

**A**

Minutes of the Meeting of the COUNCIL OF GOVERNORS
held on Tuesday 27 June 2017
Undergraduate Common Room, Northern General Hospital

PRESENT: Tony Pedder (Chairman)

PATIENT AND PUBLIC GOVERNORS

Mick Ashman	Peter Hewkin	Kath Parker	Graham Thompson
Jennifer Booth	Martin Hodgson	Spencer Pitfield	John Warner
George Clark	Jacquie Kirk	Sue Taylor	Michael Warner
Sally Craig	Ian Merriman		

STAFF GOVERNORS

Dylan Caffell	Cath Hemingway	John West	Irene Mabbott
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PARTNER GOVERNORS

Amanda Forrest

IN ATTENDANCE

Andrew Cash	Chief Executive
Sandi Carman	Assistant Chief Executive
Mark Gwilliam	Director of Human Resources
Kirsten Major	Deputy Chief Executive
Chris Morley	Deputy Chief Nurse (Deputising for Hilary Chapman)
Jane Pellegrina	Foundation Membership Manager
Julie Phelan	Communications Director
Neil Priestley	Director of Finance
David Throssell	Medical Director
Steve Appleton	Senior Manager, Mazars (Item 5)
Cameron Wadell	Partner, Mazars (Item 5)

APOLOGIES - GOVERNORS

Georgina Bishop	Joyce Justice	Lewis Noble	Sarah Williamson
Dorothy Hallatt	Harold Sharpe	Paul Corcoran	

APOLOGIES - BOARD MEMBERS

Hilary Chapman	Chief Nurse
Annette Laban	Non-Executive Director

OBSERVER

Claire Reynolds, STH Senior Employment Lawyer, HR Department

COG/17/11

Declarations of Interest

There were no declarations of interest.

COG/17/12

Minutes of the Meeting of the Council of Governors (COG) held on 21 March 2017

The Minutes of the Meeting of the COG held on 21 March 2017 were agreed and signed by the Chairman as a correct record.

COG/17/09 (a) Peter Hewkin asked for confirmation of where Governors could interact with NEDs. The Chairman said that when Governors are observing at the Board of Directors Meetings or at Board Committees there were opportunities to interact with NEDs before and after the meetings and also other occasions including, for example, when NEDs might accompany the Chairman and the Assistant Chief Executive at the pre-meeting prior to the Governors' Forum.

COG/17/13

Matters arising

(a) Guest access to Trust WiFi

The Chairman reported that patients and visitors now have guest access to Trust WiFi, Spencer Pitfield said that this was good news and confirmed that it was working well.

(b) Appointed Governors

The Chairman said that following Governors highlighting the issue of long standing vacancies for Appointed Governors he would be raising the issue with Sheffield City Council, the University of Sheffield and Sheffield Hallam University and would report back on progress at the next Meeting.

Action: Tony Pedder

(c) Delayed Transfers of care

(COG/17/03 (b)) The Deputy Chief Executive said that Chris Powell-Wiffen (Deputy Chief Operating Officer) had provided a comprehensive update on delayed transfers of care to Governors at a meeting on 7 June. She reported that the Trust continued to work closely with Sheffield City Council and the Clinical Commissioning Group to minimise delayed transfers of care and that operationally good progress had been made. She said that pathway redesign is being reviewed in an effort to establish three clear routes for hospital discharge:

- home with no additional support required, or if not possible;
- home for intermediate support and further assessment, or if not possible;
- to another care setting for intermediate support and further assessment

She said that for patients and their families making significant decisions about an individual's long term future care needs should not have to be made from an acute hospital bed and highlighted that discharge home should always be the primary objective.

The Chairman commented that it would be important to continue this progress into the winter.

External Audit Service: Audit Completion Report (ISA 260)

Cameron Wadell and Steve Appleton were in attendance for this item. Mr Wadell explained that the purpose of their attendance was to present Governors with Mazars' Management Letter for the year ended 31 March 2017 (enclosure B) and external assurance on the Trust's Quality Report for the same period (enclosure C) which had been circulated with the agenda. He said that any questions from Governors would be welcomed. He said that their presentation would cover two aspects of their work for 2016/17:

- Their Management Letter which summarised the key messages arising from their work at the Trust in their first year as the Trust's external auditor, and
- Their External Assurance on the Trust's Quality Report

He explained that Mazars' responsibilities as the Trust's external auditor are set out in the National Audit Office Code of Audit Practice and include:

- Giving an opinion of the Trust's accounts,
- Reviewing evidence of the Trust's arrangements to deliver economy, efficiency and effectiveness
- Reviewing the Trust's Annual Governance Statement and the Annual Report
- Reporting to the National Audit Office (NAO) on the Trust's consolidated schedules.

He reported that the overall messages were very positive and that all deadlines had been met by the Trust and Mazars. They had found the Trust's team very co-operative which had ensured a smooth process and allowed them to issue an unqualified opinion. The audit had identified only a small number of presentational errors in the draft accounts which had been corrected by the Trust. He confirmed that they found no evidence that proper arrangements were not in place to secure economy, efficiency and effectiveness and that appropriate assurance had been provided to the NAO on the Trust's consolidated scheduled by the agreed deadline.

Mr Appleton then highlighted Mazars' responsibilities for the Trust's Quality Report, explaining that these are set by NHS Improvement and include:

- Reviewing the content of the Quality Report
- Testing on a sample basis two mandated indicators
 - Percentage of incomplete patient pathways within 18 weeks
 - Percentage of patients with a total time in A&E of 4 hours or less
- Testing on a sample basis one indicator selected by Governors
 - emergency readmissions within 28 days of discharge from hospital

He confirmed that Mazars' had issued their limited assurance report on the Trust's Quality Report on 24 May which was in advance of the deadline:

- The Trust's Quality Report was comprehensive, with no issues arising on content or consistency
- Based on sample testing of the 2 mandated indicators they did not identify anything to suggest that they were not reasonable stated
- There were no matters to report arising from their work on the indicator selected by Governors.

He said that, like many NHS organisations, the Trust faces significant ongoing challenges but, based on their work so far, they believed that the Trust had met the challenge well so far and was well placed to address future challenges. In conclusion he said that the Trust had

taken a positive and constructive approach to the audit and thanked the team for their support and co-operation.

The Chairman thanked Messrs Wadell and Appleton and they left the meeting.

COG/17/15

Governors' Matters

(a) Notes of Governors' Forum Meeting held on 25 May 2017

Kath Parker referred to the Notes of the Governors' Forum Meeting held on 25 May 2017 and highlighted the following points:

- As agreed, the Chairman, Annette Laban and Sandi Carmen had joined Governors for an informal hour long session prior to the Forum Meeting and Governors had valued this and were looking forward to establishing this as a regular practice at future meetings.
- After more than two years in the role Kath said that she was stepping down as Forum Convenor and reported that Sally Craig would be taking over from the next meeting.
- Governors had attending a meeting with the Director of HR to discuss the results of the Staff Survey. Governors had enjoyed the meeting and thanked Mark for a very informative session.
- There had been a further presentation on IT from Andy Vernon and his colleagues. Governors welcomed the opportunity to keep up-to-date on IT issues and it had been agreed to meet with Andy on a quarterly basis with the next meeting planned for September. On 7 August Governors are meeting with Lisa Needham for an update on Lorenzo.
- As mentioned by the Deputy Chief Executive, Governors had enjoyed a very informative meeting Chris Powell-Wiffen to discuss Delayed Transfers of Care.
- In May Governors had visited the Hand Unit at NGH. This was a very interesting visit and a report would be presented to the next meeting.
- Feedback from a recent event for Members' during Dying Matters Week *We are not immortal* had been good. It was agreed that, although this had not been an easy theme, it had been an excellent, well organised event.
- At the invitation of Staff Governor John West, Governors would be visiting the Cardio Cath Labs on 30 June.

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

George Clark reported that the Council of Governors' Nominations and Remuneration Committee appraised the performance of the Chair annually. The appraisal is an evidence based assessment utilising feedback obtained from members of the Council of Governors' Nominations and Remunerations Committee, Executive and Non-Executive Directors. It reviewed performance over the previous 12 months and identified any learning and development requirements. The process is led by the Council of Governors' Nominations and Remuneration Committee supported by the Senior Independent Director. He said that the 2016/17 process was underway and the outcome would be reported to the next Council of Governors Meeting.

The Council also noted that George Clark and John Warner would be stepping down from the Council of Governors' Nominations and Remuneration Committee when their term of office as Governors ended on 30 June 2017. The Chairman thanked George and John for their contribution as members of the Council of Governors' Nominations and Remuneration Committee over a number of years.

(c) Update on arrangements for Annual Members' Meeting (AMM)

Kath Parker confirmed that a small group of Governors had met to discuss plans for this year's AMM which is being held on 21 September in the Medical Education Centre. The group are to meet with the Communications Director to share their ideas. The Chairman asked if consideration had been given to feedback received last year. Kath confirmed that it had.

(d) Feedback from Governors' Time Out

Martin Hodgson introduced himself as a Public Governor for West Sheffield and said a little about his background before retirement from the Inland Revenue. He said that Governors have found their Time Out very useful and explained that his presentation would cover two topics:

- Report from Governors' Time Out held on 10 April
 - (i) Governors' Code of Conduct
 - (ii) Council of Governors' Meetings
 - (iii) Contacts with NEDs
- Governors' contribution to the Quality Report Steering Group

(i) Code of Conduct - A range of issues had arisen prompting Governors to take a fresh look at the Code of Conduct for Governors. It was felt that generally there was an uneven contribution from governors with most of the weight falling on the same individuals. He said that this was a tricky situation because all governors are volunteers and some are in full time employment, either at STH or other organisations. Nevertheless, governors believed that some clarification was necessary. Currently the only sanction against governors is if they fail to attend two consecutive Council of Governors meetings or if they behave in a way that brings the Trust or the office of governor into disrepute. It was agreed to consider adding a sanction for *inadequate performance of duties*. For example, if a governor simply attends two Council of Governors Meetings per year and contributes nothing more, the Time Out concluded that it was hard to see how they could be fulfilling their duties. The underlying aim was for governors to improve their collective performance and it was felt that words of encouragement for a greater contribution could be incorporated, e.g. "to work with the Trust to help ensure successful outcomes for the organisation." He also reported that governors were keen to improve the actual process for removal of a governor and this was work in progress.

Governors' contact with the media was also discussed. Initially there had been strong feeling that governors should not have any contact with the media but should refer any issues to the Trust Communications team. However, Spencer Pitfield had reminded governors that the term media should include social media and that it would be unfair to prohibit governors from using Facebook or Twitter, for example, to keep members up to date with their activities. Martin said that governors had agreed that use of such media for making positive or neutral comments ought to be allowed and consideration would be given to appropriate wording to be added. It had been concluded that dealings with the formal media should continue to be subject to advice from the Comms team.

Martin reported that further work was still to be undertaken and no actions on amending the Code of Conduct would be taken without prior reference to the Chairman.

(ii) Council of Governors Meetings - Martin said that following detailed discussion the Time Out had concluded that:

- The purpose of the Council of Governors' Meeting, in relation to the statutory responsibilities of governors – to hold the Non-Executive Directors to account for the performance of the Board and to act as the link between the Trust and its Members, is unclear. The Meetings continue to be a formal setting where governors receive information and, although governors are glad to receive this abundance of information, the process can create a pedestrian and less vital meeting than might otherwise be hoped for.
- Governors should not simply be spectators at the meeting but should play a more active role, with a governor presenting to each meeting, providing a brief personal background and a report on a current, significant project/workstream they are involved with as a governor. In time a similar presentation from a Non-Executive Director would be welcomed by governors.
- The layout of the room should be reviewed
- Better use of IT
- There should be an evaluation of the Meetings
- Governors would find an annual, joint meeting with the Board of Directors valuable, likewise an annual, joint meeting between Governors and NEDs.

(iii) Contacts with Non-Executive Directors – an aspiration of the Time Out was for more informal contact between governors and NEDs to promote the sharing of experiences.

Report on Governor involvement in the Quality Report Steering Group

Martin said that along with two other governors, Kath Parker, Peter Hewkin, he attends the Quality Report Steering Group. The Quality Report is a high-profile, formal document and the Chair of the Group, David Throssell, conducts the meetings meticulously. Discussion is stimulating and the comments of governors are listened to which makes their contribution worthwhile. Governors look forward to continuing to play a small part in this very large and important programme of work.

Governors made the following comments:

Amanda Forrest said that there are three categories of governor – elected governors representing patients and the public; elected staff governors and those appointed by partner organisations. Not all governors are able to afford the same amount of time to undertake the role; inevitably there are nuances depending on the constituency and whether governors are retired or working.

Spencer Pitfield said that the Time Out had provided an opportunity for robust discussion. He commented that the organisation's internal structures are evidence of good governance but he believed that governors and the organisation should be seeking to reach out more into the wider community.

The Deputy Chief Executive said that she had witnessed a different approach to Membership and reaching out into the community from the mental health trusts, she believed STH should consider a Trust Strategy for Membership.

The Chairman reminded governors that the Council of Governors had been established prior to holding the Board of Directors Meetings in public; he remarked that there were opportunities for interaction between governors and Non-Executive Directors with similar opportunities for governors when observing at the Board Committee Meetings

The Chairman thanked Martin for his thoughtful presentation.

COG/17/05

Governors' Open Forum Discussion

Cyber-attack – STH Response

The Medical Director said that on Friday 12 May the Ransomware, *WannaCry*, had infected computers in 150 countries. In addition to the NHS, wide-ranging organisations were affected including Nissan, Hitachi, FedEx and the Russian Central Bank. Unsupported operating systems such as Microsoft XP and Windows 2003 had been most vulnerable. In March Microsoft had released a patch to protect against this attack and with 96% of Trust computers already patched STH had avoided being infected.

The Medical Director said that when the Trust first received reports from partner organisations that they were witnessing infections we took early measures to secure our networks. Silver command was instigated on the evening of Friday 12 May with regular meetings throughout the weekend co-ordinating the operational response. Additionally, a 24-hour resident Trust Executive Group rota was established covering the entire weekend.

He said that this had been a major, international Cyber-attack with the potential to inflict serious operational difficulties at the Trust, however, the rapid, co-ordinated and effective response from IT and operational teams had ensured that STH was not infected at any stage and no clinical activity was lost.

He reported that the Trust had learned a lot about prevention at a technical and operational level and we had also learned how to respond for any future attacks. However, because of the nature of this attack and the impact on the Trust, we learned relatively little in relation to threat detection and clean-up. Finally, it was noted that there is an ongoing programme of work and communication with staff being informed by the lessons learned.

The Chairman and governors asked for it to be minuted that there had been an exceptional performance from staff across the organisation and what an excellent job everyone had done particularly the IT team.

COG/17/06

2016/17 Outturn Financial Position and 2017/18 Financial Plan

The Director of Finance referred to his Financial Update Paper E (previously circulated); he confirmed that the 2016/17 Annual Accounts showed a surplus of £5.8m. This improvement on plan was assisted by several one-off benefits including £4.6m of additional Sustainability and Transformation Funding (STF) over and above the £19.3m Core STF on account of STH achieving its Control Total. He said this outcome reflected some positive achievements including improved Directorate performances in the second half of the year driven by improved activity delivery, better than predicted CQUIN income, £1m of System Resilience (previously winter) Funding from Sheffield Clinical Commissioning Group and approximately £18m of contingencies. He reported capital investment of around £31m and a reasonably strong working capital position at the year-end. He said the Trust's performance should be viewed in the context of an aggregate deficit for NHS Providers of £791m and reminded governors that pressures in-year, offset by one-off gains, remain significant challenges in 2017/18.

Turning to the 2017/18 Financial Plan the Director of Finance reported that the Trust's Control Total is a deficit of £4.2m, a reduction on last year, with a provisional STF allocation of £18.6m, dependent on delivery of the Control Total and achievement of A&E 4 hour targets. Our 2017/18 Financial Plan is a deficit of £6m. He said there are major risks in achieving this including delivery of activity, efficiency and financial plans across the organisation; residual contracting issues; further service, workforce and financial pressures

and securing all of the STF. 2017/18 will be difficult but the Trust will do everything possible to meet the challenges.

The Chairman said this was a tremendous achievement and thanked all those concerned.

COG/17/07

Chief Executive's Report

Before presenting his report the Chief Executive said that in the aftermath of the Grenfell fire he would like to invite the Deputy Chief Nurse to brief governors on the Trust's fire arrangements. The Deputy Chief Nurse said that following the tragedy the Estates Director and Specialist Fire Prevention Officer had attended the Healthcare Governance Committee on Monday 19th June and had given a comprehensive update on the Trust's fire arrangements. He outlined the things in place:

- Fire Safety Policy and Strategy
- Fire alarm systems that are monitored 24 hours a day
- Regular checking of the fire compartment system
- Fire Evacuation Strategy
- Highly qualified senior fire team with fire teams on each campus
- Fire wardens
- Staff attend fire lectures as part of mandatory training and regular updates
- Fire strategy to which contractors on site are required to adhere
- Good housekeeping
- Annual fire report presented to Healthcare Governance Committee

He reported that the Secretary of State for Health had instructed NHS Improvement to contact all NHS Trusts and Foundation Trusts requesting them to undertake urgent inspections of all properties.

The Deputy Chief Nurse confirmed that the Trust did not have any buildings with high risk external cladding.

Mick Ashman asked whether Trust buildings had sprinkler systems installed? The Deputy Chief Nurse said that previously, for fire safety, sprinklers had not been a requirement, building design was the main priority, however, sprinklers are installed in some Trust buildings based on risk assessment.

George Clark commented that he had observed the Healthcare Governance Committee on 19 June and had been reassured by the robust response from the Trust Fire Officer.

The Chief Executive thanked the Deputy Chief Nurse for the update. He reassured governors that arrangements were in place to ensure that the Trust had a fire-safe environment and that risks were mitigated as far as possible. He also emphasised that the position was moving rapidly but governors would be kept up to date.

South Yorkshire and Bassetlaw Accountable Care System and Sheffield Accountable Care Partnership

The Chief Executive gave a presentation on the Accountable Care Model. He said that Sustainability and Transformation Plans (STPs) would evolve into Accountable Care Systems (ACSs) enabling delivery of the priorities in the Sheffield place-based plan and STP.

He said that within the South Yorkshire and Bassetlaw Accountable Care System (previously the South Yorkshire and Bassetlaw STP) there were five Place Based Plans

being produced by Accountable Care Partnerships for each area: Barnsley, Bassetlaw, Doncaster, Rotherham and Sheffield. Sheffield's Place Based Plan will:

- Invest in prevention
- Take a lifecycle approach to services
- Help more people back to work
- Improve attainment levels for school leavers
- Invest heavily in the development and delivery of neighbourhood working
- Tackle inequalities head on
- Address physical and mental health requirements equally
- Agree a single risk-stratification process for the population of Sheffield
- Work with staff and teams to promote flexibility
- Strengthen Primary Care to meet today's needs and future needs
- Help more children, young people and adults to stay independent
- Design an infrastructure that supports this

He reported that the responsibility for planning and delivery of the Place Based Plans is devolved to the five 'places' within the South Yorkshire and Bassetlaw Accountable Care System. These five places, including Sheffield, have agreed that locally they would create Accountable Care Partnerships (ACP) to deliver integrated care on a place basis, supported by local/place-based integrated commissioning arrangements. He identified the key partners in Sheffield as Sheffield Teaching Hospitals, Sheffield Clinical Commissioning Group, Sheffield Health and Social Care Trust, Sheffield Children's Hospital, Primary Care Sheffield and Sheffield City Council.

Finally he reported that the Board of Directors is reviewing a South Yorkshire and Bassetlaw Health and Care Working Together Partnership Memorandum of Understanding Agreement, and all Partners in the Accountable Care System will be asked to sign up to the principles of the Memorandum of Understanding (MoU).

Martin Hodgson asked when governors could see the MoU? The Chief Executive said that following review of the MoU by the Board of Directors at its July meeting governors can see the document.

General Election Update

The Chief Executive reported that following the General Election on 8 June 2017 it had been confirmed that Jeremy Hunt will remain in post as Health Secretary.

Workforce Race Equality Scheme

The Chief Executive said that a case study featuring the work of the Trust Workforce Race Equality Standards (WRES) had been published and was available on the Trust website.

Mick Ashman asked for a presentation on Race Equality at the next Council of Governors Meeting. This was AGREED and the Director of HR was asked to organise it.

ACTION: Mark Gwilliam

Supporting staff, visitors and patients – Accessibility Guide

Peter Hewkin said that he had attended the Disabled Go launch event and had been impressed. However, he did want to highlight the inaccessibility of some of the Trust's car parks, particularly the multi-storey car park at the Royal Hallamshire Hospital. The comments were noted by the Deputy Chief Nurse.

COG/17/08

To Note

- (a) Report on 2017 Elections to Council of Governors

The Report on the results of the 2017 Elections to the Council of Governors was NOTED.

- (b) Quarterly Complaints and Feedback Report for the period October – December 2016

The Report was NOTED.

COG/17/09

Any Other Business

The Chairman said that some Governors were coming to the end of their term of office and he particularly wanted to thank George Clark, Graham Thompson and John Warner who were attending their last meeting for their valuable contribution as governors over the past nine years. He also thanked Jo Bishop who had served for nine years and Dorothy Hallatt who had served for three years, Jo and Dorothy were unable to be at today's meeting. He congratulated Jacquie Kirk and Sally Craig who had been re-elected for a further three year term of office.

COG/17/10

Date of next Meeting:

The next Meeting of the Council of Governors would be held at 5.00 pm on Tuesday 5 September 2017 in the Undergraduate Common Room, Medical Education Centre, Northern General Hospital.