

**Minutes of the Full Council of Governors meeting  
Thursday 23<sup>rd</sup> February 2012, 6.00pm, Clinical Education Centre,  
Russells Hall Hospital, Dudley**

**Present:**

<b>Name</b>	<b>Status</b>	<b>Representing</b>
Mr Darren Adams	Public Elected Governor	Stourbridge
Mrs Kacey Akpoteni	Public Elected Governor	Rest of the West Midlands
Mrs Brian Chappell	Public Elected Governor	North Dudley
Mrs Gill Cooper	Appointed Governor	Dudley NHS Acting Chair
Mr John Edwards	<b>Chair of Meeting</b>	DGH NHS FT
Mr Bob Edwards	Public Elected Governor	Brierley Hill
Mr Bill Etheridge	Public Elected Governor	North Dudley
Mrs Joanne Hamilton	Staff Elected Governor	Nursing & Midwifery
Mr Bill Hazelton	Public Elected Governor	Central Dudley
Mr David Heath	Staff Elected Governor	AHP & HCS
Mrs Karen Jaunzems	Staff Elected Governor	Non Clinical Staff
Mr Rob Johnson	Public Elected Governor	Halesowen
Prof Martin Kendall	Appointed Governor	Uni. of Birmingham Medical School
Mrs Alison Macefield	Staff Elected Governor	Nursing & Midwifery
Mrs Stephanie Pritchard	Public Elected Governor	Tipton & Rowley Regis
Mr Major Robins	Public Elected Governor	Stourbridge
Mrs Jackie Smith	Staff Elected Governor	AHP & HCS
Mr David Stenson	Public Elected Governor	Brierley Hill
Mr Terry Venables	Staff Elected Governor	Partner Organisations' staff

**In Attendance:**

Mr Paul Assinder	Director of Finance & Information	DGH NHS FT
Mr David Badger	Deputy Chair	DGH NHS FT
Mr Chris Bayliss	Foundation Trust Members	
Mr Richard Beeken	Director of Operations & Transformation	DGH NHS FT
Mrs Helen Board	Membership & Governor officer	DGH NHS FT
Ms Paula Clark	Chief Executive	DGH NHS FT
Mr Richard Miner	Non-executive Director	DGH NHS FT
Mrs Tessa Norris	Director of Community Services & Integrated Care	DGH NHS FT
Mr David Orme	Chairman	Dudley LINK

**Apologies:**

Mr Nazir Ahmed	Public Elected Governor	Central Dudley
Mr John Balmforth	Public Elected Governor	Halesowen
Mrs Ann Becke	Non-executive Director	DGH NHS FT
Mr David Bland	Non-executive Director	DGH NHS FT
Mr Ian Dukes	Staff Elected Governor	Medical & Dental
Cllr Lesley Faulkner	Appointed Governor	Dudley MBC
Mr Jonathan Fellows	Non-executive Director	DGH NHS FT
Mrs Mandy Green	Acting Head of Communications & Customer Relations	DGH NHS FT
Mr Paul Harrison	Medical Director	DGH NHS FT
Mrs Diane Jones	Public Elected Governor	South Staffs & Wyre Forest
Mrs Denise McMahon	Nursing Director	DGH NHS FT
Ms Annette Reeves	Head of Human Resources	DGH NHS FT
Mrs Julie Walklate	Staff Elected Governor	Nursing & Midwifery
Mrs Kathryn Williets	Non-executive Director	DGH NHS FT

## **1. Welcome, introductions & apologies, Declarations of Interests, announcements (Room 7/8)**

John Edwards, Chair, opened the meeting and welcomed members of the public and press. He reminded all to ensure they had signed in. Apologies received are noted in above list.

There was no Declaration of Interests received.

John Edwards noted the concern from some Governors that the papers for the full Council meeting ran to over 60 pages and confirmed that the Trust is happy to provide hard copy versions on request.

Paula Clark added that the Trust will reimburse the cost of printer cartridges and supply paper as required. Any governor wishing to claim should use the established expenses process.

John Edwards explained that the agenda running order will be slightly different to the papers circulated. Paul Assinder to present enclosure 8 following item 3.

## **2. Minutes from previous Council of Governors meetings (enclosure 1)**

The minutes from the meeting held in January 2012 were subject to one amendment raised by Bill Hazelton on page 5, paragraph 4 to read "Bill Hazelton agreed with Lesley Faulkner and said that in that circumstance the emphasis should be on recording the speed of resolution and the level of satisfaction with the outcome of the complaint as a measure of performance". Those present accepted the one amendment and the minutes were accepted as a true and correct record and signed by the Chair.

## **3. Standing items**

### **3.1 Performance report Q2 (enclosure 2)**

Paul Assinder asked the Council to receive the Q3 report. Paul asked the Governors to note the Q3 FRR (Financial Risk Rating) is 3 (RAG rated green) which is a good position to be in. Paul explained the Governance risk rating is currently amber/red which denotes some areas of concern relating to missing the C.difficile target reduction. Governors were asked to note the related matters detailed in item 4.1a, enclosure 2.

John Edwards thanked Paul for the update and invited questions from the Council.

Bob Edwards asked if there were financial implications to recording adverse penalty scores.

Paul Assinder replied they count towards the calculation of points that act as triggers that may in turn induce intervention which could lead to more frequent reporting for example. The PCT can currently deduct up to £4.4m if some items are not met under the CQUIN (Commissioning for Quality and Innovation) initiative.

Rob Johnson asked for clarification on what was meant by outstanding items relating to CQC under section 4.2

Paul Assinder replied that the CQC had recently conducted two unannounced visits which we received a good report on and the outstanding item was related to the Trust meeting its C.Diff targets.

Paula Clark added both Monitor and CQC want to see us back on track at the end of quarter 4 and confirmed the Trust is on course.

John Edwards confirmed that this continued to be an area of focus for the Board of Directors as it can impact negatively on patients and finances. He explained that during the period of increased incidence, respected external consultants had been brought in and it had been acknowledged that everything that could be done was being done.

Darren Adams commented that the Trust was a 'victim of its own success' by historically maintaining very low levels resulting in a low baseline on which to base targets.

Gill Cooper added C.diff has been a priority focus and target across the Local Health Economy (LHE) and confirmed very effective action plans are in place. She concluded there are times when there is no specific reason behind a peak of high incidences.

David Stenson asked what impact did an increase of 9% in emergency admissions had on long term inpatients and if they could have been prevented or treated in the community setting.

Tessa Norris replied current business planning for the next financial year was focussed on developing clinical pathways for patients to receive the right treatment at the right time relevant to their condition admission. Work is being done to improve admission avoidance, discharge planning and the expanding clinical interventions offered in the community setting.

### **3.2 Board summary report (enclosure 3)**

David Badger presented enclosure 3 and explained that this report was being presented to Council for the first time. The Governor Development Group had previously discussed how Governors would know what Board were talking about and expressed a need to receive updates from Board meetings in order to see how Board was using its time, where Board focus lay and support outcomes provided to Governor in reports and presentations. This style of document will be provided to Council at full Council meetings in the future.

Professor Kendall supported the idea and thanked David for his succinct report. He then commented that he had a concern about how well we treated people who had suffered a stroke and thought it a good indicator of how well our 'joined up' working is and asked if this is measured and how good is the Trust.

David Badger replied the Board paid attention to this indicator which over a period of time had seen a steady improvement against the targets which had been set.

Major Robins raised a query relating to item 4 which indicated that Governors should have been involved with developing the Trust Patient Experience Strategy at a recent Board workshop held on 16<sup>th</sup> February and he had no knowledge of receiving an invitation to participate.

Paula Clark replied that this was held as a Board only workshop activity looking at developing measures and a strategy. She assured all present that Governors will be involved at the appropriate time.

John Edwards concurred and explained the Governor Development Group will be developing 'how' Council will be involved and will be discussing this at their next meeting to be held on 16<sup>th</sup> March 2012.

18.34 Richard Beeken arrived

#### **4. Corporate Governance (enclosure 8)**

Paul Assinder explained the process detailed in the enclosed document had been assigned to the Governor Development Group to deliberate and propose. The process has been designed to address persistent incidents of Governor non-attendance at full Council meetings and training sessions.

Bill Etheridge commented it is difficult for Governors who work 9-5 jobs to attend meetings in the daytime.

David Badger replied there are some Governors who have demonstrated significant non-attendance.

Paula Clark said that Council meetings are the most important and will be held in the early evening.

Rob Johnson added the process had been developed to support the Governor Code of Conduct and demonstrated that we intended to run the Council in a professional and effective manner.

John Edwards commented the size of Council had reduced consistent with size of our organisation and recognised evening meetings do give the majority of Governors chance to attend.

Major Robins said he did not agree with running evening meetings unless there could be a defined break, especially for Trust Staff who may not be as productive or effective if they have been at work all day without a break.

David Badger added that timing of meetings is under constant review and 6.00pm start for Council meetings has seemed to suit most Governors.

John Edwards supported the comment that 6.00pm works for most people. John then brought the discussion back to the matter in hand. The Governor Development Group has developed the document following feedback from Council. John Edwards then asked all Governors present if they were content to formally ratify the process as set out in enclosure 8. All present agreed.

18.42 Paul Assinder left the meeting

#### **5. Patient Experience report Q3 (enclosure 4)**

Paula Clark presented enclosure 4 on behalf of Mandy Green who had expressly asked her to flag to Governors the format of the next report will reflect the feedback received at the last full Council meeting in January.

Paula explained that in each section of the report, the recurring themes include communication and information. Paula continued by saying the Trust had recently implemented some actions to redress including;

- launched Health Information Hub in Russells Hall Hospital main reception area
- customer care training initiative in place
- March 2012, launch of Trust 'Vision and Values using the phrase 'Where people matter' and retaining values of Care, Respect and Responsibility.

Paula then led the Governors through the key points of the report including;

- Section 1, Overview
- Section 2, Real time surveys, CQUINs
- Section 3, summary results of Outpatient National survey 2011
- Section 4, NHS Choices

John Edwards thanks Paula and asked if there were any questions arising

Major Robins suggested the primary focus of the Trust focus should concentrate on ensuring that all patients attending Outpatients should be seen within 5 – 10 minutes of their appointment time adding that Professor Kendall agreed with him on this point.

Martin Kendall clarified that he thought being 'seen' within 30 minutes was more realistic.

Major Robins explained he had taken it upon himself to investigate in depth the online Picker results as summarised in section 3 of enclosure 4, and asked Governors to disregard the figures on the basis of the very small sample who had responded. He proceeded to explain lengthy calculations that had arrived at the figure of 0.0019% of all patients attending outpatient appointments or in simple terms 2 patient per thousand had completed the survey. He added the survey document was far too long (51 questions) and did not wonder that so few people responded. He continued by stating that the comments and items for action/improvement from the 2009 survey had shown that nothing had changed. He challenged the value of such survey work and the level of credence the Trust should place on it.

Paula Clark replied the Trust is required to participate in both inpatient and outpatient national survey activity. Picker Institute Europe is approved by the Department of Health. Whilst she agreed there is some discussion to be had about the statistical robustness of figures i.e. not enough responses, the same sampling methodology is used by all Trusts with similar number of respondents.

Major Robins proposed the Trust tailor its own survey with Picker with questions that were more relevant and to the point and gave examples.

Paula Clark replied the Trust conducts its own real time surveys as well as drawing from other sources as contained within enclosure 4.

Bill Etheridge asked if the Trust challenged Picker on the sample size and the value of the data based on so few respondents.

Paula Clark replied that Picker had presented the survey results to Board and had been challenged on this issue.

David Badger added he had questioned the Picker representative about the robustness of the sample size who had confirmed that it was accepted by the NHS as just one reporting and benchmarking tool. He continued by adding the Board will not ignore the views of the Council and will continue development of how the Trust involves Governors in seeking information from other sources.

Paula Clark concurred with David's comments and emphasised Picker surveys are just one source of data that, for good or ill, is used as benchmarking against other Trusts who have the same percentage return rate.

John Edwards added that the Board have sight of 542 lines of hard data with which to monitor and measure and ultimately triangulate against survey data.

Bob Edwards commented he agreed with the debate thus far and had a query that the results rate us as about the same where he would have expected some differences.

Tessa Norris replied 'about the same' refers to the change in opinion since the last survey which is unsatisfactory to the Trust who are taking and this and other appropriate information to drive action plans.

David Stenson suggested that given the large amount of information contained within the report if it was possible for one of the Council committees to investigate further the composition of concerns and complaints and what actions the Trust may have taken as a result.

John Edwards explained the Quality Safety and Patient Experience committee of the Board consider this type of information and will be looking at how Governors can be more involved.

John Edwards continued by saying as a nationally benchmarked survey, the Trust needs to take key themes from the enclosed report and make sure the true value of its message is extracted and used accordingly. He suggested that Governors needs to gain a fuller understanding of the depth and breadth of information provided to a multitude of organisations and asked the Governor Development Group to consider how this can be incorporated into the Governor training programme.

Brian Chappell asked if it is possible for the percentage of respondents to be reported on future survey reports brought to Council.

Paula Clark replied that we try wherever possible to show this data on internal real time surveys and align questions with national themes.

Tessa Norris added that whilst percentage may look small, even one patient story matters. If there is something to learn from it then this should be used to train staff and improve where possible.

John Edwards agreed that further information should be supplied on future reports concluding that whether the Trust chose to endorse the survey results or not, it would be judged on it and reiterated the Board is focussed on triangulating data from many sources.

Paula Clark replied in response to the comments/actions from the 2009 results that the Trust is acutely aware that improving the Outpatients department is paramount – it is the first experience a patient may have of our Trust and may judge the rest of our organisation pro rata. The Outpatients Programme Board has been set up to handle this piece of work already achieved some short term improvements adding that long term it is a massive piece of work.

Paula concluded by reminding the Council they are requested to provide a comment on the 2011/12 Quality Account and any Governors interested to participate to let Helen have their names after the meeting.

John Edwards suggested that this piece of work is overseen by the Governor Development Group. Those present agreed.

**Action point** – Governor Development Group to oversee task of Council providing a comment on the draft of the Quality Account.

## **6. Foundation Trust Membership Report (enclosure 5)**

Helen Board presented the enclosed report and highlighted the target numbers of Public Members required by March 20112 and March 2013 reminding Governors that the focus area for recruitment is on the underrepresented areas of 22-39 year olds and some black and minority ethnic groups.

Major Robins queried the figures shown in the top of the table that appeared to be incorrect.

Helen Board agreed that there were digits missing and confirmed the target numbers for March 2012 and March 2013 should read 11,692 and 12,750 respectively

## **7. Update from Governor Development Group (enclosures 6 & 7)**

7.1 Membership of Council of Governors committees (enclosure 6)

Rob Johnson asked those present to note the contents of enclosure 6 detailing the final allocation of Council members to Council committees

7.2 Council and committees terms of reference (enclosure 7)

Rob Johnson presented enclosure 7 and explained the terms of reference are reviewed annually by the Trust Board and the Governor Development Group.

John Edwards confirmed the Board has given their approval and asked all Governors present if they were content to formally ratify the terms of reference contained within enclosure 8. All present agreed.

Bill Etheridge stated that he had been allocated to his preferred committee but would not be able to attend if all meetings are scheduled during the working for day.

Rob Johnson replied that accessibility by as many governors as possible is important and the dates and times that have been circulated are not set in stone and will be for discussion at the inaugural meeting of each committee.

## **8. Any other Business**

8.1 Any other Business

Major Robins raised his concern about the requirement to raise items of AoB (any other business) by having to notify the Chair not less than 10 days before the meeting. He continued by saying that he proposed the erroneous wording be removed from the agenda on the basis it directly contradicts the Standing Orders of the Trust Constitution contained in item 4.4.2. and read the section out to those present. Major Robins also explained that he had completed extensive research and attended a week long residential course for committee chairs and stated that items for any other business could be raised in the meeting for items not already covered in the agenda.

Major Robins then proposed to the Council that the wording '(to be notified to the Chair not less than 10days before)' be removed. Bill Etheridge seconded the proposal.

John Edwards expressed his opinion that this item would need to be referred to the Trust Board as it may require further study of the Trust Constitution to establish the clear facts and interpretation.

Major Robins then reiterated the motion had been proposed and seconded and insisted a vote be taken to resolve the item.

David Badger responded in his capacity of deputy Chair and Senior Independent Non Executive Director that if this item was in any way linked to the wording of the Trust Constitution it would need to go before the Board of Directors and would also be influenced by the views of the Council on the conduct of its own business. He added that the current version of the constitution was approved by Monitor in October 2011.

Rob Johnson added that he had been a member of the working group which last year had completed a review of the Trust Constitution and was reassured by the legal views sought at that time the Constitution is a robust document. He continued by saying that in his own experience only urgent items should be taken as AoB on the night and there is always the danger that sufficient information may not be available as in this instance.

Bob Edwards supported Rob Johnson's comments and added he did think it should be investigated further by the Board and Council.

Alison Macefield echoed this adding as a new Governor she was uncomfortable to vote on this without having more information.

Major Robins expressed his displeasure at the comments of his co-governors and reiterated the Chair would retain discretion to take an AoB item or make it an agenda item for the next meeting and Governors would not have to suffer the pre-requisite of requiring 10 days notice.

Karen Jaunzems commented that in her role she would prefer to spend her time as Staff elected Governor working in a mutual and collaborative manner to the benefit of the Trust to improve the care and experience of patients, families and their carers and not spend time dissecting the Trust Constitution for the sake of it.

Kacey Akpoteni commented she agreed with the removal of the wording.

Martin Kendall said he felt very strongly that the line of debate was counter productive as the system currently in place worked well and wished to support the spirit of collaborative working. He concluded that he thought it was good practice to notify the chair in advance.

Bill Hazelton suggested there was no debate to be had as the Chair had clearly demonstrated an accommodation of AoB as highlighted by the debate so far and suggested no amendments to the wording were necessary.

Major Robins then offered to withdraw his proposals with conditions.

Bill Hazelton replied this was inappropriate to offer to withdraw his proposal with conditions attached thereby blackmailing the Council adding this approach did not follow or uphold the principles and values to which Governors agree to abide by.

Major Robins then agreed to his proposal.

## 8.2 Car parking provision at Russells Hall Hospital

Major Robins said he wished to raise the issue of unavailability of car parking spaces caused by what he considers excessive Out Patients appointment delays. This item he had raised previously as an item of AoB with the Chair via email dated 28<sup>th</sup> December 2011.

John Edwards replied that the item concerned a number of linked issues.

Paula Clark explained that there is a long standing car parking issue and the Trust continued to work with Dudley MBC to deliver appropriate elements of the Green Travel

Plan. This has involved a number of items including the building of a multi storey car park facility for staff and freeing up more spaces for patients and their families to park. Paula added that even with the provision of additional spaces, patients and visitors to the site may not choose to use the on site facilities.

Bill Etheridge commented that he had raised this item in the past and had been very able assisted by members of the Executive and Management team to gain a better understanding and encouraged Major Robins to do the same.

Bob Edwards commented he has recently seen a newspaper article that police were shortly to start clamping on the streets around the Russells Hall Hospital site.

Bill Etheridge replied that signs were now being erected to advise motorists as well.

### 8.3 George Eliot Hospital

John Edwards thanked members of public for attending and asked them to leave as the next items was confidential and subject to a press embargo until 09:00:01 on Friday 24<sup>th</sup> February 2012. Coverage in the local media is expected.

Paula Clark explained that the DH (Department of Health) requires all NHS Trusts to be authorised as foundation trusts by April 2014. It is recognised that several trusts will not achieve this status on their own and will seek strategic partners to work with. The George Eliot Hospital in Nuneaton is one such trust. Invitations were circulated to some foundation Trusts and private sector organisations to enter into exploratory discussions. After consideration, The Dudley Group is taking steps to see if this partnership could be of value to all involved parties. Currently there are six interested parties including three ft's and three private sector organisations. Paula added that consideration would be given to synergies and benefits to be gained. Paula explained that should anything go ahead on a more formal basis it would constitute a significant transaction for our Trust and would be subject to Monitor's strict guidance on this including in depth due diligence. She concluded by saying Governors would be involved in the strategic level of this project.

Major Robins asked if he would have the opportunity to agree to or oppose such a transaction.

John Edwards suggested that the prevailing culture of collaborative working between Trust Board and Council would hopefully engender an outcome of mutual agreement. He added that the Board is responsible for making the decisions and wherever possible will have regard to the views of Council and if the Board decides to pursue this opportunity further it will be brought to Council for debate.

Kacey Akpoteni asked what sort of research had been undertaken to arrive at this point.

Paula Clark replied the findings so far indicate there would be synergies achieved by working together including such items as;

- efficiency gains such as merging back office functions
- Bigger pool to draw from in terms of expertise, innovation, project work and shared learning
- opportunity for secondment for clinical and non clinical staff
- bigger critical financial mass
- going concern

She also indicated there may be some level of dis-benefit to our organisation including items such as;

- geographical distance from our main area of operation
- increased or overburdened management

Paula reassured Governors that the transaction would be subject to an in depth due diligence exercise.

David Stenson commented that we could learn a lot from the experience of HEFT (Heart of England foundation trust) who grossly underestimated the amount of clinical and administration time needed when taking over the running of Goodhope Hospital.

John Edwards replied that the Board would take a view from every perspective to avoid potential pitfalls as experienced by HEFT and be very clear about the benefits to our own organisation. He concluded by saying the Trust would be remiss not to explore this option and assured Council they would be kept up to date on progress.

**9. Close of meeting and forward dates**

John Edwards thanked all for attending and closed the meeting at 7.58pm.

The next meeting will be held on Thursday 24<sup>th</sup> May at 6.00pm in the Clinical Education Centre, Block C, Russells Hall Hospital.

John Edwards, Chair of meeting

Signed..... Dated .....