

**Minutes of the Meeting of the Council of Governors**  
**17 December 2019, 15:00-18:00, GVR2.19, 2nd Floor, Grosvenor Wing**

<b>Name</b>	<b>Title</b>	<b>Initials</b>
Gillian Norton	Trust Chairman	Chairman
Mia Bayles	Public Governor, Rest of England	MB
Nick de Bellaigue	Public Governor, Wandsworth	NDB
Anneke de Boer	Public Governor, Merton	ADB
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
Rebecca Lanning	Appointed Governor, Merton Council	RL
Doulla Manolas	Public Governor, Wandsworth	DM
Sarah McDermott	Appointed Governor, Wandsworth Council	SMD
Richard Mycroft	Public Governor, SW Lambeth (Lead Governor)	RM
Dr Sangeeta Patel	Appointed Governor, Merton & Wandsworth CCG	DSP
Simon Price	Public Governor, Wandsworth	SP
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
Bassey Williams	Staff Governor, Allied Health Professionals	BW
<b>In Attendance</b>		
Ann Beasley	Non-Executive Director	AB-NED
Sarah Wilton	Non-Executive Director	SW-NED
Tim Wright	Non-Executive Director	TW-NED
Jacqueline Totterdell	Chief Executive Officer (items 1-2.2)	CEO
Stephen Jones	Chief Corporate Affairs Officer	CCAO
Richard Jennings	Chief Medical Officer (Items 2.2.1 and 2.2.3)	CMO
Sarah James	Associate Director of Workforce & Education (item 2.2.1 only)	ADWE
<b>Observers</b>		
Tamara Croud	Interim Assistant Trust Secretary	IATS
Laura Ward	Development Programme Manager, NHS Providers	
Maisie Jenkins	Programme Administrator, NHS Providers	
<b>Apologies</b>		
Alfredo Benedicto	Appointed Governor, Healthwatch Merton	AB
Stephen Collier	Non-Executive Director	SC-NED
Marlene Johnson	Staff Governor, Nursing & Midwifery	MJ
Derek McKee	Public Governor, Wandsworth	DMK
Damian Quinn	Public Governor, Rest of England	DQ
<b>Secretariat</b>		
Richard Coxon	Membership & Engagement Manager	MEM

		Action
<b>1.0</b>	<b>OPENING ADMINISTRATION</b>	
<b>1.1</b>	<p><b>Welcome and Apologies</b></p> <p>The Chairman welcomed everyone to the meeting and noted the apologies as set out above.</p>	
<b>1.2</b>	<p><b>Declarations of Interest</b></p> <p>There were no new declarations of interests reported.</p>	
<b>1.3</b>	<p><b>Minutes of the meeting held on 22 October 2019</b></p> <p>The minutes of the meeting held on 22 October 2019 were approved as a true record subject to the following amendments:</p> <ul style="list-style-type: none"> <li>• Page 7, item 1.3, paragraph 3, 1st sentence – Remove the words ‘and asked whether this could be considered as a form of electoral fraud’; and</li> <li>• Page 9, item 5.1, paragraph 3 – Amended sentence to read ‘raised a concern that the proposals were not sufficiently ambitious’.</li> </ul>	
<b>1.4</b>	<p><b>Action Log and Matters Arising</b></p> <p>The Council reviewed the action log and agreed that the following actions could be closed with the items added to the Council’s forward work plan:</p> <ul style="list-style-type: none"> <li>• <b>Action COG.22.05.19/03</b> – The Council had requested a presentation on Getting it Right First Time (GIRFT) and Model Hospital: A briefing from the Chief Medical Officer would be integrated into the programme of Council workshops for 2020/21</li> <li>• <b>Action COG.17.07.19/03</b> – The Council had requested a Volunteer Update: A briefing on the new volunteer strategy would be integrated into the programme of Council workshops for 2020/21 once agreed</li> <li>• <b>Action COG.22.10.19/02</b> – The Council had requested a briefing on the Research Strategy: The Associate Medical Director for Research would provide a detailed presentation on research as part of the programme of Council workshops in 2020/21</li> </ul> <p>The following action could be closed because it was scheduled to be presented to the February 2020 Council meeting:</p> <ul style="list-style-type: none"> <li>• <b>Action COG.17.07.19/02</b> – The update on Information Technology would be delivered as part of the planned item on the draft digital strategy 2020-24</li> </ul> <p>The following actions were on the agenda for discussion and therefore could be closed:</p> <ul style="list-style-type: none"> <li>• <b>Action COG.22.10.19/01</b> - Chief Executive’s update on staff engagement and culture change programme</li> <li>• <b>Action COG.22.10.19/03</b> - Council of Governor Effectiveness</li> </ul>	
<b>1.5</b>	<p><b>Key Issues</b></p> <p><u>Care Quality Commission Inspection Report</u></p> <p>The Chairman reported that on 18 December 2019 the Care Quality Commission (CQC) would publish the report of its inspection of the Trust which had been carried out between July and September 2019. The CQC report maintained the Trust’s overall rating of ‘requires improvement’ but recommended to NHS Improvement (NHSI) that Trust be taken out of ‘quality special measures’. The CQC report included some very positive improvements across the Trust especially in relation to services for children and young people which were now rated ‘outstanding’ and there had been other notable improvements across other areas. The Trust was now developing the action plan to</p>	

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	<p>respond to the two requirement notices and would, in parallel, develop a wider plan to address the must and should do recommendations.</p> <p>The Council reflected that the results from the CQC inspection were positive for the Trust and for its patients and would go some way towards boosting staff morale. Overall, it was an important step forward for the hospital and demonstration of the progress that had been made in recent years. The Council also noted that whilst the Trust had been in 'quality special measures' it had received some financial and other support. This package would now be revised as part of NHSI's consideration of the CQC's recommendation that the Trust be taken out of quality special measures.</p> <p><u>'Chairman-in-Common' Role Update</u></p> <p>The Chairman provided an update on her role as 'Chairman-in-Common' at St George's University Hospitals NHS Foundation Trust and Epsom &amp; St Helier University Hospitals NHS Trust (ESTH). She reported that it had been a busy couple of months since taking on the ESTH role on 1 October 2019, but she was enjoying the challenge and had successfully managed both roles by balancing the time she spends at each organisation. The Board had considered and authorised the existence of a conflict of interest and agreed how this would be managed going forward. It was also noted that this type of appointment across more than one provider was increasingly common in the NHS, and more 'Chairs-in-Common' appointments would likely be announced as the NHS moved further towards closer collaboration and integration. The Chairman reiterated her comments at the previous Council meeting that there were significant potential benefits to patients from the two organisations working together and what, while it was early days, the opportunities for greater collaboration were clear.</p> <p><u>Governor Elections 2020 Update</u></p> <p>The CCAO reported that the nominations process for the 2020 Governor Elections had closed on 13 December 2019. All seats would be contested with the following number of candidates nominating themselves for in the respective constituencies:</p> <ul style="list-style-type: none"> <li>• Public - Merton (1-year term) – 2 candidates</li> <li>• Public - Merton (3-year term) – 7 candidates</li> <li>• Rest of England – 5 candidates</li> <li>• Wandsworth – 14 candidates</li> <li>• Staff - Non-Clinical – 3 candidates</li> </ul> <p>Eligible members would be able to vote for their preferred candidates when the ballot opened on 7 January 2020. The voting process would close on 30 January 2020 and the results would be published on 31 January 2019 on the Trust's website. Successful Governors would commence their terms of office on 1 February 2020. Induction arrangements for newly elected governors were being planned ahead of the next meeting of the Council of Governors on 19 February 2020.</p>	
<b>2.0</b>	<b>TRUST UPDATES</b>	
<b>2.1</b>	<p><b>Staff Engagement</b></p> <p>The CEO provided the Council with an update on the work she was leading on improving organisational culture, and she noted the following:</p> <ul style="list-style-type: none"> <li>• The Trust was looking at different ways to engage with staff and improve the organisation's culture;</li> <li>• A key starting point was to ensure that the Trust had in place the right leadership that would nurture a culture that delivered high quality services, compassionate care and continuous improvement;</li> </ul>	

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	<ul style="list-style-type: none"> <li>• Staff were already engaged in shaping this work. The recruitment campaign to find 15-20 staff culture champions to join the CEO and other senior leaders was underway. The culture champions would help in the discovery phase to identify what was working well and where improvement was needed. Thirty members of staff had applied to date. The CEO reported that she was ensuring that the staff who were involved in this work represented a diagonal 'cross slice' of the organisation, bringing in representatives at different levels of seniority from across the Trust;</li> <li>• The framework of the programme had already been used successfully by circa 60 NHS organisations. NHS Improvement (NHSI) was providing support to the Trust. The Trust had also engaged dedicated support from Tom Kenward, Programme Director: Organisational Development, Leadership and Culture; and</li> <li>• The discovery (diagnostics) phase was expected to take circa six months with the programme taking over two years to embed the cultural change.</li> </ul> <p>In discussion the Council raised and noted the following key points:</p> <ul style="list-style-type: none"> <li>• Some of the key themes arising from the NHS Staff Survey included, leadership, bullying and harassment and Black, Asian and Minority Ethnic staff feeling disenfranchised.</li> <li>• In response to a query from HH about the recurring themes from the Trust's NHS Staff Survey, the CEO reported this programme of work would sit alongside other initiatives such as implementing the actions from the Staff Engagement Plan, Directors' staff question time and the provision of coaching to divisional leaders. These would support the Trust in making a real step change. It was hoped the impact of these initiatives would be reflected in future staff surveys but these activities would inevitably take some time and transforming culture was, by definition a long-term piece of work. The programme of work was also being led by the CEO which was reflective of the commitment and dedication to make the necessary changes from the top of the organisation.</li> <li>• In response to NB's query, the CEO advised that there were robust mechanisms in place to performance manage underperforming staff members including where issues related to leadership performance. It was, however, important that the Trust provided the right level of support and development opportunities to staff members to ensure they had the right leadership skills and tools to lead in the 'St George's Way'.</li> <li>• The Trust would also to do more to ensure that all staff felt respected and supported.</li> <li>• Whilst agency staff did not participate in the NHS Staff Survey they would benefit and participate as much as practicable in the culture work. The CEO also noted that with many agency staff moving into substantive or bank roles the Trust would be able to better capture intelligence from these staff groups.</li> </ul> <p>The Council noted the update from the CEO on the culture work programme.</p>	

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<b>2.2</b>	<b>STRATEGY UPDATE</b>	
2.2.1	<p><b><u>Education Strategy</u></b></p> <p>The Council welcomed the CMO and the ADWE to the meeting. The CMO outlined the key elements in the developing Education Strategy for 2020-2024. The strategy would be considered by the Board in February 2020 subject to taking on the views of the Council. The following key points were reported:</p> <ul style="list-style-type: none"> <li>• The proposed vision in the draft strategy was linked to the Trust's key education priorities and those in the workforce strategy.</li> <li>• The Trust wanted to be a learning organisation and would invest in: <ul style="list-style-type: none"> <li>– Educating the current workforce now and in the future using highly skilled educators and technological advances.</li> <li>– Ensuring there would be protected time for all staff to develop and progress in ways that supported fulfilling career development and assures patient safety.</li> <li>– Leading South West London as an innovative and high quality education partner for staff and patients in order to make the Trust an employer of choice in the area.</li> </ul> </li> </ul> <p>In response to queries raised by the Council the following key points were noted:</p> <ul style="list-style-type: none"> <li>• Whilst the Trust worked closely with St George's University of London it was recognised that more could be done collaboratively for the mutual benefit of both organisations' future employees. The Trust also worked with other educational institutions such as Kingston University.</li> <li>• Where the Trust had encountered challenges with specific services, particularly where the issues related to the learning environment, Health Education England had, in discussions with the Trust, withdrawn doctors in training as had been the case in recent years in cardiac surgery and vascular surgery.</li> <li>• The Trust was now making use of the apprenticeship levy and staff across the Trust were thinking of innovative ways to use the allocation through roles including nurse practitioners, advanced clinical practitioners and supporting administrators. It was, however, noted that more work was needed in this area.</li> <li>• The Trust was working hard to ensure all staff were supported to undertake the professional development required, for example doctors routinely required circa 50 hours of CPD training each year as part of their professional development and this formed part of their annual appraisal process.</li> </ul> <p>The Council noted the key elements in the developing Education for 2019-2020 which would be considered by the Board in February 2020 subject to prior review by the Workforce &amp; Education Committee.</p>	
2.2.2	<p><b><u>Quality &amp; Safety Strategy</u></b></p> <p>The CMO outlined the key elements of the new draft Quality &amp; Safety Strategy for the Trust. The strategy would be considered by the Board in January 2020 subject to taking on the views of the Council and review by the Quality and Safety Committee. The CMO reported the following:</p> <ul style="list-style-type: none"> <li>• The Trust's quality and safety performance was much improved. The Trust would use the intelligence from the latest CQC report to drive further improvement.</li> </ul>	

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	<ul style="list-style-type: none"> <li>• The Trust's Quality and Safety Strategy would also be framed by the national NHS Patient Safety Strategy, which had been published in July 2019, and the national work around Serious Incidents details of which were expected to be published in the coming months.</li> <li>• The proposed quality and safety priorities for 2020-24 were:               <ul style="list-style-type: none"> <li>– Minimising avoidable harm across our organisation, utilising the developments in technology and embedding further, robust quality, learning and governance processes.</li> <li>– Improving outcomes for patients through timely diagnosis, exceptional care and treatment.</li> <li>– Offering patients an excellent experience through their journey with us, monitoring and acting on feedback to ensure continual improvements in the areas that matter the most to our patients.</li> <li>– Developing further our approach to improving staff experience, enabling staff to feel valued, supported, and equipped to deliver high quality safe care.</li> <li>– Providing equitable access to patients we serve, proactively reaching out to system partners in our communities to achieve this</li> <li>– Being at the forefront of providing and developing pioneering and leading edge treatments for today and in the future.</li> </ul> </li> <li>• These proposed priorities had been triangulated with the priorities in the quality account, intelligence from the ward accreditation programme and quality improvement initiatives across the Trust. This level of triangulation provided the Trust with a robust assurance mechanism and ensured that the strategy was informed effectively to give focus to key areas of quality development and focus on reducing avoidable harm.</li> <li>• The Trust had a low mortality rate in comparison to the national average and its work would be further strengthened by the implementation of the Medical Examiner's Office (MEO) with Dr Nigel Kennea having been appointed as the lead Medical Examiner. The MEO would further support the Trust's system of learning from deaths in addition to benefiting bereaved families and patients.</li> <li>• The Trust had prioritised estates works which had a direct impact on patient and staff safety. The Board was also closely scrutinising estates issues through its Finance &amp; Investment Committee (Estates) meetings each month.</li> </ul> <p>The Council noted the key elements in the draft Quality &amp; Safety Strategy for 2019-2020 which would be approved by the Board in January 2020 subject to endorsement by the Quality &amp; Safety Committee.</p>	
<b>3.0</b>	<b>GOVERNANCE</b>	
<b>3.1</b>	<p><b>Council of Governors Effectiveness Review 2019-20</b></p> <p>The CCAO presented the results of the Council of Governors Effectiveness Review 2019-20 and reported the following:</p> <ul style="list-style-type: none"> <li>• All Governors were invited to participate in the effectiveness review, as were the Non-Executive Directors and CCAO as the Executive responsible for providing support to the Council.</li> <li>• The response rate was high with 25 out of the 30 individuals eligible to participate having responded, resulting in a response rate of 83%.</li> </ul> <p>The following key points were raised in discussion:</p>	



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	<ul style="list-style-type: none"> <li>• Respondents to the survey either agreed or strongly agreed that there was a clear understanding of the role of Governors and of the Council collectively.</li> <li>• A majority of respondents agreed that the Trust supports Governors in their role and supports the role of the Council of Governors as a whole.</li> <li>• It was agreed that a programme of site visits would be organised for Governors over the course of the year and would align with the proposed informal Governor briefing sessions planned for 2020-21.</li> <li>• Some of the results and responses from the review reflected the need for Governors to understand the importance of engaging more widely than attending Council meetings only. Further, it was important that regular review of Governors attendance was undertaken and where governors missed more than two consecutive meetings this needed to be addressed in line with the Trust's Constitution.</li> <li>• Options for improving governors' understanding of the role, attendance at Council meetings and widening engagement included:               <ul style="list-style-type: none"> <li>– Reviewing the Governor's Code of Code to ensure that there was clarity on attendance at Council meetings and improving transparency on attendance by publishing the Governor Attendance Register at each meeting.</li> <li>– Developing the standard proforma for Governors to share salient information regarding their attendance and observations of Board Committee meetings and other engagement activities with Council members.</li> <li>– Developing an effective induction programme for new governors and ensuring that incoming governors understood the time commitment required.</li> </ul> </li> </ul> <p>It was important that Governors were able to give effect to their roles and it would therefore be useful to benchmark the Council's activities with other organisations.</p> <ul style="list-style-type: none"> <li>• The Care Quality Commission had reflected on the level of engagement of the Council of Governors. It was clear they felt there was a risk of the Council seeking to hold executive directors to account for the performance of the Board, rather than the Non- Executive Directors. It was also clear that the CQC inspectors had, to some degree, been surprised by the extent of Governors' access to Board and Committee meetings. The Council considered that such opportunities enabled Governors to discharge their statutory duties in respect of the Board.</li> </ul> <p><b>The Council noted that the effectiveness review, the key actions to address feedback from review and that the CCAO would present an updated report at the next meeting of the Council.</b></p>	<p><b>CCAO</b></p>
<p><b>4.0</b></p>	<p><b>ACCOUNTABILITY</b></p>	
<p><b>4.1</b></p>	<p><b>Overview from Non-Executive Directors (NEDs):</b></p> <p><b><u>Ann Beasley (AB-NED), Finance &amp; Investment Committee</u></b></p> <p>AB-NED provided an overview from the Finance &amp; Investment Committee (FIC) which had met twice since the last Council meeting. Financial performance was in line with plan however the Trust would not achieve its year-end forecast as a result of non-achievement of the savings target and an adverse run rate. The NEDs were deeply disappointed by this position and had robustly challenged the proposed recovery plans and emphasised the importance of delivering any revised forecast. The Trust had identified a number of actions to get back on plan but it was unlikely the Trust would recovery the position in line with the original plan of £3m deficit at year-end. Key</p>	

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	<p>implications included the Trust remaining in financial special measures and not meeting its agreed control total, and as a result not benefiting from the full allocation of Provider Sustainability Fund (PSF) it might otherwise have been able to access.</p> <p>A discussion ensued about the culture in the organisation and the disconnect between quality actions and budgetary implications in clinical areas. It was important that all staff, clinical and non-clinical, understood that without effective financial control and grip the Trust could not continue to deliver high quality services and care to its patients. It was suggested that the Trust may benefit from external support. AB-NED advised that the financial management team at the Trust was very strong but the crux of the issue related to staff being held to account and owning their budgets.</p> <p>It was questioned whether with a sick leave cost of circa £20m per annum, the Trust was robustly tackling this area of spend. It was, however, reported that the Trust's sickness levels were lower and/or on par with other organisations. It was also noted that it would be useful to give the Council a briefing on workforce and the sickness levels.</p> <p>The Trust's theatre productivity remained challenged as did the Emergency Department performance. The Trust had brought in consultants but it was evident that the actions from those reviews had not been adequately embedded.</p> <p>There was insufficient time to hear from Tim Wright on the Quality and Safety Committee so the Council agreed this this would be deferred to the next meeting on the 19 February 2020.</p> <p><b>It was agreed that the CCAO would arrange for the Chief People Officer to provide an update on workforce and sickness absence as part of the Council's forward work programme for 2020/21.</b></p>	
<b>5.0</b>	<b>CLOSING ADMINISTRATION</b>	
<b>5.1</b>	<p><b>Any Other Business</b></p> <p>KH reported that this was her last Council meeting as she would not be standing for re-election. The Chairman thanked her on behalf of the Council for her significant contribution to the Trust both as a public governor for the rest of England and as Lead Governor for a number of years, and wished her the very best for the future.</p>	
<b>5.2</b>	<p><b>Reflections on meeting</b></p> <p>Due to time constraints, there were no reflections on the meeting.</p> <p>The Chairman closed the meeting by thanking everyone for their comments and wishing everyone a Happy Christmas. The meeting closed at 18:00.</p>	
	<b>Date of next Meeting: 19 February 2020, 15:00 – 18:00</b>	