

**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	Staff Governor, Clinical and Dental	DL
Derek McKee	Public Governor, Wandsworth	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>

<b>COG.17.05.17/06</b>	<b>Circulate details of the letter from NHSI on the Quality Review of Audits. LEAD: Membership &amp; Engagement Manager</b>
<b>10.2</b>	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.
<b>10.3</b>	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.
<b>COG.17.05.17/07</b>	<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>	
<b>11.1</b>	A date would be agreed for next meeting which would take place on the same day as the Away day.