

Enc 1

Council of governors' general meeting - 24 January 2018
Rooms 1 - 3 Cobalt Conference Centre
Present: Alan Richardson (Chair), Jim Mackey (Chief executive)

Public governors:

Linda Pepper	Berwick
Andrew Gray	Berwick
Norman Dunn	Berwick
Pauline Wilson	Berwick
Barry Allison	Berwick
Ken Patterson	Blyth Valley
Bill Dowse	Blyth Valley
John Ostle	Blyth Valley
Ian Fell	Hexham
Isobel Johnson	Hexham
Stephen Prandle	Hexham
Chris Tolan-Smith	Hexham
Janet Shucksmith	Hexham
Mary Laver	North West Tyneside
Peter Latham	North West Tyneside
Peter Blair	North Shields
Gill Close	North Shields
Ian McKee	Wallsend
Tony Turnbull	Wallsend
David Wilkinson	Wansbeck
Julia Mann	Wansbeck
Heather Carr	Whitley Bay
Geoff Mann	Whitley Bay

Staff governors:

Peter Smith	The Northumbria
Tom Millen	Northumberland community
Doreen Davidson	Northumberland community
Laura Hutchinson	North Tyneside hospital/Cobalt
Michael Porter	North Tyneside hospital/Cobalt
Angela Bandeira	North Tyneside hospital/Cobalt
Lisa McCluskey	Northumberland community
Chris Bell	Alnwick infirmary/Rothbury community hospital

Co-opted governors

Muriel Green	North Tyneside Council
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In attendance:

Birju Bartoli	Executive director of systems, strategy and transformation
Jennifer Coe	Head of foundation, community and engagement
Sophie Stephenson	Company secretary
Lucy Thomson	Community engagement officer
Alex Hanson	Team administrator
Alison Marshall	Non-executive director
Martin Knowles	Non-executive director
Malcolm Page	Non-executive director

Mark Thomas	Director of health informatics
Annie Laverty	Director of patient experience
Stephen Holmes	Acting deputy director - community services
Steven Bannister	Directors of estates and facilities
Ellie Monkhouse	Executive director of nursing

01/01/2018 Welcome, apologies for absence and declarations of interest

Alan Richardson, chair, welcomed everyone to the January council of governors' general meeting. There were no declarations of interest.

Apologies for absence were received from:

Peter Dawson	Berwick public governor
Sean Fahey	Blyth public governor
Mavis Wilkinson	Blyth public governor
Brian Kipling	Wansbeck public governor
John Young	Wansbeck public governor
Joanne Parkin	Co-opted governor
Margaret Hall	Co-opted governor
Dianne Ford	Co-opted governor
Cassandra Ackermann	North Tyneside community staff governor
Alison Bywater	North Tyneside staff governor
Lorraine Munro	The Northumbria staff governor
Peter Smith	The Northumbria staff governor
Allan Hepple	Non-executive director
David Chesser	Non-executive director
Moirra Davison	Non-executive director
Daljit Lally	Executive director of delivery
Claire Riley	Director of communications and corporate affairs

02/01/2018 Non-executive directors' attendance

Non-executive directors were acknowledged as in attendance including; Alison Marshall, Martin Knowles and Malcolm Page.

03/01/2018 Approve the minutes of the council of governors' general meeting dated 18 October 2017 (Enc 1)

The meeting minutes were approved as an accurate record of proceedings.

04/01/2018 Receive the minutes of the board meeting held in public dated 19 October 2017 (Enc 2)

The meeting minutes were received and noted.

05/01/2018 Governors' questions on notice

There were no governors' questions on notice.

06/01/2018 Chief executive's performance and financial report – quarter three

Jim Mackey, chief executive, provided governors with the latest performance and financial report for quarter three. Jim began by discussing safety and quality priorities. Last year, five priorities were agreed for two years; these were sepsis, abdominal pain pathway, frailty, flow and breathlessness. Jim outlined the areas for improvement and emphasised the pressure that managing flow was putting on staff, which he stated is unsustainable.

Stephen Prandle, Hexham public governor, queried how the sepsis form usage figure (31% weekly performance 17/11/17) could look so different to the target figure (67%). Birju Bartoli, executive director of systems, strategy and transformation, stated that there was a different audit process, engagement and education and the trust was now revisiting all of this. Jim added that the sepsis bundle does work but it is difficult to do in order and this is what the trust is trying to work through at present. The executive team will keep governors updated on progress with this.

For performance, the trust has reported zero cases of MRSA and is on target for CDiff; referral to treatment is incomplete at 93% for November 2017; A&E target was 91% in December 2017 and two out

of two cancer targets have been provisionally met for December 2017. The trust is fully registered with Care Quality Commission (CQC) safety and quality outcomes and learning disability and adult social care CQC outcomes are fully met. Information governance is level two and the trust's overall score is Segment 1.

The trust's income is down due to elective procedures being cancelled and the current position with Northumberland Clinical Commissioning Group. The trust has a financial surplus pre-exceptions of £17.7m (with the plan being £17.6m), capital investments of £ 5.6m and a cash balance of £18.2m. The trust's use of resources rating is 1 and the trust has a cost reduction plan of £11.9m (actual £11.4m).

Jim provided a flu testing update:

- 35 staff tested, 20 negative
- 495 negative patients, 336 positive patients
- Cohort wards created at North Tyneside and Hexham general hospitals
- Risks with visitors and staff movement
- Positive cases inpatient areas where no previous flu
- Number of empty beds closed – severely impacting on flow.

Jim updated governors that patient experience results remain positive with patient perspective feedback (external) – 2202 patients – showing 96% of inpatients, 95% of emergency care patients, 98% of outpatients and 98% of patients receiving day case care rating their experience as good, very good or excellent.

Jim concluded that there had been fantastic work carried out by teams across the trust under difficult circumstances and the trust has still maintained a good performance, however, there is room to improve further and the pressure is not sustainable. The trust need a very different approach moving forward that will require a great deal of work happening at pace operationally and strategically.

Issues arising from the council of governors pre-meet to discuss this quarter's performance and financial report.

Angela Bandeira, staff governor, asked what assurances the non-executive directors are getting from the board that the trust will re-hit the four hour A&E target. Alan Richardson, chair, said they have received regular papers, talked to staff and feel very assured that the board is doing everything possible to address the issue.

07/01/2018 Northumbria Healthcare Facilities Management Limited (NHFML) update

Steven Bannister, director of estates and facilities, updated governors about NHFML, which is Northumbria Healthcare's wholly owned subsidiary and is now responsible for delivering the trust's capital and estates programme. NHFML delivers major estate projects for the trust, including the provision of a fully operational and managed emergency hospital in Cramlington, Hexham, North Tyneside and Wansbeck general hospitals plus a host of others. NHFML was created in March 2012, initially to deliver the new emergency care hospital at Cramlington. The company has one managing director (Steven Bannister), two directors, two non-executive directors and a chair (including a potential independent chair). NHFML currently operates three principal sites and other contracts within the trust with gradual migration of all assets planned for 31/03/18. They are also now working outside the trust and being considered for frameworks.

Ian Fell, Hexham public governor, asked if there were any differences for staff working for NHFML. Steven responded that the only difference is that a nest pension is offered to new staff.

John Ostle, Blyth Valley public governor, asked who carries out the assessment on whether NHFML delivers against the trust contract. Steven responded that it was him.

Stephen Prandle, Hexham public governor, asked if this is a common or unique arrangement. Steven responded that more trusts are now looking into this.

Peter Blair, North Shields public governor, asked what oversight of NHFML the council of governors will have. Steven responded that the non-executive directors have good oversight of all subsidiaries.

Andrew Gray, Berwick public governor, asked what the risk is of the 'centre' trying to take the money from this. Steven responded that NHFML is set up in the same way as a PFI so if the 'centre' wanted to look at it they would need to look at all PFIs. The HMRC risk does need to be managed.

Norman Dunn, Berwick public governor, asked what would happen if NHFML got into debt by doing work outside of the trust. Steven responded that if NHFML carry out over 20% of their work outside of the trust, the trust can re-tender for the work. The board also have strategy and financial oversight that reduces this risk.

08/01/2018 Financial, investment and performance (FIP) committee annual update

Martin Knowles, non-executive director, presented to governors and stated that the board has delegated responsibility for key areas of financial management and performance oversight to FIP. These responsibilities are set out in its terms of reference and include:

- To monitor the performance against key targets and performance indicators (such as A&E 4-hour wait)
- To ensure the performance of the trust, including financial performance is robust and in line with plan
- To review the trust's short and long-term financial strategy
- To review key business cases and make recommendations to the trust board on significant investments (capital or revenue) within the delegated authority of the committee
- To approve the trust's investment and borrowing strategy and policies in line with its appetite for risk
- To monitor the performance of the trust's wholly-owned subsidiaries against operational and financial KPIs (as the client) and against plan (as the investor).

Martin outlined the big issues for performance being the emergency department, cancer, referral to treatment (RTT) and ambulance handovers. For subsidiaries, it is the business plan and performance and for financial performance it is the trust's monthly performance, year-end forecast, the cost improvement plan (CIP), cash, capital and budgets. For IT, it is control and investment and for business cases it is review and approval.

09/01/2018 Committees (Enc 3 and 4)

The council of governors approved the trust committee membership and the governor committee membership.

10/01/2018 Report from the governors' external audit panel (Enc 5)

The council of governors approved the report.

11/01/2018 Report from nominations, remuneration and development (NRD) committee (Enc 6)

There was a discussion about the chairman's appraisal process and Linda Pepper, Berwick public governor, felt governors were not given enough time to look at all of the papers. Sophie Stephenson, company secretary, responded that, although there had been time for governors to review papers in advance of the meeting, she would revise the process for next time to ensure it is less time pressured. The council of governors approved the report.

Discussion followed about the role of external organisations in the chairman's appraisal. It was noted that it was not typical for an appraisal process to include external stakeholder feedback but could be considered by the NRD committee in the future.

12/01/2018 Membership committee report (Enc 7)

The council of governors approved the report.

13/01/2018 Terms of reference for the council of governors (Enc 8)

Linda Pepper, Berwick public governor, highlighted an issue with the terms of reference about attendance at meetings – it says only governors and the chair can attend, however the public can attend general meetings.

Peter Latham, North West Tyneside public governor and Andrew Gray, Berwick public governor both highlighted the 'vagueness' of holding non-executives to account in the terms of reference. Jim Mackey

asked Sophie to draft an explanation to be included in the terms of reference. The terms of reference will be to be brought back to a future general meeting for approval.

Meeting close

The next general meeting of the council of governors will be on Wednesday 21 March 2018 at 6.05pm.