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**COUNCIL OF GOVERNORS**

**APPROVED MINUTES OF MEETING HELD ON 4<sup>th</sup> MARCH 2015**

**BOARDROOM  
EDUCATION CENTRE  
ARROWE PARK HOSPITAL**

**Present:**

Michael Carr	Chairman
Donald Shaw	Lead Governor
Brian Beechey	Governor
Paula Clare	Governor
Brian Cummings	Governor
Mandy Duncan	Governor
Steve Evans	Governor
Derek Hampson	Governor
Paul Harris	Governor
Robert Howell	Governor
Anita Leech	Governor
Rosemary Morgan	Governor
David Steele	Governor
Len Smith	Governor
Angela Tindall	Governor
Rohit Warikoo	Governor

**In attendance:**

David Allison	Chief Executive
Andrea Hodgson	Non-Executive Director
Graham Hollick	Non Executive Director
Jeff Kozer	Senior Independent Director
Evan Moore	Medical Director
Alistair Mulvey	Director of Finance
Jean Quinn	Non-Executive Director
Carole Self	Associate Director of Governance
Julie Adley-Sweeney	Membership Manager
James Mawrey	Director of Workforce
Michael Chantler	Head of Patient Experience and Involvement

**Foundation Trust Members:**

James Glendening

**Apologies:**

Fadil Hannan	Governor
Kathy Hodson	Governor
Evelyn Hurren	Governor
Beverly Ross	Governor
Carol Skillen	Governor
Mark Blakeman	Director of Infrastructure & Informatics
Jill Galvani	Director of Nursing and Midwifery
Sharon Gilligan	Director of Operations
Anthony Hassall	Director of Strategic and Organisational Development
Cathy Maddaford	Non-Executive Director

Ref	Minute
<p><b>CoG 14-15/ 063</b></p>	<p><b>Apologies for Absence and Welcome</b></p> <p>Apologies were noted as above.</p> <p>The Chairman welcomed three newly elected Public Governors to their first formal Council meeting, these being:</p> <ul style="list-style-type: none"> <li>• Mr Len Smith representing Neston, Little Neston, Parkgate, Riverside, Burton, Ness, Willaston and Thornton.</li> <li>• Ms Angela Tindall representing North West and North Wales</li> <li>• Mr Rohit Warikoo representing Bidston and Claughton</li> </ul>
<p><b>CoG 14-15/ 064</b></p>	<p><b>Declarations of Interest</b></p> <p>There were no interests declared</p>
<p><b>CoG 14-15/ 065</b></p>	<p><b>Minutes of the Previous Meeting</b></p> <p>The minutes of the previous meeting held on the 10<sup>th</sup> December 2014 were approved as an accurate record.</p>
<p><b>CoG 14-15/ 066</b></p>	<p><b>Matters Arising</b></p> <p>The Chairman raised the following matters:</p> <p><b>Minute 14-15/054 – NHS Five Year Forward View</b> The Chairman advised that the Trust had been shortlisted in its bid to become a Vanguard site for New Models of Care and that the Council would be advised of the outcome in due course</p> <p><b>Minute 14-15/059 – Membership and Engagement Committee Report</b> The Chairman reported that the recently held Membership Engagement Event, on the topic of Social Isolation had proven to be very productive, in relation to engagement with the public and many of our partnership organisations. A number of action plans and collaborative working initiatives were now being undertaken by external groups, as a result of this.</p>
<p><b>CoG 14-15/ 067</b></p>	<p><b>Chairman’s Business</b></p> <p>The Council was advised of the planned CQC Inspection, which would be taking place week beginning 14<sup>th</sup> September 2015.</p> <p>The Chairman updated the Council on the recently published report by Sir Robert Francis - Freedom to Speak Up, encouraging staff to raise concerns at a level, with which they felt comfortable. The update also included the Trust’s response to this.</p> <p>The Council was advised that the Trust had been invited to attend a Quality Summit chaired by NHS England and attended by key partners and regulators. The summit is designed to draw upon the skills of all partners in addressing concerns, in this case infection control and staff engagement.</p>

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	<p>The Council was provided with a copy of the recent letter from Monitor, notifying the Trust of the decision to open a formal investigation into Compliance with its Provider Licence. The Council was advised that the investigation was as a result of financial governance concerns arising from the Trust's financial underperformance against plan at Q3 2014/15 and the Trust's forecast deficit into 2015/16, for which there is not yet a detailed and robust recovery plan.</p> <p>The Chairman updated the Council on a number of recent Consultant appointments these being: Dr Alister Gilmore; Dr Catherine Woodward; Dr Niamh O'mahony; Mr Rafik Ishak and Mrs Katherine Buckley.</p> <p>The Chairman informed the Council that Iain Stenhouse – Staff Governor, Allied Health professionals had recently left the Trust and therefore an election for this post would take place in the summer.</p>
<b>CoG 14-15/ 068</b>	<p><b>Governors' Business</b></p> <p>The Lead Governor confirmed that there was no additional business, which had not already been addressed on the current agenda.</p> <p>The Associate Director of Governance agreed to circulate responses to any recently requested information, highlighted at the Pre-CoG meeting.</p>
<b>Governance</b>	
<b>CoG 14-15/ 069</b>	<p><b>Timetable and project plan for Appointment of External Auditors</b></p> <p>The Associate Director of Governance outlined the process for the appointment of External Auditors, and asked that in accordance with the discharging of these duties, Governors be involved as part of the project team</p> <p>The Council approved the commencement of the process and the establishment of the Project Team, which would include two Governors.</p> <p>The Chairman asked to be notified of any expressions of interest.</p>
<b>CoG 14-15/ 070</b>	<p><b>Quarter 3 Monitor Feedback</b></p> <p>The Council was provided with a copy of the above which detailed the concerns of Monitor and the proposed steps to be undertaken.</p>
<b>Performance</b>	
<b>CoG 14-15/ 071</b>	<p><b>Report from Governor workshop, 11<sup>th</sup> February 2015</b></p> <p>A report was provided by the Lead Governor, Donald Shaw regarding the second workshop undertaken using the new format which was designed to enable Governors to familiarise themselves with the daily running of the Trust.</p> <p>The topic of the workshop was the role of the Infection Prevention Control Team which proved to be very informative.</p>

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	<p>The report stated that all future workshop topics should involve a visit to the appropriate department whenever possible and practical.</p>
<p><b>CoG 14-15/ 072</b></p>	<p><b>Trust Performance Report from Chief Executive</b></p> <p>The Council received a presentation from the Chief Executive on the Trust's performance in relation to key targets. As previously agreed, where the Trust was failing a target, further narrative and information was provided in terms of action being taken.</p> <p>The Council requested further information as part of the next update. These included bed occupancy levels; investment within the Emergency Department and clarification surrounding Never Events.</p> <p>The Chief Executive provided a full overview of the financial position of the Trust and as requested by the Council, gave a more detailed account of the decision to limit all non-essential expenditure in the Trust.</p>
<p><b>CoG 14-15/ 073</b></p>	<p><b>NHS Staff Survey</b></p> <p>The Director of Workforce provided a presentation on the key outcomes from the National Staff Survey 2014. He confirmed that notwithstanding the timing of the survey, operational pressures and a large amount of organisational change; the results had been very disappointing.</p> <p>He also confirmed that although the response rate was still above the National average, it remained lower than the previous year's rate.</p> <p>The Council was advised of the Workforce and OD strategy which had been agreed by the Board of Directors in February, and of the high level Trust action plan due to be presented to the Executive Team in early March, together with detailed Divisional plans.</p>
<p><b>CoG 14-15/ 074</b></p>	<p><b>Board Walkabout Feedback</b></p> <p>The Head of Patient Experience presented an overview of feedback from the Board Walkabouts, based on the '15 Step Challenge', which provide an opportunity for Board members and Governors to view the quality of care from a patient perspective.</p> <p>Key themes were highlighted, which included; welcoming, caring and involving, safe, well organised and calm. These themes encompassed, entrances to wards, compliance with privacy and dignity and information available for patients. He further clarified how feedback is then provided to the ward sister/departmental manager, in order that this is shared with staff to ensure that learning takes place.</p> <p>The Council was provided with a detailed report of a Board Walkabout which had taken place within the Emergency Surgical Assessment Unit and highlighted a number of concerns. This had resulted in immediate escalation to the Divisional Leadership Team and Executive Directors. As a result of this a business case was approved by the Trust to recruit emergency surgical consultants, who would take up post in Spring 2015.</p>

Ref	Minute
CoG 14-15/ 075	<p><b>Board of Directors' Meeting Minutes 28<sup>th</sup> January 2015</b></p> <p>The Council received the minutes of the above meeting.</p>
CoG 14-15/ 076	<p><b>Board of Directors' Meeting 25<sup>th</sup> February 2105, Update</b></p> <p>The Chairman provided a verbal update from the most recent Board of Directors' Meeting; advising the Council of many of the Agenda items covered. This included the Trust's response to the Staff Survey; an update on nurse staffing; Trust Performance; the Monitor Investigation; Turnaround position and the Annual Planning Process.</p>
<b>Strategy &amp; Development</b>	
CoG 14-15/ 077	<p><b>Annual Plan – Update and Next Steps</b></p> <p>The Chief Executive presented an update on the Annual Plan. The Council was informed that Monitor had extended the original timescales due to the impact of the interim tariff proposal. The Council noted and supported the development of the plan, including the principal assumptions and the revised Corporate Objectives and Quality Priorities for 2015/16.</p>
CoG 14-15/ 078	<p><b>Quality Report</b></p> <p>The Council received the Q3 update from the Medical Director, which included progress against the Trust's six priorities for 2014/15; which were then discussed in further detail.</p> <p>The Council was advised of action both planned and underway in all areas.</p>
CoG 14-15/ 079	<p><b>Governor workshop, Wednesday 23<sup>rd</sup> April 2015</b></p> <p>The Chairman informed the Council that as a result of having discussed topics for future workshops at the February workshop, the focus for the next workshop would be on Pharmacy.</p>
<b>Standing Items</b>	
CoG 14-15/ 080	<p><b>Annual Plan Advisory Committee (APAC) Minutes</b></p> <p>The Council noted the minutes and the work of the Annual plan Advisory Committee.</p>
CoG 14-15/ 081	<p><b>Any Other Business</b></p> <p>The Chairman reminded the Council of upcoming meeting dates and closed the meeting.</p>
CoG 14-15/ 082	<p><b>Date and Time of Next Meeting</b></p> <p>Wednesday 10<sup>th</sup> June 2015 at 5.00pm.</p>

Ref	Minute
<b>CoG 14-15/ 083</b>	<b>Closed Session</b>  Governors only

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**Chairman**

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**Date**