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Sheffield Teaching Hospitals **NHS**  
NHS Foundation Trust

## COUNCIL OF GOVERNORS

**Minutes of the Meeting of the Sheffield Teaching Hospitals NHS Foundation Trust COUNCIL OF GOVERNORS held on Tuesday, 1<sup>st</sup> September 2015, in the Undergraduate Common Room, Medical Education Centre, Northern General Hospital**

### **PRESENT:**

Mr. A. Pedder (Chairman)

### **PATIENT AND PUBLIC GOVERNORS**

Georgina Bishop  
George Clark  
Sally Craig  
Jacquie Kirk  
Kaye Meegan

Lewis Noble  
Kath Parker  
Hetta Phipps  
Spencer Pitfield  
Sue Taylor

Graham Thompson  
John Warner  
Michael Warner  
Dick Williams

### **STAFF GOVERNORS**

Dylan Caffell  
Cath Hemingway

Irene Mabbott  
Chris Monk

John West

### **PARTNER GOVERNORS**

Amanda Forrest

Paul Corcoran

### **APOLOGIES**

Anne Eckford  
Dorothy Hallatt  
Caroline Irving  
Joyce Justice  
Annette Laban

Ian Merriman  
Dawn Moore  
Nick Payne  
Neil Priestley

Nicola Smith  
Craig Stevenson  
Martin Temple

### **IN ATTENDANCE**

Tony Buckham  
Sir Andrew Cash  
Hilary Chapman  
Sue Coulson (Minutes)

Mark Gwilliam  
Kirsten Major  
John O'Kane  
Jane Pellegrina

Trevor Rees (item COG/15/30)  
Neil Riley  
David Throssell  
Tony Weetman

### **OBSERVER**

1 Member of the Public

Prior to the commencement of the meeting the Chairman welcomed all the new Governors and Tony Buckham, Non Executive Director to their first meeting.

## **COG/15/27**

### **Declarations of Interest**

There were no declarations of interest.

## **COG/15/28**

### **Minutes of the Meeting of the Council of Governors held on 2<sup>nd</sup> June 2015**

The Minutes of the Meeting held on 2<sup>nd</sup> June 2015, were agreed and signed by the Chairman as a correct record.

## **COG/15/29**

### **Matters arising:**

(a) **Monitor Visit**

(COG/15/17) The Director of Finance reported that 2 representatives from Monitor visited the Trust on 25<sup>th</sup>/26<sup>th</sup> June 2015 as a result of the Trust submitting a Financial Plan with a £11 million deficit. However £7m of that was for the Trust's IT project which was due to go live in September 2015. Technically therefore the Plan was a £4 million deficit. The representatives from Monitor went through the Trust's Efficiency Savings Plan in detail. The outcome of the visit was that the Regulator was satisfied that the Trust was taking all possible actions and had confirmed that in writing.

## **COG/15/30**

### **External Audit:**

(a) **Annual Governance Report including 2014/15 External Assurance on the Quality Report**

Mr. Trevor Rees, Senior Statutory Auditor, KPMG, was in attendance for this item. Mr Rees explained that the purpose of his attendance was to present to Governors the 2014/15 Annual Governance Report (Enclosure B) and the 2014/15 External Assurance on the Quality Report (Enclosure C) copies of which had been circulated with the agenda papers. Mr. Rees gave a short presentation and the key points to note were:

- The role of External Audit had not changed and the following work had been undertaken:
  - Financial Statements Audit
  - User of Resources Audit
  - Review of Annual Report and Annual Governance Statement
  - Review of Quality Report
  - Testing of selected indications
- Following completion of the above work External Audit presented the ISA260 and Audit Opinion (Annual Governance Report) and the Audit Opinion and Report on the Quality Report to the Audit Committee in May 2015 after which they were submitted to Monitor by the end of May 2015.
- The issues to note from the audit of the Financial Statements were:
  - A clean, unqualified audit opinion issued.
  - No significant issues identified.

- There were no unadjusted audit differences.
- Only a few minor presentational amendments to the financial statements were required.
- Financial control environment seen to be sound.
- Annual Report and Annual Governance Statement consistent with financial statements and complied with Monitor's Annual Reporting Manual.
- The Trust had made improvements to the planning and preparation arrangements of the 2014/15 Annual Report.

Mr. Rees reported the audit had identified very few areas to be addressed/amended and given the size and complexity of the Trust that was an extremely good result.

- In terms of the Quality Report External Audit had carried out the following work:
  - Looked at the content of the Quality Report and no issues were identified
  - Looked at the three indicators (2 mandated by Monitor and 1 selected by Governors). No issues were identified on the mandated indicators but some minor issues were identified for improvement and reported to management on Data Completeness for Community (indicator selected by Governors).

Mr. Rees informed the meeting that this was his final year as Engagement Lead as he was retiring in December 2015. The new Engagement Lead, Tim Cutler, had been introduced to Neil Riley, Assistant Chief Executive, and John O'Kane, Chair of the Audit Committee.

The Chairman thanked Mr. Rees for his presentation and wished him well in his retirement.

## **COG/15/31**

### **Governors' Matters:**

#### (a) Notes of Governors' Forum Meeting held on 29<sup>th</sup> July 2015

Kath Parker presented the notes of the meeting of the Governors' Forum held on 29<sup>th</sup> July 2015 and highlighted the following points:

- Steady progress was being made with links to Directorates
- Governors had a good visit to the Central Production Unit (CPU) in the Catering Department. CPU was a difficult environment to work in but all the staff were enthusiastic and welcomed a visit to the department.
- Arrangements for further Governor visits were being finalised and a programme would be circulated in due course. Non Executive Directors were welcome to join in the visits if time permitted.

#### (b) Arrangements for Governors to observe at Board Committee Meetings

The Assistant Chief Executive reported that a series of briefing sessions had been held for Governors who wished to observe at Board Committee meetings. He reported that a Reflection and Observation Form had been developed which Governors observing Board Committee meetings would be asked to complete. The completed forms would be sent to the Non Executive Director Chair of the respective committee for their comment.

(c) Update on arrangements for Annual Members Meeting on 23<sup>rd</sup> September 2015

Kath Parker reported that arrangements for the Annual Members Meeting on 23<sup>rd</sup> September, 2015 were going well. It had been advertised in Good Health, the Sheffield Star and Jane Pellegrina had notified all previous attendees.

There would be a number of stalls promoting various areas of work i.e. Listening into Action projects, Research, Food and Nutrition, Devices for Dignity, Estates Department to provide information on new building projects.

(d) Review of Council of Governors' Terms of Reference (TOR)

The Assistant Chief Executive referred to the TOR for the Council of Governors (Enclosure F) circulated with the agenda papers which had been updated as part of their annual review.

It was noted that the TOR contained a couple of minor errors:

- Spencer Pitfield was named as the Lead Governor which was incorrect.
- Primary and Community Services should be amended to read Combined Community and Acute

COG **APPROVED** the TOR subject to the above amendments being made.

(e) Council of Governors' Nominations and Remuneration Committee Terms of Reference

The Assistant Chief Executive referred to the TOR for the Council of Governors' Nominations and Remuneration Committee which had been updated as part of their annual review.

COG **APPROVED** the updated TOR.

**COG/15/32**

**Approval of Appointment of Lead Governor**

The Chairman reported that that John Warner had agreed to take up the post of Lead Governor.

COG **APPROVED** the appointment of John Warner as Lead Governor.

**COG/15/33**

**Final Trust Response to Hard Truths**

The Medical Director referred to Enclosure H circulated with the agenda papers. The paper summarised the progress being made against actions agreed by the Trust in response to the Mid-Staffordshire NHS Foundation Trust Public Inquiry particularly focusing on the contents of the final Government response Hard Truths.

The Medical Director explained that further to previous presentations on the subject to the Council of Governors he felt that it was worthwhile bringing the full report back to the Council even though the Healthcare Governance Committee had been monitoring progress.

He explained that in addition to looking at the Francis Report the Trust had also taken into account the following important reports:

- Review into Healthcare Assistants and Support Workers in the NHS and Social Care Settings (Cavendish)
- Review into the quality and safety of care at 14 NHS hospital Trusts in England (Keogh)
- Improving the Safety of patients in England (Berwick)
- A Review of the NHS Hospitals Complaints System: Putting Patients Back in the Picture (Clwyd & Hart)
- Burdens Review (NHS Confederation)
- Children and Young People's Health Outcomes Forum's reporting for the Secretary of State for Health (Lewis & Lenihan)

The Trust went through the recommendations and put them into the following categories:

- Preventing Problems
- Detecting Problems Quickly
- Taking Action Promptly
- Ensuring Robust Accountability
- Ensuring Staff are Trained and Motivated
- Learning from Mid – Staffordshire

The Trust then assessed where it sat against each recommendation and identified the areas where action was required. Each action point was assigned to one of the following three categories:

- New Action: The Trust was required to establish a new work stream to address.
- Due Regard: Existing work stream in place – project leads would be requested to take due regard of the contents and recommendations within the Mid-Staffordshire and associated Reports and ensure these aspects were included within the improvement work.
- Watching Brief: Executive leads to monitor national developments through professional networks and NHS England communications and incorporate actions into this overall plan as required.

Each statement made in the Hard Truths Review had been aligned to the Trust's Strategy.

The Action Plan sets out where action has been completed or was still on going.

The Chairman stated that this was a really important piece of work and it was important for Governors to be assured that it was being taken very seriously and to be updated on progress.

During discussion the following points were raised:

- One of the things that came out of the review was that there were a lot of people who suspected that things were not right but who turned a blind eye to them or were scared to report it. Therefore it was important that staff/public were fully aware that it was their duty to raise any concerns they may have.

The Medical Director reported that a significant amount of work had been done to engage staff to raise problems at work but there may be situations where an individual may feel unable, unwillingly or scared to do so. Therefore it was important to provide a number of alternative routes for staff to report matters including routes outside of the Trust.

The Assistant Chief Executive also reported that he had drawn up an action arising from the 19 recommendations in the Freedom to Speak Up Report published in

February 2015 which would be presented to the Board of Directors in September 2015. Arrangements for reporting concerns would be put in place from Board level through to all departments.

- Governors felt that it was an extremely thorough piece of work which had been taken very seriously and were pleased that an Executive Director lead had been assigned to each action.
- Governors asked for the definition of the categories Due Regard and Watching Brief. The Medical reported that Due Regard was where the Trust already had work in progress and Watching Brief related mainly to national recommendations.
- Governors asked if the Trust was confident that it was homing in on the real key essential issues. The Medical Director stated that the great majority of the actions identified were already ongoing and the process should be seen as a vehicle to identify the important areas and must dos.
- The Trust was not required to report back centrally on the Hard Truths Report.

#### **COG/15/34**

##### **Delivering the Trust' Corporate Strategy – Update on Strategy Refresh**

The Director of Strategy and Operations explained that the Board had agreed to refresh the Trust's strategy and as part of that process would be seeking the views of its staff, governors, members, patients and stakeholders via a Stakeholder Engagement Document and Questionnaire (copy tabled at the meeting). Governors were asked to encourage people to complete the questionnaire and return it by 7<sup>th</sup> October 2015. Also a host of engagement events were planned for all different groups.

The Director of Strategy and Operations highlighted what had changed since the Trust developed 'Making a Difference' in 2012. The changes were listed in the Stakeholder Engagement Document.

Governors would be given a separate opportunity to input into the document prior to its finalisation and presentation to the November Board Meeting. The Director of Corporate Strategy would arrange for that to happen.

**Action: Kirsten Major**

#### **COG/15/35**

##### **Trust Operations**

The Chief Executive referred to his written report (Enclosure J) circulated with the agenda papers and highlighted the following items:

- Emergency Services Target – The Trust achieved 95.3% against the Emergency Services target of 95% in quarter 1 which was a considerable achievement by all the staff involved. The review of emergency services performance across the Trust is now coming to a close with the intention that the resulting action plan will have been implemented in time for the forthcoming winter.
- Safer Staffing –The Trust continued to maintain safe staffing levels. In terms of the detailed position, the actual fill rate for day shifts for registered nurses was 91.6% and for other care staff against the planned levels was 100.4%. At night, these fill rates were 91.7% for registered nurses and 106.7% for other care staff. On a number of individual wards, the fill rate fell below 85% and the main reasons for that were vacant posts and sickness and parenting leave above the planned level. The fill rate for

registered nurses at night continued to be carefully monitored. The Trust had offered Staff Nurse posts to 165 student nurses, qualifying in September 2015.

The Trust takes newly qualified students from Sheffield University and Sheffield Hallam and had made 182 offers, of those 64 were in clearance and 78 had confirmed start dates and 40 newly registered nurses and midwives had withdrawn. Some analysis of why people had withdrawn had been undertaken and had revealed the following reasons:

- Work closer to home
- Chose to go elsewhere when they were not given their first choice
- Some of the posts in STH were not full time
- Chose to work at their last placement

The Trust, in partnership with NHS Professionals, was interviewing 18 Spanish Nurses to work for a year on a bank only contract at the end of July 2015.

The latest position was that the Trust had a shortfall of 117 registered nurses (3%). However the Chief Nurse emphasised that that did not make the Trust unsafe although acknowledged that the position was less than satisfactory.

In answer to a question about nursing staff working 12 hour shifts, the Chief Nurse explained that STH tried to give staff a choice and all wards had mixed shift patterns. Many younger staff preferred to work 12 hour shifts as they gave them more days off. Wards were monitored and if there was evidence that quality standards had slipped the Trust would look at shift patterns.

Mandy Forrest reported that Care Homes were also experiencing difficulties in recruiting qualified staff which was also an issue for the Trust in terms of discharge of patients.

- 18 Weeks – The admitted patient target was achieved in July 2015 at 90.07% against a target of 90%. When taken with the successful delivery of the non-admitted and incomplete performance targets, it meant that it was the first occasion on which the Trust had hit all three targets since February 2014 and represented a very significant milestone for the organisation. However, performance on the admitted target was extremely marginal and there was further significant work required to ensure that it could be achieved on a sustainable basis.
- Financial Position - the month 4 position showed a deficit of £6.2m against plan. The Board of Directors would be discussing the Recovery Plan on 16<sup>th</sup> September 2015. The Director of Finance pointed out that it was normal for the Trust to be in an overspend position during the first four months of the financial year but not to the level of the current overspend. The Recovery Plan would focus on delivery of the Efficiency Plan, control of expenditure including bank and agency spend and meeting income targets.
- Cancer – The Trust had failed to achieve the 31 day treatment target in Q1. The Chief Executive emphasised that in order to achieve the target the Trust was dependent on the District General Hospitals in the network it served to refer patients within a stipulated framework. However the Trust continued to experience difficulties with late referrals from District General Hospitals and the Chief Executive reported that he was working hard to resolve that practice as it was not acceptable.
- The Working Together programme was progressing well with progress in a number of clinical specialities. In particular there had been good progress in, ENT, Maxillofacial and Ophthalmology where out of hours services would be centred on two sites, Sheffield and the Mid Yorkshire Trust, under revised arrangements.

Working Together partners have agreed a process to strengthen Working Together to enable it to be even more effective in securing good and cost effective services across the footprint covered by the partners in a way that was consistent with the delivery of each organisation's clinical strategy whilst taking opportunity to bring together services across a wider footprint where there were clear patient benefits in doing so.

Working Together had applied to be a Vanguard Site the outcome of which would be known at the end of September 2015.

- Listening into Action (LiA) – The LiA schemes finished at the end of July 2015 and a celebration was held for those staff involved.

In order to give staff an opportunity to see what the teams have done an exhibition would be held over lunchtime in the Royal Hallamshire Hospital at the end of September 2015. The LiA team were also supporting the Annual Members Meeting on 23<sup>rd</sup> September 2015 and would be running stalls with staff who were involved in LiA.

- The Government were currently seeking to renegotiate both the Consultant and Junior Doctors contract with the BMA. The negotiations on the Consultant contract had broken down over the issue of seven day working, in particular the payments to be made to Consultant staff for undertaking routine work at weekends as part of a seven day service. Under the current contract, Consultants could opt out of doing non-emergency work at the weekends.

It was noted that new Consultants would be employed on the new contract from April 2016.

In relation to the Junior Doctors, talks had broken down. NHS Employers were of the view that many of the recommendations leave considerable room for negotiation, and had the BMA chosen to negotiate, they could potentially have mitigated many of their concerns.

- T3 – The Trust was working towards 'Going Live' with the Lorenzo system on 27<sup>th</sup> September 2015.

## **COG/15/36**

### **Report from Council of Governors Nominations and Remuneration Committee**

#### (a) Appointment of two Non-Executive Directors

George Clarke was very pleased to report that Tony Buckham and Candace Imison had been appointed as Non Executive Directors with effect from 1<sup>st</sup> September 2015.

#### (b) Additional Remuneration for Trust Vice-Chair and Chairs of Board Committees

The Council of Governors noted that the Council of Governors Nominations and Remuneration Committee had approved a recommendation from Tony Pedder, Chairman, that in recognition of the significant extra demands on the postholders above 'normal' Non Executive Director work, the Non Executive Directors who chair Board Committees should receive a nominal increase in remuneration.

#### (b) To note the appointment of Jacquie Kirk to the Committee

The Council of Governors noted the appointment of Jacquie Kirk to be a member of the Council of Governors Nominations and Remuneration Committee

(c) Vice Chair

The Chairman reported that Annette Laban, Non Executive Director, had agreed to take up the post of Vice Chair following the departure of Vic Powell and that, in line with the approval given by the Council of Governors' Nomination and Remuneration Committee she would receive an additional remuneration .

**COG/15/37**

**Governors' Open Forum Time**

(a) Winter Planning

The Director of Strategy and Operations briefed the meeting on the preparation work being undertaken for the coming winter period. More detailed information would be presented at the next meeting.

She explained that the Trust had looked back at the last winter period which was exceptional in terms of respiratory illness and during which the organisation saw a 50% increase in admissions to see if there was anything that could be done differently this coming winter. Part of the review included looking at the Silver Command processes.

From the review 11 principles had been identified and agreed by the Trust Executive Group. Those principles would be used to develop a detailed Surge and Escalation Plan which would be presented to the Trust Executive Group on 23<sup>rd</sup> September 2015.

Alongside the winter planning arrangements the flu vaccination programme would be running from 1<sup>st</sup> October 2015.

During discussion it was highlighted that one of the problems last year was the late release of winter funding to NHS Foundation Trusts which made it difficult to put measures in place. The Director of Strategy and Operations confirmed that the Trust had been informed that it would receive half the amount it received last year.

The Director of Strategy and Operations stated that the Trust's plans needed to be flexible in order that it could respond to whatever kind of winter that presented.

Governors felt that the Trust should raise awareness of the 111 facility.

(b) Forthcoming CQC Inspection

The Medical Director gave a short presentation on the forthcoming CQC inspection on 8<sup>th</sup> December 2015 (copy attached to the Minutes). The key points to note were:

- The five key questions asked by the CQC were:
  - Is this service safe?
  - Is this service effective?
  - Is this service caring?
  - Is this service responsive?
  - Is this service well-led?
  
- The CQC ratings were:
  - Outstanding
  - Good
  - Requires improvement

- Inadequate

- The Trust had submitted the Stage 1 Provider Information Request (PIR)
- The Chief Executive had met with the Lead Inspector and Chairman
- An unannounced visit would take place 2/3 weeks after the inspection.
- The CQC were trying to match the expertise and seniority of the Inspectors to the type of organisation being inspected.
- The Trust had gathered intelligence from other organisations that had already gone through the inspection process.

During discussion Governors felt it was important that staff should be proud of the work they do and to showcase it to the inspectors.

### **COG/15/38**

#### **For Approval**

#### (a) Trust Constitution

The Assistant Chief Executive reported that as part of the major review of the Trust's Constitution in 2014, it was agreed that the Constitution would be reviewed and updated annually. The Assurance Manager has completed the review which has resulted in a material change to the maximum tenure of Non-Executive Directors as set out in Enclosure and some minor non-material changes such as name changes and typo corrections.

The Council of Governors **APPROVED** Version 3.2 of the Constitution which would then be presented to the Board of Directors for separate approval.

### **COG/15/39**

#### **To Receive and Note:**

The Council of Governors **RECEIVED** and **NOTED** the following documents circulated with the agenda papers:

- Results of Elections to Council of Governors
- Complaints and Feedback Report: January to March 2015
- Healthcare Governance Committee Annual Report 2014/15 and 2015/16 Workplan
- Audit Committee Annual Report 2014/15 and 2015/16 Workplan
- Finance, Performance and Workforce Committee Annual Report 2014/15

### **COG/15/40**

#### **Date of Next Meeting:**

The next meeting of the Council of Governors would be held at 5.00 pm on Tuesday 1<sup>st</sup> December 2015, in the Undergraduate Common Room at the Northern General Hospital