

Council of Governors

**to be held at 2pm
Thursday 26th February 2015
Room 1
(Main Entrance)
RJAH**

COUNCIL OF GOVERNORS
26TH FEBRUARY 2015 AT 2.00 P.M.
ROOM ONE, MAIN ENTRANCE

AGENDA

1. Apologies:
2. Previous Meeting
 - a) Approval of Previous Minutes Paper 01
 - b) Update on Actions
 - c) Any Other Matters Arising
3. Declaration of Interests All
4. Chairman's Update Verbal
- Performance**
5. Performance Report Presentation by Chief Executive
- Governance**
6. Reappointment of the External Auditors Paper 02
7. Presentation by the Chair of the Audit Committee Presentation by Richard Clarke
8. COG Self-Assessment Paper 03
9. 2015/16 Forward Plan Presentation by Chief Executive/Director of Finance
10. Deputy Chairman and Senior Independent Director Appointments. Verbal
- Quality**
11. Quality Priorities for 2015/16 & Quality Indicators to be Audited Presentation by Jayne Downey/Director of Nursing & Service Delivery
- Standing Agenda Items**
12. Foundation Trust Membership Update Paper 04
13. Council of Governors Work Plan for 2015/2016 Paper 05
14. Any Other Business

Date of Next Meeting:

2:00 pm **Wednesday** May 27th 2015, Room 1

The Robert Jones and Agnes Hunt 
Orthopaedic Hospital
NHS Foundation Trust

Frank Collins ☎ 4358
Chairman

**COUNCIL OF GOVERNORS
27TH NOVEMBER 2014**

MINUTES OF MEETING

PRESENT:

Russell Hardy	Chairman
Dave Adams	Staff Governor
Martine Williams	Staff Governor
George Whittingham	Stakeholder Governor, Voluntary Services
Michelle Braden	Staff Governor
Gareth Pritchard	Public Governor, North Wales
Monte Gates	Stakeholder Governor, Keele University
Jan Greasley	Public Governor, North Wales
Russell Luckock	Public Governor, West Midlands
Sue Nassar	Public Governor, Shropshire
Adrian Bailey	Public Governor, Shropshire
June Middleton	Public Governor, Shropshire
Dan Howcroft	Public Governor, Cheshire and Merseyside

IN ATTENDANCE:

Wendy Farrington Chadd	Chief Executive
Professor Peter Jones	Non-Executive Director (Deputy Chair)
Hilary Pepler	Non-Executive Director
Ian Davies	Non-Executive Director
Ruth Tyrrell	Associate Director of Human Resources
John Grinnell	Director of Finance
Margaret Surrage	Head of Board Governance (Trust Secretary)

MINUTE No	TITLE	ACTION
1.0	<p>APOLOGIES</p> <p>Apologies were received from Ian Carruthers.</p>	
2.0	<p>PREVIOUS MEETING</p> <p>APPROVAL OF PREVIOUS MINUTES The notes from the previous meeting held on 28th May 2014 were approved as being an accurate record.</p> <p>UPDATES ON ACTIONS FROM PREVIOUS MEETING David Adams, Staff Governor, read out the response which he had received to an earlier query on anti-bacterial fitting</p> <p><i>"The use of copper impregnated items was discussed at the infection control committee some 4 or 5 years ago. It was considered that the use of copper would be a solution to a problem that the Trust does not have. The Trust has a good record on infection control which has been</i></p>	

	<p><i>achieved through its screening programme and adherence to good basic hygiene (hand washing, provision of gels, bare below the elbow etc. etc.). There is also a danger that if people thought that we had some sort of “anti-bacterial” fitting their own adherence to good practice (eg hand washing) could slip.</i></p> <p><i>The Trust does not rule out using copper impregnated items when fixtures and fitting are being replaced as part of the routine maintenance cycle, but will not actively pursue the replacement of ordinary fitting with copper impregnated ones”</i></p> <p>Margaret Surrage, Trust Secretary, added that this response had been approved by colleagues in Estates and Infection Control.</p> <p>OTHER MATTERS ARISING</p> <p>New Theatre Funding Package John Grinnell, Director of Finance, briefed the governors on the key components of the funding package for the development of the new surgical services unit.</p> <p>The total estimated cost of £12.3m would be funded from £1m charitable donation £1.3m from the Trust’s cash balances £10m loan. This is a ten year loan with a fixed interest rate of 1.8%</p> <p>The Chairman asked the Director of Finance to confirm the affordability of the loan repayments.</p> <p>The Director of Finance explained that the cost of the loan repayments would be covered by the amount which the Trust was currently paying for the lease of the temporary theatre building</p> <p>“A Rose Called Agnes” The Chairman said that he had noted the discussion about this rose in the previous minutes and he announced that he would purchase this rose to be planted in the Nurses Garden as a leaving gift to the Trust.</p>	
3.0	<p>DECLARATION OF INTERESTS</p> <p>Dan Howcroft, Public Governor, informed the Council that he was employed by the Medical Protection Society, adding that he did not foresee any conflict of interest arising from this.</p> <p>The Chairman declared that he was now the chairman of a company called “Fosse Healthcare”, which was based in Leicester. He added that this had previously had been declared to the Trust Board and had been included on the register of interests.</p>	
4.0	<p>APPOINTMENT OF THE LEAD GOVERNOR</p> <p>The Chairman reminded the Governors that Ron Pugh had stepped down from his post due to relocation and that Jan Greasley had been asked to step into the breach as the Lead Governor on an interim basis. He said that he felt that Jan had done an outstanding job in this role and was confident that she would make an excellent Lead Governor.</p> <p>This was seconded by Gareth Pritchard, Public Governor, agreed by the rest of the Council</p> <p>The Governors approved the appointment of Jan Greasley as the Lead Governor</p>	

5.0	<p>CHAIRMAN'S UPDATE</p> <p>The Chairman started by welcoming the two new Governors who were at the meeting.</p> <p>He explained that 2014 had been a year of turbulence for the NHS as a whole and that there had been local challenges in both Shropshire and Wales; within this context the Trust had had another good year and was on target to meet its planned surplus of £1m. He added that the Trust used the funds generated by the surpluses to invest in the Trust's facilities.</p> <p>He said that 2015/16 would be another tough year; the risk from the reduction in the tariff had reduced, following a lot hard work from John Grinnell and his colleagues at the Strategic Orthopaedic Alliance.</p> <p>Overall he was optimistic about the future for the Trust because of the outstanding patient care which it delivered and the high regard that it was held in by its commissioners. He added that this popularity had its own risks as the Trust would still have to treat all of its patients within the target times.</p> <p>Dave Adams, Staff Governor, pointed out that the visitor's book which had been opened for the historical display had been used for comments about the hospital generally and it was very pleasing to see such a positive response.</p> <p>Adrian Bailey, Public Governor, noted that the Trust had £4m cash in the bank and asked if there was any risk that his may be clawed back by the government. The Chairman replied that this was not a risk, adding that some Trusts had far higher balances, as high as £20m.</p> <p>The Governors <i>noted</i> the Chairman's update.</p>	
6.0	<p>PERFORMANCE REPORT</p> <p>A presentation of the Overview of Trust Performance for April to October 2014 was given by John Grinnell, Director of Finance. The highlights were:</p> <p>Patient Safety</p> <ul style="list-style-type: none"> • Excellent overall performance meeting all Monitors requirements <p>Patient Experience</p> <ul style="list-style-type: none"> • Outstanding patient feedback via the net promoter questionnaire • All Access targets (cancer & RTT) achieved in line with Commissioners & Monitor requirements <p>Efficiency</p> <ul style="list-style-type: none"> • Continued focus on efficiency ✓ High demand for our services – increased market share ✓ Strong activity levels ✓ Improved overall efficiency measures (ADOS,LOS etc.) <p>Resources</p> <ul style="list-style-type: none"> • Lowest 12 month rolling absence rate for the West Midlands region • Year to date surplus of £0.659m marginally ahead of plan – Forecasting delivery of £1m surplus <p>External Perception</p> <ul style="list-style-type: none"> • Maintaining our Continuity of Services Risk Rating of 4 • Green Rated on Governance <p>Dave Adams asked why some of the patient safety indicators were showing red for the year end forecast.</p>	

	<p>The Director of Finance explained that for C Difficile and never events the target was nil for the full year, so if either of these occurred in year the end of year target would inevitably not be met. For C Difficile Monitor have a de minimus limit of ten cases, so the Trust does not trigger this indicator for the purposes of external monitoring.</p> <p>The Director of Finance confirmed that the 2015/16 tariff had been released for consultation and is under review. The initial assessment is that, whilst next year will be very challenging, it is at a much reduced rate to that released earlier in the year. The next phase will be to pull together an updated two year plan based upon the revised guidance.</p> <p>Russell Luckock, Public Governor, noted that the Trust's success was built on the hard work of its staff. He asked if the board had considered stepping outside of the national pay deal and awarding the staff the full 1%, given that it was predicting a £1m surplus.</p> <p>Wendy Farrington Chadd replied that most of the staff were on "agenda for change" contracts and that the Board had agreed to adhere to those national terms and conditions.</p> <p>Ruth Tyrrell, Associate Director of Human Resources, explained that when the Trust became a Foundation Trust the staff side were anxious that the Trust continued to offer the national terms and conditions. She added that if one Trust were to offer different rates it could have a destabilising effect on the local health economy.</p> <p>John Grinnell added that the £1m surplus was needed for investment in the Trust's estate and the £4m cash which was currently being held was not a large margin.</p> <p>Russell Hardy said that it was always a challenge to reward staff, but the key thing for the Trust was to ensure long term sustainability. He added that the Board were well aware of the efforts of its staff.</p> <p>George Whittingham asked if the Trust was affected by the minimum wage legislation, the living wage initiative or the gender equality cases which were being pursued.</p> <p>Ruth Tyrrell replied that this was not the case as this was all covered by the agenda for change contract.</p> <p>The Governors noted the presentation of the performance report by the Chief Executive.</p>	
7.0	<p>PRESENTATION BY THE CHAIR OF THE QUALITY & SAFETY COMMITTEE</p> <p>A presentation of the Quality & Safety Committee was given by Professor Peter Jones, Non-Executive Director.</p> <p>Membership</p> <ul style="list-style-type: none"> • Non-Executive Directors: <ul style="list-style-type: none"> – Peter Jones (Chair) – Hilary Pepler (Deputy Chair and also on the BRIC and Audit Committee) – Ian Davis (also on the BRIC and Audit Committee) • Executive Directors: <ul style="list-style-type: none"> – Chief Executive – Director of Nursing & Service Delivery – Medical Director • Other attendees: <ul style="list-style-type: none"> – Matron for Quality & Safety – Governance Manager <p>The Committee also holds a joint meeting with the Audit Committee once a year</p>	

<p>In the Last Twelve months</p> <ul style="list-style-type: none"> • Four meetings • Four patient stories • Twelve SI reports • Ten CQC spot check reports • Three internal audit reports • One Quality Strategy <p>Quality</p> <ul style="list-style-type: none"> • Review of annual Quality Account • Monitoring of compliance against Monitor's Quality Governance Framework • Updates on progress against CQUINs • Review of 6-monthly Patient Experience Report <p>Patient Story</p> <ul style="list-style-type: none"> • Spinal disorder patient, who underwent surgery in August 2013 • Nothing but praise for staff at the hospital • Two problems – attitude of one consultant and the 6am alarm call on the ward • Story shared with staff concerned • Review of morning ward routine and times requested <p>Safety</p> <ul style="list-style-type: none"> • Regular reports on the safety thermometer • Review of progress against the Francis recommendations • Reports on safeguarding and infection control <p>Additional Activities - Chair</p> <ul style="list-style-type: none"> • Chair of the Clinical Excellence Awards • Involved in Consultant interviews • Member of the Infection Control Committee • Member of the Research Committee <p>Additional Activities – Deputy Chair</p> <ul style="list-style-type: none"> • Safeguarding lead • Sustainability lead • Member of Clinical Excellence Awards panel • Involved in Consultant interviews <p>Monte Gates, Stakeholder Governor, asked if any progress had been made on reducing patient falls. Peter Jones replied that one difficulty was the fact that a number of falls were due to patients not following medical advice. He added that there were a number of initiatives were in place, including falls champions and work to ensure that there was appropriate flooring in place.</p> <p>Dave Adams noted that the Shropshire Star concentrates on the other two local hospitals and wondered if the patients' stories could be used to generate some positive publicity. Russell Hardy replied the Trust did undertake a number of initiatives to publicise its message, but the best form of publicity was word of mouth, which had served the Trust well.</p> <p>Adrian Bailey noted that as the incidence of dementia increased so would the risk of falls. Peter Jones replied that the Trust already had a plan in place to make the Trust a dementia friendly hospital, which he commended and suggested may be a good topic for presentation to a future COG.</p>	
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	<p>Russell Hardy concluded the agenda item by thanking Peter Jones for his stewardship of the Quality and Safety Committee.</p> <p>The Governors noted the presentation of the Quality & Safety Committee by the Chair of the Quality & Safety Committee.</p>	
8.0	<p>FIVE YEAR FORWARD VIEW ISSUED BY NHS ENGLAND - PRESENTATION</p> <p>The Chief Executive presented the key areas covered by the Five Year Forward View which has been issued by NHS England. She explained that this was the context within which the next years plan would be developed and this would be considered at the next Council meeting.</p> <p>Five Year Forward View (5YFV) at a glance</p> <ul style="list-style-type: none"> • Sets out NHS England’s strategy for the NHS for the next five years • Monitor, NHS Trust Development Authority, Care Quality Commission, Public Health England and Health Education England all endorse • New relationship with patients and public: prevention and self-management key • Outlines seven models for service provision. NHS England want local areas to choose from these • Sets out other things the NHS needs to do to be fit for the future • Says £30bn funding gap cannot be closed without more funding, alongside further action on demand and efficiency • Reflects most - but not all - asks in the 2015 Challenge, a campaign led by the NHS Confederation with 20 other health and care organisations <p>Principles behind the new care models</p> <ul style="list-style-type: none"> • Build on our excellent hospital, community, mental health and ambulance services • Avoids a ‘national blueprint’, instead NHS England will work with local areas to work out what is right for them, and be more flexible about how national rules are applied • Models - in advance of the Dalton Review - suggest appetite for change and improvement (but no mention of FT pipeline). However, contribution of significant parts of the service needs to be clearer: <ul style="list-style-type: none"> ○ Says little about the future and role of mental health, community and ambulance providers in leading change ○ The independent sector is absent from much of the vision, and private providers are not mentioned • All areas need to expand and strengthen primary and ‘out of hospital’ care <p>Overview of the New Care Models</p> <p>1. Multispecialty Community Providers</p> <ul style="list-style-type: none"> • Extended group of GP practices • Focal point for wide range of care • Could employ, or partner with, Consultants • Could take over community hospitals and in time have budgets delegated <p>2. Primary and Acute Care Systems:</p> <ul style="list-style-type: none"> • Single organisation providing primary care, hospital, mental health and community services • Potential for delegated capitated budget <p>3. Urgent and Emergency Care Networks</p> <ul style="list-style-type: none"> • Integrate between A&E departments, GP out-of-hours, urgent care centres, NHS 111, and ambulance <p>4. Viable smaller hospitals</p> <ul style="list-style-type: none"> • Look at adjusting payment regime • Examine sustainable staffing and cost structures • New organisational models building on Dalton Review: 	

<ul style="list-style-type: none"> • Hospital chains • Other providers on same site <p>5. Specialised care</p> <ul style="list-style-type: none"> • Consolidation where there is strong evidence for this • Networks of services 'over a geography' <p>6. Modern maternity services</p> <ul style="list-style-type: none"> • Review future models of maternity units – report by summer 2015 • Ensure tariff supports mothers' choices • Make it easier for groups of midwives to set up NHS funded services <p>7. Enhanced health in care homes</p> <ul style="list-style-type: none"> • New models of in reach support <p>Funding</p> <ul style="list-style-type: none"> • Challenge to next Government: £30bn funding gap cannot be closed without more funding, alongside further action on both demand and efficiency • NHS England to design model to 'pump prime' new models of care; backed by NHS property assets but will need Government funding • Opposes any arbitrary commitment to expand Better Care Fund before evaluating impact of funding shift in 15/16 • But missing two key things to enable change: • Faster development of new payment <p>Commissioning</p> <ul style="list-style-type: none"> • No wholesale reorganisation of commissioning structures • Option for CCGs of more control over wider NHS budget • Work with ambitious local areas on limited number of models of joint commissioning between the NHS and local government, including: <ul style="list-style-type: none"> ○ Integrated Personal Commissioning ○ Better Care Fund-style pooled budgets for specific services where appropriate ○ Possible full joint management of social and health care commissioning, perhaps under the leadership of Health and Wellbeing Boards. • NHSE to develop new risk-based CCG assurance regime <ul style="list-style-type: none"> ○ Lighter quality assurance reporting for high performing CCGs ○ New 'special measures' support regime for struggling CCGs <p>Workforce</p> <ul style="list-style-type: none"> • HEE to address gaps and identify education and training needs • Invest in CPD to equip staff with skills and flexibility to deliver new models of care • Shape of Training Review and Shape of Care Review to also help address this • Recognises working patterns, pay and terms and conditions need to evolve • Invest in primary care workforce: <ul style="list-style-type: none"> ○ Expand as fast as possible number of GPs in training ○ Training more community nurses and other primary care staff ○ Increase investment in new roles, and in returner and retention schemes; ensure current rules are not putting off potential returners • NHS employers should support own staff health and wellbeing <p>Other helpful elements</p> <ul style="list-style-type: none"> • Stresses must avoid nationally imposed reorganisation • Commits to improve the alignment of NHS England, Monitor and NHS Trust Development Authority assurance and intervention – though this omits Care Quality Commission • Emphasises parity of esteem for mental health (though no new commitments) 	
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	<ul style="list-style-type: none"> • More influence for Clinical Commissioning Groups over wider NHS budget • Health Education England lead on developing existing and future workforce for new models • Faster adoption of innovations that add value, though more detail needed on how • Commits to support more patients to self-manage • Raises prevention up the agenda, also emphasises empowering patients and engaging communities <p>The Chief Executive then updated the Governors on the latest draft of the planning timetable.</p> <p>Proposed joint planning timetable (subject to further development)</p> <p>Early Dec Publication of:</p> <ul style="list-style-type: none"> • Final 2015/16 Operational Planning guidance, including National Tariff assumptions • Standard Contract for 15/16 • Revised Contract Dispute Resolution procedure <p>13 Jan Submission of initial headline plan data (CCGs, NHS England, NHS Trusts)</p> <p>20 Feb Contracts signed</p> <p>21 Feb – 10 Mar Contract mediation (CCGs, NHS England, NHS Trusts)</p> <p>27 Feb Submission of full draft plans (CCGs, NHS England, NHS Trusts)</p> <p>21 Feb – 10 Mar Assurance of draft plans</p> <p>11 Mar Completion of contract sign-off post mediation</p> <p>12 Mar – 23 Mar Contract arbitration (CCGs, NHS England, NHS Trusts)</p> <p>By 25 Mar Arbitration outcomes notified to commissioners and providers (CCGs, NHS England, NHS Trusts)</p> <p>By 31 Mar Plans approved by Boards</p> <p>10 Apr Submission of full final plans (CCGs, NHS England, NHS Trusts and FTs)</p> <p>10 – 30 Apr Assurance and reconciliation of operational plans</p> <p>Russell Hardy said that the two key messages from the five year forward view were that</p> <ul style="list-style-type: none"> • Models of Care must change • There was a significant funding gap <p>Adrian Bailey asked if the plan had cross party support, Wendy Farrington Chadd replied that Andy Burnham had been supportive of this strategy at the FTN conference.</p> <p>Monte Gates asked how the Trust fitted into the hub and spoke model of specialist care.</p> <p>Wendy Farrington Chadd replied that the Trust was both, citing the links with Christies as an example she explained that it was actually more about networks.</p> <p>Monte Gates asked who was supposed to generate these arrangements.</p> <p>Wendy Farrington Chadd replied that it was the hospitals themselves and that this was the case with the Christies arrangements.</p> <p>Monte Gates asked if this caused any problems with the flow of funds.</p> <p>Wendy Farrington Chadd assured him that this was covered by the tariff arrangements.</p> <p>The Governors noted the presentation of the Five Year Forward View.</p>	
9.0	<p>UPDATE ON RECOMMENDATIONS FROM QUALITY ACCOUNTS AUDIT</p> <p>Margaret Surrage introduced this item, explaining that the recommendations had all, in fact , been implemented before the audit report had been issued and this had been included in the final report, but as the Trust had agreed to</p>	

	<p>update the Governors on progress at the November meeting a brief report confirming this had been prepared.</p> <p>The Governors noted the completion of the actions from the Quality Accounts Audit Report.</p>	
10.0	<p>FOUNDATION TRUST MEMBERSHIP UPDATE</p> <p>Ruth Tyrrell presented the membership report, noting that the membership now stood at 5348. She was pleased to note that there had been a greater increase in the number of male members, though they still remained under represented.</p> <p>She highlighted the fact that there had been a poor attendance at the membership event and asked the Governors to consider how this could be refreshed for future events.</p> <p>The Governors noted the Foundation Trust Membership update.</p>	
11.0	<p>COUNCIL OF GOVERNORS WORK PLAN FOR 2015/16</p> <p>Margaret Surrage introduced the draft work plan for 2015/16, noting that it included the key duties which were required of the governors.</p> <p>The Governors approved the 2015/16 work plan.</p>	
12.0	<p>ANY OTHER BUSINESS</p> <p>Gareth Pritchard, Public Governor, informed the Council that he had undertaken a full analysis of Trust membership and that he would email this out for feedback</p> <p>Russell Luckock, Public Governor, expressed his concern at the current gap in PR in the Trust.</p> <p>Wendy Farrington Chadd explained that a communications officer had been appointed, as the Trust felt that it wanted this service to be provided in-house. Unfortunately the person appointed left as she was relocating for personal reasons. The Trust remained committed to this function and the post would be re-advertised after Christmas.</p> <p>Monte Gates asked if the current pressure on GP's to double their cancer referrals would impact on the Trust.</p> <p>Wendy Farrington Chadd replied that this applied mainly to cancers other than those treated at the Trust and also the Trusts patients were tertiary referrals, so this was not a concern.</p> <p>Michelle Braden, Staff Governor, noted that the TSSU was not included in the new theatre scheme and she was aware that there were issues with the airflow.</p> <p>Wendy Farrington Chadd replied that an audit had been done on the TSSU and the recommendations were being accelerated. She advised Michelle that any other issues would be best dealt with by the theatres users group.</p> <p>Michelle Braden raised an issue concerning the lighting in the theatres which she felt was contributing to staff migraine.</p> <p>Wendy Farrington Chadd advised Michelle that such an issue should be taken to her line manager, or if it specifically concerned the theatre development, to the Deputy Director of Nursing.</p> <p>David Adams raised the issue of the condition of the furniture in Denbigh's</p>	

	<p>which was beginning to look “tired” and in some case was not wheelchair friendly.</p> <p>Wendy Farrington Chadd replied any plans for an upgrade would fit in with the overall timeline set out in the Estates Strategy; however if anything was noticed on a daily basis, such as the chairs, this should be raised with the catering manager.</p> <p>George Whittingham wanted to point out that the League of Friends was thriving, that they had a new manager and were looking forward to closer co-operation and new ways of using voluntary work.</p> <p>Russell Hardy agreed and said that the Trust was very fortunate to have the support of such an active League of Friends.</p> <p>Russell Hardy asked the Governors to email him if they had any areas where they felt that they needed additional training.</p> <p>Russell Luckock commented on the process for the appointment of the new chair, saying that he felt that time allocated to the Governors/Patients Stakeholder group was insufficient and that they should have freedom to ask any questions.</p> <p>Ruth Tyrrell explained that the groups were given a specific area to save the candidates from answering the same question by each of the groups.</p>	
13.0	<p>APPOINTMENT OF CHAIRMAN</p> <p>The Chairman left the room and Peter Jones, Deputy Chair, took over the chair.</p> <p>Ruth Tyrrell distributed a paper which gave details of the appointments process and the CV’s of the two candidates who were interviewed. She explained that three candidates had been invited for interview, but one of them had withdrawn due to availability.</p> <p>Jan Greasley explained that the decision of the interview panel was unanimous and that this was supported by the feedback from the stakeholder groups.</p> <p>The Governors then voted on the appointment and the decision to appoint Frank Collins was unanimously approved.</p> <p>The Chairman re-joined the meeting and informed the Governors of his intention to step aside once the mandatory checks had been carried out and the new Chairman was able to start. He hoped that this would be possible by the end of January and he would arrange handover meetings with new the chair ASAP.</p> <p>Jan Greasley said that on behalf of all of the Governors she would like to thanks Russell for his help and support. She added they had all wanted him to stay, though they realised that this was not possible.</p> <p>Russell Hardy replied that the role of the Governor was a difficult one and that he was very grateful for the way that the Governors had tackled their duties and for all of the support which they had given him.</p> <p>The Council of Governors approved the appointment of Frank Collins as the new Foundation Trust Chairman and Chairman of the Council of Governors.</p>	
14.0	<p>DATE OF NEXT MEETING</p> <p>Thursday 26th February 2015 at 2.00pm. Room 1, Main Entrance Complex, RJA Orthopaedic Hospital Foundation Trust.</p>	

The Robert Jones and Agnes Hunt 
Orthopaedic Hospital
NHS Foundation Trust

Frank Collins ☎ 4358
Chairman

COUNCIL OF GOVERNORS
26TH FEBRUARY 2015

Subject/Title	Reappointment of the External Auditors	
Executive Responsible	John Grinnell, Director of Finance	
Paper prepared by (if different from above)	Margaret Surrage, Head of Board Governance (Trust Secretary)	
Nature of Report	For Information	
	For Discussion	
	For Decision	✓
Category of Item	Strategic Direction and Development	
	Performance	
	Governance	✓
Executive Summary	<p>The Council of Governors appointed Deloitte LLP as the Trust's External Auditors for a three year term, with an option to extend the term for a further two years in February 2012. The initial term ends at the end of 2014/15. The Audit Committee have assessed the auditor's performance and have recommended that the contract be extended for a further two years, as allowed for in the original contract. This is based on a positive performance appraisal, Value for Money considerations and the benefits of continuity of service.</p>	
Decision	<p>That the Council agree extend the External Audit Contract for a further two years.</p>	
Acronyms and Abbreviations		

The Robert Jones and Agnes Hunt

Orthopaedic Hospital

NHS Foundation Trust

COUNCIL OF GOVERNORS 26TH FEBRUARY 2015

REAPPOINTMENT OF THE EXTERNAL AUDITORS

Background

At its meeting of 23rd February 2012 the Council of Governors appointed Deloitte LLP to provide the External Audit service for 2012/13 to 2014/15, with an option to extend the contract for a further two years. This followed a tendering exercise which was managed on behalf of the Governors by the Audit Committee and this included Governor representation at all stages.

As the three year period is now drawing to an end, the Council of Governors are asked to consider if the contract should be extended for a further two years, as allowed for in the original contract.

Deloitte LLP have confirmed that they would wish to continue to provide the external audit service for the next two years.

The Audit Committee have reviewed the service currently provided by Deloitte LLP and they consider that there are three key factors which support the extension of the contract.

1 Performance Appraisal

The Audit Committee have had the opportunity to appraise the performance of the External Audit team through their attendance and contribution at all of the Audit Committee meetings and through their audit reports. In addition to this a formal review was conducted and it was agreed at the Audit Committee held on 7th October 2014 that the Trust had an effective External Audit service.

2 Value for Money

Whilst when the contract was awarded Deloitte LLP was judged to be offering the highest quality service, they also offered a very competitive price. As part of the original tender they agreed to hold this price (excluding the cost of any additional work which was required) for the fourth and fifth year of the contract if reappointed. Deloitte LLP have confirmed that they will, if re-appointed, maintain their tendered prices.

A review of the external audit fees paid by similar Trusts, which is shown in the table overleaf, confirms that Deloitte offer Value for Money

Comparison of External Audit Fees

Trust Name	Auditor	2013/14	
		Income £'m	Audit fees (inc VAT) £'000
Robert Jones & Agnes Hunt	Deloitte	90.3	55
Other Specialist Hospitals			
Royal Orthopaedic Hospital	Deloitte	75.9	62
Royal National Orthopaedic	Grant Thornton	132.2	82

Alder Hey Children's	KPMG	169.6	74
Sheffield Children's Hospital	KPMG	159.6	70
Birmingham Women's	PwC	92.9	67
Liverpool Women's	PwC	94.3	57
Other similar sized hospitals			
Papworth Hospital	PwC	128.6	70
Moorfield Eye Hospital	PWC	144.3	73
Lincolnshire Partnership	Deloitte	97.9	71
Black Country Partnerships	Deloitte	102.6	60
Dudley & Walsall Mental Health Partnership	Grant Thornton	65.3	75

3 Continuity of Service

This would provide continuity of service; the External Audit team have now built up considerable background knowledge of the Trust and its accounting systems.

Conclusion

The Audit Committee have reviewed the service currently provided by Deloitte LLP and recommend that the contract be extended for the further two years.

Recommendation:

That, having taken into consideration the

- Positive performance appraisal
- Value for Money
- Benefits of continuity of service

the Council of Governors **agree** to extend the contract for the external audit for financial years 2015/16 and 2016/17.

The Robert Jones and Agnes Hunt 
Orthopaedic Hospital
NHS Foundation Trust

Frank Collins 📞 4358
Chairman

COUNCIL OF GOVERNORS
26TH FEBRUARY 2015

Subject/Title	Council of Governors Self-Assessment	
Executive Responsible	Margaret Surrage, Head of Board Governance (Trust Secretary)	
Paper prepared by (if different from above)		
Nature of Report	For Information	
	For Discussion	
	For Decision	✓
Category of Item	Strategic Direction and Development	
	Performance	
	Governance	✓
Executive Summary	The Self-Assessment questionnaire demonstrates a significant increase in the Governors' assessment of their effectiveness.	
Decision	That an agenda item on the risks facing the Trust is added to the work plan.	
	That the Council work with the Chairman and Trust Secretary to formulate a development programme.	
Acronyms and Abbreviations		

The Robert Jones and Agnes Hunt

Orthopaedic Hospital

NHS Foundation Trust

COUNCIL OF GOVERNORS
26TH FEBRUARY 2015

COUNCIL OF GOVERNORS SELF-ASSESSMENT

The Council of Governors undertook their first self-assessment in 2013 and the results were presented to the November Council. The exercise has now been repeated. The same questionnaire and process was used in order to measure the progress which had been made and areas where further development was required.

Process

The survey was undertaken using "Survey Monkey"; this has the benefit of ensuring the anonymity of the responses. The format of the questionnaire was changed to allow for a response of "unable to answer", this was because it was recognised that there were three new governors who may not feel able to answer all of the questions, but may still wish to contribute to others. An additional question was added to assess the effectiveness of the bespoke training which was delivered by the FTN at the Trust.

Results.

A table showing the responses is attached at Appendix 1

Responses were received from eight governors, which is slightly less than the ten responses received in 2013.

The table below shows that there has been a significant improvement in how the governors have assessed their effectiveness. This improvement is confirmed by the narrative responses.

Changes in positive responses from 2013 survey	
Increase	12
No change	1
Decrease	1
"Mixed message"	3
N/A (New question)	1
Total number of Questions	18

Areas for Concern

Risk

There was a slight reduction in Governor's understanding of the risks facing the Trust.

Action: This should be addressed by a specific agenda item which can explain the key risks and how they are integrated into the overall reporting framework.

Effectiveness

One person felt that the COG was not effective, (see points 2&3 under Q2 COG Structure and meetings)

As this response is an outlier it is recommended that the respondent should raise their concerns with either

- Lead Governor
- Chairman
- Trust Secretary

NB it is confirmed that the identity of the respondent is not known.

Membership Strategy

One person felt that the COG did not have an effective membership strategy. The membership strategy is included on the work plan for review in May; prior to this the respondent may wish to raise their concerns with the Trust Secretary or any member of the membership sub group.

Areas for Development

Whilst assurance can be gained from the progress to date there will always be areas for improvement. In all of these areas progress has been made and there are initiatives which still need to be embedded.

As there is a new Chairman in post and there will shortly be a new Trust Secretary it is proposed that they work with the Council to further develop a programme of action.

- Holding the NEDs to account
(One action, which was proposed in the narrative section of the survey, is for governors to attend Council meetings elsewhere.)
- Engagement in the planning process
- Raising the Governor profile
- Contact with members

Recommendations

That an agenda item on the risks facing the Trust is added to the work plan

That the Council work with the Chairman and Trust Secretary to formulate a development programme.

Appendix 1

Q1 Statutory Role

(Previous years score is shown in brackets)

	Strongly Agree	Agree	Disagree	Strongly Disagree	Unable to Answer	Total Respondents	Change in assessment
I understand what my statutory duties are	50.00% (20%) 4	50.00% (80%) 4	0.00% 0	0.00% 0	0.00% 0	8	↑
The COG is able to fulfil its duty of holding the NEDs to account for the performance of the Trust Board	25.00% 2	75.00% (80%) 6	0.00% (20%) 0	0.00% 0	0.00% 0	8	↑
I am clear about the difference between the role and responsibilities of the Council of Governors and the Board of Directors	50.00% (50%) 4	50.00% (50%) 4	0.00% 0	0.00% 0	0.00% 0	8	No Change
The COG has been sufficiently engaged in the Trust's forward planning processes and that their views have been taken into account	25.00% 2	50.00% (70%) 4	0.00% (30%) 0	0.00% 0	25.00% 2	8	↑
I understand the key risks which the Trust faces in delivering its objectives	50.00% (20%) 4	25.00% (80%) 2	12.50% 1	0.00% 0	12.50% 1	8	↓
The COG has fulfilled its statutory duties in reference to NED/Chair appointments	75.00% 6	25.00% (100%) 2	0.00% 0	0.00% 0	0.00% 0	8	↑
Have you found that the bespoke training provided by the FTN on May 14th has helped you in your role? <i>(No previous score available)</i>	37.50% 3	25.00% 2	12.50% 1	0.00% 0	25.00% 2	8	N/A
The COG members receive sufficient information about the Trust performance	50.00% 4	37.50% (100%) 3	0.00% 0	0.00% 0	12.50% 1	8	↑

Q2 COG Structure/Meetings

	Strongly Agree	Agree	Disagree	Strongly Disagree	Unable to Answer	Total	Change in assessment
I have received sufficient training to fulfil my role	25.00% 2	62.50% (60%) 5	0.00% (40%) 0	0.00% 0	12.50% 1	8	↑
I consider the Council of Governors meetings to be effective and that the meeting outcomes are valued and followed up by the Trust	12.50% 1	62.50% (78%) 5	0.00% (22%) 0	12.50% 1	12.50% 1	8	Mixed Message
Council meeting agendas are relevant and timely and adequate time is given for the discussion of each item	37.50% 3	37.50% (90%) 3	0.00% (10%) 0	12.50% 1	12.50% 1	8	Mixed Message
As a Council Member I feel respected and valued for the contributions I make	25.00% 2	62.50% (100%) 5	0.00% 0	0.00% 0	12.50% 1	8	↑
Council of Governors meetings are chaired effectively	50.00% (30%) 4	37.50% (70%) 3	0.00% 0	0.00% 0	12.50% 1	8	↑
I get the opportunity to speak if desired and am made to feel comfortable doing so	37.50% (30%) 3	50.00% (70%) 4	0.00% 0	0.00% 0	12.50% 1	8	↑
Executive Directors are available at COG meetings to answer questions raised by governors	50.00% (10%) 4	25.00% (60%) 2	25.00% (30%) 2	0.00% 0	0.00% 0	8	↑

Q3 Membership Matters

	Strongly Agree	Agree	Disagree	Strongly Disagree	Unable to Answer	Total	Change in assessment
There is an effective membership strategy in place	25.00% (20%) 2	62.50% (70%) 5	0.00% (10%) 0	12.50% 1	0.00% 0	8	Mixed Message
I am satisfied that the profile of the Governors within the Trust and externally is sufficient for others to understand their role and function.	25.00% 2	37.50% (40%) 3	12.50% (60%) 1	12.50% 1	12.50% 1	8	↑
I have sufficient communication/ contact with FT members in my role as a Governor	12.50% 1	50.00% (60%) 4	12.50% (30%) 1	0.00% (10%) 0	25.00% 2	8	↑

Q4 Where do you feel that you have made an impact as a Governor?

#	Responses
1	Involvement in E+D committee. Feeding back in staff governor/ director of HR liaison meetings. Having the overview of the hospital the governor's role provides enables me more effectively to answer queries from constituents. Co-editor of
2	Working with local business, agencies and local media to integrate the FT into the community
3	Involvement with clinical teams monitoring CQC standards.
4	Commenting from a commercial point of view.
5	Being able to put staff opinions across at meetings
6	Unknown as yet.
7	Raising issues that have not previously been considered by the Board of Directors

Q5 Are there any areas where you would like to have more involvement?

	Responses
1	More involvement with patients and staff to help management develop new services for patients
2	Member engagement.
3	PR
4	No
5	Staff and patient support

Q6 Where do you feel that the Council of Governors has made an impact?

#	Responses
1	Holding executive to account and appointing chairman. Governors individually have made their own contributions based on their own situations and abilities.
2	We have not.
3	Chairman & NED appointments.
4	On the running of the hospital
5	In promoting the Trust good reputation
6	Unknown as yet.
7	In producing its own newsletter

**Q7 Are there any areas which you consider that
the Council of Governors should become involved
in?**

#	Responses
1	Governors should work more closely with their community and be accountable for their level of involvement.
2	Sit and See activity.
3	Perhaps at the coal-face with patients.
4	Unknown as yet.

**Q8 Are there any further areas of training which
you feel that you need?**

#	Responses
1	Would it be possible to visit the COG of another Trust to see how meetings are run at other institutions? It could be a vital way for COG members to learn how best to participate in their role. It could be interesting to set up a national network of COG
2	This will depend on each Governor with new governors needing more training and mid to late term governors need refresher training.
3	None currently.
4	Not at the moment.
5	Unknown as yet.

The Robert Jones and Agnes Hunt 
Orthopaedic Hospital
NHS Foundation Trust

Frank Collins ☎ 4358
Chairman

COUNCIL OF GOVERNORS
26TH FEBRUARY 2015

Subject/Title	Foundation Trust Membership Update	
Executive Responsible	Ruth Tyrrell, Associate Director of Human Resources	
Paper prepared by (if different from above)		
Nature of Report	For Information	✓
	For Discussion	
	For Decision	
Category of Item	Strategic Direction and Development	
	Performance and Governance	✓
Context	Previous Board discussion	✓
	Link to National Policy	
	Link to Trust's Strategic Objectives	✓
	Risk if no action taken	
Executive Summary	This report provides an update on Foundation Trust membership and representation, and outlines an action plan for increasing and engaging members in support of the membership strategy.	
Received or approved by		
Legal Implications	<i>None</i>	
Recommendation	The Council of Governors are asked to note the information contained within this paper.	

FOUNDATION TRUST MEMBERSHIP UPDATE 26TH FEBRUARY 2015

1. Background

This paper provides an update on membership numbers at January 2015 and on-going progress of the Trusts Public Membership Strategy.

2. Membership

The current membership total (at January 2015) is 5383 which can be broken down as follows:

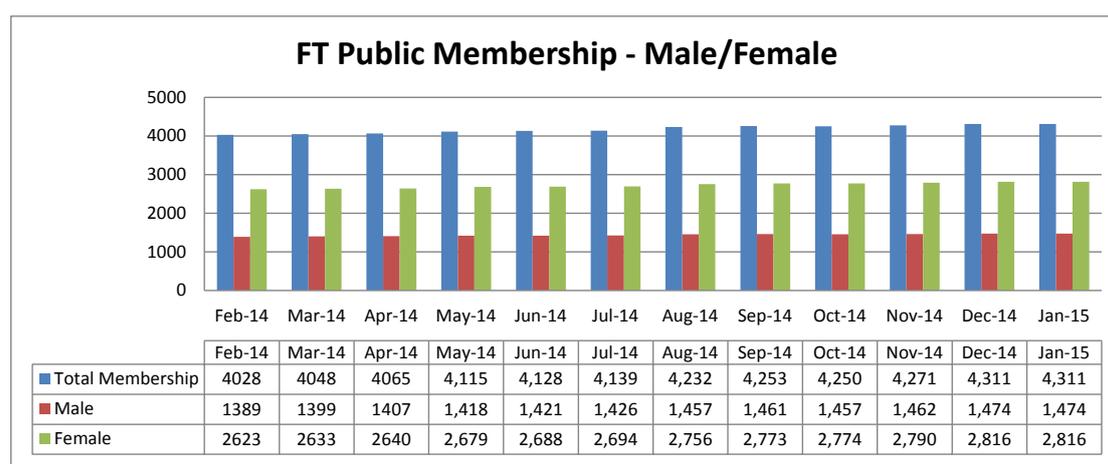
Staff	1072
Public	4311
Total	5383

The Council should therefore note that the trust is currently on target to achieve the membership target for April 2015 set within the membership strategy which is 5455 and which represents a 10% increase in membership from the start of the year.

3. Membership Growth

Staff membership remains stable.

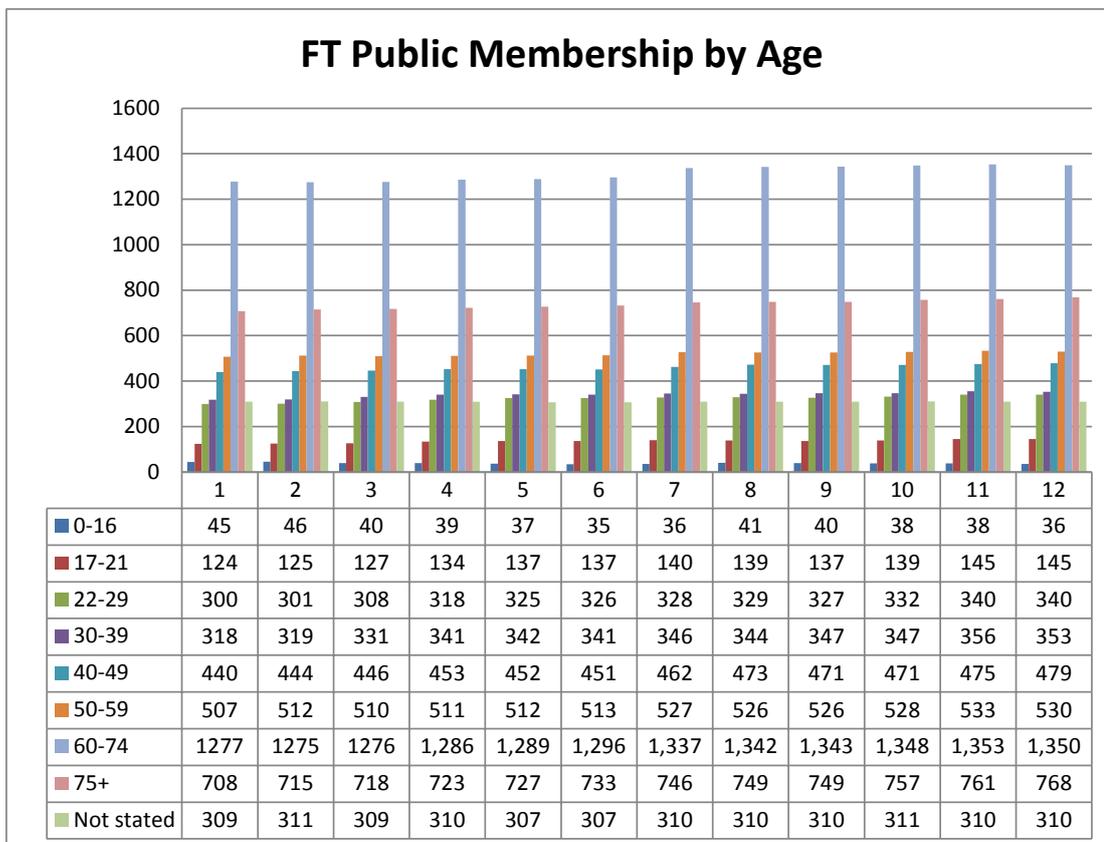
Public membership has grown by 283 since February 2014. Although female members still far exceed male, there has been a greater increase of male membership over the year, however men still remain underrepresented compared to the local population.



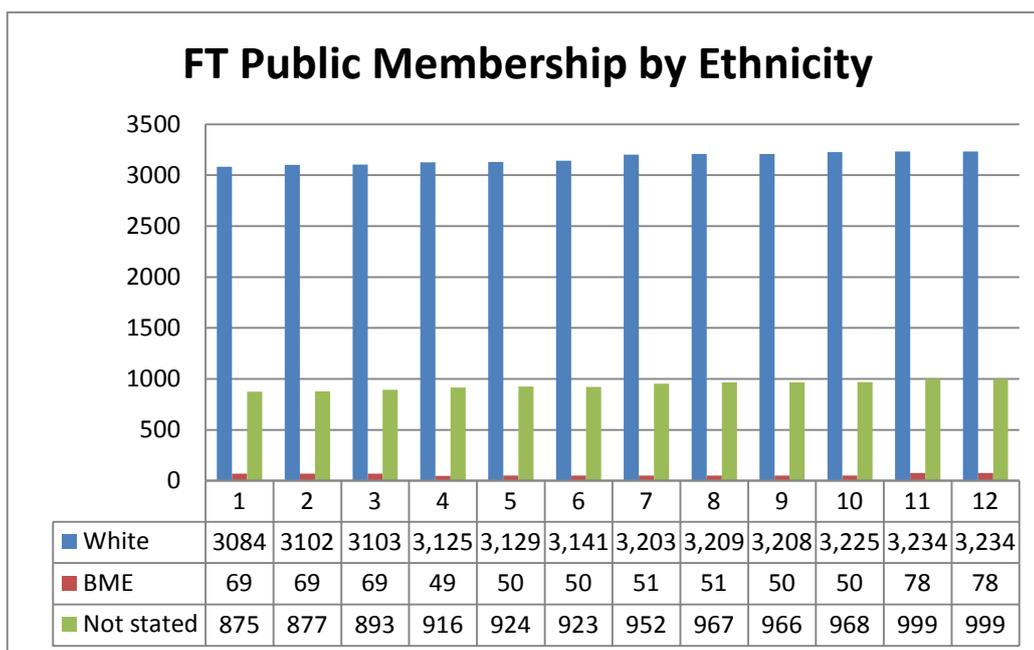
The breakdown of membership by public constituency, shows, as expected that Shropshire provides the largest membership base, however compared to the local populations, Cheshire & Merseyside and West Midlands remain under represented. There has been a growth in all membership constituency areas other than 'Out of Area' which has seen a reduction of 1 member over the past 12 months.

	Feb-14	Mar-14	Apr-14	May-14	Jun-14	Jul-14	Aug-14	Sep-14	Oct-14	Nov-14	Dec-14	Jan-15
Cheshire & Merseyside	277	281	283	281	285	288	299	298	299	301	302	301
North Wales	732	733	730	733	751	756	767	769	767	775	782	783
Powys	436	437	440	437	450	450	465	466	466	467	467	467
Shropshire	1971	1985	1,989	1985	2025	2026	2063	2080	2079	2085	2,109	2,109
West Midlands	408	408	413	408	415	416	429	431	430	433	434	434
Rest of England & Wales	177	177	181	177	179	180	186	186	186	187	191	191
Out of Trust Area	27	27	29	27	23	23	23	23	23	23	26	26
Total	4028	4048	4,065	4048	4128	4139	4232	4253	4250	4271	4,311	4,311

Public membership by age shows the 0-16 age (in fact 14-16yrs) has reduced in the previous 12 months, however there has been an increase in the 17-21 age group in the second half of the year, which may indicate members have moved into the next age category without being replaced.



Finally, although relatively small numbers of members are from Black and Minority Ethnic groups, compared to the local population, these groups are representative of the population and therefore the patient base. Unfortunately, Black and Minority Ethnic membership has reduced over the past 12 months, which should be reviewed further.



4. Membership Strategy Update

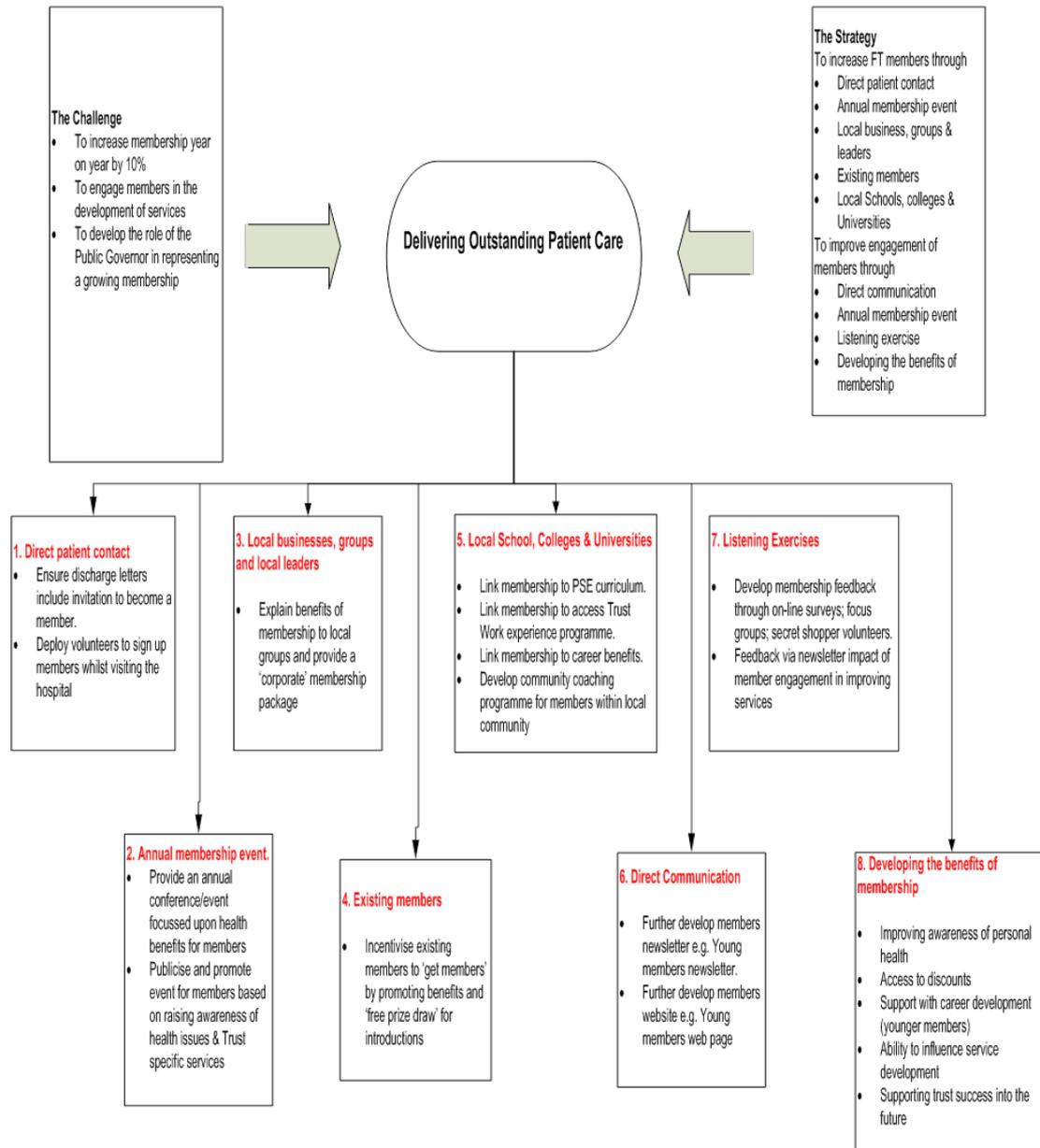
The Council of Governors agreed a Membership Strategy at the meeting held in November 2012 (summarised in appendix 1) and work has progressed over the year.

Although it is pleasing to note that the Trust continues to grow its membership numbers in accordance with its targets the Council of Governors should now review the membership strategy moving forward.

Ruth Tyrrell

Associate Director of Human Resources

Robert Jones & Agnes Hunt Orthopaedic Hospital NHS Foundation Trust
 Foundation Trust Public Membership Strategy Map 2012



The Robert Jones and Agnes Hunt Orthopaedic Hospital



NHS Foundation Trust

Frank Collins 📞 4358
Chairman

COUNCIL OF GOVERNORS 26TH FEBRUARY 2015

Subject/Title	Work Plan for 2015/16	
Executive Responsible	Margaret Surrage, Head of Board Governance (Trust Secretary)	
Paper prepared by (if different from above)		
Nature of Report	For Information	
	For Discussion	
	For Decision	✓
Category of Item	Strategic Direction and Development	✓
	Performance	✓
	Governance	✓
Executive Summary	The 2015/16 work plan was agreed at the November meeting. There has been one amendment; the agenda item concerning the use of "e-elections" has been deferred until November, when there should be more information available on its use from other FTs.	
Decision	That the Council approves the revised Work Plan.	
Acronyms and Abbreviations		

Council of Governors work plan 2015

	May 2015 Wednesday 27th	July 2015 30th AGM	Nov 2015 26th	Feb 2016 25th
Appointments/approvals Ad Hoc				
NEDs remuneration/terms& conditions (if required)				
Reappointment of External auditors				
Annual General Meeting		X		
Annual Report & Accounts				
Receive accounts		X		
Receive Audit Reports		X		
Forward plan				
Consider strategic issues/priorities for Board to consider in the planning process			X	
Summary of Outline plan presentation of plan	X			X
Key risks facing the Trust TBC				
Governor Elections				
Paper on timetable & process				X
Update Constitution re Use of E- elections			X	
Sub Committee Chairs briefing				
<i>BRIC</i>	X			X
<i>Audit</i>				
<i>Q&S</i>			X	
Quality				
2014 priorities				X
Quality Indicators to be audited				X
Quality accounts presented	X	X		
Update on Quality Accounts Audit Actions			X	
Trust Developments				
As & When required				
COG Strategy docs				
Membership & Engagement strategy	X			
COG Governance				
COG Self Assessment (inc review of outcomes from training)				
COG Annual report (for approval)	X			
COG Annual report presentation		X		
Standing items				
Performance report	X	X	X	X
Membership report	X	X	X	X
Review of work programme	X	X	X	X