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|  | **Minutes FINAL** |
| **Meeting:** | **Council of Governors (session in public)****09 April 2018, 16:00 The Amazon Room, East Court, Jubilee Community Centre, Charlwoods Road, East Grinstead, West Sussex RH19 2HL** |
| **Present:** | Beryl Hobson (BH) | Chair  |
|  | John Belsey (JEB) | Public and Lead governor |
|  | Liz Bennett (LB) | Stakeholder governor |
|  | Wendy Burkhill-Prior (WB-P) | Public governor |
|  | Robert Dudgeon (RD) | Public governor |
|  | Antony Fulford-Smith (AF-S) | Public governor |
|  | Angela Glynn (AG) | Public governor |
|  | Chris Halloway (CH) | Public governor |
|  | John Harold (JH) | Public governor |
|  | Douglas Hunt (DH) | Public governor |
|  | Carol Lehan (CL) | Staff governor  |
|  | Sandra Lockyer (SL) | Staff governor |
|  | Joe McGarry (JMcG) | Public governor |
|  | Tony Martin (TM) | Public governor |
|  | Julie Mockford (JM) | Staff governor |
|  | Peter Shore (PS) | Public governor |
|  | John Wiggins (JW) | Public governor |
|  | Mickola Wilson (MW) | Public governor |
|  | Norman Webster (NW) | Stakeholder governor |
| **In attendance:** | Clare Pirie (CP) | Director of Communications |
|  | Hilary Saunders (HS) | Deputy Company Secretary |
|  | Steve Jenkin (SJ) | Chief Executive |
|  | Jo Thomas (JMT) | Director of Nursing |
|  | Geraldine Opreshko (GO) | Director of Workforce and OD |
|  | Ginny Colwell (GC) | Non-executive Director |
|  | Gary Needle (GN) | Non-executive Director |
|  | Kevin Gould (KG) | Non-executive Director |
|  | John Thornton (JT) | Senior Independent Director |
| **Apologies:** | St John Brown (StJB) | Stakeholder governor |
|  | Janet Haite (JH) | Public governor |
|  | Glynn Roche (GR) | Public governor |
|  | Robert Tamplin (RT) | Public governor |
|  | Tony Tappenden (TT) | Public governor  |
|  | Ed Pickles (EP) | Medical Director |
|  | Sharon Jones (SLJ) | Director of Operations |
| WELCOME |
| **25-18** | **Welcome, apologies and declarations of interest and eligibility**BH welcomed MM to her first meeting as Director of Finance. Although SLJ had been unable to attend today’s meeting, BH noted this was her last day at the Trust before retiring after 35 years in the NHS, and paid tribute to her hard work and dedication.Apologies were noted as above. There were no new declarations of interest.BH went on to remind Council of the following:* Representing the interests of the public and FT membership was one of the three primary duties of the Council of Governors, and supporting the membership presentation (presented at the last meeting by JH) was an effective way for governors to fulfil this requirement. The Trust was awaiting responses in respect of:
	+ Communities and groups who might be interested in learning more about our hospital;
	+ Volunteers to manage the programme of events;
	+ Volunteers to take the presentation into the community
* The Trust was still awaiting ideas for future governor seminars;
* Whilst most governor representatives had been diligent in providing feedback to Council through the GMU, there had been a fall off in some areas. To enable Council hold the NEDs to account, it was important that all current governor representatives maintained this communication channel.
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| **26-18** | **Draft minutes of the meeting held on 15 January 2018**The minutes of the meeting held in public on 15 January were **APPROVED** as a correct record. The Chair reminded Council that this item was to approve accuracy of the recorded discussion. (Any typos etc. should be emailed separately to the meeting secretary). |
| **27-18** | **Matters arising and actions pending from previous meeting**Council **NOTED** the record of matters arising and actions pending. |
| **28-18** | **Well led review 2017/18**BH reported that the Trust’s recent well-led governance review, (operated in accordance with the framework set out by NHS Improvement) was now complete. Whilst there had been no material governance concerns, the Trust was keen to build on the findings of the review and will be discussing this at the May Board meeting. Copies of this report would be made available to governors at this time. **[Action: HS]** |
| **29-18** | **Staff survey results 2017**GO presented a brief overview of the results of the 2017 staff survey, advising that a full report would go to the Board of Directors meeting in May. In the meantime governors were informed that overall engagement scores were down on the previous year, partly as a result of the drop in levels of pay. GO reminded Council that national pay negotiations were underway; these included an overhaul of the Agenda for Change (AfC) framework (for all staff excluding medical and dental) over a three year period. The outcome would be reported in June.Compared to 2016, there had been no significant difference in responses for 82 of the 88 questions asked. The Trust had performed significantly better on the following:* Immediate manager gives clear feedback on my work
* Immediate manager supportive in personal crisis
* Immediate manager takes positive interest in my well being
* Senior managers try to involve staff in important decisions
* Had appraisal/KSF review in last 12 months

The Trust was pleased by these results as they reflected a positive response to the leadership development programme, implemented in 2017. (GO clarified that this training was aimed at developing the skills of existing managers, and not designed to create additional leaders). In contrast, the Trust had performed significantly worse in the area of staff being to provide the care they aspired to. This response suggested that staff were feeling under pressure and not able to spend as much time as they used to with individual patients, reflecting local and national difficulties in recruitment and retention which remained the single biggest challenge to sustaining and improving patient experience at QVHHowever, GO also noted that back office (non patient facing) staff had also responded to this and that on the whole, patient feedback remained very positiveGO went on to describe some of the key themes emerging. In particular the findings that whilst staff knew how to report unsafe clinical practice, there had been a decline in staff feeling secure about doing so - or that the Trust would take action. The executive team would look in greater detail at the breakdown by occupational group and by department. In addition, GO would work with the freedom to speak up guardian to consider the feedback in relation to staff feeling safe to raise concerns. She will look at how this feedback triangulates with feedback from the manager training provided in the Leading the Way initiative..Council sought clarification with regard to the following:* The reason behind deterioration in staff recommending QVH as a place to work. GO advised that the figures remained the same as last year, and the Trust had invested much time and effort in staff engagement. Feedback had shown that areas of dissatisfaction related to leadership (which was being addressed), and pay (which was not within the Trust’s ability to improve). GO also noted the incongruity between staff recommending QVH as a place to work, (which had deteriorated) compared to staff who would recommend friends and family to receive treatment, (which remained high).
* Why one in eight staff had not received an appraisal within the last year. GO explained why it was not always possible to achieve full compliance within a twelve month period, but assured Council that appraisal rates were discussed at each Performance review and Finance and performance monthly meetings with a focus on improving rates. As lead governor, JEB confirmed that the Board took this matter very seriously. GO assured Council that in addition to the annual appraisal, staff met with line managers on a 1:1 basis throughout the year usually monthly,, but sometimes more frequently. She was optimistic that the Trust should be able to directly link staff pay increases with appraisals next year, which would achieve a higher compliance rate.
* Concerns about staff morale, given recent national media reports. JMT advised that difficulties in recruitment and retention had impacted on staff, particularly within theatres but anecdotal evidence, triangulated with data from the Datix risk reporting system, Friends and Family Test (FFT) and incidents reported through the FTSU guardian showed that staff were more becoming more confident in knowing how to report unsafe clinical practice. Her comments were endorsed by the three staff governors present at the meeting.
* In the interests of brevity, today’s report focused on composite scores; however, key themes highlighted today would be investigated in more detail at the May board. A request for additional data on incidents of bullying would be included in the Governor Monthly Update **[Action: GO]**

There were no further questions, and the Chair thanked GO for her update. |
| **30-18** | **STP Engagement and Equalities Reference Group**BH advised Council that, due to his interest in the work of the Sustainable Transformation Programme (STP), PS had been asked if he would be willing to provider governor representation on the Sussex and East Surrey STP Engagement and Equality Reference Group. This group had been established to enable oversight, assurance, advice and positive challenge in relation to the Engagement, Equality and Diversity work of the Surrey and Sussex STP. PS provided an update of the first meeting which had taken place recently, noting: that:* Meetings would be held quarterly, in rotating locations
* Current membership included CCG Lay members, FT governor representatives, Healthwatch and the STP Communications and Engagement Lead. PS had been the only governor representative at the meeting, and the only one to be able to offer provider perspective.
* The Sussex and East Surrey STP was further behind other STPs; however, the communication and engagement work plan had now been approved;
* There had been a presentation on clinical effectiveness commissioning; further updates would be provided in due course.

BH thanked PS for his report and suggested it would be helpful if he could provide future reports for the GMU. |
| **31-18** | **Annual declarations 2018/19**CP reminded Council that annual declarations for the 2018/19 register were now due and asked those governors who had not already done to complete and return their declarations as soon as possible. |
| **32-18** | **QVH self-certification 2018**CP informed Council that, taking account of the views of the governors, the Board was required to self-certify the following:* *That it is assured that it has complied with the NHS Provider Licence and NHS Acts, and has had regard to the NHS Constitution*: CP reported that despite current difficulties with the 18-week referral to treatment (RTT18) target, the Trust had effective systems in place and had identified risks and taken reasonable mitigating actions; it therefore intended to make a declaration of compliance.
* *That it has complied with required governance arrangements*: The Trust had been assured of its governance systems following the recent well-led review and would make a declaration of compliance.
* *That is has reviewed whether their governors have received enough training and guidance to carry out their roles:* CP reminded Council of the training sessions which had taken place over the last year including new governor induction, seminars on holding NEDs to account, training sessions included as part of regular business meetings, and updates in the monthly newsletter, GMU. The Board would therefore make a declaration of compliance.
* *That it has a reasonable expectation that required resources will be available to deliver the designated Commissioner Requested Services over the next financial yea*r. CP described the five specialist services provided by the Trust. The Board intended to declare that the required resources will be available over the next financial year, but that specific factors may cast may doubt on this due to the fact that our burns service does not meet the national specification and therefore is in derogation.

This declaration would be published to the QVH website at the end of May, but if anything changed between now and then, Council would be notified.There were no further questions, and Council **NOTED** the contents of the proposal.  |
| **33-18** | **Executive overview**To provide context with which Council could hold the NEDs to account, the executive team gave an overview of activity in the last three months. Highlights included:* An update on the Sussex and East Surrey Sustainable Transformation Partnership (STP). This included details of the recently established Central Sussex & East Surrey Commissioning Alliance, and the areas in which QVH was keen to engage;
* A reminder that workforce remained the single biggest challenge to sustaining and improving patient experience at QVH, and a description of measures in place to sustain this;
* The appointment of a new deputy theatre manager with specific responsibilities for improving World Health Organisation (WHO) compliance, and safety in general;
* The appointment of a one-year ‘Darzi fellowship’ clinical leadership post, (funded by the Kent, Surrey, Sussex deanery), whose role will develop the clinical pathways for paediatric burns care with the Royal Alexandra Children’s Hospital in Brighton;
* Following Sharon Jones’ retirement, Abigail Jago would join QVH as Director of Operations in early May.
* The Trust was currently achieving only 80% of the Referral to Treatment Target (RTT18). SJ informed Council that QVH had invited the NHS Improvement intensive support team to work with the Trust on systems and processes supporting waiting times. The team is working with the Trust for eight weeks (from early April) and will provide a Board session on effective board processes to seek assurance on this issue.
* A financial update which noted that the Trust’s control total had not been achieved at Month 10. Although the forecast was to deliver plan, MM warned of risks to full year delivery due to RTT18 and capacity constraints;
* A description of the measures implemented to address the challenges of recruitment and retention of staff, including the social media campaign which had been launched to specifically target nursing staff.

The Chair thanked the executive team for their overview, the contents of which were **NOTED** by Council. |
| **34-18** | **Board of Directors**As lead governor, JEB briefly reported on the activity of the recent board seminar which had focused on risk, and in particular risk appetite.JEB went on to reiterate that this was a challenging time for both NEDs and the executive, but he was confident that NEDs were fully on top of their brief, with focus on strategy and a willingness to challenge the status quo. |
| **35-18** | **Finance and performance committee (F&PC)**JT summarised the challenges currently facing the organisation, and emphasised the importance of maintaining the right balance between finance/performance and patient safety.He advised that staff were working very hard to maintain patient safety despite the 25% vacancy rate, and noted this could go some way to explaining the incongruity of the recent Friends and Family Test results. He assured Council that the NEDs would continue to strive for improvements whilst remaining mindful of the challenges which the executives were facing.As governor representative to the Committee, PS commended the level of NED challenge, noting that the role of the NED would become more crucial given current difficulties. Council sought and received assurance in respect of the following:* There was no cost associated with the support provided by NHSI. The team reported that staff have been very receptive to the review and were keen to improve systems and process to benefit patients;
* Figures shown in today’s financial update related to MO10 (ie January 2018). Activity in February had been impacted by the snow, but it was too early at this stage to provide a definitive outcome of the 2017/18 year-end results;
* Clarification of governance pertaining to delivery of plan. SJ explained that providers reported to NHS Improvement. QVH had a very open and transparent relationship with its regulator and held regular meetings to ensure NHSI was fully apprised of performance;
* Whilst local housing could be a barrier to attracting staff to QVH, this was not a determining factor. It would be necessary to train more nursing staff before the problem could be resolved; moreover, the number of nurses applying for training had declined nationally since the introduction of bursaries;
* EP was involved in clinical effectiveness commissioning work, however, more engagement with the public was required.

There were no further questions, and the Chair thanked JT and PS for their update, the contents of which were **NOTED** by Council. |
| **36-18** | **Quality and governance committee (Q&GC)**GC summarised areas on which the committee had focused recently; these included:* The Trust’s report into one of last year’s never events had been recommended by the Clinical Commissioning Group (CCG), who had now closed the investigation;
* The launch of a staff consultation on the World Health Organisation (WHO) guidelines for Safer Surgery. This was designed to improve staff understanding of the purpose of the checklist which ensured consistency in patient safety, whilst developing a culture that values achieving it. This was not just a tick-box exercise;
* .The highest risk on the current corporate risk register related to recruitment and retention of staff; GC commended staff in how they continued to maintain patient safety despite high vacancy rates..
* Assurance that risks on both corporate and local registers were continuously reviewed and managed appropriately with re-scoring or closing of the risk;
* One action following last year’s Prevention of Future Deaths report was a review of PEG procedure. None of these procedures had been carried out in the last six months. A decision as to whether they would be reinstated would follow the final review.

Council asked if the Trust had plans for expanding current Human Factors training to wider staff groups, and were advised that the long term intention was to bring this in-house. There were no further questions and the Chair thanked GC for her update, the contents of which were **NOTED** by Council. |
| **37-18** | **Audit committee**As Chair of the Audit committee, KG provided a brief update on the business conducted at the last meeting. This included:* A focus on internal and external audit in preparation for delivery of the 2017/18 annual report and accounts. As anticipated, (and reflecting challenges over the last couple of years) KPMG had highlighted issues with data quality;
* The draft Head of Internal Audit Opinion gave significant assurance that there was a generally sound system of internal control designed to meet the Trust’s objectives
* Focus on the 2018/19 internal audit plan, which was aligned to the board’s priorities.

There were no questions and the Chair thanked KG for his update. |
| **38-18** | **Charity committee**GN presented an update on the work of the Corporate Trustee and the QVH Charity committee. He commended the achievements of the director of communications and corporate affairs and the head of fundraising, highlighting in particular a new fundraising strategy, (recently approved by the Corporate Trustee) which was designed to improve the Charity’s profile in the community and raise more money, and the launch of the new Charity website. There were also several fundraising initiatives in the pipeline.As governor representative to the Charity, JH endorsed the recognition given to the fundraising team. Council was advised that due to some of the large value bids which had been approved in recent months, the balance now stood at £350k; however, this was a reflection of the Committee’s deliberate strategy to spend, and not conserve, charitable funds.Council sought clarification regarding the current fundraising target. CP advised that the aim in the first year of the five-year strategy was to double funds from £35k to £70k. Assurance was sought by Council that there was clarity around what could be funded by the Charity and what should be funded by the Trust; the Chair noted that given financial challenges within the NHS, this could become increasingly difficult in future.There were no further questions, and the Chair thanked GN for his update. |
| **39-18** | **Any other questions for non-executive directors**There were none. |
| **40-18** | **Proposed agenda for 2018/19 AGM**CP reported that following the success of last year’s AGM, the agenda for the meeting on 30 July would follow a similar format, and include presentations from clinicians. |
| **41-18** | **Farewell to governors stepping down in 2018**BH paid tribute to JH who was attending his last public meeting before stepping down in June 2018. She commended his enthusiasm and noted his commitment to the Trust over the last six years, which had included standing as governor representative on both the Finance and performance and QVH Charity committees, supporting the FT membership (in particular promoting the membership presentation), and regular participation in the compliance in practice inspections. In response, JH commended the staff and patients at the Trust and wished everyone well for the future. |
| **42-18** | **Any other business**BH paid tribute to the work of the executive team who continued to demonstrate excellent leadership despite the current challenges. |
| **43-18** | **Questions from members of the public**There were none. |

Chair: ……………………………………………………………… Date: ………………………….