

**MINUTES OF THE FOUNDATION TRUST COUNCIL OF GOVERNORS MEETING  
HELD ON TUESDAY 23 JANUARY 2018 IN THE BOARDROOM, SUB-BASEMENT,  
HUDDERSFIELD ROYAL INFIRMARY**

**PRESENT:**

Andrew Haigh	Chair
Rosemary Hedges	Public elected – Constituency 1
Di Wharmby	Public elected – Constituency 1
Annette Bell	Public elected – Constituency 6
Paul Butterworth	Public elected – Constituency 6
Alison Schofield	Public elected – Constituency 7 (+ carer)
Brian Moore	Public elected – Constituency 8 /Lead Governor
Linzi Smith	Staff Elected – Constituency 11
Sian Grbin	Staff-elected – Constituency 13
Megan Swift	Nominated Stakeholder – Calderdale Metropolitan Council
Felicity Astin	Nominated Stakeholder - University of Huddersfield

**IN ATTENDANCE:**

Helen Barker	Chief Operating Officer
David Birkenhead	Executive Medical Director
Gary Boothby	Executive Director of Finance
Brendan Brown	Executive Director of Nursing/Deputy Chief Executive
Kathy Bray	Board Secretary
Karen Heaton	Non-Executive Director
Lesley Hill	Executive Director of Planning, Estates & Facilities
Victoria Pickles	Company Secretary
David Anderson	Non-Executive Director/SINED

**APOLOGIES:**

Apologies for absence were received from:

Veronica Maher	Public elected – Constituency 4
Katy Reiter	Public elected – Constituency 2
Dianne Hughes	Public elected – Constituency 3
John Richardson	Public elected – Constituency 3
Kate Wileman	Public elected – Constituency 4 (Reserve Register)
Nasim Banu Esmail	Public elected – Constituency 4
Stephen Baines	Public elected – Constituency 5
Brian Richardson	Public elected – Constituency 5
Lynn Moore	Public elected – Constituency 7
Michelle Rich	Public elected – Constituency 8
Dr Peter Bamber	Staff Elected – Constituency 9
Theodora Nwaeze	Staff-elected – Constituency 12
Charlie Crabtree	Staff-elected – Constituency 13
Chris Reeve	Nominated Stakeholder – Locala
Salma Yasmeen	Nominated Stakeholder – South West Yorkshire Partnership FT
Rory Deighton	Healthwatch Kirklees

The Chairman opened the meeting by thanking everyone for their co-operation when the meeting had been rescheduled from the 17 January to the 23 January due to a combination of sickness and adverse weather conditions. This had resulted in only two public members being available to attend the meeting on the 17 January and therefore due to not being quorate it had been rearranged. The Chair welcomed Felicity Astin the new nominated Stakeholder for the University of Huddersfield. He advised the meeting that discussion had taken place during the private session held prior to this meeting regarding the financial pressures/reforecast, Judicial review and issues discussed at recent private meetings of the Board of Directors meetings.

**1/17 DECLARATION OF INTERESTS**

There were no declarations of interest at the meeting.

**2/18 EXTERNAL AUDITOR'S PRESENTATION**

Alastair Newall, External Auditor from KPMG attended the meeting to give an overview of the role and responsibilities of the external auditors. It was noted that representatives of the Council of Governors had recently been involved in the reappointment of KPMG as the external auditors.

Details were given on the key areas of work which included:

- Financial Statements Audit – resulting in 2 outputs ISA260 and Audit Opinion.
- Use of Resources – value for money
- Review of the Annual Report and Annual Governance Statement – culminating in the preparation of the Annual Report and Accounts
- Quality Report – process for selection of local and mandated indicators and opinion on quality accounts
- Audit timetable
- Attendance at Audit and Risk Committee with regular reports
- Attendance at the Joint Board of Directors/Council of Governors Annual General Meeting to feedback on the audit each year.

Discussion took place regarding the recent instructions received from NHS Improvement for all Trusts to submit a wider range of activity information relating to urgent and emergency care which could be collated to give benchmarking data.

Helen Barker advised on the three types of data across the WY patch:

Type 1 – A/E activity

Type 2 – Other access i.e. GP referrals

Type 3 – Walk in Centres

The Chair thanked Alastair for the information given and update received.

**OUTCOME:** The Council of Governors **RECEIVED AND NOTED** the information presented by the External Auditor

**3/18 MINUTES OF THE LAST MEETING – 26 OCTOBER 2017**

The minutes of the last meeting held on 26 October 2017 were approved as an accurate record.

**4/18 MATTERS ARISING**

**71/17 – GOVERNORS ATTENDANCE AT FORMAL COUNCIL OF GOVERNOR MEETINGS**

The Chairman confirmed that he had now had discussions with Governors who had not attended regular meetings. On the whole it was agreed that the Governors had valid reasons for non-attendance. It was noted that Theodora Nwaez had notified

the Chairman that she would resign from her post at the next elections.

Following discussion Brian Moore asked that nearer the elections the Chairman should contact all Governors who had not attended throughout the year to ask that they reflect on their positions as it was not fair to Trust staff or the public if seats are not represented. All present agreed.

**ACTION: CHAIRMAN BEFORE 17.4.18**

**OUTCOME:** The Council of Governors **AGREED** that the Chairman should action before 17.4.18

#### **76/17 – RAISING IT ISSUES**

No further information had been received regarding how staff should raise IT issues, although it was noted that at the last meeting the Managing Director – NHS Digital had agreed to investigate this outside the meeting.

It was agreed that the Board Secretary would follow this up.

**ACTION: BOARD SECRETARY**

**5/18**

#### **CHAIRMAN'S REPORT**

##### **a. UPDATE FROM CHAIRS INFORMATION EXCHANGE MEETING – 13.12.17**

The Chairman reported on the minutes from the meeting held on the 13 December 2017 which had been included with the agenda (Appendix B). The next meeting was scheduled to be held on the 26 March 2018.

**OUTCOME:** The Council of Governors **RECEIVED AND NOTED** the Chairs Information Exchange Minutes – 13.12.17

##### **b. TODMORDEN CAR PARK CHARGES**

The Chairman had received a question regarding parking charges at Todmorden. It was noted that the building was managed by the landlord/Todmorden Group Practice and therefore the Trust had no input into deciding the charges.

##### **c. HEALTH AND SAFETY ISSUE – ACCESS TO CRH DURING ROADWORKS**

Alison Schofield had asked a question regarding access arrangements for anyone with mobility difficulties crossing Dryclough Lane to access CRH. It was noted that the Trust had been in discussion with Calderdale Council and a new crossing point had been put in place at Dryclough Lane which was slightly higher up than the old one but opposite the path into the hospital. Dropped curbs had been installed on both sides of the crossing.

##### **d. DEALINGS WITH CARILLION**

The Chairman confirmed that that the Trust has had no dealings with Carillion.

#### **PERFORMANCE AND STRATEGY**

**6/18a**

##### **FINANCIAL POSITION AND FORECAST**

The Executive Director of Finance presented the Month 8 finance report, as at 30 November 2017.

The key points were:-

- Reported year to date deficit position of £17.85m, an adverse variance of £3.79m compared with the control total of £14.07m;
- Delivery of CIP is above the planned level at £10.35m against a planned level of £9.97m;

- Capital expenditure is £5.17 below plan due to revised timescales;
- Cash position is £1.99m, just above the planned level;
- A Use of Resources score of level 3, in line with the plan.

It was noted that the Trust continues to report a forecast in line with the Control Total deficit of £15.94m. However the deteriorating position leaves the Trust with the requirement to deliver recovery plans of the magnitude of £11m, to cover the growing underlying gap between the planned deficit and operating position. The size of this gap is unlikely to be resolved quickly enough to achieve the control total over the next 4 months and the Trust is now forecasting an adverse variance from plan during Months 7-11. Sustainability and Transformation Funding of £6.57m for Quarters 3 and 4 remains at risk and will only be made available if the Trust can deliver full financial recovery back to plan.

The Chairman advised that the recovery plan would reference reconfiguration as being part of the solution to address the deficit.

Discussion took place regarding the national drive to improve patient services/safety through consolidation of services and delivering care differently by patients accessing specialist centres. It was felt that this was a way forward for delivering services in the future.

**OUTCOME:** The Council of Governors **NOTED** the financial position and forecast.

6/18b

#### **PERFORMANCE & QUALITY (Including Good News Stories)**

The Chief Operating Officer presented the quality and performance report. The key issues from the report included:

- November's Performance Score has improved to 62% for the Trust.
- The SAFE domain is back to AMBER having deteriorated to RED following a reported Never Event last month.
- The EFFECTIVE domain has maintained its GREEN rating for the third month running.
- The RESPONSIVE domain has maintained AMBER with improved performance across the Cancer metrics.
- EFFICIENCY & FINANCE has improved in the Efficiency metrics but remains RED.
- WORKFORCE remains RED with all 5 Mandatory Training focus areas missing target

Discussion took place regarding the winter pressures over the Xmas/New Year period which had affected Trusts nationally. All Governors present wished to thank staff for the work undertaken to address the increased activity levels which continued through January.

Discussion took place regarding concerns around achieving targets for Mandatory Training. It was noted that work was underway within Divisions to address this with support for staff and shared learning. It was agreed that an update on the progress would be fed back to the Governors at the next meeting.

**ACTION: HB – AGENDA ITEM**

**OUTCOME:** The Council of Governors **NOTED** the performance and quality data and good news stories.

## **7/18 STRATEGIC PLAN & QUALITY PRIORITIES UPDATE**

### **7/18a NOTES FROM THE BoD/CoG WORKSHOP HELD ON 15.11.17**

The Council of Governors received the notes from the Workshop held on the 15 November 2017 on the Strategy Update which had been brought to the meeting to ensure that all new Governors have sight of the notes.

### **7/18b QUALITY PRIORITIES FOR QUALITY ACCOUNTS 2017-18 AND 2018-19**

The Company Secretary presented the paper prepared by Andrea McCourt, Head of Governance and Risk. She reminded the Governors that the Quality Accounts form part of the Trust Annual Report and Accounts process and provided information for the public on the quality of services the Trust has provided over the previous financial year. The quality accounts detailed the quality achievements during the year and quality performance, details of clinical audit work undertaken, quality priorities for the forthcoming year and feedback from local stakeholders. As had been referenced earlier in the meeting, the Quality Accounts are reviewed by the external auditor.

The quality accounts also contain feedback from our local stakeholders on the quality of services, for example from other local providers and the local authority, as well as statements from the Trust's Chief Executive and the Board.

With regard to the 2017-18 Quality Accounts, as identified in the paper the progress against each of the indicators chosen by the membership was noted:

- sepsis screening for in patients
- discharge planning
- learning from complaints

It was reported that work had also begun to select three quality account priorities for 2018/19, following discussion at the Council of Governors workshop on 7 December 2017.

Six indicators had been chosen, two from each of the following domains:

- safety
- effectiveness
- experience

The list of the proposed 2018/19 quality account priority topics was included within the paper circulated.

It was noted that arrangements were being made for information on the six priorities to be sent to the wider membership during February 2018 and members will be asked to select three of the six as 2018/19 quality account priorities.

As discussed earlier in the meeting, of the 2017/18 quality accounts there are two areas which are nationally mandated for audit by our external auditors and one local indicator for audit that the council of governors selects. We are currently awaiting national guidance which will confirm the two mandated indicators.

The Company Secretary reported that arrangements were being made for the Council of Governors to receive further feedback on the progress of the Quality Reports.

**OUTCOME:** The Council of Governors **RECEIVED and APPROVED** the strategic plan and quality priorities update.

**8/18 RISK REGISTER**

The Company Secretary presented the Risk Register paper. It was noted that this information had been presented at the Council of Governors Development Session on the 13 December 2017, but unfortunately only a small number of Governors were able to attend so this has been included on the agenda for information.

**OUTCOME:** The Council of Governors **RECEIVED AND NOTED** the information provided.

**9/18 GOVERNANCE**

**9/18a COUNCIL OF GOVERNORS REGISTER**

The updated register of members as at 1 January 2018 was received for information and the changes were noted. The Chairman reported that no further information had been received from Kirklees Metropolitan Council regarding a nomination to fill this seat despite contact with them.

**OUTCOME:** The Council of Governors **NOTED** the updated Register.

**9/18b REGISTER OF INTERESTS/DECLARATION OF INTERESTS**

The Chairman requested that any amendments be notified to the Board Secretary as soon as possible.

**OUTCOME:** The Council of Governors **APPROVED** the Register of Interests

**9/18c REVIEW ANNUAL COUNCIL OF GOVERNORS MEETINGS WORKPLAN**

The Company Secretary presented the updated workplan of items for discussion at future Council of Governor meetings. It was requested that any comments be returned to the Board Secretary.

**OUTCOME:** The Council of Governors **APPROVED** the meetings workplan.

**9/18d DRAFT ELECTION TIMETABLE 2018**

The Company Secretary presented the draft election timetable for the Council of Governors for 2018. The information was noted and it was requested that any Governor wishing to resign from the Council should make the Board Secretary aware before 16 May 2018.

**10/18 UPDATE FROM BOARD SUB COMMITTEES**

**10/18a QUALITY COMMITTEE**

Paul Butterworth highlighted the discussions which had taken place at the last Quality Committee. These included:

- Communications around serious incidents/record keeping
- Nutrition – nil by mouth – risks by being offered fluids – being actioned by Executive Director of Nursing
- Mandatory Training – concern over support for staff in completing this and other personal development

Staff Governors present at the Council of Governors Meeting shared their experience of training on EPR and ESR and the challenges being faced dedicating time to this. The Executive Director of Nursing advised that training needs and support including Mandatory Training was to be raised with the newly appointed Executive Director of Workforce and OD when she commenced on the 1 February 2018 in order that a programme of training can be designed.

**10/18b ORGAN DONATION COMMITTEE**

In the absence of John Richardson the Chairman updated on the current issues discussed at the Organ Donation Committee which included:

- Training for Anaesthetists
- University of Huddersfield feedback on survey – attitudes and blockers
- Training for staff – handling donation permission with families.
- Promotional activity – advertising on shuttle bus being pursued.

**10/18c CHARITABLE FUNDS COMMITTEE**

In the absence of Kate Wileman the Chairman updated on the current issues being discussed by the Charitable Funds Committee which included:

- Fund Manager investments
- Performance on funds and spend
- Todmorden – sub committee established with Todmorden Town Council. Charitable Funding being offered for public benches and food bank.

**10/19d PATIENT EXPERIENCE AND CARING GROUP**

In the absence of Lynn More, unfortunately there were no representatives present who were able to give feedback on the discussions of the Patient Experience and Caring Group.

**10/18e NOMINATION AND REMUNERATION COMMITTEE (CoG)**

The Chairman reported that the Nominations and Remuneration Committee (COG) had commenced the process for the appointment of Chair and interviews were scheduled for Friday 2 February 2018.

It was noted that the tenures of the Non-Executive Directors had been discussed by the Committee and Dr David Anderson's third and final year was due to end on the 22 September 2018.

**OUTCOME:** The Council of Governors **RECEIVED** the Sub Committees/Groups updates.

**11/18 INFORMATION TO RECEIVE**

The following information was received and noted:

**a. Updated Council Calendar** – updated calendar received and the contents were noted.

**b. Extract from Quality Report re Complaints and PALs**

The Executive Director of Nursing reported that this information had been supplied to the Council of Governors for information and offered an overall view of the Trust's management of the current position with regard to complaints and PALs contacts. It was noted that discussion regarding the contents of this document had taken place through other forums such as earlier in the meeting within the Performance Report and through Divisional Reference Groups. The Director of Nursing therefore asked Governors to feedback to him how they would like this information presenting in the future to avoid duplication.

**ACTION: ALL**

Discussion took place regarding capturing compliments as well as complaints and the Executive Director of Nursing advised that work was underway to capture this for the future although it was appreciated that this would not include all compliments received as they are often received informally at ward

level.

**12/18 ANY OTHER BUSINESS**

There was no other business to note.

**13/18 DATE AND TIME OF NEXT MEETING**

Wednesday 4 April 2018 commencing at 4.00 pm in the Large Training Room,  
Learning Centre, Calderdale Royal Hospital

The Chair thanked everyone for their contribution and closed the meeting at 6.50 pm.