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

OPEN MEETING OF THE
COUNCIL OF GOVERNORS
11th September 2012 in the education Centre, Ashford Hospital

PRESENT:	Mrs Aileen McLeish	Chairman	**AMcL**
	Ms Sarah Betteley	Appointed Governor – NHS Surrey	**SB**
	Dr Tanya Bernard	Staff Governor – Medical and Dental	**TB**
	Mr Simon Bhadye	Public Governor – Spelthorne	**SB**
	Mr Keith Bradley	Public Governor – Woking	**KB**
	Mr Brian Catt	Public Governor – Spelthorne	**BC**
	Dr Maurice Cohen	Public Governor – Woking	**MC**
	Mr David Frank	Public Governor – Surrey Heath	**DTF**
	Mr Godfrey Freemantle	Public Governor – Hounslow	**GF**
	Dr Ann Gallagher	Appointed Governor – Surrey University	**AG**
	Mr Keith Goodger	Public Governor – Richmond Upon Thames	**KG**
	Mr Chris Howorth	Appointed Governor – Royal Holloway University	**CH**
	Mrs Samantha Lamb	Staff Governor – Admin/Managerial/Ancillary	**SL**
	Mrs Margaret Lenton	Public Governor – Windsor and Maidenhead	**ML**
	Ms Michèle Low	Public Governor-Hounslow	**ML**
	Mrs Janice Ketley	Public Governor – Runnymede	**JK**
	Dr Howard Manuel	Public Governor – Woking	**HMa**
	Mr Steve McCarthy	Public Governor - Elmbridge	**SM**
	Mrs Diana Manthorpe	Staff Governor – Volunteer	**DM**
	Cllr Jean Pinkerton	Appointed Governor – Spelthorne BC	**JP**
	Mr Andrew Ryland	Public Governor - Runnymede	**AR**
	Cllr Michael Smith	Appointed Governor – Woking BC	**MS**
	Mr Paul Wills	Staff Governor - Healthcare	**PW**
APOLOGIES:	Mrs Linda Abbott	Public Governor – Spelthorne	**LA**
	Mrs Sue Harris	Staff Governor – Nursing and Midwifery	**SH**
	Mrs Judi Linney	Public Governor – Runnymede	**JL**
	Cllr Hugh Meares	Appointed Governor – Runnymede BC	**HM**
	Mrs Judith Moore	Public Governor – Guildford	**JM**
	Mr Martin Roberts	Appointed Governor – Hounslow PCT	**MR**
IN ATTENDANCE:	Mr Andrew Liles	Chief Executive	**AL**
	Ms Raj Bhamber	Director of Workforce and OD	**RB**
	Mr Clive Goodwin	Non Executive Director	**CG**
	Dr David Fluck	Interim Medical Director	**DF**
	Mr Simon Marshall	Director of Finance & Information	**SM**
	Ms Suzanne Rankin	Chief Nurse	**SR**
	Mr Terry Price	Non Executive Director	**TP**
	Mr Jim Gollan	Non Executive Director	**JGo**
	Prof. Philip Beesley	Non Executive Director	**PB**
SECRETARY:	Ms Jane Gear	Head of Corporate Affairs / Company Secretary	**JG**

Minute **Action**

Welcome and Introductions

The Chairman welcomed Sarah Betteley, Appointed Governor NHS Surrey, to her first meeting.

The Chief Executive gave a brief report on the Trust's involvement in the major incident which had been declared following a coach crash on the A3 the previous day. The Trust had received 23 casualties, mainly walking wounded, and the formal major incident plan had been brought into operation. Additional staff had been called in to deal with the incident and the Trust had coped extremely well, managing the casualties as well as keeping the hospital running smoothly. It was confirmed that the Ambulance Service had a major role to play in directing casualties to receiving hospitals with the most seriously injured being sent to Major Trauma Centres.

In addition to dealing with the aftermath of the major incident, the CQC had paid a further unannounced visit on 11th September to look at Outcome 21 on documentation. The CQC had been impressed with the progress made and the Chief Nurse would give a further update as part of the Quality Report.

COG-36/12 **Declarations of Interests in the Proceedings**

No declarations of interests were noted.

COG-37/12 **Minutes of the Previous Meeting**

The minutes of the previous meeting held on 17 May 2012, which incorporated the minute from the closed session regarding the appointment of the external auditors, were AGREED as a correct record.

The minutes of the special meeting held to consider the Annual Report and Accounts on 11 July 2012 were AGREED as a correct record.

Matters arising

The action log identified that all items were up-to-date in accordance with agreed time scales.

COG-38/12 **Inspiring and Supporting Each Other to Live Our Values (Minute COG – 28/12 refers)**

The Director of Workforce and Organisational Development introduced the report which had been prepared to update the Council of Governors on actions taken in response to the results of the National Staff Survey 2011. Governors had been provided with the survey analysis at the May 2012 meeting. The Director had met with representatives from the Staff Governors on 6th September 2012 to discuss the Corporate Commitments and gain views on how their colleagues perceived their working lives.

The four main issues raised by the Staff Governors were:

- concerns about the Epsom changes and related job security.
- nursing staff feeling unsettled by shift pattern changes implemented in the summer.

- the high workload related to increased numbers of discharges and admissions.
- Staff feeling 'left out' due to lack of communication.

The report provided an update on progress with the Corporate Commitments for 2012/13. It was noted that the Director of Workforce and OD had agreed to meet monthly with the Staff Governors to receive regular feedback.

During the Council of Governor discussion, the importance of Executive and Non-Executive Director visibility by staff was highlighted. Members of the Board explained some of the activities undertaken to maintain good visibility with staff; these included 40 briefings involving board members or senior managers in support of implementing the changes to the emergency care pathway; the Chairman and Chief Executive was involved in "back to the floor" activities; and pairings of Non-Executive and Executive Directors provided good opportunities to talk to staff in the work environment.

Board members emphasised their commitment to maintaining a high level of visibility.

The Council of Governors NOTED the report.

FEEDBACK FROM GOVERNORS

COG-39/12 **Patient Experience Group**

Maurice Cohen, Deputy Chair of the Patient Experience Group, introduced the report and drew attention to the benefit that Group members were finding from visits to clinical areas which had included Outpatients and the Medical Assessment Unit.

It was agreed that the Group should include within its forward work plan a review of the findings of the Francis Report on Mid Staffordshire Hospital with particular respect to the role of Governors. The Report was due to be published around November 2012. **JG/JL**

The Council of Governors NOTED the report.

COG-40/12 **Membership Report**

Andrew Ryland, Chair of the Membership and Community Engagement Group, highlighted that the membership numbers were continuing to increase and it was noted that Hugh Meares had personally recruited 55 members recently. The members Health Events were proving popular, although the Council of Governors still needed to find more opportunities for formal engagement with their members.

It was confirmed that the aim in respect of membership was to keep a steady increase in overall numbers and also to ensure that membership was representative in terms of ethnicity, social demographics and age. Annual Constituency Reports were supplied to individual Governors and the routine report to the Council included top-level data. One of the areas the Council needed to focus on was strengthening representation in the 14 to 21 age group.

The Council of Governors NOTED the report.

Minute **Action**

COG-41/12 **FTN Development Day Feedback**:

Michèle Low introduced a short paper giving feedback from her attendance at the FTN Development Day held on 27 June 2012. Chris Howorth had also attended and supported the general comments in the paper. Discussions had included support and good practice to help governors with their new responsibilities arising from the Health & Social Care Act 2012. It was agreed to have a further brief discussion on the topic in the closed session and to use the Council and Board event scheduled for 20th November to develop an agreed way forward.

Overall, events run by the Foundation Trust Network were felt to be useful and informative and Governors were encouraged to attend if possible. It was noted that the Foundation Trust Network had recently been awarded the national contract for developing a training programme for Governors, to include a specific focus on the additional accountabilities arising from the new Act.

The Council of Governors NOTED the report

STATUTORY DUTIES

COG-42/12 **Membership of the Council of Governors:**

The Council noted the updated Register of Governors which included Sarah Betteley as appointed Governor for NHS Surrey.

The report also identified the current stage of the elections for the five constituencies where Governors had been appointed at authorisation for a two-year term.

The Council of Governors NOTED the report

COG-43/12 **Constitution – Impact of Commencement Orders**:

All foundation trusts were required to make changes to their Constitutions to reflect the Commencement Orders which implemented a number of changes from the Health and Social Care Act 2012 effective from 1st October 2012.

The significant changes impacting at Ashford and St Peter's Hospitals NHS Foundation Trust were:

- a requirement for the legal principal purpose (i.e. provision of goods and services for the Health Service in England) to be included.
- the new legal duty to ensure that income from NHS funded goods and services was greater than income from other sources.
- the introduction of additional oversight and scrutiny by the Council of Governors over activities generating non-NHS income.

It was noted that Monitor would be making a global amendment to all foundation trusts' Terms of Authorisation in respect of the removal of the private patient cap.

The Head of Corporate Affairs was proposing asking for one further change to be approved by Monitor, namely including provision for the establishment of a wider membership constituency base in anticipation of the Epsom Transaction. The major changes to the Constitution which would be required for the transaction were the subject of a subsequent Council of Governors' paper.

The Council of Governors APPROVED the amended Constitution. This would now be discussed at the Trust Board meeting on 28 September 2012.

COG-44/12 **Review of Constitution – Epsom and the Health and Social Care Act 2012:**

The Trust needed to undertake a further review of its Constitution for two reasons. Firstly, the potential impact of the Epsom Transaction and secondly to achieve full compliance with the Health and Social Care Act 2012.

Having two drivers for changing the Constitution meant the approval process was more complex as the timetables were not aligned. However, the overarching objective remained as agreeing a legally compliant Constitution, fit for purpose following the Epsom transaction. There were several stages in achieving this goal, the initial one being to agree a draft Constitution, including the scope of membership and the potential shape of the Council of Governors, which was sufficient to enable robust and meaningful consultation over the late autumn.

The Council of Governors was reminded that a small Task Group had been established to make recommendations to the Council of Governors and the Board. The Group had felt it was helpful to have a number of principles to underpin the construction of the Council of Governors. This would help demonstrate that the allocation of seats was fair and equitable.

The paper included a number of draft principles put forward by the Group. The paper also included the range of views expressed at a Staff Governors meeting on the possible allocation of Staff Governor seats. Due to timetabling, the options for staff had not been discussed and agreed with the full Task Group.

A wide ranging discussion took place at the Council of Governors meeting, during which the following points were highlighted:

- The Task Group had explored a range of options to be used in allocating Public Governor seats. The conclusion of the Task Group was that use of new outpatient activity was the most representative approach. This was supported by the Council.

- The principles should state that the optimal size of the Council was 30 and that it should not exceed 34.

- The Task Group had recognised that the incorporation of Epsom Hospital would result in the Trust's income increasing by around 50% and result in Epsom forming c 1/3 of the total combined turnover. The construction of the Council of Governors should therefore reflect this balance, i.e. two thirds of the seats for ASPH and one third of the seats for Epsom Hospital. Applying this to the Staff Governor seats, it would therefore be appropriate to have two seats for Epsom Staff Governors.

  During the discussion on the number of Staff Governors, the importance of Epsom having a definite presence at the Council of Governors following the Transaction was endorsed. In respect of the number of Epsom Staff Governors it was agreed that:-

  - the consultation document should explain clearly why the number of Epsom staff constituencies was limited to two and did not mirror the Ashford & St Peter's Hospitals' current position of five seats.

- the consultation should invite Epsom staff to propose the make up of the two constituencies.
- this should be seen as a transitionary approach as the allocation of seats to a specific site (Epsom) moved away from the approach in the current Constitution of using professional staff groupings.

- Applying the principles meant that the Council would include three Local Authority Appointed Governors compared with the four currently on the Council. The proposal was to offer Appointed Governor seats to Boroughs where the Trust's hospitals were located. A note from Cllr. Mike Smith articulating concerns about this approach had been circulated to Governors. Cllr. Smith confirmed he was proposing that the current level of Local Authority representation should not be diminished, as well as identifying a special relationship between St Peter's hospital and Woking Borough.

  The Governors discussed the Local Authority Representation and agreed on balance to maintain the drafted principle and then review comments received as part of the consultation.

- During the discussion, it was noted that Local Authorities had a variety of channels of communication with local partner NHS organisations. The representative role of both the Public and Local Authority Appointed Governors was discussed. It was agreed to review the wording of the principle to ensure that there was no inference that where the number of Public Governors was reduced because there was a Local Authority Appointed seat this meant the Public Governors were less valuable.

- It was noted that elections were underway in respect of a number of constituencies where the initial appointment had been for a two-year term. The Chairman confirmed that she had discussed the implications of the revised Constitution with the current Governors whose seats were included in the current elections and would be affected by these proposed changes. In addition, the Notice of Election identified that the term of the seats could be affected dependent upon the outcome of the consultation and the revised Constitution.

- It was confirmed that, when finally agreed, the new Constitution would come into effect from April 2013 with the exception of the changes to the membership catchment area and the construct of the Council of Governors which would be dependent upon the timing of the Epsom transaction.

The Council of Governors AGREED to proceed on the basis of: **JG**

- The principles to be used to shape the Council of Governors, updated as above.
- The inclusion of two Staff Governors for Epsom.
- The extended membership area to be included in the consultation.
- The draft Constitution attached to the papers.

Following agreement at the Trust Board meeting at the end of September, the consultation document would then be drafted. This would require careful crafting and it was agreed that members of the Task Group should be invited to review it. **JG**

The Council was advised that a number of names had been received in respect of the enlarged Trust. These would be considered by the Chairman and Chief

Executive and the Board would make a decision on the future name at a future meeting.

It was noted that the next steps in concluding the draft Constitution included:

- finalising revised Standing Orders for the Board and Council of Governors **JG**
- reviewing the Annexes for the Constitution
- reviewing The Code of Conduct.
- making recommendations on the definition of 'Transaction' to be included in the Constitution and clarifying the Act's requirement for sharing of agendas and minutes.

STRATEGY and PERFORMANCE

COG-45/12 **Board Assurance – Integrated Governance and Assurance Committee:**

Philip Beesley, Non-Executive Director and Chair of the Integrated Governance and Assurance Committee (IGAC) gave a brief presentation setting out the remit of the Committee, its important function in providing assurance to the Trust Board, its relationship with other Trust Committees and a typical agenda. A number of key achievements of IGAC included development of a new Quality, Safety and Risk Management Strategy, a thorough review of the Board Assurance Framework and identifying the need for, and delivery of, an action tracker in respect of complaints.

Governors noted the Committee's important role in assuring the Board on the delivery of the Trust's Strategic Objectives and asked that consideration should be given to a Governor attending the meeting. It was AGREED that this would be considered at the 20th November discussion. **AMcL**

COG-46/12 **Chief Executive's Report**

The Chief Executive's report gave an overview of issues being addressed by the Trust, together with a perspective on the external environment.

The Innovation Fund was proving successful with staff submitting interesting proposals which were now being progressed. It was encouraging for staff to be able to demonstrate how they could innovate in their services and achieve better care for their patients.

The Board was progressing the Epsom Transaction on the basis that it needed to be both clinically and financially sustainable and for it to be clear that there was no financial cross subsidisation from Ashford & St Peter's Hospitals. The original intention had been to complete the Transaction from 1 April 2013, but the Board had recently signalled an intention to extend the timeline as, at the current moment, Epsom was not able to meet the tests on clinical and financial sustainability. In addition, the consultation on the *Better Services, Better Value* reconfiguration of Hospital Services in Southwest London would impact upon Epsom.

It was confirmed that there was a considerable level of clinical engagement between Ashford & St Peter's Hospitals and Epsom Hospital staff in preparing for the Transaction. There were a wide number of working groups looking at various aspects of the Transaction.

A number of Governors had joined the Local Representative Panel for the Epsom Transaction. Governors who had attended the first meeting of the Panel commented

that the discussion had been very Epsom centric and asked for assurance that Ashford and St Peter's Hospital's patients were being kept up-to-date. It was confirmed that the Trust had a comprehensive Communication and Engagement Strategy but prior to holding major public events, it was important there was confidence that the Transaction was proceeding. It was agreed to consider whether there should be a staff governor on the Local Representative Panel. **AL**

The Council of Governors NOTED the report.

COG-47/12 **Quality Report**

The Chief Nurse and interim Medical Director introduced the report and highlighted the following matters:

- The HSMR mortality rate had decreased to 73.1 which was good performance. It was noted, however, that regular national re-benchmarking of mortality rates took place. Crude mortality was better than target performance but this was a continued area of review and a number of primary diagnosis specific mortality rates were being reviewed, including urinary tract infection.

- The Trust had challenging targets in respect of infection rates, but had only reported one case of MRSA bacteraemia year to date and seven cases of C difficile. This was good performance.

- The CQC had undertaken a further unannounced visit on 11th September 2012. The verbal feedback from the visit was that the CQC was satisfied with the Trust's compliance with Outcome 21 in respect of documentation. The Chief Nurse highlighted that documentation was a cultural issue rather than staff being resistant to proposed changes and it was therefore very encouraging to receive positive feedback from the CQC inspectors following their discussions with nursing staff. Despite achieving compliance on Outcome 21, the Trust would continue to implement the previously developed action plan to ensure improvements were fully embedded.

- The Council of Governors had asked whether there was a link between the rising level of complaints and the level of litigation. The report identified that there was no evidence of a direct link between the quality of a complaint response and litigation. The Trust compared favourably with the national level of reported claims published by the National Health Service Litigation Authority (NHSLA.

- The number of intimations of a possible claim were rising but there was no evidence that these would lead to formal cases of litigation.

- The recent report from the NHS Information Centre identified the Trust had a high level of complaints compared with the national average. The Chief Nurse confirmed that this was extremely worrying, although after a peak in the number of complaints in January 2012, the levels now seem to be reducing. The peaks coincided with the hospital struggling operationally; patient experience could dip when A&E and the wards were extremely busy. Improving the patient experience was a major driver for the Trust's current work on improving the emergency care pathway.

It was confirmed that where a third party made a complaint, the Trust always sought consent from the individual patient. All complaints were logged but there could be a short delay in the complaint showing in the statistics in this circumstance.

The impact of staff morale on the level of complaints was highlighted.

The Council of Governors NOTED the Report.

COG-48/12 Compliance Framework-In Year Monitoring

The report identified that in Quarter 1 the Trust had achieved green for performance and a Financial Risk Rating of 4. The Trust had successfully delivered the four-hour target in A&E for Q1 and was on track to deliver the target for Q2.

During October a number of significant changes to the emergency care pathway would be implemented. The Trust had been supported by the National Emergency Care Intensive Support Team (ECIST) and all the changes being made, in particular the changes to the emergency care pathway, were based on sound evidence and good practice.

Governors highlighted the dip in A&E performance around May/June 2012. It was noted that changes in performance were usually related to demand, but it was encouraging to note that the Trust was demonstrating greater resilience and was now able to recover more quickly.

Financial performance was also on track with the Trust achieving a strong FRR4. The Trust continued to forecast that it would meet its planned surplus of £3.3 million for 2012/13. The forecast included a significant level of over-performance against income plans with commissioners, in particular NHS Surrey.

Jim Gollan, Non-Executive Chair of the Finance Committee, confirmed that the Committee continued to scrutinise the financial performance and noted that the second-half of the year was traditionally tougher. He confirmed that the ambition was to achieve a more transformational/long-term approach to CIPs.

It was noted that the forecast under-spend on CAPEX was due to slippage on capital schemes, sometimes associated with delays in securing planning consents.

The Council of Governors NOTED the report.

INFORMATION

COG-49/12 Minutes of the Remuneration and Appraisal Committee meeting:

The draft minutes of the Remuneration and Appraisal Committee meeting held on 25 July 2012 were noted.

ANY OTHER BUSINESS

COG-50/12 FTGA

It was AGREED to renew membership of the FTGA for a further year.

Minute **Action**

COG-51/2 **Agendas**

The Council of Governors submitted items to be addressed at the meeting. It was confirmed that the question on the recent recruitment campaign for nurses, midwives and health care assistants had been addressed within the Chief Executive's report. However, it was highlighted that it would be helpful if the answers could be explicitly indicated in reports.

COG-52/2 **Trust Secretary**

The Council of Governors thanked Jane Gear for her support over the last 18 months.

COG-5312 **QUESTIONS FROM THE PUBLIC**

No questions were raised.

COG-5412 **Date of Next Meeting**

The next meeting would be held on Wednesday, 5th December 2012 at St Peter's Hospital.

Signed

Chairman
5th December 2012

Summary Action Points

Meeting Date	Minute Ref	Topic	Action	Lead	Due Date	Dec 12 update	Status
01/12/2010	**COG-7/10**	**Governors' Code of Conduct**	Review the Code of Conduct in one year	JG	01/12/11		**---**
7/12/11	**COG-66/11**	**Nominations and Appointment Committee**	Review membership in one year	JG	5/12/12	Agenda item 6.3	✔
7/12/11	**COG-67/11**	**Remuneration and Appraisal Committee**	Review membership in one year	JG	5/12/12	Agenda item 6.4	✔
17/05/2012	**COG-16/12**	**Chairman's Report on Discussions with the governors**	Repeat process of individual reviews between Governors and Chairman	AMcL	Jan 2013	Not due	**ND**
11/09/2012	**COG-39/12**	**Patient Experience Group**	Consider implications for Governors once Francis (Mid Staffs) report published	JG/JL	Jan 2013	Not due	**ND**
11/09/2012	**COG-44/12**	**Review of Constitution – Epsom and the Health and Social Care Act 2012:**	Amend principles associated with Constitution	JG	05/12/12	Completed 19/09/12	✔
11/09/2012	**COG-44/12**	**Review of Constitution – Epsom and the Health and Social Care Act 2012:**	Seek views from the Task Group on the draft consultation document	JG	05/12/12	Transaction halted. Action on hold.	**---**

11/09/2012	**COG-44/12**	**Review of Constitution – Epsom and the Health and Social Care Act 2012:**	Take forward next steps on Constitution (SOs/defining transaction etc)	JG	Jan 2013	Not due	**ND**
11/09/2012	**COG-45/12**	**Board Assurance – Integrated Governance and Assurance Committee:**	Consider involvement of governors on Board sub committees such as IGAC	AMcL	05/12/12	Review underway as to whether to replace the Patient Panel representative on IGAC with a Governor.	**---**
11/09/2012	**COG-46/12**	**Chief Executive's Report**	Consider if a Staff Governor could be included on the LRP	AL	05/12/12	Transaction halted. Action on hold.	**---**

KEY	
✔	Complete
ND	Not due