

# The Dudley Group of Hospitals

NHS Foundation Trust

**Minutes of the first meeting of the Council of Governors, held at 6pm on Wednesday 1<sup>st</sup> October 2008, in the Clinical Education Centre, 1<sup>st</sup> Floor, C Block, Russells Hall Hospital**

**Present:**

<b>Name</b>	<b>Status</b>	<b>Representing</b>
Mr. Alfred Edwards	Chairman	
Mrs Wendy Hadley	Public Governor	Dudley Brierley Hill
Mr Bob Ferguson	Public Governor	Dudley Central
Mr Harvey Woolf	Public Governor	Dudley North
Mr Atif Janjua	Public Governor	Dudley Central
Mr Simon Biggs	Public Governor	Dudley North
Mr Rob Johnson	Public Governor	Dudley Halesowen
Mr Roy Savin	Public Governor	Dudley Stourbridge
Mr Darren Adams	Public Governor	Dudley Stourbridge
Mr John Balmforth	Public Governor	Dudley Halesowen
Ms Rosemary Bennett	Public Governor	Dudley North
Dr P D Gupta	Public Governor	Dudley Central
Mr Steve Waltho	Public Governor	Dudley Brierley Hill
Mrs Jane Southall	Staff Governor	Nursing and Midwifery
Dr Adrian Hamlyn	Staff Governor	Medical and Dental
Mr David Ore	Staff Governor	Non Clinical Staff
Mr Graham Russell	Staff Governor	Nursing and Midwifery
Councillor Rachel Harris	Appointed Governor	Dudley PCT
Professor Martin Kendall	Appointed Governor	University of Birmingham Medical School
Mrs Mary Turner	Appointed Governor	Dudley Council for Voluntary Services
Ms Pamela Boucher	Appointed Governor	Dudley Group of Hospitals Volunteers
Mr Ian Mullins	Appointed Governor	Summit Healthcare (Dudley) PLC
Mrs Beverley Hill	Appointed Governor	Sandwell PCT
Mrs Jane Beard	Public Governor	Dudley Halesowen
Mr David Deeley	Staff Governor	AHP/Scientist Staff
Ms Catherine Earle	Public Governor	Dudley Stourbridge
Mr Dan Horrocks	Appointed Governor	Dudley Youth Council
Mr Alan Jones	Public Governor	Tipton
Professor Linda Lang	Appointed Governor	Wolverhampton University
Ms Diane Lee	Appointed Governor	West Midlands Ambulance Service
Mrs Mary Turner	Appointed Governor	Dudley Council for Voluntary Services
Mr Harvey Woolf	Public Governor	Dudley North

**In Attendance:**

Mr Paul Farenden	Chief Executive	Dudley Group of Hospitals NHS Trust
Mr David Badger	Non Executive Director	Dudley Group of Hospitals NHS Trust
Mr Paul Assinder	Director of Finance & Information	Dudley Group of Hospitals NHS Trust
Ms Kathryn Williets	Non Executive Director	Dudley Group of Hospitals NHS Trust
Mrs Liz Abbiss	Head of Customer Relations & Communications	Dudley Group of Hospitals NHS Trust
Mrs Sarah Briscoe	Foundation Trust Project Officer	Dudley Group of Hospitals NHS Trust

## 2 Apologies

Apologies were received from:

<b>Name</b>	<b>Status</b>	<b>Representing</b>
Mr Richard Brookes	Public Governor	Dudley Brierley Hill
Mr Mark Cooke	Appointed Governor	Dudley PCT
Dr Lola Abudu	Appointed Governor	Worcester PCT
Mr Jonathan Fellows	Associate Non Executive Director	Dudley Group of Hospitals NHS Trust
Mr Howard Perrin	Public Governor	Rest of West Midlands
Mr Simon Tovey	Staff Governor	Partner Organisations' Staff
Councillor Anne Hingley	Appointed Governor	Wyre Forest DC
Mr David Wilton	Non Executive Director	Dudley Group of Hospitals NHS Trust
Ms Ann Becke	Non Executive Director	Dudley Group of Hospitals NHS Trust
Mrs Di Jones	Public Governor	South Staffordshire
Mrs Denise McMahon	Director of Nursing	Dudley Group of Hospitals NHS Trust
Cllr Anne Hingley	Appointed Governor	Wyre Forest District Council

### 2. Minutes of the Shadow Council of Governors meeting 10 August 2008

The minutes of the previous meeting were agreed as a correct record and signed by the chairman.

### 3. Matters arising

Liz Abbiss gave an update on the action sheet and Alf Edwards added that the Directors are still discussing and working through the options for engagement with Governors to ensure we reach a workable solution. He also said that governors should very much set the agenda for what they wish to discuss at meetings.

Alf Edwards referred to the meeting he had with John Balmforth to discuss the Centro buses issue and offered his support to the efforts John and the Council wished to make. John wished to question figures that Centro have used and their consultation processes. Alf Edwards agreed to try to establish additional contacts that may be able to progress the issue.

Paul Assinder reported that the membership continues to grow with over 9,000 public members and over 12,000 members in total. Membership breakdown reports were provided. We will continue as a Foundation Trust Office to ensure we find new and innovative ways of targeting our hard to reach groups.

### 4. Approval of Foundation Trust Constitution

Alf Edwards formally welcomed the Council of Governors to the new Foundation Trust. Alf said how proud he was to be part of this new Organisation and that our new found status is just the beginning of the next chapter in the Trust's history and emphasised what an exciting time this is for everyone concerned with the Trust.

Paul Assinder drew the Council of Governors attention to the amendments to the constitution as at enclosure 2, which constitutes the overall framework within which the operations of the new Organisation will be conducted .Although

essentially Trust specific, the Constitution had been based upon Monitor's model documentation adapted for local circumstances. A number of minor variations from the Trust's original submitted document (which had previously been approved in draft by the Council) had been subsequently agreed with the legal team at Monitor. Paul presented these to the Council.

### **Council approved the amended Constitution**

Dr Adrian Hamlyn requested that the constitution be reviewed by the Council of Governors at the end of the first year of operation as a Foundation Trust.

### **The Council agreed to undertake an Annual Review of the Constitution.**

John Balmforth raised the issue that it would be sensible to stagger Governor appointments to ensure that in three years time we still have some experienced Governors on board. Paul Assinder agreed this was a good idea and with the exception of the youth governor, whose appointment is one year only, we would contact all governors to agree time scales for each individual appointment.

**Action: Paul Assinder to write to Governors to establish their preferred term of Office and to report back to the next Council meeting.**

## **5. The Monitor Code of Conduct for Foundation Trust Governors and the Dudley Group of Hospitals Code of Conduct.**

Paul Assinder drew attention to the NHS Foundation Trust Code of Governance and the Trust Code of Conduct as outlined in enclosure 3. These documents were complementary in nature and set the scene for the standards of conduct that the new Foundation Trust would expect from its officers and governors. In particular both codes embraced the 7 Nolan Committee principles of public life.

Both codes were adopted by the Council of Governors.

## **6. The appointment of the Chairman of the Foundation Trust**

Paul Assinder requested that the Council note provision in statute and in accordance with the Trust's Constitution and Standing Orders that the existing Trust Chairman at the point of authorisation, may opt to continue as Chairman of the Foundation Trust for 12 months or his/her remaining term of office (whichever is the greater).

**Under the terms of this provision Alf Edwards has indicated his wish to stand for election as the first Chairman of the Foundation Trust. This resolution was proposed by Martin Kendall and seconded by John Balmforth and agreed unanimously by the Council of Governors.**

## **7. The appointment of Mr David Wilton, Mr Jonathan Fellows, Mrs Ann Becke, Mrs Kathryn Williets and Mr David Badger as Non Executive Directors of the Foundation Trust**

Paul Assinder requested that the Council note the provision in statute and in accordance with the Trust's Constitution and Standing Orders that the existing Trust Non Executive Directors at the point of authorisation, may opt to continue

as Non Executive Directors of the Foundation Trust for 12 months or his/her remaining term of office (whichever is the greater).

**Under the terms of this provision Mr Wilton, Mr Fellows, Mrs Becke, Mrs Williets and Mr Badger have all indicated their wish to stand for election as the first Non Executive Directors of the Foundation Trust. This resolution was proposed by Martin Kendall and seconded by John Balmforth and agreed unanimously by the Council of Governors**

#### **8. Deputy Chairman of the Foundation Trust**

Council approved the appointment of David Badger as Deputy Chairman of the Trust in accordance with Section 22 of the Constitution, for a period of 12 months or his remaining term of office, (whichever is the greater).

#### **9. To note the appointment of Chief Executive of the Foundation Trust**

Paul Assinder requested that the Council note the provision in statute and in accordance with the Trust's Constitution and Standing Orders that the existing Trust Chief Executive at the point of authorisation, may opt to continue as Chief Executive of the Foundation Trust.

The Council of Governors noted the appointment of Paul Farenden as Chief Executive of the Foundation Trust.

#### **To approve the appointment of PriceWaterhouseCoopers as external auditors to the Foundation Trust for the current financial year.**

Paul Assinder reported that PriceWaterhouseCoopers are the Trust's currently appointed auditors and requested the approval of the Council as outlined at enclosure 8. The Council of Governors approved this appointment.

#### **11. Nominations of Governor Representatives to the Council of Governors:**

##### **12.1 Nominations Committee**

##### **12.2 Remuneration Committee**

Alf Edwards reminded the Council of Governors that the terms of reference for these two groups had been unanimously agreed at the previous meeting of the Shadow Council in August and under these terms only two eligible governors are required to serve on each committee. Alf reported that the Council is in the fortunate position of having too many Governor applications to serve on these committees and that as a result it was proposed to hold a postal ballot to determine the members. Paul Assinder added that our internal auditors, Deloitte would be willing to oversee the process to give the Council a level of independent assurance around what is inevitably a new process for all concerned.

Dr Adrian Hamlyn enquired when the terms of reference of these Sub Committees had been approved and Alf Edwards reminded him that the terms of reference were formally approved by majority at the Shadow Council of Governors meeting on 10 August 2008.

It was resolved to hold a ballot of applicant governors to serve on the sub committees at the earliest opportunity.

## **12. To note the Register of Interests for the Council of Governors**

The register of Council of Governors interests as at enclosure 9 was noted with no amendments

## **13. Welcome from the Chief Executive - Presentation on Business Strategy**

Paul Farenden, Trust Chief Executive gave a presentation to the Council of Governors on the Foundation Trust's Business Strategy. The presentation was that made to Monitor during the authorisation process and Paul thanked the Council of Governors for the opportunity to attend their meeting to share this information with them. Paul explained how the Trust had evolved through the Monitor process which included the development of clear strategies, improved governance, the appointment of two new Non Executive Directors and increasing membership of the Trust. The three key strategies of Quality, Marketing and Finance were explained and the concept of EBITDA discussed. During the presentation Paul also gave more detail on the proposed elective/emergency services split .

Alf Edwards added that the Monitor process really was a testing experience for the whole Board and felt they had learnt a lot from it.

Martin Kendall thanked Paul for the informative presentation and said that the success of the Trust really was a credit to him. Other Governors expressed their pride and satisfaction at the Trust's achievement and congratulated Paul and the Executive Team as well as the Trust Board on its success.

Dr Adrian Hamlyn raised concerns that marketing our services would be expensive and could be to the detriment of our neighbouring Trusts and that any issues we may have to work through with Dudley PCT would only be magnified when we begin to attract new business from other PCTs. He would like to see concentration on public service by the Trust and less emphasis on promotion.

Alf Edwards responded by reminding members that Foundation Trusts are still very much part of the NHS movement and the Trust was trying to find the best ways to continuously improve care and quality to all its patients. Alf also said it was up to everyone to ensure we do not fall into those traps mentioned but that in the end patients will always go to the best provider which is a key aspect of current NHS philosophy.

John Balmforth added that Paul Farenden had made the point that we would continue to work very closely with our local PCT. Paul Farenden assured the Council of Governors that we would continue to work with Dudley PCT to increase and improve services for the local community.

Dr Gupta asked if we have the capacity to increase our services and was there any danger of creating a two tier system of healthcare where those who had not achieved Foundation Trust status were lesser trusts.

Paul Farenden responded that it was the Trust's responsibility to provide the best possible care it can and that the capacity to expand is being made through improvements in efficiency. The strategy explained was not a quick fix but a gradual evolutionary growth of the Trust over time.

Paul Assinder added that part of the rationale of the Foundation Trust application process was to 'raise the bar' for all NHS Trusts to achieve the best possible care.

Rachel Harris added that the Trust's achievement of Foundation status was a good day for patients in the Dudley area. As Chair of the Dudley PCT she was proud of the achievement and of the close and productive working relationships between the two organisations that had helped bring this about. Rachel said that in her view the Strategy Paul had presented strengthened patient care in Dudley and that is what we are all aiming for.

Atif Janjua raised concerns over the ability of clinicians to juggle clinical and management commitments. Paul Farenden responded to say that the Clinical Directors had put themselves forward for the positions and management responsibility had not been imposed upon them. Clinicians managing the business was in his view the best way of ensuring decisions made always have the patient at heart. Martin Kendall added that as a doctor himself he could assure the Council that this really is the way forward as the clinicians are the people who have the workable solutions and are keen to ensure their services continue to evolve and improve. Paul Assinder also mentioned the Trust had appointed 10 new consultants last year to ensure that clinical capacity was not compromised by the greater involvement in management of senior clinicians.

Harvey Woolf asked how we learn from other Foundation Trusts to help us share knowledge and experiences. Alf Edwards reported that there is a Foundation Trust Network which the Trust are members of. It was suggested that the Communications Sub Committee look at how we address learning issues.

Jane Beard suggested it would be helpful for the Council of Governors to receive a presentation from some of the Clinical Directors on how they are managing this new role.

**Action: Paul Farenden to arrange this.**

#### **14. Meeting dates for the year including Annual Members Meeting**

**Alf Edwards suggested the four meeting dates for 2009 be as follows:-**

**19<sup>th</sup> March**

**18<sup>th</sup> June**

**17<sup>th</sup> September**

**10<sup>th</sup> December**

Several Governors requested that the December meeting be moved forward this year and future years so not as close to Christmas.

**Action: Liz Abbiss to rearrange date to 11<sup>th</sup> December**

#### **15. Any Other Business**

##### **Corbett Parking**

John Balmforth raised a patient comment about the parking at Corbett Outpatient Centre. Why do the mobile units always park across the disabled bays, could they not be parked at the back of the hospital?

**Paul Farenden and Alf Edwards agreed to take this matter up.**

**NOTE: It has since been established that the Mobile Unit cannot be parked at the rear of the Hospital due to the surface not being strong enough and also unavailability of electricity supply.**

### **Smoking**

Pamela Boucher raised that the Trust's no smoking policy seems to be being abused of late with patients and visitors smoking right outside the entrances to the hospital instead of the smoking shelters.

**Action: Alf Edwards to raise the enforcement of the policy with Directors.**

### **Human Capital**

Adrian Hamlyn asked the Chairman if the Council could receive some human capital data on the breakdown of staff numbers for the year and the 'churn rate' of staff and ratio of nurses to patients. He said he understood that the Trust has the lowest ratio of nurses to patients in the West Midlands. Adrian requested that this information be included in the Annual Report in the future. Alf Edwards responded to say there is no requirement to put this information in the Annual Report but breakdown of staff numbers by professional group are already included in the Report. He added that this issue really was an operational matter for Clinical Directors to deal with. The Council should receive reassurances from the Board on these matters and not be expected to discuss operational issues.

Rob Johnson suggested that the Council's role is in developing the strategy of the Trust and they would need assistance from the Trust to understand the business.

Dr Gupta said from a personal view he felt the decrease in medical secretaries led to delays in discharge letters being issued. Alf Edwards responded to say that Programme Enterprise are doing an in depth review to address this issue.

Martin Kendall suggested the Council should avoid operational matters and should put their trust in Paul and his team to continue to run the business and the Governors role is one of governance not operational detail. Harvey Woolf supported Martin and reminded everyone they shouldn't get confused between management and governance.

Steve Waltho added that the Council was in danger of sprinting before it could walk and felt that mechanisms for how we harness the experience of all Governors should be something the Communications Sub Group should discuss in more detail.

David Badger added that Governors should rest assured that all of the topics raised at the meeting were things the Board of Directors discuss and review in detail to make the right decisions for the Trust. He said that the wealth of knowledge on the Council of Governors will only add value to that debate.

It was agreed that the Trust Board of Directors public meetings minutes would be provided to Governors and other information in the public domain would of course be made available to Governors to enable them to fulfil their role. Paul Farenden said that he was happy to provide the workforce report in the format discussed to support governors understanding of strategy but not for intervention in operational issues. Jane Southall added this would be positive for nursing staff.

**Action : Chief Executive to provide human capital breakdown figures to next Council of Governors meeting**

**Membership Survey**

Alan Jones suggested we do a membership survey on the quality of services we offer and what people actually want from their hospitals. This was thought to be a good idea and could be discussed at the Communications Sub Committee.

**Action: Communications Sub Committee to discuss**

**Attendance at Board Meetings**

Dan Horrocks suggested that perhaps one or two governors could observe Trust Board meetings to report back first hand to the Council. Alf Edwards said that he would raise this with colleagues.

**Date and time of next meeting**

Thursday 11<sup>th</sup> December 2008 at 6pm in the Clinical Education Centre, 1<sup>st</sup> Floor, C Block Russells Hall Hospital.

**Signed as a correct record: ..... Chairman**

**Date: .....**

01/10/08 – first cog minutes - EA