

**Minutes of the Full Council of Governors meeting (public session)
Thursday 4th September 2014, 6.00pm, Clinical Education Centre,
Russells Hall Hospital, Dudley**

Present:

Name	Status	Representing
Mr Darren Adams	Public Elected Governor	Stourbridge
Mr Fred Allen	Public Elected Governor	Central Dudley
Mr John Edwards	Chair of Meeting	DGH NHS FT
Mr John Franklin	Appointed Governors	Dudley CVS
Mrs Joanne Hamilton	Staff Elected Governor	Nursing and Midwifery
Mr Bill Hazelton	Public Elected Governor	Central Dudley
Dr Subodh Jain	Public Elected Governor	North Dudley
Mrs Kelly James	Staff Elected Governor	Allied Healthcare Professionals and Healthcare Scientists
Mr Rob Johnson	Public Elected Governor	Halesowen
Mrs Diane Jones	Public Elected Governor	South Staffordshire and Wyre Forest
Mrs Alison Macefield	Staff Elected Governor	Nursing and Midwifery
Mrs Karen Phillips	Staff Elected Governor	Non Clinical Staff
Mrs Patricia Price	Public Elected Governor	Rest of the West Midlands
Mr Roy Savin	Public Elected Governor	Stourbridge
Mr David Stenson	Public Elected Governor	Brierley Hill
Mrs Julie Walklate	Staff Elected Governor	Nursing and Midwifery

In Attendance:

Name	Status	Representing
Mr Paul Assinder	Director of Finance & Information	DGH NHS FT
Mr David Badger	Deputy Chair	DGH NHS FT
Mrs Helen Board	Membership & Governor Officer	DGH NHS FT
Ms Paula Clark	Chief Executive	DGH NHS FT
Mrs Julie Cotterill	Associate Director of Governance/Board Secretary	DGH NHS FT
Mrs Denise McMahon	Director of Nursing	DGH NHS FT
Mr Peter Timmins	Foundation Trust Member	Stourbridge

Apologies:

Name	Status	Representing
Mr Ian Dukes	Staff Elected Governor	Medical and Dental
Mr Bob Edwards	Public Elected Governor	Brierley Hill
Mr Tarsem Sidhu	Public Elected Governor	Halesowen

COG 14/22.0 Welcome

Mr John Edwards opened the meeting and welcomed members of the Board of Directors, Council of Governors and members of the public.

COG 14/22.1 Introductions and apologies

Mr John Edwards introduced Mrs James who had recently been elected to the Council of Governors representing the Constituency of Allied Health Professionals and Health Care Scientists.

Mr Edwards expressed his thanks to governors Councillor Waltho and Mr Burton who had reached their term of office or stepped down since the last full Council Meeting.

Apologies had been received and recorded as above.

COG 14/22.2 Declarations of Interest

No Declarations of Interests were received relating to any item on the agenda.

Mr John Edwards explained for clarification that a Register of Governors Interests was maintained by the Foundation Trust office and governors should submit an updated declaration should their circumstances change relating to personal or pecuniary interests.

COG 14/22.3 Quoracy

The meeting was declared quorate.

COG 14/22.4 Announcements

There were no announcements.

COG 14/23.0 Previous meeting

COG 14/23.1 Minutes of the full Council of Governors meeting held on 15th May 2014 (Enclosure 1)

The minutes were **approved** as an accurate record and would be signed by the Chairman.

COG 14/23.2 Matters arising

Mr John Edwards referred to page eight of the minutes and advised that the Dudley Clinical Commissioning Group (CCG) had identified a potential candidate to serve on the Council of Governors and would confirm the final details with the Foundation Trust office. The University of Birmingham Medical School were still to provide a candidate.

COG 14/23.3 Action points

All action points were complete and would be removed from the action monitoring list.

COG 14/24.0 Update from the Governor Development Group (GDG) Chair for meeting held on 3rd July 2014 (Enclosure 2)

Mr Johnson provided the report given as enclosure two and highlighted the following key items:

Developing the Governor Role Action Plan. Governor participation to improve the feel and understanding of the organisation had been enhanced with the appointment of governors to the Trust's Patient Experience Group and the Quality and Safety Group. A review of the Councils Committee structure would be undertaken by the Board Secretary and feedback would be reported at an extraordinary meeting of the Council in November 2014.

Patient Safety Walkrounds. The group had received a report prepared by Mr Badger that summarised the Patient Safety Walk Round activity since July 2013. It was noted that governors had attended 20 out of 30 possible Walkrounds during that time. The main themes arising were staffing and estates issues. The report would in future be provided to an appropriate Council Committee with the exceptions reported to full Council. The Governor Development Group agreed to continue monitoring governor participation levels.

Patient Experience Safety Group and Quality and Safety Group. Governors attending these groups would provide a report to a Council Committee with an exception report provided by the Chair of the respective Committee to the full Council of Governors.

Mr John Edwards asked Governors to note the report.

COG 14/25.0 Update from the Governance Committee Chairman for the meeting held on 10th July 2014 (Enclosure 3)

Mr Johnson presented the Governance Committee update report from the meeting held on 10th July 2014 given as enclosure three and highlighted the key items discussed as follows:

Trust performance. The Committee had received a report following the Trusts most recent Finance and Performance Committee meeting and had been asked to note the concerns expressed relating to the slippage on Turnaround and CIP plans in the first quarter and had noted the work of the interim turnaround director and the need to deliver identified savings.

Risk management. Mrs Cotterill had provided an update on the top ten corporate risks highlighting those that had been newly added and those removed from the register in the intervening period since the Committee had last met.

Deloitte Audit report on the Trust Annual Report and Accounts 2013/14. Mr Ramzan of Deloitte provided a detailed report and advised that the Trust had received a clean audit report for the year. Their signed audit opinion had stated a clean unmodified opinion with no report on any items 'by exception'. They had however, noted the deteriorating financial position and recognised the pro-active approach of the Trust in instigating voluntary turnaround.

Board Committee summary reports. Mr Johnson advised that the Governance Committee received copies of the summary reports from each of the Board Committees that had previously been submitted to the Board of Directors. The Governance Committee considered the following matters arising from those reports;

Clinical Quality, Safety and Patient Experience Committee – Mr Fellows had advised that the mortality figures had been within the expected range for the last reporting period.

Workforce and Staff Engagement Committee – Mrs Cotterill advised that this Committee had formed earlier in the year and was chaired by Mrs Becke (NED). The key items that had been discussed included the work of Local Education and Training Group, Diversity Management Group and KPIs and workforce audits.

Mr John Edwards thanked Mr Johnson for his report and invited comments and questions.

Mr Assinder wished to formally record the launch of the Monitor investigation which would focus on the Trusts finances and A&E performance.

Mr Edwards added that Monitor had issued a narrative statement on Governance and participated in a monthly teleconference with senior Trust staff.

Mr Johnson asked if the meeting called by Monitor had proceeded with the local health economy stakeholders.

Mr Edwards advised that the meeting had included representatives from Dudley CCG, the Local Authority and the Local Area Team and had achieved a greater understanding of the shared challenges and would work towards a solution for the wider healthcare economy.

Ms Clark reported that CCGs and trusts providing major services had shared their respective two and five year plans in support of transparency.

COG 14/26.0 Update from the Strategy Committee Chairman (enclosure 4)

Mr Stenson presented the report given as enclosure four and highlighted the following items discussed at the meeting held on 29th July 2014:

Vice Chair. Mrs Hamilton was appointed as the Committee vice chair

Two Year plan. The Trusts service development manager was in attendance and outlined the challenges the Trust would face in delivering against the Two Year plan and had referred to the risks of non-delivery against the four hour A&E target and increased Monitor scrutiny.

Urgent Care Centre. The Committee received an update on progress to date and was advised that the preferred bidder would be chosen by mid September 2014 and the contract would commence in April 2015.

Five year Strategic Plan update. It was confirmed that the plan had been submitted to Monitor. The service development manager outlined the three main elements of the plan

- The Turnaround programme
- The local health economy
- The Trust's financial position

The Plan would be shared with Governors when it had been signed off by Monitor subject to commercially sensitive elements which would not be placed in the public arena.

Modernising community services. The Committee received an overview of the current service provision.

Mr Stenson concluded by reminding Governors that the full minutes of the Committee would be available on the Governor Portal.

Mr Edwards thanked Mr Stenson for his report and asked about the progress on the preparation of a summary Five Year Plan document and queried whether Monitor had accepted the Five Year plan.

Mr Assinder confirmed that Monitor had raised no further queries and the summary document would be widely available once complete.

Mr Edwards asked the Council to receive the report and accept the work and actions of the Committee.

COG 14/27.0 Update from the Appointments Committee Chairman (enclosure 5)

Mr Johnson presented the report given as enclosure five and outlined the following items discussed at the meeting held on 10th July 2014:

Overall Board Performance. The Committee received reports from the Chairman summarising overall Board performance, NED annual reviews and recommendations for the reappointment of NEDS.

Chairs performance. The Committee received a report from Mr David Badger as Senior Independent Director and Deputy Chair summarising the Chair's performance.

NED Appointments/reappointments. The Committee discussed and agreed that the following recommendations would be made to the full Council of Governors for approval:

- Recommendation for the continued extension of contract for Mr David Bland until the appointment of a NED (Non Executive Director) with clinical experience
- Recommendation to be made to the full Council of Governors for the confirmation of Mr Richard Miner for a second term of office to 30th September 2016
- Recommendation to the full Council of Governors for the appointment to a third term as NEDs for Mrs Ann Becke and Mr Jonathan Fellows, their terms of office to conclude on 31st October 2017 and 30th September 2017

respectively. In line with the Monitor Code of Practice for NED appointments, as both would be appointed for a third term of office, their continuing appointment would need to be approved, on an annual basis, by the full Council of Governors.

Mr John Edwards thanked Mr Johnson for his report. He proposed each of the recommendations to the full Council as follows:

Recommendation for the continued extension of contract for Mr David Bland until the appointment of a NED (Non Executive Director) with clinical experience

All present **agreed** without abstention.

Recommendation for the confirmation of Mr Richard Miner for a second term of office to 30th September 2016.

All present **agreed** without abstention.

Recommendation for the appointment to a third term as NEDs, for Mrs Ann Becke and Mr Jonathan Fellows, their terms to conclude on 31st October 2017 and 30th September 2017 respectively. In line with the Monitor Code of Practice for NED appointments, as both would be appointed for a third term of office, their continuing appointment would need to be approved, on an annual basis, by the full Council of Governors.

All present **agreed** without abstention.

COG 14/28.0 Standing reports

COG 14/28.1 Performance report Q1 (Enclosure 6)

Mr Assinder presented the report given as enclosure six and summarised the key items:

- The Trust had achieved a surplus of £711,000 in July 2014 with a cumulative deficit for the four months period to date of £3.2m, £0.7m worse than the period plan
- The Trust had seen significant increases in emergency activity with levels 8% higher than 2013/14 and emergency admissions up 6% on the previous year
- There was continued spending above the budget for agency and locum frontline medical and nursing staff incurring additional expenditure of £3m
- There had been a slower than anticipated start to the turnaround savings programme with significant slippage of £0.7m on a plan of £10.9m

Mr Assinder advised that under the delegated authority of the Finance and Performance Committee the Monitor Q4 submission had been approved as;

Continuity of service (finance) rating:	3 (good)
Governance rating:	Amber (A&E breaches)

Mr John Edwards asked governors to note the report and invited comments and questions.

Mr Hazelton, referring to the Continuous Improvement and turnaround programmes, asked what assurances had been sought on:

- The viability of the objectives
- The realism and achievability of the targets and milestones which had been set
- The level of commitment of the key people responsible for implementing the plans

Mr Edwards advised that the Finance and Performance Committee lead on this.

Ms Clark confirmed that the Executive Team had sought assurances and explained that the Trust had completed a comprehensive benchmarking exercise and sought an external opinion from Price Waterhouse Coopers to help identify key areas for continued improvement and improved efficiency. The Board of Directors had critically reviewed their recommendations and identified those projects that could help deliver increased efficiency without compromising patient care. She gave examples of improvements being made to Length of Stay and an increase in elective activity. She confirmed that the Board would remain focussed on positively engaging all staff to deliver effective and safe patient care and made reference to the additional amount that had been spent on nursing staff in direct response to Keogh recommendations which had impacted on the Trusts ability to deliver on its cost improvement programmes.

Mr Assinder added that the Monitor response that had followed the preparation and submission of the two and five year plans had been supportive and the Board of Directors had drawn assurance from that.

Dr Jain asked what steps had been taken to resolve long standing issues relating to the recruitment and appointment of consulting staff and the seemingly high usage of locum staff.

Mr John Edwards highlighted the national issues that prevailed in particular specialties adding that the Trust remained proactive and committed to attracting the best possible candidates.

Ms Clark replied that the situation regarding consulting staff had been thoroughly reviewed and solutions implemented. Referring to locum positions, many newly qualified staff had opted to take up locum work in preference to substantive positions.

Mr Badger confirmed that the Trust benefitted from a strong unitary Board who worked in a structured and cohesive manner and fully supported the utilisation of external organisations. He added that Monitor had provided support in this regard with the recent appointment of an interim turnaround director who had set some challenging programmes and targets. Mr Badger confirmed that he chaired the Trusts Finance and Performance Committee which was responsible for challenging the turnaround plans and monitoring progress on key programmes of work. He confirmed that Monitor had been fully engaged with the development of the Trusts future plans and the Non Executive Directors worked closely with the Directorates to review the plans, monitor progress and add impetus where required.

Ms Clark advised that a number of Trusts were either operating in deficit or very close to doing so and the senior executive team was making every effort to ensure that staff fully understood the consequences of becoming a failing Trust.

Mr John Edwards confirmed that the four key areas of focus for the Trust remained:

- Achievement of targets including A&E, 18 week Referral to Treatment (RTT) and infection control
- To rebalance the income with increase of elective activity
- Delivery of the turn around programmes
- Maintaining quality and safety of the organisation

Mr Stenson asked if the Dudley CCG understood fully the scale of the problem and commented on the importance of the Trust working closely with the CCG and other local health economy stakeholders.

Mr Johnson commented on the vital role of Governors to seek assurance for the people of Dudley and encouraged all Governors to remain up to date on the Trusts financial and governance performance.

Mr Edwards confirmed that Monitor would be receiving monthly reports. He endorsed the need for Governors to understand how the Board received its assurance. The Board worked closely with the Finance and Performance Committee who were responsible for monitoring financial and governance performance.

COG 14/28.2 Foundation Trust Membership report 2013/14 (Enclosure 7)

Mrs Board presented the report for the year ending 30th June 2014 given as enclosure seven and asked Governors to note the report.

COG 14/28.3 Board Secretary's Report (Enclosure 8)

Mrs Cotterill presented the report given as enclosure eight and highlighted the following items:

Elections July 2014. An election timetable governing the process to return candidates for Governor Vacancies in the following Constituencies would commence during September 2014 with elections being held in December 2014 as required for the following Constituencies:

- Brierley Hill, two vacancies
- Dudley Central, one vacancy
- Dudley North, one vacancy
- Halesowen, one vacancy
- South Staffordshire and Wyre Forest, one vacancy
- Stourbridge, one vacancy
- Tipton and Rowley Regis, one vacancy
- Staff, Nursing and Midwifery, three vacancies
- Staff, AHP and HCS, one vacancy

Review of Trust Constitution 2014

The Council were asked to note that any required amendments to the Trust Constitution would be brought to the full Council for approval.

COG 14/28.4 Staggering Governor Terms of Office (Enclosure 9)

Mrs Cotterill presented the above proposal given as enclosure nine and explained that ahead of the elections in December 2014, consideration had been given to staggering the terms of office where two or more Governors in the same Constituency would be due for election at the same time. The proposal would be in line with the current Trust Constitution which stated ' An elected or appointed Governor may hold office for a term of office up to three years'.

The proposal would be as follows:

The December 2014 elections would include two Constituencies where two or more vacancies would arise and the candidate receiving the most votes would be allocated a three year term and the runner up would be allocated a two year term.

Mrs Hamilton queried the situation should there be an uncontested situation where an election would not be required.

Those present discussed this and agreed that the successful candidates returned on an uncontested basis would draw straws.

Mr Edwards thanked Mrs Cotterill for the recommendations and asked the Council to consider and **approve** the recommendation to offer staggered Terms of Office where two or more Governors in the same Constituency due for re-election would be offered a three or two year term of office based on the number of votes received, the runners up would be offered a two year term. In the event of an uncontested situation the candidates would be selected by drawing straws.

All present **agreed** without abstention.

COG 14/28.5 Terms of Reference for approval (Enclosure 10)

Mrs Board presented the above proposal given as enclosure ten and explained that the Terms of Office for the Council and its Committees had been reviewed and updated to reflect changes in practice or responsibilities. They were now brought before Council for approval.

COG 14/28.5.1 Council of Governors Terms of Reference

Mr Edwards asked those present to approve the Terms of Reference for the Council of Governors.

All present **agreed** without abstention.

COG 14/28.5.2 Council Committees Terms of Reference

Mr Edwards asked those present to approve the Terms of Reference for the following Committees:

Governance Committee

All present **agreed** without abstention.

COG 14/29.0 Quality

COG 14/29.1 Care Quality Commission inspection (verbal)

Ms Clark advised that the report arising from the CQC inspection had not been released and would be subject to further challenge by the Trust on factual accuracy and process. The report would be submitted to a National Quality Assurance Panel for their review with an expected publication date in October 2014.

Mr Johnson echoed the sentiment of the Council in their support of the action taken by the Trust to challenge where required.

Mr Hazelton queried the impact and validity of the report that would be published some six months or so following the inspection and asked how meaningful it would be.

Mr Stenson noted his concern that in the event of it being a very critical and potentially negative reports how the media would report it.

Ms Clark assured those present that the Communications team were prepared for such an eventuality and also confirmed that any areas that had been identified for improvement had undertaken actions as required.

Mr Adams asked if the press would be invited to a press conference by the Trust.

Ms Clark advised that the Communications Team had improved their relationship with the local press in the last year and would liaise with them closely at the time the report would be published. She confirmed that Governors would be kept up to date at all times.

COG 14/29.2 Complaints report Q1, 2014/15 (enclosure 11)

Mrs Cotterill presented the quarter one Complaints report given as enclosure eleven and referred to the following key items:

- The total number of complaints received during the quarter were 16% less than the previous quarter ending 31st March 2014
- 100% of complaints received had been acknowledged within three working days
- Complaints received during the quarter did not always relate to a concern in the same period as some could reflect historical activity and cases
- 80% of complaints received and closed during the quarter had been answered within 30 working days which had been set as a Trust internal target and had included offering meetings to complainants
- 5 complainants had expressed dissatisfaction with their response and had been offered a further opportunity to go back and address the issue they had raised

- 14 complainants had met with senior staff to discuss concerns prior to or following an investigation into the concern raised
- Three complaints had been upheld by the Ombudsman

Mrs Cotterill then provided examples of the action taken by the Trust in response to complaints.

Mr John Edwards confirmed that the Trust made every effort to resolve complaints as effectively and efficiently as possible. He noted that the Trust now offered more meetings with complainants whereas historically the Trust had adopted a formal route predominantly based on correspondence.

Dr Jain concurred with offering more meetings and stated that sometimes saying sorry was often the most effective solution.

Mr Stenson requested that future reports should contain a breakdown of claims settled during the quarter and the period in which they arose.

Mrs Cotterill agreed to present this information separately as requested.

Mrs Phillips explained that she had participated in several of the Patient Safety Walk Rounds and had the opportunity to talk to patients who were generally very positive about their care and suggested that Governors could draw comfort from those comments.

Ms Clark concurred adding that out of approximately twenty thousand pieces of feedback the Trust received during 2013/14 the vast majority had been positive about their care, treatment and patient experience.

Mr John Edwards thanked Mrs Cotterill for the detailed report and asked Governors to note the generally positive aspect of it.

COG 14/29.3 Patient Experience report Q1, 2014/15 (Enclosure 12)

Mrs McMahon presented the quarter one Patient Experience Report for the quarter ending 30th June 2014 given as enclosure 12 and highlighted the following key areas:

- The quarter one CQUIN Friends and Family Test (FFT) target had been achieved
- Trends showed a reduction in negative comments on food and communication
- Key patient experience information was displayed on 'huddle boards' on each ward and included the FFT score and response rate alongside 'you said, we did' commentary
- the decline in negative comments relating to staffing, waiting and communication
- Maternity had seen an increase in positive comments about antenatal services

Mrs McMahon explained that the Patient Advice and Liaison Service (PALS) report would be part of the Patient Experience report to reflect the recent restructure of the Complaints and PALS team. The highlights of the PALS report included:

- The overall number of concerns received compared to overall patient activity remained low
- The report now included a rolling view of concerns raised in each of the 14 categories
- During the last quarter the most frequent concerns related to to:
 - Appointments, discharge and transfer
 - Clinical care
 - Records communications and information
- The total number of compliments received during quarter one had been 1,746

Mrs McMahon explained that learning from the feedback received by PALS had contributed to improvement work being overseen by the Outpatient Steering Group who report to the Transformation Programme Board and who were tasked with improving efficiency and productivity within the outpatient departments and to date had implemented initiatives including:

- SMS reminder services for patient appointments
- Increased clinic capacity
- Partial booking system

Mr John Edwards acknowledged the dedication of all staff related to improving the patient experience and thanked Mrs McMahon for her report.

COG 14/29.3 Infection Control report (Enclosure 13)

Mrs McMahon presented the infection control report given as enclosure 13 and confirmed that infection control would be retained as a Quality Priority for the coming year. She then reported the performance to date:

MRSA. The Annual Target was two (post 48 hrs). There had been no post 48 hr MRSA bacteraemia cases in the Trust since the last report.

C. Difficile. The Trust remained within trajectory (4 cases per month) since April 2014.

The Trust's C. difficile target for next year would be 48 cases. This would be 10 higher than 2013/14 year. The targets had been modified based on each individual organisation's performance over the preceding year and were intended to reflect an achievable target.

The Trust had agreed a process for reviewing each individual CDI (C. diff infection) case to establish whether there had been a link with a lapse in the quality of care. This process would run in parallel with the existing RCA process (Root Cause Analysis) for C. diff cases and membership of the review group included representatives from the Dudley CCG and the CSU (Commissioning Support Unit).

CPE. The Department of Health had released guidelines to address concerns around Carbapenamase producing enterobacteriaceae (CPE). The Trust had an action plan in place to address this guideline.

Norovirus. There had been no Novovirus cases since the last report.

Mrs McMahon added that Ebola was prevalent in Africa and anyone visiting the affected regions or had met with anyone from there would be considered at risk. NHS Staff nationally were currently training on the correct use of personal protective equipment (PPE) and there had been three cases under query in the West Midlands. Dealing with Ebola was part of the Trust's business continuity planning.

She reported that whooping cough had become more prevalent and that it had affected two main groups:

- babies who had not received immunisation
- university students whose immunisations had become less effective

Preventative action had been taken with mums to be who could receive the immunisation and protect their unborn child.

Mrs Phillips asked if the infections she had described were new or existing bugs.

Mrs McMahon replied that C. diff had been affecting humans for a very long time and predominantly affected older people or those with reduced immunity. Other infections had developed resistance to antibiotics over time and prescribers were urged to reduce their usage.

Dr Jain stated it was also a problem in the primary care setting which had often been difficult for the general public to understand or accept. He then asked what had caused CPE.

Mrs McMahon reported that actions plans were in place to address this infection.

Mr John Edwards thanked Mrs McMahon for the report and asked Governors to note its contents and the continued efforts of the Trust to maintain strong performance against key infection control targets.

COG 14/30.0 Any Other Business

Mr John Edwards announced that after nine years with the Trust, Mr Paul Assinder, Director of Finance and Information would be leaving at the end of September 2014 and would be taking up a post with a private sector genetic health organisation based in the United States.

On behalf of the Council of Governors, Mr Johnson gave a vote of thanks to Mr Assinder and in particular thanking him for his openness, support and dedication to the Governors since they came together in shadow form in 2007. Mrs Jones presented Mr Assinder with a bouquet of flowers and a gift from the Council who wished him every success in his new role.

COG 14/31.0 Close of meeting and 2014 forward dates

Mr John Edwards thanked all for attending. Governors were reminded of the following meeting dates;

Annual Members Meeting, 4.30pm, Thursday 11th September 2014 followed by a Behind the Scenes event.

Full Council of Governor meeting, 6pm, Thursday 11th December 2014.

The meeting closed at 19:55hr.

Mr John Edwards, Chair of meeting

Signed..... Dated

Outstanding	Item to be addressed
To be updated	Item to be updated
Complete	Item complete

Action Sheet
Council of Governors meeting held 4th September 2014

<i>Item No</i>	<i>Subject</i>	<i>Action</i>	<i>Responsible</i>	<i>Due Date</i>	<i>Comments</i>