

**Council of Governors Meeting**

**Thursday 27<sup>th</sup> March 2014**

<b>Present:</b>	Tim Melville-Ross	Chairman
	John Bootes	Public Governor
	Eric Sorensen	Public Governor
	Jess Brand	Public Governor
	Suri Freedman	Public Governor
	Patricia Bennett	Public Governor
	Christopher Sills	Public Governor
	Talaat Qureshi	Public Governor
	Stuart Maxwell	Public Governor
	Eli Kernkraut	Public Governor
	Jude Williams	Public Governor
	Wayne Head	Public Governor
	Marion Rabinowitz	Staff Governor
	Charlotte Adeniregun	Staff Governor
	Hilda Walsh	Staff Governor
	Jonathon McShane	Partner Governor
	Dr Gary Marlowe	Partner Governor

**In Attendance:**

Tracey Fletcher	Chief Executive
Sheila Adam	Chief Nurse & Director of Governance
Dr John Coakley	Medical Director
Dylan Jones	Chief Operating Officer
Vanni Treves	Non-Executive Director
John Gieve	Non-Executive Director
David Stewart	Non-Executive Director
Chris Griffith	Non-Executive Director
Daniel Waldron	Director of Organisation Transformation
Lesley Rogers	Head of Healthcare Compliance
David Bridger	Head of Governance (minutes)
Three members of public	

**1. Chairman's welcome**

Tim Melville-Ross welcomed the Governors to the meeting.

**2. Apologies:**

Jo Lobenstein	Public Governor
Paul Ashton	Public Governor
Julia Bennett	Public Governor
Prof. Stan Newman	Partner Governor

**3. Minutes of the Council of Governors meeting 20<sup>th</sup> February 2014**

The minutes from the previous Council of Governors meeting were agreed subject to the following corrections.

Under item 4 substituting the word 'requiring' with 'allowing' in reference to Governor representation on committees.

Under AOB the reference to Remuneration committee should read Nomination committee.

One item was omitted from the minutes regarding a comment raised in relation to engagement with local educational institutions.

#### **4. Matters arising**

Governor representation on committees – Key committees requesting Governor representation have been identified and were distributed at the meeting. Volunteers were sought from the public Governors to provide names to David Bridger.

Visits to parts of the Trust (this was also raised at the Governors informal meeting held ahead of the formal meeting) – A formalised visit programme for Governors and Non-Executives has been developed led by the Heads of Nursing, dates will be circulated to Governors when available.

Presentations to the Council of Governors – A list and schedule of presentations is being drafted based upon topics identified by Governors. These include adult community health services, discharges, readmissions, elderly care, dementia and staff health.

Governor brief – A first copy of this was provided for Governors at the meeting. A question was raised regarding whether the brief could be made public – It was agreed that the briefing could be made public.

#### **5. Non-Executive Director Appointments**

Jude Williams, public Governor left the meeting for this item

Tim Melville-Ross presented a paper providing those present with details of the recruitment process for the new Non-Executive Directors. He summarised the timetable and the stages of the process for which external recruitment consultants had been engaged. Long listing had taken place on 11<sup>th</sup> February 2014 and short listing on 4<sup>th</sup> March 2014. A total of nine candidates were selected for interview. Interviews had taken place on 17<sup>th</sup> and 20<sup>th</sup> March 2014. The Council were informed that following interview and approval by the Nomination Committee that Jude Williams, Susan Osborne, Polly Weitzman and Martin Smith had been selected for the posts and had accepted the offer subject to formal approval by the Council of Governors.

The Governors present approved the appointments.

Jude Williams rejoined the meeting and was congratulated on her appointment.

Owing to the timing of the appointments Imelda Redmond and Chris Griffith had been approached to extend their terms of office by one month to cover the interim period until the new Non-Executives commenced. The Governors present approved the extension of their terms of office by one month.

Tim Melville-Ross went on to explain that with the departure of Imelda Redmond a new Deputy Chair and Senior Independent Director would need to be identified. He explained that he had discussed this position with other Non-Executives and it was

proposed that Sir John Gieve would be invited to take up the position. The Governors present approved the appointment of Sir John Gieve as Deputy Chair and Senior Independent Director.

## **6. 2013 Staff Survey**

Daniel Waldron, Director of Organisation Transformation presented a paper summarising the results of the 2013 staff survey. He explained the background to the survey which, unlike previous years, had been open to all staff. The Trust had received a total of 1400 (47%) responses. He provided a summary of the results and explained that nationally the Trust was ranked equal third for overall staff engagement. He highlighted the key areas where the Trust needs to focus including discrimination, appraisal, access to hand washing materials, violence and abuse and equal opportunities. The Trust is in the process of developing an action plan to address some of the key issues identified which will be focussed at divisional and Trust level.

The Governors noted the positive results and raised a number of questions including:

Hand washing is a very important issue that needs to be addressed – It is acknowledged how important hand washing is in managing infection control and the issues identified in the survey will be addressed.

Can you explain anymore about the issue regarding violence and abuse – the Trust is reviewing its human resource data, however some issues are not reported internally therefore we are considering better ways of recording such data to assist in addressing the issue.

Are any other metrics used at departmental level such as the inpatient survey, incidents or complaints – Some of this information is not used at present but a ward dashboard is being developed to ensure data is available at departmental level.

Can it be determined what type of discrimination the survey result refers to - the survey only asks a single question so it may not be clear what type of discrimination this refers to, however the data can be analysed to department level to allow us to focus and better understand where the issue is.

The Governors thanked him for his report.

## **7. Care Quality Commission (CQC) Fundamental Standards**

Lesley Rogers, Head of Healthcare Compliance provided the Governors with a presentation on the changes to the CQC fundamental standards which are currently being consulted on. She provided the Governors with an outline of the CQC approach to assessment focusing on the five key questions and the outcomes used to assess compliance. This also included a review of the consultation questions of 'are the outcomes clear?' and 'how will good care look and feel?' as they related to the eleven new draft standards.

She thanked the small focus group of Governors who had met to discuss the consultation in more detail and whose feedback will be used to inform the Trust response to the consultation which closes in early April.

The Governors discussed the draft standards in relation to compliance with the standards and the links to NICE guidance.

The Governors thanked Lesley for her presentation.

## **8. Risk Committee and Audit Committee Presentations**

Governors were provided with presentations from the Non-Executive Chairs of the Trust Risk Committee (Vanni Treves) and Audit Committee (David Stewart). They each provided an overview of the responsibilities/duties, membership, what they do and summary key issues.

The Governors thanked them for their presentations.

## **9. Quality Account Priorities 2014/15**

Sheila Adam presented a paper setting out the proposed Quality Account priorities for 2013/14. She set out the process by which these have been developed following public, staff and organisational consultation. She provided an overview of the priorities which are all linked to the Trust priorities. A total of six priorities have been retained from 2013/14 and a total of six new priorities have been identified. Each priority relates to one of the three domains of safe, effective or positive patient experience.

The Governors discussed the priorities and noted the process of consultation and rationale for identification of the priorities. The Governors noted that they support the priorities for 2014/15.

David Bridger presented a paper setting out the Monitor requirements to have external assurance on the data included in the Quality Account. As in previous years the assurance is carried out on mandated indicators by the Trusts external auditors who also provide a report on one local indicator selected by the Governors. To aid the Governors with their choice of indicator and given that the mandated indicators look at metrics associated with acute care a shortlist of three was provided to include some that reflect community services. These were number of complaints, immunisations and breastfeeding.

The Governors discussed the metrics and agreed that the local indicator for review by the external auditors would be breastfeeding.

## **10.AOB**

Stuart Maxwell provided Governors with feedback from the Foundation Trust Governors Association development day he and Jude Williams had recently attended. He explained that the FTGA had chosen not to appoint a Chief Executive. There were financial issues raised on the day associated with continued funding from Foundation Trusts.

John Bootes raised a query regarding an article recently published in the press about the 62 referral to treatment time for cancer. Homerton had been identified as the 5<sup>th</sup> worst on the list – Tracey Fletcher explained that the Trust has an issue regarding the 62 day target and had failed to meet this in the third quarter of 2013/14. She explained that the numbers of referrals are relatively low which impacts on the Trust compliance. She assured the Governors that each breach is investigated. Issues associated with the complexity of the pathway and delays in tests at other providers had contributed to the problem. The Trust is actively reviewing the issue and putting in measures to address the problem.

Stuart Maxwell wished to remind other Governors that the Trust regularly runs member recruitment stands and that support from other Governors with membership recruitment would be appreciated.

He also asked the Chair to ensure that Imelda Redmond and Chris Griffiths were thanked on behalf of Governors for their support and hard work for the Trust during their term of office.

## **11. Question from the public**

Mr Andrew Ezsias had circulated a number of questions to the chairman ahead of the meeting.

These were:

*“The issue of payment award to 3 executive directors was first raised at the meeting of the Governors on 23/5/13.*

*There were some discussions about the pay awards at the meeting on 18/7/13, though scantily recorded, when the chief executive advised the governors that the pay awards had been given as a recognition for work done during the Olympics. Therefore an amendment to the minutes was requested on 22/10/13 to be discussed at the meeting on 24/10/13. (enclosed).*

*At the Board meeting on 26/2/14 it was claimed to a question that an award of £2000/person was made to 3 executive directors for additional commitments of staying in the hospital for 24/7 during the Olyn1pic Games.*

*Though it has been recognised that the Board ultimately accountable to the Governors, the only body which is elected democratically by the ballot box to account the Board, such information was not given to the Governors though it was requested.*

- 1. What the chair has been doing to remedy a culture within the organisation which does not only withhold information about pay to the executives, that should have been published, but when the issue raised it repeatedly defended such conduct?*
- 2. What training have the chair and the Board received to raise awareness of such non-transparent practices and how to remedy it?*
- 3. Account of the Board is not about trust, confidence in or questioning integrity of the Board or its individual members. Accounting is about to assist the Board, whether from available evidence the Board has reached the correct conclusions and identify potential risks to the organisation including certain conducts that may pose such risks.
  - a. Does the chair agree to the above views as to the proper role for individual governor as well as the Governors body as a whole?*
  - b. What training has the Board been providing to Governors to understand their functions, duties and obligations?*
  - c. What mechanism is in place to check whether each and every Governor has been undergone such training to assist them to be aware of their role in the organisation and how to exercise their power and discharge their duties as Governors?”**

In responding to question 1 the Chairman stated that he is seeking further advice and clarification regarding the requirements to publish Executive Director salaries and associated payments. He will contact Mr Ezsias outside of the meeting once the information is available.

Regarding the other questions it is acknowledged by the Trust that training for both the Board and Governors is very important and that training needs are in the process of being assessed and identified.