

COUNCIL of GOVERNORS MEETING
The Lecture Theatre, Sid Watkins Building

Tuesday 11th September 2018 at 2.00-2.50pm
AGENDA

Item	Time	Item	Owner	Purpose	Process	Preparation
1	2.00	1.1 Apologies 1.2 Declaration of Interests 1.3 Minutes of meeting held on: 13 March 2018 <i>(there was no meeting held in June 2018)</i>	Janet Rosser Chair	To note apologies for absence For Governors to declare commercial and material interests relevant to the agenda To review, confirm accuracy, review the Action Tracker and consider matters arising	Verbal Minutes & discussion	Minutes enclosed
2	2.05	Lead Governor Report, including: 2.1 Governors Welcome Pack 2.2 Governor Engagement	Colin Cheesman Lead Governor	To inform To discuss	Report Verbal	Enclosed N/A
3	2.15	Chair's Briefing including: 3.1 Governor Elections: 3.1.1 Re-appointments 3.1.2 Appointments 3.1.3 Acknowledgements 3.2 NED Appointments	Janet Rosser Chair	To receive To approve	Report Report	Report on Voting enclosed Report enclosed
4	2:20	Governors Integrated Performance Report Q1 2018/19	Hayley Citrine Chief Executive	To inform and present the Trust's Performance 1 st April - 30 th June 2018	Report & discussion	Report enclosed
5	2:35	External Audit Report to Governors: 5.1 Annual Audit Letter 5.2 Report on the Quality Report 5.3 Report on the Financial Statements	Robin Baker External Auditor	To inform and Update	Report	Reports enclosed

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Item	Time	Item	Owner	Purpose	Process	Preparation
6	2.40	Healthy NHS Workforce & Staff Survey 2017	Jane Mullin Deputy Director of HR	To receive	Presentation	None
7	2:50	Questions on Notice and Close of meeting	Janet Rosser Chair		Verbal	N/A
Date of next meeting: 11th December 2018						

CONFIRMED

Minutes of the Council of Governors Meeting

Thursday 11th September 2018

Sid Watkins Building, Walton Centre

Present

Janet Rosser Chair

Governors:

Doreen	Brown	Ruth	Austen-Vincent
Tony	Cahill	Andy	Burgen
Peter	Clegg	Colin	Cheesman
Johnathan	Desmond	Lesley	Collins
Diane	Foulston	Louise	Ferguson
Alan	Griffiths	Emily	Gerrans
Nanette	Mellor	Stella	Howard
Ella	Pereira	Isabel	Moreno
Jan	Vaughan	Barbara	Strong

In Attendance

Hayley	Citrine	Chief Executive
Mike	Burns	Director of Finance
Lisa	Salter	Director of Nursing and Governance
Peter	Humphrey	Non-Executive Director
Ann	McCracken	Non-Executive Director
Jane	Mullin	Deputy Director of HR
Sheila	Samuels	Non-Executive Director
Alan	Sharples	Non-Executive Director
Alison	Whitfield	Assistant Corporate Secretary
Phil	Gibbons	Governor (elect) - Cheshire
Rich	Cottier	Governor (elect) - Merseyside
Amanda	Chesterton	Governor (elect) - Staff
Sharon	McLoughlin	Governor (elect) - Staff
Robin	Baker	Grant Thornton - External Auditor
Carol	Miller	Membership Manager/Corporate Governance Assistant (Minutes)

Apologies

Jonathan	Austin	Governor
Seth	Crofts	Non-Executive Director
Paul	Brant	Governor
Urtha	Felda	Governor
Mike	Gibney	Director of Workforce
Ann	Highton	Deputy Director of Governance
Melissa	Hubbard	Governor
John	Kitchen	Governor
Michael	Lewis	Governor
Andy	Nicolson	Medical Director
Derek	Rothwell	Governor

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<p>COG 19/18</p>	<p>Apologies Apologies were received and noted as above.</p>
<p>COG 20/18</p>	<p>Welcome and Declaration of Interests: The Chair welcomed all attendees.</p> <p>Declaration of Interests The Non-Executive Directors declared an interest in respect of Agenda item 3.2 NED reappointments, recruitment process and pay uplift.</p>
<p>COG 21/18</p>	<p>Minutes of the meeting held on 13th March 2018: Action Tracker and Matters Arising</p> <p>The minutes of the previous meeting were agreed as a true and accurate record</p> <p>Matters arising:</p> <ul style="list-style-type: none"> • 05/18 COG Work Plan No suggestions for inclusions received. CLOSED • 09/18 PLACE assessments Dates would be circulated to all governors when they were organised by the Infection Control Team; Governors interested in taking part to contact Carol Miller. CLOSED <p>There was a suggestion from the Governors that Minutes of the meetings should be circulated as soon as possible after the meeting instead of at the subsequent meeting.</p> <p>ACTION: CM to circulated Unconfirmed Minutes to Governors within one month of meeting.</p>
<p>COG 22/18</p>	<p>Chairs Briefing The Chair welcomed everyone to the meeting.</p> <p>Governor Elections: The Chair thanked the Governors who had come to the end of their term of office. Particular thanks were given to Emily Gerrans and Louise Ferguson who had been governors since the Walton Centre had become a Foundation Trust.</p> <p>The results of the election were shared and the new Governors in attendance were introduced and welcomed.</p> <p>The Non-Executive Directors left the meeting briefly whilst the following matters in this item were considered</p> <p>NED Appointments The Council of Governors were asked to approve the proposal from the Nominations Committee to re-appoint Sheila Samuels for a second 3-year term of office until 31st August 2021 and to extend Dr Peter Humphrey's term of office until 31st December 2018.</p> <p>ACTION: Approved</p> <p>Pay Uplift for Executives and Non-Executive Directors The Council of Governors were asked to approve the proposal from the Nominations</p>

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	<p>Committee to increase the pay of the Non-Executive Directors by 2%, back dated to 1st April 2018. This is to reflect the national pay award for all NHS staff and the 2% uplift given to executive directors.</p> <p>ACTION: Approved</p> <p>The Non-Executive Directors re-joined the meeting.</p>
<p>COG 23/18</p>	<p>Lead Governor Report</p> <p>Governor Engagement: Following the cancellation of the June 2018 Council of Governors meeting, Colin Cheesman had sent a paper and survey to all Governors. All Governors had been subsequently invited to the August Steering Group meeting to consider the findings and agree proposals.</p> <p>The report and proposals were presented to the Council of Governors for agreement and the following proposals agreed:</p> <ul style="list-style-type: none"> • Re-enforced encouragement for new Governors to attend Governor Training • New Governors to be offered mentoring by an experienced Governor • Restructuring of dates and times of the Council of Governors meetings • Principles and core arrangements for holding the Non-Executive Directors to account • An appraisal process for the Chair and Non-Executive Directors <p>ACTION: Proposals agreed and the Council of Governor Steering Group would lead on the proposals.</p> <p>Draft Governor Welcome Pack: It was agreed that this was an informative document. It was also agreed that as the documentation and policies were regularly updated and in order for the document to remain up to date that:</p> <ul style="list-style-type: none"> • Governors would be encouraged to hold an electronic version only; • Updates would be circulated electronically to governors; • It would be the responsibility of Governors to ensure that they keep personal copies up to date; • A Governor section would be included within the specification for the proposed new Trust Website. <p>ACTION: Carol Miller to update Governor information and circulate electronically to all Governors.</p>
<p>COG 24/18</p>	<p>Trust Performance – Governors’ Corporate Performance Update</p> <p>Position at end of Quarter 1 2018/19 (April-June 2018)</p> <ul style="list-style-type: none"> • Financial position <ul style="list-style-type: none"> - £562k surplus against a planned surplus of £554k - £8k ahead of plan; This included £339k of Provider Sustainability Funding (PSF) allocated by NHS England. • Safety <ul style="list-style-type: none"> - 1 Never Event • Quality <ul style="list-style-type: none"> - Health Care Acquired Infections (HCAI) - 1 patients with Clostridium difficile, 0 patients with MRSA - No patients with grade 3 or 4 pressure ulcers - Less falls than Q1 last year - Nursing turnover just over 13%, which is lower than last year at 22% with

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	<p>vacancies at 4.37% (below the set target of 6%)</p> <ul style="list-style-type: none"> • Activity <ul style="list-style-type: none"> - All referral to treatment (RTT) targets and cancer treatment targets for patients achieved - Outpatient activity above plan
	<p>Position at end of August 2018</p> <ul style="list-style-type: none"> • Financial position <ul style="list-style-type: none"> - In August 2018 (month 5) the Trust has delivered a £116k surplus which was in line with plan. • Quality <ul style="list-style-type: none"> - Health Care Acquired Infections (HCAI) - At the time of reporting, there had been three patients with C.Difficile in Q2. Year to date, there had been four cases against a threshold of 9; - Four patients with CPE year to date (no trajectory set); - No patients with MRSA year to date; - One patient with grade 3 pressure ulcer. • Activity <ul style="list-style-type: none"> - Referral to treatment (RTT) and cancer patient targets met; - An increase in non-elective admissions; - Outpatient activity was above plan; - Increase in spinal patient referrals; - Increase in waiting times in neurology out patients – 3 consultants commencing. <p>After the presentation the Governors asked:</p> <ul style="list-style-type: none"> • If the Walton Centre was formally accepting regional Spinal Services and if plans to ensure sufficient resources were available had been put in place? <ul style="list-style-type: none"> - The Chief Executive was able to inform the Governors that the CCG had not finalised a regional solution and agreement. The implications for resources would be assessed and implemented in light of the outcome, once agreed. • If the Trust had a Tissue Viability Nurse? <ul style="list-style-type: none"> - The Director of Nursing and Governance informed the Governors that a Specialist Nurse had been appointed and that an overview of the existing service and procedures would be assessed and included the regional standardisation of forms. • If waiting times and particularly inconsistency in booking of annual appointments had been addressed? <ul style="list-style-type: none"> - The Chief Executive assured the governors that three new Consultants had been appointed, which would continue to impact on the reduction in waiting times. - Changes to the Appointment System had highlighted difficulties identified in booking annual appointments. - Plans to increase Outpatient capacity within Sid Watkins Building were being assessed.

<p>COG 25/18</p>	<p>External Audit Report to Governors Robin Baker from Grant Thornton presented the external audit reports for the Trust's financial statements and Quality Account which had been included within the meeting papers.</p> <p>Financial statements: The audit work had been undertaken to fulfil the statutory responsibility to offer an opinion and assurance to the Council of Governors that the Trust's Financial Statements:</p> <ul style="list-style-type: none"> • Gave a true and fair view of the financial position of the Trust and the Trust's expenditure and income for the financial year 2017/18; and • Had been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union, as interpreted and adapted by the NHS foundation trust annual reporting manual 2017/2018; and • Had been prepared in accordance with the requirements of the National Health Service Act 2006. Offer Value for Money; and • The surplus was ahead of target. <p>Opinion: Unqualified</p> <p>Quality Accounts The audit report enabled the Council of Governors to demonstrate they have discharged their governance responsibilities by commissioning an independent assurance report in connection with the indicators and demonstrated:</p> <ul style="list-style-type: none"> • Excellent cooperation from the Trust; • The Trusts clear commitment to quality. <p>Opinion: Unqualified</p>
<p>COG 26/18</p>	<p>Healthy NHS Workforce and Staff Survey 2017 Jane Mullin shared the Healthy Workforce initiative and the Staff Survey results for 2017.</p> <p>Health and Wellbeing Programme:</p> <ul style="list-style-type: none"> • Board level leadership and engagement; • Ann McCracken NED lead; • Physiotherapist Clinical Lead; • Line Managers prioritise health; • Healthy eating options has been introduced; • Mental wellbeing (resilience) training is being rolled out; • Making Every Contact Count added to staff support. <p>Staff Survey Results 2017: 42% response rate was lower than the National Average of 53%.</p> <ul style="list-style-type: none"> • Bottom 5 scores (percentage of staff surveyed who): <ul style="list-style-type: none"> - Had experienced physical violence from staff in last 12 months - Had were appraised in the last 12 months - Had experienced physical violence from patients, relatives or the public in the last 12 months - Agreed that their role makes a difference to patients/service - Experienced harassment, bullying or abuse from patients, relatives or the public in last 12 months

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	<ul style="list-style-type: none"> • Top 5 Scores (percentage of staff surveyed who): <ul style="list-style-type: none"> - Recognised organisation and management interest in and action on health and wellbeing; - Experienced harassment, bullying or abuse from staff in last 12 months - Reported most recent experience of harassment, bullying or abuse - Reported effective team working - Were satisfied with opportunities for flexible working patterns <p>Following the presentation, the Governors asked for assurance that actions had been put in place to resolve the increase in physical violence:</p> <ul style="list-style-type: none"> • Ms Mullin explained that the increased acuity of patients could increase occurrences of violence; actions that had been put in place included: <ul style="list-style-type: none"> - Engagement sessions within identified areas, Staff interviewed did not report experiencing or seeing any physical violence - Patients issued with letters and issues addressed with consultants and contracts of behaviour drawn up, - In house Violence and Aggression trainer appointed, - Aggressive relatives banned - Staff support system. <p>Due to the timing of the meeting, Governors were invited to send any additional questions to Jane Mullin outside of the meeting.</p> <p>ACTION: Governors were invited to send any questions to Jane Mullin.</p>
COG 27/18	Questions on Notice None
COG 28/18	Any Other Business None
COG 29/18	Review of Meeting The Chair thanked the Governors for their participation and attendance.
COG 30/18	Date, time and venue of next meeting The next meeting of the Council of Governors would be held on 11 th December 2018 in the Lecture Theatre, Sid Watkins Building.

ACTION TRACKER

Min. Ref	Item	Action	Lead	Status
COG 21/18	Unconfirmed Minutes	Unconfirmed Minutes to Governors within 1 month of meeting.	CM	Open
COG 23/18	Governor Engagement	The Council of Governor Steering Group would lead on the recommendations.	CC	Open
	Draft Governors Welcome Pack	Governor information to be updated and circulated electronically to all Governors.	CM	Open
COG 26/18	Staff Survey 2017	Questions to be forwarded to Jane Mullin	All	Open