Ashford and St. Peter's Hospitals NHS
NHS Foundation Trust

MEETING OF THE
COUNCIL OF GOVERNORS
13th SEPTEMBER 2011 IN THE EDUCATION CENTRE, ASHFORD HOSPITAL

PRESENT:	Ms Aileen McLeish	Chairman	
	Mrs Linda Abbott	Public Governor – Spelthorne	**LA**
	Dr Tanya Bernard	Staff Governor – Medical and Dental	**TB**
	Mr Simon Bhadye	Public Governor – Spelthorne	**SB**
	Mr Keith Bradley	Public Governor – Woking	**KB**
	Dr Maurice Cohen	Public Governor – Woking	**MC**
	Mr David Frank	Public Governor – Surrey Heath	**DF**
	Mr Godfrey Freemantle	Public Governor – Hounslow	**GF**
	Mr Keith Goodger	Public Governor – Richmond Upon Thames	**KG**
	Prof John Hay	Appointed Governor – Surrey University	**JH**
	Mr Chris Howorth	Appointed Governor – Royal Holloway University	**CH**
	Mrs Janice Ketley	Public Governor – Runnymede	**JK**
	Mrs Samantha Lamb	Staff Governor – Admin/Managerial/Ancillary	**SL**
	Mrs Margaret Lenton	Public Governor – Windsor and Maidenhead	**ML**
	Mrs Judi Linney	Public Governor – Runnymede	**JL**
	Mr Steve McCarthy	Public Governor - Elmbridge	**SM**
	Mrs Diana Manthorpe	Staff Governor – Volunteer	**DM**
	Dr Howard Manuel	Public Governor – Woking	**HM**
	Cllr Hugh Meares	Appointed Governor – Runnymede BC	**HM**
	Mrs Judith Moore	Public Governor – Guildford	**JM**
	Cllr Jean Pinkerton	Appointed Governor – Spelthorne	**JP**
	Mr Martin Roberts	Appointed Governor – Hounslow PCT	**MR**
	Mr Andrew Ryland	Public Governor - Runnymede	**AR**
	Mr Paul Wills	Staff Governor - Healthcare	**PW**
APOLOGIES:	Ms Neelam Bains	Public Governor-Spelthorne	**NB**
	Mr Graham Hanson	Appointed Governor – Surrey PCT	**GH**
	Mrs Sue Harris	Staff Governor – Nursing and Midwifery	**SH**
	Ms Michele Low	Public Governor-Hounslow	**ML**
	Cllr Michael Smith	Appointed Governor – Woking	**MS**
IN ATTENDANCE:	Ms Valerie Bartlett	Deputy Chief Executive	**VB**
	Ms Raj Bhamber	Director of Workforce and Organisational Development	**RB**
	Mr John Headley	Director of Finance & Information	**JH**
	Stephen Hepworth,	Associate Director of Business Development	**SH**
	Mr Andrew Liles	Chief Executive	**AL**
	Ms Suzanne Rankin	Chief Nurse	**SR**
SECRETARY:	Ms Jane Gear	Head of Corporate Affairs / Company Secretary	**JG**

The Chairman welcomed Martin Roberts to his first meeting as a Governor having been appointed by NHS Hounslow to replace Andreas Lambrianou.

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Minute		Action
COG-32/11	**Declarations of Interests in the Proceedings**	
	There were no declarations of interest in the proceedings.	
COG-33/11	**Minutes of the Previous Meeting**	
	The Minutes of the Meeting held on 18 May 2011 were agreed as a correct record.	
	Matters arising	
	The action log was noted. There were no outstanding matters arising.	
	FEEDBACK FROM GOVERNORS	
COG-34/11	**FTN/FTGA Governors Induction Event**	
	Michele Low had sent her apologies. In her place, Steve McCarthy updated the Governors on the event held in July 2011. This has been a useful event and Governors were encouraged to attend as further opportunities arose.	
	The event had offered opportunities to hear about practice in other Foundation Trusts and to network with other Governors. A number of suggestions as to next steps had been made and these would be discussed further at the informal meeting of the Governors which was taking place on 15th September. Governors to report back after this meeting.	**DF**
COG-35/11	**Membership Report and Activities**	
	Andrew Ryland reported on the work of this Group. The Group had now met three times and had had lively discussions on how to progress the agendas of membership and engagement. The intention was to use the recently issued Monitor Guide on *Current Practice In Member Recruitment And Engagement* as a resource.	
	It was noted that the reports currently available from the externally managed membership database were limited and the intention was to develop reports which identified trends and benchmarking.	
	The Membership Group had agreed to focus membership activity on the constituencies which were underrepresented especially around the Hounslow, Runnymede, Richmond and Elmbridge areas, as well as looking at the socioeconomic class C2, D and E and the 14 to 16-year-old age group.	
	The Group was commissioning a range of new literature including a new membership recruitment form, advertisement and articles which could be used as copy in Community-based news letters. Governors in the four target constituencies in particular were encouraged to identify Community groups which might be	**Governors**

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interested in membership.

It was noted that the Trust had a natural catchment population of c 380,000 which reflected those residents who would consider Ashford and St Peter's their nearest hospitals. However, the data in the membership report reflected a higher eligible population and was based on the electoral wards which formed part of the constituencies named in the Constitution.

Membership events were currently restricted to members; it was suggested that if these were opened to the general population, this could be a good way of increasing membership numbers. **Membership group**

The Governors who had participated in the outpatient recruitment stalls during August were thanked; these had generated 74 new members. The stalls would be run on a quarterly basis, timed to coincide with the publication of Members' Matters. The Council of Governors were also reminded about the next Health Event which would take place on Thursday, 15th September, and was an opportunity for raising the profile of the Governors.

COG-36/11 Patient Experience Group

The Group had held its first meeting and was being chaired by Judi Linney. Members noted that the Terms of Reference for the Group had been approved by the Council. The meeting had received a presentation on the Trust's approach to improving the patients' experience and a number of themes had arisen during the discussion. One related to the importance of new initiatives but ensuring staff were not overloaded as they were under considerable operational pressure. Communications was a theme borne out in complaints and from patient surveys and this would be followed up by the group at a future meeting.

Members of the Group would be sitting in on a Patients' Panel meeting and attending the Living our Values programme.

COG-37/11 Auditor Tender Working Group

David Frank advised the Council that two meetings of the Group had now taken place and the process for agreeing the tender was underway and on timetable.

COG-38/11 Informal meeting on Patient Communication

An informal meeting had taken place with two Governors who wished to understand the issues being addressed by the Trust when using internal and external information systems to support patient information and communication. Janice Ketley advised that it had been pleasing during the meeting to see the progress being made by the Trust on improving the standard of letters to patients.

This was an issue which would be picked up more formally through

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the Patient Experience Group.

STATUTORY DUTIES

COG-39/11 Membership of the Council of Governors

It was noted that Andreas Lambrianou, Appointed Governor from NHS Hounslow, had resigned with effect from 15 April 2011 and Martin Roberts had been appointed in his place to serve the remainder of the term to 30 November 2013.

The Register of Governors would be updated. **JG**

COG-40/11 Annual Audit Letter from KPMG

The Annual Report and Accounts had been formally approved by the Trust Board in June 2011.

It was confirmed that the Annual Audit Report was addressed to the Governors of Ashford and St Peter's NHS Foundation Trust for information. The Report had been formally presented to the Audit Committee and Trust Board as those responsible for governance and the issues raised within the Report would be addressed through the Audit Committee.

It was confirmed that this was the first year the Auditors were required to issue an opinion on the Quality Account and that the recommendation on segmental reporting was more relevant now ASPH was a Foundation Trust rather than a NHS Trust.

The Auditor's report had identified a weakness in the process for ensuring the completeness of the 36-hour hip fracture indicator. The Chief Nurse confirmed that the Trust was confident in its level of performance and that a new form of assurance via the Quality Assurance Dashboard was being introduced for the Board with effect from September.

The Council of Governors NOTED the Report.

COG-41/11 Annual Report and Accounts

The Annual Report and Accounts were presented to the Governors for information.

The Finance Director reminded the Council of Governors that the Trust had achieved Foundation Trust status with effect from December 2010. As such, the Trust had had to produce two Annual Reports and two sets of Accounts. The composite Annual Report and Accounts for the four-month period – 1 December 2010 to 31 March 2011 – had been agreed by the Board in June 2011 and had been submitted to Monitor and Parliament.

A new format had been followed in respect of the Foundation Trust Accounts; this included an Annual Report, the Accounts and the Quality Report in a single document as required by Monitor.

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Therefore the composite document was a lengthy and detailed document and a Review, tailored at the public reader, was being produced and would be available for at the Annual General Meeting.

In presenting the Accounts to the Council, the Finance Director drew attention to the financial performance of the Trust over the whole year as this gave a better picture of the Trust's performance.

The Council noted that the main cost drivers were pay increases, non-pay inflation, high-cost elements of certain items, for example drugs and the cost of additional activity. There was a fairly robust cut-off between the two accounting periods and performance post authorisation reflected that the winter period tended to be more intensive and the Trust had agreed a cap with the commissioner which had affected income.

The Accounts also included a number of provisions; this was one off expenditure, for example, the cost of re-configuring the Pathology Service.

The Council discussed Note 26 to the Accounts which related to clinical negligence provisions. It was confirmed that the Trust participated in the NHSLA clinical negligence risk pooling scheme and secured discounts on its premium through increasing levels of compliance with formal risk management standards. The Trust had achieved level 3, the top level, in respect of maternity services and level 2 in respect of its general services. The provision- which was not held in the books of ASPH- related to the amount the NHSLA calculated as the cost of settling notified claims. The Council was assured that the level of claims within the Trust was in line with other similar organisations and was static.

It had been an intensive process producing two sets of Annual Report and Accounts and the intention was to produce a more streamlined document for 2011/12. The Chief Executive was the Accounting Officer but due to his temporary absence, the Board had formally agreed that the Accounts could be signed by the Director of Finance as Acting Accounting Officer.

The Council of Governors NOTED receipt of the Annual Report and Accounts which would also be presented at the AGM.

COG-42/11 **Business Planning Process 2012/13**

The Trust would be commencing its 2012/13 planning cycle in the late autumn. The general process was outlined by Stephen Hepworth, Associate Director of Planning, and combined a top-down and bottom-up approach. This would start in October 2011 with national guidance anticipated by Christmas. The March 2012 Board was required to sign off the Annual Plan and Budget and the Trust needed to complete the Monitor planning template by May 2012.

It was confirmed that the Trust received two sources of external

guidance, one of which was the commissioning intentions received from commissioning organisations and the second was the national Operating Framework.

The suggestion was to arrange a minimum of two workshops involving the Board and Council of Governors, the first one to be at the end of October / beginning of November. The Council of Governors welcomed the approach proposed. **JG**

COG43/11 Provisional Calendar 2012

In addition to the formal meetings of the Council of Governors, it was proposed to schedule a number of informal seminars, where the Board and Council could explore issues together. The intention would be for the Governors to identify topics for discussion.

The general approach was welcomed and would be further considered at the informal meeting on 15th September. **CoG**

PERFORMANCE

COG-44/11 Chief Executive's Report

The Chief Executive highlighted the following items

- Infection control was a top priority for the Trust. The Trust had a very low target of four cases of MRSA per annum and had been disappointed when a MRSA bacteraemia infection had been identified in August after a year without a hospital-acquired case. A thorough root cause analysis had been undertaken which had identified that the August case had been clinically unavoidable.

- Volunteers were very important to the Trust and a real improvement to the patient experience had been achieved through the introduction of 50 volunteer guides.

- Two Governors had participated on the car parking working group, Sam Lamb and Keith Goodger. The new pay-as-you-go system had been introduced for patients and visitors and whilst it was early days, it was really pleasing to note that patients were no longer queuing in order to get parked. A further review would take place in early October with a particular focus on the balance of parking between staff and visitors, the ability of volunteers to park and charging for disabled spaces within the barriered car parks.

- The establishment of the Surrey Pathology Service Network was proceeding well. It was confirmed that there were clear governance arrangements, such that the hospital providing the element of service was responsible for it. Development of the network had been clinically led

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and each Trust would retain a hot laboratory on site to process samples which were time critical.

Development of the network was in line with the Carter Report on pathology services and would maintain a high level of clinical quality whilst generating substantial savings. In response to a question by a Governor, Tanya Bernard as Consultant Haematologist was able to provide some additional information on the network and its impact on service provision and staff at Ashford & St Peter's. It was agreed to arrange for any Governor interested in the subject to attend a briefing with the Clinical Director and that feedback would be given to the next Council of Governors meeting. **JG**

- Work was continuing on preparing the Trust's response to the invitation to tender on Epsom. The time scale of the process had been extended to 11 November 2011. A seminar would be arranged for the Governors to consider the implications of the acquisition during October/November. **JG**

  Part of the submission would be a draft statement on the Trust's revised constitutional arrangements, including the structure of the Council of Governors and Board. Whilst this would not be legally binding at this stage, it would be helpful for the submission to have been informed by the Council. Volunteers to participate in the review would be sought by the Head of Corporate Affairs. **JG**

  It was confirmed that the Board had not yet taken a decision on its response to the invitation to tender.

  It was noted that the NHS was a changing landscape nationally, and locally discussions were taking place on collaboration between Royal Surrey County Hospital and Frimley Park Hospital. The Trust would continue to work with a range of partners, for example, clinical networks with Frimley Park Hospital and Royal Surrey County Hospital, clinical links with East Surrey Hospital and the potential acquisition with Epsom Hospital.

- Catering Services and the League of Friends

  The current catering service contract was due to terminate in 2012 and therefore the Trust had launched a tendering process for its inpatient food services, staff and visitor facilities and was extending this to include developing retail opportunities. One of the key drivers for the Trust was the aim of improving the quality of the food offered to inpatients; a variety of patient feedback showed that the quality of inpatient food was not always as good as the Trust aspired to. In addition, the current facilities for staff and visitors were limited, particularly in respect of the

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facilities at weekends and evenings. The Trust was aware that significant capital investment was required to achieve substantial improvements. The Trust had been advised that in the current market tendering all catering and retail services together offered the best opportunity to improve inpatient food.

The Chief Executive confirmed that he had offered an apology for the poor communication which had occurred with the Leagues of Friends who currently ran facilities at both sites and which would be severely impacted under this approach.

All Governors and Directors had received a letter from the Chairman and Treasurer of the Friends of St Peter's Hospital setting out their concerns with the approach and the Council had a wide ranging discussion on the proposed tender.

One Governor stated that the approach was neglecting the important contribution that Leagues of Friends played nationally, as well as locally, in supporting patient care. In his opinion it was inappropriate that the Friends' service should be treated as part of the catering service. Another Governor expressed frustration that there was not a daily trolley service to the wards under the current arrangements.

Council members asked whether the Trust had considered how they would address the impact on the ability of the Leagues to generate funds which were then ploughed back into the hospitals for the benefit of patients and staff. It was noted that many Leagues of Friends now operated a different model, concentrating on other funding raising activities rather than catering and retail which were increasingly core hospital services. There would be opportunities for the Leagues to provide other important services to patients, for example the current trolley services needed extending, and there were opportunities for library services.

The Council also highlighted the concerns expressed by the Friends over the way the changes had been communicated to them. The Leagues of Friends were a strong part of the local community and their feelings would be reflected in the way the community viewed the Trust.

Council members then asked for an explanation as to how the situation had arisen and whether the Non Executive Directors had been made aware.

It was explained that the timeline had meant that the Board had been briefed at the June 2011 meeting; this had included notification that the OJEU advertisement had been placed. This had taken place in the closed session

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due to the commercial nature of the tender. At the Board meeting the Non Executives had stressed the importance of handling the communications sensitively.

The concerns of the Leagues of Friends had become apparent in August. The Council of Governors were meeting ahead of the next Board meeting when Directors could reflect on how communications had been handled. In the meantime a number of conversations had taken place between Directors to resolve the matters raised.

(Post meeting note: the timeline has been clarified to show that the Board members were advised at the meeting on 30th June 2011 that an OJEU notice had been advertised ahead of the Board meeting. The advertisement had been purely to invite expressions of interest and to meet the tendering timetable required for a smooth handover of the patient catering service. The potential tenderers were not notified of the scope of the tender until they received the specification in August which was after Trust representatives had met with the Leagues of Friends on 29th July.)

A discussion took place on the role of the Council of Governors and the appropriate response to the issues raised by the Friends of St Peter's Hospital. The role of the Council was not to make operational decisions, although they were able to reflect the view of their constituents. However, the Council had a statutory duty to hold the Board to account and therefore wished to be assured that the Board had properly examined the cause of the poor communication and then addressed the issue.

The Chief Executive advised the Council that the Trust was very committed to developing its Voluntary services and had more than 350 active volunteers of which the Leagues of Friends formed a part. On behalf of the Trust, the Chief Executive repeated his apologies for the poor communication and confirmed the Trust's commitment to working with the Leagues of Friends to achieve the objectives of redeveloping the catering service whilst also sustaining League of Friends at both Hospitals. When selecting a future commercial partner the Trust would seek to ensure they were committed to working with the Trust to develop a new role for the Friends.

The Council of Governors agreed that the Lead Governor should reply formally to the letter received from the Friends of St Peter's. Hospital, which would then be circulated to all Governors. **DF**

The Council of Governors NOTED the Chief Executive's report

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Minute		Action
COG-45/11	**Compliance Framework Performance Report** The Trust had submitted its Q1 return to Monitor with an amber/green rating for performance and a FRR of 3. Overall the Trust was predicting it would achieve a green rating for performance in Q2 FRR 3 for Q2 was in line with plan, although the Governors highlighted the marked change from the current FRR score on Return on Assets (which formed part of the overall indicator) from 2 to forecast 4. This was linked to the I&E surplus margin. The Council of Governors NOTED the Report.	
COG-46/11	**Quality Report** The Report described the Trust's approach to quality and included the quadrant from the Balanced Score Card on quality indicators. The Governors NOTED the report.	
	INFORMATION	
COG-47/11	**Minutes of the Nominations and Appointment Committee held on 5 May 2011** The minutes of the Nominations and Appointment Committee were NOTED.	
COG-48/11	**Minutes of the Remuneration and Appraisal Committee meeting held on 3 May 2011** The minutes of the meeting were NOTED.	
	Any Other Business	
COG-49/11	**Annual General Meeting:** The Annual General meeting would take place on 29 September 2011 and all Governors were encouraged to attend.	
COG-50/11	**Questions from the Public** The following suggestions were made: • Details of the Members' Health Events should be published on the Trust internet. • It would be helpful if in future years the AGM could be scheduled not to clash with faith holidays. • The Volunteer Bureau might be able to help with matching volunteers.	**JG**

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COG-51/11 **Date of Next Meeting**

The next meeting of the Council of Governors was to be held on Wednesday 7th December, 16.00 – 18.30pm. Location to be confirmed.

The Council of Governors resolved that representatives of the public be excluded from the meeting having regard to the confidential nature of the business to be transacted, publicity on which it would be prejudicial to the public interest.

Signed

Chairman

7th December 2011

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Summary Action Points

Meeting Date	Minute Ref	Topic	Action	Lead	Due Date		Status
01/12/2010	COG-7/10	**Governors' Code of Conduct**	Review the Code of Conduct in one year	JG	01/12/11	To be completed after *Seminar- One Year On* scheduled for 19 Jan 2012	---
01/12/2010	COG-8/10	**Appointment of Key Governance Roles –deputy Chairman**	Review the appointment of the Deputy Chairman	JG	01/12/11	Agenda	---
01/12/2010	COG-10/10	**Nominations and Appointments Committee**	Review the Terms of Reference after one year	JG	01/12/11	Agenda	---
01/12/2010	COG - 10/10	**Remuneration and Appraisal Committee**	Review the Terms of Reference after one year	JG	01/12/11	Agenda	---
15/2/2011	COG-3/11	**Appointment of Lead Governor**	Review the appointment of Lead Governor after one year	JG	February 2012	Not due	**ND**
13/9/2011	COG-34/11	**FTN/FTGA Governors induction Event**	Governors to meet informally and feed back on ideas	DF	07/12/11	Agenda	---
13/9/2011	COG-35/11	**Membership report**	Governors in target constituencies(Elmbridge, Runnymede, Richmond Hounslow to id Community groups to target	Gov	February 2012	Not due	**ND**

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13/9/2011	COG-35/11	**Membership report**	Review opening health events to all	Membership group	Dec 11	To be discussed at membership Group on 29 November 2011	---
13/9/2011	COG-39/11	**Register**	Up date with M Roberts	JG	Nov 11	Completed	✔
13/9/2011	COG-42/11	**Business planning 2012/13**	Set up workshop	JG/SH	Nov 11	Scheduled for 24Nov 2011	✔
13/9/2011	COG-43/11	**Calendar 2012**	Agree approach to seminars etc	CoG	Dec 11	4 dates included in 2012 calendar	✔
13/9/2011	COG-44/11	**Chief Executive Report- pathology**	Arrange briefing with Clinical Director. Report back to CoG	JG	Dec 11	Agenda	✔
13/9/2011	COG-44/11	**Chief Executive Report-Epsom**	Arrange seminar for CoG	JG	Dec 11	Completed	✔
13/9/2011	COG-44/11	**Chief Executive Report**	Working group on implications of Epsom on CoG structure etc	JG	Dec11	Completed 5 October11	✔
13/9/2011	COG-44/11	**Chief Executive Report- catering and Leagues of Friends**	Lead Governor to respond to LoF letter. Circulate to all Governors	DF	Immediate	Completed	✔
13/9/2011	COG-50/11	**Health Events**	Publish details on the www	JG	Dec 11	Event tab set up on members page	✔

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✔	Complete
ND	Not due

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