

Minutes of the Meeting of the Council of Governors
26 March 2019, 14:00-17:00, 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
Nigel Brindley	Public Governor, Wandsworth	NB
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 (Lead Governor)	KH
Rebecca Lanning	Appointed Governor, Merton Council	RL
Sarah McDermott	Appointed Governor, Wandsworth Council	SMD
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
Khaled Simmons	Public Governor, Merton	KS
Clive Studd	Public Governor, Merton	CS
Bassey Williams	Staff Governor, Allied Health Professionals	BW
In Attendance		
Ann Beasley	Non-Executive Director	AB
Avey Bhatia	Chief Nurse (Item 2.4)	CN
Amerjit Chohan	Chief Executive Officer, Hospital Charity (Item 2.1)	CEO - HC
Stephen Collier	Non-Executive Director	SC
Andrew Grimshaw	Chief Finance Officer (Item 2.3)	CFO
Marlene Johnson	Staff Governor, Nursing & Midwifery Designate	MJ
Stephen Jones	Director of Corporate Affairs	DCA
Suzanne Marsello	Director of Strategy (Item 2.2 & 2.3)	DS
Sir Norman Williams	Non-Executive Director	SNW
Tim Wright	Non-Executive Director	TW
Apologies		
Val Collington	Appointed Governor, Kingston University	VC
Jenni Doman	Staff Governor, Non-Clinical	JM
Doulla Manolas	Public Governor, Wandsworth	DM
Helen McHugh	Staff Governor, Nursing & Midwifery	HM
Derek McKee	Public Governor, Wandsworth	DMK
Simon Price	Public Governor, Wandsworth	SP
Damian Quinn	Public Governor, Rest of England	DQ
Sarah Wilton	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. She welcomed Marlene Johnson who had been elected as Staff Governor for Nursing and Midwifery to succeed Helen McHugh who was due to retired on 31 March 2019. The Council of Governors expressed its thanks to Helen McHugh for her contribution to the Council.

1.2 Declarations of Interest

There were no new declarations of interests.

1.3 Minutes of the meeting held on 12 December 2018

The minutes of the meeting held on 12 December 2018 were reviewed by the Council and were agreed as an accurate record.

1.4 Action Log and Matters Arising

The Council reviewed the Action Log and agreed to close those actions proposed for closure, which were items on the agenda. The items were:

- COG.18.12.18/01 MEM to add St George's University update to COG forward planner for a years' time
- COG.18.12.18/02 Amerjit Chohan, CEO Hospital Charity, to be invited to attend the next meeting of the Council
- COG.18.12.18/03 Cardiac Surgery update briefing to be arranged for Governors in the new year. This had been held on 14 February 2019.

The two open items were scheduled for the next meeting on the 22 May 2019 which were:

- COG.15.05.18/31 Chief Nurse to give an update on volunteering at a future meeting
- COG.15.05.18/32 Presentation on GIRFT programme and Model Hospital for a future meeting

KH reported that at the Governors pre-meeting it was felt that a more formal way of recording feedback from patients and visitors from 'Meet your Governor' events was needed. A number of Governors raised concerns about the progress being made by the Patient Partnership Engagement Group (PPEG). It was noted that patient representatives had been keen to get involved but had voiced frustration at what they regarded as a lack of engagement. Overall, it did not appear that progress was being made at sufficient pace in this important area. It was noted that the PPEG reviewed feedback from patients but it was important that this was triangulated with themes and issues raised via PALS and complaints. The Chairman commented that the complaints process had been discussed at the Quality and Safety Committee (QSC) on 21 March 2019 and that while there had been improvements, particularly in the quality of responses to complaints, the process was not yet working as effectively as it needed to, particularly in relation to timeliness of responses. The Committee had noted that the complaints team was in the process of being restructured and had set a deadline of September 2019 for seeing evidence that the necessary improvements had been made to achieve the improvement in compliance with 25 and 40 working day complaint response timelines. It was agreed that there should be a PPEG presentation by the Chief Nurse at the next meeting.

ACTION: COG.26.03.19/01 PPEG presentation to be added to the agenda for the May 2019 Council of Governors meeting.

KS commented that feedback from Governors' conversations with visitors and patients and

would benefit from a central conduit/email address. The DCA agreed that it was important that this feedback was captured and fed in systematically. The Membership Engagement Manager attended each Meet Your Governor event in order that the feedback was recorded and a central email address had also been set up for patients, members and the public to raise issues. The DCA added that he had proposed to the Membership Engagement Committee at its meeting in February 2019 that it would be useful for the Committee to consider a paper at each meeting setting out the issues raised by members and the public. The Committee had agreed this, and would consider the first report on this at its next meeting.

2.1 St George's Hospital Charity

Amerjit Chohan, Chief Executive of St George's Charity (CEO-HC) was welcomed by the Chairman and gave a presentation on the work of the Charity. The CEO-HC reported that he had previously worked at the Imperial Health Charity and had been in post since October 2018. In his previous role last year he was able to co-ordinate the NHS big 70 event with 200 other NHS charities to celebrate 70 years of the NHS. Another national event was planned for 2019 which was being supported by NHS England.

The CEO-HC wanted the St George's Hospital Charity to be the main charity partner for the Trust and felt that there was now a much better understanding and communication between the two organisations. It was noted that the Charity had generated over £20m of activity over the last seven years and gave annual grants worth around £1.6m to the Trust. There was a plan in 2019-20 to raise £2.5m for a new build Renal Centre.

KH asked how Governors could help the Charity. The CEO-HC responded that the Governors could be advocates for the Charity and let people know about how they can donate if they wish to do so. It was noted that there were many grateful patients who wanted to give back either through donations or by fundraising. He gave an example of a patient who had given a donation of £100,000. It was noted that some donations were given for particular areas and designated 'special purpose funds'. It was acknowledged that not all Trust staff were aware of how to advise patients who were interested in donating to the charity. There were plans to improve communication with staff about the work of the Charity and processes around donation.

2.2 Trust Strategy

The DS presented an update on the Trust's clinical strategy update which was taken as read. The DS had previously updated the Governors at the away day on 8 January 2019 on the development of the new Trust clinical strategy in line with the process and timescales agreed by the Trust Board. The Governors had considered the work that had been undertaken including an overview of the key propositions considered from the clinical services, the proposed prioritisation and assessment of deliverability. It was noted that alongside this work 26 stakeholder events attended by over 500 people had been held to understand what was important to stakeholders. A number of Governors had attended these sessions with staff and members of the public and patients.

The DS explained that the Board was scheduled to consider the draft clinical strategy at its Part 2 (private) meeting later that week and that the draft shared with the Council of Governors should therefore not be shared and was subject to approval by the Board.

KS stated that this was an excellent piece of work which was very professional and had been developed collaboratively, and expressed his support. KH asked about services not identified as key priorities. In this context, SMD commented that there was a risk of the perception that 'women's services' were being downgraded. The DS responded that there had been a great deal of discussion around the priorities. It was important the Trust had a

clear set of priorities for the future but this did not mean that those services not identified as priorities had been overlooked. They remained important to the Trust. Historically, however, the Trust had sought to be 'all things to all people' and it was essential that the Trust was clear about its strategic priorities.

RL asked about what consultation had taken place with local authorities. The DS responded that there had been collaborative events with the local authorities and reports had been taken to the Overview and Scrutiny Meetings and at STP level. SNW commented that there was a move to centralise services which was clinically led and reported that stroke units had reduced from 32 to eight without loss of care for patients.

The Council received the report.

2.3 Annual Plan including corporate priorities for 2019-20

The DS reported that the Trust Board would consider the proposed corporate priorities for 2019-20 at its meeting on 28 March 2019. It was noted that these were high level and would be monitored quarterly through the Board with some also being monitored through the sub-Board Committees.

The Council received the report.

The CFO presented the Financial Plan for 2019-20 and explained that changing local and national tariffs, the late publication of planning guidance and on-going uncertainty on some issues had made it a more challenging planning round than usual. The Trust had been given a control total of £3m deficit for 2019-20 from NHS Improvement. This would be considered by the Board at its meeting on 28 March 2019. On balance, however, the CFO stated that he felt this was a good settlement for the Trust; it was stretching and challenging, but at the same time realistic. The CFO reported that £28m of additional emergency capital funding had been granted by NHSI on 21 March 2019 which would enable the Trust to carry out essential work on Estates and IT. It was noted that contract heads of terms had been signed by the Trust with local CCGs and NHSE specialised commissioning the previous week which would give £600m of income including £35m of fixed funding from NHSI which was conditional on delivering CIPs worth £45.8m. The Trust had delivered £45m of CIPs for this year and the previous year.

KS asked about the £28m capital funding and whether this needed to be spent in 2019-20. The CFO responded that there was a list of essential projects that had been prioritised which would be completed and money spent during 2019-20. It was noted that the £28m emergency capital funding took the form of a loan which the Trust would be required to repay with a charge of 3.5% interest, rather than a grant.

NDB asked about the challenge of the divisions delivering the CIP target. The CFO responded each of the divisions had agreed their targets and would be held accountable for delivering these. There would inevitably be some movement in the detail of CIPs through the year but there was a robust process in place to ensure that the overall CIP target was delivered.

JH asked whether there was an indication from NHSI when the Trust would exit Financial Special Measures. The CFO responded that this was not yet clear and that while there was clarity about the triggers for placing Trust's in Financial Special Measures the criteria for exiting were more opaque. However, it was important to note that the Trust was in a much better position overall and that there were other trusts which were in a much worse financial position and which were not in Financial Special Measures. Decisions on whether to take the Trust out of Financial Special Measures would likely be taken later in the year when NHSI had a clearer picture of the Trust's ability to deliver to plan for 2019/20.

KS stated that the Trust had gone through a remarkable transformation of its finances to an almost zero deficit target. He asked whether, with a more rigorous CIP programme, it would be possible to be in a position of surplus by year end 2019/20. The CFO agreed that significant progress had been made but also noted that delivering the £3m deficit control total remained a challenge and it was important to focus on this. The Trust would do all it could to ensure the best possible financial performance in 2019/20, but it was also important to recognise that there was no added strategic benefit to the Trust to surpass agreed and challenging targets.

AS asked about the £3m deficit control total for 2019-20 and how this figure had been arrived at. The CFO responded that the finance team had tried to unravel it but had been unable to do so and NHSI had not provided the rationale. However he felt it was a fair if challenging settlement.

The Council received the report.

2.4 Quality Indicators 2018-19

The CN presented a set of priorities for 2019-20 that came from the Trust's Quality Improvement Plan (QIP); areas for improvement in the national inpatient survey and feedback from the local community through Healthwatch. The report asked the Governors to select the local indicator for testing by the external auditor and set out a strong recommendation from NHSI that for 2018-19 the selected indicator should be the Summary Hospital level Mortality Indicator (SHMI). It was noted that this would need to be selected before the next Audit Committee on the 17 April 2019 in order to enable the external auditors to complete the work. It was noted that audit was for testing the quality of data and for confidence in the reporting. There was some discussion around which indicator should be audited and Emergency Department, Serious Incidents and Mortality were discussed as possibilities. Some concerns were also raised that governors' freedom to select the measure should not be compromised. A number of Governors asked what the CN's recommendation would be. The CN stated that, on balance, and given the strong steer from NHSI, she would opt for the SHMI. It was agreed that the CN and DCA would send an email out to all Governors with the choices of indicators and that a decision from the Council would be sought on email circulation.

ACTION: COG.26.03.19/02 CN/DCA to email Governor with choices of indicators for measurement by the external auditors

The Council received the report.

2.5 Membership Engagement Committee Report

The Chair of the Membership Engagement Committee (MEC), RM, presented the summary report from the MEC meeting held on 19 February 2019 and presented to the Council the draft Membership Strategy 2019-23, which had been circulated to Governors for comment ahead of the meeting. RM stated that he was pleased with the content of the draft strategy and with the process by which it had been developed. He expressed thanks to Governors for their comments on an earlier draft and noted that the papers for the meeting set out how these comments had been reflected in the final version presented to the Council. Overall, RM commented that he believed the strategy set out a positive and ambitious vision for membership engagement which he hoped the Council would support.

RM also gave an update on the meeting in February 2019, the MEC had focused on the vision, ambition and key elements of the strategy as well as plans for turning the strategy into action. It was agreed that as the Trust had in excess of 12,500 public members, increasing membership numbers was not a priority at this stage. The MEC felt that it was

important to get engagement right and if this was successful the number of members would increase. It was also clear that there should be a real two-way engagement between the Trust and its members and between Governors and local communities. It was agreed that the Membership Strategy should link with both the Trust Clinical Strategy, once agreed, and the Patient Partnership and Engagement Strategy which was launched in late 2018. The Committee had agreed that although the strategy was a corporate document intended, on the one hand, to ensure clarity and a common vision for the Council about the objectives of membership engagement, it also served the purpose of demonstrating to NHSI that there was a clear plan in place for membership engagement that the Council was delivering. It was noted that the document was not principally for public consumption, though it would be published on the Trust's website and needed to be accessible to members and the public. However, a range of engagement materials (posters, flyers, electronic and social media material) would be developed to communicate to members and the public the aims of the strategy.

KS welcomed the draft strategy and expressed his support for the vision and plans set out. He commented that he was pleased that an analysis of membership had demonstrated that the membership of the Trust was representative of the area it served. He asked whether members of the Council felt that they as Governors were representative of their membership. He thought this was important and that more members should be encouraged to put themselves forward for election as Governors.

SMD thought the draft Membership Strategy was very good. She asked about the plans for the launch and suggested that there should be a focus on social media around the launch to ensure effective communication particularly with younger members.

The Council of Governors:

- i) Noted the update on the outcomes of the MEC held on the 19 February 2019;
- ii) Noted the comments received from members of the Council of Governors on the draft Membership Strategy ahead of the Council meeting and the responses to the feedback;
- iii) Agreed the draft Membership Strategy, noting that plans for the launch would be considered by the Membership Engagement Committee

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

Audit Committee

In the absence of Sarah Wilton, AB agreed to answer any questions regarding the work of the Audit Committee. ADB asked about the 54 outstanding Internal Audit items that had been reported at the last Committee meeting on 10 January 2019 and whether they were still outstanding. AB responded that although she did not have to hand the current number of outstanding audit, there was a process in place whereby the Trust Executive Committee reviewed these. There would be a further update at the next Committee meeting on 17 April 2019. AB felt that the Committee had given a clear message of the importance of completing internal audit actions in a timely way and the performance had improved significantly, albeit that this needed to be monitored closely on an on-going basis.

Quality & Safety Committee

SNW stated that there had been three Quality and Safety Committee meetings since the last Council of Governors meeting. He felt that the Trust's quality performance over the last three years had improved but that there were still inconsistencies in performance. One of the areas of concern, which had been discussed earlier in the Council meeting, was complaints where the quality of response had improved but time taken to respond remained poor. It was acknowledged that there were issues with the central complaints team structure and the NEDs had set a clear deadline by which improvements needed to be delivered. ADB asked

whether, as with Serious Incidents, there were arrangements in place to ensure there was organisational learning from complaints. SNW responded that this was considered by the Committee and there was an annual review of complaints. However, this was not as structured or comprehensive as the arrangements for learning from Serious Incidents.

It was noted that mandatory training and appraisal targets for staff was not as high as it should be and this was an area on which the Executive were taking action. It was noted that clinicians needed to be appraised annually to get revalidated. SC noted that the expectation on managers to ensure that appraisals on staff were carried out had been made clear. It was acknowledged that this was an area which needed on-going monitoring. MJ reported that nurses recognised the importance of mandatory training and recording, though some challenges arose from movement of nurses across posts in the Trust. It was noted that Totara, which records online mandatory training, would be used to also record the completion of appraisals and apprenticeship scheme.

CS asked about the amount of compensation paid out by the Trust which seems to be the same every year, and enquired whether the Committee had undertaken a deep dive into this area. SNW responded that the Committee did look at this area, it was also reported to the Committee through the Patient Safety and Quality Group, though it had not been the subject of a deep dive to date. The Trust paid out a broadly similar figure in such payments to other Trusts and this was covered by the Trust's insurance.

Finance & Investment Committee

There were no questions for AB on the Finance & Investment Committee.

3.1 Any Other Business

JH reminded the Council that the next Governor's social event had been arranged after the next meeting on the 22 May 2019 and would take place in the Student Union bar on site. He would organise some food and had received 13 responses to date.

KH announced that she would step down as Lead Governor after the next Council of Governors meeting on 22 May 2019 as she was moving away from the area. She planned on serving the remainder of her term as Governor for Rest of England which ran until 31 January 2020. The Chairman thanked KH for her work as Lead Governor which was greatly appreciated, and commented that she would be much missed.

KS requested that Governor's receive electronic calendar invites for meetings. There was some discussion around the issue as previously Outlook invites from Trust calendars which had been issued had not always appeared into private email addresses. It was agreed that this would be looked into.

ACTION: COG.26.03.19/03 Electronic Calendar invite options to members of the Council of Governors be explored by the MEM

3.2 Reflections on Meeting

KS was pleased that the Membership Strategy had now been agreed as it was one of the key responsibilities of the Council of Governors. He also praised the Trust Clinical Strategy.

It was noted that the meeting agenda had been well balanced and that while there had been much to cover, there was also sufficient time to explore and discuss issues in depth.

3.3 Close

The meeting closed at 17:00

Date of next Meeting: 22 May 2019, 15:00 – 18:00