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**Council of Governors' Annual Members' Meeting (AGM)
11 July 2018
Cheviot Suite, Holiday Inn, Great North Road
Seaton Burn, Northumberland NE13 6BP**

Present: Alan Richardson (Chair), Jim Mackey (Chief executive)

Public governors:

Linda Pepper	Berwick
Andrew Gray	Berwick
Barry Allison	Berwick
Pauline Wilson	Berwick
John Ostle	Blyth Valley
Bill Dowse	Blyth Valley
Ken Patterson	Blyth Valley
Sean Fahey	Blyth Valley
Stephen Prandle	Hexham
Tony Newton	Hexham
Isobel Johnson	Hexham
Ian Fell	Hexham
Peter Blair	North Shields
Gill Close	North Shields
Ian McKee	Wallsend
Tony Turnbull	Wallsend
Julia Mann	Wansbeck
David Wilkinson	Wansbeck
Heather Carr	Whitley Bay
Geoff Mann	Whitley Bay

Staff governors:

Chris Bell	Northumberland
Alison Bywater	North Tyneside
Carrie Hughes	North Tyneside
Laura Hutchinson	North Tyneside
Angela Moore	North Tyneside

Co-opted governors

Andrew Fisher	Newcastle University
Margaret Hall	North Tyneside Council
Joanne Parkin	North East Ambulance Service
Veronica Jones	Northumberland County Council

In attendance:

Birju Bartoli	Executive director of systems, strategy and transformation
Ann Stringer	Executive director of human resources and organisational development
Claire Riley	Director of communications and corporate affairs
Jennifer Coe	Head of foundation, community and engagement
Jeremy Rushmer	Executive medical director
Jo Forster	PA to director

Nicky Moon	Deputy director of clinical support and cancer services
Julie Reed	Deputy director of finance
Stephen Holmes	Acting deputy director of community health
David Elliott	KPMG
Derek Thomson	Medical director
Lucy Thomson	Community engagement officer
Tina Pattison	Bid management officer
Alex Hanson	Team administrator
Moira Davison	Non-executive director
Bernie McCardle	Non-executive director
Martin Knowles	Non-executive director
Peter Sanderson	Non-executive director
Alison Marshall	Non-executive director
Allan Hepple	Non-executive director
Malcolm Page	Non-executive director

Members in attendance: Mick McCarthy, Tom Millen, John Forsyth, Jackie Lackenby, Harry Wilson, Kelvin Rushworth, Ian Swithenbank CBE, Derek Bramley and Andrew Stephenson.

Welcome

Alan Richardson, Chair, welcomed everyone to this year's annual members' meeting (AGM). Non-executive directors were acknowledged as in attendance including; Alison Marshall, Peter Sanderson, Martin Knowles, Bernie McCardle, Malcolm Page, Allan Hepple and Moira Davison. The Chair formally welcomed and introduced Bernie McCardle, the newly appointed non-executive director and asked Mr McCardle to provide the meeting with a brief outline of his work experience and background.

01/07/2018 Apologies for absence and declarations of interest

Apologies for absence were received from:

Mary Laver	North West Tyneside public governor
Norman Dunn	Berwick public governor
Eunice Weatherhead	Whitley Bay public governor
Mavis Wilkinson-Hamilton	Blyth Valley public governor
Janet Shucksmith	Hexham public governor
Chris Tolan-Smith	Hexham public governor
John Young	Wansbeck public governor
Brian Kipling	Wansbeck public governor
Dianne Ford	Northumbria University co-opted governor
Angela Bandeira	Cobalt staff governor
Alistair Blair	Medical director
Peter Smith	The Northumbria staff governor
Nicola Karolewski	Berwick staff governor
Paul Dunn	Executive director of finance
Muriel Green	North Tyneside Council co-opted governor

02/07/2018 Meeting minutes for approval and information

1. Approve the minutes of the Council of Governors' General Meeting held 23 May 2018 (Enc1)

The minutes of the above were provided to the meeting for approval. The minutes were approved as a true record.

Matters arising

Linda Pepper, Berwick public governor, asked for clarity around the process to review the Council of Governors' Terms of Reference. Sophie Stephenson, company secretary, asked to defer her response to agenda item 8.

- 2. Receive the minutes of the Annual Members' Meeting (AGM) held 19 July 2018 (Enc 2)**
The minutes of the above were provided to the meeting for information. The minutes were received and noted. No matters arising.
- 3. Receive the minutes of the Board Meeting held in public dated 23 April 2017 (Enc 3)**
The minutes of the above were provided to the meeting for information. The minutes were received and noted.

Matters arising

Linda Pepper, Berwick public governor, asked if public attendee names were recorded at board meetings held in public. Sophie Stephenson confirmed that names were taken and stated that governors attending the board meeting do so as a member of the public and not in their role of governor.

03/07/2018 Chair's update

Alan Richardson opened the meeting and provided assurance that, despite pressures in our urgent and emergency care departments, staff across the trust, at all levels, were working extremely hard to ensure patients received safe, high quality care. The Chair asked the meeting to watch a video prepared to showcase the last year's challenges, celebrations and achievements and recognised the efforts made by all trust staff.

Alan spoke about the huge increase in hospital attendances during a long and sustained winter period which also brought Norovirus and winter flu, even so, the trust continues to achieve high patient experience scores.

The Chair highlighted this year's celebration events arranged by the communications, engagement and charity team, which were delivered across the whole trust; these included the 20th birthday of the trust and the 70th birthday of the NHS. The events were greatly appreciated by staff and enjoyed by the public and patients.

Information technology will continue to be invested in to develop and improve infrastructure and mobile devices. Alan provided assurance to the meeting that the board committees continue to work well to support safe, high quality care and Northumbria Healthcare is a sustainable and leading trust locally and nationally.

The Chair took the opportunity to sincerely thank the council of governors for their deep interest in the business of the trust and acknowledged their contribution. He reiterated that governors are valued, listened to and integral to the organisation.

04/07/2018 Receive the Annual Report and Accounts 2017/18 and Quality Account

Jim Mackey, chief executive, provided an introduction to the trust annual report and quality account, which is available online. He also reminded everyone that the summary documents of the annual report and quality account were on each table to read and take away.

Jim outlined the trust performance in relation to priorities, sepsis, quality, flow, challenges and progress. The performance figures showed that the trust saw a record breaking attendance of over 600 patients on one occasion. The trust continues to see excellent patient experience results even through the busiest periods and continues to perform well regionally and nationally.

The trust maintained its strong financial performance in 2017/18, retaining the current financial risk rating of 1(best). The trust reports a surplus of £7.8 m, which includes a number of exception items. When exceptional items are excluded, the underlying surplus totalled £28.2m. This underlying surplus includes £12.4m of national funding (STF) linked to A&E performance. The trust has made efficiencies of £17.1m, equivalent to 3.6% and capital investment within the year totalled £14.7m. The trust retains a strong underlying cash position however, there continues to be challenges with internal NHS cash flow. There is a significant cost reduction of £25m this year however the trust is confident in achieving this.

Jim highlighted how central staff are to performance and in providing better care for patients and ensuring it is always a top performing trust and thanked staff for all of their hard work. Jim acknowledged a number of awards and accolades achieved by the trust in the last year including:

- CHKS top hospitals 2017 – national patient experience award
- Awarded @Investing in Volunteers (liV) quality standard
- Stonewalls 2018 Workplace Equality Index
- Unicef's Baby Friendly 'Gold Award' for breastfeeding in Northumberland
- 'Continuing Excellence' level of the Better Health at Work award
- Wansbeck hospitals 'Dinwoodie Assessment and Simulation Hub' (DASH) won the Hospital Building Award at the Health Business awards
- Won 3 'Patient Experience Network (PEN) awards'
 - Partnership working to improve the experience
 - Using insight for improvement
 - Overall 'Trust of the year'.

Jim provided details of the latest trust performance as of June 2018 in relation to MRSA, CDifficile, 18weeks RTT, A&E, cancer, CQC, learning disability standards, information governance (level 2 with an overall score of 1). The trust achieved a top three position for Emergency Department (ED) performance and remains on target financially. Regional A&E targets were achieved by the trust; however the region is struggling overall. Jim again acknowledged the efforts of staff to achieve the ED performance to-date. In terms of regional position for diagnostics, the trust had a strong performance and achieved best regional position. Jim confirmed discussions are ongoing with Northumberland Clinical Commissioning Group to support strategy delivery.

Ensuring patients and staff are central to everything the trust does, with the ambition to be the best at everything we do, protecting The Northumbria for the sickest patients and maximising patient interaction locally are all priorities for 2018/19. There will also be a focus on out of hospital care including, primary, community and social care. Finances remain challenging therefore spending will be considered. Jim confirmed the commitment to be a good partner and corporate citizen and stated that the trust will be prepared to innovate and take measured risks, whilst engaging with the community and is willing to listen.

The trust will be investing £150m over the next five years; £92m will be spent on the Berwick redevelopment, refurbishment of North Tyneside and Wansbeck General Hospitals; the new ambulatory care unit at The Northumbria and within primary care. Jim also confirmed that £35m will be spent on Information Technology (IT) to transform the way the trust works. £23m will be spent on new equipment, including a CT and MRI Scanner at Hexham General Hospital and £660k will be spent on new x-ray equipment across the whole patch.

Jim outlined the NHS settlement and NHS plan over the next six months and also how the ten year plan is in development, this will include wider engagement on the future of the NHS, transformation of the wider system with a strong provider voice.

Jim summarised the performance for the year as good given the very challenging context, noting the national NHS picture and winter issues. Jim thanked staff for their continued commitment and hard work throughout the year. The trust has a real ambition to deliver the best healthcare for the population, with significant investment and changes, which the trust is confident it can deliver.

Following Jim's presentation, Alan Richardson summarised the comments from the governors' pre-meet, which was that the information was received positively, especially in terms of the CDiff position (1 against a target of 29).

Peter Blair, North Shields public governor, suggested that the terminology used in relation to CDiff could be that of a 'limit' of 29 instead of a 'target', as we as a trust are not aiming to reach the 29.

Following comments made from the pre-meet, Jeremy Rushmer, executive medical director, provided information to the meeting in regards to screening for sepsis and how the trust is focussing on implementation of the sepsis six. Jeremy confirmed that the trust remain committed and focussed to achieve the desired measurement.

Linda Pepper, Berwick public governor, queried why the sepsis information was not part of Jim Mackey's main performance update. Jim Mackey apologised and stated that due to the size of the original presentation and limits on agenda time, some slides were removed. John Forsyth, member, asked for further information in terms of actual figures.

Jeremy Rushmer responded that the trust screening is currently at 97%, which is above target, however, due to changes in the method of reporting these figures there is no comparison available. He assured governors that if there were issues this would have been reviewed and shared. Alan Richardson stated that the trust is proactive in being openly transparent; following this Claire Riley, director of communications and corporate affairs, stated that if any governors require information this will be provided through the foundation team upon request. Alan took the opportunity to thank Jim Mackey and the board for their work this year.

Alan asked the meeting to review a presentation video highlighting the activity and planned work of the trust.

05/07/2018 Receive Governors' Audit Panel report inc. External Audit Opinion for the year ended 31 March 2018 (Enc 4)

Stephen Prandle, Hexham public governor and chair of the governors' audit panel, whose statutory function is to appoint the external auditors and monitor the audit process. Stephen confirmed the external audit had been completed for 2017/18 by KPMG LLP. Stephen highlighted a number of key points that were discussed by the panel including:

- The trust received an unqualified, clean opinion on the annual report and the financial accounts for the year ending 31 March 2018
- The trust received an unqualified opinion with a 'limitation of scope' on the quality data relating to the 95% A&E four hour target – assurance was sought through the panel and they were confident that this would not reoccur in the future.

The Head of Internal Audit opinion for the year ending 31 March 2018 received 'good' assurance. Malcolm Page, non-executive director, explained that whilst this was a reduction in the assurance level from the previous year the rating of 'good' received was a strong level of assurance in line with other trusts in the area. Governors on the panel questioned the reasons for the change in opinion, these were noted as; cyber-attack, changes in management and systems and the operational pressures during the poor winter. Further assurance was accepted from the scheduled funding into IT and the establishment of an IM&T committee, which will strengthen the trust's processes.

The council of governors are asked to note the work of the Governors' Audit Panel in receiving assurance in relation to the trust's internal and external audit processes.

06/07/18 Approve the terms of reference for the Council of Governors (Enc 5)

Alan Richardson presented the terms of reference and outlined that the aim of the council of governors is to work effectively with the board and the non-executive directors and referred the meeting to page 3, section 10, which sets down the duties of the council of governors and how the governors can gain assurance through the activities of the trust to support understanding of the business of the trust.

Linda Pepper, Berwick public governor, referred the meeting to section 3.3, where she suggested changes to the wording to say 'members of the council of governors will be included in the

annual report of the trust'. Sophie Stephenson, company secretary, agreed that this would be amended in line with the request.

Following a comment made by Mick McCarthy, member, in relation to point 10.19, where it was felt that the wording restricted governors in their role and suggested it be deleted, Alan Richardson responded that there are processes to manage and support governors in their roles through the foundation team and that it was not a way to restrict opportunities for governors to be involved around the trust. Sophie Stephenson agreed to discuss this point with Mick McCarthy further outside of the meeting.

Andy Fisher, co-opted governor, stated that it is important for governors to follow formal organised arrangements as access to hospitals needs to be managed in a controlled way. Andrew Gray, Berwick public governor, also agreed that governors' visits should follow rigorous process as stated currently in point 10.16 and 10.19 and that PLACE visits are not meant as a restriction to activity.

John Forsythe, member, commented that a pre-arranged visit would not give a true representation but agreed that this type of arrangement does require a formal approach. Alan Richardson summarised that the trust does not hide from its responsibilities and is open and transparent in its operation, especially when things are not as they should be, and the trust will always address concerns appropriately.

Ken Patterson, Blyth Valley public governor, asked the Chair for clarification on governors attending public meetings. Claire Riley, director of communications and corporate affairs, responded that governors can of course attend any public meeting as a member of the public but would not be representing the trust in anyway.

The terms of reference for the Council of Governors were approved by a majority vote.

07/07/18 Receive the report on 2018 elections to the Council of Governors (Enc 6)

Alan Richardson presented the report to the meeting regarding recent election outcomes. The meeting was asked to note the contents of the report which highlighted vacancies, contested and successful candidates. In relation to the number of vacancies, the chair asked the council of governors to ensure that they promoted the role.

The council of governors also expressed their sincere thanks to all of those candidates who will be stepping down from their posts on 31 July 2018.

08/07/18 Receive Nominations, Remuneration and Development Committee update (Enc 7)

Alan Richardson presented an update from the Nominations, Remuneration and Development Committee to the council of governors in terms of the proposed recruitment of a clinical non-executive director which would ensure a strong representation of the trust's core business within the non-executive team. The report confirmed that the role will be advertised over the summer months with a view to holding interviews in early September.

The report confirmed that a short council of governors' general meeting will be convened after the development meeting on 26 September in order to receive a recommendation from the committee.

The meeting was asked to receive the update.

09/07/18 Receive terms of reference for Nominations, Remuneration and Development Committee (Enc 8)

Alan Richardson presented the terms of reference for approval by the council of governors; the above committee's purpose is to make recommendations to the council of governors on the appointment and remuneration of the chairperson and non-executive directors of the trust and on plans for their succession.

The meeting approved the terms of reference.

10/07/18 Receive the report of the Membership Committee (Enc 9)

Alan Richardson presented the report from the membership committee which summarised the recent activity of the committee and provided information to governors in relation to: governor feedback forms, governor focus conference, election results, engagement, GDPR as well as noting governor constituency feedback.

In terms of the governor focus conference provided by NHS Providers; it was noted that this event was well received and also that Northumbria Healthcare was acknowledged as providing excellent service within the NHS at this national event; there will be further opportunities to attend this type of event for governors in future.

The meeting was asked to receive the update.

11/07/18 Governors' questions on notice

John Ostle, Blyth Valley public governor, asked the non-executive directors to provide assurance to the council of governors that for the six month period of January 2018 to June 2018 the trust has been properly and effectively monitoring the performance of Northumbria Healthcare Facilities Management Limited (NHFML) and the trust's two PFI (public finance initiative) partners strictly in accordance with their respective contract agreements and that where required, any financial penalties and/or penalty points for a failure in the contractual performance has been, or are, intended to be properly implemented in accordance with the terms of the respective contracts and can the non-executive directors give an explanation as to how and why they are able to give such assurance.

The non-executive directors responded that they can provide assurance that the trust closely monitors the performance of its PFI contracts and also NHFML. The executive team do this on a regular basis through the Finance, Investment and Performance committee (FIP) which consists of a number of trust board members. To provide further assurance this committee is chaired by a non-executive director and also attended by four other non-executive directors and reports directly to trust board.

Alan Richardson also stated that there were no incidents or failures to report and that both Rothbury and Wansbeck were very well covered in a recent FIP committee.

Alan confirmed that Martin Knowles, non-executive director, was the chair of the FIP committee. Martin confirmed that each PFI partner and NHFML must report via business plans, show risks and financials. Their performance is monitored quarterly against the business plans and finally that the managing directors of each are managed directly by Jim Mackey, chief executive officer of the trust.

Sean Fahey, Blyth Valley public governor, queried with Martin Knowles how governors can be more involved in holding these subsidiaries to account and how governors seem removed from reviewing their operational matters. Martin Knowles responded that the trust boards hold these organisations to account. Sean asked if this reporting method could be more inclusive of governors, Martin stated that he would consider this request along with Jim Mackey and Alan Richardson.

John Ostle, Blyth Valley public governor, stated that following several PLACE visits there are a number of reoccurring issues that are not being dealt with. Alan Richardson stated these should be progressed via a planned programme of work.

Julie Mann, Wansbeck public governor, stated that some outstanding issues will cause damage to property if they are not addressed immediately.

Claire Riley suggested that this issue be raised as an agenda item at the next executive meeting and a review of the PLACE visits governance is carried out to identify gaps. Claire also stated

that if any governor sees areas that need bringing to the attention of the trust, they should do this via the foundation team immediately.

12/07/18 Any other business

Ken Patterson, Blyth Valley public governor, requested clarification on the use of the subsidised taxi service and how this is publicised. He asked if the information can be included in the members' newsletter or on patient letters. Ken also raised a query in relation to public access to patient experience surveys. Claire Riley responded that there is a restriction on the amount of wording available on the appointment letters to patients however she promised to review the number of people who have used the service and feedback.

Barry Allison, Berwick public governor, queried the availability of public transport on weekends now that weekend surgeries were being offered. The 7.30am slot at The Northumbria is impossible for Berwick residents to access without staying overnight in local accommodation or leaving Berwick in the middle of the night. Claire Riley responded that the trust will review the weekend service and surrounding services.

Ken Patterson, Blyth public governor, shared a patient's experience in relation to public transport and the availability of refreshments when the HVS coffee shop was not open. Claire Riley agreed to look at this in conjunction with Barry Allison's query.

Staff governor, Jackie Lackenby, queried if the minimum spend limit in the trust canteens and restaurants for credit/debit card transactions of £3 could be reviewed trust wide to avoid staff making unnecessary purchases to reach the limit. Claire Riley agreed to review this with Veronica Gingell.

13/07/18 Meeting close

The next Council of Governors' General Meeting will take place on Wednesday 26 September 2018.