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

MEETING OF THE
COUNCIL OF GOVERNORS
18th MAY 2011 IN THE EDUCATION CENTRE, ASHFORD HOSPITAL

PRESENT:	Ms Aileen McLeish	Chairman	
	Mr Andrew Ryland	Public Governor - Runnymede	**AR**
	Mr David Frank	Public Governor – Surrey Heath	**DF**
	Mr Godfrey Freemantle	Public Governor – Hounslow	**GF**
	Cllr Jean Pinkerton	Appointed Governor – Spelthorne	**JP**
	Mrs Judi Linney	Public Governor – Runnymede	**JL**
	Mrs Judith Moore	Public Governor – Guildford	**JM**
	Mr Keith Bradley	Public Governor – Woking	**KB**
	Mrs Margaret Lenton	Public Governor – Windsor and Maidenhead	**ML**
	Dr Maurice Cohen	Public Governor – Woking	**MC**
	Ms. Michèle Low	Public Governor – Hounslow	**MLo**
	Mrs Samantha Lamb	Staff Governor – Admin/Managerial/Ancillary	**SL**
	Mrs Sue Harris	Staff Governor – Nursing and Midwifery	**SH**
	Dr Tanya Bernard	Staff Governor – Medical and Dental	**TB**
	Mrs Diana Manthorpe	Staff Governor – Volunteer	**DM**
	Mr Keith Goodger	Public Governor – Richmond Upon Thames	**KG**
	Mr Paul Wills	Staff Governor - Healthcare	**PW**
	Mr Simon Bhadye	Public Governor – Spelthorne	**SB**
	Ms Neelam Baines	Public Governor – Spelthorne	**NB**
	Mr Graham Hanson	Appointed Governor – Surrey PCT	**GH**
	Mr Chris Howorth	Appointed Governor – Royal Holloway University	**CH**
	Cllr Hugh Meares	Appointed Governor – Runnymede BC	**HM**
APOLOGIES:			
	Mr Andreas Lambrianou	Appointed Governor – Hounslow PCT	**AL**
	Mrs Janice Ketley	Public Governor – Runnymede	**JK**
	Mrs Linda Abbott	Public Governor – Spelthorne	**LA**
	Mr Steve McCarthy	Public Governor - Elmbridge	**SM**
	Dr Howard Manuel	Public Governor – Woking	**HM**
	Prof John Hay	Appointed Governor – Surrey University	**JH**
	Cllr Michael Smith	Appointed Governor – Woking	**MS**
	Ms Jane Gear	Head of Corporate Affairs / Company Secretary	**JG**
IN ATTENDANCE:	Mr Andrew Liles	Chief Executive	**Ali**
	Mr John Headley	Director of Finance & Information	**JHe**
	Ms Raj Bhamber	Director of Workforce and Organisational Development	**RB**
	Ms Suzanne Rankin	Chief Nurse	**SR**
	Ms Valerie Bartlett	Deputy Chief Executive	**VB**
	Mr Ross Tudor	KPMG (Minute COG 19/11)	**RT**
	Mr Tim Markham	Picker (Minute COG 24/11)	**TM**
SECRETARY	Mr James Harley	Membership Manager	**JHar**

Minute		Action
COG-14/11	**Declarations of Interests in the Proceedings**	
	There were no declarations of interest in the proceedings	
COG-15/11	**Minutes of the Previous Meeting**	
	The Open and Closed Minutes of the meeting of the Council of Governors held on 15th February 2011 were agreed as a correct record subject to two minor typographical corrections in the open minutes.	
	Matters arising There were no matters arising from the previous meeting of the Council of Governors.	
	FEEDBACK FROM GOVERNORS	
COG-16/11	**Feedback from FT Governors' Association.**	
	The Lead Governor informed the Council that he had attended the Foundation Trust Governor's Association (FTGA) on the 17th April. The FTGA exists for Governors to ask questions of each other and to share their ideas and practice with Governors from across the NHS.	
	The Council was informed that Membership of the FTGA cost £3,300 annually and discussion followed on the value of this, and the benefits of joining.	
	The Council of Governors AGREED to Join the Foundation Trust Governors' Association and to review its value in a year's time.	**JG**
COG-17/11	**Report from Membership and Community Engagement Group**	
	Andrew Ryland gave an update as Chair of the Membership and Engagement Group on the discussion from the 24th March 2011 meeting.	
	It was highlighted that there had been discussion and immediate action around enabling members being able to contact Governors. An electronic form had gone onto the website enabling the public to contact Council members.	
	The Council requested that the online form have the ability for staff to contact their Governors as well as members of the public.	**JHar**
	The Council NOTED the minutes from the Membership and Community Engagement Group dated 24th March 2011.	
COG-18/11	**Establishing a Patient Experience Group**	
	The Terms of Reference for the Group were AGREED by the	

Council.

It was agreed that the following Council members would sit on the Group were Judith Moore, Sue Harris, Keith Bradley, Judi Linney, Howard Manuel, Jean Pinkerton and Maurice Cohen.

The Chief Nurse would organise the first meeting of the group, **SR**

It was agreed to provide a committee chart showing membership of Council Groups. **JG**

STATUTORY DUTIES

COG-19/11 Role of the External Auditor – presentation and next steps

Ross Tudor from the Trust's External Auditors, KPMG, was welcomed to the meeting and presented on the 'Role of the External Auditor'.

After the presentation, nominations were sought for a working group to be set up working with the Audit Committee to appoint the future External Auditor for 2012/13 onwards.

The Governors who agreed to sit on the working group were David Frank, Margaret Lenton, Michele Low and Hugh Meares.
(Post meeting note- Linda Abbott also to be included as an early volunteer)

The Director of Finance would convene the Group. **JHe**

COG-20/11 Terms and Conditions of Service for Non-Executive Directors

The Council NOTED and RATIFIED the Terms and Conditions of Service for the Non-Executive Directors in line with the recommendation from the Remuneration and Appraisal Committee.

The minutes from the Remuneration and Appraisal Committee held on 4 March 2011 were NOTED.

COG-21/11 Appraisal of the Chairman

The Lead Governor explained that the Remuneration and Appraisal Committee had met on 3 May 2011 and agreed a recommendation to the Council on the model, process and timetable for 2011/2 with respect to the appraisal of the Trust Chairman.

After a lengthy discussion over the proposed process, which included the scope and depth of stakeholder input via the 360^0 tool, the Council of Governors AGREED the proposal.

PERFORMANCE

COG-22/11 Chief Executive's Report

The Chief Executive highlighted the following items :-

2010/2011 had been a very successful year, in reality one of the strongest ever performances for Ashford and St Peter's and the year in which the Hospitals became a Foundation Trust.

The Trust Board in March 2011 had approved the Corporate Business Plan for 2011/12 including the budget. At this point final negotiations with NHS Surrey were taking place regarding the Service Level Agreement and this had potential to change the budget. The budget set a surplus of £3.4m

The Chief Executive also highlighted the following areas :-

- Car parking at both sites- a consultation would be launched shortly
- Living our Values- this programme would enhance the patients' experience through engaging all staff in a behavioural change
- Epsom and St Helier Hospitals NHS Trust – NHS London had established a Transaction Board to oversee the selection of recommended partners in order to ensure that Epsom and St Helier Hospitals were, or became part of, a NHS Foundation Trust, by April 2014. ASPH had decided to express an interest in Epsom Hospital
- Health and Social Care Bill 2011- this had been 'paused' by parliament

The Chief Executive's report was NOTED.

COG-23/11 Compliance Framework Performance Report

The Director of Finance explained 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 includes performance against various national targets.

The Council NOTED the report.

COG-24/11 Inpatient Survey results – context and results – presentation by Picker

Tim Markham was welcomed to the meeting and gave a presentation to the Council on the results of the inpatient survey. Overall the results indicated an improving picture and were indicative of the considerable work done to improve the experience of patients. An action plan was being developed.

The Council NOTED the results and presentation.

COG-25/11 Annual Plan 2011/2012

The Director of Finance informed the Council that the Board had agreed its Corporate Business Plan 2011/2012. The Plan reflected the 5-year Integrated Business plan approved in September 2010

and set out priorities to be delivered in 2011/2012 which supported the longer term delivery of the four Strategic Objectives. The Plan gave an overview of activity, capacity, budget and workforce together with high level risks and mitigation.

The Trust also has to produce an Annual Plan for Monitor in a prescribed template which covers the same initial year as the Corporate Plan but also looks forward 3 further years.

It was noted that the new Council of Governors had been formed late in the planning process but that Governors had had an opportunity to comment on the Plan in the late stages of preparation.

The Council NOTED the Annual Plan and acknowledged that Governors would be able to participate throughout the planning cycle for 2012/13.

COG-26/11 **Quality Account**

The Chief Nurse explained that following the February Council meeting a separate workshop had been held for Governors and other key stakeholders, with a particular focus on developing the quality priorities for 2011/12.

Since then further work had taken place to compile the draft Quality Account which was scheduled to be approved by the Trust Board in May 2011. The paper circulated with the agenda had identified the draft priorities for 2011/12 arising from the discussion at the workshop. A copy of the most recent draft Quality Account was tabled.

The External Auditors were required to provide external assurance on the Quality Account and this involved a general review validating the content together with a detailed review of the data quality and reporting on three priorities from last year's Quality Account.

The Council NOTED the progress on the Quality Account and the proposed priorities.

COG-27/11 **Membership Report**

The Membership Report was NOTED.

Consideration would be given to the implications of amalgamating the membership report with the report from the Membership and Community Engagement group. **JG**

COG-28/11 **Minutes of the Nominations and Appointments Committee held on the 14th December 2010**

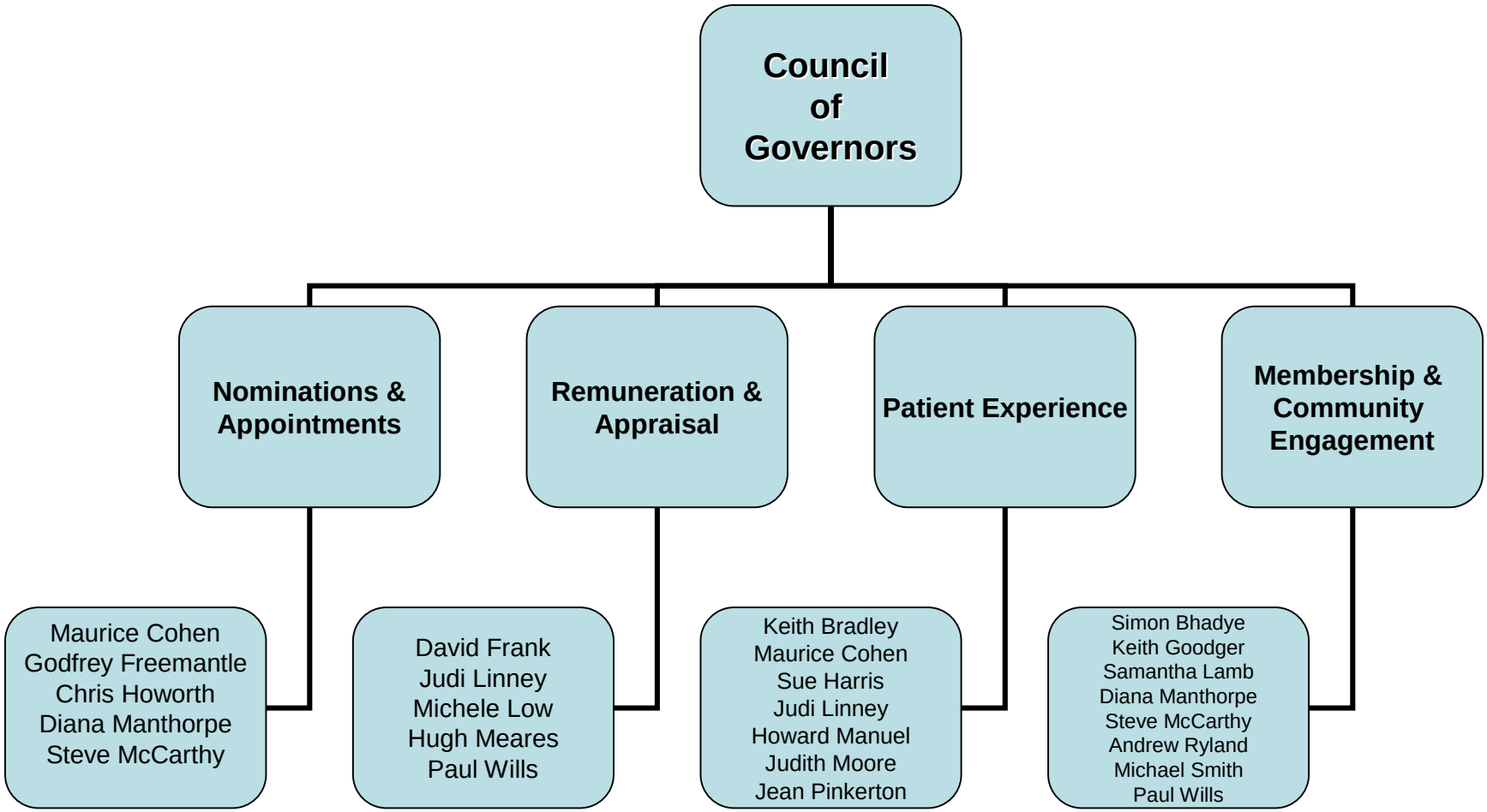
The minutes of the Nominations and Appointments Committee were NOTED.

Minute		Action
COG-29/11	**Any Other Business** There was no other business	
COG-30/11	**Questions from the Public**	
	The improvement in advertising the meeting was noted..	
	It was also requested that the name plates for Governors around the table were visible on both sides to make them clearer for members of the Public.	**JG**
COG-31/11	**Date of Next Meeting** The next meeting of the Council of Governors was to be held on Tuesday 13th September, 18.00 – 20.30pm. Location to be confirmed.	

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	Not due	**ND**
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	**ND**
01/12/2010	COG-10/10	**Nominations and Appointments Committee**	Review the Terms of Reference after one year	JG	01/12/11	Not due	**ND**
01/12/2010	COG - 10/10	**Remuneration and Appraisal Committee**	Review the Terms of Reference after one year	JG	01/12/11	Not due	**ND**
01/12/2010	COG-13/10	**Date of Next Meeting and Meeting Schedule**	Agree venues	JG	March 2011	For 2011 all venues are at Ashford	✔
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**
18/5/2011	COG-16/11	**FT Governors Association`**	Review the value of membership of FTGA in a year's time	JG	May 2012	Trust has joined with effect from September 2011	✔

18/5/2011	COG-17/11	**Membership and Community Engagement group**	On line form to have the availability for staff to contact their Governor	JH	July 2011	Completed	✔
18/5/2011	COG-18/11	**Patient Experience Group**	Organise the first meeting of the group	SR	July 2011	Completed 9/08/11	✔
18/5/2011	COG-18/11	**Sub-Committees of Council of Governors**	Produce Sub-Committee Chart	JG	Sept 2011	Attached	✔
18/5/2011	COG-19/11	**Audit Working Group**	Director of Finance to convene working group	JHe	July 2011	Established	✔
18/5/2011	COG-27/11	**Membership**	Consider amalgamating membership and Group reports	JG	On-going	Completed	✔
18/5/2011	COG-30/11	**Public Members**	Name-plates visible to members of the public	JG	September 13th 2011	Completed	✔

KEY	
✔	Complete
ND	Not due

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