

Minutes of the Meeting of the Council of Governors
22 October 2019, 16:15-18:00, GVR2.19, 2nd Floor, Grosvenor 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
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
Marlene Johnson	Staff Governor, Nursing & Midwifery Designate	MJ
Sarah McDermott	Appointed Governor, Wandsworth Council	SMD
Derek McKee	Public Governor, Wandsworth	DMK
Richard Mycroft	Public Governor, SW Lambeth (Lead Governor)	RM
Dr Sangeeta Patel	Appointed Governor, Merton & Wandsworth CCG	DSP
Donald Roy	Appointed Governor, Healthwatch Wandsworth	DR
Khaled Simmons	Public Governor, Merton	KS
In Attendance		
Sarah Brewer	Head of Business Planning (item 2.2)	HOBP
Mark Cranmer	Director, Joint Research & Enterprise Services (item 2.2)	DJRES
Jenny Higham	Non-Executive Director (item 2.2)	JH-NED
Stephen Jones	Chief Corporate Affairs Officer	CCAO
Ralph Michell	Head of Strategy (item 2.2)	HOS
Jacqueline Totterdell	Chief Executive Officer (until item 2.2)	CEO
Tim Wright	Non-Executive Director	TW
Apologies		
Ann Beasley	Non-Executive Director	AB-NED
Stephen Collier	Non-Executive Director	SC-NED
Kathryn Harrison	Public Governor, Rest of England	KH
Rebecca Lanning	Appointed Governor, Merton Council	RL
Doulla Manolas	Public Governor, Wandsworth	DM
Simon Price	Public Governor, Wandsworth	SP
Damian Quinn	Public Governor, Rest of England	DQ
Stephen Sambrook	Public Governor, Rest of England	SS
Anup Sharma	Staff Governor, Medical & Dental	AS
Bassey Williams	Staff Governor, Allied Health Professionals	BW
Sarah Wilton	Non-Executive Director	SW-NED
Secretariat		
Richard Coxon	Membership & Engagement Manager	MEM

OPENING ADMINISTRATION		Action
1.1	<p>Welcome and Apologies</p> <p>The Chairman opened the meeting and noted the apologies as set out above.</p>	
1.2	<p>Declarations of Interest</p> <p>The Council noted the register of Governors' interests. This had been uploaded to the Trust's new online portal for logging such interests and published on the Trust's website to promote transparency. No new declarations of interests were made.</p> <p>In line with the communication to Governors on 12 September 2019, and the prior discussions at the Governors' Nominations and Remuneration Committee, the Chairman reported to the Council that she had taken up her new role as Chairman of Epsom and St Helier University Hospitals NHS Trust on 1 October 2019, alongside her current role at St George's, and was now 'Chair-in-Common' across both organisations. The Chairman explained that the decision had been made by NHS England and NHS Improvement. Governors had previously been briefed about this on a confidential basis, and the Chairman was ensuring that there were appropriate mechanisms in place to manage any potential conflict of interest that may emerge. The additional appointment would not impact on the Chairman's ability to fulfil her role at St George's including her ability to meet the ongoing time commitments of the role. Indeed, the appointment would enable the two Trusts to collaborate further for the benefit of the patients of both organisations and the communities they serve. DR asked whether the appointment of a Chair-in Common was permissible under existing NHS legislation. It was noted that there was no statutory or regulatory restriction placed upon the Chair of an NHS Foundation Trust simultaneously serving as the Chair of an NHS Trust. A person may not serve as the substantive Chair of two NHS Foundation Trusts, but that was not the case in this appointment. NHS England and NHS Improvement had made the appointment and supported it, and the appointment had been endorsed by Ministers. The Chairman emphasised the potential benefits to patients of greater collaboration between the two organisations as a result of the appointment.</p>	
1.3	<p>Minutes of the meeting held on 17 July 2019</p> <p>The minutes of the meeting held on 17 July 2019 were agreed by the Council as a true and accurate record.</p>	
1.4	<p>Action Log and Matters Arising</p> <p>The Council reviewed the Action Log and agreed to close the following actions:</p> <ul style="list-style-type: none"> • COG.26.03.19/03: A new electronic calendar had been established and tested with Governors, and invitations to forthcoming meetings had been issued. An updated web portal was being developed which would also have calendar functionality. 	

	<ul style="list-style-type: none"> • COG.22.05.19/04: A development plan for the Council of Governors would be developed in light of the outcomes of the Council of Governors effectiveness review, the results of which would be brought to the Council at its meeting in December 2019. • COG.17.07.19/01: The CIO had discussed with the Chief Clinical Information Officer the issue of communication with junior doctors regarding options for escalating problems with iClip to the programme board. • COG.17.07.19/04: Marketplace stalls had been arranged in the Grosvenor Wing reception as part of the delivery of the AMM and these had generated interest among staff, patients and visitors to the Trust. • COG.17.07.19/05: The role descriptions for each of the Non-Executive Director appointments had been shared with the Council of Governors, and these had been re-circulated as requested. A new role description had been agreed by the Council of Governors on email circulation following the resignation of Sir Norman Williams from the Board and it had been agreed to wrap into the existing appointments process the search for a successor to Sir Norman. • COG.17.07.19/06: Interviews for the Non-Executive Director positions on the Board had taken place on 17 and 18 October and a report on the outcome of these was on the agenda. In line with discussions at the July 2019 Council meeting, the composition of the interview panels had been streamlined and agreed with the Governors' Nominations and Remuneration Committee. • COG.17.07.19/07: An informal seminar on cardiac surgery had been held and a further briefing would be scheduled at the appropriate juncture to brief Governors on the outcome of the independent external mortality review. The timing of the publication was not yet known and it was likely any briefing would need to be arranged with short notice. • COG.17.07.19/09: Ten members of the Council of Governors had attended the NHS Providers London Governors Network event on Monday 16 September 2019, and expressions of interest in attending had been circulated to all Governors following the July 2019 Council meeting. <p>The remaining items on the action log remained open, the majority of which were due at the next Council of Governors meeting on 17 December 2019.</p>	
2.0 TRUST UPDATES		
2.1	<p>Chief Executive's Update</p> <p>The CEO reported that the Care Quality Commission (CQC) had undertaken an unannounced inspection of the Trust's core services in July 2019 which had</p>	

	<p>been followed by a 'Well-Led' inspection in early September 2019. The Trust awaited the outcomes of the inspection, which would likely be published towards the end of the year. The CEO reflected that the Trust had made significant progress since it had been rated as inadequate and placed in special measures in November 2016 and although further progress needed to be made before the Trust was where it wanted to be, it was hoped that the progress made to date had been apparent to the inspection team.</p> <p>It was noted that there had been a Board Seminar on 2 October 2019 on the Trust's planning for the UK's exit from the European Union. The Trust was engaging with the NHS England and NHS Improvement Regional team on this, and contingency planning for various scenarios and to address the key risks had been undertaken.</p> <p>The CEO reported that the Trust continued to face challenges in meeting the four hour operating standard in the Emergency Department (ED). To help drive forward improvements in performance, the CEO had started chairing a weekly Emergency Care Delivery Board which was overseeing work in this area and brought together key executive directors and the divisional leadership.</p> <p>Staff engagement was a key priority and the Board had recently approved a new staff engagement plan. The CEO explained that she wanted ensure that staff felt supported, appreciated and engaged as this was key to the delivery of high quality patient care. An important part of effecting the cultural change required in the organisation was developing effective local leadership. The Trust had secured dedicated support from an experienced organisational development expert who would be focused on taking forward and coordinating a programme of cultural change, under the leadership of the CEO. It was agreed that the CEO would present an update at the next Council of Governors meeting on staff engagement and cultural change.</p> <p>NDB asked whether the organisation was happy. The CEO responded that this depended on which part of the organisation was being referred to; some parts were, and others less so but there were clear steps the Trust needed to take to improve its engagement with staff and address the issued highlighted in the previous NHS Staff Survey. JH asked which parts of the organisation were unhappy. The CEO reported there were some challenges in outpatients following recent changes and more needed to be done to support and develop administrative and clerical staff in the organisation. It was crucial to improve engagement with the Trust's staff and the plan approved by the Board would help with this and a wide range of actions were being implemented.</p>	CEO
2.2	<p>Strategy Update</p> <p>The Council received updates on the development of the Trust's workforce and research strategies. These were among the six supporting strategies to the Trust's Clinical Strategy which had been launched in April 2019.</p> <p>On the workforce strategy, it was noted that the Trust needs to re-think its future workforce model, not only in terms of the supply of staff for particular roles which are hard to recruit to but also to develop new roles and work towards a more 'multi-disciplinary workforce'. As a major Trust in South West London, St</p>	

	<p>George's was also part of a wider health system and needed to be able to maximise the opportunities for collaboration. It was also recognised that more needed to be done around flexible working both to help staff have an appropriate work-life balance and as part of helping to retain them. It was noted that the three overarching priorities were retention of staff, supply and maximising new roles. The draft strategy would be presented to the Trust Board for approval on 28 November 2019. SMD asked whether apprenticeships could help fill some of the gaps in the Trust's workforce as well as help develop young people. The HOBP agreed that the Trust was not maximising the opportunities for apprenticeships and commented that it was working with local schools and colleges. RM stated that he had attended the strategy workshop on 21 October. Only eight people had attended but all were engaged. He welcomed the new workforce strategy and agreed with the vision.</p> <p>In relation to the research strategy, Mark Cranmer, Director of the Joint Research & Enterprise Services (DJRES), reported that the strategy had been developed by a steering group of the Trust and University staff and through public engagement events. He set out the vision for 2024 commenting that the aim was for St George's to be a thriving centre for research, offering opportunities to take part in research to patients across all of the Trust's clinical services. The ambition was to have an NIHR-funded Clinical Research Facility for early translational research and to rank in the top ten Trust for research outputs and performance. The draft strategy was due to be considered by the Board at its meeting on the 31 October 2019. VC asked about the research undertaken at other big trusts which received sponsorship and asked whether the Trust would be competing for this. KS asked whether carrying out research would attract staff to the Trust and whether improved research would help improve patient care. JH (NED) responded that research did help improve care for patients. The Chairman commented that the investment proposed was relatively modest given the anticipated benefits and noted that the NEDs had queried whether further investment was required to maximise the impact of the strategy but had been assured that the level proposed would be sufficient to achieve the goals set out in the strategy. Given the constraints on time, it was agreed that the Associate Medical Director for Research would be invited to present to Governors a more detailed presentation on research either at a future Council meeting or as part of an informal briefing session for Governors.</p>	<p>CCAO</p>
<p>3.0 GOVERNANCE</p>		
<p>3.1</p>	<p>Appointment of new Senior Independent Director</p> <p>The Chairman introduced the report on the appointment of a new Senior Independent Director (SID) following the resignation of Professor Sir Norman Williams on 30 September 2019. It was noted the appointment of a SID was a decision for the Board in consultation with the Council of Governors. The Chairman had consulted with the Lead Governor along with the Chief Executive and fellow Non-Executive Directors (NEDs) and was recommending that Ann Beasley, Vice Chair of the Trust, be appointed as the new SID. Subject to the Council's views, the Board would be asked to approve this recommendation at its meeting the following week. It was noted Stephen Collier, NED, had been appointed lead for Freedom to Speak Up.</p>	

	<p>The Council of Governors agreed the appointment of Ann Beasley as the new SID and noted that Stephen Collier had been appointed as the non-executive lead for Freedom to Speak Up.</p>	
<p>3.2</p>	<p>Nomination and Remuneration Committee Report: Non-Executive Director appointments</p> <p>The CCAO introduced the report on the Non-Executive Director (NED) appointments following the interviews for the three roles which had been held on 17 and 18 October 2019. The interview panels had made recommendations on the appointments to the Governors' Nomination and Remuneration Committee, which had endorsed these and proposed that these be agreed by the Council of Governors. It was noted that Elizabeth Bishop was currently a NED at Epsom and St Helier University Hospitals NHS Trust and, if appointed, would serve on both Boards. Subject to the Council's agreement, pre-appointment checks would be undertaken in the coming weeks. Ms Bishop would start in post from 1 February 2020 following Sarah Wilton's departure on 31 January 2020. Start dates for Professor Kumar and Dr Ling would be agreed in the coming weeks.</p> <p>DR stated that he could not support the recommendation to make the appointments as he considered he did not have sufficient information to take the decision. It was noted that the Council had agreed at its meetings in May and July 2019 a process for appointing new non-executive directors and the process set out in the papers reflected this and the process followed previously with NED appointments.</p> <p>The Council of Governors, with the exception of DR, agree to:</p> <ul style="list-style-type: none"> • approve the appointment of Professor Dame Parveen Kumar as the new Clinical NED; • approve the appointment of Elizabeth Bishop as the new Audit NED; • approve the appointment of Pui-Ling Li as the new Associate NED. 	
<p>3.3</p>	<p>Council of Governors Effectiveness</p> <p>The CCAO introduced a report which set out proposals to conduct a training and effectiveness survey of the Council of Governors with a view to developing an effective training programme for Governors for 2020 that was shaped by Governors' feedback and views. Undertaking an effectiveness review was good practice and would also ensure that any points raised could be considered as part of the induction programme for newly elected Governors in February 2020. It was proposed that the results of the survey be brought back to the Council of Governors at its meeting on 17 December 2019 along with the outline proposals for improving the effectiveness of the Council in 2020.</p> <p>The Council of Governors agreed plans for conducting a training and effectiveness survey and agreed to delegate to the Chairman and Lead Governor authority to approve any final changes to the text of the survey. The results of the survey would be brought back to the Council of Governors at its meeting on December 2019.</p>	<p>CCAO</p>

<p>3.4</p>	<p>Governor Elections Update</p> <p>The CCAO presented an update on the forthcoming elections, following the report considered by the Council at its meeting in July 2019. It was noted that there were a total of eight seats on the Council of Governors that were scheduled to be contested in the next governor elections in January 2020. Seven of the seats were for public governors (three in Wandsworth, two in Merton and two in the Rest of England constituencies) and one staff governor role (in the non-clinical staff constituency). The election process, the third since the Trust became an NHS Foundation Trust in 2015, would formally start in November 2019 when nominations opened. The election would end on 30 January 2020 when the ballot closes. The results would be announced on 31 January and newly elected Governors would start their new three year terms from 1 February 2020. It was noted that under the Trust's Constitution, the election must be managed by an independent electoral services provider. Following a tender process, Electoral Reform Services (ERS), had been selected as the provider and would act as the independent returning officer. A communications plan had been developed to promote the elections and as part of this the Trust would run awareness sessions for members who were potentially interested in standing to become a Governor.</p> <p>It was noted that a further position on the Council of Governors had become vacant on 24 September 2019 with the resignation of Clive Studd in the Merton constituency. Mr Studd's term of office had been due to run until 31 January 2021. Under the provisions of the Trust's Constitution, it was for the Council of Governors to decide whether to hold an election for the remainder of the term of office of the governor who had stepped down, or to invite the next highest polling candidate for that seat from the previous election to fill the role for the remainder of the term. Given that the 2020 elections were imminent, it was proposed that the 2020 elections include an election for the remainder of Mr Studd's term of office.</p> <p>DR asked about whether membership numbers increased around the time of Governor elections. The CCAO responded that while there tended to be a slight increase in overall membership in the run-up to elections, in overall terms this remained relatively low. Members of the public were free to join the Trust as members in order to participate in the elections and this was permissible; provided they met the eligibility criteria for membership new members were welcome to join the Trust. Further details of fluctuations in membership around elections could be provided at the next meeting.</p> <p>The Council of Governors noted the update on plans for the 2020 Governor elections, including plans to hold awareness sessions with prospective Governors.</p> <p>The Council of Governors agreed that the vacant position on Council following the resignation of Mr Studd be filled through an election timed to</p>	

	coincide with the scheduled 2020 Governor elections.	
4.0 ENGAGEMENT		
4.1	<p>Membership Engagement Committee Report</p> <p>RM, Chair of the Membership Engagement Committee (MEC), introduced an update from the meeting held on 24 September 2019. The Committee had discussed the implementation of the new membership strategy which had been launched in July 2019. All of the agreed year one milestones had either been met or were on track. The new membership and stakeholder bulletin, <i>The Brief</i>, had been launched the week after the Committee, and a refresh had been undertaken of the membership pages of the Trust's website which made greater use of images and video clips to make it more interesting and engaging. It was noted that the tiered membership had been implemented and that this had gone live on the online membership forms. The hard copy membership leaflet was currently being redesigned and would incorporate the new membership tier options in the updated design, along with the new Trust branding. RM reported that the Committee had discussed plans for the three pilot Governor Constituency events which had been planned for the end of November 2019. It was noted that at least two Governors had attended every Patient Partnership Engagement Group (PPEG) meeting since the last Council meeting ensuring good Governor representation. The PPEG was not moving to bi-monthly meetings. In addition, the intention was no longer for the Trust to produce a standalone patient engagement strategy but to incorporate this into the quality strategy. The Committee had received a report analysing the membership of the Trust and noted work to increase the numbers of young people joining as members. As usual, the Committee had received a report setting out the issues members had raised with Governors at Meet Your Governor events, via the membership office, or through the membership email address.</p> <p>The Council of Governors' noted the update.</p>	
4.2	<p>Annual Members' Meeting: Debrief</p> <p>The CCAO introduced the report on the 2019 Annual Members' Meeting (AMM) which had been held on 26 September 2019. The paper, which was taken as read, reflected on what had gone well and drew out some 'even better ifs' with a view to building on the learning from the 2019 event in the planning of both the content and marketing around the AMM for 2020.</p> <p>The report was noted by the Council of Governors.</p>	

5.0 ACCOUNTABILITY	
5.1	<p>Overview of Non-Executive Directors and Board Committees and Feedback from Committee Chairman</p> <p>Tim Wright (TW), NED lead for estates gave an update on the work of the Finance and Investment Committee (Estates) (FIC(E)). He reported that there had been two FIC(E) meetings since the last Council of Governors meeting in July. The Committee was now well established, as was the Estates Management Group (EMG) at Executive level. The Estates team were working well together despite the challenges. Progress had been made in understanding the risks the Trust faced and the extent to which the Board could take assurance in relation to the Trust's position on these. There was a dashboard setting out all estates risks and mitigations and detailed plans were being put in place in many areas. It was reported that the Chief Finance Officer had commissioned an external review of estates governance, which had identified areas where the Trust needed to focus. TW also noted that reports from the engineers, which were very detailed and technical now included summaries for FIC(E) which were more useful to the Committee.</p> <p>KS stated that it was very encouraging that a NED had been appointed to help oversee the Trust's work on improving assurance on estates raised concern that the proposals were not sufficiently ambitious. TW reflected that a balance needed to be struck as essential repairs and maintenance were required across the Trust and these needed to take priority. He noted that the refurbishment of Dalby Ward had provided a better experience for both patients and staff and provided a model for future ward refurbishments. The Chairman commented that the Trust needed to make better use of the available space on the Tooting site. ADB asked whether the Trust undertook any work to triangulate the results of the staff survey with common estates complaints and whether this could help to identify work that would have an impact in terms of staff morale. It was noted that the estates staff were now feeling better supported. During the Board visits across the site in July, staff had been more positive about this. AB asked about the additional capital funding announced by the Government in August 2019 and whether the Trust would benefit from this. The Chairman replied that St George's was not a beneficiary of this additional funding. While the Trust was in need of significant capital investment, it also needed to be recognised that there were other Trusts with even greater estates challenges.</p>
6.0 CLOSING ADMINISTRATION	
6.1	<p>Any Other Business</p> <p>There were no issues raised under any other business.</p>

6.2	<p>Reflections on meeting</p> <p>The Chairman reflected on the size of the agenda and suggested that it had not been possible to have as full a discussion on some items as the Council may have wished. It was challenging to discuss detailed strategy documents in the Council in a way that enabled Governors to ask all of the questions they had. It may be that a programme of Council seminars in the new year may help in future. KS agreed that elements of the meeting felt rushed and suggested establishing additional sub-committees of the Council. The Chairman commented that this would place additional demands on Governors' time and that it may be better to hold regular briefing meetings outside the formal Council meetings to ensure topical matters could be discussed informally. JD suggested holding the NED accountability at the start of the meeting. The Chairman observed that this had been tried previously and that a number of solutions could work. RM proposed that another Governors away day be held in 2020 and it was agreed that this would be considered. The CCAO added that the Council effectiveness review would provide an opportunity for Governors to reflect on these points and offer suggestions about how to improve the Council's ways of working.</p>
6.3	<p>Close</p> <p>The Chairman closed the meeting by thanking everyone for their comments. The meeting closed at 18:10.</p>

Date of next Meeting: 17 December 2019, 15:00 – 18:00