

- b) Councillor Jeremy Mayhew has joined the Council of Governors as one of the appointed Local Authority Governors representing the City of London Corporation.
- c) Councillor Ben Hayhurst has been appointed as Chair of the Hackney Health Scrutiny Committee and has stepped down from the Council of Governors. A replacement is being sought.
- d) Alun Myers has resigned from the Council of Governors. He left the Trust in June to return to Scotland.

1.2 He also advised that it was the last Council of Governors meeting for:

- a) Ruth Martin who was leaving London in September to return to Wales and
- b) Ayse Ahmet, Hazel McKenzie and Shuja Shaikh who were not standing for re-election.

1.3 With regard to the summer elections, the nominations closed on Monday 16 July 2018. The deadline for candidate withdrawal was that day and if no withdrawals were received, there were sufficient candidates to fill the Governor vacancies.

2. Apologies for absence

2.1 Apologies were received from:

Paul Ashton	Public Governor
Dr Paul Kelland	CCG Appointed Governor
Councillor Jeremy Mayhew	Appointed Governor
Judith Sunderland	Appointed Governor
Danny Turton	Public Governor
Dylan Jones	Chief Operating Officer
Susan Osborne	Non-Executive Director
Polly Weitzman	Non-Executive Director

2.2 The Chair confirmed that a meeting quorum had not been achieved because no appointed governors were present and the Constitutional requirement was two. He advised that the appointed governors would be consulted regarding any decisions made during the meeting.

3. Declaration of interests regarding items on the agenda

3.1 There were no declarations of interests.

4. Minutes of the previous meeting and matters arising

4.1 The minutes of the Council of Governors meeting held on 19 April 2018 were considered. An amendment was requested at 5.2 to clarify the number of overseas visitor receiving treatment in 2017. A breakdown of the numbers was also requested. **Action: JW**

4.2 Subject to the above amendment the minutes of the meeting held on 19 April 2018 were confirmed as a true record.

4.3 There were some follow-up questions from the minutes concerning:

Pathology vacancy – It was confirmed that the job description had been amended as a result of an error.

CQC Inspection – The volume of post CQC inspection requests for information quoted in the minutes was confirmed as accurate, with 290 requests stated as the final total.

Pay Progression – It was noted that the introduction of the link between staff appraisal and pay progression may adversely affect those taking career breaks through absence from the workplace.

Pay Award - Daniel Waldron advised that outsourced staff were subject to separate contracts although their pay rates were linked to the London living wage. Jonathan Wilson confirmed that the Department of Health was responsible for the allocation of funding in respect of the 2018/19 pay increase and it was anticipated that there would be some differential between the overall costs and the funding received.

NED Evaluation – It was suggested that Governors receive a written report from Non-Executive Directors at Joint Council of Governors meetings, followed by an opportunity to ask questions, to improve accessibility and scrutiny of NEDs for Governors. The Chair agreed to consider.

Action: TMR

4.4 The matters arising from the previous meeting were noted. With regard to the 2017 staff survey results Chris Mullet requested the details of the 2016 results to compare the response rates in each pay band. Daniel Waldron agreed to follow-up. **Action: DW**

5. Chief Executive's Report

5.1 Tracey Fletcher introduced her report and highlighted:

- a) The 2017 national adult inpatient survey results which were being analysed and reviewed against the improvement plans already in place. The results were due to be considered at the July Board meeting.
- b) The updates on integrated commissioning in Hackney and East London Health and Care Partnership.
- c) Executive Director changes and
- d) The tea parties held for staff on 5 July to celebrate the 70th anniversary of the NHS.

5.2 In response to a question from Stuart Maxwell on the adult inpatient survey, Catherine Pelley advised that the Trust's response rate was lower than the overall national rate, although there was a higher response rate from the BAME population. Plans were in place to send a printed letter to encourage patients to respond in time for the next survey.

5.3 Stuart Maxwell highlighted the report of changes made to the 2018/19 Operating Plan in response to feedback from NHS Improvement (NHSI). Jonathan Wilson confirmed that only minor changes were made as part of the NHSI mapping and analysis of data.

5.4 The Council of Governors **noted** the Chief Executive's Report.

6. East London Health and Care Partnership (ELHCP)

6.1 The Chair introduced Jane Milligan, Senior Responsible Officer for the ELHCP, who had been invited to update Governors on recent developments.

6.2 Jane Milligan advised that:

- a) The Partnership brought together 8 councils and 12 NHS organisations within north east London. Additionally there were emerging GP Federations in City and Hackney.
- b) The Partnership was one of five covering the London region that was responding to the London Health and Care Devolution Programme, with Tracey Fletcher leading on integration in Hackney.
- c) The aim of the Hackney Devolution Pilot was to explore how to bring together health and social care to fully integrate both budgets and joint provision services, with a particular emphasis on prevention.
- d) Delegation of resources had not occurred to date, although there was access to transformation funding. Some funding bids had been made in relation to workforce to introduce apprentice schemes and to apply consistent rates of pay for bank and agency staff.
- e) The strength of the Partnership was demonstrated through the joint working by the Chief Executives, the single Accountable Officer for the CCGs, the involvement of the London Clinical Senate, working with regulators and building relationships.
- f) Good progress had been made with integration at a local level in primary care services. City and Hackney had led on a digital programme on behalf of London which involved the joining up of care records.
- g) Most cancer targets were being met in north east London which was attributed to the pooling of diagnostic service resources.
- h) Where there were differences in working practices, such as in community services there had been the opportunity to share learning locally,
- i) Capacity was being maximised across a group of GP practices to improve elective care service provision.
- j) Further work was planned to improve local integrated care systems using transformation funding.

6.3 Following the update Governors commented or asked questions on:

- a) The Partnership's estate plans and section 106 considerations in the development of community infrastructure. Jane Milligan advised that S106 agreements were not used universally and there were different approaches within the boroughs. The aim was to use a standardised approach and make the case for capital investment to support the development of new estate.
- b) The proposed model for Pathology provision. A 2 hub model was proposed in NE London but this had not been agreed by NHSI and was subject to further discussion. Jane Milligan acknowledged that the proposal did not determine Homerton's future service provision.
- c) The lack of concrete facts and figures about the ECHLP and a request made for a written summary for Governors. The Chair advised that the Partnership was constantly evolving and that Jane had been invited to provide a verbal update on developments and therefore had not prepared a slide presentation or summary document. He acknowledged that the Board and Governors required a better understanding of ECHLP.
- d) Local accountability and the structures being built to take into account Governor views. Jane Milligan advised that governance structures were dictated by the arrangements in the Partnership's individual organisations. Where there were examples of joint committees, such as the Joint Commissioning Committee, the governance arrangements had been set up to foster joint working and not to thwart innovation. It was suggested that

a Council of Governors was established for ECHLP as a formal mechanism for Governor feedback and input. A governance document for the Partnership was also favoured.

- e) The sharing of good practice across the STPs. Links had been established within London and the development of Musculoskeletal services was given as an example of an area of work where lessons were shared.
- f) The limited opportunity for service users to influence change, with the new NHS 111 service highlighted as an example. Jane Milligan advised that engagement had taken place with patients and service users regarding the urgent care service. The intention was to continue to engage using co-production principles through the usual channels.
- g) The possibility of budget reductions for organisations as a result of the re-distribution of funding. Jane Milligan confirmed that there were no plans for the CCGs to re-allocate resources. With regard to the Partnership, the aim was to have a coherent plan to attract funding and to make the best use of resources across the system.
- h) The reconstruction of the ELHCP Board. Jane Milligan advised that the Board was considered to be too large and a new arrangement was needed to achieve the benefits of partnership working.

6.4 The Chair thanked Jane Milligan for attending the meeting. He highlighted three areas from the discussion which were:

- 1) The need for more regular updates for the Board and Governors.
- 2) Having a governance document in place for the Partnership.
- 3) Having a mechanism in place to introduce the public voice to the Partnership.

7. Annual Report and Accounts

7.1 The Company Secretary confirmed that the 2017/18 Annual Report and Accounts had been published and circulated to Governors. The next step was the formal presentation at the Annual Members Meeting.

7.2 John Bootes highlighted the £12m surplus and asked if funding could be made available to provide additional staff for the complaints team and the main reception desk. Tracey Fletcher acknowledged that the complaints service had not been operating at an optimum level owing to vacant posts or long-term sickness absence. She advised that the Facilities Team had been tasked with providing adequate reception cover and that Catherine Pelley had been asked to review the Complaints and PALs functions.

7.3 Catherine Pelley advised that the intention was to review resources and to look at how systems and processes could operate more efficiently. Martin Smith reported that complaints were subject to Board scrutiny and dissatisfaction about the service had been expressed. Internal Audit was also due to report on complaints management as part of the 2018/19 Internal Audit Plan.

7.4 In response to a question from John Bootes, Catherine Pelley welcomed Governor contributions to the review of complaints.

7.5 Stuart Maxwell highlighted the Trust's good financial position and expressed his appreciation of Jonathan Wilson for his management of the budget. Jonathan Wilson advised that the achievement of the year-end position was very much a team effort and in particular praise was due to the clinical teams for their stewardship of resources.

8. Quality Account External Audit Report

8.1 Martin Smith presented the external audit report on the 2017/18 Quality Account. He explained the assurance work that had been performed and the that non-financial performance information was subject to less rigour than financial information,

8.2 The Governors noted the audit findings in relation to the two national priority indicators and the limited sample size to test the A&E maximum waiting time of 4 hours.

8.3 The Council of Governors **noted** the Quality Account External Audit Report.

9. Audit Committee Report

9.1 Martin Smith presented the summary report of the May 2018 Audit Committee and an update on work carried out by Internal Audit. He confirmed:

- That three internal reviews were given a “partial assurance” opinion during 2017/18 and not four as stated in the report.
- That the reviews with a partial assurance opinion were in relation to financial accountability and reporting, management of the soft facilities contract and ward rounds. Management actions had been agreed in relation to the audit findings.

9.2 The Council of Governors **noted** the Audit Committee Report.

10. Risk Committee Annual Report

10.1 Vanni Treves presented the above report and highlighted the Risk Committee’s purpose, its main duties and the reporting line to the Board of Directors. He drew attention to the Committee’s scrutiny of the Trust’s most significant risks.

10.2 In response to a question about the handling of cyber security risks Vanni Treves advised that the Director of IT and Systems provided quarterly updates to the Board and had taken the necessary precautions to safeguard the Trust’s IT systems.

10.3 Chris Mullet enquired about the reporting of risks where an external contractor was responsible for service provision. It was thought that Homerton staff would be responsible for reporting incidents involving an outsourced service, as Datix was restricted to Trust staff. Catherine Pelley agreed to check and report back. **Action: CP**

10.4 John Bootes enquired about the arrangements in place to safeguard the Trust’s budget from the clinical negligence claims. It was confirmed that NHS Resolution operated a risk pooling scheme under which the Trust paid an annual contribution which was charged to expenditure.

10.5 Chris Mullet highlighted the potential risks involved in sending pathology samples offsite in the event of a change to the provision of pathology services. It was confirmed that fail-safe clauses would be built into any new contract and quality would be the key consideration in the decision making.

10.6 Stuart Maxwell enquired about the supply of pharmaceuticals in the circumstances of no deal being reached in the Brexit negotiations. Daniel Waldron confirmed that action was being taken at a national level to safeguard the supply of medicines and plan for a ‘no-deal Brexit.

10.7 The Council of Governors **noted** the Risk Committee Annual Report.

11. Annual Members Meeting Notice

11.1 The Governors received the notice of the Annual Members Meeting (AMM) due to be held on Thursday 13 September 2018.

11.2 The Council of Governors endorsed the notice of the AMM.

12. Proposed Amendment to Constitution

12.1 The Governors received a proposal to change to the Constitution to allow greater flexibility in the governor representation with the City and Outer area constituencies. The Chair also proposed a change to the quorum requirements for Council of Governors meeting to remove the restriction of having 2 appointed members.

12.2 The Council of Governors **agreed to approve** the proposed changes to the Trust Constitution which were also subject to approval by the Board of Directors and a majority of members voting at the September Annual Members Meeting.

13. Open Forum

13.1 Saleem Siddiqui highlighted an article published in the Hackney Citizen concerning junior doctor working hours and under-reporting of hours worked, due to fear of negative consequences from their supervisors. The Chair advised that a journalist had been present at the June Board meeting where David Wilson the Guardian of Safe Working Hours delivered his report. Dr Helen Cugnoni advised that open reporting was encouraged within the Trust and that junior doctors had been surveyed about their working hours and any concerns they had about reporting over-work.

13.2 Dr Helen Cugnoni enquired about the plans to replace the Trust's Resuscitation Officer who had recently retired and had offered a valuable service. Catherine Pelley advised that she was reviewing the situation and an interim member of staff would be appointed in the short term.

13.3 John Bootes reported that the Governors had discussed complaints, reception cover and the patients' welcome pack at the pre-meeting. He advised that he would speak with Catherine Pelley separately.

13.4 Chris Mullet asked about the mechanism for the receipt of Governor messages. The Company Secretary agreed to check and report back. He also reported that staff Governors had not been involved in the staff engagement events with ICE Creates consultants and highlighted the role of staff Governors in representing staff views. **Action: TL**

14. Questions from Members of the Public

14.1 Christopher Sills highlighted the variation in the cost and supply of goods for Trusts and asked how this was managed. It was confirmed that the Model Hospital portal was a national tool that was used to measure efficiency and productivity. Hospital trusts were also subject to a Use of Resources Assessment as part of the CQC inspection process.

15. Non-Executive Director Appointments (Governors Only)

15.1 The Governors received the recommendations from the Governors Nomination Committee regarding the extension of two non-executive director terms of office and the appointment of two new non-executive directors.

15.2 The Governors noted that both Susan Osborne and Polly Weitzman had indicated their intention to step down from the Board. The Governors acknowledged the valuable contribution they had made to the hospital.

15.3 The rationale for the recommended extension of the terms of office in respect of Sir John Gieve and Vanni Treves was considered. The Governors recognised the importance of Board stability during the period of personnel changes and understood the benefits of extending their terms of office to benefit from their knowledge and experience.

15.4 On this basis the Council of Governors **agreed to:**

- a) Re-appoint Sir John Gieve as a Non-Executive Director of the Trust for a further 12 months until 31 October 2019.
- b) Re-appoint Vanni Treves as a Non-Executive Director of the Trust for a further 12 months until 31 August 2019.

15.5 The Governors considered the outcome of interviews held on 12 and 13 July to recruit two new non-executive directors. The Governors noted that particular attention had been paid to the candidates understanding of the NED and Governor relationship and around the time commitment for the role.

15.6 The Council of Governors **agreed:**

- a) To approve the appointment of Cherron Inko-Tariah and Dr Shree Datta as Non-Executive Directors of the Trust and
- b) to hold a further meeting of the Nominations Committee to consider an alternative candidate if either or both of the preferred candidates should decline the offer of appointment.

Council of Governors Action Log				
Date Arising	Action	Lead	By	Status
May 2018	Overseas visitors – Arrange a presentation on the role of the overseas visitors team	JW	Oct 2018	To be delivered at Oct meeting
July 2018	Provide a breakdown of the number of overseas patients billed for treatment in 2017	JW	Oct 2018	Update to be provided
July 2018	NED Evaluation – Consider the inclusion of a written report from NEDs at Council of Governor meetings	TMR	Oct 2018	Verbal update to be provided
July 2018	Staff survey results - Confirm details of the 2016 results to compare the response rates in each pay band.	DW	Oct 2018	See Action Log updates
July 2018	Confirm the mechanism for the reporting of incidents arising from outsourced services. See Action Log updates	CP	Oct 2018	Completed
July 2018	Confirm the process in place to pass on emails or messages to Governors. See Action Log updates	TL	Oct 2018	Completed

Action Log Updates

July 2018 - Confirm the mechanism for the reporting of incidents arising from outsourced services.

All outsourced providers should have agreed incident reporting systems and processes. They should then report to us as part of routine contract monitoring and have escalation arrangements in place to manage more urgent issues.

Staff survey results - Confirm details of the 2016 results to compare the response rates in each pay band.

The information has been requested from the survey provider.

July 2018 - Confirm the process in place to pass on emails or messages to Governors.

Emails, correspondence or telephone calls received via the Trust Office are referred to the Company Secretary for appropriate action.

Emails or messages received by our Membership office are forwarded on to individual Governors or the Company Secretary for response.