

**Minutes of the Meeting of the Council of Governors (Part 1)**  
**10 September 2020, 14:00 – 16:30, via Microsoft Office Teams Videoconference**

<b>Name</b>	<b>Title</b>	<b>Initials</b>
<b>Members:</b>		
Gillian Norton	Trust Chairman	Chairman
Nasir Akhtar	Public Governor, Merton	NA
Afzal Ashraf	Public Governor, Wandsworth	AA
Mia Bayles	Public Governor, Rest of England	MB
Nick de Bellaigue	Public Governor, Wandsworth	NDB
Alfredo Benedicto	Appointed Governor, Healthwatch Merton	AB
Anneke de Boer	Public Governor, Merton	ADB
Val Collington	Appointed Governor, Kingston University	VC
Sandhya Drew	Public Governor, Rest of England	SD
John Hallmark	Public Governor, Wandsworth	JH
Hilary Harland	Public Governor, Merton	HH
Marlene Johnson	Staff Governor, Nursing & Midwifery	MJ
Nasir Javed Khan	Public Governor, Merton	NJK
Sarah McDermott	Appointed Governor, Wandsworth Council	SMD
Richard Mycroft	Public Governor, South West Lambeth (Lead Governor)	RM
Dr Sangeeta Patel	Appointed Governor, Merton & Wandsworth CCG	DSP
Stephen Sambrook	Public Governor, Rest of England	SS
Anup Sharma	Staff Governor, Medical & Dental	AS
Bassey Williams	Staff Governor, Allied Health Professionals	BW
<b>In Attendance:</b>		
Ann Beasley	Non-Executive Director	AB-NED
Elizabeth Bishop	Non-Executive Director	EB-NED
Stephen Collier	Non-Executive Director	SC-NED
Parveen Kumar	Non-Executive Director	PK-NED
Pui-Ling Li	Associate Non-Executive Director	ANED
Tim Wright	Non-Executive Director	TW-NED
Jacqueline Totterdell	Chief Executive Officer	CEO
Tom Shearer	Deputy Chief Finance Officer (item 3.1 only)	DCFO
Stephen Jones	Chief Corporate Affairs Officer	CCAO
Tamara Croud	Head of Corporate Governance/Board Secretary	HO CG-BS
Richard Coxon	Membership & Engagement Manager (Minutes)	MEM
<b>Apologies:</b>		
Jenni Doman	Staff Governor, Non-Clinical	JM
Frances Gibson	Appointed Governor, St George's University	FG
Basheer Khan	Public Governor, Wandsworth	BK
Rebecca Lanning	Appointed Governor, Merton Council	RL
Doulla Manolas	Public Governor, Wandsworth	DM
Damian Quinn	Public Governor, Rest of England	DQ
Donald Roy	Appointed Governor, Healthwatch Wandsworth	DR
Ataul Qadir Tahir	Public Governor, Wandsworth	AQT

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<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 9 July 2020</b></p> <p>The minutes of the meeting held on 9 July 2020 were approved as a true and accurate record.</p>	
<b>1.4</b>	<p><b>Action Log and Matters Arising</b></p> <p>The Council reviewed the action log and the following updates noted:</p> <ul style="list-style-type: none"> <li>• <b>COG.09.07.20/01: Discharge letters to Merton patients</b> – Alfredo Benedicto (AB) reported that he had spoken to the patients that had reported to Merton Healthwatch that they had received letters from the Trust discharging them to their GPs without being seen by the Trust. These patients have decided that they would like to deal with the matter directly with the Trust. The Council agreed that this action could be closed.</li> <li>• <b>COG.09.07.20/02: Membership Engagement Committee Membership</b> – An update on refreshing the membership of the Committee would be discussed under agenda item 4.1.</li> <li>• <b>COG.09.07.20/03: Care Quality Commission (CQC) Inspection Actions Update</b> - It was noted that the Council was due to receive an update on the CQC action plan at its meeting in December 2020.</li> </ul>	
<b>2.0</b>	<b>KEY ISSUES</b>	
<b>2.1</b>	<p><b>Chief Executive Officer's Report</b></p> <p>The Council of Governors received the report from Jacqueline Totterdell, Chief Executive Officer (CEO), who highlighted the following key points:</p> <p><u>Resuming Clinical Services, Winter (including Covid-19 Surge and Flu) Planning and Operational Performance</u></p> <ul style="list-style-type: none"> <li>• The Trust had resumed services which were paused in the first wave of Covid-19. During the pandemic the Trust had continued to treat urgent cancer patients with focus now on restoring a full operation of all cancer services. Focus was also being given to managing the elective waiting list to ensure patients received the treatment they needed as quickly and safely as possible particularly those who have waited a long time for treatment.</li> </ul> <p>Work was underway to finalise a comprehensive Winter Plan which encapsulated plans for future Covid-19 surges and Flu. The plan would reflect the learning from wave one of the Covid pandemic. The plan would include provisions to open more Intensive Care Unit (ICU) beds to support future Covid-19 surges whilst continuing elective activity for as long as possible. The plan would balance treating patients safely and effectively</p>	

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	<p>managing and reducing the elective activity waiting list. The Winter Plan, Covid-19 Surge and Flu Plan would be reviewed by the Trust Board on 24 September 2020.</p> <ul style="list-style-type: none"> <li>• There had been no new Covid-19 patients in the past six weeks at the Trust and there had been no new Covid-19 related patient deaths since July.</li> <li>• In terms of the resumption of normal activity, the Emergency Department (ED) daily attendances had been increasing (451 at a peak) and the Trust was achieving the 4-hour standard and was among the best performing organisations (fifth out of 132 trusts in England).</li> <li>• 62% of outpatient appointments were now virtual and the Trust had more work to do to improve its outpatient services.</li> <li>• Whilst the Trust was one of the better performing trusts in London the 52 week waiting list performance had deteriorated with 1,500 patients currently waiting and the Trust was carrying out work in this area including utilising services of the independent sector in line with Government guidelines.</li> <li>• A majority of theatres had re-opened (28 out of 29) with one requiring refurbishment work. The Trust was also utilising additional theatre capacity through the Joint Referral Unit in South West London and from the independent sector.</li> <li>• The Trust had implemented a robust programme for conducting Covid-19 risk assessments for staff. The Trust would continue to utilise the risk assessment in the event of a second Covid wave. The Trust was also managing all the actions to support staff that were shielding or returning to work under special adjustments to working arrangements. The Trust had implemented additional health and wellbeing support for staff which included counselling and psychological support. At present the health and wellbeing hubs would remain open and the Winter Plan would include the framework for ongoing support for staff.</li> <li>• The staff winter flu vaccinations would start in October 2020 and the Trust had been the best in London for staff vaccinations last year. The Trust would also be reviewing which patients could be offered flu vaccinations.</li> </ul> <p><u>Diversity and Inclusion</u></p> <ul style="list-style-type: none"> <li>• The Board agreed the Diversity and Inclusion plan in July 2020 and good progress was being made on implementing the actions. The Chairman and CEO had taken a leading role to drive the programme of work forward with the Acting Chief People Officer (Culture).</li> <li>• Thirty representatives from the Black Asian Minority Ethnic staff group had been trained to date to participate in the interview panels for staff post band 8a and above. The next phase would be rolling out the same programme for posts at band 7 and below. These representatives would support the process of ensuring that the best person was hired for the role regardless of ethnicity.</li> <li>• The Trust had developed and rolled out a toolkit to facilitate conversation about race in divisions and departments. This initiative had been very successful and a number of managers had made use of the toolkit to have meaningful discussions.</li> <li>• A dedicated intranet page would be developed to share all the resources, tools and information around diversity and inclusion. Training modules for unconscious bias would also be developed along with the organisational framework of mentoring and</li> </ul>	

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	<p>coaching of staff.</p> <ul style="list-style-type: none"> <li>The Trust would publish its Workforce Race Equality Standard Action Plan shortly and the action plans would be measured monthly through the executive People Management Group and the Board Workforce and Education Committee.</li> </ul> <p><u>Executive Director Changes</u></p> <ul style="list-style-type: none"> <li>Anne Brierley would join the Trust as interim Chief Operating Officer (ICOO) in October 2020 for six months. She would replace Avey Bhatia who was due to leave on 16 October 2020. Avey would start her new role as Chief Nurse at Guy's and St Thomas's Hospitals NHS Foundation Trust from 1 November 2020. Anne had been very effective as Director of the Acute Provider Collaborative in South West London and knew the Trust well. Plans for the recruitment of a permanent COO post were being developed and the substantive Chief People Officer interviews would take place in October 2020. Robert Bleasdale would continue in the role of Acting Chief Nurse/Director of Infection Prevention and Control until the recruitment of a substantive replacement.</li> </ul> <p>The following key points were raised by Governors and noted in discussion:</p> <ul style="list-style-type: none"> <li>In response to a question from Richard Mycroft (RM) about the Trust getting back to previous levels of activity, it was noted that six clinical networks had been established across SWL to work collaboratively to improve elective activity in musculoskeletal (MSK), gynaecology, urology, ophthalmology, ears, nose and throat (ENT) and general surgery. Each SWL acute trust was taking a lead or leads for networks and the medical directors and clinicians were overseeing this work and ensuring that best practice was implemented across the sector. The Trust was the network lead for Ear, Nose and Throat (ENT) and Urology. The networks were following best practice to manage waiting lists and elective activity and applying the 'Getting it Right First Time' (GIRTH) methodology to drive efficiency.</li> <li>In response to a question from John Hallmark (JH) on ICU bed capacity, it was noted that the Trust had returned to its original ICU bed capacity of 66 beds from 150 beds at the peak of the first Covid-19 surge. The Trust had been provided with £35m funding from NHS England and NHS Improvement to increase its ICU bed capacity to 120 beds so that it could become the centre for future Covid-19 surges in SWL and be able to respond to the needs of the local system.</li> <li>Sarah McDermott (SMD) queried how the Trust had kept the 1,500 patients waiting more than 52 weeks updated about their care. It was reported that a majority of these patients had been offered appointments and despite reassurances from clinicians, many patients were still refusing to access services out of fears about Covid-19. The Trust was working closely with SWL partners, local communities and General Practitioners (GPs) to agree next steps and encourage people to come into the hospital and access the treatment they needed.</li> <li>In response to a question from Sandhya Drew (SD) it was noted that in the event of a 'super surge' of Covid-19 patients the Trust would need over circa ICU 200 beds to cope with the demand. If this happened the Trust would need to consider ceasing elective services to safely manage clinical services and care for Covid-19 patients.</li> </ul> <p>The Council of Governors received and noted the update.</p>	

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<b>3.0</b>	<b>FINANCE</b>	
3.1	<p><b>Trust Finance Update</b></p> <p>Tom Shearer, Deputy Chief Finance Officer (DCFO) joined meeting and gave a presentation with an update on Trust Finance's over the last six months. The highlights included:</p> <ul style="list-style-type: none"> <li>The Trust's financial position had been impacted by the response to Covid-19. The Trust exited 2019-20 with a £13.3m deficit which was £9m adverse to the Trust's original plan. Of this, £5.1m was spent addressing Covid-19 which in the main was funded by NHSE/I with the exception of £1.3m related to cancelled staff annual leave and carrying over unused leave which was unfunded.</li> <li>The formal 2020-21 budget process had been suspended by NHS England/Improvement (NHSE/I) and was yet to be implemented. The Trust had developed a 2020-21 internal financial plan to ensure that it could manage its financial performance but currently NHSE/I was funding the Trust to a breakeven position each month. The Trust was required to demonstrate good governance and justify any spending.</li> <li>The Trust was currently waiting for confirmation from NHSE/I about funding for months 7-12 and it was expected a sector control total would be applied as opposed to a control total for individual trusts in South West London.</li> <li>The Trust had been given a one-month £50m cash block income until the forward funding arrangements for the remainder of the financial year had been agreed.</li> <li>The Trust had spent £12.5m addressing Covid-19 in the first four months of 2020-21 which included additional costs on ICU capacity, staff costs, additional cleaning, extra transportation, IT and infrastructure investment.</li> </ul> <p>The following key points were raised and noted in discussion:</p> <ul style="list-style-type: none"> <li>In response to a question from Nasir Akhtar (NA) it was noted that the finance team was supporting operational teams with initiatives to benefit patient care which required funding and they had reprioritised investment particularly around IT infrastructure and supporting virtual outpatients.</li> <li>SMD asked about the additional costs in relation to Covid-19 and it was reported that the Trust continued to incur additional cost such as for the purchase of additional personal protection equipment (PPE), enhanced cleaning and ICT infrastructure cost to support virtual services and staff working from home.</li> <li>In response to RM's question it was reported that the Trust had £320m of its debt converted to a public dividend capital which would result in a net benefit to the Trust of £300k per year.</li> </ul> <p>The Council of Governors noted the report.</p>	
<b>4.0</b>	<b>GOVERNANCE</b>	
4.1	<p><b>Membership Engagement Report and Terms of Reference</b></p> <p>Richard Mycroft (RM), Chair of Membership Engagement Committee (MEC) presented the update from the MEC meeting on 27 July 2020. The highlights from the report included:</p>	

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	<ul style="list-style-type: none"> <li>• The Trust had successfully implemented the key deliverables of the year one Membership Engagement Strategy implementation plan. Communication with members had improved with the launch of the stakeholder newsletter, the Brief, which featured interviews with governors, more engagement activities were organised and work had been carried out to improve the Trust's membership and governor internet pages.</li> <li>• Question Time Constituency Events had been held in Streatham and Earlsfield in March 2020 at the onset of the Covid-19 pandemic. This resulted in a less than ideal turnout and the Merton event was cancelled due to increasing concerns around the spread of the virus and the appropriateness of going ahead with social gatherings in that context.</li> <li>• The Trust had developed an overview of its achievement against the key milestones in the Membership Engagement Strategy which despite Covid-19 reflected some good progress.</li> <li>• The Committee also considered the programme of work for the remainder of the year with greater emphasis on delivering more virtual activities to sustain membership engagement.</li> </ul> <p>Tim Wright, Non-Executive Director (TW-NED), commented that the report from the Committee was very helpful and enquired if members were asked for suggested topics for Members Talk. It was reported that the Members Talks programme had previously focused on health issues but this programme had been expanded to include other areas and members were being routinely asked to suggest topics of interest.</p> <p><b>The Council of Governors noted the update on the outcomes of the Membership Engagement Committee meeting on the 27 July 2020 and approved the revised Terms of Reference for the Membership Engagement Committee.</b></p> <p>The Council also endorsed the Annual Membership Engagement Activity report which would be published on the Trust's website.</p>	
<b>5.0</b>	<b>ACCOUNTABILITY</b>	
<b>5.1</b>	<p><b>Overview from Non-Executive Directors</b></p> <p><u>Finance &amp; Operational Performance</u></p> <p>Ann Beasley, Non-Executive Director (AB-NED), Chair of the Finance and Investment Committee (FIC) highlighted the following:</p> <ul style="list-style-type: none"> <li>• The Trust had made good progress and had met was maintaining the ED four-hour standard of 95%. The Trust was focused on improving its delivery of elective activity targets mindful that winter would present additional challenges.</li> <li>• It was noted that the Trust remained in Financial Special Measures and due to current uncertainty would remain so and that all trusts are underfunded which remained an area of concern.</li> <li>• The Trust was developing a number of business cases in anticipation of receipt of and approval of capital funding spend. Work to develop the Estates Strategy was underway and FIC recognised the complexity of the Trust's physical footprint and the implication any short-term capital spends may have on delivering longer-term strategic goals.</li> </ul>	

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	<ul style="list-style-type: none"> <li>FIC had undertaken a more systematic approach to managing its Board Assurance Framework (BAF) risks especially in relation to IT and estates. There had been some significant work to drive ICT programmes forward, for example implementing iClip (single patient records management system) across both major sites and all the work to implement remote access for staff working at home and virtual outpatients' clinic in response to Covid-19. Like many organisations cyber security remained a constant threat but the Trust had mitigations in place to manage these which were subject to scrutiny by FIC.</li> <li>TW-NED added that the IT department had done a good job with performance and ensuring that there was sufficient resilience in the IT infrastructure. The Trust IT systems were not designed to accommodate this level of remote working and the IT department was currently running the entire back-end of the infrastructure. The Trust was in the process of moving to cloud based working and storage. This was in part driven by suppliers, such as Cerner which looks after IClip which held the patient records. The Trust was also now migrating staff to Microsoft Office 365 which was also cloud based and provided real time monitoring.</li> </ul> <p>In response to a question from Governors on Cyber Security, Elizabeth Bishop, Non-Executive Director (EB-NED) Chair of the Audit Committee responded. An annual report had been received on cyber security tool kit which had been submitted by TIAA, the Trusts internal auditors. The audit had been carried out an audit in July 2020 and gave only limited assurance. There were a number of reasons for this including lack of evidence as to whether internal controls were in place. The report had also been interrupted by Covid-19 as the report was usually submitted in March. Improvements had now been seen and delivered and the Committee was waiting on the view of the internal auditor.</p> <p>In response to a question from Alfredo Benedicto (AB) regarding the redesign and expansion of the emergency department (ED) AB-NED explained that the project was in the early stages with key consideration including space restrictions and accommodation of ambulatory care services.</p> <p><b>It was agreed that a presentation of the emergency floor development plans would be provided to the Council of Governors in due course.</b></p> <p>John Hallmark (JH) asked if the Trust had a Cost Improvement Project (CIP) target for 2020-21. It was reported that there was no CIP target for the current financial year. However it had been discussed at FIC whether to stand up the CIP target for pharmacy and procurement where savings were feasible.</p> <p>In response to a question from Afzal Ashraf (AA) it was noted that the auditors had access to cyber experts and carried out audits with many NHS trusts so had a great deal of knowledge and experience. In relation to real time threats monitoring the Trust used WEB monitoring tools and much of work is now moving to cloud based system.</p> <p>Bassey Williams (BW) raised a question regarding staff training on Office 365 and configuration issues. It was noted that Office 365 was relatively intuitive and users were likely to have some familiarity with the system. There were individual cases of configuration issues which the IT department would need to resolve with individual staff.</p> <p><u>Workforce and Organisational Development</u></p> <p>Stephen Collier, Non-Executive Director (SC-NED) and Chair of Workforce and Education Committee (WEC) gave an overview of the work of the committee. It was noted that WEC was undertaking additional focused meetings on culture and diversity</p>	<p>ICOO</p>

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	<p>and inclusion between the normal Committee meetings to ensure these important areas that required more detailed focus were reviewed. He highlighted the following:</p> <ul style="list-style-type: none"> <li>• It was noted that 97% of staff had completed the Covid-19 Risk Assessment which was a very high proportion. Sick leave peaked at 6% at the height of the Covid-19 Pandemic and was currently 3% and decreasing. Staff turnover had dropped by 3%, unfilled duty hours by 2% which was a manageable level. The Committee had asked for further work on the number of staff shielding where there is no plan or fixed date to bring them back to work as well as the number of staff working between home and the Trust and how this would be managed.</li> <li>• The Culture change programme which the CEO was leading on had moved from the discovery stage to planning implementation from January 2021. It was noted that there were 600 staff involved and it was recognised that there needed to be a sensible plan with sufficient time and adequate resources.</li> <li>• It was noted that the Trust's Freedom to Speak Up function had moved from Human Resources to the Chief Corporate Affairs Officer's team in June 2020 following an external review by NHSE/I. This brought greater independence to the function and the move had brought new energy and focus on supporting staff to speak up.</li> <li>• It was noted that the annual Staff Survey would be sent out to all staff in October 2020 and an internal quarterly staff survey would begin next year.</li> </ul> <p>RM asked about the implementation of the of culture change in the organisation. It was noted that this would centre on day to day behaviour of staff and all management staff will have to go through unconscious bias training.</p> <p>Professor Dame Parveen Kumar (PK-NED), Chair of the Quality and Safety Committee, explained that the committee had three BAF risks (SR1 on safety, SR2 on clinical governance, and SR10 on research). The latter related to collaboration between St George's University and the Trust. It was noted that there was very good research collaboration and patient admittance into clinical trials programme was currently excellent and research reports were of good quality.</p>	
<b>6.0</b>	<b>CLOSING ADMINISTRATION</b>	
<b>6.1</b>	<p><b>Any other business</b></p> <p>SMD asked if the Trust had received any feedback from staff or patients from the recent traffic calming measures taking place in Wandsworth. The CEO had not directly heard anything from staff but was keen to get more staff back on site encouraging them to use public transport, cycling or walking rather than driving. The Chairman noted that she had received feedback from staff on the delays getting to the hospital due to high levels of traffic in Wandsworth.</p>	
<b>6.2</b>	<p><b>Reflections on meeting</b></p> <p>The Chairman asked everyone if the virtual meetings were working well enough for the Council. SMD thought everyone was getting used to taking part in virtual meetings and being able to submit questions in advance.</p>	
	<p><b>Date of next Meeting: 10 December 2020, 15:00-18:00</b></p>	