

Council of Governors Meeting, 17 February 2011

AGENDA ITEM NO.	1.3/Feb/11
PAPER	Draft minutes of the meeting of the Council of Governors meeting held on 2 December 2010
AUTHOR	Vida Djelic, Interim Foundation Trust Secretary
LEAD	Prof. Sir Christopher Edwards, Chairman
EXECUTIVE SUMMARY	This paper outlines a record of proceedings at the previous meeting.
DECISION/ ACTION	1. To agree the minutes as a correct record. 2. The Chairman to sign the minutes.

Council of Governors Meeting Minutes, 2 December 2010
DRAFT

Prof. Sir Christopher	Edwards	Chairman		CE
Lucy	Ball	Staff	Allied Health Professionals, Scientific and Technical	LB
Walter	Balmford	Patient		WB
Chris	Birch	Patient		CBir
Christine	Blewett	Public	Hammersmith and Fulham 2	CBle
Cass J.	Cass-Horne	Patient		CC-H
Alan	Cleary	Patient		AC
Samantha	Culhane	Public	Hammersmith and Fulham 1	SC
Brian	Gazzard	Staff	Medical and Dental	BG
Rosie	Glazebrook	Appointed	PCT NHS Hammersmith and Fulham	RG
Del	Hosain	Public	Wandsworth 2	DH
Jacinto	Jesus	Staff	Contracted	JJ
Martin	Lewis	Public	Westminster 1	ML
Charlotte	MacKenzie Crooks	Staff	Support, Administrative & Clerical	CMC
Duncan	Macrae	Appointed	Royal Brompton and Harefield NHS Trust	DM
Susan	Maxwell	Patient		SM
Wendie	McWatters	Patient		WMW
Edgar	Moyo	Appointed	NHS Kensington and Chelsea	EM
Sandra	Smith-Gordon	Public	Kensington and Chelsea 2	SS-G
Frances	Taylor	Appointed	Royal Borough of Kensington and Chelsea	FT
Alison	While	Appointed	King's College	AW

IN ATTENDANCE:

Andrew Havery	Non-executive Director	AH
Richard Kitney	Non-executive Director	RK
Karin Norman	Non-executive Director	KN
Charlie Wilson	Non-executive Director	CW
Heather Lawrence	Chief Executive	HL
Mike Anderson	Medical Director	MA
Lorraine Bewes	Director of Finance	LB
Catherine Mooney	Director of Governance and Corporate Affairs	CM

Amanda Pritchard	Deputy Chief Executive	AP
Mark Gammage	Director of HR	MG
Matt Akid	Head of Communications	MAk
Sian Nelson	Membership and Engagement Manager	SN
Vida Djelic	Interim FT Secretary	VD

1 GENERAL BUSINESS

1.1 Welcome & Apologies

CE

Apologies were received from Eddie Adams, Paul Baverstock, Nicky Brown, Edward Coolen, Carol Dale, David Finch, Catherine Longworth, Cyril Nemeth, Sue Smith and Taryn Youngstein.

1.2 Announcement of results of elections

CE

CE noted that Walter Balmford was not re-elected and wished to thank him very much for his contribution.

CE congratulated Martin Lewis on being re-elected.

CE announced that the following were newly-elected governors:

Public Governors

Wandsworth Area 1: Uncontested constituency—Henry Morgan elected unopposed

Westminster Area 1: Martin Lewis – re-elected

Westminster Area 2: Uncontested constituency—Melvyn Jeremiah elected unopposed

Patient Governors

Dr Anthony Cadman

William Marrash

Staff Governor

Nursing and Midwifery: Uncontested constituency—Kathryn Mangold elected unopposed.

CE clarified that new governors would attend the next Council of Governors meeting.

1.3 Declaration of Interests

CE

None.

1.4 Minutes of Previous Meeting held on 16 September 2010

CE

Minutes were accepted as a true and accurate record of previous meeting with the following changes:

- p.2, 7th para, insert the subject of the discussion
- p.4 item 2.1, 6th para remove 'the' before real

- p.6, item 2.6, 4th para remove 'extraordinary' and insert 'exceptional' and remove 'it is a wonderful opportunity to improve the Board'
- p.9, item 2.10.1, 9th para, remove 'very good' and insert 'not very good in terms of format'

VD to amend minutes in line with comments received.

VD

DH referred to p.12, item 2.17 of minutes and said he needed clarification on the White Paper and the impact on patients. CE responded that there has been an extensive consultation on the White Paper and there may be changes. However, it was clear that the new system will be more driven by general practitioners.

AC commented that the White Paper was not circulated to the Council of Governors. VD responded that she had circulated it to the Council by e-mail prior to the meeting held on 21 July.

1.5 Matters Arising

CE

CE confirmed that matters arising from the previous meeting were completed.

VD said that she had received responses from governors interested in joining the Constitution Review Task Group and the first meeting has been arranged for 24 January.

SS-G queried the November date for the Signage project group and lack of progress to date.

HL responded that the plan is to have temporary signage in place now and work towards a long term solution. SS-G noted that Edgar Horne Ward does not have correct signage. HL noted that this will be corrected.

Correct signage for Edgar Horne Ward.

TD

1.6 Chairman's Report

CE

CE said that he particularly wanted to thank Walter Balmford for his participation in the appointment of the external auditor.

CE said he wanted to congratulate the 56 Dean Street team on being short-listed for the prestigious NHS Health and Social Care Awards 2010 in the 'Success in Partnership Working' category. They have been highly successful with the hepatitis B screening, vaccination and treatment services which are run jointly with the Chinese National Healthy Living Centre.

CE said that the Council would want to congratulate the Trust on its performance in the Dr Foster Hospital Guide, in particular the lower than expected mortality rates post-surgery. We are one of the top two Foundation Trusts that have lower than expected mortality rates and we should be proud of that.

DH asked about single room accommodation. CE said that we had previously decided that we cannot afford the level of the investment required for single rooms at the moment.

WB said that there has been a lot of concern regarding mixed sex wards and queried our position. HL clarified that single sex accommodation means having a bay that is single sex and not sharing a bathroom with the opposite sex. She said that the Deputy Chief Executive and Interim Director of Nursing are working on this together as up until recently there were some areas e.g. the Acute Assessment Unit (AAU), the observation ward, Burns unit and the paediatric wards that were exempt but will not be now.

CE encouraged governors to sign up to a chelwest e-mail account. So far only six governors had done so and it is important that constituents have a way to contact governors. He noted that 3,000 members have e-mail accounts.

CE said that we have previously discussed the Agenda Sub-Committee and he wanted to emphasise that it was created for the purposes of the Council being responsible for its own agenda. CE said he would like to underline that governors should let VD know if any are willing to join the sub-committee as there will be a vacancy once Walter's term on the Council expires.

Governors interested in joining the Agenda Sub-Committee should send their expressions of interest to VD. All

2.1 Appointment of new Non-Executive Directors recommended from the Nominations Committee CE

CE outlined the background to the paper and the membership of the Nominations Committee. He emphasised that the Council of Governors is responsible for appointing Non-executive Directors (NEDs).

CE explained the process that the Nominations Committee undertook. There was one definitive vacancy and the original plan was to appoint one candidate and make two proleptic appointments. It was subsequently felt that this was not the best approach as it would require one Non-executive Director to be selected now and the Chairman proposed that all three candidates are appointed at the same time. They would be regarded as full Non-executive Directors in every way except that they will not have the right to vote. This is not likely to be a problem as voting is rarely required. All three Non-executive Directors Designate would become voting Non-executive Directors in November 2011.

The Nominations Committee recommended the following three candidates to be appointed as 'Non-executive Directors Designates':

- Sir John Baker, Chairman of the Maersk Company Limited
- Jeremy Loyd, Non-Executive Director, Marine Management Organisation
- Sir Geoff Mulcahy, Chairman, Javelin Group

CE outlined their CVs and said he thought they would bring an interesting and different perspective to the Board.

CE invited BG to comment on the process undertaken and the individual candidates.

BG said that all candidates were very impressive and that it would be a waste of money and time not to appoint all three candidates now.

AC said that the individuals excel in terms of past performance. However, the hospital is a relatively small organisation and it will change rapidly over the next 5 years. Future potential is more important than past performance. The second point is that they have made excellent decisions and they had to rely on accuracy of information received. The whole idea is that they should challenge the decisions of Directors. He can see no evidence that they could do this.

CE said that all the candidates were asked why they were interested in the Trust and what contributions they can make to the Board and the Trust. They were judged on responses provided during the interview and the view was that they could all contribute to the future of the hospital. Furthermore Saxton Bampfylde provided the Nominations Committee with detailed notes following their research

and interviews with each candidate and these include private information which he felt should not be in the public domain

BG reassured the Council of Governors that the Nominations Committee undertook a very thorough process when interviewing and selecting the candidates. In addition to a detailed report provided by Saxton Bampfylde, both the Chairman and the Chief Executive met each candidate.

CBle clarified that it was the responsibility of the Nominations Committee to select and recommend candidates for the appointment by the Council and that if there were any specific issues about the process these can be discussed outside the meeting, otherwise the Council should agree the appointments.

CE clarified that the title of the proposed candidates for the appointment will be 'Non-executive Directors Designate' and the terms of their office have not been agreed yet. CE said in his view it would be sensible to appoint all three candidates for 1 year and assess their performance at the end of that period. Depending on their performance it will be decided which Non-executive Director would replace Charlie Wilson as the Vice Chairman, and the terms of office.

The Council of Governors agreed to the appointment of three Non-executive Directors Designates initially for a 1 year term to be extended.

2.2 Appointment of the Auditor

AH

Andrew Havery, the Chairman of the Audit Committee introduced the ratification document for external audit services to the Trust. He said that there were three bidders, Deloitte, the incumbent auditors RSM Bentley Jennison and Pricewaterhouse Coopers. All three could do an external audit job but Deloitte performed best.

The panel for selecting the auditor thought that Deloitte were very good and the panel spent a considerable time considering their independence and noted that they were making some changes to their team and did satisfy the independence requirement.

AH said that the panel for selecting the auditor requests that the Council of Governors ratifies the award recommendation to appoint Deloitte as auditor.

WB said that he as a governor sat on the panel and felt that the Deloitte presentation was very good. They are well aware of the Trust's service requirements and changes ahead. He confirmed that they were all given a stern inspection. He is in support of the panel's recommendation for Deloitte as auditor.

The Council of Governors approved the appointment of Deloitte as auditor for a period of 3 years.

2.3 Terms of Reference of the Membership Sub-Committee*

CB

This item was taken as read.

2.4 Strategy Paper

HL

HL gave an overview of the updated Annual Business Plan 2011/1 which was previously discussed by the Council of Governors at its meeting on 16 September. He said that the Board endorsed the continuation of the Trust's roles

as a high quality provider of local acute services, some specialist services, community services in a variety of settings, e.g. polyclinics, and also clinical education, research and innovation. She said that we wished to build on a range of local services including considering an acquisition.

The North West London Sector is drafting a list of improvement opportunities and we will need to achieve £1bn of savings over 2 years. Out of £1bn, £300m will come from primary care and £700m will come from the mental health community.

Our objectives continue to be the same as agreed previously:

- to improve patient safety and clinical effectiveness
- to improve the patient experience
- to deliver excellence in teaching and research
- to ensure financial and environment sustainability

HL invited governors to attend the business planning workshops which will be organised in December/January.

CE proposed that a more substantial discussion on the 5 year financial plan is held in the afternoon session of the Away Day. This was agreed.

2.5 Council of Governors Funding Report

CE

CM outlined part A of the funding report and said that it provides an overview of the use of the Council of Governors budget to date.

CM said that part B of the funding report outlines a proposal for the Trust to participate in a Community Roadshow in Westfield Shopping Centre and invited MAk to present it.

MAk said that the proposal for a Community Roadshow had been discussed at the Membership Sub-Committee and the sub-committee supported the request for funding of £17,219.625. MAk gave a brief demonstration of a roadshow commercial produced for the community and said that he saw this as an excellent opportunity to promote the hospital services and the Foundation Trust membership. The commercial can later be placed on our website.

WB asked if it would be shown in large premises and MAk said we could look into showing it in other places.

RG was interested in understanding how we measure the success of this project. She said that Westfield is visited by people outside the area and we need to be careful how we manage it. There is not the same competition in Manchester and Birmingham. She agreed that it was a good idea to provide the commercial in GP surgeries. MAk said that the objective is to recruit members and understands that RG wants to know how many members we will recruit and measures of the success.

SC said we want people to come to the hospital and the key is getting people in via GP surgeries. We also need to know the value for the money we spend.

HL said that we take patients from all over the country and she saw this as an opportunity to target a wider population visiting the Westfield Shopping Centre including young people. MAk supported HL's view and said that the West London is successful in attracting young people.

MAk said the company would guarantee 500 new members.

CBle said she attended the FTN Development Day event and a key message was about quality of members not quantity. She felt that it is a considerable amount of money to be spent and suggested that it might be used for other specialities. HL said she was unsure about advertising sexual health services as these are well advertised. BG agreed and suggested women and children's services could be advertised.

CE summed up that we have to advertise in order to influence the public and there is an increased emphasis on choice and we are working in a competitive environment. We should consider advertising in local GP surgeries. The project will be funded for one year and at the end of the project we will assess how successful it has been. We need to try and establish success criteria.

Establish success criteria.

MA

WMW said regarding recruiting new members she feels that the hospital needs to get potential members to sign up there and then not to let potential candidates go away with the membership application form.

The Council of Governors agreed to support a proposal for funding of a Community Roadshow for £17,219.625.

Part C – SN outlined the paper requesting a promotional banner and leaflets for 'Meet a Governor' Sessions.

The Council of Governors agreed to support a proposal for funding of a banner to promote 'Meet a Governor' Sessions for £205.63.

Part D – CE said some concerns had been expressed regarding a request for funding for phase one of the StartHere project. He added that Andrew Lansley, Secretary of State for Health, promotes more information being available to the public.

CBir said as the Chair of the Membership Sub-Committee he was enthusiastic during the presentation given to the sub-committee. However, he now feels that the sub-committee were misled during the presentation as this cost was not anticipated at that stage. He feels that more information needs to be provided to the Council of Governors including how much the phase two will cost in order for a decision to be made. He also felt that SM had been treated shabbily as she was not invited to the first meeting and only invited the day before to the second.

CBir proposed that this item is deferred until we know about the cost of the licence, the contribution from CLAHRC (Collaboration for Leadership in Applied Health Research and Care) and why another £5k has been asked for.

CE thanked CBir for the robust account and apologised for any confusion that may have happened regarding dates of the StartHere project group.

SM said she did not feel she was treated shabbily because she was not invited to the first meeting of the project group. She added that she attended the second meeting of the group. She did agree with CBir on the funding issue.

LH responded that StartHere is a pilot of a patient information system and they are trying to get support from a wide range of people. At this stage the expectation regarding the cost was minimal. StartHere are a charity and they have government grants but are looking for other support which is challenging. She confirmed that there is no financial risk for the hospital. It is not intended that

this will be high cost otherwise it will not be used.

SS-G queried why the information is only available at a kiosk but it is not available on the internet. LH responded that StartHere is at a development prototype stage and the intention is that information to patients will be available on the website.

BG said that one of the great strengths of the Council is communication skills and we need to ask how governors can help more.

CE concluded that in order to make an informed decision the Council of Governors needs to be presented with some further information re long term cost and also background information about the project.

Provide further information to the Council of Governors at a future meeting. **LH**

Part E - Open Day 2011 – Proposal

WB expressed his gratitude to those staff members who organised the Open Day 2010 event and said that the event deserves more publicity e.g. BBC coverage.

The Council of Governors agreed to support a proposal for funding of the Open Day 2011 for £15,000.

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| 2.6 | FTGA National Development Day 6 October 2010 – feedback* | CC-H |
| | This item was taken as read. | |
| 2.7 | FTGA Staff Governor Event 28 October 2010 – feedback* | CMC |
| | This item was taken as read. | |
| 2.8 | Quality Sub-Committee report* | CM |
| | This item was taken as read. | |
| 2.9 | Membership Sub-Committee report* | |
| | This item was taken as read. | |
| 2.10 | Membership Development Action Plan – Update* | SN |
| | This item was taken as read. | |
| 2.11 | Enhancing engagement of Patient and Public Foundation Trust Governors | TD/ML |
| | This item was discussed as part of Away Day business. Notes are attached. | |
| 2.12 | Teddy Bear Picnic – 27 September 2010 – feedback* | |
| | This item was taken as read. | |
| 2.13 | Membership Report * | SN |
| | This item was taken as read. | |

- 3 ITEMS FOR INFORMATION**
- 3.1 Finance Report – October 2010** **LB**
- This item was taken as read.
- 3.2 Performance Report – October 2010** **AP**
- This item was taken as read.
- 3.3 Annual Members' Meeting 2010 – feedback report** **MAk**
- This item was taken as read.
- 3.4 Council of Governors' Handbook (tabled)** **MAk**
- This item was taken as read.
- 4 ANY OTHER BUSINESS** **CE**
- None.
- 5 DATE OF THE NEXT MEETING**
- The next meeting of the Council of Governors will be held on 17 February 2011.