



Minutes of the Meeting of the COUNCIL OF GOVERNORS
held on Tuesday 6th December 2017
Undergraduate Common Room, Northern General Hospital

PRESENT: Tony Pedder (Chairman)

PATIENT AND PUBLIC GOVERNORS

Mick Ashman	Sally Craig	Ian Merriman	Enid Wadsworth
Barbara Bell	Peter Hewkin	Kath Parker	Michael Warner
Jennifer Booth	Martin Hodgson	Harold Sharpe	Nev Wheeler
Wendy Bradley	Steve Jones	Sue Taylor	

STAFF GOVERNORS

Dylan Caffell	Irene Mabbott	John West
Cath Hemingway	Karen Smith	

PARTNER GOVERNORS

Amanda Forrest	Luc de Witte
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IN ATTENDANCE

Sandi Carman	Assistant Chief Executive	
Hilary Chapman	Chief Nurse	
Sue Coulson	Business Manager, Board of Directors (Minutes)	
Mark Gwilliam	Director of Human Resources	
Michael Harper	Chief Operating Officer	
Jane Pellegrina	Foundation Membership Manager	
Julie Phelan	Communications Director	
Neil Priestley	Director of Finance	
DavidThrossell	Medical Director	
Yvonne Coghill	Director, WRES Implementation NHS England (COG	} Item COG/17/38
Richard Watson	Workforce Information Analyst, Human Resources	
Kate Gleaves	Deputy Director of Strategy and Integration, Sheffield CCG	} Item COG/17/40
Anthony Gore	Clinical Director, Sheffield CCG	
Mandy Philbin	Acting Chief Nurse, Sheffield CCG	

APOLOGIES - GOVERNORS

Paul Corcoran	Adam Hurst	Lewis Noble	Cressida Ridge
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APOLOGIES - BOARD MEMBERS

Tony Buckham	Non-Executive Director
Annette Laban	Non-Executive Director
Kirsten Major	Deputy Chief Executive
Dawn Moore	Non-Executive Director
Chris Newman	Non-Executive Director

The Chairman welcomed everyone to the meeting including Luc De Witte who was representing the University of Sheffield and attending his first meeting. The Chairman also reported that the new nominee for the Sheffield City Council was Councillor Adam Hurst but unfortunately he was unable to attend today's meeting due to a clash with Council meetings.

COG/17/34

Declarations of Interest

There were no declarations of interest.

COG/17/35

Minutes of the Meeting of the Council of Governors held on 5th September 2017

The minutes of the Meeting of the Council of Governors held on 5th September 2017 were agreed and signed by the Chairman as a correct record.

COG/17/36

Matters arising

(a) Appointed Governors

(COG/17/25 (b)) As mentioned by the Chairman in his opening remarks the following two Appointed Governors had taken up seats on the Council of Governors:-

- Councillor Adam Hurst, Sheffield City Council
- Professor Luc de Witte, University of Sheffield

In addition the Chairman reported the following matters:

- Paul Corcoran had left the Sheffield College and therefore had stood down from the Council of Governors. The Chairman stated that he would not be pursuing a replacement for Paul with the Sheffield College until Paul's successor had been appointed.
- With reference to the Appointed Governor vacancy on the Council for a representative from Sheffield Hallam University, the Chairman reported that he had decided not to approach the University at the current time but to wait until after the post of Pro-Vice Chair (Health and Wellbeing) had been filled.
- It was noted that the representative of Voluntary Action Sheffield (VAS) had not attended any Council meetings since being nominated and the Chairman would be taking up that matter with VAS directly.

COG/17/37

Governors' Matters

(a) Notes of Governors' Forum Meeting held on 9th November 2017

Sally Craig highlighted the following discussions which had been held at the Governors' Forum Meeting on 9th November 2017:

- Recruiting and retaining healthcare professionals
- Work on the Constitution
- Feedback from the South Yorkshire and Bassetlaw Accountable Care System event held at the New York Stadium, Rotherham on 27th October 2017

Michael Warner stated that he had hoped to discuss the matter of the feasibility study being undertaken to provide a private patient facility at the Trust at the Forum

but that it had not been possible. The Chairman reported that there was nothing to discuss or report at the current time and if and when there was it would be brought to an appropriate agenda.

(b) To note the appointment of the Vice-Chair of the Council of Governors' Nominations and Remuneration Committee

The Chairman reported that Martin Hodgson had been appointed as Vice-Chair of the Council of Governors' Nominations and Remuneration Committee.

(c) Report from Council of Governors' Nominations and Remuneration Committee (COG N&RC)

Martin Hodgson, Vice-Chair, COG N&RC, gave a report from the following meetings of the Committee:

- 18th October 2017

One of the outcomes from the Chairman's appraisal was that Annette Laban in her capacity as Senior Independent Director had agreed to meet with the Governors who sit on the Committee early in the New Year to discuss, among other issues, how to strengthen the process by which the Chairman appraised Non-Executive Directors.

Paul Corcoran's resignation from the Committee was noted.

The Committee recommended to the Council of Governors the appointment of Professor Chris Newman as Non-Executive Director (University of Sheffield) as replacement for Professor Pam Shaw. This had been subsequently approved by the Council by email correspondence.

Ian Merriman proposed that a letter be sent to Professor Shaw to thank her for her services as a Non Executive Director on behalf of the Governors. The Chairman agreed to action that on behalf of Governors.

Action: Tony Pedder/Sandi Carman

- 15th November 2017

The Committee had noted that the following had been nominated as Appointed Governors with immediate effect:

- Councillor Adam Hurst, Sheffield City Council
- Professor Luc de Witte, University of Sheffield

The Committee had reviewed its Terms of Reference and at the same time had also looked at the process for selection of the Vice-Chair and the selection process for Governors to join the Committee. Copies of both those processes were attached as appendices to the Committees Terms of Reference which was the next item on the agenda for approval.

(d) To Approve the Terms of Reference of the Council of Governors' Nominations and Remuneration Committee (COG N&RC)

The Assistant Chief Executive referred to the updated Terms of Reference of the COG N&RC (Enclosure C) circulated for approval.

Peter Hewkin requested approval of the Terms of Reference be deferred to the next meeting as he felt that he and a couple of Governors had not had sufficient time to

review them in detail given that they had only been circulated in the last couple of days. That request was also supported by Wendy Bradley. Peter Hewkin stated that his concerns related to:

- there was no stated term of office for COG N&RC members
- why the term of office for the Chair and Non-Executive Directors differed from that stated in the NHS Foundation Trust Code of Governance (four years rather than three years)
- why the minutes of the COG's Nominations and Remuneration Committee meetings were kept confidential.

The Chairman explained that the work of the Committee was complex and it only normally met twice a year so therefore there was a desire to have a continuity of its members and it was felt sensible that the tenure of the committee of members would correspond to the tenure of office as a Governor (3 years).

With reference to the term of office of Non-Executive Directors, the Chairman explained that the Trust had decided to keep, as per the Trust's Constitution, the term of office for Non-Executive Directors at four years rather than three years, extendable for a second term, as it was felt that provided the Board with sufficient stability and continuity.

The Chairman also pointed out that minutes of such Committees both in the public and private sector were kept confidential as the matters being dealt with were of a confidential nature. However if any Governors had any particular concerns they should contact him.

The Assistant Chief Executive reported that the same practice was followed in terms of the minutes for the Board of Directors Nominations and Remuneration Committee.

As there appeared to be a division of opinion as to whether Governors had been given sufficient time to review the Terms of Reference the Chairman asked Governors to take a vote on whether they were happy to approve them at today's meeting. A vote was taken and the majority vote was to **APPROVE** the Terms of Reference and therefore that motion was carried.

(e) Resignation of Mrs Jacquie Kirk, Public Governor

The COG noted the resignation of Mrs Jacquie Kirk, Public Governor.

(f) Council of Governors' Meetings

The Assistant Chief Executive reported that she had asked the Foundation Trust Membership Manager to look at options for the timing of holding Council of Governors meetings to facilitate attendance by Board members as well as Governors. A complete review was underway and included:

- The time and dates of meetings
- Concept
- Forum
- Layout
- Agenda

Opinions from Governors would be canvassed.

Action: Sandi Carman

Workforce Race Equality Scheme (WRES)

Yvonne Coghill, Director, WRES Implementation NHS England, was in attendance for this item and gave a presentation on the work taking place within the Trust on WRES.

The key points to note were:

- WRES was a very important programme within the NHS and was proving very successful.
- The four main reasons why the NHS needs WRES:
 - The moral case - It's the right thing to do
 - The legal case - The law says that we should
 - The financial case - it makes good business sense
 - The quality case - it ensures high quality care, better satisfaction and a safer service for our patients
- Of the 1.4 million people working in the NHS:
 - 20% of staff were from BME backgrounds
 - 28% of doctors were from BME backgrounds
 - 40% of hospital doctors
 - less than 5% of senior managers were from BME backgrounds
 - 20% nurses and midwives were from BME backgrounds
 - 1 BME Chief Executive
 - 2 BME Executive Directors and 4 Director of Nursing
 - Less than 3% of Medical Directors were from BME backgrounds

There were fewer BME staff in higher banded posts.

- WRES was a set of metrics against which all NHS organisation were required to demonstrate progress against nine indicators.
- Raising the profile of WRES has helped the Trust to make improvements against a number of the metrics although it was acknowledged there was still a significant amount of work to do.
- Phase two of WRES was now underway and the aim was to close the gaps in workforce race equality across the NHS.
- Richard Watson, Workforce Information Analyst, had produced an excellent monitoring and targets tool (Dashboard) in order to produce metrics for the Trust. The data gathered could be drilled down into, analysed and interpreted. Other NHS organisations had requested to use that Dashboard.

Following the presentation the Chairman stated that the Trust had embraced this work and was keen to be a role model on how to change things, although he acknowledged that there was still a lot of work to do.

The following points were raised during discussion:

- Mick Ashman asked if WRES data existed for other organisations? Yvonne Coghill confirmed that it did and agreed to send the link to Governors.
Action: Yvonne Coghill
- Martin Hodgson enquired how much attention Yvonne Coghill was able to give to other Trusts across the country? She stated not as much as she would like as there were

only six members in her team. However they tried to go into the organisations which invite them in. A key priority was to recruit and train between 50-70 people across the country to undertake this work.

- Michael Warner asked how the NHS compared to the private sector? Yvonne Coghill stated that the private sector was no better than the public sector.

The Chairman thanked Yvonne Coghill for her presentation.

COG/17/39

Feedback from Governors

Due to time constraints it was decided to defer Sally Craig's presentation.

COG/17/40

Making Urgent Care Work Better in Sheffield – NHS Sheffield Clinical Commissioning Group (CCG) Consultation: presentation

Kate Gleaves, Deputy Director of Strategy and Integration, Mandy Philbin, Acting Chief Nurse and Anthony Gore, Clinical Director, Sheffield CCG were in attendance for this item.

Kate Gleaves gave a presentation on the CCG's proposals to make urgent care work better in Sheffield (copy attached to the minutes). She reported that the closing date of the consultation had been extended to 31st January 2018 in order to ensure that everyone's views were heard. She also pointed out that there was a national requirement to have an Urgent Treatment Centre in Sheffield by 2019.

The CCG were running Clinical Reference Groups across the city and would welcome STH clinicians to attend.

Following the presentation, the Chairman stated that the Trust would respond in detail to the consultation by the closing date. However he emphasised that given the impact of the proposals on the Trust it was vital that the CCG shared its modelling information and numbers with the Trust without further delay in order that it could respond appropriately.

The Chief Executive reported that a Hospital Services Review was also underway and was looking at urgent emergency care. The findings of that review would be published in April 2018.

During discussion, Governors raised the following concerns:

- How could the CCG guarantee that people with eye conditions present at the right place?
- How does a person know if they have an emergency eye problem?
- No thought had been given to the impact on the infrastructure around the Northern General Hospital of moving services from the City Centre and the Royal Hallamshire Hospital to the Northern General Hospital. The view was the current infrastructure both externally and internally could not support the increased traffic.
- There was no detail of the financial costs to cover the capital developments on the Northern General Hospital site.
- The current proposals would not solve the current lack of GP resources.
- Why close the Walk-in Centre rather than turn it into the Urgent Care Treatment Centre.

- The plan was for people to phone their GP practices for appointments. However getting through to GP practices by telephone was extremely difficult so how would that problem be overcome.
- There was concern at the lack of services for the residents in south west Sheffield if the Walk in Centre and the Minor Injuries Unit at the Royal Hallamshire Hospital were closed.
- Efforts should first be focussed on improving access to GP services which was the fundamental problem before decommissioning any other units.

COG/17/41

Chief Executive's Report

The Chief Executive highlighted the following items from his report (Enclosure D) circulated with the agenda papers:

- Integrated Performance Report(IPR) – The IPR was taken as read
- Budget Announcement - The Government had increased the Department of Health's budget with £2.8 billion additional resource funding over the next three years, with the Treasury committed to £3.5 billion of capital between 2017/18 and 2022/23 - largely to support STP/ACS transformation schemes
- Accountable Care System - The ACS Executive Steering Group met on 21 November 2017 and discussed the development of an integrated ACS (including strategic and operational plans), a collaborative approach to echocardiology services, future performance dashboards and the update on the hyper acute stroke services business case.

The Chairman reported that the ACS was progressing and emphasis was to make the systems work on a regional basis. He also pointed out that there were legal implications for the Board of Directors and Governor. The ACS would change structures over a period of time.

The Council would be kept apprised on on the work of the ACS.

Action: Andrew Cash

- Hospital Services Review - The Review commenced in June 2017 and would run over a ten month period concluding with a final report to be published at the end of April 2018. The final report would focus on quality of services for patients and would make recommendations on how challenged services could be made sustainable and on the future role of the DGH in South Yorkshire and Bassetlaw.
- Accountable Care Partnership (ACP) – The ACP was in phase one and was in the process of getting priorities together. An update would be provided at future Council of Governors meeting.
- UK Health Life Sciences Industrial Strategy - The UK Life Sciences Industrial Strategy (LSIS) was launched in August 2017 by the Secretary of State for Health, Jeremy Hunt and the Trust had been closely involved in its development

COG/17/42

Delivering the Trust's Corporate Strategy

(a) Half Year Review of Corporate Objectives

This matter was deferred until the next meeting (February 2018).

Action: Kirsten Major

(b) Supporting Strategies

Discussion on the following Strategies was deferred until the next meeting (February 2018):

- Quality Strategy 2017-2020
- Estate Strategy 2017-2020
- Our People Strategy – Making it Personal

Action: Mark Gwilliam/David Throssell/Hilary Chapman

COG/17/43

Annual Review of Constitution

The Assistant Chief Executive reported that the annual review of the Trust's constitution had been completed and the following amendments had been made:

- Paragraph 24.2.3 of the Constitution has been amended to reflect the appointment of the Director of Strategy and Planning.
- Paragraph 7 of Annex 2 has been amended to update the title of the Combined Community and Acute Group.
- Paragraph 5 of the Standing Orders of the Council of Governors has been amended to clarify the relationship between the Council and Nomination and Remuneration Committee of the Council of Governors to ensure statutory compliance.
- Paragraph 7.7 of the Standing Orders of the Board of Directors has been amended to reflect the creation of two new committees of the Board of Directors, namely:
 - Finance and Performance Committee
 - Human Resources and Organisational Development Committee

During discussion the following amendment was suggested:

- 24.3.2 (page 14) should read "7 or more other Non-Executive Directors; and"

Subject to the above amendment the Council of Governors **APPROVED** version 5 of the Trust's constitution.

COG/17/44

To Note

(a) Complaints and Feedback Report: April – June 2017

The Chief Nurse presented the Complaints and Feedback Report for the period April to June 2017.

Peter Hewkin stated that he was concerned at the low percentage of complainants satisfied that their complaint had been resolved to their satisfaction and whether complaints were taken seriously.

The Chief Nurse emphasised that the Trust took complaints extremely seriously and the Trust's results benchmarked favourably with other Trusts and with figures seen in industry, although the Trust was not complacent and was always looking to

improve. She also reported that some changes in complaints management had been implemented recently and a new Complaints Manager had been appointed..

COG/17/45

Any Other Business

There were no additional items of business.

COG/17/46

Date of next Meeting

The next meeting of the Council of Governors would be held at 5.00 pm on Tuesday 13th February 2018 in the Undergraduate Common Room, Medical Education Centre, Northern General Hospital.