



UNADOPTED Minutes of the Meeting of the COUNCIL OF GOVERNORS
held on Tuesday 22 May 2018
Undergraduate Common Room, Northern General Hospital

PRESENT: Tony Pedder (Chairman)

PATIENT AND PUBLIC GOVERNORS

Mick Ashman	Sally Craig	Joyce Justice	Kath Parker
Barbara Bell	Peter Hewkin	Ian Merriman	Harold Sharpe
Jennifer Booth	Martin Hodgson	Lewis Noble	Sue Taylor
Wendy Bradley	Steve Jones		

STAFF GOVERNORS

Dylan Caffell	Irene Mabbott	Cressida Ridge	John West
---------------	---------------	----------------	-----------

PARTNER GOVERNORS

Tim Forrest	Luc de Witte
-------------	--------------

IN ATTENDANCE

Tony Buckham	Non-Executive Director
Sandi Carman	Assistant Chief Executive
Sir Andrew Cash	Chief Executive
Prof Dame Hilary Chapman	Chief Nurse
Anne Gibbs	Director of Strategy and Planning
Mark Gwilliam	Director of Human Resources
Candace Imison	Non-Executive Director
Annette Laban	Non-Executive Director
Kirsten Major	Deputy Chief Executive
Dawn Moore	Non-Executive Director
John O'Kane	Non-Executive Director
Jane Pellegrina	Foundation Membership Manager
Neil Priestley	Director of Finance
Martin Temple	Non-Executive Director
David Throssell	Medical Director

APOLOGIES - GOVERNORS

Michelle Cook	Karen Smith	Enid Wadsworth
---------------	-------------	----------------

APOLOGIES - BOARD MEMBERS

Chris Newman	Non-Executive Director
--------------	------------------------

MEMBERS OF THE PUBLIC/OBSERVERS

There were two observers

COG/18/15

Welcome and Apologies

Mr Pedder welcomed everyone to the meeting taking place for the first time in the new format. He particularly welcomed Mr Furness who was attending his first meeting. He also said that this would be the last meeting for Dr West as his term of office ends on 30 June 2018 and likewise for Dr Pitfield who was not attending today. Mr Pedder thanked Dr West and Dr Pitfield for their contribution during their term of office.

The above apologies were noted.

COG/18/16

Declarations of Interest

There were no declarations of interest.

COG/18/17

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 at the meeting earlier of the Board of Directors. Following the discussion Mr Pedder said he would take feedback from the individual tables.

The following feedback was noted:

- Mrs Bell was concerned that following its public consultation into urgent care NHS Sheffield Clinical Commissioning Group was not taking account of views received. Mr Pedder said that Sir Andrew Cash was continuing to raise this at the Accountable Care Partnership Board.
- Mr Hodgson referred to discussion on his table regarding electronic referrals; he said that governors had been reassured to hear that plans were in place to ensure that non-electronic referrals were not simply refused but that each referral was reviewed on a case by case basis. Ms Major said that there were a small number of GPs across the city not sending referrals electronically and they are being contacted. Ms Major also reassured governors that all GPs and GP practices had received training in the use of the system.

Mr Pedder asked if the reflection time had been useful and governors confirmed that it had been very useful, informative and enjoyable.

COG/18/18

Minutes of Council of Governors Meeting held on 13 February 2018

The Minutes of the meeting of the Council of Governors held on 13 February 2018 were agreed as a correct record subject to:

- Mrs Taylor and Mrs Laban had both been present at the meeting and asked for their attendance to be recorded in the Minutes.

ACTION: Mrs Pellegrina

Mr Hewkin said he was not clear from the Minutes what actions were being taken in regard to the issues he had raised regarding car parking. He considered that actions should be highlighted in the Minutes. Prof Dame Hilary Chapman said that appropriate follow-up action was being taken with a meeting arranged on 28 June with Governors to provide further updates and information.

COG/18/19

Matters Arising

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

Ms Major reported that NHS Sheffield CCG (SCCG) had provided the Trust with a copy of a report on its consultation and this had been discussed at the April Board meeting. She said that there had been a Provider Workshop led by the SCCG at which a range of options were identified and discussed together with the feedback received from the consultation. She reported that analysis of the public response to the plans for minor injuries, the Walk in Centre and the Emergency Eye Centre was very negative. Ms Major said that the Trust was concerned that SCCG still intended to implement the changes by April 2019. She said that next steps were now awaited.

Mr Pedder asked Ms Major to provide governors with a link to the SCCG report that had been presented to the Board in April.

ACTION: Ms Major

(b) Building Leadership for Inclusion (COG/18/07)

Ms Major reported that the Trust's submission expressing interest in becoming one of five pilot sites for this programme had not been successful. However Paula Ward, Director of Organisational Development, was pursuing other things, for example members of the Board of Directors are to be involved in reverse mentoring with BAME individuals.

(c) CQC Local System Review of Health and Social Care in Sheffield (COG/18/08)

Dr Throssell reported that the local system review had taken place and the draft report on the review had been received. This was being checked for factual accuracy and would be returned to the CQC with some amendments. Dr Throssell said that the final report would be published by the end of May 2018. He said that a CQC Local System Review Summit was taking place on 7 June 2018 and the Trust would be represented by senior level staff.

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

Dr Throssell said that the report had now been published on this independent review. The report would be discussed by the Chief Executives of the five services that were included in the review where next steps will be agreed. Professor Welsh would be presenting the Hospital Services Review Report at the meeting of the Board in public on 26 June. Mr Pedder asked Dr Throssell to report further on the outcomes to the next Council of Governors Meeting.

ACTION: Dr Throssell

(e) Tender for Human Factors (COG/18/09(a))

Mrs Carman said that human factors is an established scientific discipline used in many safety critical industries. It refers to environmental, organisation and job factors and human individual characteristics which influence behaviour at work in a way that can affect health and safety and offers an integrated, evidenced and coherent approach to patient safety and quality improvement. For Governors who were unaware of the background to Mr Hewkin's query she noted that it had been agreed to support the development of Human Factors within the Trust's safety programme by engaging a consultancy firm to provide guidance on the development of a long term plan.

A tender for the work was developed and, on the guidance of the Procurement Department, the value of the contract was not disclosed in the tender specification material. Consequently when bids were submitted the tenders were quoting a higher price than the Trust had budgeted. The tender process was re-run with the value included in the tender specification. Appropriate bids were received and following review three had been shortlisted for further scrutiny prior to a decision being taken.

Mr Hewkin queried why the initial tender process had been allowed to proceed without a clear guide on the value of the contract being tendered for. Mrs Carman said it was standard practice not to reveal the value at the outset. It was unfortunate that, on this occasion, the range and complexity of the work being tendered for had not produced a satisfactory result and therefore the tender process was re-run. Mr Hewkin queried the delay this had caused. Mrs Carman said that the Trust is satisfied with the time scales and the bids now received will be worked on over the coming months. She said that lessons had been learned.

Mr Pedder said that this now concluded the discussion on this matter.

(f) Minutes of Council of Governors Meeting held on 6 December 2017

Mr Pedder referred to the action from the previous meeting which requested Mr Hewkin and Mrs Carman to agree a new Minute to replace Minute COG/17/37(d) which Mr Hewkin had said did not reflect the comment he made. It had not been possible to find a form of words that both agreed so Mr Pedder proposed that Mr Hewkin's latest suggested wording, as provided in April 2018, be recorded and this was read out to the meeting.

“Peter Hewkin stated he did not query the change from three to four years for NEDs itself, but rather the implication of the incremental effect when reappointed: Specifically he queried if it could be correct that the extension from three to four years terms for NEDs, when applied after their four year point, necessarily resulted in exceeding the NHS Code of Governance regulations which state that total terms extended beyond six years – and this only in exceptional circumstances in the first place – require annual reappointment. Applying an eight year total term implies that two of the years over the six year maximum would thus not be annually reappointed, as required.”

Mr Pedder stated that in relation to the tenure of Non-Executive Directors he considered that the Board and Officers of the Trust have acted completely properly and transparently and he hoped that there was no implication to the contrary.

- The Trust had agreed in 2004, when authorised as a foundation trust, that it would offer Non-Executive Directors a tenure of four years, extendable for a second term by agreement and exceptionally thereafter for a maximum of one further year, by agreement. There has therefore been no recent change in the process.
- The NHS Code of Governance gives guidelines, these are not regulations as implied.
- The four year term adopted by the Trust was seen at the time by the Board and Governors to be appropriate for a Trust of the size and complexity of STH, in terms of providing stability to the Board.
- This has been totally transparent since inception and covered under “comply or explain” protocols. As a foundation trust STH is empowered to make such choices.
- If the Council of Governors wishes to propose an amendment to this agreed position, the proposal should be discussed and agreed at the Governors’ Forum and presented to the Council of Governors for consideration.

Mr Hewkin pressed the issue further and said that when the Council of Governors had been asked to ratify the Terms of Reference of the Council of Governors' Nomination and Remuneration Committee he did not believe that it had been made clear to governors that the Trust's variance from the Code of Governance was a comply or explain issue. Mr Hodgson said that he did not consider there was anything to be gained by Mr Hewkin continuing to pursue this. Mr Pedder reiterated his statement that if the Council of Governors as a whole wished to review the terms of office of the Non-Executive Directors the matter should be discussed at the Governors' Forum and a proposal, agreed by all Governors, should be brought to a future meeting of the Council.

COG/18/20

Chief Executive's Report

The Chief Executive's Report Paper B was tabled. Sir Andrew asked each of the Executive Directors to give a brief summary on their areas of responsibility; the following points from the Integrated Performance Report were highlighted:

The Medical Director reported:

- As stated earlier the report on the CQC Local System Review had now been received and there would be a CQC Local System Review Summit on 7 June.
- Work continued to prepare for the CQC Provider Inspection.
- Three new serious incidents had been reported, there had been no never events.
- The quarter three mortality report had shown the Trust "as expected" in comparison with hospital trusts nationally. There was no significant difference in Trust mortality between admissions at weekends and on weekdays. The Trust's Learning from Deaths Policy was on the Internet.

The Chief Nurse reported:

- There had been three Trust attributable cases of MSSA bacteraemia recorded in March 2018 against a target of 3.5 cases in the month.
- The Trust is on target in relation to C.diff with seven cases in the month. The full year performance was 83 cases against an external target of 87.
- There had been one case of Trust assigned MRSA with the total for 2017/18 at 3 cases.
- The Friends and Family Test scores for community was below target but other areas are better than or on target.
- 92% of complaints met the agreed response timeframe.
- The Chief Nurse was pleased to be able to report that during the extremely busy winter period the Trust had no mixed sex accommodation breaches. She said staff had worked very hard to achieve this excellent result.

The Deputy Chief Executive reported:

- The long winter period had seen significant challenges.
- 145 operations were cancelled during March due to bed pressures.
- A&E performance against the 95% 4-hour waiting target was 84.7%, April was improved at 85.1% with the improvement continuing into May at 86.3%.
- Ambulance handover times were good.
- Regrettably one 12-hour trolley breach had been recorded due entirely to a delayed transfer by ambulance from NGH to RHH where a bed had been assigned to the patient shortly following the decision to admit.
- The average number of patients who had a delayed transfer of care in March was 123, above the target of 45 but below the 141 in February with a downward trajectory currently at 59.

- Cancer waiting time targets were achieved for Quarter 3 apart from the 62 day referral to treatment, progress continues to be made.
- 67.39% of referrals from GPs were through the e-Referrals Service in March, the target is 100% from 1 May 2018.

Ms Major said that because of a national technical problem some women did not receive their final invitation for breast screening at the correct time. New invitations were being sent and the national commitment was that all women affected who wished to have a breast screen would receive an appointment before the end of October 2018. It has been identified that in Sheffield 1,615 women will need to be offered appointments by the end of October. This will be challenging for the Trust but it is achievable. It is not yet clear how this will be funded.

The Director of Human Resources and Organisational Development reported:

- The deep dive into attendance management had highlighted a decrease in both long and short term absence with performance across the Trust showing an improvement particularly within Hotel Services.
- The number of appraisals undertaken remained at 88%.
- Compliance levels with mandatory training were at 90.4%.
- Annual staff turnover had been maintained at 7.8%. The trust has the lowest turnover rate of the organisations in the Shelford Group.
- Staff retention figures were at 89.7% which was above the target of 85% and again was the highest in the Shelford Group.

The Director of Finance reported:

- The audit process on the 2017/18 accounts had been completed and the accounts had been formally approved by the Audit Committee on 21 May.
- There had been a high level of activity in the second half of the year which had helped to improve the financial position.
- Pay was broadly on target with bank and agency costs £6 m lower than in 2016/17.
- Cash balances and working capital remain relatively strong.
- The Trust met its STP control total, achieving £9m more than the plan; this money can be spent on the Trust's capital programme in the future.
- The Trust had achieved a positive outcome but there were significant challenges ahead in 2018/19.

The Chief Executive would be retiring at the end of July 2018 and the Chief Nurse would be retiring at the end of August 2018. Sir Andrew thanked Governors for their support. He said that it had been a privilege to be Chief Executive of the organisation. During his time as Chief Executive he was particularly proud of being part of the team that managed the merger of the five hospitals in Sheffield to form Sheffield Teaching Hospitals, leading STH forward to become one of the first wave of Foundation Trusts in 2004 and also setting up the clinical leadership model at the Trust. He said that the Trust had done very well and it had a good future ahead with a great leadership team.

On behalf of the Council of Governors Ms Parker thanked the Chief Executive and the Chief Nurse for everything that they had both done for the organisation and for working collaboratively with the Governors over the years and on behalf of Governors she wished them both well in the future.

COG/18/21

Governors' Matters

- (a) Notes of Governors' Forum Meeting held on 30 April 2018

Mrs Craig reported that the Forum had been pleased to welcome Mr Furness to his first Forum meeting and Governors had been sorry to have to say goodbye to staff Governor Mrs Hemingway who was retiring. Mrs Hemingway had been an excellent contributor to the work of Governors. Governors had been very interested to hear from John O’Kane about his work as a Non-Executive Director. She also reported that there had been some very informative visits since the last meeting to the new theatres on Q Floor at RHH, to the Endoscopy Unit at NGH and to the Charles Clifford Dental Hospital. Mrs Craig said that two Governors, Mr Nobel and Miss Booth, had given excellent, more detailed accounts of some of the activities they undertake as Governors. These had been well received and it had been agreed to ask two other Governors to provide a more detailed update at the next Forum meeting.

(b) Report from Annual Members’ Meeting Planning Group

Miss Parker said that the first meeting of the Planning Group had agreed to investigate the possibility of holding this year’s AMM at RHH rather than at NGH although availability of suitable venues had to be checked out. The AMM would be held on 12 September. Coffee and registration would be at 10:30 am with the formal AGM taking place from 11:00 am to 12 noon. This would be followed by a light lunch and afternoon activities yet to be decided. The Planning Group meets again on 20 June and all Governors are welcome to attend.

COG/18/22

For Approval

(a) Public Membership Constituency Boundaries

Mrs Carman referred to Paper D, circulated with the Agenda. She said that the Paper outlined the context and background to the administrative oversight in relation to the Trust’s Membership Constituency Boundaries. The oversight came to light at the time of Elections to the Council of Governors in 2017. She confirmed that once the issue was brought to the Trust’s attention following consultation with Electoral Reform Services, the Trust’s Returning Officer, corrective action was agreed and taken immediately. ERS confirmed that in their opinion as Returning Officer no candidates or members had been disadvantaged.

Mrs Carman said that she was happy to answer any questions. Ms Bradley thanked Mrs Carman although she considered that under-resourcing of the Membership Office had meant it had taken a long time to resolve the issue. Ms Bradley also suggested that the Communications Department should look into providing a more interactive page about Membership Constituencies on the Trust’s Website, the Chairman agreed.

The Council of Governors **APPROVED** the revision to Appendix 1 of the Trust Constitution.

(b) Review of Council of Governors’ Terms of Reference

Mrs Carman referred to Paper E, circulated with the Agenda. She said that some limited changes had been made to the Council of Governors’ Terms of Reference which now required approval of Council. Ms Bradley asked to see a version with the changes marked on it. Mrs Carman agreed to circulate the document to Governors using track changes to highlight the changes.

ACTION: Mrs Carman

COG/18/23

Retirement of Chief Executive and Chief Nurse

Mr Pedder reminded Governors that Sir Andrew retired at the end of July 2018. The process of appointment to the role of Chief Executive is underway. Miss Parker, as Lead Governor, had been invited to join the Appointment Committee; she had been involved in shortlisting and would sit on the interview panel. Mr Pedder said that candidates are being invited to provide a short presentation on 14 June and all governors had been invited to participate in the process through the membership of a presentation audience that will assist the Appointment Committee in the selection process. Formal interviews will be held on 15 June. The appointment will require ratification by the Council of Governors.

Mr Pedder also reported that Prof Dame Hilary Chapman would retire at the end of August. The process of appointment to the role of Chief Nurse is underway and interviews will be held 27/28 June. The appointment will be reported to the Council of Governors.

COG/18/24

Report from Private Meeting of Council of Governors' on 22 May 2018

Mrs Laban reported that Mr Pedder's second term of office as Chair of the Trust would end on 31 December 2019. At the private session of the Council of Governors earlier in the afternoon the Council had approved the recommendation of the Council of Governors' Nominations and Remuneration Committee to reappoint Mr Pedder as Chair of the Trust for a further, final one year term of office from 1 January 2020 to 31 December 2020.

Mr Pedder reported that Mrs Dawn Moore's first term of office as a Non-Executive Director would end on 31 September 2018. The Council of Governors had approved the recommendation of the Council of Governors' Nominations and Remuneration Committee to reappoint Mrs Moore for a further term of office from 1 October 2018 to 31 September 2022.

Mr Pedder then reported that Mr John O'Kane's first term of office as a Non-Executive Director would end on 31 September 2018. The Council of Governors had approved the recommendation of the Council of Governors' Nominations and Remuneration Committee to reappoint Mr O'Kane for a further term of office from 1 October 2018 to 31 September 2022.

COG/18/25

To Note:

(a) Final Operational Plan 2018-19

The Council of Governors **NOTED** the Final Operational Plan 2018-19.

(b) Quarterly Complaints and Feedback Report October – December 2017

The Council of Governors **NOTED** the Quarterly Complaints and Feedback Report for the period October – December 2017.

COG/18/26

Any Other Business

Mr Hewkin said that for the benefit of those who were attending the Council of Governors for the first time he had raised issues about car parking at this meeting on a number of occasions previously.

COG/18/27

Date of Next Meeting

The next meeting of the Council of Governors would be held at 3.00 pm on Tuesday 25 September 2018 in the Undergraduate Common Room, Medical Education Centre, Northern General Hospital.

Signed:
Chairman

Date:.....