

**Minutes of the Full Council of Governors meeting
Thursday 7 December 2017, 5.45pm, Clinical Education Centre,
Russells Hall Hospital, Dudley**

Present:

Name	Status	Representing
Mr Fred Allen	Public Elected Governor	Central Dudley
Mr Arthur Brown	Public Elected Governor	Stourbridge
Mr Sohail Butt	Staff Elected Governor	Medical and Dental
Mr Bill Dainty	Staff Elected Governor	Nursing & Midwifery
Dr Richard Gee	Appointed Governor	Dudley CCG
Ms Sandra Harris	Public Elected Governor	Central Dudley
Mrs Viv Kerry	Public Elected Governor	Halesowen
Mrs Natalie Neale	Public Elected Governor	Brierley Hill
Mrs Jenni Ord	Chair of Council	DGH NHS FT
Mr Rex Parmley	Public Elected Governor	Halesowen
Mrs Karen Phillips	Staff Elected Governor	Non Clinical Staff
Mrs Patricia Price	Public Elected Governor	Rest of the West Midlands
Mr Peter Siviter	Public Elected Governor	South Staffs & Wyre Forest
Mrs Mary Turner	Appointed Governor	Dudley CVS
Mr Alan Walker	Appointed Governor	Partner Organisations
Mrs Farzana Zaidi	Public Elected Governor	Tipton & Rowley Regis

In Attendance:

Name	Status	Representing
Mr Julian Atkins	Non-executive Director	DG NHS FT
Mrs Helen Board	Patient & Governor Engagement Lead	DG NHS FT
Ms Jill Faulkner	Head of Patient Experience	DG NHS FT
Ms Siobhan Jordan	Interim Chief Nurse	DG NHS FT
Mr Andrew McMenemy	Director of Human Resources	DG NHS FT
Mr Glen Palethorpe	Director of Governance/Board Secretary	DG NHS FT
Ms Diane Wake	Chief Executive Officer	DG NHS FT

Apologies:

Name	Status	Representing
Cllr Adam Aston	Appointed Governor	Dudley MBC
Mr Terry Brearley	Public Elected Governor	Brierley Hill
Mrs Lydia Ellis	Public Elected Governor	Stourbridge
Dr Anthea Gregory	Appointed Governor	University of Wolverhampton
Ms Michelle Lawrence	Staff Elected Governor	Nursing & Midwifery
Ms Yvonne Peers	Public Elected Governor	North Dudley
Ms Nicola Piggott	Public Elected Governor	Dudley North
Mr Mark Stanton	Chief Information Officer	DG NHS FT
Mr Paul Taylor	Director of Finance & Information	DG NHS FT
Mr Michael Woods	Interim Chief Operating Officer	DG NHS FT

COG 17/26

17.45

Welcome and introductions (Public & Press)

Mrs Ord opened the meeting and welcomed all to the meeting.

Mrs Ord noted her thanks for the dedication and support to the Council of the following Governors who had recently reached their end of term of office;

Mrs Morgan Dudley Central, Ms Snowden Nursing and Midwifery, Mr Brookes Brierley Hill and Mr Pearson Jenkins Tipton and Rowley Regis. Mrs Ord also acknowledged the three terms of office served by Mr Johnson Halesowen, Mr Adams Stourbridge, and Mrs Jones South Staffordshire and Wyre Forest.

Mrs Ord welcomed the following governors to the meeting who had been returned at the conclusion of recent elections and appointments:

Mr Brown – Public, Stourbridge
Dr Gregory – University of Wolverhampton
Mr Parmley – Public, Halesowen
Mr Siviter – Public, South staffs & Wyre Forest
Ms Harris – Public Dudley Central
Mrs Zaidi – Public, Tipton & Rowley Regis
Mrs Neale – Public, Brierley Hill

COG 17/26.1 Introductions

Mrs Ord introduced Mr Woods who had recently joined the Trust as Interim Chief Operating Officer.

COG 17/26.2 Apologies

Apologies had been received and recorded as above.

COG 17/26.3 Declarations of Interest

There Council were reminded of the standing declaration in respect of Dr R Gee and his work for the CCG on the MCP procurement but that this did not conflict with any decisions required at the meeting. There were no other Declarations of Interest received relating to any agenda item.

COG 17/26.4 Quoracy

The meeting was declared quorate.

COG 17/26.5. Announcements

There were no others than those provided earlier in respect of newly returned governors being welcomed to the meeting.

COG 17/27 Presentations

COG 17/27.1 Emergency Department and Winter Plan

17.55

Mr Woods, Interim Chief Operating Officer, presented an update on the present ED performance and the Trust's plans for the next three months in respect of Winter. Items highlighted included the deterioration on performance against the four hour target, the increase in demand and the short term and longer term steps being taken to make improvements.

Mrs Ord thanked Mr Woods for the update and invited questions.

Dr Gee asked how the opening of the new Emergency Treatment Centre would impact on the ED performance.

Mr Woods commented that the new Emergency Treatment Centre would open in the New Year and would offer an improved environment for patients and have a larger assessment area which would assist the Trust in dealing with ambulance demands.

COG 17/27.2 Patient Story

18.20

Ms Jordan presented a video that featured a patient who had recently undergone a knee replacement who had spoken positively about the pre-op planning process and the care she had received whilst on the ward and post operatively.

COG 17/28 Previous Meeting (Enclosure 1)

COG 17/28.1 Minutes of the previous full Council of Governors (Enclosure 1)

18.40

The minutes of the previous meeting held on 7 September 2017 were approved as a correct record of that meeting and signed by the chairman as such.

COG 17/28.2 Matters arising

There were none.

COG 17/28.3 Action points

17/24 – start time of the Full Council of Governors meeting to be changed to 5.45pm. this was **complete** and would be removed from the list.

COG 17/29 Update from Chief Executive (Enclosure 2)

18.45

Ms Wake presented her report given as enclosure two and asked those present to note its contents and highlighted the following points:

Board Members Ms Wake provided an update on Board member changes as follows:

- Mrs Younes who had been appointed as Director of Strategy and Business Development in September 2017.
- Ms Jordan who had joined the Trust on April 2017 as the interim Chief Nurse and had been appointed into the permanent post in September 2017.
- Mr Woods had been appointed as the Interim Chief Operating Officer and was currently in post until January 2018 when Ms Kelly would join the Trust on a permanent basis.
- Mr Hobbs had been appointed as Medical Director.

CQC inspection Ms Wake advised that the CQC had recently spent two days in the Trust and were scheduled to return for further assessment activity in January 2018. There had been a few issues raised with the Trust and all had been shared with the teams responsible for action required. The Trust expects to receive a full report in due course and would work closely with the CQC to deliver any improvement actions identified. The findings would be reported to a future meeting of the full Council and gave assurance that interim information would be shared as required.

Santa Cycle Dash four teams had participated to raise funds to support the End of Life campaign . More than £700 was raised to help fund the purchase of ceiling LED skylights to bring the outside in for those in their last days of life.

Black Country Pathology plans were progressing for the development of services with a hub at Wolverhampton and centres based at other hospitals with improved efficiencies and planned recurrent annual savings.

Mrs Ord thanked Ms Wake for the update and asked those present to note the contents of the report and noted that she would be happy to receive any questions arising via email after the meeting.

COG 17/30 Strategy

COG 17/30.1 Strategy Committee update (workshop 15th Nov and Committee 20th Nov) Enclosure 3

18.50 Mr Palethorpe presented the enclosure on behalf of Mr Allen, Public Elected Governor and asked those present to note the contents. Mr Palethorpe noted the poor attendance by governors at the strategy workshop held in November and emphasised that all governors were invited and encouraged to attend the next one to be held in February.

COG 17/31 Safe, Caring and Responsive

COG 17/31.1 Experience and Engagement Committee (Enclosure 4)

18.54 Mrs Phillips, Chair of Committee, presented the report of the meeting held in October 2017 given as enclosure four and asked those present to note the reports received by the committee and the assurance provided and that issues were being addressed with action plans in place as needed.

Mrs Phillips emphasised that all governors are encouraged to be involved with 'Governors out there' and not just those on the committee are actively networking and connecting with community groups.

COG 17/31.2 Chief Nurse update including Quarterly (Enclosure 5)

19.00 Ms Jordan presented her report given as enclosure 5 and highlighted the following items:

Quality Priorities These had been determined for 2018/19 by listening to what our patients told us, what the governors fed back at the last Annual Members Meeting and those that were carried forward from 2017/18 where the targets had not been achieved.

Ms Jordan asked Governors to consider the suggestion for the introduction of two new quality priorities to include:

Incident reporting to encourage a higher level of reporting as this forms a valuable tool for learning and service improvement.

Discharge management where the focus would be on ensuring that our patients only spend the time they need to within our hospital and support our drive for ensuring that patients at end of life are cared for in their preferred place.

Nursing Care indicators Ms Jordan confirmed that these had been reviewed and had also recently developed a new quality dashboard for each ward providing information in a user friendly way for staff and patients/families that included key indicators such as complaints, staffing levels and workforce metrics.

Mrs Ord thanked Ms Jordan for the update and asked Governors to note the contents of the report and acknowledged that it potentially represented a lot of information for the new governors to take in but that this standing report was a useful tool for governors to assess Trust performance. Mrs Ord confirmed that training

sessions for new governors would be taking place shortly and these would provide an opportunity to learn more about governance and its reporting to the Council.

Mrs Neale asked how the nursing indicators were monitored and whether Governors were involved with any review activity.

Mrs Price replied that Governors are invited to participate in Quality Assurance Reviews that they are useful as they are unannounced visits by a team made up of senior clinical, nursing and pharmacy staff and do involve governors to wards and clinical departments. Governors also participate in the annual Patient Led Assessment of the Care Environment (PLACE) reviews.

Mr Palethorpe added that the results of the Quality Assurance Reviews are discussed by the inspection group and then shared with the ward/department lead with an agreed plan for improvement. The delivery of these actions are then monitored with revisits scheduled to assess this progress.

Ms Jordan highlighted the areas visited as listed in the report and confirmed that Governors are provided with an opportunity to speak to patients about the patient experience as part of these reviews.

Infection prevention and control The Trust adopts a zero tolerance for MRSA and had no reported instances since December 2015. The Trust had reported 22 C. difficile cases this year. Recently introduced metrics mean that the responsibility is apportioned and each case is reviewed and the case is attributed to the Trust or not. At least 14 instances had been attributed to the Trust in the year to date. The focus remains on staff training and ensuring cleaning is undertaken thoroughly with all staff encouraged to challenge poor practice if observed. NHS Improvement had recently been invited to undertake a review of the Trust's infection and prevention control practices with a view to shape improvements. Their report had highlighted some areas for improvement and an action plan has been developed to address these. Ms Wake confirmed that there had been a recent outbreak of Norovirus, but that this had been limited to one ward area due to the enacting of the Trust's plan for dealing with such an issue.

Mrs Ord thanked Ms Jordan for the update and emphasised the importance the Trust placed on effective infection prevention and control practices.

Mrs Ord asked those present to consider and approve the proposal for the retention of the existing Quality Priorities for 2018/19 with the addition of two new priorities relating to discharge and incidents.

All present **agreed** without abstention.

Dr Gee asked if a Root Cause Analysis (RCA) was conducted on all instances of C diff and especially if they were the same strain.

Ms Jordan confirmed that this was the case and all incidences were subject to a RCA to establish possible cause and checking for strain involved. Best practice approach used fogging to clean rooms and whilst the Trust does not have access to this service 24 hours a day a business case has been submitted to improve access to this service.

COG 17/31.3 Patient Experience Report Q2 (Enclosure 6)

19.10

Ms Faulkner presented the report given as enclosure six and highlighted the following:

Complaints There had been an increase in the number of complaints. The Trust had received 118 in Q3 compared to 81 in previous quarter.

Maternity survey 2017 the first cut of results had been received and would be under embargo until publication in early 2018. There had been a few areas identified for improvement and an action plan has been developed to address.

Mrs Kerry asked if the increase in complaints related to any particular area.

Ms Jordan advised that there had been several relating to temporary ED waiting area which was currently provided using a Portacabin.

Ms Faulkner confirmed that this can affect the patients overall impression when attending ED.

Mrs Ord noted that the provision of the new Emergency Treatment Centre scheduled for handover in early 2018 should address the environmental issues currently experienced by patients.

Patient feedback more than 14,700 pieces of feedback were received during Q2 with more than 75% reporting positively about their experience and just over 20% reporting a negative experience. Key themes that remain a focus area for improvement include appointments and discharge, communication, access, care and treatment. Ms Faulkner advised that "Feedback Friday" was to be launched in December to raise awareness to staff and patients of the different ways that feedback can be given and its importance.

Mrs Ord asked all present to note the contents of the report and take assurance from the fact that all feedback is monitored closely and improvement actions undertaken as required.

COG 17/31.4 Aggregated Learning Report (Enclosure 7)

19.15

Mr Palethorpe presented the report given as enclosure 7 that provided an overview of the learning from claims, incidents, complaints, PALS, NPSA alerts and also included examples of changes / improvements in practice.

Mr Palethorpe added that the Trust records all levels of incidents from minor through to serious as well as details of external visits which include the outcomes from the national 'Getting it Right First Time' initiative where a number of reviews of the surgical pathways have been completed.

Mr Palethorpe gave examples of learning and improvement projects delivered including action taken in response to patient feedback received about the need to provide access to play facilities for children with complex needs which had resulted in the Trust had developing a new secret garden play area. This had been officially opened in November 2018 by the Mayor of Dudley.

Mr Palethorpe asked Governors to note the contents of the report and take assurance that all incidents are investigated fully seeking out every opportunity for learning.

Mrs Ord thanked Mr Palethorpe for his report and emphasised that learning is critical to support continued improvement of Trust services.

Dr Gee commended the Trust on the report as it proved the Trust is a learning organisation and took safety very seriously.

Mrs Ord confirmed that the learning information is shared widely within the Trust and is shared with our commissioners.

Mrs Neale asked who had access to the Datix system and how incidents are monitored.

Mr Palethorpe confirmed that all staff have access to the Datix system and that all incidents were administered via the central governance team which ensures they are investigated and supports the tracking and reporting of learning across the Trust.

Mr Walker confirmed that all Trust partners can also access the Datix system and participate fully in the process when required.

COG 17/32 Effective

COG 17/32.1 Finance and Performance report Q2 (Enclosure 8)

19.25 Mr Price presented the report given as enclosure 8 and highlighted the following items considered at the Finance and Performance Committee of Board that met in November:

Financial position cumulative surplus to October 2017 was £0.35m and was behind plan of £2.2m. The Trust was forecasting an unmitigated shortfall of £7.6m against its control total for end of year surplus of £2.486m. This was attributed to higher spend and actual income received lower than planned.

Pay spend had exceeded budget by £2.811m to October 2017. There remained a challenge to reduce agency spend that whilst lower than in the previous year had exceeded budget and was creating significant financial pressure.

Sustainability Transformation Funding (STF) for the remainder of the year is projected to earn less than planned with the likelihood that £6m of the potential amount of £8.5m would not be earned.

Performance targets The A&E target had not been met in October 2017 (90.06%). The performance of the main cancer target had also fell short at 88.8% for October and asked Governors to note that action had been taken and the target was projected to be achieved for Q3 on beyond.

Mrs Ord thanked Mr Price for the report and asked Governors to note the financial and budgetary challenges faced by the Trust. The Trust continues to carefully monitor the best use of public funds to provide services to the benefit of our patients.

Mrs Price asked for clarification as to whether the increase in sickness absence was attributed to long term or short term sickness.

Mr McMenemy replied that it was linked to long term sickness absence.

Mrs Ord asked those present to note the current position and actions being taken to address in the coming months.

COG 17/32.2 Workforce Report (Enclosure 9)

19.35

Mr McMenemy presented the workforce report given as enclosure 9 and highlighted the following items:

Substantive workforce this had seen an increase and the Trust was working to reduce the dependency on agency and more recruitment activity was ongoing.

Absence management this had risen to 4.62% but was lower than the previous year. Actions taken to continue the decrease include training and greater analysis of the data to identify themes and trends related to sickness absence allowing local actions to be taken. Staff who had achieved 100% attendance in a 12 month period will receive a letter of recognition from the Chief Executive.

Flu vaccination uptake by staff was 69% against a national target of 70%. Two years ago, the Trust performance with this initiative had been only been at 23%. The Governors noted the significant improvement made and the Trust aimed to achieve 80% by end of February 2018.

Mrs Neale asked if flu jabs were given to staff in ward areas who may have difficulty attending a clinic.

Mr McMenemy confirmed that the Trust had more than 50 peer vaccinators available to go out and about across the Trust and had held regular 'jabathons'.

Mrs Phillips acknowledged that there had been videos stories circulating on social media from staff at other trusts providing their stories, both good and bad, and how it can affect their health and that of the patient.

Mr Siviter asked if flu vaccination were available to all staff including agency staff.

Mr McMenemy confirmed that flu vaccinations were offered and available to all partner staff and agency staff.

COG 17/33 Well-led

COG 17/33.1 Governance Committee (Enclosure 10)

19.45

Mr Allen presented the report given as enclosure ten and highlighted the items discussed at the meeting held on 28th September.

The Committee had actively sought assurance about the actions being taken to address the key financial risks and received a briefing on plans the Trust is instigating to achieve its control total.

The Director of HR had provided a comprehensive update on staff recruitment and retention activity and the expected positive impact on the continued use of agency.

Mrs Ord noted the opportunity this Committee offers Governors to test out the information received and tabled by the executives and an opportunity to offer robust

challenge and ask questions to make sure they are satisfied that systems are in place for improvement.

Mr Palethorpe noted that the next meeting would be held on 21 December and new governors are encouraged attend.

Mrs Ord thanked Mr Allen for the update and asked those present to note the contents of the report.

COG 17/33.2 Governor Development Group (Enclosure 11)

19.50 Mr Allen asked all to note the report and the points discussed at the meeting held in November. Mr Allen explained that an informal governor meeting would be scheduled for January and was open to all governors. The date and time would be circulated shortly.

Mrs Ord thanked Mr Allen for his report and asked those present to note the items discussed at Governance Committee meeting held in November.

COG 17/33.3 Board Secretary Update (Enclosure 12)

19.55 Mr Palethorpe asked those present to receive the report and note the updates relating to the following items:

CoG effectiveness action plan

Annual Members Meeting

Strategy Committee Terms of Reference

Council of Governor workshops Mr Allen reminded all governors to make every effort to attend the workshops that provided valuable information and the opportunity to discuss key strategic issues with Directors and provide their views.

20.00 Trust Constitution review 2017 (Enclosure 12a)

Mrs Ord advised that the Trust's Constitution was reviewed each year. As part of this review the Chair has been considering, in consultation with the Trust's Chief Executive and other Non-executive Directors (NEDs), the current composition of the Board of Directors.

Mrs Ord explained that there have been, and would continue to be, increasing demands made on NEDs time. The dedication of the current NEDs and their time commitment to the expanding demands as has been discussed with the Council of Governors Appointments and Remuneration Committee has not been an issue. However, reliance on this is no longer a sustainable approach.

Sustainability Transformation (STP) wide transformation projects expect NED involvement; this is seen through the Pathology Transformation which is only the first of such STP wide initiatives. There will be more demands on their time that require a different approach. The Multi-Speciality Community Provider (MCP) will also likely require representation from the Trust Board NEDs on its Board of Directors. The increasing focus on well-led and the sector regulators sets an expectation for more independent corroboration of reported information to the Board and whilst the current NEDs take an active role in internal Quality and Safety reviews / NED walk rounds the number of these will be very likely to be expected to increase.

Therefore it is being proposed that the Board composition is to increase to 6 voting NEDs plus the chair and matched with an increase to 6 voting Executives. This is an increase of one voting NED and one voting Executive.

Other minor amends proposed to the Constitution include:

- the removal of any references to the superfluous mention of appointment / removal of initial directors and NEDs.
- the removal of references to Monitor and have these replaced with references to NHS Improvement.
- the removal of a need for a member to obtain two sponsors from the current membership to support their election nomination. This is possible as changes have been made to the Model Election Rules which now remove a practical barrier to members standing for election as the Trust does not and would not wish to make its register of members of public document.
- changes to the Trust's declaration of interest criteria relating to share ownership be adjusted to align to that within the Trust's revised Standards of Business Conduct Policy (which was updated in this year to take account of revised Department of Health mandatory guidance)

Mrs Ord invited questions from those present ahead of submitting the proposed changes for approval.

Mrs Neale asked if NEDs are paid for the work that they do and if so whether governors need to look at budgets and assess if it is cost effective to expand the number of NEDs and if there would be a specific allocated role for the additional NED.

All remuneration for executive and non-executive directors were reported in annual report and represented value for money. Remuneration is in region of £13k per year in lieu of at least 3 or 4 days per month and it often exceeds this level of commitment by more than double this amount.

Ms Wake confirmed that the additional budget required had been built into next year's financial plan.

Mrs Ord referred to benchmarking information relating to other organisations in the Black Country and it is clear that the number of NEDs on their boards is greater than ours.

Mr Parmley asked why the Board is being expanded now and why this had not been done before. He also asked if the addition of one NED would be enough and if there was a natural progression in place where the Trust would grow their own NEDs.

Mrs Ord noted that the Constitution is reviewed each year and it had become apparent in the most recent annual appraisal of NEDs that there was a need in light of the additional demands and involvement in quality and other projects including the MCP. Mrs Ord added that two long serving NEDs would reach their end of term of office in October 2018 and there is the challenge that we may not successfully recruit replacements if the package and portfolio was not attractive. She added that the Trust focused on developing a talent pool for executive appointments whereas the appointment of NEDs relies on a competitive search conducted in an open and transparent way.

Mrs Pat Price confirmed that the recruitment and interview process is robust and transparent and actively includes Governors.

Mrs Ord acknowledged that newer governors would be keen to test the process. Mrs Ord confirmed that the Trust had an associate NED who supported the NEDs with an external view but he had limited ability to increase his time for this role. Mrs Ord added that the recruitment process would allow time for the new appointee to shadow the existing NEDs before they reached their end of term.

Ms Wake noted that the Black Country Pathology project involved a NED to chair the Group and felt that there was a danger that the Trust would be so well represented without the appointment of an additional NED.

Mrs Price asked when interviews would take place.

Mr Palethorpe advised that the recruitment activity would commence in the New Year and that more information would follow and governor participation would be sought. Mrs Ord asked those present if they were content to approve the recommendations as detailed above.

With a show of hands, those present **agreed** with one abstention, N Neale due to her being a recent appointment and she felt she needed to know more about the Board before she would be able to meaningfully contribute.

COG 17/33.4 FT Membership summary Q2 (Enclosure 13)

20:20 Mrs Board presented the report given as enclosure 13 and asked those present to note the continuing compliance with membership requirements as required by the Trust Terms of Authorisation.

COG 17/34 Any other business

Mrs Ord advised that no items had been notified prior to the meeting.

Dr Gee commented that all MCP partners were continuing to discuss the options of the form of the organisation to host the MCP. He noted that this had important implications for the Trust and asked when Governors would have further opportunity to discuss those options.

Mrs Ord confirmed that this would be the case and would be discussed as planned at the workshop scheduled for February and encouraged all governors to attend.

COG 17/35 Close of meeting and forward dates

20:25

8th March, 7th June, 6th September, 6th December
The meeting closed at 8.30pm. The next meeting of the Full Council of Governors would be held on 8th March and commence at the earlier time of 17.45

Mrs Jenni Ord, Chair of meeting

Signed..... Dated

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

Council of Governors meeting held December 2017

<i>Item No</i>	<i>Subject</i>	<i>Action</i>	<i>Responsible</i>	<i>Due Date</i>	<i>Comments</i>
17/19.1	Digital Trust Project	Digital Trust project update to be brought to the council at a later date to be agreed	Mark Stanton	June 18	