

# Council of Governors 28.05.20

MEETING  
28 May 2020 13:30

PUBLISHED  
28 May 2020

# Agenda

<i>Location</i>	<i>Date</i>	<i>Owner</i>	<i>Time</i>
Meeting room 1, Main Entrance, RJAH	28/05/20		13:30
1. Committee Management			
1.1. Apologies		Chair	13:30
1.2. Minutes of the Previous Meeting held on 28th November 2019		Chair	13:32
1.3. Matters Arising		Chair	13:34
1.4. Declarations of Interest		Chair	13:36
2. Board Reflection		All	13:38
3. Chief Executive Update (verbal)		Acting Chief Executive	13:48
4. External Audit Engagement Policy		Chief Finance and Planning Officer	13:53
5. Quality			
5.1. 2020 priorities		Interim Chief Nurse	13:58
5.2. Update on Quality Accounts Audit Actions (verbal)		Interim Chief Nurse	14:03
6. Items to Note			
6.1. Questions and Answers (verbal)		Trust Secretary	14:08
6.2. Membership Report		Trust Secretary	14:10
6.3. Review of Work Programme		Trust Secretary	
7. Any Other Business			14:15
8. Council of Governors Interim Proposal		Trust Secretary	14:20

# Agenda

<i>Location</i>	<i>Date</i>	<i>Owner</i>	<i>Time</i>
Meeting room 1, Main Entrance, RJAH	28/05/20		13:30
9. Chair and Non Executive Director Remuneration Framework		Trust Secretary	14:25
10. Date and Time of next meeting			
10.1. 30th July 2020 - Meeting room 1 - Public Board 11am / Council of Governors Meeting 1.30pm			

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2. Board
3. Chief
4. External
5. Quality
6. Items to
7. Any Other
8. Council of
9. Chair and
10. Date and

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**COUNCIL OF GOVERNORS**  
**28<sup>TH</sup> NOVEMBER 2019**

**MINUTES OF THE MEETING**

**PRESENT:**

Harry Turner	Deputy Chair/Non-Executive Director	HT
Jan Greasley	Lead Governor/Public Governor, North Wales	JG
Colin Chapman	Public Governor, Shropshire	CC
William Greenwood	Public Governor, Powys	WG
Peter David	Governor Stakeholder, League of Friends	PD
Kate Betts	Staff Governor	KB
Katrina Morphet	Public Governor - Cheshire and Merseyside	KM
Sue Nassar	Public Governor – Shropshire	SN
Allen Edwards	Staff Governor	AE
Victoria Sugden	Public Governor – Shropshire	VS
Jan Herman Kuiper	Governor Stakeholder, Keele University (part)	JHK

**IN ATTENDANCE:**

Mark Brandreth	Chief Executive	MB
Shelley Ramtuhul	Trust Secretary	SR
Steve White	Medical Director	SW
David Gilbert	Non-Executive Director	DG
Stacey Keegan	Interim Director of Nursing	SK
Kerry Robinson	Director Performance, Improvement and Organisational Development	KR

**SECRETARY:**

Gayle Murphy	PA to Trust Secretary	GM
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MINUTE No	TITLE	ACTION
	<b>COMMITTEE MANAGEMENT</b>	
<b>1.1</b>	<b>WELCOME &amp; APOLOGIES</b>  Apologies were received from Frank Collins, Chair, Sarah Sheppard, Director of People, Craig Macbeth, Director of Finance and Planning, Paul Kingston, Non-Executive Director, Chris Beacock, Non-Executive Director, Hilary Pepler, Board Advisor, Martin Coggon - Public Governor, North Wales, Russell Luckcock - Public Governor, West Midlands, Karen Calder - Governor Stakeholder Shropshire Council and Kate Chaffey, Staff Governor.  HT formally welcomed Stacey Keegan, Interim Director of Nursing and Victoria Sugden, Public Governor – Shropshire to the Committee.	
<b>1.2</b>	<b>MINUTES FROM THE PREVIOUS MEETING</b> The minutes from the previous meetings held on 25 July 2019 were approved as a true record.	
<b>1.3</b>	<b>MATTERS ARISING</b> All actions from the previous meeting were recorded as complete.	
<b>1.4</b>	<b>DECLARATIONS OF INTEREST</b> There were no declarations to be declared.	

MINUTE No	TITLE	ACTION
2.0	<b>BOARD REFLECTION</b>	
	<p>HT invited the Council of Governors to ask questions or offer comments following the Board of Directors meeting earlier in the day.</p> <p>KM commented that she had enjoyed the patient story regarding pain management and queried what the future was for the pain management service. SW responded that the Trust was only able to recruit one consultant, which was not resilient or safe. Therefore, the Trust is working with the STP (Sustainability and Transformation Partnership) to provide care.</p> <p>MB added that the patient who attended the Board meeting was a Rheumatology patient, who are usually admitted to the Trust to attend a Rheumatology led rehabilitation programme. SN queried if this equated to the previous pain management service and stated that the Committee was reassured there would be pain management in the community but this has not happened. MB stated that it is not a pain management service but there is a community led service provided by Pain Management Solutions.</p> <p>KR added that the Trust had been working with partners across the county regarding MSK pathways, which has ensured that pain management services are included but in a different format from the past.</p> <p>JG asked if the functional rehabilitation programme is still available on site. MB confirmed that this service is no longer commissioned for Shropshire patients, so the service is not available.</p> <p>PD asked if there was any link between increased staff absence due to the added pressure in Theatres and if the Trust has had to hire more agency staff due to these absences. He went on to ask if the Trust was hopeful that it can get back on track by the end of the financial year and how often the figures are looked at.</p> <p>DG responded it was hopeful that the Trust will hit the target but it is increasingly unlikely that the financial surplus target will be met; this does not mean the Trust would be in a deficit. Extra pressures are being put on to the staff to run extra theatres to increase income therefore extra recruitment is required.</p> <p>HT added that the issues are multifactorial. The Workforce Committee is sighted on the gap analysis and what is required to close the gap, the Finance, Performance and Digital Committee is scrutinising the financial pressures, the Quality and Safety Committee will be sighted on quality pressures. The Risk Committee has an oversight on all of these issues to ensure nothing is being missed.</p> <p>MD stated that there are 41,000 nurse vacancies in the UK, the Trusts recruitment and retention is better than most Trusts and the voluntary turnover number has reduced significantly.</p> <p>DG added that as the work at the Trust is elective it is very seasonal, there are months such as August where the activity is lower but the trust relies on the months of November, January and March to drive activity and the surplus.</p> <p>DG asked if the activity is looked at on a weekly or monthly basis. KR responded that the weekly theatre recovery board is planning the sessions one week ahead and noted that 55% of January is already booked.</p> <p>DG added that the sub-committees of the Board look at the previous month and also look forward at bookings, income and staffing. HT reported that there is no Board of Directors meeting in December but there will be a special Finance, Performance and Digital Committee late in December.</p> <p>CC highlighted that at a previous meeting it was noted there would be a deep dive on sickness absence especially from anxiety depression and stress, he queried if this had been completed. KR clarified that sickness absence is covered at each monthly divisional performance review meeting. Most, but not all, anxiety and stress cases have been related to home therefore the Trust has been trying address what support can be provided.</p> <p>JG noted that the meeting was shorter than usual and indicated that, on this occasion, she found reading the papers prior to the meeting very helpful.</p> <p>SR commented that the detail can be found in the Chairs report as the paper would</p>	

MINUTE No	TITLE	ACTION
	<p>have been discussed and debated between the Executives and the Non executives at a previous committee meeting. JG emphasized how the access to the committee papers on the portal was extremely helpful.</p> <p>HT added that there was a real improvement in the quality of the papers and how they are presented; it shows the work that that has been put into them by the executive team and this should be recognised.</p> <p>HT thanked the Council for their attendance at the Board of Directors meeting.</p> <p>The Council of Governors <b>noted</b> the updates in Trust Board.</p>	
<b>3.0</b>	<b>ITEMS TO NOTE</b>	
<b>3.1</b>	<p><b>QUESTION AND ANSWERS</b></p> <p>SR presented the Question and Answer paper, the following question was raised:</p> <ul style="list-style-type: none"> <li>What is the current management thinking on hiring Agency Staff for theatres, its effect upon finances, implications for staff morale and how closely is this expensive resource scrutinised?</li> </ul> <p>The answer to the question is provided in the paper, SR asked the Council if they had any further questions arising from the answers given. There were no further questions.</p> <p>The Council <b>noted</b> the questions raised.</p>	
<b>3.2</b>	<p><b>MEMBERSHIP REPORT</b></p> <p>SR provided an update on the membership for the Trust. The current membership total is 6409 and the Council should note that the Trust membership target for 2019/20, set within the membership strategy, is 6447 and represents a 5% year on year increase since 2015.</p> <p>SR introduced the Report and noted:</p> <ul style="list-style-type: none"> <li>There has been a good increase in the membership figures compared to 6335 in Quarter 1</li> <li>The Trust is still under represented in male members</li> </ul> <p>The Council of Governors <b>noted</b> the Membership Report.</p>	
<b>3.3</b>	<p><b>WORK PROGRAMME REVIEW</b></p> <p>The Trust Secretary introduced the update on the Report and noted that there were no changes to the plan.</p> <p>The Council of Governors <b>noted</b> the Work Programme Review.</p>	
<b>4.0</b>	<b>ANY OTHER BUSINESS</b>	
<b>4.1</b>	SR confirmed the appointment of Rachel Hopwood, Non-Executive Director at the Trust. Rachel will commence in post on 1 December 2019.	
<b>4.2</b>	SR reported that the Committee had approved the re-appointment of Harry Turner, Non-Executive Director, from 1 January 2020.	

MINUTE No	TITLE	ACTION
4.3	<p>JG raised a question on behalf of RL. JG queried whether there will be any celebrations for the centenary of the hospital being situated on the present site, and if any fundraising would be instigated. MB responded that any fundraising is focused on the Veterans appeal. There were no celebratory plans at present but he would liaise with the Trust archivist and communications team and will brief the Committee at the next meeting.</p> <p><b>Action: MB to liaise with the Trust archivist and communications team regarding celebratory plans for the hospital centenary and brief the Committee at the next meeting</b></p> <p>HT thanked the Council and brought the meeting to a close.</p>	CHIEF EXECUTIVE
5.0	Next Meeting Thursday 26 <sup>th</sup> March 2020 at 1.30pm	

COUNCIL OF GOVERNORS - SUMMARY OF KEY ACTIONS

Ongoing Actions	Lead Responsibility	Progress
New Actions	Lead Responsibility	Progress
MB to liaise with the Trust archivist and communications team regarding celebratory plans for the hospital centenary and brief the Committee at the next meeting	Chief Executive	Complete

## Engagement of External Auditors for Non-Audit Work Policy

### 0. Reference Information

Author:	Diana Owen, Head of Financial Accounting	Paper date:	28 May 2020
Executive Sponsor:	Craig Macbeth, Director of Finance	Paper Category:	Performance / Governance
Paper Reviewed by:	Audit Committee	Paper Ref:	
Forum submitted to:	Council of Governors	Paper FOIA Status:	No

### 1. Purpose of Paper

#### 1.1. Why is this paper going to the Council of Governors and what input is required?

The Council of Governors is asked to **approve** the engagement of external auditors for non-audit work Policy

### 2. Executive Summary

#### 2.1. Context

The current version of this policy was approved in January 2018 and now requires review. The revised policy was reviewed by the Audit Committee at its meeting on 13 January 2020, and recommended for approval.

#### 2.2. Summary

It is important that the independence of external auditors (currently Deloitte LLP), real or perceived, is not impaired through the provision of non-audit services. Equally the Trust should not be deprived of expertise where it is needed, should the external auditors be able to demonstrate higher quality and more cost effective service than other providers.

The purpose of this policy is to:

- Set out the threats to audit independence and identify the types of non-audit work that should not be commissioned from external auditors
- Describe the decision-making processes that should operate when these questions are considered.

Changes from the previous version of the policy are:

- Paragraph 4.4 relating to the fees that can be paid – updated the year from 17/18 to 19/20 – the figures remain the same.


#### 2.3. Conclusion


It is recommended that the Council of Governors **approves** the policy for implementation.

The Robert Jones and Agnes Hunt

Orthopaedic Hospital

NHS Foundation Trust



Title:	Engagement of External Auditors for Non-Audit Work Policy		
Unique Identifier:	POL131	Document Type:	Policy
Version Number:	3.0	Status:	Draft
Responsible Director:	Director of Finance		
Author:	Diana Owen, Head of Financial Accounting		
Scope:	Trust wide		
Replaces:	Version 2.0		
To be Read in Conjunction with the Following Documents: (list related policies)			
Keywords:	Non-Audit, External Auditors, Independence		
Considered By Executive Owner:	Director of Finance	Date Considered:	13/01/2020
Endorsed By:	Audit Committee	Date Endorsed:	13/01/2020
Approved By:	Council of Governors	Date Approved:	
Issue Date:		Review Date:	
Security Level:	<div>Open Access</div> <div>Restricted</div> <div>Confidential</div>		
<div>  </div> <div>Trust Values</div>			

## **Policy for Engagement of External Auditors for Non-Audit Work**

### **1. Introduction**

- 1.1. The Robert Jones & Agnes Hunt NHS Foundation Trust (RJAH NHS FT) recognises that it is important that the independence of external auditors (currently Deloitte LLP), real or perceived, is not impaired through the provision of non-audit services. Equally the Trust should not be deprived of expertise where it is needed, should the external auditors be able to demonstrate higher quality and more cost effective service than other providers.
- 1.2. To ensure the independence and objectivity of the external auditors, the following policy applies in connection with the provision of non-audit services by external auditors.
- 1.3. The purpose of this policy is to:
  - Set out the threats to audit independence and identify the types of non-audit work that should not be commissioned from external auditors.
  - Describe the decision-making processes that should operate when these questions are considered and the maximum fees that can be paid.

### **2. Purpose**

- 2.1. Auditors must carry out their work with independence and objectivity. The auditors' opinions, conclusions and recommendations should both be, and be seen to be, impartial. Auditors and their staff should exercise their professional judgement and act independently of the Trust. They should ensure they maintain an objective attitude at all times and that they do not act in any way that might give rise to, or be perceived to give rise to, a conflict of interest.
- 2.2. This policy therefore seeks to set out what threats to audit independence theoretically exist and thus provides a definition of non-audit work which can be shared by the Trust and its external auditor. It then seeks to establish transparent approval processes and corporate reporting mechanisms that will be put in place for any non-audit work that the Trust's external auditor is asked to perform.
- 2.3. Guidance issued by NHS Improvement, the Independent Regulator of NHS Foundation Trusts, recommends (in both the Foundation Trust Code of Governance and the Audit Code for Foundation Trusts) that Foundation Trusts implement a policy for approving any non-audit services that are to be provided by their external auditor.
- 2.4. External auditors, statutory bodies or the Trust may identify the need to undertake work in excess of that identified in the specifications agreed as part of the audit contract and statutory requirements.

### 3. Threats to Independence

- 3.1. It is important to ensure that any non-audit work undertaken by the external auditors does not impair, or be seen to impair, the objectivity of their opinion on the financial statements.
- 3.2. The Institute of Chartered Accountants in England and Wales (ICAEW) sets out threats to independence as:

Threat	Description
Self Interest	Where an interest in the outcome of external audit work or in maintaining a relationship with the Trust may conflict with the auditors' objectivity.
Self Review	When an auditor has to review work that they previously performed for the Trust. For example: if the external auditor prepared the financial statements and then audited them.
Advocacy	This can occur when the auditor is asked to promote or represent their client in some way. In this situation the auditor would have to be biased in favour of the client and therefore cannot be objective.
Familiarity	When the auditor is too sympathetic or trusting of the client because of a close relationship with them. This may be because a close friend or relative of the auditor works in a key role for the client.
Intimidation	Clients may try to harass or bully auditors into giving preferential audit reports. They may use the fee as leverage. The auditor should not give in to such pressure and, in the circumstances, may choose to resign from such a client.

Table 1

### 4. Defining Types of Non-Audit Work & the Associated Approval Process

- 4.1. There may be occasions when the external auditors are best placed to undertake work on behalf of the Trust due to their in-depth knowledge of the organisation. However there are clearly certain activities that would jeopardise the external auditors' independence and these will be prohibited. As laid down in the National Audit Office (NAO) document "Auditor Guidance Note 1" these are:
- Tax services;
  - Services that involve playing any part in the management or decision-making of the Trust;
  - Preparing accounting records and financial statements;
  - Payroll services;
  - Designing and implementing internal control or risk management procedures related to the preparation and/or control of financial information or designing and implementing financial information technology systems;
  - Valuation services;
  - Legal services;
  - Services relating to the Trust's internal audit function;
  - Services linked to the financing, capital structure and allocation, and investment strategy of the Trust, except providing assurance services in relation to the financial statements;
  - Human resources services.

Further detail is provided in the "Auditor Guidance Note 1".

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- 4.2. Subject to these prohibitions, it is permissible for the external auditors to undertake non-audit work; however any such work can only be undertaken to the extent that it does not involve any decision-making or design of internal controls that have an impact on accounting records and financial statements. Work may include:
- External auditors may identify the need to undertake work in excess of that assumed in the specifications set out in the national guidance or audit contract to provide required assurance.
  - Assurance may be requested by the Trust Board on areas deemed to be a risk.
  - Assurance may be requested by external statutory NHS organisations such as NHS Improvement on areas deemed to be a risk.
- 4.3. There may be occasions when external auditors are required to seek further assurance on key areas as part of their Value for Money (VFM) opinion of the Trust, this work is deemed part of the statutory audit and does not meet the criteria outlined in 4.1 and 4.2.
- 4.4. The NAO's "Auditor Guidance Note 1" states that for non-audit work carried out by the external auditor, the total fees in any one year cannot exceed 70% of the total fee for all audit work for that year. (For 2019/20 this is £30,450 which is 70% of £43,500.)
- 4.5. Any proposal to engage the external auditors to undertake non-audit work will require approval as follows:
- 4.5.1. The Director of Finance can authorise additional expenditure for each discrete piece of work providing it is less than £10,000 excluding VAT, subject to a cumulative limit of £10,000 excluding VAT per annum. Once this limit is reached work must have prior approval from the Audit Committee unless section 4.5.2 applies. Expenditure on additional audit work which is estimated to cost more than these values will need to be approved by the Audit Committee. Work approved by the Director of Finance will be reported at the next Audit Committee.
- 4.5.2. In a situation where the work is required to be undertaken urgently and the next scheduled Audit Committee is outside of an acceptable time period for approval the Chief Executive, Trust Chairman and Audit Committee Chair can jointly approve additional work. Approval will be retrospectively reported to the Audit Committee for information.
- 4.6. When appointing external auditors for additional services the Trust must ensure adherence to all of the procurement, competition and financial limits set out in the Standing Financial Instructions and Scheme of Delegation.
- 4.7. The Audit Code for NHS Foundation Trusts (section 2.12) states that 'The auditor may, with the approval of the council of governors, provide the NHS Foundation Trust with services which are outside the scope of the audit as defined in this code (additional services).' Under this policy, the Council of Governors delegates approval authority to the Audit Committee for commissioning additional services from the external auditor.
- 4.8. The Audit Committee is therefore responsible for approving all non-audit work undertaken by the external auditors with the exception of when time is a factor as outlined in 4.4.2. Instances of non-audit work undertaken by the external auditors will be reported to the Audit Committee and the Council of Governors.

## 5. Monitoring Compliance

- 5.1. The external auditors will include within their annual report to those charged with governance (ISA 260) an appendix that summarises any additional non-audit work that they have undertaken.

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- 5.2. The Audit Committee will review the operation of this policy every two years and agree any amendments to the categories of work that may or may not be undertaken. The process for approving requests to engage the external auditors for non-audit work will also be reviewed annually by the Director of Finance and this policy updated as necessary.

## 6. Record of Amendments

Date	Section number	Amendments
Jan 2018	4.1, 4.4 & 4.5	Changes to the type and value of non-audit work that external auditors can carry out for the Trust
Jan 2020	4.4	Updated year from 17/18 to 19/20 (figures quoted are the same)

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### 0. Reference Information

Author:	Nicki Bellinger	Paper date:	28/05/2020
Executive Sponsor:	Chris Morris, Chief Nurse.	Paper Category:	Governance and Quality
Paper Reviewed by:	Quality & Safety Committee	Paper Ref:	N/A
Forum submitted to:	Council of Governors	Paper FOIA Status:	Full

### 1. Purpose of Paper

1.1. Why is this paper going to Council of Governors and what input is required?

Council of Governors are asked to note and receive a progress update on the Trusts Quality Priorities for 2019/20.

### 2. Executive Summary

#### 2.1. Context

This report describes the progress of the Trusts Quality Priorities that were identified and agreed for 2019/20.

#### 2.2. Summary

The report sets out each of the four Quality Priorities for 2019/20 providing a summary of progress of the actions required to ensure delivery of ambitions by the end of quarter four.

#### 2.3. Conclusion

Council of Governors are asked to note and receive a progress update on the Trusts Quality Priorities for 2019/20.

### 3. The Main Report

#### 3.1. Introduction

This report illustrates the development of the Trusts Quality Priorities that were acknowledged and agreed for 2019/20. The Quality Priorities were developed from a variety of information sources consulting with key staff and including our Council of Governors.

In selecting these priorities, the Trust reflected the quality issues raised through various feedback mechanisms available to our staff, patients and our commissioners. The national situation also formed the priorities to link with up-and-coming national quality priorities.

#### 3.2. Progress on Quality Priorities

##### 3.2.1. Safety: Priority 1

Ensuring the safe transfer both in and out of the hospital through the implementation of the patient passport.

Objective: To improve the quality of handover information for patients being transferred into and out of the hospital through the use of a patient passport.

In 2017/18, a number of reviews were undertaken following the transfer of patients from other hospitals. This identified that in order to maintain the delivery of safe care, improvements in the process of transfer was needed which resulted in the introduction of a Patient Transfer Passport. This was introduced in 2018/19, and formed one of the Trusts Quality Priorities that year.

The Quality Priority for this year 2019/20 aimed to ensure 100% implementation of the passport for patients transferred from another hospital, with auditable data to support this.

Actions for Quarter 4:

- Review the current Non-elective Patient Passport which was due for review in July 2019.
- Establish a lead to formulate a process and audit tool/schedule; establishing a forum where this is monitored and learning/concerns can be raised and shared/resolved.

Quarter 4 Progress:

The patient passport for non- elective has been agreed at the surgical divisional board which the clinical chairs attend. It was due to be discussed in the March 2020 Clinical quality and governance meeting which was deferred due to COVID. It will be presented at the next available meeting for final sign off.

There has been 100% compliance from January 2020 – to start of the COVID trauma work undertaken at the Trust the clinical site managers have responsibility for the audit completion.

##### 3.2.2. Clinical Effectiveness: Priority 2

Improved management in the recognition of deteriorating patients (to include implementation of the deteriorating patient education package).

Objective: To ensure that all clinical staff are trained to recognise deterioration and initiate appropriate clinical management in order to minimise the risk of an adverse event for the patient.

## Quality Priorities 2019/20

### Progress:

- National Early Warning Score 2 (NEWS2) launched in the Trust in October 2019.
- Monthly NEWS2 audits completed; reported and presented to the Resuscitation Committee.
- Managing the deteriorating patient incorporated into intermediate life support (ILS) /advanced life support (ALS) training, undertaken by all Registered nurses with current compliance of 83% (November 2019).
- Bespoke half day, Managing the Deteriorating Patient (including human factors) training delivered quarterly; current compliance of 21% (December 2019).

### Actions for Quarter 4:

- Roll out of the Royal College of Physicians NEWS2 E-learning training package for all clinical staff.
- Review the Governance reporting structure for the Resuscitation Committee and the Deteriorating Patient Committee.
- Review training requirements for non-registered staff.
- Scope new ways of delivering training and education in relation to the management of the deteriorating patient; for example simulation training.
- Establish the criteria and data to support the proposed 10% reduction in unplanned admissions to HDU.

### Quarter 4 Progress:

The roll out of NEWS2 e learning training is due to commence imminently once payment of the licensing fee to OCBmedia who developed and manage the RCP NEWS2 online training has been confirmed. Funding has been agreed via the Trust training budget as this will enable easier recording on the electronic staff record

The reporting structure is currently under review by the Chief Nurse in alignment to the change of structure.

Training requirements have been reviewed for non -registered staff and these staff will be required to undertake 'soft-signs' training unless they undertake NEWS2 physiological observations within their role - in which case they need to complete the NEWS2 online training.

Scoping work has begun week commencing 11/05/20 with Dr Sophie Shapter on the design of the simulation centre to be included within the Veterans centre as part of the build.

The criteria and data proposal for a reduction in unplanned admissions has been withdrawn as considered by the Clinical lead for critical care and the Chief Nurse as inappropriate.

### 3.2.3. Patient Experience: Priority 3

Implementation of the SWAN (Sign, Words, Actions, Needs) end of life framework.

Objective: To ensure that all patients and staff receive the support they require during an end of life pathway.

### Progress:

- A Multi professional End of Life working group established, meeting quarterly with Terms of Reference.
- SWAN Champions established.
- End of Life SWAN policy drafted and circulated for comment
- End of life training commenced including adoption of the SWAN scheme model.

## Quality Priorities 2019/20

- Refurbishment of the Trusts Mortuary.

### Actions for Quarter 4:

- Mortuary signage, including the SWAN logo.
- Further roll out of end of life training and report on training compliance.
- Patient leaflets and Trust policies to be reviewed and updated to adopt the SWAN scheme principles.

### Quarter 4 Progress:

SWAN signage going up outside the mortuary 20/05/2020.

New SWAN boxes will be distributed on 21/05/2020 to all clinical areas to include all policies and procedures

End of Life policy approved at Gold as well as the bereavement information

Training was cancelled due to COVID but will be rearranged as soon as allowed. The training will cover the following

- Communication
- The use of End of life Care plan
- Symptom control
- Supporting the team
- Bereavement

### 3.2.4. Patient Experience: Priority 4

Monitoring and learning from complaints.

Objective: To evidence effective learning from complaints.

### Progress:

- The Meridian patient feedback system has been fully implemented and wards and departments receive and are able to access the dashboards outlining their feedback.
- A triangulated PALs, Incidents, Complaints and Claims (PICC) report has been formulated and is received at IICCAM on a bimonthly basis.

### Actions for Quarter 4:

- The standardisation and full roll out of a public display of 'You Said, We Did' relating to complaints.
- Implementation of a robust action tracker via Datix Web: with full utilisation of the complaints module.

### Quarter 4 Progress:

Meridian (now called Q-VIA) is fully implemented in Sheldon and MCSI and Montgomery and Oswald. ORLAU are now reviewing with aim for implementation. It is worth noting that some of our departments such as Veterans, IPC, don't have their "own" patients so would never have an identifiable Q-VIA presence.

## Quality Priorities 2019/20

Triangulated Complaints, Incidents & Claims is evidenced in the governance meeting notes/minutes. Meetings were monthly pre covid-19. Each of the units Governance Lead undertakes a report which includes the 3 elements being measured. In addition pre Covid - 19 the Trust had introduced "learning from" for complaints and incidents. But there is not currently a single report which triangulates across the whole Trust. There is a continued need for high level attendance at 'Incidents Inquests Claims Complaints Actions Meeting' (IICCAM) to ensure rigor and challenge.

You Said We Did – this was happening pre covid-19 via a poster display in respective areas and was not limited to complaints.

Action Tracker via Datix Web – The team have commenced putting actions from complaints and from serious incidents on to the Actions Module of Datix for our Divisions and will continue with Units.

### 3.3. Associated Risks

Following a full review of the Quality Priorities for 2019/20 and to mitigate any risk of not attaining the ambition set out, will be allocated a lead who will oversee delivery. Those that have been delayed in completion due to COVID 19 will be carried forward for further action.

These priorities will now be a standing agenda item on the Clinical Governance and Quality Committee and upwardly reported to the Quality and Safety Committee.

### 3.4. Next Steps

The Quality and Safety Committee is asked to:

Note the contents of this report.

## Appendix 1: Acronyms

NEWS2	National Early Warning Score 2
ALS	Advanced Life Support
ILS	Intermediate Life Support
SWAN	Sign, Words, Actions, Needs
PALs	Patient Advice and Liaison Service
PICC	PALs, Incidents, Complaints and Claims.
IICCAM	Incidents Inquest Complaints Claims Action Meeting.

## 0. Reference Information

Author:	Shelley Ramtuhul, Trust Secretary	Paper date:	28 May 2020
Executive Sponsor:	Stacey Keegan, Acting Chief Executive	Paper Category:	Governance and Quality
Paper Reviewed by:	N/A	Equality Impact Status:	N/A
Forum submitted to:	Council of Governors	Paper FOIA Status:	Disclosable

## 1. Purpose of Paper

### 1.1. Why is this paper going to Council of Governors and what input is required?

This paper is presented to the Council of Governors to **note** the current membership position of the Trust.

## 2. Executive Summary

### 2.1. Context

As a Foundation Trust it is a constitutional requirement for the Trust to have a membership made up of public, staff and patient constituents. The aim is to ensure that the membership is sufficient in its size and make up to adequately represent the communities the Trust serves.

### 2.2. Summary

This report provides an update on Foundation Trust membership and representation in support of the membership strategy.

### 2.3 Conclusion

The Council of Governors is asked to **note** the information contained within this paper.

## 3. The Main Report

### 3.1. Background

This paper provides an update on membership numbers as at 30 April 2020 and on-going progress of the Trusts Public Membership Strategy.

### 3.2. Current Membership

The current membership total (at 30 April 2020) is 6448 which can be broken down as follows:

As at 30 April 2020	
Staff	1173
Public	5275
<b>Total</b>	<b>6448</b>

### 3.3. Membership Growth

The Council should note that the trust membership target for 2019/20, set within the membership strategy, is 6769 and represents a 5% year on year increase since 2015.

In April 2020 the Trust's membership stood at 6448 compared to 6296 at the close of 2018/19. This represents a 2.4% increase.

### 3.4 Constituencies

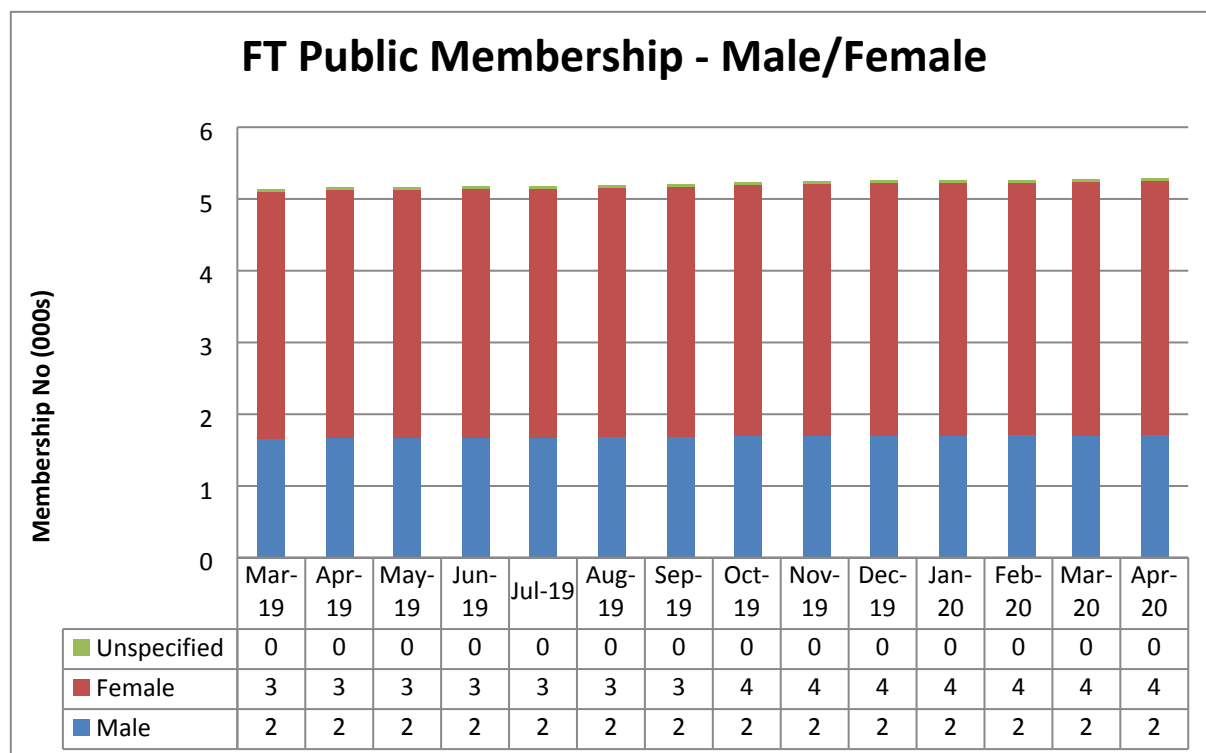
The breakdown of membership by public constituency, shows, as expected that Shropshire continues to provide the largest membership base.

	Apr-19	May-19	Jun-19	Jul-19	Aug-19	Sep-19	Oct-19	Nov-19	Dec-19	Jan-20	Feb-20	Mar-20
<b>Cheshire &amp; Merseyside</b>	333	335	335	337	339	341	343	345	348	349	349	348
<b>North Wales</b>	895	896	898	899	902	904	905	913	916	919	918	920
<b>Powys</b>	526	528	530	532	534	536	535	535	536	535	533	535
<b>Shropshire</b>	2,619	2,627	2,629	2,632	2,628	2,635	2,645	2,659	2,658	2,667	2,668	2,675
<b>West Midlands</b>	492	495	497	496	500	503	505	510	511	512	512	511
<b>Rest of England &amp; Wales</b>	227	230	231	232	234	234	236	235	236	237	238	240
<b>Out of Trust Area</b>	40	44	44	46	46	38	38	39	39	39	39	39
<b>Total</b>	<b>5132</b>	<b>5,155</b>	<b>5,164</b>	<b>5,174</b>	<b>5,183</b>	<b>5,191</b>	<b>5,207</b>	<b>5,236</b>	<b>5,244</b>	<b>5,258</b>	<b>5,257</b>	<b>5,268</b>

### 3.5 Gender

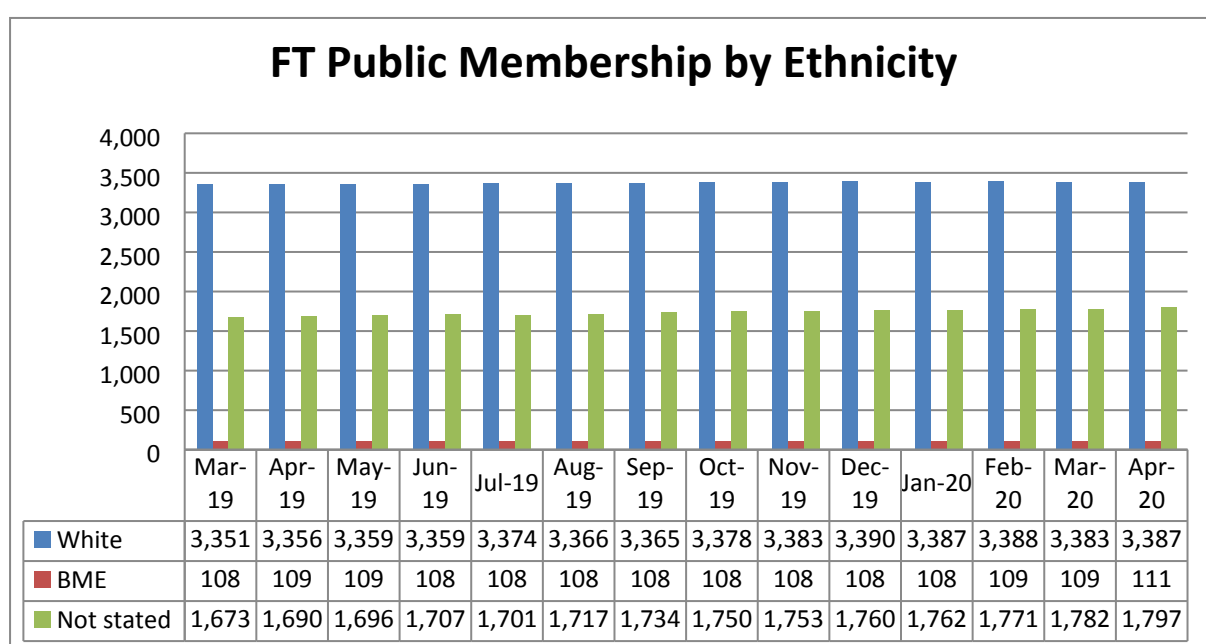
The graph below shows the split between female and male members. This demonstrates that males remain under represented within the membership. As previously reported, the Trust Secretary has met with the Outpatient Manager to arrange increased availability of membership information in the Sporty Injury Clinics as there is a higher proportion of males

who attend these clinics. The number of male members continues to increase and has increased by a slightly higher percentage than female members during 2019/20.



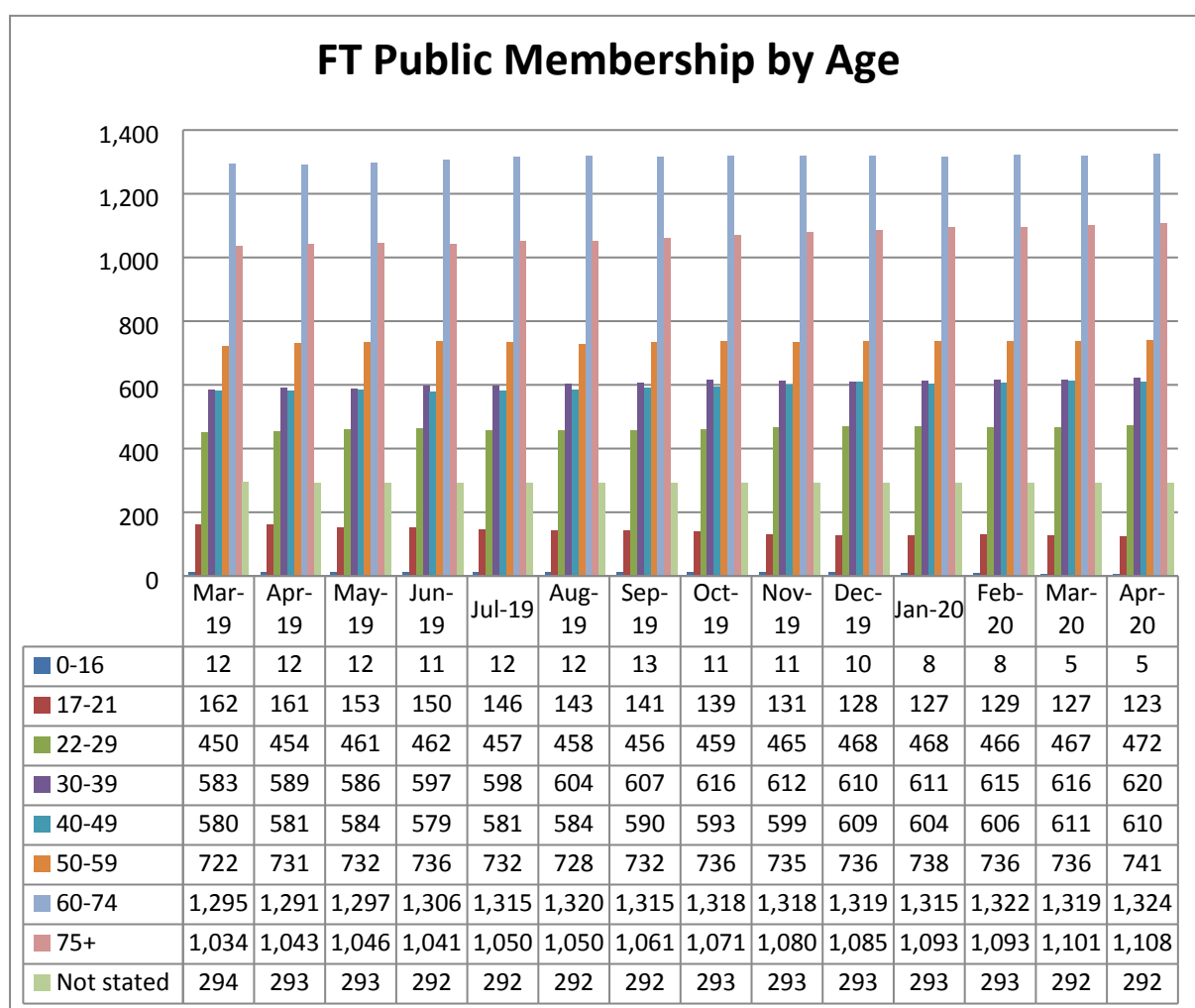
## 3.6 Ethnicity

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.



### 3.7 Age

The profile of public membership by age looks to have remained largely the same when looking at the number of members for each category with small increases in all age categories except those under the age of 22 which have shown a decrease.



### 3.8 Membership Strategy Update

The Council of Governors reviewed its Membership Strategy at the meeting held in November 2018 and this was supported by an NHS Providers session on member engagement. There were a number of actions which arose from this session, all of which have now been completed.

The Trusts membership has consistently increased year on year albeit for the last three years the increases have not been quite to the level required for the annual target increase.

The members' drop-in sessions continued to be held quarterly during 2019-20 and this enables Governors to greet patients into the Trust and encourage recruitment as well as

discussing issues. These were however ceased in March due to the social distancing requirements linked to Covid-19.

#### 4. Conclusion

The Council of Governors is asked to **note** the information contained within this paper.

# Work Programme Review 20/21

The Robert Jones and Agnes Hunt  
Orthopaedic Hospital



NHS Foundation Trust

	28 <sup>th</sup> May 2020	30 <sup>th</sup> July 2020	24 <sup>th</sup> Sept 2020	26 <sup>th</sup> Nov 2020	25 <sup>th</sup> March 2021	April Meeting 2021 (TBC)
<b>Statutory Reports</b>						
Receive Annual Report and Accounts			X			
Receive Audit Reports			X			
<b>Forward plan</b>						
Consider strategic issues/priorities for Board to consider in the planning process					X	
Presentation of plan		X				
<b>Quality</b>						
2019 priorities					X	
Quality Indicators to be audited					X	
Quality accounts draft presented						X
Update on Quality Accounts Audit Actions	X	X		X	X	
<b>Trust Developments</b>						
As & When required	X	X		X	X	X
<b>COG Strategy docs</b>						
Membership & Engagement strategy						X
<b>COG Governance</b>						
COG Self-Assessment (inc review of outcomes from training)		X				
COG Annual report (for approval)		X				
COG Annual report presentation			X			
<b>Standing items</b>						
Membership report	X	X		X	X	X
Review of work programme	X	X		X	X	X
Question & Answer	X	X		X	X	X
Board Refection	X	X		X	X	X

1. Committee
2. Board
3. Chief
4. External
5. Quality
6. Items to
7. Any Other
8. Council of
9. Chair and
10. Date and

## 0. Reference Information

Author:	Shelley Ramtuhul Trust Secretary	Paper date:	28 May 2020
Executive Sponsor:	Frank Collins, Chairman	Paper Category:	Governance
Paper Reviewed by:		Paper Ref:	
Forum submitted to:	Council of Governors	Paper FOIA Status:	Full

## 1. Purpose of Paper

### 1.1. Why is this paper going to the Council of Governors and what input is required?

The Committee is asked to consider and approve this interim proposal.

## 2. Executive Summary

### 2.1. Context

The Council of Governors operates with ongoing elections and re-appointments to ensure that it refreshes regularly and in line with constitutional requirements. Further a significant aspect of the role of the Governors is public engagement. However, the current Covid-19 crisis has significant impact on the ability to undertake recruitment and elections safely and effectively and to carry out public engagement in the usual way.

### 2.2. Summary

This paper outlines a number of recommendations in order to address the areas of impact over the next 12 months.

### 2.3. Conclusion

The Committee is asked to approve the recommendations outlined in the main report.

### 3. Main Report

#### 3.1. Trust Chair

The tenure of the Trust's Chair is due to end in January 2021 and in usual circumstances recruitment would need to commence imminently in order to secure a replacement. However, recruiting during the current national situation recruitment will be challenging and this coupled with the need for stable leadership whilst the organisation operates in unprecedented circumstances has raised the question of extending the Chair's tenure for.

A 12 month extension is constitutionally possible and within the remit of the Council of Governors as section 28.3 of the Constitution, which also applies to the Chairman, states:

*'In accordance with FT Code Provision B.7.1, any term beyond six years (i.e. two consecutive terms each of three years) for a Non-Executive Director should be subject to rigorous review, which should take into account the need for progressive refreshing of the Board of Directors. A Non-Executive Director may, in exceptional circumstances, serve for longer than six years (i.e. two consecutive terms each of three-years), but this must be subject to annual re-appointment by the Council of Governors'.*

#### **Recommendation for Approval**

The Council of Governors is asked to consider the current situation an exceptional circumstance and approve a 12 month extension to the tenure of the existing Chair. This will enable stability of the Trust's leadership and effective and robust recruitment of a replacement once the national crisis eases.

#### 3.2. Governor Elections

NHS E/I have issued guidance that FTs are free to stop / delay elections where necessary during the current crisis

#### **Recommendation for Approval**

There is a risk that any elections may be impacted by social distancing and isolation and further that any new Governors would not be able to be appropriately inducted and orientated to the organisation during the strict social distancing rules.

It is recommended that the Trust suspend any elections for a 12 month period with the next elections to be held in July 2021. This will impact on the following Governors who would have been due to stand for re-election in October 2020:

- Colin Chapman
- Kate Chaffey
- Martin Coggon

These Governors would still have the option of standing down if they wished.

In addition to the above, Russell Luckock's tenure would not have been eligible for re-election as Section 13 of the constitutional rules, state, a Governor cannot *'hold office for longer than nine consecutive years or three consecutive terms each of three years'*. However, in the circumstances it would be in the Trust's interests to extend his tenure to next July 2021 when it is proposed elections will be held. This would be a technical breach of the Constitution but given the guidance from NHS E/I and the

## Council of Governors Interim Proposal

unprecedented situation, this would not, with agreement the agreement of the Council of Governors, be considered unreasonable.

### 3.3. Lead Governor

The Council will be aware that the tenure of the existing Lead Governor was due to cease in July 2020 as per the rules outlined above regarding Governor tenure. However, for similar reasons outlined for the Chair, it would be in the Trust's interest to maintain stability of its leadership during this time and if elections are (as recommended above) agreed to be delayed this would impact on the ability to appoint new Governors and a replacement Lead Governor.

#### Recommendation for Approval

The Council of Governors is asked to consider extending the Lead Governor's tenure for 12 months to July 2021 when it is proposed elections can take place. As with the situation with Russell Luckock, whilst this is technically a constitutional breach, given the government's guidance this is not unreasonable and can be agreed with support from the Council of Governors.

### 3.4. Governor Meetings and Surgeries

NHS E/I guidance states that Governor face to face meetings should cease and that membership engagement should be limited to Covid-19. To this end the Trust will not be holding face to face meetings and will arrange teleconferences as required.

#### Recommendation for Approval

It is recommended that all future meetings of the Council of Governors are held virtually until further notice and that the Lead Governor is invited to the virtual Board Meetings each month. The Trust is looking to have in place streaming of its virtual Boards from next month onwards which Governors will be able to access.

With regard to Governor Surgeries it is proposed that these cease in order to adhere to social distancing guidance. The Trust Secretary should work with the Governors to ensure public access to the Governors can be maintained.

These arrangements should be kept under monthly review with usual activities re-instated as soon as the guidance changes.

### 3.5. Conclusion

The Council of Governors is asked to approve the recommendations in relation to the following:

- Extension of the tenure of the Trust Chair
- Suspend Governor Elections until July 2021 and allow those that would have been eligible for re-election to continue until that time
- Agree an extension to the tenure of Russell Luckock and Jan Greasley, as Lead Governor, until July 2021

## 0. Reference Information

Author:	Shelley Ramtuhul Trust Secretary	Paper date:	28 May 2020
Executive Sponsor:	Frank Collins, Chairman	Paper Category:	
Paper Reviewed by:		Paper Ref:	
Forum submitted to:	Council of Governors	Paper FOIA Status:	Full

## 1. Purpose of Paper

### 1.1. Why is this paper going to the Council of Governors and what input is required?

The committee is asked to note the Chairs and Non-Executive Directors Remuneration Framework published at the end of September 2019 and approve the Trust's proposed response.

## 2. Executive Summary

### 2.1. Context

At the end of September 2019 NHS E/I issued a Remuneration Framework for Chair and Non-Executive Director pay. This was aimed at addressing the significant disparity in salaries that existed between NHS Trusts and NHS Foundation Trusts and within similar sized groups of Trusts.

The framework is compulsory for NHS Trusts with salaries set by NHS E/I however it is recognised that NHS Foundation Trusts will have the prerogative to operate outside of the framework on a 'comply or explain' basis.

### 2.2. Summary

This paper sets out the new remuneration framework and the impact this will have, if the Trust decides to adopt it, on the Trust's levels of remuneration for the Chair and Non-Executive Directors.

### 2.3. Conclusion

The committee is asked to:

- **Agree** to adopt the Remuneration Framework and the associated adjustments to Non-Executive and Chair remuneration
- **Consider** and **agree** the proposed increases that would be required in April 2021 to ensure compliance with the framework.

## Chair and Non-Executive Remuneration

### 3. Main Report

#### 3.1. Background

Following a recognition of the discrepancy in remuneration between NHS chairs and Non-Executive Directors, work was undertaken by NHS E/I to benchmark remuneration across the NHS but also taking into account private sector remuneration.

##### *Chair Remuneration Benchmarking*

The lowest levels of chair remuneration across NHS providers were found to be paid in NHS Trusts. These salaries are approved by the Secretary of State and the Treasury.

The highest levels of chair remuneration were determined by individual NHS foundation trusts, via local remuneration committees. The differential between the lowest paid NHS trust chair and the highest paid NHS foundation trust chair was £56,400.

##### *Non-Executive Remuneration Benchmarking*

All NHS Trust Non-Executives receive a standard annual remuneration of £6,157 as determined by the Secretary of State: Non-Executives for NHS Foundation Trusts have their remuneration determined by local remuneration committees which creates opportunity for significant variation across the foundation trust sector and disparity with NHS trusts.

The greatest differential between Non-Executive Director remuneration in NHS trusts and NHS foundation trusts (based on like-for-like annual trust turnover) was found to be more than £14,000.

The review concluded that the current remuneration gap continued to have a detrimental impact on:

- the ability of NHS trusts, particularly those that are most challenged, to attract, appoint and retain high-calibre applicants for chair and non-executive director appointments
- the diversity and representation of NHS trust and NHS foundation trust boards (where people who rely on a regular and reasonable income cannot afford to take up chair and non-executive director roles in NHS trusts)
- the overall morale and 'sense of worth' felt among chairs and non-executive directors of NHS trusts.

The purpose of the newly published framework is therefore to reduce the variation in remuneration and ensure that Chairs and Non-Executive Directors are appropriately remunerated for their roles.

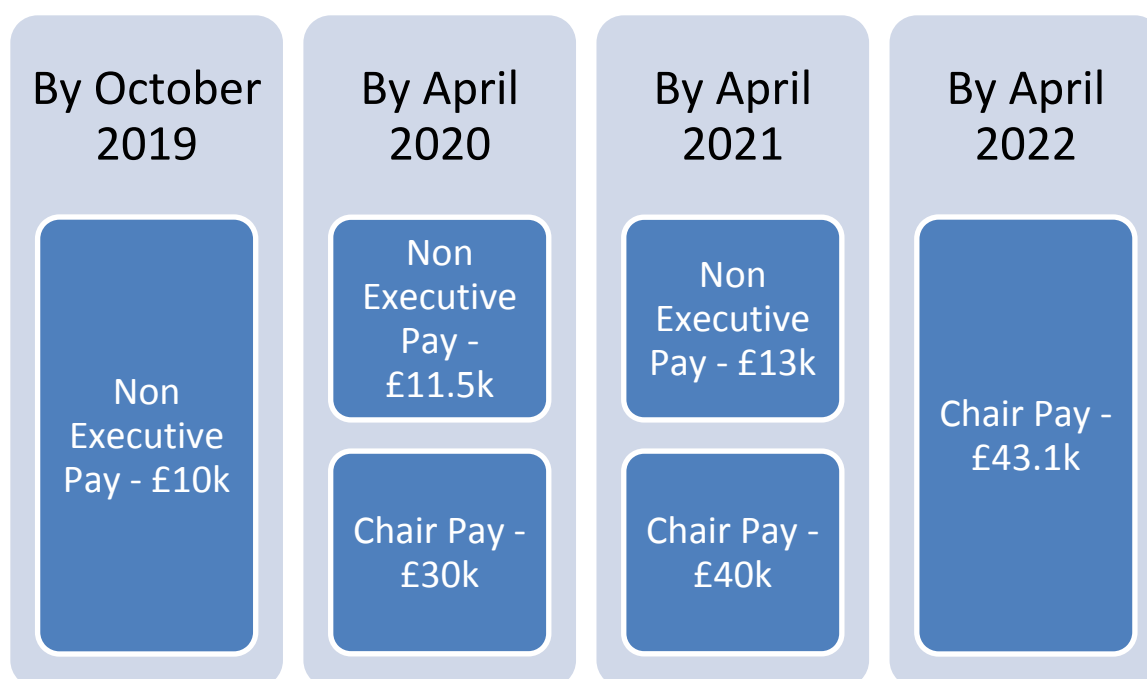
#### 3.2. Key Headlines of the Framework

- The expectation is that remuneration will be aligned across NHS Trusts and NHS Foundation Trusts by April 2020.

## Chair and Non-Executive Remuneration

- NHS Foundation Trusts will have the prerogative to operate outside of the framework on a 'comply or explain' basis.
- The Trusts have been grouped according to annual turnover in order to reflect the size and complexity of the organisations the Chairs and Non-Executive Directors are overseeing.
- Non-Executive Remuneration to be set £13k plus discretion of up to £2k for up to two individuals
- Chairs Remunerations to be set at £43.1k
- There is no additional funding for any associated increases and therefore a phased implementation is proposed beginning in October 2019 and concluding in April 2022.

The table below outlines the phasing:



- Foundation trusts are not expected to apply discretionary annual uplifts that will increase remuneration above the relevant median value until April 2021 (for non-executive directors) and April 2022 (for chairs).

### 3.3. Impact for the Trust

RJAH remuneration for the Chairman and Non-Executive Directors currently exceed the level recommended at the current time and in addition exceed those recommended by April 2020.

For Non-Executive Directors an uplift of £759 to £13k will be required by April 2021 if the framework is to be complied with.

## Chair and Non-Executive Remuneration

Further to maintain the recognition of the SID role an uplift of £739 to £14k would be in line with the framework.

With regard to the Chair's remuneration an uplift of £2k to £40k will be required by April 2021 with a further uplift to £43.1k by April 2022.

For all new appointments between the present time to April 2022 the new salaries would be applicable for the roles.

### 3.4. Conclusion

The Council of Governors is asked to approve the recommendation that the Trust accept the remuneration framework set out by NHS E/I and in doing so agree the amendments to Non-Executive and Chair remuneration as outlined in section 3.3