

Minutes of the Meeting of the Council of Governors
18 December 2018, Hyde Park Room 1st Floor, Lanesborough Wing

Name	Title	Initials
Gillian Norton	Trust Chairman	Chairman
Mia Bayles	Public Governor, Rest of England	MB
Alfredo Benedicto	Appointed Governor, Healthwatch Merton	AB
Nick de Bellaigue	Public Governor, Wandsworth	NDB
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 (Lead Governor)	KH
Helen McHugh	Staff Governor, Nursing & Midwifery	HM
Doulla Manolas	Public Governor, Wandsworth	DM
Derek McKee	Public Governor, Wandsworth	DMK
Sarah McDermott	Appointed Governor, Wandsworth Council	SMD
Richard Mycroft	Public Governor, SW Lambeth	RM
Damian Quinn	Public Governor, Rest of England	DQ
Donald Roy	Appointed Governor, Healthwatch Wandsworth	DR
Clive Studd	Public Governor, Merton	CS
Bassey Williams	Staff Governor, Allied Health Professionals	BW
In Attendance		
Ann Beasley	Non-Executive Director	NED
Stephen Collier	Non-Executive Director (Part)	NED
Jenny Higham	Non-Executive Director	NED
Stephen Jones	Director of Corporate Affairs	DCA
Elizabeth Palmer	Director of Quality Governance	DQG
Jacqueline Totterdell	Chief Executive Officer	CEO
Sir Norman Williams	Non-Executive Director	NED
Apologies		
Val Collington	Appointed Governor, Kingston University	VC
Frances Gibson	Appointed Governor, St George's University	FG
Rebecca Lanning	Appointed Governor, Merton Council	RL
Simon Price	Public Governor, Wandsworth	SP
Stephen Sambrook	Public Governor, Rest of England	SS
Anup Sharma	Staff Governor, Medical & Dental	AS
Khaled Simmons	Public Governor, Merton	KS
Sarah Wilton	Non-Executive Director	NED
Tim Wright	Non-Executive Director	NED
Secretariat		
Richard Coxon	Membership & Engagement Manager	MEM

1.1 Welcome and Apologies

The Chairman opened the meeting and noted the apologies as set out above.

1.2 Declarations of Interest

Ann Beasley, Non-Executive Director, declared that she had been appointed Chair of the South West London and St George's NHS Mental Health Trust in October 2018. There was no existing conflict of interest with her role as Non-Executive Director at St George's University Hospitals NHS Foundation Trust. Should any issues emerge that gave rise to a conflict of interest, these would be declared in line with the Trust's policy.

1.3 Minutes of the meeting held on 4 October 2018

DR queried the draft minute at section 1.1 relating to the vacancy on the Council of Governors which stated that following the resignation of Nigel Brindley the Council of Governors had agreed that a special election would not be held and the post would remain vacant until the next election in early 2020. The DCA explained that the decision taken at the previous meeting had been based on the fact that there were no further runners-up from the previous election; Nick de Bellaigue had been a runner-up but had taken up post following the resignation of Emir Faisal earlier in the year. The Council had considered the costs of holding a special election would be prohibitive given the limited period of time remaining on Mr Brindley's term of office. The five serving Wandsworth Governors felt they were fully able to represent their constituency members until the next election. The DCA was asked whether a runner-up from another constituency could be brought in to cover the vacancy, to which he responded that the Trust's Constitution did not permit this. After some discussion it was agreed that the draft minutes on this issue accurately reflected the discussion at the Council of Governors on 4 October 2018 and that a vacancy on the Council would be maintained until the next scheduled elections.

The minutes of the meeting on 4 October 2018 were agreed as an accurate record.

1.4 Action Log and Matters Arising

The Council reviewed the Action Log and agreed to close those proposed for closure, which were items on the agenda. The Council also noted the open actions which were not yet due but which would be taken forward as part of the planning for Council agendas in 2019.

2.1 Board Assurance Framework

The DQG gave an overview of the Board Assurance Framework (BAF) which, in its current form, had been used for almost a year. It was noted that the BAF was a tool to help the Board assess the risks to the achievement of the Trust's strategic objectives. It provided a structure and process to focus on the risks that may compromise or otherwise impede the realisation of those objectives, to map the controls in place to mitigate those risks and to evidence the assurance provided to the Board that the controls and mitigations were effective. The purpose of the BAF was to provide a simple, clear way of reporting these issues to the Board that enables effective prioritisation, focus and performance management of the strategic risks. In this way, the BAF should help drive the agenda for the Board. The risks identified on the BAF were allocated to specified sub-Committees of the Board to review them in detail. Three risks on the BAF were reserved to the Board. . All risks are rated and those rated 15 and above were reported to the Risk Management Executive on a monthly basis. A Board seminar was scheduled for January 2019 to help the Board take stock of and review the current BAF and consider how to revise and improve it for the future.

This would also be an opportunity for the Board to review the strategic risks for the forthcoming year.

The Chairman invited questions from the Governors. In response to a question about total number of risks, the DQG explained that there were a total of around 350 to 400 risks on the register. However, the majority of these were scored at the lower end and were reviewed at Service or Divisional level. Those scored 10 or above were reviewed by the Risk Management Executive. In response to a question about the extent to which the BAF appeared red-rated with a number of very high risks, the DQG commented that it was not uncommon for a BAF to reflect the highest risks to the Trust and given the position of the Trust at present – in double special measures and facing significant estates and IT issues that required significant capital investment – it was not surprising the BAF reflected these risks. She explained, however, that the BAF was intended to capture the risks to the Trust's strategic objectives not simply all of the highest risks, and so the BAF also had lower risk scores in certain areas as these represented the material risks to the objectives set out in the vision of "Outstanding Care Every Time". It was noted that everyone in the organisation has a responsibility for risk management and to carry out a risk assessment. The relevant Risk Register was reviewed at service level, Divisional Governance meetings, and the Risk Management Executive, which was attended by Executive Directors. The Chairman explained that the current BAF had been developed by the Board with the assistance of Deloitte, which had undertaken the governance review in 2017/18, and that the Board seminar in the new year would be an opportunity to pause and reflect how it should evolve for 2019/20. It was likely that the descriptions of the risks would evolve significantly and that any changes would be brought back to the Board for consideration by the Chief Nurse.

2.2 St George's University

Jenny Higham (JH), Principal of St George's University and Trust Non-Executive Director, gave the Council a presentation on the work and priorities of the University and its relationship with the Trust. St George's Hospital and the University had historic links; they shared the same name, their reputations were intertwined, and they based on the same site and shared the estate. JH had become a member of the Trust Board, a NED role reserved for the Principal of the University, and Chairman was a member of the University's Board. This was important in ensuring that there were close links between the two organisations at the highest levels.

It was noted that the University played an important role in generating research income for the country as well as, of course, developing original research and treatments for the benefit of patients in the future. The colocation of the University and the Trust was critical in this respect; many research projects required access to patients, and the location facilitated this in a way that benefitted both the Trust and the University. JH explained the changing trends in higher education funding and its impact on the University. She also explained the challenges of maintaining sufficient reserves, especially in the context of falling student numbers. JH felt that the University had a good reputation and that around 80% of the University's students were from state schools. Previously, it had considered whether it should merge with another organisation but had chosen to remain independent, and had been successful in diversifying the range of courses offered, which included, for example, courses for allied health professionals, and this had also improved its financial position and

sustainability. JH was especially proud of the University's work in promoting equality and diversity. The University worked actively with local schools, providing summer courses and arrangements for buddying with older students. It was noted that the University was planning to reconfigure its entrance on the ground floor of Hunter Wing to make it more attractive and provide additional and much needed seminar room capacity.

DR asked about the joint ventures and relationship that the University had with Kingston University who were in financial difficulties. JH responded that she was also a board member at Kingston University, which had sufficient reserves to cover their current situation.

The Chairman thanked JH for her presentation and suggested that she provide an update on the University to the Council of Governors in around a years' time. **ACTION:18.12.18/01: Update on St George's University of London to COG forward planner for early 2020**

2.3 Nomination and Remuneration Committee Report

The Chairman presented the report from the Nomination and Remuneration Committee which had met on 5 December 2018. There were a number of items that required the approval of the Council of Governors:

Reappointment of Sir Norman Williams as Non-Executive Director

Sir Norman left the meeting for the duration of this item. Sir Norman's first three year term as a NED was scheduled to end on 31 March 2019. It was noted that he was also the Senior Independent Director on the Trust Board as well as Chair of the Quality and Safety Committee. The Nomination and Remuneration Committee had considered whether to renew the appointment and was recommending to the Council of Governors that Sir Norman should be reappointed for a further three year term starting on the 1 April 2019. In reaching this recommendation, the Committee had considered a range of factors including: the outcome of his 2017/18 end-of-year appraisal with the Chairman; that he was able to continue to meet the time commitments of the role; that his circumstances meant he continued to be sufficiently independent; that he continued to meet the requirements of the Fit and Proper Person Test; and that the reappointment maintained an appropriate skills mix on the Board. The Committee had been satisfied that on this basis it was appropriate to recommend that Sir Norman be reappointed for a further three-year terms of office.

This was agreed by the Council of Governors

NED Appraisal Process and Process 2018/19:

The Committee had agreed some minor amendments to the NED Appraisal Process and Policy for 2018/19. The changes to the policy set out the importance of NEDs undertaking a self-assessment of their performance during the year to inform the appraisal discussion and for the appraisal as a whole to reflect the domains of leadership set out in the Healthcare Leadership Model published by the NHS Leadership Academy. A series of minor refinements in the way the policy was operated was also proposed which included the introduction of secure electronic feedback forms; extending the timeframes for feedback; and promoting free text comments. **These changes were agreed by the Council of Governors**

Associate Non-Executive Director:

The Committee asked the Council of Governors to note the progress on developing a role specification and plans for recruiting an Associate Non-Executive Director. It had considered a paper setting out the rationale for appointing an Associate NED and had discussed a number of issues about the nature of the role. The Committee had also discussed the Associate NED scheme operated by NHS Improvement, known as the “NExT Director” scheme. On balance, while it recognised the merits of this scheme, the Committee considered that a direct appointment would be appropriate as this would allow the Trust to appoint an Associate NED for a longer period of office and to make the post remunerated, albeit not at the level of a substantive NED. The Committee agreed that recruitment of an Associate NED should take place at the same time as the recruitment for Sarah Wilton’s replacement as there were some benefits in terms of recruitment timescales and costs. **The Council of Governors noted the progress on developing a role specification and plans for recruiting an Associate NED.**

Trust Chairman Comparative Remuneration Report:

The Chairman left the meeting for the duration of this item. The Committee had received a report comparing remuneration levels of NHS FT and Trust Chairs across England. The comparative data showed that the remuneration currently paid to the Trust Chairman was broadly in line with that of other London teaching hospitals and similarly sized trusts across the country. On this basis, the Committee was recommending to the Council of Governors that it hold the remuneration of the Chairman at the present level for the duration of the Chairman’s current term of office, but also proposed that the Council should consider this matter again at the point at which decisions were required on appointment or reappointment to the role for a further term. **This was agreed by the Council of Governors.**

2.4 Membership Engagement Committee Report

The Committee Chair provided an update of the meeting on the 10 December 2018. The Committee had discussed the Patient Partnership Engagement Group (PPEG), following feedback from Khaled Simmons who had attended a recent meeting of the Group along with Donald Roy. Members of the Committee expressed some concern about the pace of the development of the PPEG agenda and agreed that Governor representation on the Group was important, with three places reserved for Governors. Given the relationship between patient engagement and membership engagement, the Committee had agreed to invite Avey Bhatia, the Chief Nurse, or Richard Lloyd-Booth, Deputy Chief Nurse, to attend the next meeting to give an update on the work of the PPEG.

The Committee had considered the results of the membership survey, which had been undertaken since the last meeting of the Council of Governors. The number of responses from public members (544) had been disappointing, and represented just 4.36% of the public membership. It was also notable that of the 544 responses, a majority (330) had been postal responses and a minority (214) electronically. It was noted that there were lessons to be taken for the next membership survey, particularly in terms of the marketing of the survey. However, despite the low response rate the results nevertheless provided useful feedback to help inform the development of the membership strategy. The Committee considered that based on the survey results there was a need to raise the profile of public governors to improve the representation of members’ views within the Trust; a need to provide more opportunities for members to have input across a range of issues and that members should

be engaged on a broader range of topics than at present; a need to develop engagement events across the constituencies of the Trust; and to consider how best to develop the format of current communications to members. The results of the survey would inform the development of the draft Membership Engagement Strategy which the Committee would consider at its next meeting and which would then be brought to the Council of Governors for consideration and approval. The Committee reaffirmed the four objectives which it considered should guide the strategy and also reaffirmed its view that the new strategy should be concise and engaging, with a supporting action plan that set out how the strategy would be delivered and the key metrics by which success would be judged. As part of its consideration of the strategy, the Committee considered an analysis of the current public membership of the Trust by age, gender, socio-economic background, and ethnicity and on the basis of the analysis concluded that the membership was broadly reflective of the population served by the Trust, albeit that younger people were slightly under-represented.

It was noted that NHS Providers made available to Governors a wide range of resources and best practice on membership engagement as well as networking opportunities with Governors from other trusts.

The Council noted the report.

2.5 Trust Strategy Review

The DS gave an update on the development of the Trust's new Clinical Strategy. A new strategy team had been appointed which had helped the pace of development. A series of Board Strategy Seminars had been held and a second series of stakeholder engagement events had also taken place during November and December 2018. In addition, service specific engagement had been held at Care Group Level. The DS noted that the strategic environment in South West London and nationally would be affected by the publication of the NHS Long Term Plan, which had been scheduled for early December 2018 but had now been moved back to the new year. While the detail of the Long Term Plan remained unknown, it was nonetheless clear that significant changes were likely which would impact on the annual financial and business plans for 2019/20, and planning guidance was expected imminently. The Trust's Clinical Strategy would need to take account of this. However, the development of the strategy was on track and good progress was being made. The strategy would be presented to the Board for approval in March 2019, with publication shortly thereafter.

The Council received the update.

2.6 Overview of Non-Executive Directors and Board Committees and Feedback from Committee Chairman

Ann Beasley, Finance and Investment Committee Chair:

AB provided a brief update on the work of the Audit Committee in the absence of Sarah Wilton following the meeting held in October 2018. She also reported on the work of the Finance and Investment Committee (FIC), which had met three times since the last Council meeting on 4 October 2018. The current year end forecast was a deficit of £51-55m, which was disappointing. The Trust had still not heard back from NHSI on its emergency capital bid

which had been submitted at the beginning of the financial year. This remained necessary to address the essential estates and IT infrastructure risks and was being followed up with NHSI. No planning guidelines from NHSI had yet been issued for 2019/20 but were expected imminently, but it was nonetheless clear that tariffs were expected to change significantly in line with the priorities of the forthcoming NHS Long Term Plan.

Sir Norman Williams, Quality and Safety Committee Chair:

NW reported that the Quality and Safety Committee (QSC) had met three times since the last Council meeting. There had been improvements in some areas, and the improved CQC rating was encouraging albeit there remained significant work to do. There were concerns about Duty of Candour with inconsistent reporting a particular challenge. The speed and quality of complaints had also been discussed and while the latter was improving, speed of response remained a concern. It had been reported that there had been one case of MRSA in October 2018. C. Difficile had previously been low but there had been a number of recent cases, albeit that the Trust remained well below the national threshold. It was noted that there was a mortality increase on weekends and QSC was looking more carefully at whether this was linked to staffing levels. The Committee had received updates on the work to ensure the Trust returned to national reporting on RTT. This work was on track, with the Board scheduled to consider whether to return to reporting on RTT at its meeting in January 2019. The ward accreditation scheme showed that most wards were improving and had been a very positive process which wards had embraced. Water safety remained a risk. The estates team had put in place measures to mitigate risks but resolution of the issues was dependent on the capital funding.

Stephen Collier, Workforce and Education Committee Chair:

SC reported that he had been Chair of the Workforce and Education Committee (WEC) for 18 months and was beginning to see real progress but there remained much to do. He felt the Trust was much better at anticipating and planning with turnover and vacancy rates both reduced. The Annual Staff Survey results would be published in early 2019 and these would need to be carefully analysed, particularly in the context of a recent pulse survey providing some concerning feedback on the issue of bullying and harassment. KH noted that the previous staff Family & Friends Test survey results from June 2018 staff felt the Trust not a good place to work. SC responded that the Trust was encouraging all staff that leave to take part in exit interview, with main reasons being: 1) did not feel valued 2) lack of progression 3) lack of communication with manager.

The Board Committee updates were received.

2.7 Cardiac Surgery Update

The CEO gave a presentation to the Council of Governors on developments in the cardiac surgery service. The Care Quality Commission report on the service had been published on 6 December 2018 which was based on its August and September 2018 inspections. There were “no immediate concerns with regard to patient safety” but the report reaffirmed the findings of the independent report by Professor Mike Bewick about poor behaviours and dysfunction within the cardiac surgical team. This included lack of cohesion and poor working relations between surgeons; a culture within service of not learning from incidents, poor mortality and morbidity meetings and poor MDT meetings; low morale and lack of

ongoing and regular oversight. The CEO set out the changes to the service that had been introduced since the CQC's visits which had been made following Quality Summits on the 3 and 24 September and 29 October. These changes included patients requiring highly complex surgery being treated by King's College Hospital NHS Foundation Trust and Guy's and St Thomas's NHS Foundation Trust with low risk patients continuing to be treated at St George's as normal. It was noted that key changes have been made to the service internally which had completely changed how cardiac surgery operated. The changes had included:

- Appointing the Clinical Lead for Cardiology as Programme Director for Cardiac Surgery;
- Appointing the Governance Lead for Cardiology as Governance Lead for Cardiac Surgery;
- Admitting all patients under Cardiology for diagnostics and assessment prior to surgery;
- Introducing a daily multidisciplinary team meeting to ensure dual decision making for all patients both elective and urgent;
- Implementing a 'consultant of the week' model of practice;
- Producing a daily dashboard of performance and quality metrics that was scrutinised each day by the Chief Medical Officer and Chief Nurse.
- All Cardiac Surgery deaths were referred to serious incident panel.

The CEO reported that Mr Steven Livesey had been appointed Associate Medical Director for Cardiac Surgery. He was an experienced consultant cardiac surgeon based at University Hospital Southampton but would work at the Trust for the next 12 months, full time for six months and thereafter part time. The appointment had been supported by Independent Scrutiny Panel appointed by NHSI to oversee the improvements that were being delivered in cardiac surgery. Mr Livesey's appointment was a significant step. Although new in post, having started on 3 December 2018, Mr Livesey's input was already being felt. He would be focusing on developing a governance bundle for the service to ensure it was governed effectively and would work on improving team behaviours. An early focus had been on increasing the complexity of the work undertaken at St George's given the importance of sustaining the skills of the surgical team.

There was support and commitment from system partners for St George's to remain a cardiac surgery centre and bringing the complex cases back to the Trust. The longer term strategic plans for cardiac surgery in South London were being discussed on a regional basis with NHS England.

3.1 Any other business

RM asked about the plans for the Governors Away Day on the 8 January 2019. The DCA responded by giving an outline of the planned agenda for the day and distributing copies of the agenda to the Council. Two external speakers had been confirmed and there were sessions planned for Governors to reflect on their role and effectiveness, to hear about the development of the clinical strategy, and to discuss financial special measures.

KH asked that following previous discussions that Amerjit Chohan, the new CEO of the Hospital Charity, be invited to the next meeting. **ACTION: COG.18.12.18/02 Amerjit Chohan, CEO Hospital Charity, to be invited to attend the next meeting of the Council**

RM asked if the Governors could have a further Cardiac Surgery briefing in the new year and the Chairman agreed that this would be arranged. **ACTION: COG.18.12.18/03 Cardiac Surgery update briefing to be arranged for Governors in the new year.**

3.2 Reflections on meeting

KH felt that there had been good discussion and enjoyed Jenny Higham's presentation on St George's University of London.

3.3 Meeting close

The Chairman thanked everyone for their contributions both at the meeting and throughout the year, and wished everyone a happy Christmas.

Date of next Meeting: 26 March 2019, 14:00 – 17:00