

**Minutes of the Full Council of Governors meeting
Thursday 7th February 2013, 6.00pm, Clinical Education Centre,
Russells Hall Hospital, Dudley**

Present:

Name	Status	Representing
Mr Darren Adams	Public Elected Governor	Stourbridge
Mr Brian Chappell	Public Elected Governor	North Dudley
Mrs Gill Cooper	Appointed Governor	Dudley NHS Acting Chair
Mr Bob Edwards	Public Elected Governor	Brierley Hill
Mr John Edwards	Chair of Meeting	DGH NHS FT
Mrs Anne Gregory	Staff Elected Governor	AHP & HCS
Mrs Joanne Hamilton	Staff Elected Governor	Nursing & Midwifery
Mr Bill Hazelton	Public Elected Governor	Central Dudley
Mrs Karen Jaunzems	Staff Elected Governor	Non Clinical Staff
Mrs Diane Jones	Public Elected Governor	South Staffs & Wyre Forest
Prof Martin Kendall	Appointed Governor	University of Birmingham Medical School
Mr Roy Savin	Public Elected Governor	Stourbridge
Mrs Jackie Smith	Staff Elected Governor	AHP & HCS
Mr David Stenson	Public Elected Governor	Brierley Hill
Mrs Julie Walklate	Staff Elected Governor	Nursing & Midwifery
Councillor Steve Waltho	Appointed Governors	Dudley MBC
Mr Jason Whyley	Public Elected Governor	Tipton & Rowley Regis

In Attendance:

Name	Status	Representing
Mr Paul Assinder	Director of Finance & Information	DGH NHS FT
Mr David Badger	Deputy Chair	DGH NHS FT
Mr Ian Bayford	Trust member	Central Dudley
Mrs Helen Board	Membership & Governor officer	DGH NHS FT
Ms Paula Clark	Chief Executive	DGH NHS FT
Mr Barry Guest	Trust member	Halesowen
Mrs Tessa Norris	Director of Community Services & Integrated Care	DGH NHS FT

Apologies:

Name	Status	Representing
Mr Bill Etheridge	Public Elected Governor	North Dudley
Mr Terry Venables	Staff Elected Governor	Partner Organisations
Mrs Alison Macefield	Staff Elected Governor	Nursing and Midwifery
Mr Rob Johnson	Public Elected Governor	Halesowen

1. Presentation No 1: Update on Mortality

(power point presentation)

Paul Harrison, Medical Director, presented a set of slides giving information on;

1. Different mortality indicators used;
 - a. Department of Health SHMI and Crude Mortality Rate
 - b. Dr Foster, HSMR (Hospital standardised Mortality Rate)
 - c. CHKS, RAMI
2. Actions taken by the Trust;
 - a. introduced formalised mortality monitoring
 - b. monthly presentations by clinical departments to Chair, Chief Executive, Medical Director and CCG
 - c. verification of coding of deaths
 - d. improved depth of coding
 - e. visited another Trust with similar demographics
 - f. Trust subscribed to HED (Healthcare Evaluation Data) system
3. Assurance and openness
 - a. presentations to Board and Council
 - b. detailed reports to Board sub-committees
 - c. information shared with Medical Director for Birmingham, Solihull and Black Country LAT (Local Area Team)
4. Engagement with Midlands and East Mortality SHA working group
5. Mortality trend data over last two years illustrated using each of the three mortality indicators
6. Weekend mortality
 - a. Trust involved with pilot work within SHA
 - b. undertook our own audit examining various factors
 - c. audit findings

Paul explained that all methodologies used as described above show a substantial improvement over the last three years and Board and stakeholders will continue to be kept informed. He concluded his presentation by explaining that the NHS Health and Social Care Information Centre had just released a report identifying trusts with 'higher than expected' mortality rate and Dudley was not on this list. At a recent meeting with Dr Foster, we were advised that our HSMR is 100 compared to overall HSMR for Midlands and East SHA is 105 and HED stands at 98.9.

John Edwards thanked Paul for his highly informative presentation and invited questions.

6.25pm Joanne Hamilton joined the meeting

Darren Adams noted this was the third time the Governors had received an update in the last year or so and thanked Paul for continuing to keep Governors up-to-date.

Professor Martin Kendall asked how important the local hospice factor is in influencing results.

Paul Harrison explained the SHMI does not take it into account in the same way as the HSMR but agreed that overall it can have an effect.

David Stenson commented that it presented an encouraging picture but noted the Press had indicated up to a further 20 trusts could be investigated and asked whether they take into account local area factors i.e. deprivation.

Paul Harrison replied this was not the case and confirmed the Trust had received a letter advising more trusts are to be reviewed but did not give any further information on the selection methodology.

Gill Cooper noted that it is important that this information continues to be reported to Board and Council in the context of many other indicators not just mortality rates.

6.35pm Paul Harrison left the meeting

1. Presentation No. 2: Monitor publication Your Statutory Duties (power point presentation)

Paul Assinder, Secretary to the Council, presented a set of slides giving information on;

- A draft update to the governors' Code - the 'Blue book', published October 2009. This:
 - Reflects new roles and responsibilities of governors as set out in the Health and Social Care Act 2012
 - Reflects new responsibilities of Board of Directors

Paul asked all Governors to review the draft document prepared by Monitor and provide feedback to the Foundation Trust Office by 25th February 2013. The Trust will collate all responses and submit by the deadline date of 1st March 2013.

John Edwards thanked Paul for his presentation and invited questions from those present. There was none arising.

2. Welcome, introductions & apologies, declaration of Interests, announcements, quoracy and items for any other business

2.1 John Edwards, Chair, opened the meeting and welcomed members of the public and press. He reminded all to ensure they had signed in. Apologies received are noted in above list.

2.2 There was no Declaration of Interests received.

2.3 The meeting was declared quorate

2.4 Announcements. John Edwards recorded his grateful thanks to John Balmforth for his sterling and steadfast support of the Trust but after more than six years in the role he had decided to step down as Public Elected Governor, Halesowen.

John Edwards also gave thanks to Gill Cooper who would step down as the Appointed Governor for NHS Dudley at the end of March 2013 when the CCG took over. John said he echoed the sentiments of the Council in thanking Gill for her contribution to the Council of Governors. The Trust is not required to retain an appointment from its primary commissioning organisation but had decided to do so. Consequently, the Trust has written to the Chair of the Dudley CCG, David Hegarty, inviting them to appoint a Governor to the Council.

The Chair also thanked Ian Dukes for his contribution to the Council during his term of office which had come to an end on 31st January 2013. Ian has indicated he wished to stand again in the elections that are currently running.

John asked those present if there were any items not covered by the agenda to be raised as any other business. There were no items raised.

3. Minutes from previous Council of Governors meetings (enclosure 1)

3.1 The minutes from the meeting held in November 2012 were accepted as a true and correct record, subject to one amendment on page one to note that Ian Dukes had been in attendance.

3.2 Matters arising

All action points from the last meeting are complete.

There were no matters arising.

4. Standing reports

4.1 Performance report Q3 (enclosure 2)

Paul Assinder asked the Council to receive the Q3 report and Governors to note;

- finance rating of 3
- governance rating maintains an overall 'green' status
- actual activity exceeding planned activity

The third quarter saw a continued increase in emergency activity at Russells Hall Hospital, with emergency spells now exceeding plan by 1,451 cases, 5.2% above the funded plan agreed with local PCTs. Governors will be aware that this presents two challenges to the Trust in a business sense. Firstly, such activity trends often necessitate the opening of additional capacity (often at premium costs due to the engagement of short term agency staff etc) current NHS funding arrangements typically only reimburse trusts at 30% of tariff for emergency activity above plan.

Secondly, additional emergency cases may displace planned elective admissions jeopardising income plans. Governors should note that this underlying activity trend resulted in a trading loss for the Quarter, which was offset by the negotiation of some £2.3m (readmission penalty payments) repaid back to DGFT by NHS Dudley. This will effectively allow the Trust to 'balance its books' for this financial year.

Paul concluded by asking Governors to be aware if activity levels continue the Trust will face an increasingly difficult financial future.

John Edwards thanked Paul for the update and invited questions from the Council.

Bob Edwards asked if the A&E green card scheme had been done in consultation with GP's locally.

Brian Chappell asked how many of the local GP's has signed up to it and commented that the local press coverage and understanding of the general public was unclear.

Joanne Hamilton asked if the A&E staff arrange the appointment and expressed concern that this would take up staff trying to get through to GP surgeries.

Paula Clark replied the scheme had been driven by the CCG in conjunction with GP's across the local area. The system operates from 7.30am to 11.30am. Patients are assessed and if appropriate, the patients practice is contacted and an appointment is made for them to be seen by their GP that day. The CCG has provided funding for a clerk to be based in the department who will contact the GP surgeries using 'private' surgery numbers where possible to avoid unnecessary delays.

David Stenson added that the CCG have identified improvements to urgent care as one of their objectives with the aim of treating people in the right place for their condition.

Bob Edwards asked if the Trust had looked at employing more staff to negate the requirement to use less agency and overtime.

Paul Assinder replied it had done which resulted in the Trust establishing its own staff bank which uses the majority of Trust staff and has been successful. Paul explained it was still difficult to 'staff up' to peak levels and agency staff provided the flexibility when there is more demand particularly with unplanned activity.

Paula Clark added the Novice Programme, for Healthcare Support Workers, introduced by Denise McMahon just over two years ago has also helped reduce the pressure.

John Edwards concluded that whilst the Board has seen an increase in employed staff, there had not been a corresponding decrease in the use of bank and agency staff. He added that this, increase in overall staffing, is attributed to one of the longest periods of 'winter pressure' lasting 15-18 months where emergency beds had not been closed.

Professor Kendall thanked Paul for the provision of a glossary as part of his report.

4.2 Board summary report (enclosure 3)

David Badger presented enclosure 3 and asked those present to note the various matters discussed by the Trust Board of Directors in the two meetings which had taken place since the last meeting of the full Council of Governors.

He then thanked those Governors who have attended the Board meeting held earlier that day and provided valuable feedback. The connection and correlation between the work of the Board and the work of the Council and its committees supports the cycle of secondary governance. He particularly added that flow of information and sequencing of events is an area for further reflection.

Professor Kendall said he had attended the Board meeting earlier that day and was pleased with both the content and format of the meeting.

David Stenson commented that he had recently been involved in three public meetings where the subject had been raised about the recently aired BBC programme 'Inside Out' which had featured our Trust in relation to high levels of pressure ulcers. He noted that Governors had been kept very well informed and found the press releases particularly helpful.

4.3 Foundation Trust membership report Q3 (enclosure 4)

Helen Board presented the report for information and thanked Governor's for all their hard work contributing to the Governors 'Out There' initiative.

4.4 Board Secretary Report (enclosure 5)

Paul Assinder presented this enclosure and emphasised the following key items;

- Trust Constitution
- Council of Governors elections
- the Council of Governors role in significant Transactions and Structural Changes
- the Council of Governors role in improving plans to increase Non NHS Income
- recommendations for approval under item 5.1

Bill Hazelton raised his concern that the suggested trigger of 25%, estimated monetary value £70m, by which Governors would be consulted for a Significant Transaction appears high and asked for clarification that income value refers to new business and not existing activity.

Paul Assinder explained that the capital values and trigger levels in the report are based on those currently used by Monitor. This would be one of three triggers for seeking formal Council approval but stressed that the Trust would expect and want to consult with Governors at a very early stage prior to asking for Council approval on any Significant Transactions.

Darren Adams commented Monitor have another way of valuing transactions termed as, a material transaction and asked if this would be a better trigger to use.

Paul Assinder thought this a most helpful suggestion and suggested that we also adopt this 'requirement to consult Council' where any transaction exceeds £10m.

John Edwards thanked Bill for raising the point about thresholds and suggested that the trigger of £10m be used to determine the point at which Governors would be informed and consulted about "material" transactions and Council's approval would be sought for "significant" transactions in excess of 25% or £70m.

Paul Assinder suggested Governors adopt this approach as an interim arrangement whilst further guidance is sought from Monitor.

Bob Edwards expressed his concern about the definition of "Non NHS income" as set out in paragraph four of the report and indicated that he would like to see the figures remain as low as possible at the Trust.

Paul Assinder replied the present levels of private income equated to 0.5% and would need to reach 5% before under the Act it would need to be approved by Governors.

Paula Clark added that NHS work always comes first and the Trust would not allow private work to push out NHS work. She concluded by saying that as the economy is squeezed, the level of potential private income is declining.

John Edwards commented that over the next number of years there are many changes to come and no clear definition on what the future holds.

John Edwards thanked Paul for his report and thanked Governors for their robust questioning. He then asked all Governors present if they were content to approve the following recommendations;

Approve appointments of chairs to Council Committees returned in recent elections as follows;

Rob Johnson, Governance Committee

Bill Hazelton, Membership Engagement Committee

David Stenson, Strategy Committee

All present agreed without abstention to the above.

Approve the appointment of Rob Johnson as Lead Governor

All present agreed without abstention to the above.

For the purpose of compliance with the 2012 Act, approve the definition of 'Material Transaction' on the basis of an amount of £10m (which would require the Trust to consult with the Council) and 'Significant Transaction' (which would require Council's approval) of 25% or £70m. Council noted these may be the subject of future Monitor guidance.

All present agreed without abstention to the above.

Approve the definition of 'Non NHS Income' as set out in the report

All present without abstention to the above

5. Quality Accounts (enclosure 6)

Paula Clark presented the Quality Priorities update report for information.

Pressure Ulcers. Paula highlighted the significant reduction in the reporting of pressure ulcers and explained the Trust used a European tool which was more rigorous than other solutions being used in the NHS. She added the Matrons report to Board earlier today had explained how they are encouraging patients to proactively reduce risk factors that may pre-dispose them to developing pressure ulcers.

Infection control. Paula flagged that from April 2014 the C.diff target would be halved. The Trust in consulting with experts to work out how we can meet this - present levels mean that we will breach this target if no changes are made.

Nutrition and Hydration. There is continued improvement in the compilation of Malnutrition Universal Screening Tool (MUST) charts and steps to improve hydration.

John Edwards thanked Paula for the report and invited questions from Governors. There were none.

6. Governor Development Group (enclosure 6)

Tessa Norris, in the absence of Rob Johnson, confirmed the actions from the last Council meeting had been actioned by the Governor Development Group.

6.1 Approval terms of Reference for (enclosure 7)

- Governance Committee
- Membership Engagement Committee
- Strategy Committee

Tessa presented the above enclosure and explained that individual Terms of Reference had been submitted to each of the committees respectively.

David Stenson commented that the subject of quality and safety should be owned by one of the committees.

Tessa replied the Governance Committee would be the appropriate committee to receive this information and suggested that the wording 'finance and performance' be inserted before the word 'performance' in item 7.2.

David Stenson asked if the Terms of Reference for the Strategy Committee also be amended to add the wording 'and monitor progress' at the end of the sentence in item 7.1.

Approval of Terms of Reference for the following committees of the Council;

- **Governance Committee**
- **Membership Engagement Committee**
- **Strategy Committee**

John Edwards asked those present if they were content to approve the terms of reference subject to the amendments as above.

All present agreed without abstention to the above.

6.2 Consider membership of Governors' Appointments Committee (enclosure 8)
Tessa presented the enclosure and explained the composition of Council Committees is to have Governors as members and Board representatives in attendance; the Appointments Committee is slightly different. Governors and Board representatives are all members with Governors in the majority. She added this reflected current guidance and the Terms of Reference (enclosed) for the Appointments Committee reflect this.

Professor Kendal Noted it is vitally important to include the Executive Team and feels strongly this is what we should do.

John Edwards thanked Tessa and Professor Kendall for their input and asked those present if they were content to adopt the Terms of Reference for the Appointments Committee as per enclosure 8.

Approval of Terms of Reference for the Appointments Committee

All present agreed without abstention to the above.

<p>New action point: Helen Board to Update Terms of Reference documents to reflect amendments as listed in section 6.</p>
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7. Update from Governance Committee (enclosure 9)

Darren Adams in the absence of Rob Johnson presented the report and advised the full minutes are posted to the Governor Portal. He then highlighted the following item;

- Monitor draft publication 'Your Statutory Duties: A guide for foundation trust governors'. This publication to be reviewed by Governors with any feedback to be submitted to the Foundation Trust office by the 25th February 2013.

8. Update from Strategy Committee

To note the committee had not met since the last full Council of Governors meeting owing to the postponement of the Board/ Council Strategy workshop owing to the bad weather. The workshop is rescheduled for Thursday 28th February 2013.

9. Update from the Membership Engagement Committee (enclosure 10)

Bill Hazelton presented the enclosure for information adding that the next meeting is on 7th March 2013. He extended a thank you to Darren Adams for his chairmanship of the Committee over the last few years. He then highlighted the following three items;

- Dudley Council Governors Forums commencing shortly and propose that Governors attend the second cycle of meetings.
- Public Membership target has been reached ahead of March 2013 schedule and asked a note of thanks be made to Helen Board for her efforts in achieving this.
- Membership engagement strategy currently being developed for 2013 and beyond.

John Edwards thanked Bill for his report and asked if there were any questions arising. There was none.

19.45hr Jackie Smith left the meeting.

10. Any other Business

Mid Staffs Francis Report

Paula Clark explained this had now been published and contained 290 recommendations over 2000 pages. Julie Cotterill, Trust Governance Manager, will be studying the report closely and highlight all areas that need to be brought to attention of the Board. The effects of the report will be evident for a protracted period of time whilst all of the recommendations are digested and worked through. The Board is to consider the report at its meeting in March 2013 and report back to the next Council meeting in May 2013. Paula noted that all Trusts are called to publicly recognise and acknowledge the report.

Gill Cooper asked if a copy of the Executive Summary has been supplied to all Trust Governors.

John Edwards confirmed a copy had been uploaded to the Governors portal and a link circulated to the Council on email. Anybody requiring a hard copy version should request one via the foundation Trust office as usual. The Governor Portal also contained a link to the www.midstaffspublicenquiry website.

11. Close of meeting

John Edwards thanked all for attending and reminded all Governors to ensure that they regularly access the Governor Portal where important information is available to help and support Governors in their role.

The next meeting will be the Full Council of Governors meeting at 6.00pm on Thursday 2th May 2012, in the Clinical Education Centre, Block C, Russells Hall Hospital.

The meeting closed at 19.55hr.

John Edwards, Chair of meeting

Signed..... Dated

Action Sheet
Minutes of the Council of Governors

<i>Item No</i>	<i>Subject</i>	<i>Action</i>	<i>Responsible</i>	<i>Due Date</i>	<i>Comments</i>
7/2/13	Terms of Reference – Council Committees	Strategy committee and Governance Committee. Update to reflect amendments as listed in section 6	HB	28/2/13	