

**Minutes of the Meeting of the Council of Governors (In Public)
30 May 2022, 15:00 – 17:30**

Tooting and Balham Rooms, Wandsworth PDC, Burntwood School, SW17 0AQ

Name	Title	Initials
Members:		
Gillian Norton	Chairman	Chairman
Nasir Akhtar	Public Governor, Merton	NA
Kathy Curtis	Appointed Governor, Kingston University	KC
Sandhya Drew	Public Governor, Rest of England	SD
Jenni Doman	Staff Governor, Non-Clinical	JD
John Hallmark	Public Governor, Wandsworth	JH
Hilary Harland	Public Governor, Merton	HH
Marlene Johnson	Staff Governor, Nursing & Midwifery	MJ
Richard Mycroft	Public Governor, South West Lambeth (Lead Governor)	RM
Sangeeta Patel	Appointed Governor, Merton & Wandsworth CCG	SP
Stephen Sambrook	Public Governor, Rest of England	SS
Khaled Simmons	Public Governor, Merton	KS
Ataul Qadir Tahir	Public Governor, Wandsworth	AQT
In Attendance:		
Jacqueline Totterdell	Group Chief Executive Officer (<i>until item 1.5</i>)	GCEO
Alison Benincasa	Director of Quality Governance & Compliance (<i>items 4.1 and 4.2</i>)	DQGC
Ann Beasley	Non-Executive Director	AB
Matteo Carnio	Senior Corporate Governance Manager	SCGO
Stephen Collier	Non-Executive Director (Senior Independent Director)	SC
Andrew Grimshaw	Group Chief Finance Officer	GCFO
Jenny Higham	Non-Executive Director	JH
Stephen Jones	Group Chief Corporate Affairs Officer	GCCAO
Parveen Kumar	Non-Executive Director	PKu
James Marsh	Group Deputy Chief Executive Officer	GDCEO
Gurdeep Sehmi	Corporate Governance Officer (minutes)	CGO
Geoff Stokes	Head of Corporate Governance	HCG
Arlene Wellman	Group Chief Nursing Officer	GCNO
Timothy Wright	Non-Executive Director	TW
Apologies:		
Adil Akram	Public Governor, Wandsworth	AAk
Afzal Ashraf	Public Governor, Wandsworth	AA
Mia Bayles	Public Governor, Rest of England	MB
Padraig Belton	Public Governor, Rest of England	PB
Alfredo Benedicto	Appointed Governor, Healthwatch Merton	AB
Patrick Burns	Public Governor, Merton	PBU
Sarah Forester	Appointed Governor, Healthwatch Wandsworth	SF
Shalu Kanal	Public Governor, Wandsworth	SK
Basheer Khan	Public Governor, Wandsworth	BK
Tunde Odutoye	Staff Governor, Medical & Dental	TO
Alex Quayle	Staff Governor, Allied Health Professionals	AQ
Peter Kane	Non-Executive Director	PKa
Pui-Ling Li	Non-Executive Director	PLL

		Action
1.0	OPENING ADMINISTRATION	
1.1	<p>Welcome and Apologies</p> <p>The Chairman welcomed everyone to the meeting and noted the apologies as set out above.</p>	
1.2	<p>Declarations of Interest</p> <p>The Chairman declared her interest as Chairman-in-Common at the Trust and Epsom and St Helier University Hospitals NHS Trust (ESTH). Likewise, the GCEO declared her interest as the Group Chief Executive Officer across the St George's, Epsom and St Helier University Hospitals and Health Group. The interests resulting from roles across the Group were also noted in relation to the GDCEO, GCCAO, GCNO and GCFO.</p>	
1.3	<p>Minutes of the meeting held on 10 March 2022</p> <p>The minutes of the meeting held on 10 March 2022 were approved as a true and accurate record.</p>	
1.4	<p>Action Log and Matters Arising</p> <p>There were no open items on the action log.</p>	
2.0	TRUST UPDATES AND STRATEGY	
2.1	<p>Chief Executive Officer's Report</p> <p>The GCEO presented her report, and the following points were noted:</p> <ul style="list-style-type: none"> • Urgent and Emergency care pathways have been extremely busy, and flow through the hospital had been particularly challenging. The Four Hour Emergency Department Standard was at 74.7% in April against a 95% target and 466 patients breached the 12-hour ED target. The operational pressures were particularly acute, not only at the Trust but across the NHS as a whole. • Ambulance turnaround times remain an issue • There had been an improvement on cancer performance, with increasing levels of referrals particularly within skin cancer but capacity challenges remained within the Cardiac MRI. • There have been several changes to the national guidance around infection control to mitigate risk of Covid infections in hospitals. While IPC arrangements had been eased, a number of measures remained in place to reduce the risk of transmission to vulnerable people. • In relation to maternity services, on 12 May 2022 the Regional Chief Midwife conducted an assurance visit to the Trust to establish the extent to which Immediate and Essential Actions emerging from the Ockenden Review had been implemented. The visit had been very positive and verbal feedback on the day confirmed 100% compliance. • The trust had analysed the 2021 NHS Staff Survey results and free text responses and, as was the case last year, the "Big 5" areas of focus and action had been identified. These are, tackling violence and aggression, staff recovery and wellbeing, living our values, speaking up, speaking out, and line manager development. • The Health and Care Bill received Royal Assent on 28 April to become the Health and Care Act 2022, placing Integrated Care Systems on a statutory basis. 	

	<ul style="list-style-type: none"> The new Group was progressing well, and the Group Executive had been in post since 1 February. <p>In response to a question on virtual outpatient appointments, it was noted that progress in implementing the Trust's digital strategy had accelerated during the pandemic but there was some evidence of a drift back to face-to-face consultations in some areas. Currently, 20% of outpatients are seen virtually. Although the Trust has learned that some changes can be fast tracked, it was emphasised that virtual appointments cannot be a substitute for all consultations as some diagnosis can only be made face-to-face. Reaching an optimal pathway requires engagement with outpatients and 16 clinical networks across SWL are discussing this as this is a complex process. However, the Trust is confident that it will see significant improvements over the next six-to-nine months.</p> <p>In response to a question from JH about cancer diagnostics, the GCEO acknowledged that the key areas of challenge were breast cancer and gastro as increased screening has led to increased referrals. Work is being done with the Royal Marsden to improve pathways. It was noted that the Finance Committee had requested a deep dive on cancer standards to investigate the case of over 180 patients having waited longer than 62 days to be seen by a specialist.</p> <p>The Council noted the report.</p>	
<p>2.2</p>	<p>Group Governance Arrangements</p> <p>The GCCAO presented the report, and the following points were noted:</p> <ul style="list-style-type: none"> The group governance arrangements were developed through engagement with the Boards of both organisations between November 2021 and April 2022, and the new arrangements were approved at the May Board meetings. While both Boards would continue to meet separately in 2022/23, there were opportunities to bring together several committees into 'in common' arrangements to help promote greater synergy and learning between the two trusts, whilst strengthening assurance across the Group. The new committees-in-common are the Quality Committee, the Finance Committee, and the People Committee. Chairing of committees-in-common will alternate between established chairs of the respective ESTH and SGUH committees. Assurances will be provided separately to both boards. Audit Committees of the two trusts will meet separately, at least for the first year, in order to provide assurance to their respective boards on the robustness of governance and internal control for each separate corporate entity. The SGUH Council of Governors would continue to meet as planned, and governors will continue to be able to observe Board Committees (including committees-in-common) subject to respecting the confidentiality of information relating to ESTH. A single Group Executive was established in February 2022 with accountable Executive Directors and Board members of both organisations. A Memorandum of Understanding and Information Sharing Agreement had been developed and approved by the boards and this provided a framework for the group to share information to foster its development. <p>In response to questions the following responses were provided:</p> <ul style="list-style-type: none"> The sustainability agenda would be overseen by the Finance Committee. The arrangements for alternating the chairing of meetings between the relevant St George's Committee Chair and his/her Epsom and St Helier equivalent was robust and had been tested with the Trust's legal advisers in 	

	<p>advance. It was important to note that each Trust continued to have their own separately constituted Board committees, with designated chairs.</p> <ul style="list-style-type: none"> • Governors were able to observe Committee meetings, with the exception of Audit Committee and the Nominations and Remuneration Committee. Questions from Governors would need to be picked up with the Committee Chairs outside the meetings. <p>The Council of Governors noted the update on the new Group governance arrangements.</p>	
<p>2.3</p>	<p>Developing a New Group Strategy</p> <p>The GDCEO presented the report, and the following points were noted:</p> <ul style="list-style-type: none"> • Both St George's and Epsom and St Helier have existing strategies and there is a high degree of commonality between them. • The establishment of the Group required adjustments in each Trust's strategies and an opportunity existed to create a single group-wide strategy which set out a long-term vision. • As well as the formation of the Group, since the two trusts' strategies had been published the external landscape had changed with the work on integration, the Covid-19 pandemic, the development of Integrated Care Systems, and plans to devolve specialised commissioning budgets. • Both Boards had agreed to aim to develop and agree a new Group Strategy by the end of the financial year. • Engagement and communication are key to developing the new strategy, and there would be a full process of engagement with clinical services, staff, stakeholders and Governors. <p>In response to a query from KS about measuring impact of the group model, the GDCEO explained that the Group had been in operation for approaching four months and it was quite early at this stage to identify a range of benefits that flowed directly from the establishment of the Group. As the strategic case had demonstrated, there were significant opportunities to bring together clinical services for the benefit of patients, and renal was a good early example of this, as well as opportunities to reduce unwarranted variation in the quality of and access to care. However, the benefits, inevitably, would be realised over time, rather than immediately. The GDCEO explained that his team was developing an approach to monitoring the impact of the Group and the opportunities and benefits would be tracked closely by both the Executive team and the Board.</p> <p>In response to a question from RM about the complexities of the changes to Integrated Care Systems and the impact of this on the operating environment of the Group, the GDCEO acknowledged that the changes to ICSs are significant but the establishment of the Group, and the structures put in place through the new Group Executive team, enhances the capacity and capability of both trusts to engage effectively across the South West London and Surrey systems. The key driver in bringing the Group together is delivering better outcomes for patients. The scale of the Group enables the two organisations to work differently in transforming and integrating care for patients, and collaboration with partners across the South West London and Surrey Heartlands systems is a key part of this.</p> <p>The Council of Governors noted the report and agreed that a dedicated session would be held with Governors to provide an opportunity for the Council to input into the development of the strategy.</p>	<p>GCCAO / DGCEO</p>

3.0	ACCOUNTABILITY	
3.1	<p>Questions to Non-Executive Directors</p> <p>The Chairman invited questions to Non-Executive Directors (NEDs).</p> <p>KS asked about how the Board is monitoring the delivery of the Green Plan. AB explained that an update on progress had been considered by the Finance Committee at its last meeting and this had outlined a 2028-32 plan, supported by nine work streams, to reduce the Trust's carbon footprint. Progress had been slower than hoped for but is starting to get traction. It was important to recognise that the estates and facilities functions have been extremely busy carrying out work required to adapt the hospital during the pandemic. The Board had naturally focused on safety and performance and ensuring that staff were supported during the time of the pandemic, but the Council should be in no doubt of the importance the Board attached to making clear and rapid progress in implementing the Green Plan. JD, from her perspective as deputy director of estates and facilities, agreed with the point around the pressure on the estates team during the pandemic and added that NHSE were encouraging Trusts to share their progress and undertaking work to enable validation of progress and identify ongoing gaps. There is a focus at the national level on delivery against the Net Zero commitments across the NHS and the Trust is committed to delivering its part of this.</p> <p>In response to a question from JH about staff appraisals, SC acknowledged that appraisal rates were significantly lower than they should be and this had persisted for some time despite greater focus on improving the position. Progress had undoubtedly been slower than anticipated. However, the People Committee maintained a clear focus on this and had discussed appraisals at its meeting in May at which the work being done to set expectations and support managing in prioritising appraisals had been discussed. The Chairman added that appraisals are fundamental and increasing both the number and quality of appraisals, particularly of non-medical staff where completion had been a particular issue, is key.</p> <p>In response to a query about the staff survey results and areas where results had fallen compared with the previous year, SC explained that the results of the survey had been analysed closely by the Executive, the People Committee and the Board. The results were disappointing given the level of focus in recent years on strengthening culture, even when taking into account the more challenged position across the NHS. The identification of the key themes and areas of focus would help the Trust address these areas over the coming months ahead of the next survey. The Chairman agreed that the survey results were disappointing and required a sustained focus on engagement over the coming months. She added that during her visits across the Trust, staff have invariably spoken of their pride in their service and had welcomed the support to staff provided by the Trust during the pandemic. This anecdotal feedback did not always chime with the survey results and was more encouraging.</p> <p>In response to questions about the new patient safety framework and learning from serious incidents, PKu stated that detailed feedback on serious incidents, and wider themes and learning, is reviewed regularly by the Quality Committee. The Committee regularly asks questions about the learning that has been identified and how incidents can be avoided in future. The GCNO added that serious incidents are not closed until evidence is available that action plans developed in response have been fully implemented. The embedding of learning is a challenge, but the focus on learning embedded in the new patient safety framework is welcome, albeit that its implementation has been delayed by the pandemic. The entire serious incidents process would undergo significant change once the new framework was implemented. It was agreed that the Council would receive a briefing on the Patient Safety Framework at a future meeting.</p>	GCNO

4.0	QUALITY, SAFETY & PEOPLE. PERFORMANCE	
4.1	<p>Maternity Services Update following Ockenden Review</p> <p>The DQGC introduced the report which provided an overview of the Trust's maternity services and its position in relation to the recommendations of the recently published final report by Donna Ockenden. As the GCEO had explained earlier, the Regional Midwife had conducted an assurance visit to the Trust's maternity department on 12 May. Although a report of the visit is awaited, verbal assurance was provided that the Maternity Service at SGUH is 100% compliant with the Immediate and Essential Actions arising from Ockenden.</p> <p>In response to a question about gaining feedback from patients, the GCNO stated that the service works closely with Maternity Voices, which was included in the site visit. She provided an example of their input, stating that they had been asked about the lack of private facilities in the birthing suite and had responded by saying that for them this was not an issue and that current arrangements meant that mothers received attentive care. Parveen Kumar, NED Ockenden champion, added that the visit had been very positive and that staff in the maternity department were doing an excellent job.</p> <p>The Council of Governors noted the report.</p>	
4.2	<p>Draft Quality Accounts</p> <p>The Council received the draft Quality Account 2021/22, which was being presented for comment and input from Governors ahead of final review by the Audit Committee and the Board next month.</p> <p>In response to a question about the requirement for not having external audit assurance in relation to the Quality Account, the GCNO explained that this requirement had been paused during the pandemic but was likely to be resumed next year, though there had not yet been confirmation of this.</p> <p>The Council of Governors noted the report.</p>	
4.3	<p>Annual Planning 2022/23</p> <p>The Council received a brief overview of the Annual Financial Plan 2022/23 from the GCFO, and the following points were highlighted:</p> <ul style="list-style-type: none"> • This year is particularly challenging for the Trust and the wider system, as Covid-linked funding is progressively withdrawn. • A financial plan had been submitted to NHSE on 28 April 2022 but there were ongoing discussions with NHSE about this and there was an expectation on the Trust to deliver a balanced position at year end. • The Trust needs to re-submit a break-even financial plan on 20 June 2022. It was acknowledged that this is going to be difficult and challenging. • The Capital Plan 2022/2023 reflects the capital plan submitted to SWL in April 2022 and the principles approved at the capital programme management group on 15 March 2022. <p>In response to a question from RM about whether the planned cost improvement plan is realistic, the GCFO stated that where plans are confirmed as being in place these are considered to be robust and deliverable. However, there were areas within the current plan where CIP savings were as yet unidentified and services are being supported to develop realistic and robust plans.</p>	

	<p>AB reported on the concerns of the Finance Committee regarding the scale of the financial challenge. A key driver of cost was workforce, with the headcount for the Trust having grown during the pandemic. Bringing staffing levels broadly back to pre-pandemic levels was part of the challenge, and this needed to be done in a way that did not impact on safety. The Committee would continue to monitor the financial position and CIP delivery closely over the coming months.</p> <p>The GCFO added that all Trusts are in a similar position. The Trust is aiming to be as lean as possible and is working at a system level as well as at Trust level.</p> <p>The Council of Governors noted the report.</p>	
5.0	COUNCIL OF GOVERNORS - GOVERNANCE	
5.1	<p>Council of Governors Governance – Governance Update</p> <p>The GCCAO presented the report, and the following points were highlighted:</p> <ul style="list-style-type: none"> • The dates for the Council Meetings for 2022/23 were confirmed, though there was a possibility the February 2023 date may need to be moved. It was also noted that the Council meeting on 22 September 2022 is also the date for the Annual Members' Meeting. • The work programme as attached would be adjusted to include the sessions agreed to earlier in the meeting in relation to strategy development and the patient safety framework. • The Council currently has several vacancies. Members from Wandsworth and Merton will be appointed by their respective local authorities and confirmed in due course following the recent local elections. St George's University of London were currently running an application process to select its nominated representative on the Council. • In relation to the self-certification of training of Governors, a skills needs assessment would be undertaken and a training programme developed which reflected the needs identified. The intention, as in previous years, was to include in the development programme sessions from NHS Providers' GovernWell programme. • As the Board has begun to have face-to-face meetings the limit of six Governors observing has been removed. Up to three Governors are able to observe Board Committees which take place via MS Teams. • The Code of Conduct has been updated and references the confidentiality of information relating to ESTH, to which the Governors will be party to when observing 'in-common' Quality, Finance and People Committees, has been included. <p>In response to a question about a venue for the annual meeting, the GCCAO stated that this will be confirmed closer to the date of the meeting, but the Trust was making plans to support an in-person meeting as well as contingency plans for a virtual meeting if necessary.</p> <p>The Council of Governors noted the report and agreed the changes to the Council of Governors Code of Conduct.</p>	
5.0	CLOSING ADMINISTRATION	
5.1	<p>Any other business</p> <p>There was no other business for consideration.</p>	
5.2	Reflections on meeting	

	<p>The following reflections on the meeting were noted:</p> <ul style="list-style-type: none">• The Chairman commented on the large number of apologies received for the meeting and asked Governors for their views on whether alternating meetings between in-person and virtual formats would help, particularly as some Governors had caring responsibilities which meant they could not attend in person. It was agreed that this would be explored with members of the Council.• It was noted that a number of Board Committees had received late papers which made it challenging for the Committees to perform their roles effectively.	Chairman
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Meeting ended: 17.35

**Date of next Meeting
5 July 2022**