patient safety and learning from serious incidents in early May during a visit to the Trust from the Secretary of State for Health and Social Care, and it was agreed that she would present this to the Council at the next meeting. The areas that were good included MRSA where performance had been impressive with only four cases at the Trust in the past year; CDiff where there had been 15 cases against a threshold of 31 cases for the year. However, water safety continued to be a concern and this would be monitored closely through the Committee. |
| | Stephen Collier gave an update from the Workforce & Education Committee. There had been steady progress with recruitment and the Trust had made great strides in reducing its agency spend. The Trust spent £480m on staff last year which was a 3% reduction on the previous year. As part of this, the Trust had spent £23.8m less on agency staff in 2017/18. Interim staff that are paid a high day rate had been reduced in number from 140 to 30 staff. The CIP programme had identified significant savings that needed to be made in expenditure on staffing; spend on staff needed to reduce by £12m in 2018/19 and this would be challenging. A reorganisation of divisions had taken place earlier in the year, following the incorporation of the Community Services Division into CWDT, and a restructure of the layers of management within the clinical divisions was ongoing. The purpose of the management restructure was to ensure the divisional management had the right staff and skills mix in place to meet the Trust's needs. Stephen Collier also updated the Council on the Trust's position in relation to the Workforce Race Equality Standard (WRES). The Trust was behind other trusts in terms of implementation of the WRES. The Committee was keeping this under close review but required improvements would take at least a year to implement. |
| | Ann Beasley gave a brief update from the Audit Committee on behalf of Sarah Wilton. The Head of Procurement had reported to the Committee that the volume of Breaches and Waivers had increased since January but more rigorous challenge was in place. Procurement training would be rolled out to staff over the next three to six months so that staff were clear on the processes to follow and also to identify spending patterns within the divisions. The Committee had also approved a refresh of the Trust's Standing Orders, Scheme of Delegation and Standing Financial Instructions, which had not been updated since the Trust had become |

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| | a Foundation Trust in February 2015. The Audit Committee had considered a draft of the Trust's Annual report and Quality Account, and would formally consider the Annual Report and Accounts for 2017-18 on the 21 May 2018 ahead of the Trust Board considering this on 24 May 2018. |
| | The Board Committee updates were received. |
| ACTION: COG.15.05.18/29 | |
| Renate Wendler to give a presentation on Patient Safety and Learning from Serious Incidents at the next meeting on 24 July 2018 | |
| MEMBERSHIP ENGAGEMENT & PATIENT PARTNERSHIP | |
| 8 | <p>The DCA explained that a number of attempts had been made to launch a Membership Engagement Committee of the Council of Governors, most recently in late 2017, but there had been limited progress for a number of reasons. There was a need to revise the Membership Engagement Strategy which was out of date in order to make it more meaningful and innovative. The Council would need to consider whether and how it wished to increase the membership of the Trust and how to improve and strengthen engagement with members. A meeting was being arranged in late June 2018 to discuss the establishment of a new Membership Engagement Committee of the Council of Governors. Expressions of interest in participating in the meeting would be sought by email, and a report on this would be brought to the next meeting of the Council of Governors.</p> <p>The effect of the General Data Protection Regulation (GDPR) legislation on membership was discussed. It was noted that the Trust's public membership had opted in to membership of the Trust. As a result, the Trust was compliant with GDPR in relation to its public membership. The implications of GDPR for staff membership were being worked through.</p> <p>It was noted that some of the Governors had taken part in the Patient Partnership and Engagement Workshop in March 2018. The plans for a new Patient Partnership and Engagement Group and a new patient engagement strategy were still being developed, and the Board planned to review these proposals. The timescale had been revised and it was now envisaged that the proposals for the establishment of the new Group would be brought to the Quality and Safety Committee in July. Once established, the new Group would oversee the development of a patient engagement strategy, which would require Board approval.</p> |
| ACTION: COG.15.05.18/30 MEM to circulate email of interest and organise a Membership and Engagement meeting date in June. | |
| STAFF TRAINING | |
| 9 | <p>The DHR0D had included in the papers a detailed presentation on Staff Training. The Trust was actively looking to the workforce of the future by offering work experience placements and working with Project Search, which provides employability skills to six young people with disabilities on an annual basis.</p> <p>It was noted that the Trust worked with staff at all levels in the organisation to ensure they had the required skills and training to carry out their roles and develop professionally. The Trust was working with the other trusts in South West London to provide a local bank so staff could move around where needed.</p> <p>It was noted that the Trust currently had 300 dedicated volunteers. The Trust was investigating how other trusts had managed to increase the numbers of their volunteers and how they had used volunteers to promote transformative change and enhance patient experience. It was agreed that the Chief Nurse would give an update on volunteers at a future meeting.</p> |

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| | The Trust had also worked successfully with the King's Fund on a Leadership Development programme to develop 250 senior managers. |
| ACTION:COG.15.05.18/31 | |
| Chief Nurse to give an update on volunteers at a future meeting. | |
| QUALITY ACCOUNT INDICATOR | |
| 10 | <p>Tom Slaughter from Grant Thornton, External Auditors for the Trust, presented the report on the Quality Account. The Quality Account was a mandatory part of the Trust's Annual Report. It was noted that the audit on the Quality Report had now been completed and no issues had been found. Grant Thornton had tested the performance of the quality indicators which included the NHSI mandatory indicators, which were: percentage of patients with a total time in A&E of four hours or less from arrival to admission, transfer or discharge and maximum waiting time of 62 days from urgent GP referral to first treatment for all cancers. Additionally, the Governors had chosen the number of reported patient safety incidents resulting in severe harm or death. There had been no issues raised by the report and Trust staff were thanked for their assistance. The updated report would be submitted to the Audit Committee for its meeting on 21 May and, for completeness, this would be brought back to the Council of Governors at its meeting on 24 July 2018.</p> <p>The report was received.</p> |
| REFLECTIONS ON WORK PLACEMENT WITH PROFESSOR POWELL | |
| 11 | <p>Simon Price (SP), Public Governor for Wandsworth, who will graduate as a doctor in July reflected on his five week work placement with Professor Powell in Plastic Surgery at St George's. SP covered both the positives and the negatives of his work placement.</p> <p>SP noted that St George's is firstly a sought after Trust for doctors and it is very competitive with Plastics having five people apply for every placement. The Trust having the Medical School attached is a great attraction for medical students though the high cost of living in London was a negative aspect.</p> <p>SP thought the actual Plastics department had a great team with excellent resources who dealt with patients who had travelled from across the region. The patients in the melanoma service were on average given 15 minutes with the consultants. SP noted that this would be sufficient for a young fit patient to undress, be examined and then dress again but for an elderly person this could take longer. He noted that the flow of patients and patient notes held both electronically and in paper format caused delays. It was agreed that the Dermatology Service at QMH has more efficient flow due to the layout of the building.</p> <p>SP was thanked for his presentation and the Chairman would put him in touch with one of the Directors to note his findings.</p> |
| CLOSING ADMINISTRATION | |
| 11 | <p>Any Other Business</p> <p>CS asked about the Getting it Right First Time (GIRFT) programme and Model Hospital and whether the Trust uses these. The Chairman suggested that a presentation on these be incorporated into the forward plan for the Council of Governors.</p> |
| 12 | <p>Reflections on Meeting</p> <p>No reflections on the meeting were offered.</p> |

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| 13 | Meeting Close The Chairman thanked everyone for their contributions. |
| ACTION:COG.15.05.18/32 Presentation on GIRFT programme and Model Hospital for a future meeting. | |
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| Date and Time of Next Meeting: 24 July 2018, 10:30, H2.7, 2nd Floor, Hunter Wing | |