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

OPEN MEETING OF THE
COUNCIL OF GOVERNORS
7th December 2011 in Room 3, Chertsey House, St Peter's Hospital

PRESENT:	Mrs Aileen McLeish	Chairman	**AMcL**
	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	**DTF**
	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 Graham Hanson	Appointed Governor – Surrey PCT	**GH**
	Mrs Sue Harris	Staff Governor – Nursing and Midwifery	**SH**
	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**
	Mrs Judi Linney	Public Governor – Runnymede	**JL**
	Mr Steve McCarthy	Public Governor - Elmbridge	**SM**
	Mrs Diana Manthorpe	Staff Governor – Volunteer	**DM**
	Cllr Michael Smith	Appointed Governor – Woking	**MS**
	Cllr Jean Pinkerton	Appointed Governor – Spelthorne	**JP**
	Mr Martin Roberts	Appointed Governor – Hounslow PCT	**MR**
	Mr Andrew Ryland	Public Governor - Runnymede	**AR**
APOLOGIES:	Mr Paul Wills	Staff Governor - Healthcare	**PW**
	Mrs Janice Ketley	Public Governor – Runnymede	**JK**
	Ms Michele Low	Public Governor-Hounslow	**ML**
	Dr Howard Manuel	Public Governor – Woking	**HM**
	Mrs Linda Abbott	Public Governor – Spelthorne	**LA**
	Cllr Hugh Meares	Appointed Governor – Runnymede BC	**HM**
	Mrs Judith Moore	Public Governor – Guildford	**JM**
IN ATTENDANCE:	Mr Andrew Liles	Chief Executive	**AL**
	Ms Valerie Bartlett	Deputy Chief Executive	**VB**
	Ms Raj Bhamber	Director of Workforce and OD	**RB**
	Mr John Headley	Director of Finance & Information	**JH**
	Ms Suzanne Rankin	Chief Nurse	**SR**
	Dr David Fluck	Interim Medical Director	**DF**
	Mr P Beesley	Non Executive Director	**PB**
	Ms Sue Ells	Non Executive Director	**SE**
	Mr Clive Goodwin	Non Executive Director	**CG**
	Mr Terry Price	Non Executive Director	**TP**
	Mr. Peter Taylor	Non Executive Director	**PT**
	Donna Marie Jarrett	Associate Director of Health Informatics	**DMJ**
SECRETARY:	Ms Jane Gear	Head of Corporate Affairs / Company Secretary	**JG**

Minute		Action
COG-52/11	**Declarations of Interests in the Proceedings**	
	The Chairman and Non Executive Directors noted interests in the proceedings relating to reappointment and appraisal.	
COG-53/11	**Minutes of the Previous Meeting**	
	The minutes of the meeting held on 13 September 2011 were agreed as a correct record subject to adding a new penultimate paragraph in Minute COG-41/11 Annual Report and Accounts to read "the Governors noted that the £1m liability cap in the Auditors' Terms of Engagement appeared low and felt that a more realistic level should be set around £5m".	
	Matters arising	
	The action log was noted. There were no outstanding matters arising.	
	It was confirmed that the Trust had renegotiated the Auditors' liability cap at £5m.	
COG-54/11	**Pathology Services Network (minute COG 44/11 refers)**	
	A meeting with the Divisional Director for Diagnostics and Therapeutics, the Trust Chairman and two Governors, Maurice Cohen and Godfrey Freemantle, had taken place. Maurice Cohen gave a verbal report to the Council of Governors highlighting that overall the creation of the Pathology Services Network would secure financial savings and make better use of highly expensive equipment. It was pleasing to note that Andrew Laurie had been appointed Medical Director for the Network. Creation of the Network would require development and transformation of services; this would be overseen by a Network Board which would report to three employing organisations.	
	The Governors asked to be kept informed on progress regarding the development of the Network and for assurance that the objectives were being achieved.	**AL**
	FEEDBACK FROM GOVERNORS	
COG-55/11	**Informal Meetings Of The Governors**	
	Following two informal meetings of the Governors, the Lead Governor had met with the Chairman and Chief Executive to agree the next steps. Two main themes underpinned the planned	

changes; firstly, the need for the Council of Governors to develop their role as 'critical friends' with the Trust Board and second, to ensure sustained progress on the important topic of Membership Engagement.

The Council of Governors NOTED the report.

COG-56/11 Audit Group

It was noted that the Audit Group was continuing to meet and that the rigorous tender process was progressing, although slightly behind schedule. It was anticipated that a recommendation would be put to the May 2012 Council of Governors' meeting regarding the appointment of a new Auditor. It was confirmed that this would not conflict with the timetable for closing the 2012/2013 Accounts or subsequent audits.

COG-57/11 Patient Experience Group

The second meeting of the Group had reviewed progress on the patient experience elements of the Quality Account. Judi Linney highlighted that the Group had also discussed the relationship with the Trust's Patient Panel and was committed to ensuring synergy between the two Groups. When reviewing a report on complaints received, it had been agreed that the addition of compliments would provide a more rounded view.

The Council of Governors NOTED the report.

COG-58/11 Membership Report and Activities

Andrew Ryland summarised the discussions from the Group's meeting held on 29 November 2011. It was noted that the new membership recruitment leaflet was now in use and Governors were encouraged to use this where possible to recruit new members. A members' event would be planned with the focus on the implications of the Epsom transaction.

The Group had considered the proposal that members' events be opened to non-members and concluded that as this was one of the main benefits of membership, these events should be for members but non-members could attend and join on the day.

It was highlighted that future editions of the Council of Governor's membership report would include details on staff membership. This was on an opt-out basis and, to date, only three staff had opted out, two of whom were still currently employed. It was also planned to include more trend analysis in future reports.

Governors stressed the importance of having an active member engagement programme and developing mechanisms for Governors to communicate with members. Whilst individual Governors were not allowed to see details of the membership, in

accordance with Data Protection legislation, the Council was advised that the Membership Office could forward communications to constituency e-mail addresses on behalf of Governors. Consideration was being given to a short report which could be tailored and personalised for each constituency. Communication would also form part of the Group's forward plan.

Where possible, the opportunity should also be taken to stress the particular benefit of membership which was the opportunity of access to the National NHS Discount Scheme.

The next edition of Members' Matters would be published in December; the Editorial Team were happy to include ideas from Governors and this was being discussed at the Group.

The Council of Governors NOTED the Membership Report and minutes of the Membership and Community Engagement Group meeting held on 6 September 2011.

COG-59/11 Membership Strategy

The Membership Strategy had been radically overhauled and discussed and endorsed at the Membership and Community Engagement Group. The revised Strategy included clarification on the benefits of membership.

The Strategy included an action plan which would enable the Membership and Community Engagement Group to oversee the work on membership. There were two key priorities within the action plan; firstly, to increase member engagement and secondly to achieve targeted membership recruitment.

The Council of Governors AGREED the revised Strategy and action plan.

STATUTORY DUTIES

COG-60/11 Process for Non-Executive Director Appraisal

The Council of Governors APPROVED the process for Non Executive Director appraisal. This built on the process previously agreed for the Chairman's appraisal and incorporated the 360-degree feedback questionnaire which had already been initiated. The Remuneration and Appraisal Committee had ensured that the process would include a diverse range of feedback from key stake holders including:

- The Board of Directors.
- The Council of Governors.
- Senior clinicians.
- Members of subcommittees relevant to particular Non Executive Director roles (including external advisors and stake holders).

COG-61/11 **Reappointments Process and Timetable for Non-Executive Directors**

The Non-Executive Directors left the meeting for this item.

The appointment period for three of the Non-Executive Directors ended in 2012.

It was noted that the re-appointment process considered the skills of the relevant Non-Executive Directors against the criteria required by the role description. If these matched, re-appointment could be considered. However if a different skills set was required, then a new appointment would be considered.

In discussing the process, it was noted that some churn of Board membership was valuable and that the Board had benefited from the appointment of two new Non-Executive Directors in 2011. Under the Monitor Code of Governance, the criteria for independence was two terms of three years with any further appointment thereafter being subject to annual scrutiny.

It was also noted that the intention would be to stagger the length of term of re-appointments to prevent a recurrence of the situation where a substantial part of the Board was due for re-appointment simultaneously. The Nominations and Appointments Committee had recommended that the ideal situation would be for one new Non-Executive Director appointment to be considered each six months.

A first recommendation from the Nominations and Appointments Committee on the possible reappointment of Non-Executive Directors whose terms of office were due to expire in 2012 would be made to the May 2012 Council of Governors meeting. This would take into account findings from the Non-Executive Director appraisal process.

The Council of Governors AGREED the process detailed in the paper and asked the Nominations and Appointments Committee to consider the issue of turnover and refreshing the Board. **Noms**

COG-62/11 **Re-appointment Process for the Chairman**

The Chairman left the meeting for this item and Peter Taylor took the chair.

It was confirmed that the start date for evaluation of independence was the commencement of authorisation (1 December 2010). It was also confirmed that Frimley Park Hospital had re-appointed their chairman for a one-year period having already served since 2006).

The Council of Governors APPROVED the process and timetable detailed in the paper noting that a recommendation on the current Chairman's reappointment would be made to the Council of

Governors meeting in May 2012.

COG-63/11 Appointment of the Deputy Chair

The Council of Governors APPROVED the re-appointment of Philip Beesley as Deputy Chair for the remainder of his current term of office up to 15 July 2012.

COG-64/11 Election of Lead Governor

David Frank, Governor for Surrey Heath, had been elected as a Lead Governor for a one-year period which expired in February 2012.

The Council of Governors agreed that the process for electing a Lead Governor from February 2012 should be as outlined in the paper and would replicate the process used in 2011. **JG**

The Council discussed the length of appointment following an election as a Lead Governor and agreed that this should be for a two-year period or the remaining unexpired period of their appointment as a governor, whichever was the least.

COG-65/11 Register of the Council of Governors

Neelam Bains, Public Governor for Spelthorne, had resigned due to work commitments effective from 16 October 2011.

The Governors considered a proposal to delay commencing the election process in order to allow time to receive the decision on Preferred Bidder status following the Trust's submission to the Invitation To Tender on the Epsom transaction. The Council of Governor working group had felt that considerable changes might be required to the composition of the Council if the Transaction proceeded.

However, the Council of Governors AGREED that the election should proceed as soon as possible in order that the full complement of Governors should be in place in accordance with the current Constitution.

JG

It was confirmed that as part of the election process, previous candidates would be contacted. It was also confirmed that under the Constitution an election would have to take place as a reserve candidate could only step into a vacated seat if this occurred within six months of an election.

COG-66/11 Annual Review of Nominations and Appointment Committee

The Council of Governors NOTED the Annual Report on the activities of the Nominations and Appointments Committee.

The Council of Governors AGREED to amend the Terms of Reference for the Committee so that the Lead Governor was no longer a member. This change would mean that constitutional and governance arrangements were aligned.

It was AGREED to continue with the current membership of the Committee for a further one-year period.

COG-67/11 Remunerations and Appointments Committee

The Council of Governors NOTED the Annual Report of the Committee's activities.

The Council of Governors also APPROVED the revised Terms of Reference for the Committee. The substantive change was to the quorum, reducing the quorum from four to three.

It was AGREED to continue with the current membership of the Committee for a further one-year period.

STRATEGY and PERFORMANCE

COG-68/11 Chief Executive's Report

The Chief Executive highlighted a number of items.

David Fluck had been appointed as Acting Medical Director. Dr Fluck was currently Deputy Medical Director and had worked at the Trust since 1996.

The Trust was one of 2 centres in the Surrey Vascular Network and had been awarded funding to set up a new Abdominal Aortic Aneurism screening programme in 2012.

The Trust was experiencing a challenging period with high levels of patient activity. The report detailed many of the work streams which were underway and the Trust was committed to making improvements and developing innovative solutions.

However, managing winter pressures required cooperation across the whole health economy and there were still a number of system-wide problems to be addressed. A routine, unannounced visit by the CQC had been made to the Trust on 1 December 2011 and whilst confirming that the Trust provided safe care for patients and had a very committed workforce, the CQC had raised issues about patient experience in the Day Surgery Unit which was used as an escalation area for inpatients.

The Trust was focusing on three system-wide issues.

- Although the number of 999 ambulance conveyances was dropping, there was an increase in the number of GP and nursing home urgent referrals arriving by ambulance.
- Many older frail people were awaiting discharge, many awaiting assessment for continuing care.
- The ambulance service's role in directing where patients go in order to minimise waits.

The Trust had submitted its response to the Invitation To Tender

on the Epsom transaction. The Board had been very clear in the conditions associated with this submission that the right level of financial support was a prerequisite. To date, the Trust had received good feedback on the overall submission.

Assura Medical Ltd were currently preferred provider for Surrey Community Health Services and were in a process of due diligence. The Trust was working with Assura on potential new business opportunities, one of which related to prison health. Assura were interested in pursuing tele-health options.

The Operating Framework for 2012/13 had now been issued. Many of the national targets remained the same as in 2011/12, although there would be increased monitoring of the 18-week constitutional target. It was noted that the Trust already actively managed its waiting list to ensure that patients did not wait unduly if they were at the end of the waiting list. The Operating Framework also included a major focus on care for frail elderly people and patients with dementia.

The financial framework remained similar to 2011/12. Tariffs would reduce by 1.5%, the non-elective cap continued, as would the financial penalties associated with many readmissions.

During the discussion, it was noted that the Trust was in the final stages of opening a Clinical Decision Unit. This was an important facility which would allow time for clinically necessary tests to be completed as part of the assessment process within A&E. The aim of the Medical Assessment Unit (MAU) was to allow Medical Teams to assess patients prior to being admitted to specialist areas. It was known there were problems with patient flow through MAU due to general capacity issues within the Trust. The Rapid Access Service at Ashford Hospital was outpatient based and the Trust was encouraging GPs to refer to this facility. The Chief Nurse confirmed that although there were issues with patient flow, patients were still being prioritised in accordance with clinical need.

The Trust was recruiting additional staff to manage the extra capacity, including CDU, and in the interim was using additional bank capacity and some agency staff. These staff were not centralised in the additional escalation areas but dispersed across the Trust in order to ensure high quality standards were maintained. The Trust was also undertaking a benchmarking exercise on the A&E nursing establishment

The Trust had recently refurbished and opened Swift Ward as an escalation area but even this was not sufficient additional capacity, hence the use of the Day Surgery Unit. The Trust was actively looking at ways to avoid the use of the Day Surgery Unit following the CQC visit by taking away pressure from the front door, i.e., A&E.

The Governors asked about the partnership with the Royal Marsden FT at Epsom and how this might affect the Surrey Cancer network. The Chief Executive explained that Epsom was already part of the South West London Cancer network and the commissioners had made it clear that they did not wish the Epsom

transaction to change cancer network boundaries.

The Council of Governors NOTED the report and made a general comment for all Council of Governor papers to be in plain English. **ALL**

COG-69/11 Compliance Framework Performance Report

The Q2 return for 2011/12 had been submitted with a green governance rating on performance and an FRR of 3. However, at month 8 the Trust was struggling to meet the A&E target and it was therefore anticipated that the Q3 submission might be amber green.

The costs of the Epsom transaction were marginal and did not impact substantively on the FRR. It was also confirmed that although the Epsom transaction submission had been intensive, it had not disproportionally occupied management time.

COG-70/11 Quality Report and Quality Account

The Chief Nurse introduced the report noting that since it had been prepared the Trust had received the CQC unannounced visit. This was part of the routine programme of visits to all NHS providers and was separate from the spot check visits on privacy and dignity carried out by the CQC.

The Trust had a process of triangulating information relating to its compliance with the 16 essential standards. This included using the CQC-prepared Quality and Risk Profile and two internal processes; firstly, the collation of documentary evidence of policy and procedure and secondly, a recently developed Essential Standards Baseline In Practice review. As a result of this information, the Trust was already aware of areas for improvement and was developing plans.

The Governors asked whether there was a difference in the level of care experienced by patients during the week and at weekends. The Council was assured that investment into weekend services had taken place and that a piece of assurance work was underway.

Improving the patient experience was in part dependent upon achieving a cultural shift. The Trust had a range of indicators to measure the impact of its cultural change programme including the net promoter score, Inpatient and outpatient survey results and the patient experience scores. The Quality Account dashboard had been reviewed by the Patient Experience Group. It is highlighted that this recorded numbers whereas the balanced score card looked at rates. The intention was to align these two approaches.

The Trust had set itself a stretching target in respect of reducing readmissions. Although the Trust was not within target, it had achieved a substantial reduction in readmission numbers.

The balanced score card included an indicator on mortality from VTE. It was suggested that a more appropriate measure would be hospital acquired VTE and it was agreed to consider this. **SR/DF**

The Council of Governors NOTED the report.

COG-71/11 **External Audit Plan 2011/12**

Terry Price, Non-Executive Director and Chair of the Audit Committee, introduced the Plan noting that this had been agreed by the Audit Committee and would be a useful tool for the Council of Governors in considering future reports on progress.

The plan included three key areas of focus:

- Financial statements.
- Use of resources.
- Quality report.

The Council of Governors noted a number of typographical errors within the document and questioned the validity or accuracy of points relating to the statement on changing commissioning arrangements and the reference to 'going concern'. It was suggested that the comment on going concern was probably informed by a view across the sector rather than being specific to the Trust.

The Plan noted a potential risk relating to the accounting treatment of the lease on Chertsey House; it was not thought this was a significant risk.

It was noted that the issues identified from the previous Audit and detailed in the Plan were being monitored by the Audit Committee.

In discussing the report, it was noted that the Trust also had an internal audit function and that the External Auditor might rely on aspects of the internal auditor's work in carrying out their duties. However, there was no real overlap between the two functions. It was agreed that the Audit Group could consider the relationship between the two functions and the range of work undertaken through the internal auditors. **JH/TP**

It was noted that the Trust was also currently tendering for its internal auditors.

The Council of Governors NOTED the report.

COG-72/11 **Informatics Strategy Update**

Donna Marie Jarrett gave a presentation to the Council of Governors focusing on how information technology supported the patient journey throughout the Trust.

The presentation identified a wide range of developments for 2012. It was confirmed that these would commence in 2012 but some would take a considerable time for completion. Each project had a formal risk assessment process associated with it.

Part of the submission in respect of the Epsom transaction had

been a review of IT systems and the due diligence showed a high level of similarity between the systems used by the two organisations, although there still need to be a major process of system integration.

The Council of Governors NOTED the presentation.

INFORMATION

COG-73/11 **Minutes of the Nominations and Appointment Committee held on 25 October 2011**

The Council of Governors NOTED the draft minutes of the Nominations and Appointment Committee meeting held on 25 October 2011.

ANY OTHER BUSINESS

COG-74/11 **Dr Foster Report**

A copy of the media release of the Dr Foster Hospital Guide for 2011 was tabled.

The Guide demonstrated continued low mortality rates at Ashford and St Peter's Hospital across a range of conditions and on stroke the Trust's figures were lower than expected (98.5 where 100 would be the norm).

However, on two indicators related to stroke the data in the Guide suggested the Trust performed less well than other trusts. The data in the Guide suggested the Trust had higher than expected rates of pneumonia for patients with swallowing difficulties (after a stroke) and that it discharged less patients than other hospitals back to their usual place of residence. The Trust was undertaking a note review to see if any changes could be made to clinical pathways or identify if there were particular coding issues.

A second issue identified in the Dr Foster Hospital Guide related to abdominal aortic aneurysm repairs. Ashford and St Peter's Hospitals was part of the Surrey Vascular Network which meant that the Trust clinicians were often undertaking this procedure in another location which was not necessarily recorded in the Trust data. Outcomes (e.g. mortality rates were confirmed as being well ahead of the national average).

COG-75/11 **QUESTIONS FROM THE PUBLIC**

The following suggestions/comments were made:

- A member of the public commended the Governors for their work and also identified the importance of being able to communicate with the wider membership. It was agreed to follow this up outside the meeting

- The importance of GPs being able to access routine investigation results was highlighted, particularly from an

individual patient perspective. It was confirmed that this was the Trust's direction of travel and improvements had been made over the last year.

- It was agreed that a member of the public who had been in contact with the Medical Director previously regarding the possible use of volunteers to reduce unscheduled care would talk to the Chief Nurse. **SR**

COG-76/11 **Date of Next Meeting**

The calendar for 2012 was NOTED.

The next meeting would take place on Monday, 20 February 2012 at 2.30pm at Ashford Hospital.

Signed

Chairman

20 February 2012

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	Included in the work list drafted at the One Year on Seminar	**---**
13/9/2011	COG-35/11	**Membership report**	Governors in target constituencies(Elmbridge, Runnymede, Richmond Hounslow to id Community groups to target	Gov	20/02/12	Underway	**---**
7/12/11	COG-61/11	**NED reappointment process**	Nominations and Appointments Committee to consider the issue of turnover and refreshing the Board	AMcL	29/02/12	For next committee on 29/02/12	**ND**
7/12/11	**COG-63/11**	**Appointment of the Deputy Chair**	Review at re appointment of P Beesley (July 2012)	AMcL	17/05/12	Not due	**ND**
	COG-64/11	**Lead Governor**	Conduct ballot	JG	20/02/12	Completed	✔
	COG-66/11	**Nominations and Appointment Committee**	Review membership in one year	JG	5/12/12	Not due	**ND**
	COG-67/11	**Remuneration and Appraisal Committee**	Review membership in one year	JG	5/12/12	Not due	**ND**
	COG-70/11	**Quality Report**	Consider if hospital acquired VTE should be measured	SR/DF	20/02/12		

	COG-71/11	**Audit Plan**	Audit Group to consider the relationship between Internal and external Audit and the range of work undertaken through the internal auditors	JH/TP	20/02/12	Internal Audit plan to be shared with Group	✔
	COG-75/11	**Questions from the public**	Talk to member of public regarding possible use of volunteers to reduce unscheduled care	SR	20/02/12		

KEY	
✔	Complete
ND	Not due