

**Minutes of the Meeting of the Council of Governors
28 February 2018
Hyde Park Room, 1st Floor, Lanesborough Wing**

Name	Title	Abbreviation
PRESENT		
Gillian Norton	Chairman/Non-Executive Director	Chairman
Alfredo Benedicto	Appointed Governor, Healthwatch Merton	AB
Val Collington	Appointed Governor, Kingston University	VC
Anneke de Boer	Public Governor, Merton	AdB
Jenni Doman	Staff Governor, Non-Clinical	JD
Emir Feisal	Public Governor, Wandsworth	EF
Frances Gibson	Appointed Governor, St George's University	FG
Kathryn Harrison	Public Governor, Rest of England	KH
Philip Jones	Appointed Governor, Merton Council	PJ
Sarah McDermott	Appointed Governor, Wandsworth Council	SM
Helen McHugh	Staff Governor, Nursing & Midwifery	HMH
Derek McKee	Public Governor, Wandsworth	DMK
Richard Mycroft	Public Governor, SW Lambeth	RM
Damian Quinn	Public Governor, Rest of England	DQ
Donald Roy	Appointed Governor, Healthwatch Wandsworth	DR
Stephen Sambrook	Public Governor, Rest of England	SS
Anup Sharma	Staff Governor, Medical & Dental	AS
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
Ashley Brooks	National Patient Champion	NPC
Stephen Collier	Non-Executive Director	NED
Andrew Grimshaw	Chief Finance Officer	CFO
Richard Lloyd-Booth	Deputy Chief Nurse	DCN
Suzanne Marsello	Director of Strategy	DS
Elizabeth Palmer	Director of Quality Governance	DQG
Ellis Pullinger	Chief Operating Officer	COO
Chris Rolfe	Associate Director of Communications	ADC
Sarah Wilton	Non-Executive Director	NED
Tim Wright	Non-Executive Director	NED
APOLOGIES		
Mia Bayles	Public Governor, Rest of England	MB
Nigel Brindley	Public Governor, Wandsworth	NB
John Hallmark	Public Governor, Wandsworth	JH
Hilary Harland	Public Governor, Merton	HH
Jenny Higham	Non-Executive Director	NED
Doulla Manolas	Public Governor, Wandsworth	DM
Simon Price	Public Governor, Wandsworth	SP
Sir Norman Williams	Non-Executive Director	NED
SECRETARIAT		
Richard Coxon	Membership & Engagement Manager	MEM

WELCOME AND APOLOGIES	
1.1	<p>The Chairman opened the meeting and welcomed everyone, especially the new Governors. Everyone around the table was asked to introduce themselves for the benefit of the new Governors.</p> <p>The apologies were as set out above.</p>
DECLARATIONS OF INTEREST	
1.2	<p>There were no declarations of interests.</p> <p>The MEM requested that all Governors complete and sign a new Declarations of Interest form, if they had not already done so, which was an annual requirement.</p>
MINUTES OF MEETING HELD ON 06.12.17 AND MATTERS ARISING	
1.3	The minutes of the meeting of the 06.12.17 were agreed.
1.4	The Action Log was accepted and there were no matters arising.
CHAIRMAN'S OPENING REMARKS	
2.1	The Chairman stated that the Executive Team was nearly complete with Stephen Jones, new permanent Director of Corporate Affairs, starting next Monday. The Medical Director post is being advertised with interviews due to take place in April.
2.2	The CEO explained that there would be an inspection of the Trust by the Care Quality Commission (CQC) anytime between now and the end of April. This inspection would be unannounced, at any time of the day, covering three areas. When the CQC do decide to undertake a full inspection we would receive formal notice.
2.3	There would be a separate well led inspection, now arranged for the second week of April. As part of the inspection the CQC would interview all of the Executive Team, Chairman, some of the Non-Executive Directors and would probably want to talk to some of the Governors. Training would be offered beforehand to those Governors being interviewed.
2.4	The Trust has been working closely with NHSI to ensure that it has made all necessary improvements so when re-inspected by the CQC it would hopefully come out of special measures.
2.5	In relation to the Deloitte's Governance report the Chairman commented that it had been submitted to the last Board meeting and needed to be considered by Governors, notably in relation to the recommendation about an additional NED. She had discussed timing of this with the Lead Governor given the heavy agenda for this meeting and their joint recommendation was that this should be referred to Nomination and Remuneration Committee. Any other issues could be picked up at a subsequent CoG meeting.
ACTION: COG.28.02.18/23	
Deloitte's Report to be submitted to Nomination and Remuneration Committee	
Appraisal Process for the NEDs for 2017-18	
3.1	The Chairman introduced the recommendation from the Nomination & Remuneration Committee which had met on the 06.12.17 regarding the Appraisal Process for the NEDs for 2017-18.

3.2	The Chairman reported that following discussion at last CoG she had looked at NHSI guidance which, in addition to elements incorporated in the Trust's scheme recommended inclusion of assessment against 9 behaviours. These seemed very comprehensive but there was the question of incorporating them at this late stage this year and the fact that all Directors, as members of a Unitary Board should be assessed against the same behaviours. The Executive Directors were using the Trust's behaviours. On balance she would prefer to look at the question of incorporating the NHSI recommended behaviours for next year. Whilst this was supported by some Governors, others thought there would be merit in having a discussion about them at the appraisal discussions this year particularly in relation to any development needs. The Chairman indicated a preparedness to proceed on this basis subject to review.
3.3	It was noted that there were now four vacancies on the Nomination & Remuneration Committee and the MEM would circulate details for expressions of interest.
ACTION: COG.28.02.18/24 MEM to circulate ToR for Noms & Rems Committee and organise a meeting	
ACTION: COG.28.02.18/25 NHSI leadership behaviours to be incorporated into NED Appraisal discussions for 2017/18 subject to review.	
OVERVIEW OF NON-EXECUTIVE DIRECTORS & BOARD COMMITTEES & FEEDBACK FROM COMMITTEE CHAIRMAN	
4.1	Tim Wright, NED, introduced himself and gave a brief summary of his professional experience before explaining that he was NED ICT lead on the Board as well as being a Trustee of the St George's Hospital Charity. He went on to explain that after a long period of underinvestment in ICT within the Trust there was a complete review of its ICT requirements going forward. The Board has had two ICT workshops in recent months as well as a substantive discussion at the last Board meeting. After a period of stabilisation there is a two phased approach – optimisation and transformation. The risks to the network and data centre now have been reduced. There had been a significant evaluation of Cerner, which looks after patient records, with the intention of making better use of its many functions and implementing it across the Trust. A long term strategy is currently being developed which will be ready in six months. At QMH, Cerner is being introduced and it was noted that this is the same system used at both Kingston and Croydon which opens up opportunities for future joint working and cost savings. It was agreed that staff wanted to implement these changes as it will improve patient safety but the work has to be resourced properly so the Trust can only move as fast we have investment. The Trust currently does not know that capital resources are available though we have been seeking support and clarification from NHSI. A plan is being formulated with milestones and priorities..
4.2	Sarah Wilton, (SW), provided a report as Chairman of the Audit Committee. There had been one meeting since the last COG meeting which HH had attended. There were areas that were improving where the Committee could take assurance such as counter fraud and internal audit. There was still more work to be done on patient records where there was limited assurance (link with 4.1 above) and procurement where the system is not as effective as it should be. There was discussion about the volume of breaches and waivers which was not acceptable although the situation was improving slowly A great deal of work had been done around the Board Assurance Framework (BAF) and Risk Register which Deloitte had assisted in developing. Each Board Sub-Committee had responsibility for owning certain risks and monitoring their progress at every meeting.
ACTION: COG.28.02.18/26 Report on BAF/Risks at a future COG meeting. CN	
4.3	SW also provided an update from the Quality & Safety Committee meetings on behalf of Sir Norman Williams who was on holiday. There had been three meetings since the last COG which some Governors had attended along with regular attendance by

	<p>Healthwatch Wandsworth representatives. A Water Quality report had been received which showed good progress and an action plan will come back to the next meeting which will also include Queen Mary's Hospital. Renate Wendler, Assistant Medical Director, presented a detailed report on Thematic Learning from Serious Incidents (SIs). Staff receive a regular newsletter which highlights lessons learnt. There had been a robust discussion around the Board Assurance Framework which covered risk appetite, and around statutory compliance which has also been presented to the Board. Nigel Kennea presented an excellent Mortality Review which covers learning from deaths. The Trust is a leader in this learning and Nigel is invited to speak at conferences. There has been a deep dive on outpatients, progress made since the CQC inspection, and reduced DNAs though a lot of areas still require improvement. On the Consent Audit further work still needs to be done. On the deep dive of end of life care, a huge amount of work has been done, there is a very good strategy and monthly meetings so the Committee was very assured. Safeguarding adults and children training better so that the Committee was assured the Trust is compliant. Litigation costs have increased though this is across the NHS. The Trust needs to understand the full reasons and a report will come back to QSC. Complaints are an ongoing problem. The CN is looking at best practice from other trusts as we need to get this right.</p>
<p>4.4</p>	<p>Ann Beasley (AB) gave an update from the Finance and Investment Committee which had met three times since the last COG meeting. Against an NHSI control total deficit of £45 m the Trust anticipates a year end position of £53m, a figure we have been forecasting for some months now.. Since the CFO was appointed there has been better planning, better capital business cases submitted and things continue to improve. There has been significant improvement in planning for future years and also in financial management. On procurement, the building blocks are in place for improvement. Debt Recovery is poor though this is not exclusive to this Trust. There have been discussions about performance and driving out inefficiencies, and an example of this is looking at the utilisation of the theatres. It is unrealistic to think the Trust can balance the books next year, more likely in 2019/20. There is greater knowledge and understanding with the new executive team but the task remains enormously challenging.</p>
<p>4.5</p>	<p>Stephen Collier (SC) provided an update report from the Workforce and Education Committee which had met once since the last COG meeting. He would circulate his last report to Board for information. The workforce spend had been reduced by 2.5% with moving staff from interim to substantive. The Trust Board is now all substantive with only the Medical Director post currently being advertised and the Chief Information Officer to recruit. Turnover is still high at 18% and the Trust is committed to recruit the best staff and to retain them through training and development. The Trust is on top of its agency spending and is adhering to agreed local market rates for bank and agency staff. The staff survey results will be published next week.</p>
<p>TRUST AND SOCIAL MEDIA</p>	
<p>5.1</p>	<p>Chris Rolfe, Associate Director of Communications (ADC) gave a brief explanation of his role and how he and his team were promoting the Trust through Social Media. The Trust has Facebook, Twitter (15,766 followers) and LinkedIn as the main platforms to promote the many good stories of the work of the Trust. Twitter is especially effective as messages are instantaneous and can be retweeted and liked by followers. The ADC gave an example of tweeting that morning as it has been snowing to remind patients to allow enough time to travel if they had an appointment and a photo of the ground staff busy at work gritting the roads and pathways.</p>
<p>5.2</p>	<p>Governors are encouraged to use Social Media but to use with caution as it is a public forum and asked to be clear when promoting their own personal views. Any advice required is available from the communications team. It was agreed that Governors</p>

	could use the By George App which is used by staff to follow what's happening at the Trust.
ANNUAL PLAN PRIORITIES	
6.1	The CFO and DS gave a joint presentation on the Trust's Annual Plan 2018-19; it was a key responsibility of CoG to provide feedback on the plan. NHSI guidance on the Annual Plan process was only received on the 14.02.18 and a draft submission was required to be submitted on the 08.03.18 with the final version by the end of April 2018. The key issues affecting the Trust had been discussed at the Executive meetings, Finance and Investment Committee and Board. The Trust has a median case plan deficit for next year of £30.6m and NHSI are indicating that this was not stretching enough and want to see a position closer to £18-20m to which the Trust will not commit unless it believes it can deliver. NHSI expect the Trust to have a break even run rate balance before the end of 2018/19. The CCGs are trying to get the Trust to agree to block contracts for work which it is pushing back on as there is too much risk attached for it. However, the Trust is aware that they (the CCGs) too are under pressure to balance their budgets.
6.2	Other key issues identified include pay expenditure and staff numbers; CIP development; and limiting service development unless it is to address material risk (so ICT would be a priority) or demonstrates improvement in income or efficiency. In relation to capital expenditure CoG were asked to note the scale and risks associated with funding and increased focus on cash management. NHSI have asked us for an integrated financial plan covering the next five years (medium term plan) which we are currently developing because it was something the Board required anyway.
6.3	The final Board approved Organisation Operating Plans need to be submitted to NHSI by the 30.04.18. It was agreed that any feedback should be sent directly to the CFO or DS as soon as possible.
6.4	Governors asked questions about the development of the overall Trust strategy and in response the Chief Executive explained the context and the work in hand. It was agreed that the next meeting (May) should devote a substantial part of the agenda to a discussion on strategy development, content, process and timescale.
ACTION COG.28.02.18/27 Strategy presentation for COG.15.05.18. DS	
PATIENT PARTNERSHIP & ENGAGEMENT	
7.1	Richard Lloyd-Booth, Deputy Chief Nurse (DCN) introduced himself as well as Ashley Brooks, National Patient Champion. The DCN briefly explained that he had started his role in January 2018 and part of his remit was patient engagement. Deloitte had undertaken a review of patient engagement and had made some recommendations and Ashley Brookes was advising on best practice and setting up a patient partner group in a new framework and structure. This will be developed into a new Patient Partner Strategy which is planned to launch on the 23.04.18 (St George's Day). The Governors had all been invited to attend a Patient Partner and Engagement Event on the 07.03.18.
QUALITY ACCOUNT INDICATOR	
8.1	Elizabeth Palmer, Director of Quality Governance (DQG), presented an update on the Quality Account Indicator and for the benefit of the new Governors explained the purpose of the Quality Account Indicators. These form part of the Annual Report for Foundation Trusts and provide data on quality improvement. There are nine quality priorities which need to be measurable with objectives and outcomes at the end of the year (31.03.18). In relation to this year's indicators progress is good and they are closely linked with the Quality Improvement Plan (QIP). The Quality Account Indicators

	will be audited by Grant Thornton, the Trust's External Auditor's
8.2	NHSI last Friday gave guidance on the mandatory indicators – 4 hour ED operation at standard target; RTT; and 62 day cancer. Additionally Governors had to identify a further one and she would circulate three for consideration with an explanation.
ACTION: COG.28.02.18/28	
Mandatory Quality Indicators to be circulated with explanation. DQG	
REFERRAL TO TREATMENT & ELECTIVE CARE RECOVERY PROGRAMME UPDATE	
9.1	Ellis Pullinger, Chief Operating Officer (COO) gave an update report on the progress that had been made over the last year which covered cancer targets, diagnostics and the 18 week target. A large amount of work has been completed with significant progress. In 2018-19 the Trust will be treating those patients missed and returning to National Reporting at some point. It was noted that if there were any patients identified that were at risk of harm by waiting then the Trust would intervene if required. It noted that it was essential that staff were trained and using Cerner correctly going forward. The programme has now moved into a new phase where the links with the operational teams are much more aligned meaning progress and actions are happening at pace.
9.2	It was agreed that the report was very good and well presented.
CLOSING ADMINISTRATION	
10.1	The Chairman thanked everyone for their contributions and for persevering with a long meeting. Thanks was also expressed for the former Governors who had either decided not to stand or had not been re-elected.
Date and Time of Next Meeting: 15 May 2018, 10:30, H2.7	