



Minutes of the Meeting of the COUNCIL OF GOVERNORS
held on Tuesday 25 September 2018
Undergraduate Common Room, Northern General Hospital

PRESENT: Tony Pedder (Chairman)

PATIENT AND PUBLIC GOVERNORS

Mick Ashman	George Chia	Joyce Justice	Joe Saverimoutou
Jennifer Booth	Sally Craig	Ian Merriman	Harold Sharpe
Wendy Bradley	Martin Hodgson	Brendan Molloy	Sue Taylor
Michelle Cook	Steve Jones	Kath Parker	

STAFF GOVERNORS

Emily Edmunds Pete Tanker

PARTNER GOVERNORS

Luc de Witte Amanda Forrest

IN ATTENDANCE

Sandi Carman	Assistant Chief Executive
Anne Gibbs	Director of Strategy and Planning
Judith Green	Corporate Governance Manager
Mark Gwilliam	Director of Human Resources & Staff Development
Michael Harper	Chief Operating Officer
Candace Imison	Non-Executive Director
Karen Jessop	Interim Chief Nurse
Annette Laban	Non-Executive Director
Kirsten Major	Interim Chief Executive
Chris Newman	Non-Executive Director
John O'Kane	Non-Executive Director
Jane Pellegrina	Membership Manager
Julie Phelan	Communications and Marketing Director
Neil Priestley	Director of Finance
Martin Temple	Non-Executive Director
David Throssell	Medical Director

APOLOGIES - GOVERNORS

Barbara Bell	Tim Furness	Lewis Noble	Nev Wheeler
Cressida Ridge	Irene Mabbott	Karen Smith	

APOLOGIES - BOARD MEMBERS

Tony Buckham	Non-Executive Director
Dawn Moore	Non-Executive Director

MEMBERS OF THE PUBLIC/OBSERVERS

There was one observer.

COG/18/28

Welcome and Apologies

Mr Pedder welcomed everyone to the meeting and particularly newly elected Governors George Chia, Emily Edmunds, Brendan Molloy, Joe Saverimoutou and Pete Tanker.

The above apologies were noted.

COG/18/29

Declarations of Interest

There were no declarations of interest.

COG/18/30

Reflection and Feedback Session Following the Board of Directors

Mr Pedder invited the meeting to take the opportunity to reflect together on the discussions which had taken place earlier that day at the meeting of the Board of Directors. Following the discussion Mr Pedder said he would take feedback from the individual tables.

The following feedback was noted:

Mr Temple reported that the conversation on their table had reflected on the earlier discussion at the Board about experiences reported by some BAME staff.

Mr Ashman said that in his lectures to nurses at the University of Sheffield he emphasised the importance of reporting of concerns.

Mr Sharpe reported a similar discussion on his table. He considered that no member of staff should be expected to tolerate any form of prejudice, however, it should not be overlooked that bad behaviour occurs for many different reasons and the Trust should not be seeking to adopt a one size fits all solution in responding to the problem.

Prof Newman said that a team approach is important and that teams must work together to tackle this.

Ms Bradley suggested that it would be interesting to hear the views of BAME staff on their experiences.

Mr Pedder said this is an important issue and suggested that it could be discussed in more detail at the next meeting.

ACTION: Mrs Carman/Mrs Pellegrina

COG/18/31

Minutes of Council of Governors Meeting held on 22 May 2018

The Minutes of the Meeting of the Council of Governors held on 22 May 2018 were **AGREED** as a correct record subject to correcting Mr Tim Furness' name.

COG/18/32

Matters Arising

(a) Hospital Services Review (COG/18/08(d))

Dr Throssell summarised what had been covered in more detail at the Board of Directors earlier and reminded the Council of Governors that the final report of the Independent Hospital Services Review had been published on 9 May 2018 and that Governing Bodies, Trust Boards, stakeholders and the public had been invited to comment on the report by 12 July 2018. He said that following discussion at the Board of Directors meeting on 26 June 2018 the Trust had written to the lead of the shadow Integrated Care System (sICS) for South Yorkshire and Bassetlaw to confirm that the Trust accepted, in principle, the proposals outlined in the Hospital Services Review.

Dr Throssell said that the key recommendations to be built on were shared working between acute providers; transformation of services and reconfiguration. In relation to reconfiguration he said that District General Hospitals will be maintained in every Place each offering core and specialist services, working in a networked way across the region. Five areas of speciality are being considered: Urgent Carer; Paediatrics; Maternity; Gastroenterology and Stroke. Work has commenced to look at each of the areas and a Memorandum of Understanding is being developed.

Dr Throssell said that work continues and he would regularly update the Council of Governors on progress.

ACTION: Dr Throssell

(b) Making Urgent Care Work Better in Sheffield (COG/18/03(c))

Ms Major updated the Council of Governors on the position regarding the Sheffield Clinical Commissioning Group consultation on Urgent Care in Sheffield. Ms Forrest reported that, following lengthy discussions, at a recent meeting Sheffield Clinical Commissioning Group had agreed not to proceed with the proposals regarding urgent care in Sheffield on which they had consulted. She said that if it would be helpful the CCG leaders would be happy to meet again with Governors to give more details.

ACTION: Ms Forrest/Mrs Pellegrina

COG/18/33

External Audit Service: Audit Completion Report (ISA 260) Including 2017/18 External Assurance of the Quality Report

Mr Dalton (senior manager, Mazars) was in attendance. Mr Dalton explained that the purpose of his attendance was to present the Council of Governors with Mazars' Annual Audit Letter for the year ended 31 March 2018 (enclosure B) and the external assurance on the Trust's Quality Report for the same period (enclosure C), both documents had been circulated with the Agenda.

Mr Dalton said that the Annual Audit Letter summarises the work that Mazars had undertaken as the Trust's auditor. He explained that their responsibilities as auditors were defined by the NHS Act 2006 and the Code of Audit Practice issued by the National Audit Office.

Mr Dalton reported that the overall messages were very positive and that the Trust and Mazars had met all the deadlines. Mazars had found the Trust's finance team to have a very co-operative approach that had ensured a smooth process and a clear audit opinion. In their opinion the Trust's financial statements give a true and fair view of the Trust's

financial position and of its financial performance for the year ended 31 March 2018. They had found no evidence that proper arrangements were not in place to secure economy, efficiency and effectiveness in the Trust's use of resources. They reported by the agreed deadline that the Trust's consolidated schedules were consistent with the audited financial statements.

Mr Dalton then set out the auditor's responsibilities in respect of the Trust's Quality Report and explained that these are set by NHS Improvement.

He confirmed that Mazars had issued their limited assurance report on the Trust's Quality Report as follows:

- There were no issues arising on the content or consistency.
- Based on sample testing of the two mandated indicators nothing was identified to suggest that they were not reasonably stated.
- Based on sample testing undertaken of the indicator selected by Governors nothing was identified to suggest that this indicator is not reasonably stated.

It was reported that, in line with other NHS organisations, the Trust faces significant on-going challenges but that based on Mazars' work they believed that the Trust had met the challenge well so far and was well placed to address future challenges in the short, medium and long term and that the overall outlook was positive.

Mr Pedder invited questions.

Ms Bradley asked whether materiality of 1.5% was an NHS requirement and whether materiality of 1% would make a significant difference. Mr Dalton said that 1.5% has been determined as an appropriate level. All work undertaken was risk based and taking 1% would make only a marginal difference.

Mr Hodgson asked about the deficiency found in the testing of journals where it was identified that journals can be self-reviewed and also that there was no control in place that identified the individual who had created each journal. Mr Dalton said that in light of this finding they had extended the audit testing to make sure that the risk was addressed and that they had recommended some changes in the Trust's systems. These changes had been accepted and work is being undertaken by the Trust.

Ms Bradley queried the use of a limited assurance report rather than a reasonable assurance report. Mr Dalton said that this is standard practice in the NHS and is specified by NHS Improvement.

Mr Pedder thanked Mr Dalton and Mr Priestley for their work on this year's audit. Mr Dalton left the meeting.

The Council of Governors **ACCEPTED** the Audit Completion Report and Assurance on the Quality Report.

COG/18/34

Review of New Arrangements for Council of Governors' Meetings

Mrs Carman referred to the paper on the evaluation of the new Council of Governors format (Paper D) circulated with the Agenda. She understood that the evaluation had also been discussed at the Governors' Forum meeting.

Following a short discussion the following points were noted:

Miss Booth was concerned that the timing of the meeting might exclude individuals from attending who had a full time job. Mr Pedder noted that as always in these situations there had to be a compromise.

Mr Merriman said that during the roundtable discussion time noise from adjacent tables had been quite distracting. He suggested that in future the tables might be placed further apart.

Mrs Carman said that on the whole the new arrangements had evaluated well and that account had been taken of some issues that had been highlighted and a few minor adjustments had been put in place. She said that Governors had requested a further evaluation following today's meeting and she asked everyone to complete and return the questionnaire. An analysis of the evaluation would be presented to the next Governors' Forum meeting and to the Council of Governors meeting on 18 December 2018.

ACTION: Mrs Pellegrina

COG/18/35

Governors' Matters

(a) Notes of Governors' Forum meeting held on 6 September 2018

Mrs Craig reported that it had been a good meeting and newly elected Governors had been welcomed. The Chairman had joined Governors for an hour prior to the formal meeting and a valuable and wide-ranging discussion had taken place, including a brief summary of the current position regarding the appointment of a new Chief Executive. There had been two presentations; an excellent update on retail development at the Trust and an update on actions on car parking following the presentation for Governors in June. Governors had enjoyed and learned from a number of presentations: Information Technology; Psychological Services; Human Resources and a Financial Briefing. These sessions were valued by Governors and they were looking forward to a presentation on sepsis on 8 October. There had been an excellent visit to the Spinal Injuries Unit and a visit to the Central Food Production Unit was planned for 27 September.

Mr Pedder said that the issue of car parking is an on-going challenge for the organisation and, as Governors who had been present at the Annual Members' Meeting were aware, the issue was raised there. He reported that Ms Major would be undertaking a review of the Trust's overall strategy and he hoped that patients, carers, visitors and Governors could be involved. He said that Governors would be kept informed.

ACTION: Ms Major

(b) Report from Council of Governors' Nominations and Remuneration Committee

(b i) General Report: Mr Hodgson reported that since the last Council of Governors meeting the Nominations and Remuneration Committee had met on 6 September 2018. At that meeting the Chairman provided an update on the position regarding the appointment of a new Chief Executive and Staff Governor membership of the Committee had been discussed. The Chairman also reported that Mrs Dawn Moore had advised him that, due to her work commitments, she had decided not to accept the offer to extend her term of office as a Non-Executive Director and would step down at the end of her current term of office on 30 September 2018. Mr Hodgson said that the Committee was meeting on 8 October 2018 to begin the process to seek a replacement for Mrs Moore. He confirmed that in its deliberations the Committee would consider the diversity of the Board.

(b ii) Report on Outcome of Chair Appraisal Process: to be taken at the end of the meeting.

(c) Report from Annual Members' Meeting

Miss Parker reported that the Annual Members' Meeting was held on 12 September 2018 and had been well attended with 102 members present. Most of the attendees had visited the information stalls and three quarters had joined the tour of the Laboratories. She said that the visit had been fascinating with members being invited inside each laboratory which had allowed a really close look at the activities taking place. Overall the event had again evaluated well with all those responding saying that they would be interested in attending future Annual Members' Meetings.

(d) Governor Resignations

Mr Pedder reported the resignation of two Governors:

- Cllr Adam Hurst, Appointed Governor representing Sheffield City Council. It had come to light that Cllr Hurst was already a Governor at Sheffield Health and Social Care NHS Foundation Trust and as the STH Constitution did not permit an individual to be a Governor at more than one NHS body Cllr Hurst had resigned as an STH Governor.
- Mr Peter Hewkin, Patient Governor.

Mr Pedder said that he had accepted both resignations with immediate effect.

COG/18/36

Appointment of External Auditor

Mr Priestley referred to the paper (Paper G) circulated with the Agenda regarding the provision of external audit services. He said that the Trust's current contract commenced with the 2016/17 financial year and runs until the financial year 2018/19 but that under the terms of the contract there was an option to extend the contract for a further two years. He reminded Governors that the external audit service covered the financial and quality reports and a review of the annual report. He said that the Trust's Audit Committee was responsible for recommending an audit appointment to the Governors and it is then the responsibility of the Council of Governors to appoint the External Auditor.

Mr Priestley asked the Council of Governors to approve the recommendation by the Audit Committee to continue with the appointment of Mazars as External Auditor under the current contract provisions for the 2018/19 financial year. Mr O'Kane, as Chair of the Audit Committee, supported the recommendation.

The Council of Governors **APPROVED** the recommendation of the Audit Committee to appoint Mazars as External Auditors.

COG/18/367

For Approval

(a) Review of Council of Governors' Terms of Reference

Mrs Carman referred to Paper E, circulated with the Agenda. She said that, as agreed at the last Council of Governors' meeting, the amended Terms of Reference, with track changes highlighting the amendments, had been circulated to all Governors prior to submission to the Governors' Forum on 6 September 2018 for comment/approval. The Terms of Reference, as amended, had been agreed at the Governors Forum and Mrs Carman invited any further comments.

Ms Bradley asked about the responsibility for the membership engagement strategy and whether Governors are invited to simply approve a strategy or are they involved in its development. Mrs Pellegrina said that the current membership engagement strategy needs to be refreshed and she will engage Governors in drafting a new strategy that would be shared with the Board of Directors prior to approval by the Council of Governors. Ms Bradley suggested that additional resources would be required. Mr Pedder said that the work is adequately resourced but would keep this under review.

ACTION: Mrs Pellegrina

The Council of Governors **APPROVED** the updated Terms of Reference of the Council of Governors.

COG/18/38

To Note:

(a) Chief Executive's Briefing

Ms Major presented the Chief Executive's briefing.

- Operational Update
 - A&E 4 hour standard – the national target is 95% and the Provider Sustainability Fund trajectory target is 91%. STH year to date performance is 88.2%, quarter 1 result was 87.80% and quarter 2 to date is 88.36%. Following the extended winter period there has been a continued improvement. Preparations for this winter are well underway, additional staff and capacity are factored in.
 - 18 week planned care - performance to date has been strong. STH continues to be one of the top three performing Trusts nationally with no 52 week breaches since February 2017. The percentage of patients waiting less than 18 weeks for treatment at the end of July was 95%, which was better than the national target of 92%.
 - Cancer waiting times, GP 62 day pathways – the target is 85%. STH has met the majority of the standards but overall performance is still reduced by late referrals from District General Hospitals. The Trust continues to work with the referring hospitals to address the issue.
 - Diagnostic waits within 6 weeks – the target is 99%, in July 2018 the percentage of STH patients waiting less than 6 weeks for the diagnostic test was 98.77%.
- Local System Review – older peoples' care
 - A system-wide inspection into the care of older people had taken place between 5 – 9 March this year; the report had been published in May.
 - A local summit with NHS organisations and the Local Authority had been held in June to discuss the findings.
- The implementation of an action plan agreed following the summit is supported by the Social Care Institute for Excellence.
- Care Quality Commission inspection – the CQC had inspected the Trust, including a Well Led Review, in July 2018. There had also been a one-day NHS Improvement (NHSI) Use of Resources assessment in July. A draft report had been received for the Trust to check for accuracy. Once checked a final report is expected to be published in November.
- Financial Update –
 - 2018/19 - £2m (0.5%) deficit against plan at Month 5. A further £4.2m surplus above plan is required to meet the NHSI Control Total. Actions are being taken to:
 - Deliver financial/activity/efficiency plans
 - Manage contractual risks

- Maximise contingencies/in-year gains
 - Implications for 2019/20 – NHS 5 Year Funding Settlement and 10 Year Plan.
- Other points to note:
 - Chris Morley had been appointed as Chief Nurse.
 - Chief Executive recruitment was ongoing.
 - Sir Andrew Cash was now in post as Chief Executive Officer of the South Yorkshire and Bassetlaw Integrated Care System.
 - Matt Hancock had been appointed Secretary of State.
 - Lord David Prior had been appointed Chair of NHSI.
 - Implications of CCG Urgent Care Consultation.
 - Additional complexities for STH – changes arising from the merger of NHS England and NHS Improvement.
 - Development of 10 Year Plan in response to additional Government funding.

The Council of Governors **NOTED** the Chief Executive's Briefing.

(b) Report on Elections to Council of Governors 2018

The Council of Governors **NOTED** the report on Elections to the Council of Governors 2018.

(c) Report on Governors' Visit to Endoscopy Unit at NGH 26 February 2018

Mrs Craig referred to the report circulated with the Agenda (Paper J). She reported that the visit had been well organised by the Unit, Governors believed that the staff were exceptionally professional and very welcoming, and had been proud to show them around the Unit. The Unit demonstrated a commitment to research, training and evidence-based practice. Governors believed there to be good patient flow and a good patient experience. Mrs Craig said that Governors had witnessed a very busy Unit. A shortage of space generally and particularly in the patient waiting area had been noted and Governors had commented in their report that some relaxing music and better reading material would improve the waiting area. Mr Pedder thanked Governors for their report and observations and asked Ms Major to consider Governors comments.

ACTION: Ms Major

The Council of Governors **NOTED** the report on the visit to the Endoscopy Unit.

(d) Complaints and Feedback Report 2017/18

Mrs Jessop presented the report and said that the Trust had done very well in responding to complaints within the agreed timescale and consequently it had been agreed to increase the target from 85% to 90%. During 2017/18 the Trust again participated in the National Inpatient Survey and had achieved excellent results. Mrs Laban said that this had been a great achievement and said she would like to share with Governors the Executive Summary of the report that had been presented to the Healthcare Governance Committee.

ACTION: Mrs Pellegrina

The Council of Governors **NOTED** the Annual Complaints and Feedback Report.

COG/18/37

Governors' Matters continued

(b) Report from Council of Governors' Nominations and Remuneration Committee

Report on the Outcome of the Chair Appraisal 2017-18.

The Chairman, Non-Executive Directors and Executive Directors left the meeting. Mrs Laban, as Senior Independent Director, took the Chair.

Mrs Laban asked Mr Hodgson as Vice-Chair of the Council of Governors' Nominations and Remuneration Committee to summarise the outcome of the Chair's appraisal. Mr Hodgson referred the Council to Paper F, circulated with the Agenda. He said that 21 questionnaires had been circulated to Non-Executive Directors; Executive Directors and Governors on the Nominations and Remuneration Committee and 16 had been returned, a response rate of just under 80%. He believed this was a missed opportunity for 20% of those invited to contribute and further work would be undertaken to secure a higher rate of return. He invited participants to contact himself or Mrs Laban to discuss the process in advance of next year's appraisal.

Mr Hodgson reported that 98.4% of the responses were positive with no negatives. This leads conclusively to the statement in Paper F that "the Chair had an all-round excellent performance in all aspects of the role". The main action point for the Chair arose from comments made by Governors and as a result of these comments the Chair had decided to tackle behavioural issues in more detail at his induction session for Governors.

Mrs Laban thanked Mr Hodgson for his report and she confirmed that the summary of the Chair's appraisal would be presented to the Board of Directors to note.

The Council of Governors **NOTED** the report on the outcome of the Chair's appraisal.

ACTION: Mrs Carmen

Mr Pedder returned to the meeting.

COG/18/39

Any Other Business

There was no further business to discuss.

COG/18/40

Date of Next Meeting

The next meeting of the Council of Governors would be held at 3.00 pm on Tuesday 18 December 2018 in the Undergraduate Common Room, Medical Education Centre, Northern General Hospital.

Signed:
Chairman

Date:.....