

Council of Governors Meeting 25/07/2019

MEETING
25 July 2019 13:45

PUBLISHED
24 July 2019

Agenda

<i>Location</i>	<i>Date</i>	<i>Owner</i>	<i>Time</i>
Meeting Room 1, Main Entrance	25/07/19		13:45

1. Committee Management

1.1. Apologies		Chair	13:45
1.2. Minutes of the Previous Meeting held on 30th May 2019		Chair	13:50
1.3. Matters Arising		Chair	13:55
1.4. Declarations of Interest		Chair	

2. Board Reflection

All 14:00

3. Governance

3.1. COG Self-Assessment		Trust Secretary	14:15
3.2. Approval of COG Annual Report		Trust Secretary	14:20

4. Items to Note

4.1. Questions and Answers		Trust Secretary	14:25
4.2. Membership Report		Trust Secretary	14:30
4.3. Review of Work Programme		Trust Secretary	14:35

5. Any Other Business

14:40

6. Date and Time of next meeting

6.1. 26th September 2019 - Meeting room 1 - Public Board 11am
/ Annual General Meeting 2.00pm

1. Committee

2. Board Reflection

3. Governance

4. Items to Note

5. Any Other Business

6. Date and Time of

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6.1. 26th September 2019 - Meeting room 1 - Public Board 11am / Annual General Meeting 2.00pm	

**COUNCIL OF GOVERNORS
30TH MAY 2019**

MINUTES OF THE MEETING

PRESENT:

Frank Collins	Chair	FC
Jan Greasley	Lead Governor/Public Governor, North Wales	JG
Martin Coggon	Public Governor, North Wales	MC
Katrina Morphet	Public Governor, Cheshire and Merseyside	KM
Colin Chapman	Public Governor, Shropshire	CC
Sue Nassar	Public Governor, Shropshire	SN
Russell Luckcock	Public Governor, West Midlands	RL
William Greenwood	Public Governor, Powys	WG
Karen Calder	Governor Stakeholder, Shropshire Council	KC
Peter David	Governor Stakeholder, League of Friends	PD
Allen Edwards	Staff Governor	AE

IN ATTENDANCE:

Mark Brandreth	Chief Executive	MB
Shelley Ramtuhul	Trust Secretary	SR
Steve White	Medical Director	SW
Harry Turner	Non-Executive Director	HT
David Gilbert	Non-Executive Director	DG
Alastair Findlay	Non-Executive Director	AF
Chris Beacock	Non-Executive Director	CB
Paul Kingston	Non-Executive Director	PK

SECRETARY:

Gayle Murphy	PA to Trust Secretary	GM
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MINUTE No	TITLE	ACTION
COMMITTEE MANAGEMENT		
1.1	<p>WELCOME & APOLOGIES</p> <p>Apologies were received from Gill Pitcher - Public Governor, Shropshire, Dr Julie Santy-Tomlinson - Public Governor, Rest of England and Wales, Karina Wright - Governor Stakeholder, Keele University, Kate Betts - Staff Governor, Kate Chaffey - Staff Governor, Nia Jones - Director of Operations, Sarah Bloomfield - Interim Director of Nursing, Craig Macbeth - Director of Finance and Planning, Kerry Robinson - Director Performance, Improvement and Organisational Development, Sarah Sheppard - Director of People and Hilary Pepler - Board Advisor.</p> <p>FC formally welcomed new members Kate Betts, Staff Governor and William Greenwood, Public Governor, Powys to the committee.</p>	
1.2	<p>MINUTES FROM THE PREVIOUS MEETING</p> <p>The minutes from the previous meetings held on 28 March 2019 were approved as a true record.</p> <p>SR confirmed the completion of the actions from the previous meeting, except for confirmation of the Governors attending future meetings of the Clinical Audit Committee as this needs to be picked up with the Interim Director of Nursing as the new Caldicott Guardian.</p>	

MINUTE No	TITLE	ACTION
1.3	MATTERS ARISING There were no matters arising from the previous meeting.	
1.4	DECLARATIONS OF INTEREST There were no declarations to be declared.	
2.0	BOARD REFLECTION	
	<p>FC noted that he had noted and fed back on the continued issue of the Council hearing presenters and participants in the Board meeting. The Governors will be relocated to where they can see the presenters who have a quieter voice.</p> <p>MB invited the Governors to indicate if they cannot hear during the meeting. RL asked if they could be moved closer to the table, MB confirmed that work would continue on this.</p> <p>PD asked DG about note 34 in the Annual Accounts, regarding payments of redundancy costs, losses and special payments and whether he was comfortable with the explanations he was given and whether he could give assurance that they are in line within the NHS guidelines. Further PD asked whether, given the potential new organisational structure planned within the Trust, any amount has been budgeted for potential redundancies next year.</p> <p>DG replied that it is very rare for the Trust to make redundancies. When any discussion on such matters takes place the Trust ensures it is within the contractual arrangements of the employee and NHS guidelines, if it was not, the Trust would seek guidance from the regulator or auditor, or both, to be within the rules. He invited MB to comment on the budgeting for next year.</p> <p>MB explained that the Trust is very mindful of the rules and that SS has taken advice from colleagues in the region. He added that the Trust is not envisaging a significant number of redundancies. There are one or two members of staff who are at risk but SS is supporting him and the Trust to retain the staff they have and move them into appropriate roles. A small contingency has been established to support the implementation of the new structure but MB and CM are working together for the restructure to be cost neutral and are both keen to evidence that.</p> <p>RL asked for clarification between a Managing Director and a CEO. MB replied this would be covered in the CEO update later in the meeting.</p> <p>RL added that he thought the presentation by Gillian Cribb was brilliant and one of the best he had heard at the Board.</p> <p>KC commented that SB had recently visited the Shropshire Council Scrutiny Committee to present the Trust's Quality Account and she would like to reflect that the Committee felt SB could answer questions honestly and frankly, this showed self-awareness as an organisation to accept the challenges and address them in public. She asked FC to pass on the Committee's thanks to SB.</p> <p>MC asked FC, following the presentation by Gillian Cribb in the Board meeting, if the Board is going to review and reflect on the composition of interview panels and job specifications based on her experiences within her professional career.</p> <p>FC replied that this would be the case. SW added that Gillian Cribb had agreed to meet with him to discuss this.</p> <p>KM questioned HT regarding the presentation given by NJ about Diagnostics and the issue that there was an increase in referrals, which has resulted in the Trust re-directing them to other appropriate places, to meet the increase in demand. KM asked if this is a trend which would continue and if so, what the Trust is doing about it.</p>	

MINUTE No	TITLE	ACTION
	<p>HT responded that the Risk Committee manages the process of how the whole organisation manages all risks. The Risk Committee would refer the risk to another Committee i.e. Quality and Safety or Finance, Planning and Digital and then has oversight to make sure it is being managed accordingly.</p> <p>AF added that Diagnostics was included in the discussion as part of the service line performance at the Finance, Planning and Digital Committee and confirmed that this issue is being addressed moving forward.</p> <p>In response to a question from KM, MB stated that the MRI and Ultrasound issues were related to the SOOS service, where the Trust has not been able to send referrals to SaTH. This issue has now been resolved. For the future a faster resolution is required to deal with the back log problem, for example a temporary facility or additional out of job plan work. The Trust believes there are a number of underpinning issues regarding the amount of diagnostics tests every patient needs and how the Trust can keep up with it.</p> <p>JG commented that as suggested at the Governor and Non-Executive Director training day, she observed the Board meeting rather than rely on documents and found it hard to keep abreast of all issues under discussion.</p> <p>FC responded that it is individual choice and agreed the Board pack is a large pack of documents. He suggested the Governors should focus on the key areas of the pack for example the Integrated Performance Report as this gives a clear insight into the organisation. Also to read the Chair's report from each Board Committee, or the agenda, and then questions may flow from there.</p> <p>SR agreed with FC and advised that as general rule, papers will not come to the Board meeting that have not already been to one of the Committees, therefore the Chair's reports will give a summary and then the Governors may want to read the full paper.</p> <p>JG raised that HT had extended an invitation for a Governor to attend the Risk Committee as a one-off exercise to observe the non-executives seeking assurance on matters first hand.</p> <p>Action: SR to facilitate a Governor attending Risk Committees</p> <p>CC added that the Board paper portal will definitely help to read the papers in advance of the meetings. FC agreed.</p> <p>JG added that the meeting was good and that the hearing problem was the only issue.</p> <p>KM asked whether the Non Executives had assurance regarding the Month 01 April finances. There were good explanations provided i.e. MSK QUIPP and implant expenditure but she asked whether this will be a recurring issue going forward.</p> <p>AF replied that this was covered in detail in the Finance, Planning and Digital Committee. The income was above plan but due to the case mix in the costs were above plan. AF confirmed that assurance was received from the Executives on this.</p> <p>FC advised that April was behind activity by 36 cases but the case mix was more complex to what was planned, with a high level of prosthetic work requiring high cost implants The Trust over spent on non pay areas, with agency spend over target in April. He added that no judgements on the organisational forecast would be made after only one month. The Trust needs to forward look into future months especially the summer period as historically this is where there is an under performance against the plan.</p>	<p style="text-align: right;">Trust Secretary</p>

MINUTE No	TITLE	ACTION
	<p>DG added that April is usually a light month in activity terms to bank holidays; school holidays, Easter and staff annual leave so April was forecasted for a deficit. He confirmed there should be an improvement in May and the Trust is planning to drive activity in September, November and March. KM asked if the NEDs had the assurance they needed at this stage. DG confirmed they have.</p> <p>WG reported his observations as a new Governor. He prepared for the role by looking at past papers and received a good flavour of the organisation. He commented that he felt the Board presentations were good but too long and ate into the business time.</p> <p>FC acknowledged this comment but added that this was WG's first meeting and the presentations differ each month. He disagreed that on this occasion they were not too long and felt they were worthy of the time they had and it would have been wrong of him to curtail the presentations.</p> <p>CC recalled that during the Board meeting sickness absence was discussed, including the Theatres department; the narrative outlined the reasons being anxiety and depression. He wondered if there was a common denominator causing this and whether this was being looked into in greater depth.</p> <p>FC responded that he was clear the sickness absence performance is on the agenda of the Executives and Divisional Managers. He added they are aware of the hot spots within the organisation and causal factors are being investigated. The Executives will not ignore this, it will be addressed.</p> <p>MB added that the Trust understands what is behind the sickness to a sufficient extent and they have enlisted external help, alongside the senior leaders and managers to deal with the process and provide support. There is a detailed action plan which the Executives are monitoring bi-weekly, this plan is on the risk register and is a focus at the People committee for assurance.</p> <p>He drew attention to the four areas which were discussed at the end of March, which would be approached differently. They are:</p> <ul style="list-style-type: none"> • Theatre Activity • Culture (Sickness linked to Theatres) • Service review/model in MCSI • SOOS/TEMS <p>MB confirmed there will be more detailed updates on these issues at the June Private Board.</p> <p>FC thanked the Council for their attendance at the Board of Directors meeting.</p> <p>The Council of Governors noted the reflection on the Trust Board meeting.</p>	
3.0	<p>CHIEF EXECUTIVE UPDATE</p> <p>Mark Brandreth, Chief Executive, delivered an Organisational Structure update to the Council. The following points were made:</p> <ul style="list-style-type: none"> • The current structure is most suited to an Acute District General Hospital not an Elective Specialist Centre • Current divisions (Surgery, Medicine and Diagnostics) are long standing with the most recent addition of Theatres • The Trust's strategy is about MSK and Specialist, activity as examples, but these priorities do not align with the current structure • The areas within the Trust need grouping differently, there will be 4 units not Divisions • There will be new roles titled Clinical Chairs rather than Clinical Directors, 	

MINUTE No	TITLE	ACTION
	<p>who will be accountable for the unit, the person may be clinical not necessarily medical, this gives opportunities to therapists and nurses</p> <ul style="list-style-type: none"> • Each of the 4 units will have a Managing Director to support the Clinical Chair • Each of the 4 units will have a Unit Head of Nursing • Work will be aligned into each of the 4 units - MSK, Specialist, Clinical Services and Support Services • There has been significant internal interest in the roles • There are ongoing internal debates on the units and what sits within them • The Clinical Chair, Managing Director and Unit Head of Nursing will then design their sub structure within their unit <p>RL asked how much the new structure will cost and MB confirmed this will be cost neutral. He confirmed the Managing Director will be accountable for performance in their area - similar to a Director of Operations role. The CEO accountability does not change.</p> <p>RL asked if the term Managing Director is the correct title. MB responded that the Trust has looked at other organisations and how similar posts are titled. People want to see progression in their career whether this is financially or through their job title and the term Managing Director may attract quality candidates.</p> <p>RL asked if the title Director would be better than MD. MB responded he would take this away and think about it.</p> <p>FC commented that a lot of thought has gone into the consultation and this will be taken away.</p> <p>JG asked if staff are generally finding this motivational or viewing it with concern. MB responded that there has been a lot of discussion in the management community, but he has confidence in the positive feedback he is receiving whilst also acknowledging some individual concerns.</p> <p>KC agreed that a lot of thought and energy has gone into this and asked whether there were any positive outcomes for the patients. MB noted that the case for change is the Trust's ambition to be world class however the Trust is not organised at this time to be world class. If the Trust wants to move forward, it needs to adapt and change.</p> <p>FC supplemented this with his view that following a positive year last year it would be easier to stay the same but a trait of a forward thinking organisation is to change and proactively address issues, including operational and strategic challenges, which will then change patient care.</p> <p>MB concluded that more senior clinicians will be involved in the running and the thinking of the hospital.</p> <p>FC thanked MB for his update.</p>	
4.0	QUALITY	
4.1	<p>QUALITY ACCOUNT EXTERNAL AUDIT</p> <p>SR discussed the External Auditors report on the Quality Accounts which will be presented to the Council of Governors at the AGM.</p> <p>Earlier in the year, the Interim Director of Nursing presented the options for the indicators for the Governors to choose.</p> <p>There were 2 mandated indicators:</p> <ul style="list-style-type: none"> • 18 week RTT waiting times 	

MINUTE No	TITLE	ACTION
	<ul style="list-style-type: none"> 62 day cancer waiting times <p>The Governors selected:</p> <ul style="list-style-type: none"> 28 day emergency admissions <p>SR confirmed the audit does not comment on performance, it purely looks at the quality of the data, to make sure what is being looked at for assurance is accurate, complete and reliable.</p> <p>The 2 mandated indicators had a satisfactory finding with only minor issues noted, with some recommendations made in relation to those. Progress updates will be via the Council of Governors Committee upon completion of the actions.</p> <p>The indicator selected by the Council of Governors had no recommendations made, there were no issues noted and full assurance was given.</p> <p>The auditors commented on the content quality and consistency, which was in line with the requirements.</p> <p>DG commented that Gus Miah of Deloitte, agreed he will attend the AGM to answer questions on the Quality Account.</p> <p>Action: SR to confirm the date and invite Gus Miah to the AGM</p> <p>The Council of Governors noted the Quality Account External Audit</p>	<p>TRUST SECRETARY</p>
5.0	COG STRATEGY	
5.1	<p>MEMBERSHIP DEVELOPMENT AND ENGAGEMENT STRATEGY SESSION FOLLOW UP</p> <p>The Trust Secretary updated the Council on progress of the actions from the session held in January 2019.</p> <p>FC thanked SR for the progress made so far.</p> <p>The Council of Governors noted the progress.</p>	
6.0	ITEMS TO NOTE	
6.1	<p>SENIOR INDEPENDENT DIRECTOR APPOINTMENT</p> <p>At this point HT and CB left the room as they each have an interest in the follows issues. This is good governance.</p> <p>The Chairman updated the Council on the appointment of the Senior Independent Director which is required on a Foundation Trust Board. It is a Non Executive Director who fulfils this role including being the Deputy Chair. This role has previously been undertaken by AF, whose term comes to an end in October this year. Expressions of interest had been requested from the Non Executive Directors and resulted in FC proposing to the Board that HT be appointed as Senior Independent Director /Deputy Chair. This was unanimously approved by the Board and is now on the agenda for consultation purposes at the Council of Governors Committee.</p> <p>The Council agreed with the Boards decision.</p> <p>FC highlighted that CB will come to the end of his 3 year term as Non Executive Director at the end of June 2019 and asked for the Councils approval to extend the term for a further 3 years.</p>	

MINUTE No	TITLE	ACTION
<p>6.2</p> <p>6.3</p>	<p>The Council unanimously approved the extension of the term for a further 3 years. HT and CB re-entered the room and were updated of the approval by the Council.</p> <p>QUESTION AND ANSWERS</p> <p>The Trust Secretary stated that no questions had been submitted prior to the meeting.</p> <p>WORK PROGRAMME REVIEW</p> <p>The Trust Secretary introduced the update on the Report and noted:</p> <ul style="list-style-type: none"> • New meeting dates • Some of the duplication as listed in previous years has been removed as the Governors now attend the Board meetings • No significant changes <p>JG commented that the Council were happy with the programme review.</p> <p>The Council of Governors noted the Work Programme Review.</p>	
7.0	ANY OTHER BUSINESS	
7.1	<p>PD asked if any of the other Chairs of Committees would extend invites to the Governors to attend the meetings.</p> <p>FC replied that Committees discuss commercially and patient confidential issues so this would be monitored and reviewed following the Risk Committee attendance. This is a one-off exercise to allow a governor an opportunity to observe the process of assurance. It would not be good practice to have governors attending all Committees.</p> <p>SR added that agenda items, particularly at Quality and Safety Committee can related to confidential patient issues and may be inappropriate and would need careful consideration and management.</p> <p>FC said the Trust and the Council has to be aware of unintended consequences of well intentioned initiatives.</p> <p>JG questioned if other Trusts allow this. FC declared that so far as he is aware, none do.</p> <p>MB commented that he has been employed at various Trusts and he is only aware of one other that allowed Governors to attend the Risk Committee as a one-off exercise.</p> <p>CC asked if confirmation had been given for the Governors to attend the Clinical Audit meetings. SR pointed out this action was ongoing and would be followed up with the Interim Director of Nursing following the meeting.</p> <p>CC noted that there could be a cost saving implication within the Orthotics department as there is a huge expenditure on equipment. He asked if this could be investigated. MB commented that this was a good suggestion, not for the Governors to action, but he would take this away and discuss it with the managers of the service.</p> <p>FC confirmed this was a good idea and would be looked into.</p>	CHIEF

MINUTE No	TITLE	ACTION
	<p>Action: MB to discuss potential cost saving scheme in Orthotics with Director of Operations</p> <p>KM noted that the Snowpaedic Walk would be held on the 8th June, which is a great fundraiser for the Veterans Appeal and encouraged other Council members to support this.</p> <p>RL commented that he was concerned about the hospital retaining its status as a Foundation Trust when a new Minister of Health is appointed in the near future.</p> <p>FC responded that he valued the statement and that everyone in the Council would agree but it would be wrong to debate it at this time.</p>	EXECUTIVE
8.0	Next Meeting Thursday 25th July 2019 at 2.30pm	

COUNCIL OF GOVERNORS - SUMMARY OF KEY ACTIONS

Ongoing Actions	Lead Responsibility	Progress
SR to confirm with the Chair of the Clinical Audit Committee and the Caldicott Guardian regarding Governors attendance	Trust Secretary	Complete Not possible due to Clinical Information and patient being identifiable
New Actions	Lead Responsibility	Progress
SR to look into Governors involvement in Board Committees	Trust Secretary	Complete
SR to confirm the date and invite Gus Miah to the AGM	Trust Secretary	Complete
MB to discuss potential cost saving scheme in Orthotics with Director of Operations	Chief Executive	Complete



The Robert Jones and Agnes Hunt
Orthopaedic Hospital
NHS Foundation Trust

Council of Governors Survey of Effectiveness

Shelley Ramtuhul
Trust Secretary

Aspiring to deliver world class patient care

1. Committee Management

2. Board Reflection

3. Governance

4. Items to Note

5. Any Other Business

6. Date and Time of next meeting



The Robert Jones and Agnes Hunt Orthopaedic Hospital NHS Foundation Trust



Aspiring to deliver world class patient care

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4. Items to Note

Any Other Business

5. Date and Time of next meeting

The Survey

- Survey of all Governors – 67% response rate which is the same as the response rate for 17/18
- Same questions have been in use since 2013 to allow tracking of progress
- Total scores for each question have been calculated by detracting the number of negative responses from the number of positive responses.

Changes in responses from 2017/18 survey	
Increase	8
No change	6
Decrease	3
Total number of Questions	15

- Four key areas reviewed:
 - The Statutory Role
 - The Meetings
 - Membership
 - Governor Involvement

Statutory Role



	Strongly Agree		Agree		Disagree		Strongly Disagree		Cannot Say		Total Score		CHANGE
	17-18	18-19	17-18	18-19	17-18	18-19	17-18	18-19	17-18	18-19	17-18	18-19	
I understand what my statutory duties are	2	7	8	3	0	0	0	0	0	0	10	10	↔
The COG is able to fulfil its duty of holding the NEDs to account for the performance of the Trust Board	1	2	6	8	2	0	0	0	0	0	5	10	↑
I am clear about the difference between the role and responsibilities of the Council of Governors and the Board of Directors	5	7	5	3	0	0	0	0	0	0	10	10	↔
The COG has been sufficiently engaged in the Trust's forward planning processes and that their views have been taken into account	0	0	7	7	3	2	0	0	0	1	4	5	↑
I understand the key risks which the Trust faces in delivering its objectives	1	3	8	7	1	0	0	0	0	0	8	10	↑
The COG has fulfilled its statutory duties in reference to NED/Chair appointments	2	5	5	3	1	0	0	0	1	2	6	8	↑
I have been provided with training that has helped me in my role	4	10	5	0	1	0	0	0	0	0	8	10	↔
The COG members receive sufficient information about the Trust performance	4	6	6	4	0	0	0	0	0	0	10	10	

Statutory Role - Action

Actions taken during 18/19

- Bespoke Governwell training sessions organised
- Governors attending Board and observing forward planning and performance information with opportunity for further discussion during the reflection session

Further suggested action for 2019/20

- Specific agenda item on forward planning for early 2020

Council of Governor Meetings



	Strongly Agree		Agree		Disagree		Strongly Disagree		Cannot Say		Total Score		CHANGE
	17-18	18-19	17-18	18-19	17-18	18-19	17-18	18-19	17-18	18-19	17-18	18-19	
I have received sufficient training to fulfil my role	3	6	5	4	2	0	0	0	0	0	6	10	↑
I consider the Council of Governors meetings to be effective and that the meeting outcomes are valued and followed up by the Trust	1	2	9	7	0	0	0	0	0	1	10	8	↓
Council meeting agendas are relevant and timely and adequate time is given for the discussion of each item	2	2	5	7	3	1	0	0	0	0	4	8	↑
As a Council Member I feel respected and valued for the contributions I make	2	2	7	8	1	0	0	0	0	0	8	10	↑
Council of Governors meetings are chaired effectively	5	6	5	4	0	0	0	0	0	0	10	10	↔
I get the opportunity to speak if desired and am made to feel comfortable doing so	5	7	5	2	0	0	0	0	0	0	10	9*	↔
Executive Directors are available at COG meetings to answer questions raised by governors	3	6	6	4	0	0	0	0	0	0	9*	10	↔

* One non respondent

Council of Governor Meetings - Actions

Actions taken during 18/19

- Questions and answers paper introduce to facilitate answers from the Executive Team

Further suggested action for 2019/20

- Follow up email to Governors post meeting for feedback on effectiveness – responses to be provided in confidence to the Trust Secretary.

1. Committee Management
2. Board Reflection
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Membership Matters



	Strongly Agree		Agree		Disagree		Strongly Disagree		Cannot Say		Total Score		CHANGE
	17-18	18-19	17-18	18-19	17-18	18-19	17-18	18-19	17-18	18-19	17-18	18-19	
There is an effective membership strategy in place	1	0	8	8	1	1	0	0	0	1	8	7	↓
I am satisfied that the profile of the governors within the Trust and externally is sufficient for others to understand their role and function.	0	2	6	4	3	4	0	0	1	0	3	2	↓
I have sufficient communication/ contact with FT members in my role as a governor	1	2	4	5	4	3	0	0	0	0	1	4	↑

Membership Matters - Actions



Actions taken during 18/19

- Membership strategy reviewed in November 2018
- Bespoke training session on the Governor role in relation to membership
- Improved Governor information in the hospital and availability of membership forms

Further suggested action for 2019/20

- Exploration of the use of screens in outpatients – screens not yet in place but Facilities have been provided with the wording to be used once screens installed
- Improved social media profile regarding Governors and membership
- Governor posters being printed to be put up in constituent GP surgeries (delayed to allow for a poster to be created for the new Governors)

Involvement of the Governors

Where the Governors have been involved

- Involvement in Non Executive Director interviews
- Patient Safety Walkabouts
- Input into the CQC inspection
- Sit and See observations
- Patient Panel attendance
- Patient Safety Walkabouts

Where the Governors would like to be more involved

- More patient safety walkabouts
- Membership engagement

1. Committee Management
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Impact of the Governors

Where the Governors have had an impact

- Overall feedback indicated that the Council of Governors felt better equipped to challenge the NEDs and that relationships with the NEDs and the Board of Directors have improved leading to better discussions.
- The Governors raised challenge on behalf of patients with regard to the ceasing of a clinical service and as a result the Board of Directors has reflected on the communication of such decisions going forward.

1. Committee Management
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0. Reference Information

Author:	Shelley Ramtuhul, Trust Secretary	Paper date:	25 July 2019
Executive Sponsor:	Mark Brandreth, Chief Executive	Paper Category:	Governance and Quality
Paper Reviewed by:	N/A	Paper Ref:	
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 annual activity of the Council.

2. Executive Summary

2.1. Context

The Council of Governors has statutory and general duties with regard to holding the Non Executive Directors to account and further representing the interests of the Trust's members and the wider public.

2.2 Summary

This report sets out the activities which have been undertaken by the Council of Governors over the past year. It demonstrates how they have met their statutory and general duties throughout the year.

2.3 Conclusion

The Council of Governors have met their statutory and general duty requirements for 2018/19

3. The Main Report

3.1 Introduction

This Annual Report describes the main activities undertaken by the Council of Governors over the past year on the behalf of their members who elected them or the partner organisations who appointed them. It demonstrates how the Governors have fulfilled their general and statutory duties.

3.2 Duties of the Council of Governors

The general duties of the Council of Governors are:

- To hold the Non-Executive Directors individually and collectively to account for the performance of the Board of Directors, and
- To represent the interests of the members of the Trust as a whole and the interests of the public (Health & Social Care Act 2012)

The Council of Governors is responsible for representing the views of Foundation Trust members and partner organisations in the governance of the Trust. They have no role in the day to day management of the Trust, but advise on strategic issues.

The Council of Governors also have a number of statutory duties, including the appointment of Non-Executive Directors, approval of the Trust's Constitution (jointly with the Board of Directors) and the approval of large "significant transactions".

The Governors do not receive any payment for the time that they spend supporting the Trust or attending the Council of Governors. They are able to have their travel costs reimbursed.

3.3 Elections / Appointments

There were elections and appointments during 2018/19 which resulted in the following Governors being appointed / elected:

Type of Governor	Constituency	Term of Office Yrs	Appointed / Elected	Date Term in Office Ends
Staff Governors				
Kate Betts	Staff	3	11 Apr 2019	10 Apr 2022
Public Governors				
William Greenwood	Powys	3	23 Feb 2019	22 Feb 2022

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3.4 Meetings

The meetings of the Council of Governors are open to the public. There were four formal meetings of the Council of Governors in 2018/19. The attendance at these meetings was as follows:

Council of Governors Meetings 2018-19				
	May 2018	Jul 2018	Nov 2018	Mar 2019
Frank Collins - Chairman	✓	✓	✓	✓
Karen Calder – Stakeholder Governor Shropshire Council	✓		X	✓
Karina Wright, Stakeholder Governor Keele University	X	✓	X	X
Kate Chaffey, Staff Governor	✓	✓	X	X
Jan Greasley, Lead Governor/Public Governor North Wales	✓	✓	✓	✓
Russell Luckock, Public Governor West Midlands	✓	X	✓	X
Sue Nassar, Public Governor Shropshire	✓	X	✓	✓
Peter David, Stakeholder Governor League of Friends	X	✓	✓	X
Linda Ward, Public Governor Powys	✓	✓		
Gill Pitcher, Public Governor Shropshire	X	X	✓	✓
Julie Santy-Tomlinson, Public Governor Rest of England	X	X	X	X
Allen Edwards, Staff Governor	✓	X	✓	X
Colin Chapman, Public Governor Shropshire	✓	X	✓	✓
Katrina Morphet, Public Governor Cheshire & Merseyside	X	✓	X	X
Martin Coggon, Public Governor North Wales	✓	✓	✓	X
Director/Associate Directors in attendance				
Mark Brandreth - Chief Executive	✓	✓	✓	✓
Craig Macbeth - Director of Finance	✓	✓	X	✓
Nia Jones - Director of Operations	✓	X	✓	X
Bev Tabernacle - Director of Nursing	✓	X	✓	
Sarah Bloomfield, Interim Director of Nursing				✓
Sarah Sheppard, Director of People	X	X	X	X
Alastair Findlay - Non Executive Director	✓	X	✓	✓
Hilary Pepler - Non Executive Director / Board Advisor	✓	✓	✓	✓
Kerry Robinson – Director of Strategy and Planning	✓	X	X	X
David Gilbert - Non Executive Director	✓	✓	✓	✓
Steve White - Medical Director	X	✓	X	X

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Chris Beacock – Non Executive Director	✓	X	X	X
Harry Turner – Non Executive Director	✓	X	✓	✓
Paul Kingston – Non Executive Director				✓

The areas covered in those meetings include:

Statutory duties

The Council:

- Approved the re-appointment of the Non Executive Director David Gilbert
- Appointed Non Executive Director Paul Kingston
- Considered the statutory declarations made by the Board

General Duties.

The Council held the NEDs to account for the performance of the Board and represented the views of their membership by:

- Receiving an update from the Chairman at every meeting
- Receiving regular reports on the Trust's performance from the Chief Executive
- Receiving a presentation given by the Director of Nursing on the Quality report & the auditor's report on the Quality Accounts
- Observing Non Executive interaction and challenge at the Board of Directors
- Observing presentations at the Board of Directors from the Non-Executive Director Chairs of the Finance Planning and Investment Committee, Quality & Safety Committees, Risk Management Committee and Audit Committee.
- Considering the Quality priorities for 2019/20
- Receiving regular updates from the Director of Nursing on the CQC Action Plan
- Receiving regular reports on the Trust's membership

The Governors are also able to appraise the performance of the Trust Board by; the receipt of monthly performance data, receipt of Board minutes and papers. The Governors are in regular attendance as observers at the Trust Board.

Governance

The Council:

- Agreed a work plan prior to the start of the years and reviewed it at every meeting
- Made recommendations to the Non-Executive Director Remuneration Committee
- Undertook a self-assessment.

The Council undertook NHS Provider training on Membership Engagement and individual members of the Council have attended various training sessions and seminars hosted by GovernWell.

3.5 Membership

The Council of Governors also have an important role to play in the recruitment of and the engagement with Foundation Trust members.

Council of Governors Annual Report

A membership strategy was developed and approved by the Council in 2015. This was updated in November 2018. Progress against the strategy is reported at every meeting. 2018/19 was a successful year in terms of increasing the Trust's membership and the Trust had a total of 6,296 members (as at 29 March 2019).

3.6 Other Duties

The Governors also sit on the patient's panel, attend patient safety walkabouts and conduct sit and see observations.

4. Conclusion

Having considered the activities undertaken by the Council of Governors during 2018/19 it can be seen that they fulfilled their duties as set out in the Health and Social care Act and the Trust's constitution.

DRAFT

1. Committee
2. Board Reflection
3. Governance
4. Items to Note
5. Any Other Business
6. Date and Time of

0. Reference Information

Author:	Shelley Ramtuhul, Trust Secretary	Paper date:	25 July 2019
Executive Sponsor:	Mark Brandreth, Chief Executive	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 Council of Governors is asked to **note** the questions that have been raised by Council members since the last meeting and the answers provided by the Executive Team.

2. Executive Summary

2.1. Context

It was agreed that any questions and answers raised by Council members in between meetings would be collated into a paper to the Council in order that all members could benefit from the information and also to ensure there was opportunity for discussion as required.

In addition it was agreed that the Council of Governors would be proactively asked if there were any items they wished the Chairman to consider for the agenda.

2.2 Summary

This paper presents the questions and answers paper. In summary:

- The Council members requested no items for the agenda
- The Council members raised 3 questions in relation to the following:
 - The recent decision by the CCG to cease funding for shockwave therapy
 - Surgeons reducing their hours due to concern about taxation on Pension Contributions
 - Chaplaincy appointment

2.3 Conclusion

The Council of Governors is asked to note the questions raised by Council members since the last meeting and the answers provided by the Executive Team.

3. Main Report

3.1. Questions and Answers

Date Raised	Raised By	Question	Response
8 July 2019	Colin Chapman	A former consultant colleague has informed me of the recent decision by the CCG to cease funding for shockwave therapy. If this is correct, what evidence/reason do they have to support the decision? Assurance is required for the patients who use this service.	<p>This relates to the Value Based Commissioning Policy (Shropshire CCG) which was recently up-dated and implemented from 1st July.</p> <p>Extract from the polcy:</p> <p>4.12 Extracorporeal Shockwave Therapy <i>Extracorporeal shockwave therapy for refractory Achilles tendinopathy and/or refractory plantar fasciitis will not be funded</i></p> <p>The CCGs current view is that there is insufficient evidence for its effectiveness; however the Trust is in discussion with them with regard to the evidence base, in particular the NICE guidelines and the Trust’s research and audit, of the efficacy of treatment.</p>
8 July 2019	Peter David	To what extent, if any, have the activity levels and waiting times been adversely affected by surgeons reducing their hours due to concern about taxation on Pension Contributions?	<p>We have seen a limited impact so far with some anaesthetists and surgeons looking to reduce additional work or reduce job plans down (which they have a right to do). The Board received a presentation on the issue last month as part of a strategy session.</p> <p>The Board agreed to look at options, although this is limited and for these to be brought back for consideration shortly.</p> <p>The Chief Executive has also been invited to be part of a small group being coordinated by NHS Providers to lobby on the issue. https://www.bbc.co.uk/news/health-48903913</p>
9 July 2019	Jan Greasley	Why has the Chaplaincy appointment been advertised for a fixed period of time? Also what changes if any are envisaged to the chaplaincy service?	<p>The fixed period of time was decided upon to allow for recruitment to a substantive post. It is possible that the temporary post holder could be appointed into the substantive post.</p> <p>Interviews are currently being scheduled with a strong field of applicants.</p> <p>There are no significant changes envisaged to the chaplaincy service at this time.</p>

0. Reference Information

Author:	Shelley Ramtuhul, Trust Secretary	Paper date:	25 July 2019
Executive Sponsor:	Mark Brandreth, 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.

1. Committee
2. Board Reflection
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Membership Update

3. The Main Report

3.1. Background

This paper provides an update on membership numbers as at 30 June 2019 and on-going progress of the Trusts Public Membership Strategy.

3.2. Current Membership

The current membership total (at 30 June 2019) is 6335 which can be broken down as follows:

As at 30 June 2019	
Staff	1181
Public	4666
Total	6335

3.3. Membership Growth

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.

In June 2019 the Trust's membership stood at 6,335 which represents a small increase for Quarter 1.

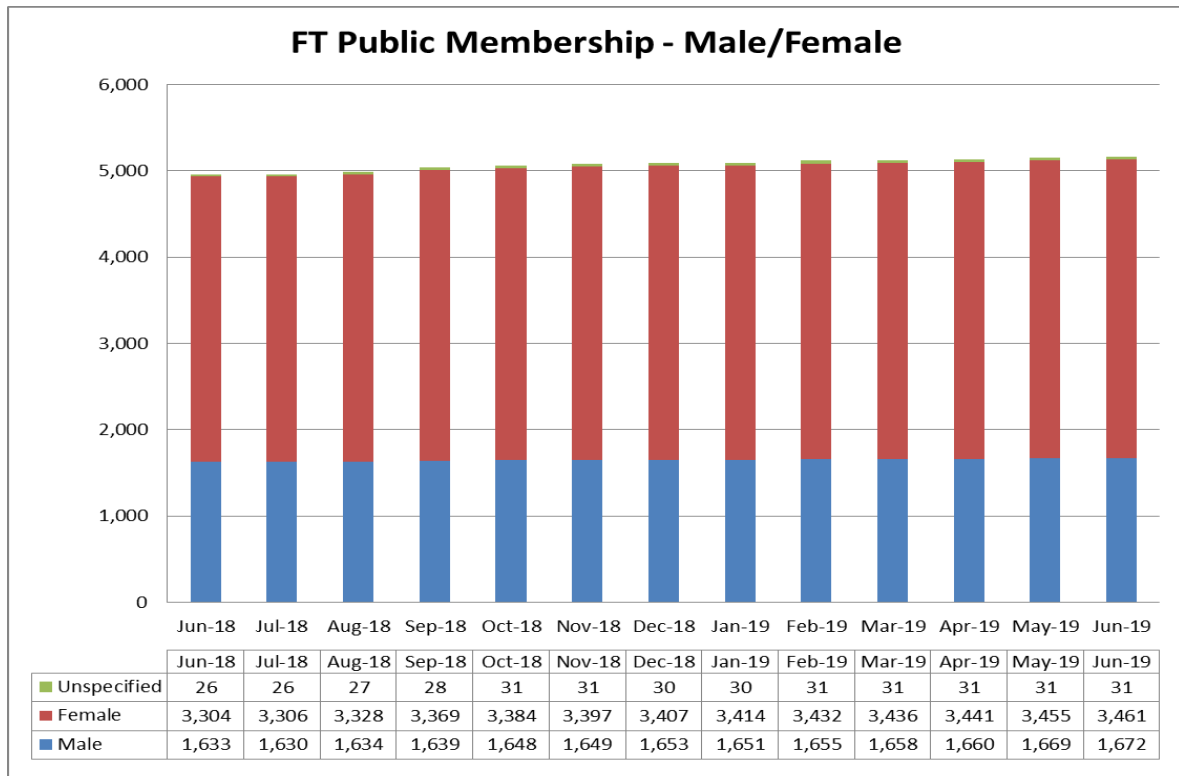
3.4 Constituencies

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

	Jul-18	Aug-18	Sep-18	Oct-18	Nov-19	Dec-18	Jan-19	Feb-19	Mar-19	Apr-19	May-19	Jun-19
Cheshire & Merseyside	328	328	328	329	329	330	331	332	333	333	335	335
North Wales	881	893	892	892	892	894	891	893	893	895	896	898
Powys	516	519	521	524	524	524	524	526	525	526	528	530
Shropshire	2,530	2,561	2,575	2,580	2,580	2,590	2,597	2,612	2,618	2,619	2,627	2,629
West Midlands	475	475	485	488	488	489	489	490	490	492	495	497
Rest of England & Wales	220	222	224	226	226	225	225	226	226	227	230	231
Out of Trust Area	39	38	38	38	38	38	38	39	40	40	44	44
Total	4,989	5,036	5,063	5,077	5,077	5,090	5,095	5,118	5,125	5,132	5,155	5,164

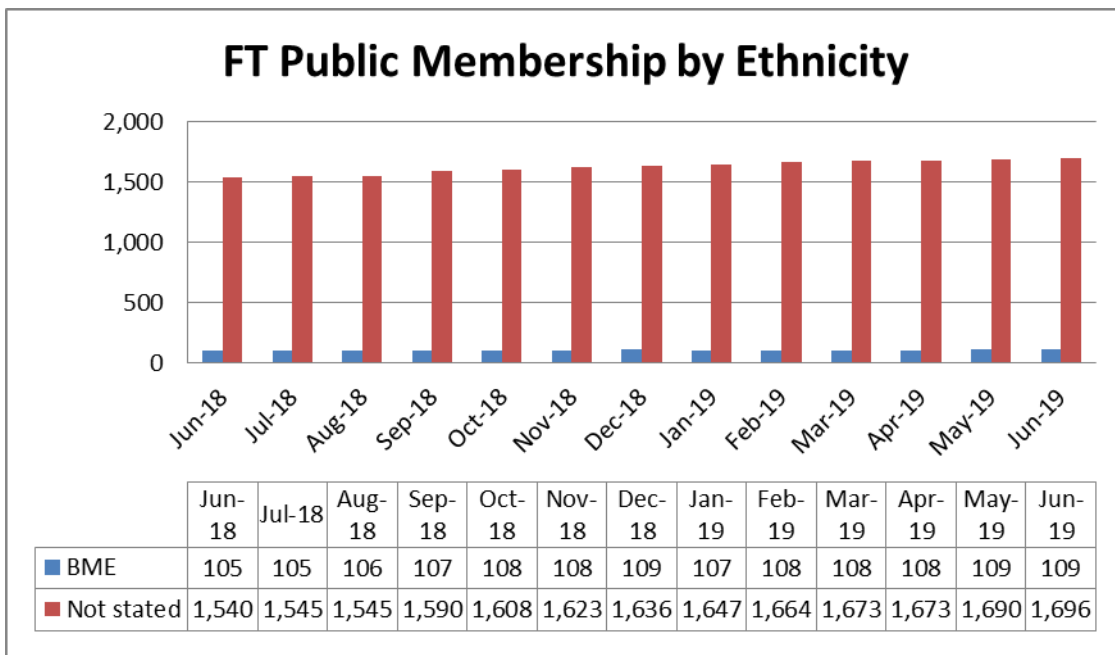
3.5 Gender

The graph below shows the split between female and male members. This demonstrates that males remain under represented within the membership. 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.



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.



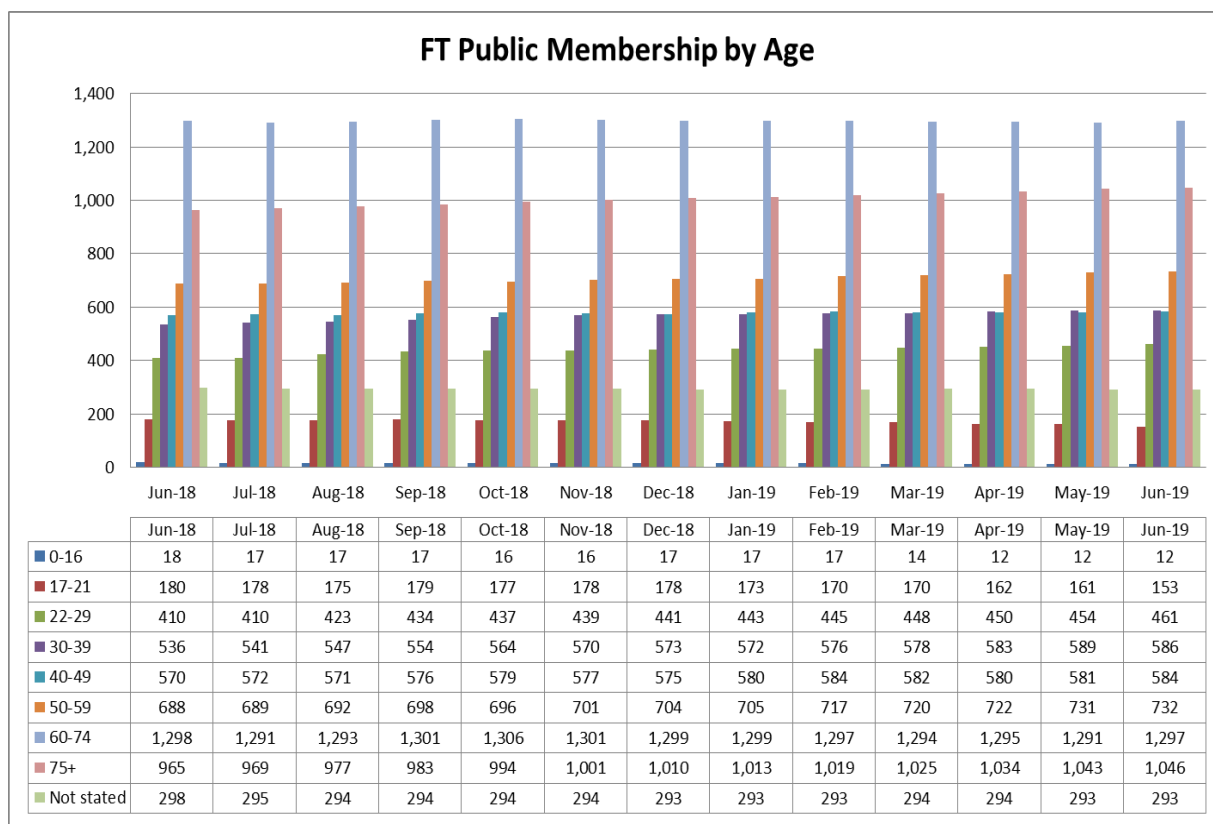
Membership Update

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. However, whilst the Trust has always had far more members in the 60-74 and 75+ age categories than any other, both the 30-39 and 50-59 categories have seen increases in line with the Trust's target.

It is disappointing that the young age group numbers remain low and have seen a decline since October 2018. This will be a focus over the next quarter with a review of the social media and online information in relation to membership information.

Age Group	Oct 18	Jun 19	% Change in Public Members
0-16	16	12	-25
17-21	178	153	-14
22-29	439	461	5
30-39	570	586	2.8
40-49	577	584	1.2
50-59	701	732	4.4
60-74	1301	1297	-0.3
75+	1001	1046	4.5
Not stated	294	293	-0.3



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 during 2017-18 and 2018-19 the increases were not quite to the level required for the annual target increase.

The members' drop-in sessions have been held quarterly by the Governors who now greet patients into the Trust and encourage recruitment as well as discussing issues and these sessions are continuing during 2019-20.

4. Conclusion

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

Work Programme Review 19/20

	30 th May 2019	25 th July 2019	26 th Sept 2019	28 th Nov 2019	27 th February 2020	April Meeting 2020 (TBC)
Statutory Reports						
Receive Annual Report and Accounts			X			
Receive Audit Reports			X			
Forward plan						
Consider strategic issues/priorities for Board to consider in the planning process					X	
Presentation of plan		X				
Quality						
2019 priorities					X	
Quality Indicators to be audited					X	
Quality accounts draft presented						X
Update on Quality Accounts Audit Actions	X	X		X	X	
Trust Developments						
As & When required	X	X		X	X	X
COG Strategy docs						
Membership & Engagement strategy						X
COG Governance						
COG Self-Assessment (inc review of outcomes from training)		X				
COG Annual report (for approval)		X				
COG Annual report presentation			X			
Standing items						
Membership report	X	X		X	X	X
Review of work programme	X	X		X	X	X
Question & Answer	X	X		X	X	X
Board Reflection	X	X		X	X	X

1. Committee

2. Board Reflection

3. Governance

4. Items to Note

5. Any Other Business

6. Date and Time of