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

SPECIAL MEETING OF THE COUNCIL OF GOVERNORS
10th July 2013 in Chertsey House, St Peter's Hospital

PRESENT:	Aileen McLeish	Chairman	**AMcL**
	Simon Bhadye	Public Governor – Spelthorne	**SB**
	Keith Bradley	Public Governor – Woking	**KB**
	David Frank	Public Governor – Surrey Heath	**DTF**
	Godfrey Freemantle	Public Governor – Hounslow	**GF**
	Arun Gupta	Staff Governor – Medical & Dental	**AG**
	Chris Howorth	Appointed Governor – Royal Holloway University	**CH**
	Samantha Lamb	Staff Governor – Admin/Managerial/Ancillary	**SL**
	Margaret Lenton	Public Governor – Windsor and Maidenhead	**ML**
	Susan Lockwood	Public Governor - Runnymede	**SLo**
	Michèle Low	Public Governor-Hounslow	**MLo**
	Hugh Meares	Appointed Governor – Runnymede BC	**HM**
	Judith Moore	Public Governor – Guildford	**JM**
	Michael Smith	Appointed Governor – Woking	**MS**
	Tracy Ward	Public Governor – Runnymede	**TW**
	Paul Wills	Staff Governor - Healthcare	**PW**
APOLOGIES:	Linda Abbott	Public Governor – Spelthorne	**LA**
	Brian Catt	Public Governor – Spelthorne	**BC**
	Maurice Cohen	Public Governor – Woking	**MC**
	Ann Gallagher	Appointed Governor – University of Surrey	**AG**
	Keith Goodger	Public Governor – Richmond Upon Thames	**KG**
	Sue Harris	Staff Governor – Nursing and Midwifery	**SH**
	Steve McCarthy	Public Governor – Elmbridge	**SM**
	Diana Manthorpe	Staff Governor – Volunteer	**DM**
	Howard Manuel	Public Governor – Woking	**HMa**
	Jean Pinkerton	Appointed Governor – Spelthorne	**JP**
	Andrew Ryland	Public Governor – Runnymede	**AR**
IN ATTENDANCE:	Valerie Bartlett	Deputy Chief Executive	**VB**
	Philip Beesley	Non Executive Director	**PB**
	Philip Johnstone	Director, KPMG	**PJ**
	John Lester	Manager, KPMG	**JL**
	Simon Marshall	Director of Finance & Information	**SM**
	Terry Price	Non Executive Director	**TP**
	Suzanne Rankin	Chief Nurse	**SR**
	George Roe	Head of Corporate Affairs	**GR**
	Peter Taylor	Non Executive Director	**PT**
SECRETARY:	Anu Sehdev	Membership Manager	**AS**

DRAFT

Minute **Action**

The Chairman welcomed the Governors noting that this was a special single topic meeting for the Council of Governors to be presented with the Annual Report and Accounts 2012/13 prior to the Annual Members Meeting on 16th July 2013.

COG-29/13 Declarations of Interests in the Proceedings

There were no declarations of interest in the proceedings.

COG-30/13 Annual Audit Report to the Council of Governors

Philip Johnstone, Director KPMG, introduced the Annual Audit Report to the Council of Governors.

In accordance with Monitor's Code of Audit Practice, the external Auditors were required to review and report on three matters; the Accounts, the Use of Resources and the Quality Report.

In response to questions and comments raised by the Governors, the following points were noted:

- The Trust had been provided with an unqualified) audit opinion on the Trust's financial statements and a limited assurance opinion on the content of the Quality Report which was the highest level of assurance that could be provided.

- Philip Johnstone accepted that the wording of the report was mis-leading in that it referred to the Governors as having a role in improving performance where recommendations had been made. A revised report would be produced and circulated.

- Concern was raised that since appointing KPMG last year, the Governors had received little interaction when this had been part of the tender bid and one of the key reasons for KPMG's appointment. Philip Johnstone advised that he would rectify this by providing an update and requesting assistance from the Governors on what they wanted in terms of interaction. Philip advised he was aware that workshops had taken place in the past. Philip thanked the Governors for their input and would ensure changes were made.

- David Frank requested advice and assurance on how Governors should hold the Board to account and welcomed feedback on whether this part of the Governors' remit was being conducted sufficiently. **GR/TP**

- It was clarified that the External Assurance on the Quality Report matched the report that went to the Board with no alterations made for the report to the Council of Governors.

- David Frank commented that the internal assurance section seemed to be in draft form with a lot of recommendations being regarded as "to be confirmed" and did not match the main part of

Minute **Action**

the report. The report did not seem to be complete and not up to date and it was confirmed that elements of the report had indeed moved on since it had first been drawn up.

- Michèle Low welcomed advice on how Governors could better understand Section Two: Content of the Quality Report. David Frank agreed that the report was not user-friendly and it was not clear that the points raised had been acted on. He queried what the Governors should be focusing upon. Philip Johnstone questioned whether the Governors would find a training session useful and the Governors agreed that they would welcome a training session. **GR**

The Council of Governors NOTED receipt of the Annual Audit Report.

COG-31/13 **Annual Report and Accounts 2012/13**

Simon Marshall, Director of Finance and Information, introduced the Annual Report and Accounts providing brief highlights of headline achievements during the year, noting that the Trust had:

- Met its financial and statutory duties;
- Improved its central profit measure, earnings before interest, tax, depreciation and amortisation (EBITDA) to 7% (FT average for 2012/12 was 6%);
- Delivered its cost improvement plan; and
- Overspent on agency staff due to higher activity, particularly across emergency care.

Simon advised that the 2012/13 surplus of £3.4 million would be used to help ease capacity issues and continue to improve services for patients.

Further capital investment in the following areas was underway:

- Ashford Outpatients
- Catheter Laboratory
- Infusion Unit
- Pathology
- Midwifery Led Unit
- Hybrid Theatre
- Admissions Lounge
- A&E
- Imaging Managed Equipment Service
- E-Prescribing and Electronic Records
- Energy Efficiency

David Frank congratulated the Board on an excellent report although felt a lot of it appeared repetitive and efforts devoted to producing the report would be better utilised elsewhere. It was clarified that the majority of the content was determined by Monitor and the Department of Health with overtime more and more information being required.

DRAFT

Minute **Action**

David Frank expressed his concern over the rise of almost 50% in clinical negligence provisions and it was advised that previous reports had not included patient level data and the clinical negligence provisions were in relation to cases older than three years. The Chairman confirmed that this did not increase the Trust's liability.

The Council of Governors NOTED receipt of the Annual Report and Accounts 2012/13.

COG-32/13 Technical Update

John Lester, Manager at KPMG, presented the Technical Update.

David Frank expressed his concern that the report recommended that the Governors should be more involved in the detail of management. John advised that the report did not highlight recommendations as such, but highlighted points to note so that Governors were better informed on the procedures in place when holding the Board to account.

David Frank further highlighted that there was a degree of ambiguity in relation to the role of the Governor. The Chairman advised that the Foundation Trust Network (FTN) was aware of this issue and was currently working with Monitor on providing guidance on the role.

Hugh Meares advised he had attended a recent Surrey County Council meeting where he had learnt that every hospital had presented a response on the Francis Report. Hugh raised concern on the wording used in KPMG's report and his worry that if poor patient care was identified at this Trust there could be recriminations due to the wording of this report and any subsequent lack of action. Michèle Low advised that she felt reassured that actions were being undertaken as they were highlighted.

It was clarified that the review into the NHS complaints system would be completed by the end of the year.

The Council of Governors NOTED receipt of the Technical Update.

Date of Next Meeting

9th September 2013 at Ashford Hospital, 6.00 – 8.30 pm

Signed

Chairman

DRAFT

KEY	
✔	Complete
ND	Not due
---	On track

Summary Action Points

Meeting Date	Minute Ref	Topic	Action	Lead	Due Date	September 2013 Update	Status
10/07/13	COG-30/13	Advice and assurance from KPMG on how Governors should hold the Board to account.	TP and GR to meet with KPMG on appropriate way forward. Subsequent meeting between DF and MLo and KPMG	GR	Dec '13	TP/GR meeting taken place. DF/MLo meeting on 09/09.	ND
10/07/13	COG-30/13	Quality Report	Training session on quality report and audit contents for Governors.	GR	Dec '13	In conjunction with above action.	ND

DRAFT