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

MEETING OF THE
COUNCIL OF GOVERNORS
15th FEBRUARY 2011 AT ABRAHAM COWLEY HALL, ST PETER'S SITE

PRESENT:	Ms Aileen McLeish	Chairman
	Mr Andreas Lambrianou	Appointed Governor – Hounslow PCT
	Mr Andrew Ryland	Public Governor - Runnymede
	Mr David Frank	Public Governor – Surrey Heath
	Mr Godfrey Freemantle	Public Governor – Hounslow
	Mrs Janice Ketley	Public Governor – Runnymede
	Cllr Jean Pinkerton	Appointed Governor – Spelthorne
	Mrs Judi Linney	Public Governor – Runnymede
	Mrs Judith Moore	Public Governor – Guildford
	Mr Keith Bradley	Public Governor – Woking
	Mrs Linda Abbott	Public Governor – Spelthorne
	Mrs Margaret Lenton	Public Governor – Windsor and Maidenhead
	Dr Maurice Cohen	Public Governor – Woking
	Ms. Michèle Low	Public Governor – Hounslow
	Mrs Samantha Lamb	Staff Governor – Admin/Managerial/Ancillary
	Mr Steve McCarthy	Public Governor - Elmbridge
	Mrs Sue Harris	Staff Governor – Nursing and Midwifery
	Dr Tanya Bernard	Staff Governor – Medical and Dental
	Mrs Diana Manthorpe	Staff Governor – Volunteer
	Dr Howard Manuel	Public Governor – Woking
	Prof John Hay	Appointed Governor – Surrey University
	Mr Keith Goodger	Public Governor – Richmond Upon Thames
	Cllr Michael Smith	Appointed Governor – Woking
	Mr Paul Wills	Staff Governor - Healthcare
	Mr Simon Bhadye	Public Governor – Spelthorne
APOLOGIES:	Cllr Hugh Meares	Appointed Governor – Runnymede BC
	Mr Graham Hanson	Appointed Governor – Surrey PCT
	Mr Chris Howorth	Appointed Governor – Royal Holloway University
ABSENT	Ms Neelam Baines	Public Governor – Spelthorne
IN ATTENDANCE:	Mr Andrew Liles	Chief Executive
	Mr James Harley	Membership Manager
	Mr John Headley	Director of Finance & Information
	Ms Raj Bhamber	Director of Workforce and Organisational Development
	Ms Suzanne Rankin	Chief Nurse
	Ms Valerie Bartlett	Deputy Chief Executive
SECRETARY	Ms Jane Gear	Board Secretary / Head of Corporate Affairs

Minute		Action
COG-1/11	**Declarations of Interests in the Proceedings**	
	There were no declarations of interest.	
COG-2/11	**Minutes of the Previous Meeting**	
	The Minutes of the Inaugural meeting of the Council of Governors held on 1st December 2010 were agreed as a correct record.	
	Matters arising	
	There were no matters arising from the minutes.	
	STATUTORY DUTIES	
COG-3/11	**Appointment of Lead Governor**	
	The Council congratulated David Frank, Public Governor for Surrey Heath, on his appointment as Lead Governor following the recent ballot. The term of appointment as Lead Governor was to be for one year initially, effective from the date of the meeting, 15th February 2011.	**JG**
COG-4/11	**Report from the Remuneration and Appraisal Committee**	
	The Chairman and Non-Executive Directors left the room, and the Lead Governor took the role of Chair for this item.	
	The Remuneration and Appraisal Committee had been established to make recommendations to the full Council of Governors on the remuneration and terms of appointment of Non-Executive Directors.	
	In introducing their recommendation to the Council, Remuneration and Appraisal Committee members highlighted that this represented an average of Non Executive Director remuneration across the Foundation Trust sector based on 2009 data.	
	The Council had a detailed discussion on the proposal and commented on:- ▪ the current public sector pay freeze and possible staff and public perceptions ▪ public sector comparators, including PCT equivalents ▪ the time commitment involved for Non-Executive Directors ▪ the experience and skill set of the current Board and what was required to continue to drive forward the Trust's aspiration to being "one of the best Healthcare Trusts" together with the added accountabilities as a Foundation Trust.	
	In reaching their conclusion the Council noted that the remuneration for Non Executive Directors would be reviewed annually. The Remuneration and Appraisal Committee had drafted a forward work plan and in future would look at other comparators	

such as complexity and size of business. It would also noted that there would be a rigorous system of appraisal to underpin the decision.

The Council AGREED that the remuneration for Non Executive Directors would be :

1. Chairman £45,000 per annum
2. Non-Executive Director £12,500 per annum
3. Additional remuneration for chairing a Board sub committee of £3,500 with up to £5,000 for both the chair of the Finance Committee and the Audit Committee.

The Council NOTED the minutes from the 14th December 2010 Remuneration and Appraisal Committee meeting.

The Chairman and Non-Executive Directors rejoined the meeting.

PLANNING

COG-5/11 **Quality Accounts Presentation**

The Chief Nurse was welcomed to the Council of Governors and gave an introductory presentation on Quality Accounts.

The Council heard that the primary purpose of Quality Accounts for 2010/11 was to encourage boards and leaders of healthcare organisations to assess quality across all of the healthcare services they offered and to provide information to the public on the quality of healthcare.

The final national guidance on the format of the Quality Accounts was due in February. This was to take the form of a look-back at the previous year's achievements and where the Trust had not done as well as it would have liked to, and using this to help set priorities for the coming year. The Quality Accounts would also include a range of prescribed information relating to clinical audit, data quality, and achievement of the CQUIN targets.

Council Members raised a number of issues for possible consideration for incorporation into the Quality Account priorities. Improving communications with patients had been a priority for 2010/11 and the Governors challenged whether this had been achieved and identified it as an area for further work. The importance of improvement plans being SMART was also noted.

The Council were informed that to aid the creation of the 2011/2012 Quality Accounts the Trust was holding a stakeholder event involving representatives from the Council of Governors, LINks and the Patients Panel. A number of volunteer Governors were identified to attend.

With a view to a longer-term input from the Council, the Trust would set up a Steering Group which would oversee the Quality Account and its on-going development **SR**

It was agreed that interested Governors would put themselves forward in the first instance to the stakeholder event, and then those that wanted to participate further in the steering group would evolve from that session.

The Chief Nurse and Head of Corporate Affairs agreed to contact interested Governors after the meeting with details of the stakeholder event. **JG/SR**

The Council of Governors NOTED the briefing.

COG-6/11 **Annual Plan – Priorities for 2011/2012**

Deputy Chief Executive, Valerie Bartlett, was welcomed to the meeting and gave a brief presentation on the Annual Plan and Priorities for 2011/2012. This was year 2 of delivering the Trust's 5 year objectives.

As a Foundation Trust the Trust had to produce an Annual Plan for Monitor, the Regulator. In addition the Trust would continue to create a Corporate Business Plan which was more internally focussed.

Corporate Business Plan

- Bottom-up (developed by each Division and department) and
- Top-down (high level objectives from the Trust's Integrated Business Plan)
- A one year focus

Annual Plan

- Formally required by Monitor (new to the Trust)
- Needs to include prescribed information
- Aggregated at Trust-wide level
- Three year focus

However the strategic objectives and objectives for 2011/2012 were the same in both.

There was a formal requirement for Governors to be consulted on the development of the forward plan.

The timescales for agreeing both the Monitor Annual Plan and the Corporate Business Plan were:-

- Feedback from the Council of Governors' meeting would be reported to the 24th February 2011 Trust Board Meeting.
- Corporate Business Plan approved by Trust Board, March 2011.
- Final version of documents to 18th May Council of Governors' Meeting
- Monitor Annual Plan signed off by Trust Board in May 2011.

Whilst noting that the planning cycle had commenced in October

Minute		Action
	and was therefore well advanced, the Council expressed the view that they needed dedicated time to understand the draft plan, its context and possible priorities.	
	It was agreed that a session for Governors would be arranged for Governors to understand the Annual Plan and Corporate Business Plan.	**JG/VB**
	The Council of Governors NOTED the briefing.	
COG-7/11	**Membership Report**	
	The Council were directed to the Membership Report and informed that as part of the Foundation Trust application process, the Trust had produced a Membership Strategy which had been submitted to Monitor as part of the application.	
	In discussing the report it was noted that the Elmbridge constituency had marginally lower representation in terms of membership than others and it was suggested that this might be somewhere that recruitment should be focussed in the future.	
	The report was based on the Monitor reporting template and it was confirmed that more detailed breakdown could be provided by constituency as required. The Council also suggested that KPIs on membership would be helpful.	**JG/JH**
	It was agreed that the Membership Manager would contact Runnymede Governors outside of the meeting, once the date of the Englefield Green event became known.	**JH**
	It was proposed that the establishment of a specific group tasked with taking forward membership and also considering means of addressing communication between members and Governors would be helpful. The Terms of Reference for the Membership and Engagement Group were agreed subject to the removal of the reference to fund-raising in 9.2.5.	
	The following Governors put themselves forward to join the Membership and Engagement Group, Samantha Lamb, Paul Wills, Simon Bhadye, Andrew Ryland, Diana Manthorpe, Michael Smith and Keith Goodger	
	The Council NOTED the report and APPROVED the Terms of Reference.	
	PERFORMANCE	
COG-8/11	**Chief Executive's Report**	
	The Report addressed key issues for the Trust over the coming months, together with a perspective on the external environment.	
	Key issues highlighted by the Chief Executive to the Council were:-	

- The impact of winter
- Staff and Patient Surveys
- Staff awards and leadership
- Clinical leadership
- EQUIP
- GP Engagement
- The Operating Framework 2011/12

The Chief Executive highlighted the Health and Social Care Bill which would see radical changes across the NHS and would see changes to the roles of Governors within Foundation Trusts. The Head of Corporate Affairs agreed to notify Councillors of updates to the Bill's progress. **JG**

The Council were directed to the media report included within the papers, and a further media report which was tabled. Governors had been receiving updates on external communications about the Trust, whether positive or negative from the Head of Communications. The Council felt that this was useful in preparing them should any informal queries from the public be raised with them.

The Chief Executive further highlighted the recent Health Ombudsman report into the care of the elderly, "Care and Compassion". One of the cases featured a complaint made to Ashford and St Peter's by the daughter of an elderly gentleman with dementia who had been treated at St. Peter's in 2007.

The Trust has issued a media statement in response to the Report, offering an unreserved apology to the family and outlining the Trust's commitment to continuing providing the highest standards of care.

The Council were informed that the Trust had drawn up an action plan of improvements which was being closely monitored by the Board of Directors.

The Council noted that since 2007 the Trust had made significant improvements in many areas around patient experience, with close attention being paid to discharge planning, nutrition (particularly for patients with complex needs) and improved communication training for staff. However further work was required.

The Trust had issued a media statement in response to the Report, offering an unreserved apology to the family and outlining the Trust's commitment to continuing providing the highest standards of care.

The Council were informed that car parking at St Peter's had been a longstanding concern for patients and visitors and one which the Trust wished to improve.

Building work was underway to improve car parking at St. Peter's as part of the Trust's approved Masterplan for the campus. Keith

Minute		Action
	Goodger, Public Governor for Richmond agreed to attend the Car Park Policy working Group.	
	It was agreed to circulate the web link so that Governors could access the Board agendas and papers.	**JG**
	The Council NOTED the report.	
COG-9/11	**Compliance Framework Performance Report**	
	The Council were informed that in accordance with Monitor's Compliance Framework, the Trust was required to submit to Monitor on a quarterly basis, information on the Trust's performance in both financial and operational terms. This included performance against various national targets.	
	As a recently authorised foundation trust, ASPH were subject to quarterly monitoring for their first two years of operation.	
	The Trust had submitted its Q3 return with a Green rating on performance and a Finance Risk Rating of 4.	
	The Council of Governors NOTED the report.	
COG-10/11	**Minutes of the Nominations and Appointments Committee held on the 14th December 2010**	
	The minutes of the meeting held on the 14th December 2010 were NOTED.	
COG-11/11	**Any Other Business**	
	As the Council was becoming established it was suggested that it needed to take greater ownership of the meetings and its work plan.	
	It was noted that the Trust Chairman was Chair of the Council and that the Head of Corporate Affairs undertook the role of 'Company Secretary' and was available to support the Council. If informal meetings of the Governors would be helpful, this could be facilitated through the Head of Corporate Affairs.	
COG-12/11	**Questions from the Public**	
	Members of the public asked that information about the location of future meetings be clearly communicated / displayed on the website.	**JG**
COG-13/11	**Date of Next Meeting**	
	The next meeting of the Council of Governors is to be held on **Wednesday 18th May**, **18.00 – 20.30**, in **Room 3, Education Centre, Ashford Hospital.**	

Summary Action Points

Meeting Date	Minute Ref	Topic	Action	Lead	Due Date	Comment as at 21 April 2011	Status
01/12/2010	COG-7/10	**Governors' Code of Conduct**	Review the Code of Conduct in one year	JG	01/12/11	Not due	
01/12/2010	COG-8/10	**Appointment of Key Governance Roles –deputy Chairman**	Review the appointment of the Deputy Chairman	JG	01/12/11	Not due	
01/12/2010	COG-9/10	**Appointment of Auditor**	Establish a working group to review the contract with effect from 2012	JH	May 2011	Agenda discussion	
01/12/2010	COG-10/10	**Nominations and Appointments Committee**	Review the Terms of Reference after one year	JG	01/12/11	Not due	
01/12/2010	COG - 10/10	**Remuneration and Appraisal Committee**	Review the Terms of Reference after one year	JG	01/12/11	Not due	
01/12/2010	COG-13/10	**Date of Next Meeting and Meeting Schedule**	Agree venues	JG	March 2011	To be considered as part of membership & community engagement work	
15/2/2011	COG-3/11	**Appointment of Lead Governor**	Review the appointment of Lead Governor after one year	JG	February 2012	Not due	

15/2/2011	COG-5/11	**Quality Accounts**	Hold a stakeholder group to look at Quality Accounts	JG/SR	March 2011	Quality Account Stakeholder Event held on 8th March 2011	√
15/2/2011	COG-5/11	**Quality Accounts**	Establish a steering group to oversee the ongoing development of the Quality Accounts	SR	May 2011	To form part of the patient experience group	
15/2/2011	COG-6/11	**Annual Planning**	Hold a planning session for Governors looking at planning priorities	JG/VB	February 28th 2011	Planning Priorities Workshop held on 28th February 2011	√
15/2/2011	COG-7/11	**Membership**	Membership Manager to contact Runnymede Governors once the date of the Englefield Green event became known.	JH	March 2011	Governors contacted and Hugh Meares has helped with the planning	√
15/2/2011	COG-7/11	**Membership**	Establishment of Membership and Engagement Group	JG/JH	March 2011	Membership and Engagement Group held on 15th March 2011.	√
15/2/2011	COG-8/11	**Health and Social Care Bill**	Notify Governors of ongoing progress of the Health and Social Care Bill	JG	On-going	Link to 6 February 2011 Board briefing distributed	√

15/2/2011	COG-8/11	**Trust Board of Directors**	Circulate link to Governors to access Board Papers	JG	February 2011	Completed February 2011	√
15/2/2011	COG-12/11	**Communication of Meeting Time and Venue**	Advertise time / date and venue on website	JG	On-going	Cycle of email notification to members now in place	√