

Agenda

Group Name: Council of Governors' Meeting – Open Session
Date of Meeting: 16th September 2014
Venue: Conference Room, Heartbeat Education Centre, F Level, North Wing, SGH
Time: 3.30-5.30pm
Apologies to: Sue Diduch, Corporate Affairs Administrator - Tel: 023 8120 3885

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|------|--|--------------|
| 3.30 | 1. Chair's Welcome, Apologies and Opening Comments | |
| | 2. Declarations of Interest | |
| | 3. Minutes of Previous Meeting held on 2 nd July 2014 | Enclosure 1 |
| | 4. Matters Arising/Summary of Agreed Actions | Enclosure 2 |
| 3.40 | 5. Performance Report
(Fiona Dalton, Chief Executive) | Enclosure 3 |
| 4.10 | 6. Feedback from Sub-Groups
(Pat Kemish/Ann Short/Leon Spender) | Enclosure 4 |
| 4.30 | 7. Review Membership of Sub-Groups
(All Governors) | Enclosure 5 |
| 4.40 | 8. Feedback from Members' Evenings <ul style="list-style-type: none"> • Asthma & Allergy 3rd July 2014 • Ophthalmology evening 4th September 2014 (All Governors) | Oral |
| 4.45 | 9. Communications Strategy including Membership Strategy
(Fiona Dalton, Chief Executive/Alison Ayres, Director of Communications & Public Engagement) | Presentation |
| 5.15 | 10. Elections for constituencies:
New Forest, Eastleigh & Test Valley
Rest of England and Wales
Medical and Dental Staff
Other Clinical Staff
(John Trewby, Chair/Alison Ayres, Director of Communications & Public Engagement) | Oral |
| 5.20 | 11. Any other business | |

12. **Dates of meetings for remainder of 2014/15 and 2015/16:**

Thursday, 30th October 2014, from 3.00-5.00pm (Study Session)

Monday, 19th January 2015, 2.00-4.00pm

Tuesday, 17th March 2015, 3.30- 5.30pm

Tuesday 14th April 2015, 3.00-5.00pm (Study Session)

Wednesday 1st July 2015, 6.00-8.00pm

Tuesday 15th September 2015, 3.30-5.30pm

Thursday 29th October 2015, 3.00-5.00pm (Study Session)

Monday 18th January 2016, 2.00-4.00pm

Tuesday 15th March 2016, 3.30-5.30pm

13. Date of Next Meeting: 19th January 2015, 2.00-4.00pm

Apologies: Ann Short

In attendance: Fiona Dalton, Chief Executive
Alison Ayres, Director of Communication

EXCLUSION OF PRESS, PUBLIC AND OTHERS

The public and representatives of the press may attend all meetings of the Trust, but shall be required to withdraw upon the Council of Governors resolving as follows “that representatives of the press, and other members of the public, be excluded from the remainder of this meeting as publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted”

Council of Governors' Minutes – Open Session

Date:	2 nd July 2014	
Present:	<p>John Trewby, Chair</p> <p>Peter Hollins, Senior Independent Director/Deputy Chair</p> <p>Chris Andrews, Elected, Southampton City Centre</p> <p>Terry Matthews, Elected, Southampton City Centre</p> <p>Caroline Powell, Elected, Southampton City Centre</p> <p>Leon Spender, Elected, Southampton City Centre</p> <p>Chris Harris, Elected, New Forest, Eastleigh and Test Valley</p> <p>Heather Parsons, Elected, New Forest, Eastleigh and Test Valley (from item 18/14)</p> <p>David Rutter, Elected, New Forest, Eastleigh and Test Valley</p> <p>Ann Short, Elected, New Forest, Eastleigh and Test Valley</p> <p>Paul Cantlie, Elected, Rest of England and Wales</p> <p>Aelwen Emmett, Elected, Rest of England and Wales</p> <p>Jean Mallows, Elected, Rest of England and Wales (from item 18/14)</p> <p>Rose Wiltshire, Elected, Isle of Wight</p> <p>Brian Birch, Elected, Medical & Dental Staff</p> <p>Pat Kemish, Elected, Nursing & Midwifery Staff</p> <p>Margaret Wheatcroft, Appointed, Southampton City CCG</p> <p>Joan Wilson, Appointed, Southampton City CCG (from 2/7/14)</p> <p>Simon Hunter, Appointed, West Hampshire CCG (until item 21/14)</p> <p>Jessica Corner, Appointed, University of Southampton</p> <p>Sarah Bogle, Appointed, Southampton City Council</p> <p>Sophie Agostinelli, Under 21 Representative</p> <p>Sara Babahami, Under 21 Representative</p>	<p>JT</p> <p>PH</p> <p>CA</p> <p>TM</p> <p>CPo</p> <p>LS</p> <p>CH</p> <p>HP</p> <p>DR</p> <p>AS</p> <p>PC</p> <p>AE</p> <p>JM</p> <p>RW</p> <p>BB</p> <p>PK</p> <p>MW</p> <p>JW</p> <p>SH</p> <p>JC</p> <p>SB</p> <p>SAG</p> <p>SBa</p>
In attendance:	<p>Fiona Dalton, Chief Executive</p> <p>Alastair Matthews, Finance Director & Deputy CEO</p> <p>Judy Gillow, Director of Nursing and Organisational Development</p> <p>Neil Thomas, Partner, KPMG LLP (UK)</p> <p>Sarah Anderson, Company Secretary & Head of Corporate Affairs</p> <p>Bev Davies, Corporate Affairs Manager</p> <p>Gareth Davies, Non-Executive Director</p> <p>Iain Cameron, Non-Executive Director</p> <p>Lynne Lockyer, Non-Executive Director</p> <p>Two members of the public</p>	<p>FD</p> <p>AM</p> <p>AA</p> <p>NT</p> <p>SA</p> <p>BD</p> <p>GD</p> <p>IC</p> <p>LL</p>
Apologies:	<p>Colin Pritchard, Elected, Southampton City Centre</p> <p>Andrew Gibson, Appointed, Hampshire City Council</p> <p>Kate Thompson, Appointed, Business South</p> <p>Kieran Hand, Elected, Other Clinical Staff</p> <p>Anita Beer, Elected, Non-Clinical and Support Staff</p> <p>Alison Ayres, Director of Communications & Public Engagement</p>	<p>CPr</p> <p>AG</p> <p>KT</p> <p>KH</p> <p>AB</p> <p>AA</p>
14/14	Chair's Welcome and Opening Comments	Action By
14.1	The Chair welcomed governors to the meeting. He welcomed JW, the new appointed governor from Southampton City CCG to her first meeting, and introduced her to the Council.	

15/14 **Declarations of Interest**

There were no declarations of interest.

16/14 **Minutes of Previous Meetings**

16.1 The minutes of the open meeting held on 12th February 2014 was accepted as a correct record, with two amendments:

Ref 11.2 Questions for NEDS The sentence 'CPr expressed his deep concern that the high percentage of staff reporting stress in the Staff Survey could contribute to poor patient care' to be added into the second paragraph after the words 'training etc.'

Ref 9.2 Performance Report – In the sentence regarding investigation into a SIRI - replace the word 'reporting' with 'requiring' investigation.

16.2 The minutes of the closed meeting held on 9th June 2014 were accepted as a correct record.

17/14 **Matters Arising/Summary of Agreed Actions**

17.1 **Ref 4.2 (March 2013) Governor training needs** David Young, Head of Leadership Development is progressing this work and will be invited to input to induction for new governors later in the year. The chair asked governors to let him know if they required any specific training.

17.2 **Ref 4.2 (February 2014) Radiology results delays** SH to take this up.

17.3 **Ref 39.3 Membership of the Membership and Engagement Strategy Group** CA has volunteered to join this sub-group.

18/14 **Performance Report**

18.1 FD presented the performance report. She reported that April and the first half of May had seen difficulties with patient flow, although improvement was seen in June. The Trust will spend the next few months getting plans in place for the winter period.

Ward staffing figures are now being published, although FD noted that it is difficult to interpret the data or compare against other Trusts. There is no national directive on what a safe level of staffing should look like. However, the publication of this data aids transparency.

The Trust has received the draft CQC intelligent monitoring report and has been assessed as a level 4, which is the second best category.

A performance improvement framework away day was being held today, involving staff from across the Trust looking at key Trust priorities to improve safety and quality for patients.

Friends and family test. In June 30% of inpatients and 20% of ED patients completed feedback forms, against completion targets of 25% and 15% respectively 74% of inpatients who responded and 75% of ED outpatients who responded said they were extremely likely to recommend the Trust to friends and family (targets of 72% and 74%) .

The first staff friends and family test has also been completed. 74% of respondents would recommend the Trust as a place to work, and 86% of staff would recommend the Trust as a place to care for friends and family. Both results are better than the provisional national average scores. Staff were also asked to nominate someone who inspired them at work. Over 1000 different people were nominated and FD plans to write to each one to congratulate them.

FD reported that the Deanery is going to review the training for junior doctors in trauma and orthopaedic doctors on 17 July.

Referral to treatment 18 week targets – the Trust met the non-admitted and incomplete targets in May but failed the admitted target. FD noted that this is in line with plans as the Trust is currently addressing the backlog of long-waiting patients.

Performance against the cancer targets is not yet known, but it is expected to be very close.

The Trust failed the ED four hour target for quarter 1 (92% against a target of 95%). However, the Trust achieved the 95% target for June (95.5%), for the first time since November 2013, work is on-going to maintain this level of performance.

FD noted that the key issue for achieving the four hour target is the availability of beds within the Trust to move patients in to. She outlined work being undertaken to improve this, such as more support through service improvement and external clinicians, the use of 'hot clinics' to try and avoid people having to stay overnight. A trial of additional overnight support is currently being evaluated.

The external ECIST review found that the priority is to get people out of hospital – the Trust had up to 150 section five patients in April/May. The system needs to work together to ensure that care packages can be started, and that patients have access to rehab and intermediate care.

The performance in April and May has had a significant impact on finances; less income was received due to a lower than planned number of elective procedures. The Trust is robustly dealing with this, working closely with divisions to ensure there is no impact on safety and throughput whilst reducing costs wherever possible.

Sir Bruce Keogh visited the Trust and was particularly interested in seven day working. He met with clinicians and it proved a very successful visit. FD had time to discuss some national issues with him.

The Countess of Wessex opened Lifelab.

Jeremy Hunt called FD to discuss ED, and he recognised how hard staff are working.

Dr Dan Poulter is due to visit the Princess Anne tomorrow. (post meeting note: This visit was cancelled by the minister).

FD is launching a review and refresh of the 2020 vision. Governors will be engaged as part of the review.

18.2 A discussion followed covering:

- Lifelab – SAg commented on a visit to the Lifelab, which she thought was excellent and made students think about all the different types of medical careers there are.
- TM asked about the Deanery visit. FD explained the background and the concerns raised by junior doctors about their experiences in the trauma and orthopaedic (T&O) wards. She informed governors that the Trust had been implementing an action plan to improve their experience. Actions had been reviewed once by the Deanery, who noted improvements, but identified further issues on middle grade doctors. TM reported that he had spoken to staff in T&O who raised issues about cover at evenings and weekends. FD responded that FD1s just work in the day. SHOs cover nights. These are not Deanery SHOs and historically have been agency and a part of action plan has been trying to employ them as permanent staff. SPRs are on call 24/7, mainly in theatre. Consultant time has been reorganised to help supervision until late in the evening. ANPs do some jobs junior docs used to do, but do not replace junior doctors.
- SB asked about wider system issues and what needs to be done for this winter. FD responded that an ECIST review had found that the system is good at keeping people out of hospital but that discharge is an area for focus. The Trust needs to streamline some procedures, and externally there needs to be further provision in the community. Health and social care are working better together.
- BB asked about plans for step down provision and how fines are being used. FD reported that the Trust has put a market testing advert out to test the water with regard to step down facilities. There is a view from social services that there are a higher proportion of patients in the local area who go to nursing homes than some other areas of the country.
- Nursing home places – some homes have had issues with CQC locally and some were closed to new admissions last winter.

18.3 After discussion the Council of Governors:

- **Noted** the update.
- **Agreed** that the staff experience group should follow up on the results of the staff friends and family test.

PK

19/14 Feedback from Breast Cancer Members' Evening

19.1 Governors who attended felt that this had been a very good evening with a good mix of information. BD reminded governors that the following evening a members' evening on asthma and allergy was due to take place. 100 members had signed up to attend.

19.3 After discussion the Council of Governors

- **Noted** the feedback.

20/14 Feedback from FTGA Spring Development Day 26th March 2014

20.1 RW reported that this event had been useful; as well as meeting with governors from other trusts; she got an overall picture of what's happening around the country. The chair encouraged all governors to attend FTGA or FTN events and training where possible.

20.2 After discussion the Council of Governors:

- **Noted** the feedback.

21/14 Final Annual Report and Accounts 2013/14, including feedback on governor input to the Quality Account

21.1 NT from KPMG presented the findings from the audit of the accounts and the quality account to governors. He explained that auditors review financial systems, statements and processes to ensure the account provide a true and fair view of the position. He noted that the auditors were impressed with both the quality of the accounts and the timely delivery of them.

Auditors also review the annual governance statement and general commentary to ensure it is a fair reflection of the last 12 months. They make a judgement on effective use of resources and governance arrangements, and were able to give a positive opinion in this area.

They also review the quality account to ensure it includes everything it should and ties back to other documents produced by the Trust. Auditors carry out some testing of non-financial indicators. Again a positive opinion was made and auditors found the quality account to be well supported.

All three areas under consideration therefore had positive opinions, although the auditors made eight recommendations for improvement – these are all medium or low priority.

NT noted that a review of last year's recommendations found that all had been implemented and further noted that the Trust benchmarks well across client base.

MW reported on governor input to the quality account this year. She noted that governors had not been as involved as had been hoped and there are lessons to be learnt for next year.

21.2 A discussion followed covering:

- JG noted that there is a tight framework for the format of the reports. Her team are working on a summary of the quality account for patients and the public.
- Governors noted that the draft report received was in very rough form and there was a lot that wasn't easily understandable.
- DR asked detailed questions of the auditors on their review of performance, in particular priority 2 for patient safety. Discussion followed about continuity across aims and measures from year to year, and how the title change of a target may change the detail behind it. NT noted that flexibility is often in the narrative.
- DR also asked about timing of the data and why data from different sources on the same issue can be different. NT responded that timing differences often mean that data looks different; a number of the indicators are periodic, or go through a data cleansing exercise which sometimes leads to timing errors so figures don't always fit into the timeframe
- JC noted that the safety thermometer narrative shows that the message has not hidden the facts
- DR also commented on the medicine for older people dementia care target to identify 90% of patients with dementia and refer on. Due to time constraints the chair asked DR to forward any further questions to Board to pass on to the appropriate responsible officer.

21.3 After discussion the Council of Governors

- **Accepted** the annual report and accounts
- **Requested** a review of the timescales for governor input into the quality account for 2014/15.

SA

22/14 To approve amendments to the Trust Constitution

22.1 SA introduced this paper which details proposed changes to the Trust's constitution. Changes mainly relate to the model election rules to facilitate non-paper based voting in governor elections. SA noted that this had been presented to Board who requested minor amendments to paragraphs 19-24.

- 22.3 After discussion the Council of Governors
- **Approved** the proposed changes to the Trust Constitution, including the changes requested by Board.

23/14 Membership communication strategy

- 23.1 AA was unable to attend the meeting, so this item was deferred. AA is producing a new communications strategy which will include a membership section. She will consult with the membership and engagement strategy sub-group.

24/14 Feedback from working groups

24.1 Staff Experience

PK highlighted key points in her report.

- 24.2 A discussion followed covering:

- The staff communication survey found that staff want information electronically and want more information across the board, but in particular on pay and conditions.
- The U21s have met with BB and SA and talked about increasing younger volunteers from that age group by visiting schools and colleges. SA reported that Kim Sutton would like to work with these governors specifically.
- Motivation – can particular areas be pinpointed and followed up? This will be picked up and there will be an action plan.

- 24.3 After discussion the Council of Governors:

- **Noted** the update.

25/14 Patient Experience

- 25.1 MW highlighted key issues from the report and added that areas of priority for the group are the ED action plan and workforce, readmissions, the complaints process and feedback on lessons learnt.

MW reported that Travelwise came to talk about short term parking solutions and this will be followed up over the coming year.

- 25.2 A discussion followed covering:

- JG noted that readmissions forms part of the CQC intelligent monitoring report.
- FD commented on parking and noted that obtaining planning permission for increased parking on site will be difficult and expectation will need to be managed.
- TM suggested some parking solutions though opening up car parks in the evenings and weekends. FD noted that this is not when there is an issue on site and reported that there are plans for increased working over evenings and weekends. TM commented that pay and display would be better. FD suggested that TM could meet with Mike Murphy, the Director of Strategy and business development to discuss parking issues separately.
- Issue with group numbers due to turnover arising for the elections. SA noted that the group could co-opt members on if continuing governors would wish to do so.

- 25.3 After discussion the Council of Governors

- SA and MW to take forward interim actions to ensure momentum continues.
- TM to contact SA to arrange a meeting with the relevant executive to discuss parking issues.

SA/MW/
TM

26/14 Membership & Engagement Strategy

- 26.1 AS reported that a recruitment stand outside the front of the hospital had not been successful but had led to making contact with a representative from SOS Polonia, a local group that supports the Polish and Lithuanian community in the city. AS is looking at moving a stand to outpatient areas or Princess Anne Hospital. The communications team has started a new newsletter for members which the group will contribute to. She welcomed Chris Andrews to the group. The group is going to firm up plans for the open day stand at the next meeting. AS and AE are going to a Hindu temple on Monday to present to the congregation, and will be having a stand at the Mela.
- 26.2 A discussion followed covering:
- Co-opting of members.
 - U21 – given leaflets to careers advisers. Easier to sign up on-line.
- 26.3 After discussion the Council of Governors:
- **Noted** the update.

27/14 Strategy including Annual Plan Update

- 27.1 LS thanked Sue Leamore, deputy director of strategy who enabled consultation on the annual plan.
- 27.2 A discussion followed covering:
- There will be consultation leading up to the 2020 refresh.
- 27.3 After discussion the Council of Governors:
- **Noted** the update.

28/14 Any Other Business

- 28.1 BB asked about the reporting of staffing levels and how often the data will be refreshed. JG reported that in house this will be daily, and then data is uploaded to the national website and reported monthly. The Trust reports on each ward for each shift on actual against plan. At 11am daily, management review levels on every ward to identify hotspots, and make changes where needed. Each ward has a board identifying staff for the public. Information is not put on the Trust website daily, but goes on both the Trust and NHS Choices websites monthly. The Trust website also has some narrative to explain the data and provide context.
- 28.2 BB reported that a survey of doctors about car parking found a general feeling that the move to the full rate for staff parking has been made too early. SA agreed to review the minute trail for the decisions. SA
- 28.3 DR reported on the positive and useful meeting with non-executive directors about how governors can hold them to account. The group will bring proposals to the next meeting.
- AE added that it is beholden to governors to make themselves more visible around the Trust, to talk to staff and patients, and see for themselves what is happening. SA can continue to arrange this through JG and the executive team. MW reported that this is very beneficial as it really helps governors to follow issues through to the front line. She said that staff are keen to share their views. SA
- SAG said it would be useful for the under 21s to have identification lanyards.
- 28.4 LS asked about the different alert levels. FD said that it relates to the capacity in the Trust, and explained the four different levels.
- 28.5 AE asked for an update on applications for the upcoming elections. BD reported that despite wide promotion, very little interest had been seen. Corporate Affairs and the communications team will continue to promote.

28.6 AS reported on the mealtime volunteers she had seen on the dementia ward. She observed an increasing desire to improve things for patients.

28.7 As this was MWs last meeting, JT thanked her for all her support and hard work over her years on the Council, and presented her with a gift from governors. He said that her input had been instrumental in helping the Trust to improve and deliver quality services, and that her commitment, diplomacy and common sense had been invaluable. AE added her thanks for MW leading governors from the front and supporting from behind.

MW thanked governors for being a supportive team of colleagues, and thanked executives for being helpful and supportive to governors.

29/14 **Date of Next Meeting:** 16th September 2014, from 3.30-5.30pm

UHSFT – Council of Governors Actions Summary for 16 September 2014 Council of Governors’ meeting

Action & Minute Reference		By whom	Target Date	Current Status
<i>Council of Governors – 13 March 2013</i>				
4.2	Identification of governors training needs (c/f from 6/12/12)	JT/MW		In progress – David Young, Head of Leadership Development progressing.
<i>Council of Governors – 12 February 2014</i>				
7.1	HP to circulate the link to the Facebook page to all governors	HP		
<i>Council of Governors – 2 July 2014</i>				
18.3	The staff experience group should follow up on the results of the staff friends and family test	PK		
21.3	A review of the timescales for governor input into the quality account for 2014/15 to be undertaken.	SA		In progress. Some initial discussions have been held with the lead governor and the Trust is currently awaiting guidance on the Quality Account 2014/15 from Monitor.
25.3	SA and MW to take forward interim actions to ensure momentum continues. (Co-opting of members pre election)	SA		SA has identified some members who could be co-opted to the council of governors from under-represented groups. The council of governors to confirm the approach at this meeting.
25.3	TM to contact SA to arrange a meeting with the relevant executive to discuss parking issues.	TM		SA has not heard from TM re this issue.
28.2	SA agreed to review the minute trail for the decisions re full rate staff parking.	SA		This has been undertaken and fed back to BB
28.3	Under 21s to have identification lanyards.	SA	16/9/14	Appointment arranged with Learning Support for 16/9/14.

As at 4/9/14

Council of Governors' Paper Cover Sheet

Title	Performance Report
Date	Council of Governors – 16 September 2014
Authors' names & Job titles	Fiona Dalton, Chief Executive Sarah Anderson, Company Secretary and Head of Corporate Affairs
Purpose of the paper	To present the Performance Report to the Council of Governors for consideration and discussion.
Recommendation / Action Required	The Council of Governors <ul style="list-style-type: none">• Notes the report
Related Trust Objectives	<ul style="list-style-type: none">• Objective 1. Trusted on Quality• Objective 2. Delivering for Tax payers• Objective 3. Excellence in Healthcare

Performance Report to the Council of Governors

1 Purpose

- 1.1 Through this report, the Chief Executive, Fiona Dalton, seeks to update the Council of Governors on recent performance. Included in this report are the performance indicators used by Monitor to judge the performance of the Trust.
- 1.2 The Chief Executive will verbally update the meeting on the key issues.

2 Key Performance Issues

- 2.1 The Monitor ratings are the key high level indicators for governors to utilise in the performance of their role. At the end of quarter 1 (31 July 2014) the Trust was rated green for governance and red for finance. This information is published on the Monitor website at <http://www.monitor-nhsft.gov.uk/about-your-local-nhs-foundation-trust/nhs-foundation-trust-directory-and-register-licence-holders/university-hospital-southampto>
- 2.2 These ratings were assigned to the Trust by Monitor based on the performance information provided by the Trust. The Trust has reported to the council of governors that in July members of the Trust Board attended a meeting with Monitor to discuss the Trust's poor performance in the ED 4-hour wait target, referral to treatment targets, cancer targets and financial performance. The Trust is still awaiting the outcome of this meeting from Monitor and, in the meanwhile, remains in regular contact with Monitor updating them on performance. Monitor considers that the Trust remains green for performance until such time that a formal investigation is launched.
- 2.3 Areas of current concern to the Board are financial performance, ED performance, Referral to Treatment (RTT) performance and the sustained achievement of cancer targets.
- 2.4 July has been a busy month in the Trust with greater numbers than ever before of patients being treated and elective income increasing. The Trust achieved a £1.3m surplus of income over expenditure, although this still fell short of plan by £1m and cumulatively the Trust remains in deficit. To deal with this serious shortfall a number of measures are being taken to control expenditure and ensure income is maximised. In particular this has been focused on delaying the capital investment programme, reducing agency expenditure and discretionary items such as furniture and travel.
- 2.5 The board is presented with key performance indicator information on a monthly basis as a part of the Key Performance Indicator Report. Governors are directed to Trust Board papers and minutes, available on the Trust website (at <http://www.uhs.nhs.uk/AboutTheTrust/TrustBoard/TrustBoard.aspx>) for further background information and the minutes of ensuing Board discussions.
- 2.6 In summary, as at the end of July 2014, cumulative year to date performance against the ED 4 hour target is 92.3%. The Trust did not meet the target for admitted or non-admitted patients waiting more than 18 weeks but continued to meet the incompletes target. Cumulative figures are 81.96% for admitted, 93.05% for non-admitted and 92.01% for incompletes. This was as expected and linked to the Trust clearing a backlog of longer waiting patients. The Trust has set a target to reduce the backlog of patients of 1500 by year end.
- 2.7 Disappointingly the Trust also failed two of the Cancer targets which are measured quarterly. The Trust failed to treat sufficient patients within 62 days of referral. (79.8% against a target of 85%). In addition, the Trust only treated 95.99% of patients within 31 days of decision to treat against a target of 96%.

2.8 Appendix A shows performance against the Trust's 12 key strategic priorities.

3 Chief Executive Blog

3.1 The Chief Executive writes a regular blog, the link to which is copied to governors. (<http://www.uhs.nhs.uk/AboutTheTrust/Newsandpublications/Chief-executives-blog/Chief-executives-blog-26-August-2014.aspx>) Recent issues discussed include the refresh of the 2020 Vision, the staff friends and family test and the importance of all the work that goes on behind the scenes in the Trust.

4 Recent Developments

4.1 The directors provide regular updates to the Trust Board and details can be found in the Chief Executive's Report on Current Issues. Governors are directed to Trust Board papers and minutes, available on the Trust website (at <http://www.uhs.nhs.uk/AboutTheTrust/TrustBoard/TrustBoard.aspx>) for further background information and the minutes of ensuing Board discussions.

4.2 The Chief Executive will specifically update the Council of Governors on the case of Ashya King at the meeting. Other key items of interest are detailed below.

4.3 *Care Quality Commission (CQC)*

We have been formally notified that the CQC will be conducting a routine inspection of the Trust at some point in the weeks following the 4th December 2014.

4.4 *Operating Theatres*

The first patients were treated in the two new operating theatres on the 21st July. Since this date they have been in daily use, enabling us to treat more elective patients and reduce the waiting time for emergency surgery.

4.5 *New Endoscopy Unit*

This has now been opened and additional patients are being treated.

4.6 *Expanded Medical High Dependency Unit (HDU)*

The estates work has now been completed and the clinical commissioning work is underway. Once this has been completed beds will be gradually opened depending on recruitment.

4.7 *Opening of new Birthing Environment*

The improved birthing environment (capital funded through the Department of Health) was formally opened on the 10th July. These improved facilities will make a significant difference to the patient experience.

5 Recommendation

5.1 That the Council of Governors:

- Notes the report

TRUST PRIORITIES FOR 2014/15

2020 VISION	TOP 12 STRATEGIC PRIORITIES	ASSURANCE AND SCRUTINY	STATUS/RISK
<p>Trust Core Values >Patients First >Working Together >Fresh Thinking</p> <p>Strategic Objectives >Trusted on Quality >Delivering for Tax Payers >Excellence in healthcare</p> <p>Portfolio >Clinical >R&D >Education >Commercial</p>	<p>1. Provide high quality local services and strengthen our specialist services</p>	<p>Due to high levels of demand, both in terms of patient admissions and complex discharges that extend length of stay, our ability to maintain our planned elective program has been impacted which ultimately influences our ability to strengthen our specialist services. Measures are being implemented, agreed with commissioners, to rectify this situation.</p>	
	<p>2. Deliver the Patient Improvement Framework (PIF)</p>	<p>The 14/15 Patient Improvement Framework (PIF) priorities now all have improvement metrics and these are monitored via the quarterly quality reports.</p>	
	<p>3. Develop the Children's Hospital</p>	<p>Ronald MacDonald House due to open Q3 2014; Paediatric ED (& PAU co-location) delayed; 14th PICU bed due to be open Q3 2014.</p>	
	<p>4. Achieve agreed financial year end position within tight constraints</p>	<p>Delivery of a CoSRR of 3 required delivery of the plan with marginal headroom. This has not been achieved and the Trust remains at a CoSRR of 2. April and May were both very challenging operationally which left elective activity and income falling well short of plan. The subsequent improvement in activity has not enabled sufficient recovery to the overall financial results. The Trust is working on significant actions aimed at recovering the CoSRR by the end of 2014/15. Whilst CIP identification had increased to 97%, delivery continues to fall behind plan, at £1.3m behind plan year to date.</p>	
	<p>5. Achieve regulatory compliance</p>	<p>The Trust has recently met with Monitor and is waiting for a formal update letter. The Trust has been informed that its planned CQC inspection will take place in December 2014.</p>	
	<p>6. Develop sustainable capacity solutions to balance demand/ & capacity</p>	<p>2014/15 Capacity Plan agreed and signed-off; Net increase of 33 beds planned over and above 2013/14 investment; Partner discussions on increasing Healthcare at Home and Virtual Ward capacity; Inability to access 19 beds at the RSH is placing pressure on our refurbishment programme and the T&O wards due for refurbishment in the Summer have now been deferred. Discussions underway to identify short and medium term capacity solutions but the increase in DTOC is increasing the capacity risk.</p>	
	<p>7. Achieve stakeholder alignment of strategic priorities and plans</p>	<p>2014/15 Operational Plan submitted to Monitor and communicated to key stakeholders. 2014/15 Strategic plan (Monitor) under development and CCG engagement being arranged. Council of Governors Strategy Group reviewed progress at their meeting on the 16th May. It was presented at Core Brief that we will undertake a program of engagement and review to redefine the 2020 Vision.</p>	
	<p>8. Maximise research opportunities potential</p>	<p>Research recruitment figures are on target for achieving the 40% uplift agreed with the CRN. The TB agreed '70 day target' strategy in being actioned and Q1 figures show an improvement (DH confirmation outstanding). Recruitment to externally funded R&D posts is progressing in parallel with actions to ensure R&D responds and contributes to improving the Trust's overall financial position.</p>	
	<p>9. Advance our commercial plan</p>	<p>>CEPD project progressing and due to start detailed design, Contract to create JV now signed and proposals being fully developed >Private Patient Strategy is continuing to be developed although capacity constraints are creating a need to review the plan</p>	
	<p>10. Develop our communications strategy</p>	<p>The strategy is being drafted and is due to come to Trust Board in September along with the first draft of the vision document.</p>	
	<p>11. Advance our organisational development agenda</p>	<p>The PIF awayday focused on leadership and culture to drive up improvement in quality and performance. Staff engagement on the values and behaviours has commenced.</p>	
	<p>12. Review & refresh the 2020 Vision</p>	<p>>2020Vision project plan being developed >5 Year Strategic Plan (Monitor) completed > Plan to recast the strategy was reviewed and discussed at TB in July. Draft Vision document now under development .</p>	

Council of Governors' Paper Cover Sheet

Title	Council of Governors' sub-group update report
Meeting Date	Council of Governors – 16 September 2014
Sponsoring Director	John Trewby, Trust Chair
Authors' names & Job titles	Sarah Anderson, company secretary & head of corporate affairs
Purpose of the paper	This report informs governors of the activities of the Council's sub groups.
Recommendation / Action Required	For the council of governors to : <ul style="list-style-type: none">• Note the report.
Other committees where this issue has been considered	None
Legal implications	None
Equality and Diversity implications (Please tick as appropriate)	None

Council of Governors sub-group update report

1 Purpose

1.1 This report outlines the activities of the council subgroups since the last full council meeting. By presenting the feedback as a written report distributed with the papers, time can be given in the agenda to further discussion and questions.

2 Membership and engagement strategy group – report from Ann Short

2.1 The group, with the help of the Communications Department, continues its work in recruiting new members and engaging with existing.

2.2 In July two members of the group shared a stand at the Mela Festival with Solent Foundation Trust, and between them 81 new members from this multiracial event were recruited.

2.3 The specialist evening on breast cancer, though an emotive subject was not as well attended as expected. There is a further one on ophthalmology on 4 September.

2.4 It was agreed that as part of the recruitment strategy, we would have a stand outside the front entrance of the hospital, this proved only partially successful, as people were either rushing into the hospital to keep appointments or rushing out to the car park. However the chair of the charity SOS Polonia signed up the charity, which has 17,000 users in Southampton, as a whole. The charity is 'first stop' to many immigrants, not only from Poland, but also from other Eastern European countries. The many problems that these immigrants have include language barriers, an unhealthy lifestyle, chronic health problems such as diabetes, and lack of understanding of the healthcare systems in this country, thus leading to inappropriate visits to A and E. During conversation, the chair asked whether the Trust could help in any way with health education. Plans for a further meeting were discussed.

2.5 On Sunday 31 August, two members of the group visited the Hindu Temple in Southampton, to give a short presentation about the Trust and membership, after which they enjoyed a delicious lunch during which they spoke with various people. It was decided that it was better to have fewer members who could represent the congregation, than to recruit en masse. Posters about the Open Day were requested and delivery arranged.

2.6 Plans are complete regarding the Open Day. The governors' stand will include drawing activities for children, a question with three possible answers, as well as a recruitment drive for new members. Help from all governors will be much appreciated.

2.7 Sadly, the meeting of the Membership Engagement Group on 10 September will be the final one for three members. We wish the group all good fortune in the future.

2.8 I would like to thank my colleagues for their loyalty and hard work, and the Trust communications department for all their help.

3 Strategy group 16 May 2014 – report from Leon Spender

3.1 The group are looking at the top 12 Trust Priorities for 2014/15. (See Enclosure 3 Appendix A)

3.2 The group review progress toward the top twelve priorities. Unfortunately, status/risk is below expectation on half of the topics, which illustrates the tension the Trust is experiencing on a number of fronts. Brief explanations are provided for each item.

3.3 The group are meeting again on 12 September.

4 Patient experience group

4.1 The patient experience group met on 11 August. They discussed the framework needed for review of the quality report next year and agreed that the group should give a collective, prioritised response to the draft report.

4.2 The group also discussed priorities for the coming year as:

- Emergency Department and acute medicine
- Complaints process
- Patient nutrition and mealtimes generally
- Short term improvements to parking
- RTT

5 Staff experience group – report from Pat Kemish

5.1 The staff experience sub group are due to meet on 12 September. A verbal update will be provided at the meeting.

6 Council of Governors Working Party to Improve Communication between Governors and Non-Executive Directors – report from Leon Spender

6.1 The draft paper (Appendix 1) from the working party is appended for consideration and comment.

6.2 Earlier this year members were invited to join a working party to look at how relations between governors and non-execs could be improved to achieve the two main goals expected of us by Monitor, namely, hold non-execs to account, and represent the interests of members and the public. See paragraph 1.

6.3 The introductory note for the working party set out these points to describe the present situation:

6.4 The tripartite arrangement of executive directors, non-executive directors and governors is difficult to comprehend; who is leading who?

- Few governors could participate in the non-executive appraisal scheme, because they rarely see non-executives at work.
- The appraisal process for non-execs is complex and time consuming for all involved and fails to produce an effective result
- Non-executives are not often invited to governor meetings; non-executives rarely take the initiative to ask to present an account of their work to the governors.
- Governors have not given issues (such as public or members opinions) for non-executives to consider and to report back.
- Executive Directors usually lead discussions and governors direct their questions to them and non-executives can be left to look irrelevant.
- Present meeting arrangements do not provide enough time for discussion and questioning.
- Present seating arrangements can leave non-executives outside the circle.

6.5 The enclosed paper shows some ways forward to improve this situation, and will be discussed in further detail at the Council of Governors' study session on 30 October.

7 Recommendation

7.1 For the council of governors:

- To note the report.

Outcome of two meetings of the Working Party seeking to improve the Interaction & Communication between Governors and Non-Executive Directors.

Members:

Chair John Trewby, Company Secretary Sarah Anderson,

Non-Executives: Peter Hollins, Ian Cameron, Gareth Davies, Lynn Lockyer

Governors: Rose Wiltshire, David Rutter, Chris Harris, Leon Spender

To Improve Interaction & Communication between Governors and Non-Executive Directors

Before we can look at ways to enhance exchanges between these two groups it would be useful to look at the roles and expectations of both.

The Role of Governors

1. Monitor have set out the comprehensive list of governor duties in their publication **“Your statutory duties; a reference guide for NHS foundation trust governors.”** The following notes are intended to assist the delivery of two key tasks which are amendments to the 2006 Act made by the 2012 Act, namely:
 - a) ***Hold the non-executive directors, individually and collectively, to account for the performance of the board of directors.***
 - b) ***Represent the interests of the members of the trust as a whole and the interests of the public.***
2. “Holding the non-executive directors to account requires governors to scrutinise how well the board is working, challenge the board in respect of its effectiveness, and ask the board to demonstrate that it has sufficient quality assurance in respect of the overall performance of the trust. This is likely to involve questioning non-executive directors about the performance of the board and of the trust and making sure to represent the interest of the trust’s members and of the public in doing so. In performing this duty, governors should keep in mind that the board of directors continues to bear ultimate responsibility for the trusts strategic planning and performance.” **Monitor**

The Role of the Non-Executive Director

3. The non-executive directors of the University Hospital Southampton NHS Foundation Trust have worked widely on boards outside the NHS. Some have medical qualifications, but others have held senior roles in industry, large charities, finance, education and academia. They have voting rights in respect of major decisions equal to those of the executive directors, but only spend part of their time in the trust and do not appear in the executive management structure. They are not involved directly in day-to-day operations, but most chair a major Board sub-committee such as the Audit and Assurance committee or the Strategy and Finance committee. In addition,

they normally chair consultant appointments panels and very occasionally, they become involved in the later stages of complex disciplinary cases.

4. The Board is described by the regulator, Monitor as a “Unitary Board.” Within this, the role of the NED’s is to ensure that the Trust achieves the highest possible standards of governance and decision-making by bringing the board their experience, judgement, skills and specific expertise. They are required to hold the Executive Directors to account, but also to give them the benefit of their advice and to provide support where appropriate. As chairs of committees they are responsible for ensuring that those committees explore relative issues in depth and make recommendations to the Board in respect of major issues of policy or principle. Monitor regards the NED’s as being accountable to the Council of governors for the performance of the Board as a whole.

The Framework for interaction.

5. Whilst governors need the essential element of accountability of the Board, both the governors and the non-executive directors have the same objective which is: excellence of the Hospital and wellbeing of the patients. Therefore relationships between the two should be honest, open and mutually supportive, with good interpersonal relationships through good communication.
6. **Please note** that requests for information and questions seeking clarification on issues of data should be sent via the Company secretary, copy to Corporate Affairs Team who will allocate them to the NED most associated with the topic.

Non-Executive Tasks and Special Interests

7. A listing of our non-executives and their special interests together with their skills and expertise is available. This page of details is useful but does not help identify who is focussed on the “issues of the day” that are likely to be the concern of governors. It would help to have the annual targets that each non-executive has been set following their annual appraisal (practical tasks not personal matters).

Individual contacts

8. Governors may ask questions to gain information or comments from the non-executives. Questions may vary from items simply of interest to the individual governor, to broad based issues for which all governors would have an interest.
9. Broad based topics could be circulated to all governors at the outset. From the response a group of interested governors could ask to meet the NED dealing with the issue. The outcome could be considered for an agenda item at the next CoG.

Open Board meetings

10. Open Board meetings are open to governors and the public to attend. Governors may read the agenda and papers which are usually available on the internet for at least 5 days before the meeting. If governors decide to ask a question of the board then it should be based on the papers for that meeting. Governors should write to the author of the report in which they have an interest and set their question in time for the executive to consider their answer. At the meeting, it is with the discretion of the chair, as to whether questions will be called for, but typically there has been time for

one or two questions before the meeting is closed. If your question has not been answered then a reply will be sent by email.

Closed Board meetings

11. Governors may attend closed board meetings within certain parameters. The point of the closed meetings is to deal with information that maybe of a confidential nature and governors must accept that what they learn may not be passed on out of the meeting without specific arrangement. Not more than two governors should attend a meeting at one time. Chair may decide that it is not appropriate for a governor to attend.
12. The purpose of a governor attending a closed meeting will be for observation of the contributions made by the non-executives, and as with the open board meetings, the chair may invite a governor to ask a question.
13. It is expected that each governor will be asked to nominate the closed board meeting in which they have an interest. Each attendance to be arranged through the Corporate Affairs team.

Council of Governors Meetings

14. It is established that the Senior Non-executive Director will attend the Council meeting. Other NED's may be invited or may ask to attend and they will be given a seat at the board table. Governors will reserve the right to sit as the Council without any Executive present. Such meetings might be arranged 30 minutes before or after the Council meeting.
15. At a council meeting governors would like individual NED's from time to time to report back on a topic that they had been asked to consider/investigate by governors.

Governor Sub-Groups

16. One NED to be nominated to attend each group. The topic based approach described in 10 above would be helpful to carry forward key topics of interest.

Seminar Sessions

17. These sessions provide another opportunity for NED's to make a presentation individually or as a group and avail themselves to answer questions from the governors. Such presentations would be enhanced if a written report had been provided in advance.

Leon Spender 12th August 2014

Council of Governors' Paper Cover Sheet

Title	Review of membership of Council of Governor sub-groups
Meeting Date	16 September 2014
Sponsoring Director	John Trewby, Trust Chair
Authors' names & Job titles	Bev Davies, Communications and Engagement Officer
Purpose of the paper	To review current and future membership of the council sub-groups
Recommendation / Action Required	<p>For the Council of Governors to</p> <ul style="list-style-type: none"> • note the contribution made by outgoing governors to sub-groups and the Governors' Nomination Committee • agree that the four sub-groups continue to be appropriate for influencing Trust business and performance • appoint a public governor to the Governors' Nomination Committee to take up post from 1 October • agree that the continuing governors are the appropriate members for the sub-groups, taking into consideration their skills and interests • agree that incoming governors should be encouraged to join the staff experience group, membership and engagement group and the patient experience group, taking into consideration their skills and interests.
Other committees where this issue has been considered	N/A
Related Trust Objectives	<ul style="list-style-type: none"> • Objective 1. Trusted on Quality • Objective 2. Delivering for Tax payers • Objective 3. Excellence in Healthcare
Related Board Assurance Framework / Risk Register Entries	N/A
Financial and resource implications	N/A
Legal implications	N/A

Review of membership of Council of Governor sub-groups

1 Purpose and key points

- 1.1 The Council of Governors currently has a number of sub- groups/committees in place. These are:
- Membership and Engagement Strategy group
 - Patient Experience group
 - Staff Experience group
 - Strategy group
 - Governors' Nomination Committee.
- 1.2 Terms of reference have been agreed for all the groups/committees by the full council. A review of membership of each group is required annually in September as part of the annual programme.
- 1.3 The purpose of this paper is for governors to consider if the current sub-group structure is adequate to cover the varied responsibilities of the council, or whether the group structure should be revised. The groups were agreed by the original council of governors as being the most appropriate to add value to the Trust and discharge the responsibilities of the council.
- 1.4 It should be noted that the Governors' Nomination Committee is a statutory committee, with its responsibilities laid out in the Trust Constitution. The committee has delegated authority from the council of governors to recommend to the full council the remuneration, appointment, re-appointment and removal of the Chair and other Non-Executive Directors, as well as evaluating their performance
- 1.5 Following recent elections a number of governors will be standing down from the end of September, with three new governors taking up their posts from 1 October. Appendix 1 shows the current membership of each group, and the membership required to be quorate. Outgoing governors are highlighted within the attachment.
- 1.6 It should be noted that the patient experience and membership and engagement groups will have four remaining members. Both groups need to have three publically elected members present to be quorate.
- 1.7 All staff governors are required to be members of the staff experience group, so the new governor for other clinical staff, replacing Kieran Hand will be expected to join that group. From 1 October there will be just one publically elected governor in this group. To be quorate there should be a public member at each meeting, so a second public member should join this group to provide cover.
- 1.8 The strategy group is well attended. To be quorate it needs at least three members present. From 1 October this group will have a membership of seven.
- 1.9 From 1 October the Governors' Nomination Committee will need one more public member to be quorate.
- 1.10 The Council is asked to consider residual membership of each group from 1 October 2014, and consider where new governors are required, or if changes are needed, to ensure each group/committee has adequate membership to be quorate, that members from all constituencies have their views properly represented, and that the framework allows the remit of the Council of Governors to be properly discharged.

2 Recommendation

2.1 The Council of Governors is asked to:

- note the contribution made by outgoing governors to sub-groups and the Governors' Nomination Committee
- agree that the four sub-groups continue to be appropriate for influencing Trust business and performance
- appoint a public governor to the Governors' Nomination Committee to take up post from 1 October
- agree that the continuing governors are the appropriate members for the sub-groups, taking into consideration their skills and interests
- agree that incoming governors should be encouraged to join the staff experience group, membership and engagement group and the patient experience group, taking into consideration their skills and interests.

Council of Governors' Sub-Groups

Governors	Patient Experience Group	Membership and Engagement Strategy Group	Staff Experience Group	Strategy Group	Governors' Nomination Committee
Required Membership	At least three elected members of whom two should be a public governor.	At least three elected members, one of whom is a public governor.	All elected staff members and other council members who have volunteered to participate in this group.	At least three elected members of whom one should be a public governor.	Membership of all meetings – except those appointing a non-executive director where only one public council governor is required - shall consist of: <ul style="list-style-type: none"> • Three public council governors; • One Staff Council governor; • One appointed governor.
Membership from 1 October	Four public members.	Three public and one staff member.	Three staff and one public member.	Four public, two appointed and one staff member.	Two public, one staff and two appointed members.
Quorum	At least three governors (one of whom must be a public governor).	At least three public members, one of whom is elected.	At least three governors, (two of whom must be a staff governor and one of whom must be a public governor).	At least three governors (one of whom must be a public governor).	For nominations committees – three governors of which at least one is a public governor For appointments committees – two governors of which at least one is a public governor.

Governors	Patient Experience Group	Membership and Engagement Strategy Group	Staff Experience Group	Strategy Group	Governors' Nomination Committee
Colin Pritchard				X	X
Terry Matthews				X	
Caroline Powell	X		X		
Chris Andrews		X		X	
Leon Spender	X			X (Chair)	X
Ann Short	X	X (Chair)		X	
Heather Parsons	X	X			
David Rutter			X		
Chris Harris	X			X	
Rose Wiltshire	X	X			
Paul Cantlie	X	X			X
Aelwen Emmett	X	X			
Jean Mallows	X				
Brian Birch			X	X	X
Pat Kemish			X (Chair)		
Kieren Hand			X	X	
Anita Beer		X	X		
Joan Wilson					
Simon Hunter				X	
Jessica Corner					
Kate Thompson					X
Sarah Bogle				X	
Andrew Gibson					X

As at 3/7/14

Outgoing governors