

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

Name	Title	Initials
Gillian Norton	Chairman/Non-Executive Director	Chairman
Mia Bayles	Public Governor, Rest of England	MB
Val Collington	Appointed Governor, Kingston University	VC
Jenni Doman	Staff Governor, Non-Clinical	JM
Frances Gibson	Appointed Governor, St George's University	FG
John Hallmark	Public Governor, Wandsworth	JH
Hilary Harland	Public Governor, Merton	HH
Kathryn Harrison	Public Governor, Rest of England	KH
Doulla Manolas	Public Governor, Wandsworth	DM
Derek McKee	Public Governor, Wandsworth	DMK
Sarah McDermott	Appointed Governor, Wandsworth Council	SMD
Helen McHugh	Staff Governor, Nursing & Midwifery	HMH
Richard Mycroft	Public Governor, SW Lambeth	RM
Donald Roy	Appointed Governor, Healthwatch Wandsworth	DR
Stephen Sambrook	Public Governor, Rest of England	SS
Anup Sharma	Staff Governor, Medical & Dental	AS
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	NED
Paul Dossett	External Auditor, Grant Thornton	PD
Stephen Jones	Director of Corporate Affairs	DCA
Suzanne Marsello	Director of Strategy	DS
Jenny Miles	Risk Manager	RM
Renate Wendler	Associate Medical Director	AMD
Sir Norman Williams	Non-Executive Director	NED
Tim Wright	Non-Executive Director	NED
Apologies		
Alfredo Benedicto	Appointed Governor, Healthwatch Merton	AB
Nigel Brindley	Public Governor, Wandsworth	NB
Anneke de Boer	Public Governor, Merton	ADB
Jenny Higham	Non-Executive Director	NED
Damian Quinn	Public Governor, Rest of England	DQ
Simon Price	Public Governor, Wandsworth	SP
Khaled Simmons	Public Governor, Merton	KS
Sarah Wilton	Non-Executive Director	NED
Secretariat		
Richard Coxon	Membership & Engagement Manager	MEM

1.1 Welcome and Apologies
<p>The Chairman opened the meeting and noted the apologies as set out above.</p> <p>Dr Sangeeta Patel, the newly appointed Governor for Merton and Wandsworth Clinical Commissioning Group (CCG) was welcomed to her first meeting. The Chairman reported that Emir Feisal had resigned as a Governor for Wandsworth after becoming a Non-Executive Director at Lambeth CCG. She explained that in accordance with [provision Annex Five, 4.1.2.2 of the Trust's Constitution], the 'runner up' from the last election had been approached to check that he continued to meet the eligibility criteria and was still interested in becoming a Governor. If so, he would be formally appointed as a public Governor at the Trust.</p> <p>The Chairman reported that the CQC's report on its inspection in March and April 2018 had been published the previous week. The overall rating for the Trust had improved from 'inadequate' to 'requires improvement'. This was a significant step forward and a reflection of the hard work of staff across the Trust. However, the Trust would remain in Special Measures for the time being and a further CQC inspection was anticipated by the end of the calendar year, at which point the Trust hoped to come out of quality special measures. The Chairman emphasised that ultimately the Trust aimed to achieve an outstanding CQC rating, but acknowledged this would take time. The 'requires improvement' category was a broad one and significant work would be needed before any further upgrade in the CQC rating was likely. An action plan to address the 'must do' actions highlighted in the CQC report would come to the Board in August. A focus on getting the basics right was important. There was some discussion around the importance of cultural change within the organisation. It was noted that steps had already been taken in this respect and that leadership would continue to be key, but that cultural change took time to achieve in an organisation of over 9,000 staff.</p> <p>There was a discussion about how Governors report any issues they observe around the Trust and the speed with which the Trust addressed issues and concerns raised by Governors. It was noted that the Membership Office would track all enquiries from Governors and ensure a prompt response. Governors should contact the MEM, DCA or Chairman if there were delays in receiving a response.</p>
1.2 DECLARATIONS OF INTEREST
No declarations of interests were made.
1.3 MINUTES OF MEETING HELD ON 24 JULY 2018 AND ACTION LOG
The minutes of the meeting on 24 July 2018 were agreed, with some minor amendments, which included in item seven, changing wording to read 'at least a year to implement' and in item 11, change initials from 'SC' to 'CS'.
1.4 ACTION LOG AND MATTERS ARISING
The Council reviewed the Action Log, agreed items that could be closed and noted the open actions which were not yet due. KH noted that there had been an action for Jenny Higham to give a presentation on St George's University. The Chairman agreed that this had been agreed for the 18 December 2018 meeting and should be added to the action log.
ACTION: COG.24.07.18/33 MEM to add St George's University presentation to the action log.
MAIN BUSINESS
2.1 Learning from Incidents

Renate Wendler, Associate Medical Director for Governance, and Jenny Miles, Risk Manager, gave a presentation on how the Trust learned from patient incidents. It was noted that after the CQC had inspected the Trust in 2016, a Quality Improvement Plan has been developed and part of this was ensuring that learning from incidents was implemented throughout the Trust. The Plan helped promote a culture in which all Trust staff were confident to report incidents, and its implementation also ensured staff had the skills to investigate and learn from events and were empowered to make any changes necessary as a result of the learning. There was an online incident reporting system for staff which fed into a national patient system on a regular basis. It was noted that this was a key part of good governance, organised by divisions, and helped to streamline the process, standardise and support best practice.

It was noted that over 13,000 adverse incidents were reported by staff each year with the majority being no or low harm. An 'incident of the month' featured in eG (the electronic bulletin) which was sent to all staff, and read by approximately 400 staff. The Advanced Skills Centre also recreated scenarios so that staff could benefit from learning. It was noted that all reported incidents were investigated and staff could see the closure report. Any themes were discussed at Divisional Board.

In relation to incident of the month, Governors asked how this could be promoted to a greater number of staff; while 400 was a good start it meant that less than 5% of the Trust's staff read this item in any given month. The AMD agreed and said that there were discussions on-going about how best to promote this across the organisation.

The presentation was received.

2.2 Overview of Non-Executive Directors & Board Committees Chairman

Tim Wright gave an update on ICT. He noted that the Trust Board had held two successful ICT workshops in November 2017 and February 2018 and had agreed the methodology of Stabilise; Optimise and Transform. In the early part of this year, efforts had been focussed on stabilisation and reducing risk across the ageing IT infrastructure. A windfall NHS Digital funding in March 2018 had enabled critical network switches. This had needed to be allocated rapidly, but the Trust had been well prepared for this. A new Chief Information Officer, Elizabeth White, had been appointed to the Trust in May 2018, replacing Larry Murphy. Elizabeth had a strong business background and considerable experience of IT in healthcare.

It was noted that while remedial works continued, effort had moved into the 'Optimise' phase. An updated Action Plan for ICT risks had been presented to the Finance & Investment Committee in June 2018, and had been reported to the Board later that month.

The 2018-19 key priorities were:

- Queen Mary's Hospital (QMH)
- Infrastructure risk migration
- Delivering Cost Improvement Plans (CIP) (transformation benefits)
- Information Management and DW improvements
- Referral-to-Treatment Time (RTT) support
- Resource balance (substantive staff v contractors)
- South West London Pathology (SWLP) Laboratory information Management System replacement
- Medium/long-term Electronic Direct Mail solution

A key part of the Action Plan was to create a clinical systems platform across the whole Trust and to prioritise projects that supported the ongoing functioning of the Trust. The Trust was working towards meeting the digital maturity standards set by the NHS.

It was also noted that work to implement iClip at Queen Mary Hospital (QMH) was progressing, with the

discovery phase completed in May 2018. The Cerner basic EPR solution would be deployed by the end of November 2018. The deployment of iClip at the Tooting site has been agreed and would be rolled out in the autumn. A full inpatient rollout would be completed by February 2019 with outpatient deployment at the Tooting site completed by the end of March 2019.

Tim Wright also highlighted three other ICT areas of work. The responsibility for ensuring the Trust became compliant with the General Data Protection Regulation (GDPR) had been allocated to the CIO, reporting to the CFO, and a high level plan had been agreed to achieve compliance. The 'Wannacry' virus in May 2017 had been a global crisis and a wakeup call for the NHS. The Trust was now much less vulnerable with better defences in place. There was regular reporting to NHS England that showed the Trust was improving but still had some way to go to reach maturity. The CIO was restructuring the ICT team, reducing dependency on contractors and building the Trust's capability in key areas in-house.

Ann Beasley gave an update on the work of the Audit Committee on behalf of Sarah Wilton, who had been unable to attend the Council meeting. The Audit Committee had met twice since the last COG. At its meeting in May 2018, the Committee had received assurance that the Trust had met its forecast deficit and was given good and reasonable assurance both by Internal and External Auditors. It had approved the Annual Report and Accounts, including the Quality Report, and had recommended these to the Board.

At its meeting in July 2018, the Committee received an update on the internal audit programme. As anticipated, the GDPR compliance audit had received a 'no assurance' rating. This reflected the fact that the Trust's preparations for the introduction of GDPR had started close to the point that the GDPR had come into legal effect. Progress against the management actions would be monitored closely. A report had been received from Counter Fraud which reported that the Trust received about six new cases a month which was low for a Trust of this size. A series of awareness sessions had been held with staff to help them understand and recognise fraud and further communications were planned. It had been reported that £24.2m of debt had been recovered in Quarter one, 2018-19 which was good progress. The Committee had also received an update on whistleblowing, and on clinical audit.

Ann Beasley gave an update from the Finance and Investment Committee which had met three times since the last COG meeting. The Committee had considered a number of the estates and facilities risks. A new Action Plan and Water Safety Plan had been produced and steps taken to ensure that the Trust has undertaken all achievable actions. This was also being considered by the Quality and Safety Committee. The financial control total for the current year was for a deficit of £29m. At the end of June 2018, the Trust was on plan, though delivering on the identified cost improvements and activity and income levels remained a significant challenge. The Four Hour Emergency Standard had been met for Quarter One which meant that the Trust would qualify for some additional Provider Sustainability Funding. A trajectory had been agreed to achieve the 95% target.

The Committee had noted the Community Services dis-investment programme whereby notices for all ten services had now been served. The timescales for divestment of some services had been extended by mutual agreement to allow the commissioners to undertake a full procurement exercise. The updated Procurement Policy was approved and this will now be communicated widely so that there are fewer breaches and waivers going forwards. It was noted that coding was better than it had been previously, but there was still a long way to go to get it right.

Stephen Collier provided an update from the Workforce and Education Committee which had met in June 2018. The Trust had approximately 9,500 staff, including contractors. Workforce costs amounted to around £500m pa which was the largest element of the Trust's budget. The staff budget at Quarter One was on track with the reduction in the scale of the establishment and a reduction in vacancies had been achieved. Agency spend had also been reduced. Over 400 staff was now using 'MeApp' to book bank shifts within the Trust as part of South West London Bank Consortium.

It was noted that there had been an improvement in the latest staff annual survey with 85% of staff who would recommend the Trust for treatment compared to 74% previously and 61% who would recommend as a place to work compared to 36% the previous year. The Committee had been informed that there

were over 200 senior managers taking part in the Leadership Programme run by The King's Fund. It was noted that there are ongoing IT concerns with the staff e-rostering system and payroll which were not compatible.
<p>Si Norman Williams gave an update from the Quality and Safety Committee. He noted that the CQC report had been received before the last meeting of the Committee but it had not been possible to discuss it in that forum prior to its publication. He was very pleased with the progress the Trust had made but warned that it could not be complacent, and significant work remained before the Trust could come out of quality special measures and achieve the good and outstanding ratings for which it should aim. The CQC would be coming back later in the year to inspect three areas including Outpatients which was still problematic though there were plans to make improvements which the Committee would be considering. The Committee had discussed the Quality dashboard. Mandatory training for infection control was currently at 85% which was very good. There has been an increase in C.Diff cases last month but this has now stabilised. The COO had reported to the Committee the case of a mental health patient who had been left on a trolley in A&E for over 12 hours while a suitable bed for them was found; this was unacceptable and should not happen and the Trust was working closely with the local mental health Trusts to avoid any repeat.</p> <p>The Committee had received a report of the newly re-established Patient Experience Engagement Group (PEEG) which would be developing a Patient Engagement strategy which would come to the Committee for consideration in the autumn. Some Governors expressed the view that there had been a lack of administration around the establishment of the new PEEG, and several emphasised the importance of this work. It was agreed that these concerns would be discussed outside the meeting.</p>
The Board Committee updates were received.
<i>Agenda items were taken out of agenda order to accommodate presenters availability</i>
2.7 Strategy Update Report
<p>The DS presented an update on the progress in developing the Trust Strategy. A series of staff and public/patient engagement events were underway which 103 people had attended including some of the Governors present. The early feedback had been positive and further events would be held later in the year as the strategic thinking progresses. There would be joint events with commissioners in November around service model and delivery which would involve wider stakeholder engagement. The Trust Board had also scheduled a programme of seminars to consider the initial analysis of clinical services and strategic issues.</p> <p>There was some discussion regarding the poor attendance by the public and finding ways to encourage attendance. In response to a question about whether members had been alerted to the strategy seminars, the DCA confirmed that this had been done and email updates with the times, dates and location of the meetings had been circulated to all members for whom the Trust had contact email addresses. Further publicity had also been used, but consideration would be given to how best to promote such events. It was suggested that 'Town Hall' meetings at different locations across the four constituencies of the Trust's membership could potentially encourage attendance and engagement. It was suggested that the theme for these might be framed in terms of giving members and the public the chance to have their say about their local hospital might have some impact.</p> <p>The report was received.</p>
2.8 Quality Report – Audit Findings Report
<p>Paul Dossett, Grant Thornton, the Trust's External Auditors, presented the Report to Governors on the Quality Report and also the Annual Audit Letter to year ending 31 March 2018. The reports provided an unqualified opinion, noting good progress and improvement on previous years. Trust staff were thanked for their co-operation and timely production of the Quality Accounts.</p>

The report was received.
2.4 Nomination & Remuneration Committee Report
<p>The Chairman reported that the last Nomination and Remuneration Committee on the 7 June 2018 had agreed to make a number of recommendations to the Council of Governors.</p> <p>Following the Committee's discussion on the conclusions of the governance review, the Council of Governors was asked to agree not to appoint an additional NED focused on strategy development at the present time and note the clarification to the recommendation in the Deloitte review relating to the appointment of the additional NED. This was agreed.</p> <p>The Council of Governors was asked to agree the recommendation of the Committee to increase the remuneration of NEDs from £12,000 per annum to £14,000 per annum given the time commitments asked of the NEDs. This was agreed.</p> <p>The Council of Governors was asked to note the Committee's consideration of and feedback on the draft objectives for the Chairman and NEDs for 2018/19. This was noted.</p>
2.5 Membership Engagement Report
<p>The DCA reported that a meeting with Governors had taken place on 19 June 2018 to discuss Governors' engagement with the membership of the Trust and the refresh of the Membership Engagement Strategy. It had also discussed the re-establishment of a sub-Committee of the Council of Governors on Membership Engagement.</p> <p>The report asked the Council of Governors to:</p> <p>Agree to the establishment of a Membership Engagement Committee as a Sub-Committee of the Council of Governors. This was agreed.</p> <p>Agree to the proposed Terms of Reference and membership of the Committee. This was agreed with the amendment of each members having to attend 'every' Committee meeting</p> <p>Note the update on the meeting held on the 19 June 2018 to discuss membership engagement. This was noted.</p>
2.6 Annual Members' Meeting
<p>The report was introduced by the DCA and was taken as read. The proposed plan for this year's Annual Members' Meeting was to build on the success of last year's meeting following the same format.</p> <p>The Governors would be invited to attend visits across the Trust on the morning of 27 September The NHS 70 theme would be carried through with an NHS 70 birthday card in reception for visitors to sign and an exhibition of the celebrations at 5.30pm before meeting started. The patient story at the AMM would be from Libby Keating, whose face was completely rebuilt after a horse riding accident.</p> <p>This would also be an opportunity for members to meet the Governors have refreshments and collect a copy of the Annual Review 'At a glance' booklet.</p> <p>The report was approved.</p>
CLOSING ADMINISTRATION
3.1 Any other Business

RM suggested that after the Council of Governors meeting on the 18 December 2018 which was scheduled to finish at 5pm, Governors should gather for Christmas drinks at a local venue. This suggestion was agreed.
3.2 Reflections on Meeting
No reflections on the meeting were offered.
3.3 Meeting Close
The Chairman thanked everyone for their contributions.
Date and Time of Next Meeting: 4 October 2018, 17:00, Hyde Park Room