



**MINUTES OF THE FOUNDATION TRUST COUNCIL OF GOVERNORS MEETING HELD  
AT 4:30 PM ON THURSDAY 18 OCTOBER 2018 IN THE BOARDROOM,  
HUDDERSFIELD ROYAL INFIRMARY**

**PRESENT:**

Philip Lewer                      Chair

**Publicly Elected Governors**

Alison Schofield	Public Elected - Constituency 7 / Lead Governor (+ carer)
Annette Bell	Public Elected - Constituency 6
Brian Moore	Public Elected - Constituency 8
Brian Richardson	Public Elected - Constituency 5
Christine Mills	Public Elected - Constituency 2
Dianne Hughes	Public Elected - Constituency 3
John Richardson	Public Elected - Constituency 3
Jude Goddard	Public Elected - Constituency 1
Paul Butterworth	Public Elected - Constituency 6
Rosemary Hedges	Public Elected - Constituency 8
Sheila Taylor	Public Elected - Constituency 2
Stephen Baines	Public Elected - Constituency 5

**Staff Governors**

Linzi Smith	Staff Elected - Constituency 11
Dr Peter Bamber	Staff Elected – Constituency 9
Sian Grbin	Staff Elected – Constituency 13

**Stakeholder Governors**

Felicity Astin	University of Huddersfield
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**IN ATTENDANCE:**

Helen Barker	Chief Operating Officer
Gary Boothby	Executive Director of Finance
Suzanne Dunkley	Executive Director of Workforce and OD
Amber Fox	Corporate Governance Manager (minutes)
Alastair Graham	Non-Executive Director
Lesley Hill	Managing Director, Calderdale & Huddersfield Solutions Ltd.
Richard Hopkin	Non-Executive Director
Jackie Murphy	Chief Nurse
Victoria Pickles	Company Secretary
Owen Williams	Chief Executive

**OBSERVERS:**

Sal Uka	Consultant Paediatrician & Associate Medical Director
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## **57/18 APOLOGIES FOR ABSENCE**

Apologies for absence were received from:

Lynn Moore	Public Elected Governor
Chris Reeve	Stakeholder Governor – Locala
Helen Wright	Stakeholder Governor – Healthwatch
Veronica Maher	Public Elected – Constituency 4

## **58/18 WELCOME & INTRODUCTIONS**

The Chair welcomed governors, colleagues from the Board of Directors, staff colleagues, and observers to the meeting.

## **59/18 DECLARATIONS OF INTEREST**

There were no declarations of interest.

## **60/18 MINUTES OF THE LAST MEETINGS HELD 4 JULY & 19 JULY 2018**

The minutes of the previous minutes held 4 July and 19 July were approved for accuracy with a recommendation to include all governors names in the minutes moving forward, as the minutes sometimes reference 'a governor'.

## **61/18 MATTERS ARISING / ACTION LOG**

The action log was reviewed and updated accordingly.

Paul Butterworth raised an action from the previous minutes regarding governors comments on the car parking proposal to be collated for the Board of Directors on 1 November 2018. The Company Secretary will collate the responses and share with the governors the responses that will be going to the Board of Directors on 1 November 2018.

## **62/18 CHAIR'S REPORT**

The Chair advised the recent changes to the Non-Executive Directors, confirming David Anderson has now left as a Non-Executive Director and will not be replaced. The Chair referenced the discussions that took place in the private meeting on clinical waste and the response to the Secretary of State. In relation to the clinical waste issue it was noted that the Trust waste was now being collected by the new provider. Paul Butterworth asked about the cost to the Trust of the new arrangements. The Company Secretary confirmed that additional costs had been incurred as a result of the need to implement contingency arrangements and that details of all additional costs were kept for discussion with NHS Improvement. With regards to reconfiguration, it was noted that the next key milestone will be the decision by the Secretary of State whether to approve the bid for capital.

Paul Butterworth raised concern on the cost incurred of maintaining the buildings and asked how much capital will be spent. The Managing Director for CHS explained the buildings are due to have a six facet survey which is a detailed report on the condition of the buildings and utilisation. This will take around 4 months and will be shared with the governors and Board of Directors. This report will include a

value for backlog maintenance. Paul also stated staffing levels is a concern regarding the reconfiguration over the 2 sites.

The Chair provided verbal feedback from the Organ Donation Committee and Charitable Funds Committee and explained as Chair of the Organ Donation Committee he is required to attend a Chair Induction; however, the next available date is not until next March 2019.

The Chair is arranging to meet with all the public governors at a convenient time and place to them. The Chair thanked the governors for their valuable feedback at these meetings.

### **Council of Governors Register**

The most recent register of Council of Governors was circulated for information.

## **63/18 PERFORMANCE AND STRATEGY**

### **a. Performance Report**

The Chief Operating Officer reported a slight deterioration overall in August 2018. The main highlights from the report were:

- The **SAFE** domain has improved to green
- The **CARING** domain's performance has fallen as Community Friends and Family Test has missed target in month
- The Trust has struggled to sustain a high level of performance against the Fractured Neck of Femur target – 5 consecutive patients requiring a Total Hip Replacement presented within 2 days; therefore, lots of operational work had to take place to enable this
- Stroke performance is disappointing and most deteriorated in month
- Cancer 62 days - Urology pathways into Bradford have been challenging due to capacity problems at Bradford, the Trust is working with Bradford and Leeds colleagues to improve on this
- Emergency care standard remains a challenge; however, the Trust still performs in the upper quartile and is in the top 25% at the moment.
- Referral to Treatment (RTT) remains positive, and the Trust is in discussion with Leeds to offer support to help them achieve their RTT
- The rate of sickness is positive and achieving target in month
- Transfer of care – 5% improvement in performance, length of stay 21 days, improved to about 12%
- Mortality indicator hit under 100% for the first time in August which is a fantastic achievement, Sal Uka explained there are 2 statistics of mortality;
  - o Standard Hospital Mortality Index (SHMI) is one indicator released quarterly, 100 is the benchmark, if above 100, the mortality stats are higher than they should be; less than 100, better than they should be
  - o Hospital Standardised Mortality Rate (HSMR) – co-morbidities where the indicators are released monthly i.e. stroke, cardio, there are 56 indicators

in a statistical model, for example, what the expected death rate is, e.g. 100 and there were a total of 120, our index would show 120 which enables a comparison.

The Chief Executive explained the Trust has Qlikview screens which show mortality updates, A&E live data and if any governors are interested in a demo on real data to contact Owen Williams, Victoria Pickles or Amber Fox

Paul Butterworth highlighted the complaints target is 95% whereby the Trust in August only achieved a YTD target of 33%, YTD the Trust have never been above 44%.

Rosemary Hedges highlighted that Ward 5B have a red score of 45% for average fill rate of registered nurses. The Chief Nurse explained Ward 5B is one of the wards that were moved when cardiology and respiratory services were reconfigured. There is a lower fill rate at the moment; however, skills are being reviewed to spread this out.

Dr Peter Bamber asked about the cause of the deterioration in stroke performance. The Chief Operating Officer explained the impact is as a result of sickness and a staff member leaving. Stroke will be closely monitored at a weekly performance meeting and an improvement is expected.

Brian Moore asked if the Trust are managing to suppress the use of high cost agency. The Executive Director of Finance confirmed the Trust is within the overall value for this year which is a target set by our regulators. There has been a positive uptake of posts being filled by the Trust's internal bank staff.

#### **b. Financial Position and Forecast**

The Executive Director of Finance presented the key highlighted from the report which were:

- The year to date deficit is £20.29m
- Total of £4.68m has been saved in the Cost Improvement Programme (CIP)
- The Trust is on target to save £18m CIP
- Overall risk to the financial position at month 6 of £1m, working with colleagues in divisions to identify solutions to recover the £1m
- Number of cash challenges in the year relating to payments from regulators, some suppliers have been waiting up to 80 days for payment
- Clinical contract income down by £1m
- The Trust has an aligned incentive contract with NHS Greater Huddersfield Clinical Commissioning Group (CCG) and NHS Calderdale CCG. The Trust also receives income from NHS England and other CCGs. The main reason income is down is due to 'other income' and less activity from external CCGs; however, month 6 has improved this position

Paul Butterworth asked if that the governors are kept up to date on the costs being incurred for waste disposal. The Executive Director of Finance is in discussion with the regulators to understand how the additional costs could be recovered. The cost to date on the forecast for this year is £180k.

Paul Butterworth asked for an update on the costs that weren't anticipated for the additional staffing and structure in place to support the Electronic Patient Record Programme. The Executive Director of Finance explained the Trust planned for a £43k deficit position and support costs (additional staffing and license) were built into this plan for EPR.

**Action: Executive Director of Finance to feedback on the total costs for additional EPR staffing**

Rosemary Hedges asked for an explanation on the aligned incentive contract which is a new way of payment. The Executive Director of Finance explained this is a new contract changing behaviors and cultures. The income amount from CCGs is a fixed amount this year with the same funding based on the previous contract (payment by results). This has allowed transformational approaches as to how care is provided. A Nursing Home scheme is being launched, with care being provided in a nursing home setting, which has allowed the Trust to save on costs.

Jude Goddard reminded colleagues the performance at the Trust is really good and the majority of other providers are in a deficit position. She recognised cancer is achieving 5% more than local trusts and the performance is higher than the average.

Rosemary Hedges asked if the Trust has agreed the control total. The Executive Director of Finance explained the Trust hasn't agreed the control total. If the Trust committed to the control total they were entitled to £14m provider sustainability funding by achieving a certain level of A&E performance and delivering £20m CIP. A total of 90-95% of Trusts have accepted the control total.

Dr Peter Bamber asked where the governors can see the quality impact assessments for the Cost Improvement Programme (CIP). The Chief Nurse explained that these are all signed off by the Chief Nurse and Medical Director.

### **c. Updating against the Quality Priorities**

The Chief Nurse presented an update against the Quality Priorities. The key highlights were:

- CQC rating as good
- Three areas identified by the governors as key priorities were Care of the Acutely Ill Patient, Patient Flow and Experience on End of Life and Learning from Deaths
- Task and Finish Group has been established to respond to a new NEWS score (national early warning score) that has been recommended

- Lots of improvement has taken place in terms of escalating and responding to sepsis very quickly

Brian Moore asked about the relationship with Locala. The Chief Nurse explained having our own Community service allows for flexibility and response to patients, however the Trust works closely with Locala to ensure the patient pathway is smooth.

Sian Grbin asked if the Trust will look at bringing services back in house when the Locala contract is up. The Chief Executive responded that the Trust is ambitious; however, this hasn't been explored.

Rosemary Hedges referenced the data which shows delays in Huddersfield are worse than in Halifax. The Chief Operating Officer clarified that this is due to a range of issues.

Paul Butterworth referenced the concern regarding nasogastric tube training that was flagged up at Quality Committee on 1 October and the length of time this has been going on. The Chief Nurse confirmed that feedback will be presented to Quality Committee with a verbal update provided at the next Council of Governors meeting.

**Action: Chief Nurse to provide an update to the Council of Governors in January 2019**

#### **64/18 CAR PARKING PROPOSAL**

The Managing Director for CHS asked for comments on the car parking proposals.

The comments made were as follows:

- Alison Schofield – Accessing parking meters for wheelchair users is very difficult in certain places and asked if 'A Day in Your Shoes' could be arranged. The Managing Director for CHS agreed to support this.
- Brian Moore referenced an article published today which references 'car parking is a tax from the sick', his comments were a weekly charge for a very sick relative or a long term condition should not be charged and asked why parking costs are increasing every two years, this was seconded by Rosemary Hedges
- Paul Butterworth stated staff should receive free parking to stay loyal to the Trust and proposed staff charges are wiped out, this was seconded by Alison Schofield
- Brian Moore stated staff parking should be reduced as staff are not guaranteed a parking space at HRI or CRH.

**Action: Managing Director for CHS to support 'A Day in Your Shoes'**

Sian Grbin asked for clarity on what the Council of Governors are being asked to do. The Managing Director for CHS explained this is part of the engagement and consultation process and the decision rests with the Board. The Board is to make

an informed decision whereby the Chair will represent the governors views at the Board.

Annette Bell was informed by a community staff member there is a lot more car parking permits given than spaces available. The Managing Director for CHS confirmed this is correct; however, the Trust has a workforce that work shifts and therefore it would not need to work on a permit per space basis. She explained that one part of the work would be to review who gets a permit.

The Chief Executive referred to the sentiment of not charging staff for parking and highlighted how important it is that patients can get a space near the hospital. If staff parking is offered for free, most of the spaces would be occupied by staff which would result in less convenient parking for patients. He pointed out the importance of the digital agenda to maximize the opportunities for staff not having to travel to the building and that patients attending for regular blood tests will eventually take place at home. He added that Sal Uka has been piloting clinics with patients using Skype.

Alison Schofield asked for advice on where the disabled bays are for staff with parking permits.

**Action: Managing Director for CHS to confirm the parking arrangements**

Dr Peter Bamber stated parking costs should not increase further and should only be in line with any increase in costs of maintenance, for example security and lighting. Peter stated staff should not be charged different amounts as it is incorrect to tax people.

Paul Butterworth proposed the governors vote on the car parking proposal. The Company Secretary advised that as the Council of Governors were not being asked to make a decision, a vote was not necessary. Their comments would be presented to the Board of Directors.

#### **65/18 PROPOSED AMENDMENTS TO THE CONSTITUTION**

The Company Secretary confirmed that any newly appointed staff to CHS are informed of their right to become a public member of the Trust.

The Board of Directors reviewed the amendments to the constitution in September where a further meeting between the Board and Council of Governors was required. This will be one of the items on the Board / Council of Governors workshop on Friday 16 November 2018.

#### **66/18 CALDERDALE & HUDDERSFIELD SOLUTIONS LTD UPDATE**

The Executive Director of Finance provided an update on CHS which went live on 1<sup>st</sup> September and has been through the first month end process.

There is a clear timeline for finalising the service level agreements and key performance indicators and ensuring governance arrangements are fully established.

Brian Moore referenced NHS Providers who state business cases for subsidiary companies are not just a vehicle to recover VAT. The Chief Executive responded that the Trust supports NHS Improvement's approach and that the CHS Business Case had clearly set out the organisational benefits, patient benefits and business benefits.

Sian Grbin asked if new staff have been recruited into CHS yet. The Managing Director for CHS confirmed CHS are out to advert for a number of vacancies and are getting lots of applicants. There have been no issues with the new pay scales.  
**Action: Managing Director for CHS to circulate the new terms and conditions**

Sian Grbin asked if staff get paid on their 1<sup>st</sup> day of sickness. The Managing Director confirmed staff do not get paid on the first day of sickness.

Paul Butterworth highlighted CHS are a wholly owned subsidiary of the Trust and therefore is the Trust in breach of its equality policy by having different terms and conditions. The Executive Director for Workforce and OD explained CHS are a different entity; therefore, this would not apply.

The Chief Executive recently attended a BAME network staff had reflected positively the flexibility allowed by the new terms and conditions.

## **67/18 UPDATES FROM SUB-COMMITTEES**

### **Quality Committee**

A meeting will be arranged with the Chair, Chief Nurse, and Paul Butterworth to discuss the management of complaints and nasogastric tubes training.

**Action: Corporate Governance Manager to arrange a meeting**

### **Charitable Funds Committee**

The Chair attends the Charitable Funds Committee and a meeting is due to take place with Todmorden Town Council regarding the funds from the Abraham Ormerod Centre. The Charitable Funds Committee matched £27.5k of funding for Todmorden flooding.

The Calderdale Community Foundation (CCF) had asked the Chair to spend a day looking at services they provide which is currently being arranged. Richard Hopkin declared an interest as treasurer of CCF and the Chief Executive declared an interest as a subscriber to the CCF.

The Chair reported meetings take place quarterly and provided assurance money is invested ethically and audited properly.



The Chair confirmed the League of Friends raise money for Charitable Funds and there is some fund raising that takes place; however, the Trust is not as active as could be.

### **Organ Donation Group**

The Chair is attending an Organ Donation Chair Induction March 2019.

### **Audit and Risk Committee**

Richard Hopkin highlighted the key points from the Audit & Risk Committee which were:

- Further work taking place on the Board Assurance Framework, the Board hasn't assessed it's appetite for risk, benchmarking will take place against other Trusts across the country
- The Trust is looking at new system and policy for declarations of interest as there is a requirement to improve the standard and rate of declarations, the new system will be aligned with the appraisal system for compliance
- Annual report on risk management was received at the last Audit and Risk Committee
- Internal audit are monitoring arrangements and are making good progress getting more prompt responses which has reduced to only 4% overdue
- Approval of overtime is an area of concern
- Payroll issues have been largely resolved with changes in arrangements

Jude Goddard asked how the Trust has benchmarked other Boards on appetite for risk. The Company Secretary explained appetite for risk has not been benchmarked yet, the Trust is comparing BAF's and risk registers. She added that not many Trusts have articulated their risk appetite as yet. The Chief Executive has shared work on the Trust's risk appetite with other Trust colleagues positively as they have do not have one.

### **Finance & Performance Committee**

No further update.

## **68/18 INFORMATION TO RECEIVE**

### **1. Future Council of Governors meetings**

A calendar of upcoming meetings for 2018 was circulated and a reminder of the new governor allocations.

### **2. Review Sub-Committee Allocations**

Brian Moore asked if governors can request changes to attendance at the Divisional Reference Groups. The Company Secretary confirmed governors can request a new DRG as there will be gaps created with governors leaving and new governors joining. Attendance at Committees will change every year.

## **69/18 ANY OTHER BUSINESS**

### **Appraisals and Increments**

The Executive Director of Workforce and OD confirmed that an error had occurred which resulted in all staff being awarded their increments. A more robust process will be in place going forward which will be applied for the next appraisal season.

### **Private meetings and Facebook Group**

Brian Moore raised a concern about the privacy of the Closed Facebook Group for governors and he felt that all Trust business should happen on site. This was seconded by John Richardson and Christine Mills. Those who spoke out in favour of it in the meeting were Peter Bamber, Linzi Smith and Rosemary Hedges. Brian Richardson, Paul Butterworth and Stephen Baines also commented after the meeting they found the page useful. Sian Grbin explained that the page should be private i.e confidential as it is by invitation only and a platform for governors to talk in private. Paul Butterworth reinforced that from 1<sup>st</sup> November the Trust will only be using NHS.Net email addresses for the public governors and anything shared via NHS.Net should not be shared publically.

The Company Secretary raised concern regarding equality for the whole of the Council of Governors in how we ensure governors who don't have easy access to IT also have a voice and are included in discussions.

### **Other business**

The Chief Executive asked if any governors are interested in equality and diversity, our Trust have been identified as a role model with the LGBT community and gender equality and governors can be included in these forums.

The Company Secretary confirmed the photos of the governors will be available in the foyer shortly.

## **DATE AND TIME OF NEXT MEETING**

BOD/CoG Workshop

**Date:** Friday 16<sup>th</sup> November 2018

**Time:** 9:00 – 12:30 pm

**Venue:** Boardroom, Sub Basement, HRI

CoG Development Session

**Date:** Tuesday 18 December 2018

**Time:** 12:30 – 4:30 pm

**Venue:** Boardroom, Sub Basement, HRI

The Chair formally closed the meeting at 18:38 pm and invited attendees to the next meeting.

Dr Peter Bamber thanked Philip for his great chairmanship.

Paul Butterworth thanked Amber for her excellent job with the minutes.