

**MINUTES OF THE COUNCIL OF GOVERNORS' MEETING
HELD ON TUESDAY 25 APRIL 2017
THE CONFERENCE HALL, HIGBURY HOSPITAL, HIGBURY ROAD, BULWELL,
NOTTINGHAM NG6 9DR**

PRESENT:

Dean Fathers	Chair	
Jenny Britten	Lead Governor	City
Julie Jackson	Public Governor	City
Bettina Wallace	Public Governor	City
David Cracknell	Public Governor	City
Anita Astle	Public Governor	County
Steve How	Public Governor	County
Derek Brown	Public Governor	County
Maxine Robinson	Public Governor	County
Mike Holmes	Public Governor	County
John Ferris	Public Governor	County
Paul Radin	Public Governor	County
Linda Bennett	Public Governor	County
John Collins	Public Governor	County
Keith Sykes	Public Governor	East Midlands & South Yorkshire
Judith Walker	Public Governor	East Midlands & South Yorkshire
Stuart Leask	Staff Governor	Medical
Craig Goffin	Staff Governor	Nursing
Suzanne Foulk	Staff Governor	Allied Health Professional
Corrine Hendy	Staff Governor	Clinical Support
David McCallin	Staff Governor	Clinical Support
Tony Bradstock	Staff Governor	Non-Clinical Support
Paddy Tipping	Partner Governor	Police & Crime Commissioner for Nottinghamshire
Rob Gardiner	Partner Governor	Carers Federation
Di Bailey	Partner Governor	Nottingham Trent University

In Attendance

Ruth Hawkins	Chief Executive
Patrick Callaghan	Non-Executive Director
Peter Parsons	Non-Executive Director
Christine Lovett	Non-Executive Director
Stephen Jackson	Non-Executive Director
Julie Grant	Head of Communications
Becky Cassidy	Governor Support and Development Officer
Lucy Mills	Membership Officer
Lauren West	Administration Assistant

Apologies for absence

Carol Burkitt	Public Governor	County
Sheena Foster	Public Governor	Rest of England and Wales
Nichola Mistry	Staff Governor	Nursing
Mike Marriott	Staff Governor	Allied Health Professional
Cllr Muriel Weisz	Partner Governor	Nottinghamshire County Council
Imogeen Denton	Partner Governor	Nottingham City Council
Lucy Robinson	Partner Governor	Chamber of Commerce
Sheila Wright	Non-Executive Director	
Steve Banks	Non-Executive Director	

Did not attend

Sharon Cook	Public Governor	County
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CG/17/015 WELCOME AND INTRODUCTION

Dean Fathers welcomed all present to the formal meeting of the Council of Governors (hereafter referred to as “the Council”) thanking all for their attendance. An extended welcome was given to all new governors who started their terms from 1 March 2017. Dean Fathers offered a special thank you to Suzanne Foulk who would be retiring from the Trust in May after a long career in the NHS. Suzanne had taken the role as Staff Governor and Deputy Lead Governor on the Council for the past 2 years and fulfilled as Interim Lead Governor for a short period. Dean wished Suzanne every happiness in her retirement on behalf of the Council and the Board of Directors.

CG/17/016 APOLOGIES FOR ABSENCE

Apologies for absence were confirmed as detailed above.

CG/17/017 DECLARATIONS OF INTEREST

Dean Fathers informed the Council he had recently taken up a Governor position at Portland College.

CG/17/018 MINUTES OF THE MEETING HELD ON 17 JANUARY 2017

The minutes of the meeting held on 17 January 2017 were approved as a true and accurate record of the meeting.

CG/17/019 MATTERS ARISING & ACTION POINTS FROM PREVIOUS MEETING

There were no matters arising.

CG/17/020 CEO STRATEGIC SCAN

Ruth Hawkins delivered her Strategic Scan which outlined key internal and external issues, initiatives and developments, providing a progress update on actions reported at the previous meeting and key issues for the Trust in the coming months. Key matters highlighted included:

- A general election had been called for 8 June 2017 and that the outcome of this election could have various implications on the NHS. Because a general election has been called there are no policy announcements or new national initiatives. The NHS inevitably features in the main political parties manifestos. On 29 March the European Council formally notified that the UK will withdraw from the European Union. The Government has until 29 March 2019 to establish and confirm a deal with the EU on the terms of the withdrawal and subject to EU agreement the nature of any future relationship.
- The Next Steps Five Year Forward View document sets out progress on the ambitions from publication in October 2014 of the Five Year Forward View. The priorities for 2017/18 were identified as:
 - Deliver financial balance
 - Improve A & E performance
 - Strengthen access to GP and primary care services
 - Improve cancer and mental health
- The Five Year Forward View recognises that the divide between primary care, community care and hospital services was becoming increasingly a barrier to the personalised and coordinated health services which patients needed. Through STP's – partnerships and not plans, the aim is to make the biggest national move to integrated care. There will be STP's across England and for some geographies the creation of integrated (or accountable) health systems. STP's are not new statutory bodies which supplement rather than replace the accountabilities of individual organisations. How they work will vary according to the needs of different parts of the country but all will need basic governance and implementation support: to include forming a Board, re/appointing a Chair, with robust programme management support in place. NHS England staff may also be deployed under the direction of the STP. There will be STP level metrics to judge the success of STP's. ACS's will be evolved versions of an STP that is working as a locally integrated health system.
- IAPT service at the end of quarter 4 had reached above its minimum standard of 75%. Ruth noted that this was better gate keeping assessments for the Crisis service.
- Ruth informed the Council that the CQC had recently carried out an inspection at Rampton Hospital. 56 inspectors carried out a thorough inspection at the hospital during March and April 2017. The outcome of the report is still to be finalised and is expected to be published and in the public domain in May 2017.

The Council of Governors:

- **NOTED** the CEO's Strategic Scan

CG/17/021 GOVERNOR QUESTIONS ABOUT THE SCAN AND FINANCE, QUALITY AND PERFORMANCE REPORTS

(Nb. Copies of the December 2016 Finance and Quality & Performance Reports had been received by Governors)

With regards to the Sustainability and Transformation Partnerships, will there be better service user engagement?

Ruth noted that up until 8 June, the STP's will remain as plans rather than partnerships. Public engagement events had been taking place to seek people's views. The involvement in the service change under the STP is what remains important and how service users can engage with this. Ruth was confident that there would be better communication and engagement with the public to shape the STP's. To help with this it was noted that an advert had been released for a dedicated communication role within the area.

The integrated performance report details that there remains a level of hard core debt, how is this being monitored to retrieve the debt?

Peter Parsons noted that this was part of the focus of the Finance & Performance committee and monthly Board of Directors meeting. Trade debtors over 90 days represented about 15% of the trust debt. Currently within the top five there were three over 12 months which Peter and Simon Crowther, Director of Finance, were monitoring. NHS Property Services (NHSPS) had been identified as the biggest amount and related to rent owed for property partially occupied by other NHS Services where CCGs owed money to NHSPS. Ruth Hawkins stated that there would be no legal basis for one government department to take action against another but, the Trust will continue to press NHSPS.

Peter expressed more concern about the two private debtors, Carillion and Barchester, which date back to September 2015. Both organisations had complex legal implications in terms of settling the overall debt. This continues to be a priority for the Trust to resolve.

With staffing vacancies on the rise and a cap on agency staffing there remains a concern around the safe delivery of services. There is a large number of staff employed in care homes from the EU, has the Trust considered how this might impact on beds in the NHS should Brexit discussions affect this?

Ruth noted that it hadn't been something that the trust had considered in significant detail but appreciated the value of the comment made and that this could impact the wider health and social care system, not just Nottinghamshire Healthcare. Ruth agreed to take to the Executive Leadership Team and ensure the risk register and Board Assurance Framework encompasses the wider impact on the workforce post Brexit discussions.

CG/17/022 LEAD GOVERNOR REPORT

Jenny Britten delivered her Lead Governor report which covered the following key items:

- A warm welcome was extended to all newly elected and appointed governors to the Council. Jenny formally thanked Suzanne Foulk for all her time and commitment to the role of staff governors and Deputy Lead Governor over the last 2 years. Suzanne's extensive experience of the Trust and the NHS will be missed along with her personality and positivity.
- Two monthly assurance meetings had taken place since the last Council meeting in January. Christine Lovett, Audit Committee Chair, delivered a presentation

around the role and functions of the Audit Committee. This had been followed by a presentation regarding the annual audit plan by Matthew Elmer from PricewaterhouseCoopers. In March governors received a session looking at the STP's, identified the safety thermometer as a local indicator to audit and provided comment on the Annual Quality Report. Jenny noted the next monthly assurance meeting would take place at Wathwood Hospital and would incorporate a visit around the hospital.

- Jenny thanked all governors who had taken the time to complete the Council of Governors Annual Review. Overall the report quantified that governors felt supported in their role and felt confident in carrying out their statutory duties. Being representative of members remains an area that governors feel needs to improve. It was noted that a small number of governors felt that the Council were lacking since the standing down of the Quality Working Group.

The Council of Governors:

- **NOTED** the Lead Governor report

CG/17/022 NOMINATION AND REMUNERATION COMMITTEE MEMBERSHIP

Jenny explained to the Council the proposed membership for the Nomination and Remuneration Committee. Following the standing down of the working groups, the membership for this committee had been revisited. All governors were invited to express an interest in being part of this committee with a preference being given to those with relevant experience in this field. It was proposed that the membership consist of:

Lead Governor
Deputy Lead Governor
Derek Brown – Public Governor (County)
David Cracknell – Public Governor (City)
Corrine Hendy – Staff Governor
Lucy Robinson – Partner Governor

The Council of Governors:

- **APPROVED** the membership of the Nomination and Remuneration Committee

CG/17/023 DEPUTY LEAD GOVERNOR ELECTION

During March 2017 the Council of Governors were asked to consider self-nomination to the vacant role of Deputy Lead Governor. Dean Fathers explained that only one nomination had been received within the initial timeframe. Three further nominations were received after the deadline date. Dean asked the Council to consider if it should take the one candidate who submitted in the timeframe or have an election from a choice of candidates for this important role. The Council took a vote and the final decision was to have an election in favour of 13 to 11 votes.

Dean Fathers explained that an election would now take place and be administered by Becky Cassidy.

On a separate note Dean informed the Council that Colin Draycott, Company Secretary, had been in to say 'goodbye' at Trust Head Quarters. Colin will take up retirement from

the trust following a long period off with ill health. Dean wished Colin every success in his retirement and thanked him for all he had done for the Trust and the Council of Governors. The recruitment process had already commenced to fill the role of Trust Secretary. 20 applicants were received and a short list has been identified. It was noted that there had been an excellent level of candidates who had applied for this important role.

CG/17/025 GOVERNOR QUESTIONS

The following questions were raised by governors:

How are the Cost Improvement Plans (CIP) being monitored?

The scrutiny and challenge around all CIP's continues to be a focus of the Trust, particularly at its Board and Committee meetings. The multiple layers of scrutiny gives assurance that all are considered before they are implemented, and on some occasions they have been rejected as a CIP. It was stressed that CIP are something that are imposed on all Trusts to achieve financial balance and it is not something that the Trust wants to do. The Quality Committee play a key role in holding to account and ensuring that any CIP does not have a direct impact on the quality and safety care being provided by Trust.

What is the current cost over and above the services which are commissioned?

It was confirmed that there are some services provided by the Trust which were not cost effective but are necessary services to provide to the public. The Board acknowledge that the amount of money commissioned for many services is not enough to enable full and effective delivery. The problems in Adult Mental Health services had been noted but this was continuing to improve and monitoring remains important. Whilst the NED's confirmed that they could not quantify the exact percentage of business which is not commissioned for, it is something that could be discovered. It was suggested that the Council should be assured that the Trust did meet its financial guidelines. NED's on the Finance and Performance Committee regularly review the service line detail and further questions do need to be raised with the Trusts commissioners. However, it was said that the trust cannot stop providing services that do not make a profit. It was acknowledged that more open and honest conversations with local commissioners should take place.

CG/17/026 QUALITY COMMITTEE

Patrick Callaghan presented to the Council on how he gains assurance as a Non-Executive Director and as the chair of the Quality Committee.

Patrick started by identifying the Quality Committee as one of the most important committees which feeds into the Board of Directors. The quality and safety of care is paramount to all patients, service users, carers and staff. In addition to chairing the Quality Committee, Patrick is also the chair of the Mental Health Act Legislation Committee and a member of the Audit Committee. As a Non-Executive Director for the Trust, Patrick explained he saw himself as a critical friend to the Board and the

organisation. The relationship between Patrick and the Trust has been longstanding and he expressed his delight at being part of the Trust as a Non-Executive Director.

Patrick provided an argument that it is extremely difficult to ever say that assurance is fully and completely sought but that looking for a degree of assurance is more realistic. When considering the degree of assurance, Patrick explained he considered the following:

- From where does the assurance derive?
- How reliable is the assurance being given?
- Is the assurance proportionate to the level of risk?

The effectiveness of the sub committee framework is crucial in feeding in the important issue which the Quality Committee need to consider. The Committee gains its assurance based on the quality and effectiveness of the issues raised through the sub committees of the Quality Committee. Patrick informed the Council, he and Dr Julie Attfield, Executive Director of Nursing, would be working together to further improve the quality of the papers submitted to the Committee. At present, Patrick noted that the papers were complex and detailed and could be more concise with the same level of detailed required. Patrick explained the level of discussion, challenge and scrutiny which takes place at the Quality Committee is good and the triangulation from the NED site visits is key. The quality of evidence to support certain arguments and decisions made by the Committee is something that Patrick is particularly focused on to ensure that he is assured the right decisions are being made.

One governor shared his experience of losing his son who was accessing one of the trusts' services. It was suggested that the staff level was not sufficient at his time of death and wondered how he could help the NHS to learn from this.

Patrick expressed his sympathy for the loss of his loved one. The Trust is strongly a learning organisation and it takes each situation seriously in looking at how things can be done better. Patrick acknowledged that any death is difficult to deal with but it is key to take the learning from the situation to ensure it doesn't happen again if this could be avoided. Patrick told the Council that he recently attended a conference which was about avoidable deaths and the biggest concern was the amount of NHS trusts who try to cover things up. All Trusts need to be open and admit that mistakes happen, but the important part is identifying how this can be learnt from.

Priority of themes going forward for the Quality Committee:

- People and culture
- Deep dive – access to IAPT – not currently reaching its target
- Safe staffing
- Levels of staff engagement, 1:1's and supervision
- Out sourcing of Adult Mental Health beds
- Safety issues – ligature points

- Pressure ulcers
- Falls – frail older adults
- Medication errors

Patrick noted the Trust would soon be receiving the report from the recent CQC inspection at Rampton Hospital. The Committee will discuss the outcome of this report and identify the actions which need to be addressed. The progress and completion of all actions will be monitored by the Committee.

Staff survey presented, are people confident to raise concerns? Only 35% said yes, what is the implication for quality and how are you getting assurance?

Patrick noted that staff within the Trust need to feel confident that they can raise concerns about any aspect of the organisation. Since the implementation of the Freedom to Speak up Guardian, there has been a noticeable improvement. Helen Auld, Freedom to Speak up Guardian, has been able to provide examples of where staff are contacting her to voice their concerns, this is providing a degree of assurance that it is working. An action plan was presented to the Quality Committee regarding this topic and this will be monitored over time and revisited again in 12 months' time. Patrick reminded the Council that it is a sign of a healthy organisation where concerns can be raised and it is something that the Trust is encouraging. In addition, the launch of the People and Culture Strategy has been a positive impact and continues to be implemented.

How would you like to see research into quality?

Patrick stated that he is always looking for better evidence in the field of health and that there needs to be a complete focus on doing research that will improve quality and practice.

CG/17/027 URGENT BUSINESS NOTIFIED IN ADVANCE OF THE MEETING

No urgent business notified in advance of the meeting

CG/17/028 REVIEW OF THE MEETING

Jenny Britten thanked Ruth Hawkins for the strategic scan which was found to be informative and interesting. A formal approval had been received by the Council for the commentary for the Quality Report and membership of the Nomination and Remuneration Committee. Jenny extended her thanks on behalf of the Council for the inspiring and assuring presentation Patrick provided which evidence his effectiveness as a Non-Executive Director.

CG/17/029 CLOSE OF BUSINESS

No further business was discussed.

DATE AND TIME OF NEXT MEETING

The next meeting of the Council of Governors would be held on: Tuesday 6 July 2017 in the Mike Harris Learning and Development Centre, Rampton Hospital, Woodbeck, Retford, Nottinghamshire. DN22 0PD

- 16:30 Governor Pre-meeting
- 17:30 Council of Governors meeting

DRAFT