

Enc 1

**Council of governors' general meeting
24 April 2019**

Rooms 1 - 3 Cobalt Conference Centre

Present: Alan Richardson (Chair), Sir James Mackey (Chief executive)

Public governors:

Andrew Gray	Berwick
Ken Patterson	Blyth Valley
Bill Dowse	Blyth Valley
John Ostle	Blyth Valley
Sean Fahey	Blyth Valley
Isobel Johnson	Hexham
Stephen Prandle	Hexham
Chris Tolan-Smith	Hexham
Peter Blair	North Shields
Gill Close	North Shields
John Forsyth	North Shields
David Wilkinson	Wansbeck
Brian Kipling	Wansbeck
Heather Carr	Whitley Bay
Adam Chedburn	Whitley Bay
Pamela Hood	Whitley Bay

Staff governors:

Jackie Lackenby	The Northumbria
Doreen Davidson	Northumberland community
Alison Bywater	North Tyneside hospital/Cobalt

Co-opted governors

Muriel Green	North Tyneside Council
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In attendance:

Birju Bartoli	Executive director of performance and improvement
Claire Riley	Director of communications and corporate affairs
Jennifer Coe	Head of foundation, community and engagement
Jo Forster	PA to director
Alison Marshall	Non-executive director
Moira Davison	Non-executive director
Peter Sanderson	Non-executive director
Bernie McArdle	Non-executive director
Malcolm Page	Non-executive director
Les Morgan	Interim managing director
Laura Thurlbeck	Acting company secretary
Jeremy Rushmer	Executive medical director
Paul Dunn	Executive director of finance
Ann Stringer	Executive director of human resources and organisational development
Debbie Freake	Director of integration

01/04/2019 Welcome, apologies for absence and declarations of interest

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

Apologies for absence were received from:

Barry Allison	Berwick public
Linda Pepper	Berwick public
Pauline Wilson	Berwick public
Janet Shucksmith	Hexham public
Tom Millen	Rest of England public
Richard Dodd	Co-opted
Andrew Fisher	Co-opted
Dianne Ford	Co-opted
Margaret Hall	Co-opted
Carrie Hughes	The Northumbria staff
Angela Moore	North Tyneside/Cobalt staff
Marion Dickson	Chief operating officer / Interim executive director of nursing

02/04/2019 Non-executive directors' attendance

Non-executive directors were acknowledged as in attendance including: Moira Davison, Alison Marshall, Peter Sanderson, Bernie McArdle and Malcolm Page.

03/04/2019 Approve the minutes of the council of governors' general meeting dated 23 January 2019 (Enc1)

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

Matters arising

Sean Fahey, Blyth Valley public governor, referred to his query raised during January's general meeting, which asked for timescales regarding plans for out of hospital care. Alan Richardson responded that regular updates are brought to the council of governors through the chief executive's strategic update. Sir James Mackey, chief executive, also added there was an update to governors in January from Debbie Freake, director of integration, out of hospital care updates are provided on a quarterly basis and we will continue to update governors regularly as plans progress.

04/04/2019 Receive the minutes of the board meetings held in public 29 November 2018 and 24 January 2019 (Encs 2 and 3)

The meeting minutes were received and noted.

Matters arising

Sean Fahey, Blyth Valley public governor, spoke about the recent report to trust board about corporate and social responsibility (CSR) and could governors have an update. Claire Riley, director of communications and corporate affairs, responded that governors are updated on CSR through the charity update which has included Wag&Co, Newcastle Eagles, Foodbanks, and North East England Chamber of Commerce partner working. In addition, there is a planned collaboration with Northumbrian Water in Ashington. The trust is keen to continue to play its part locally. Claire is happy to provide a specific CSR update to governors at a future meeting.

Sean further raised a query about the trust board January 2019 minutes point 19.1.19 in relation to the health and safety update and asked for clarity around the minute that states there were no outstanding issues to be escalated when there seems to be ongoing work to the cladding around The Northumbria hospital. Alan Richardson responded that there is continuing work being carried out following completion of the hospital (snagging) which is covered by the builder and clarified that only extremely high risk issues would be escalated and there are none at present.

05/04/2019 Governors' questions on notice

Andrew Gray, Berwick public governor asked:

Did the trust respond to the NHS England consultation on 'Contracting arrangements for integrated care providers (ICP)'? If so, can governors see that response?

Sir James Mackey answered that the trust did not respond to this contract.

Why was core council business on the constitution and terms of reference of committees placed after development items at the end of the 23rd January general meeting agenda? Andrew further added, in the meeting, that a number of governors felt that this placing on the agenda showed a lack of respect of the effort that governors had put into ensuring the constitution was relevant and fit for purpose.

Claire Riley responded approvals have always been carried towards the end of general meetings - this has been the case for many years – and both the order and timings of each agenda are carefully considered. However, the order has now been changed so approvals will follow directly after the chief executive's performance and financial report. Along with our governors, we had previously agreed agenda items for general meetings to include annual updates on trust subsidiaries and regular updates from non-executive directors on the committees they chair.

Alan Richardson agreed that Andrew's point was well made and assured the council of governors that their input was hugely appreciated and the placing on the agenda was not meant to be disrespectful.

Linda Pepper, Berwick public governor asked:

The minutes of Board meetings held in public show these meetings continue to attract only one governor, a member of the press, and someone from a drug company. The trust website shows merely the date of the March meeting, no date thereafter? As a governor wishing to attend the May one she had needed to contact the foundation team to find the date, only to now find that the timing of the meeting has changed, and now the venue. Is this trust really interested in reporting to the public, or merely responding inadequately to the law which states it has to have meetings in public? Why are the dates for the year for Board meetings held in public not on the website given they are now on the same day as regular board meetings which surely are scheduled for the year?

Laura Thurlbeck, acting company secretary, responded that we welcome people to attend trust board meetings held in public and sincerely apologise for the oversight that future dates were not on our website. Laura assured governors that the dates of these meetings for the rest of 2019 are now publicly available on the website and will ensure that as soon as future dates are confirmed for the year ahead that they will also be published on the website.

Alan Richardson stressed that transparency and openness continues to be high on the board's agenda.

06/04/2019 Receive the chief executive officers performance and financial report - quarter four

Sir James Mackey updated governors with quarter four safety and quality priorities which are showing a strong overall performance including sepsis which, although complex, is continuing to improve. Patient experience continues to receive very good performance results including patient perspective feedback, real-time ward scores and the friends and family test. Jim summarised staff experience with a 'happiness at work' survey, working with iOpener Institute, to establish a way of capturing real time results from staff, early feedback shows a good response rate so far with a closing date of end of April; collated results will be shared with governors.

Jim wished to recognise Jan Hutchinson, service improvement lead from the patient experience team, who was awarded the Patient Experience Network (PEN) awards Life Time achievement award and also the Patient Experience Professional of the year 2018 award. This is a fantastic personal achievement for Jan who has worked for the trust for a number of years. In addition, the scaling up HIP QIP project was nominated for a BMJ award for clinical leadership and the trust was also shortlisted in nine patient safety award categories - winners will be announced soon.

Jim stated performance has been similar to previous months with the trust remaining in the top 10 performing trusts although recognised that there remains work to be done to address the cancer results. Senior staff have met to review the winter period and to begin planning for winter 2019/20. In terms of a regional position, the trust is well placed and national performance remains strong with the trust achieving the best Single Oversight Framework rating (SOF) segmentation rating of 1 providing maximum autonomy to the trust. During the presentation, Jim highlighted a graph showing A&E 4 hour wait which showed improvements on the previous year's data with February and March showing further signs of improvement; national data for February related to A&E, GP referrals and planned operations were also provided. Comparative performance data for 2017/18 and 2018/19 with corresponding metrics were also summarised.

Jim summarised the trust's financial performance; currently with a net surplus before exceptional items at £26.3m (£1.2 high than national target) after exceptional items £14.9m. The additional NHS Improvement funding is still to be confirmed which will add to the final surplus total by approximately £5m which can be spent in capital. Jim's presentation provided key financial performance data for March 2019 against forecast figures. The draft trust accounts will be submitted in May.

Jim updated on developments for each of the two subsidiaries of the trust; Northumbria Healthcare Facilities Management Limited (NHFML) and Northumbria Primary Care (NPC).

Further information was shared in relation to the trust's strategy including winter planning; tricky decisions, local ICS/ICP developments, focussing on Integrated Neighbourhood Care (INC), influencing national policy and remaining focussed on what is important to the trust including safety and quality and patient and staff experience. Jim confirmed the national workforce plan which was due this week has been delayed.

Chris Tolan-Smith, Hexham public governor, queried the A&E 4 hour data slide and the comments made that the dotted line showed this year's improvement in wait times and asked for clarity on the comparison. Jim apologised for the confusion and confirmed that the dotted line on the graph is the old data with the solid line highlighting the improvements this year.

Chris asked if it would be useful to find out the experience of trust governors. Claire Riley confirmed that we have done this in the past and we would look to do this in the coming months.

Ken Patterson, Blyth Valley public governor, referred to the NPC slide and queried if all the practices are Care Quality Commission (CQC) rated as 'Good' why was it necessary to close the Collingwood practice. Peter Sanderson, non-executive director, responded that there had been significant recruitment and retention issues with Collingwood practice. A great deal of time was spent attempting to work through the issues with the clinical commissioning group (CCG) and other GP practices; it was agreed to close Collingwood and split the patient list amongst the remaining practices.

John Ostle, Blyth Valley public governor, congratulated the trust on its financial achievements and asked if there would be further reinvestment with the surplus monies in case this is used for struggling trusts elsewhere. Jim responded that the cash balance is retained to offset against other debits or spending as capital and that due to the complex nature of national bidding the trust does not use this route. Jim could not confirm the current national plans to support struggling trusts.

Jackie Lackenby, The Northumbria staff governor asked that thanks were passed to Maria Towart of NPC for her good work in relation to nursing.

Ken Patterson, Blyth Valley public governor, asked if there was an update on the Blyth parking query raised at the previous meeting. Claire Riley stated that Daljit Lally, executive director of system leadership, is still looking into this and we will let governors see the response.

There were four questions from the council of governors' pre meeting to discuss the quarter four performance and financial report.

Governors asked for assurance regarding improvement plans for 62 day cancer figures.

Jim gave assurance that this is a priority for the trust and collaborative work with Newcastle Hospitals will continue to improve the current pathways, specifically urology, through an agreed plan of work. Jim is confident that this area will show improvement once the plans are embedded. Alan Richardson stated that the cancer target figures are worked through in detail at the Finance, Investment and Performance Committee (FIP) and confirmed that a lot of work was being done to address this. Following a further query from Sean Fahey, Blyth Valley public governor, regarding the new plans Jim confirmed that due to a more formal arrangement through the new North of Tyne agreement with Gateshead, Newcastle and the trust that there is collaborative work but it is still early days.

Governors asked for assurance in relation to the continuity of business for NHFML in light of the interim arrangement for the managing director post.

Alan Richardson responded Les Morgan will continue in post as the interim managing director until the new managing director is in post in June; Les is very experienced and capable of supporting until that point. There is also a new non-executive director Ernie Row in post for NHFML to support the board. Alan also confirmed that NHFML reports are scrutinised by trust board and FIP committee on a quarterly basis.

Governors asked for clarity relating to when does the 4 hour A&E target clock begin. Birju Bartoli, executive director of performance and improvement, advised that the clock begins once the patient is booked in and ends when either the patient is discharged or admitted to short stay or to a ward.

John Forsyth, North Shields public governor, raised a personal experience issue which it was agreed could be looked into in more detail outside of the council of governors meeting by Birju Bartoli and her team.

Stephen Prandle, Hexham public governor, referred Sir James Mackey to the regional position A&E table slide and asked if it would be possible in future to remove the March 2019 column and just report on quarter 3 and 4 data to allow for easier comparison. Jim agreed this could be done and that clinically winter ends at Easter which is later this year.

Governors asked for assurance around the work and process of developing integrated neighbourhood care (INC). Debbie Freake, director of integration, provided assurance confirming that there is good internal governance in place which is reported and monitored through regular board development sessions specifically focussing on INC.

Sean Fahey, Blyth Valley public governor, queried the process and how are people held to account; Jim responded that metrics and reporting had been discussed however the focus is on workforce. Peter Sanderson stated that as a non-executive director and board member, he is in receipt of all of the reports relating to INC work and is assured in relation to the early day's process and is happy to respond to any governor questions about this.

Stephen Prandle, Hexham public governor, took the opportunity to congratulate Jan Hutchinson and speaking on behalf of the council of governors highlighted their thanks in recognition of Jan's contribution to the trust.

07/04/2019 Approval of terms of reference of the membership strategy committee (Enc 4)

The terms of reference of the membership strategy committee were approved.

08/04/2019 To receive governor committee updates:

Nominations, remuneration and development committee Enc 5

Alan Richardson provided assurance in relation to the robust process in place for non-executive directors' appraisals. The update was received and noted.

Membership strategy committee Enc 6

Alan Richardson thanked the membership strategy committee members for their hard work in relation to the work of the committee. The update was received and noted.

Governors' external audit panel Enc 7

Sean Fahey, Blyth Valley public governor, asked if it would be possible for further information to be made available regarding the extent of how much fraud is uncovered. Stephen Prandle, chair of the governors' external audit panel responded that assurance is sought through the meetings and understood that this is a major issue for the NHS as a whole. Paul Dunn, executive director of finance, also responded that travel expenses and staff working whilst on the sick are the two issues that the committee sees most frequently. The update was received and noted.

09/04/2019 Finance, investment and performance (FIP) annual committee update

Martin Knowles, non-executive director and chair of FIP, informed governors about the role of this committee, which is to provide assurance to trust board around finance and performance. Martin also

spoke about the meeting frequency, attendees, cycle of business, current issues including how the trust could be affected by Brexit as well as the plans for long and short term planning.

Muriel Green, North Tyneside Council co-opted governor, asked for further detail regarding fleet services. Paul Dunn provided statistics in relation to the number of organisations and quantity of cars that are leased to staff members and how the profit is used to support the work of the trust in all areas. Muriel also queried how the trust works to support the Lord Carter review; Paul stated that Lord Carter was appointed to look at how to drive out efficiencies in the NHS and confirmed that the trust underwent benchmarking to check its performance.

Following on from this, Martin Knowles confirmed that there was complex analysis undertaken to compare with other trusts and the trust had improved and provided understanding and reasons behind the results. FIP committee has the responsibility to review and look at details of efficiencies and provide assurance to the trust board.

10/04/2019 Northumbria Healthcare Facilities Management Limited (NHFML) update

Les Morgan, interim managing director, provided a detailed overview of NHFML, a wholly owned subsidiary of the trust with responsibility for delivering the trust's capital and estates programme. Les supplied background and context to the creation and day-to-day running of the company, including senior staff and detail about the Limited Liability Partnership (LLP) arrangement. Les confirmed the staffing number of 702 whole time equivalent workforce, with an income in 2018/19 of £115million delivering a profit/surplus of £3.6m. Les summarised recent and ongoing projects including The Northumbria modular build, Berwick redevelopment, LLP developments, primary and community care estates and waste management.

Stephen Prandle, Hexham public governor, asked for clarity in relation to LLP deficits related to staff. Les confirmed that the pension issue is that the employees of NHS subsidiary companies are not allowed to be members of the NHS pension scheme. However, nationally the government and unions have been working together and have resolved this. It is now possible for staff to have associate membership of the NHS pension scheme and there is staff consultation on this issue currently.

John Ostle, Blyth Valley public governor, queried the possibility of retrospective change via national bodies or others. Les Morgan responded that there is some possibility of NHS Improvement / NHS England reviewing subsidiaries, however, the trust is confident that NHFML was created for the right reasons and are therefore not unduly concerned at this stage. Sir James Mackey also added that the NHFML model is supported by both the trade unions and NHS Improvement as an acceptable model for subsidiaries.

Mick McCarthy, Berwick public governor, stated that he, as a governor, is assured that NHFML is a credit to the trust board however queried the process for financial accounting of the profits and the links to the charity. Les Morgan confirmed that the profits from NHFML are assigned to the trust charity for use in patient care as per the corporate taxation regulations. Claire Riley confirmed that the charity ensures correct process for spending and do a huge amount in supporting all aspects of patient care for the trust.

John Forsyth, North Shields public governor, asked for clarity around who is responsible for the selling off of trust land for housing. Les Morgan confirmed that NHFML is involved in some aspects of this process and the profits from the sales go back into the trust for patient care.

Mick McCarthy, Berwick public governor, asked for confirmation of which staff are employed by NHFML. Les Morgan stated facilities staff include: domestic cleaning assistants; hospital porters; security; and catering staff and estates staff include: crafts people; joiners; plumbers; and electricians. Other staff include: medical electronics and information technology staff.

Mick also queried the levels of staff turnover and are there any major staff issues. Les confirmed that there are no significant sickness issues and the expected levels of staff for a company that size are not high when benchmarked against other similar companies.

Muriel Green, North Tyneside Council co-opted governor, asked if the company supports the use of apprentices. Les Morgan confirmed that there are a high number of apprentices and NHFML very much support this initiative especially joiners and electricians; one has recently won a national award.

John Ostle, Blyth Valley public governor, asked for clarity around the assurance and governance for NHFML and the process for monitoring performance etc. Les Morgan confirmed that assurance comes via reporting directly to the trust board through the cycle of business, however this is also supported by monthly formal meetings by NHFML as well as reporting to the health and safety committee and internal audit committee. Paul Dunn added that Ray Pate who works for the trust also reports into the FIP committee and is independent of NHFML.

Chris Tolan-Smith, Hexham public governor, queried the trust's position in relation to waste management and recycling; this is always a concern for the trust and recycling is encouraged as much as possible on all sites, however, there is more work to do.

Ann Stringer, executive director of human resources and organisational development, confirmed that there are approximately 12 apprentices currently working in NHFML.

11/04/2019 Quality Account

Jeremy Rushmer, executive medical director, provided detail around the trust latest quality account (QA) which demonstrates how well the trust is performing on measures of quality including patient safety, clinical effectiveness and patient experience. The latest QA included the trust's Northumbria Way, clinical strategy and quality improvement process. Jeremy highlighted the annual plan process and outlined the safety and the quality objectives. The process is wholly underway and will be completed by the end of April 2019 ready for circulation for formal opinion by stakeholders in May 2019.

Jeremy highlighted trust performance on 2018/19 priorities, which showed target achievement in all aspects including sepsis, falls, frailty, flow and staff experience. Jeremy took the opportunity to expand in detail on the work into sepsis which showed a significant improvement in delivery of the bundle within one hour which is now at 30% against a previous 10% - this work is continuing with a challenging target. Birju Bartoli informed governors that the progress of the sepsis bundle delivery is closely monitored through the safety and quality committee and has seen a significant improvement and is in a better position moving forward. The sepsis records are audited every month and in January 2,207 patients were monitored using the revised NEWS scoring system to support the sepsis work.

Jeremy's presentation detailed the eight key safety and quality objectives for 2019/20 including cancer, bereavement, maternity, every contact counts, frailty, flow, staff experience and deteriorating patients linked explicitly to the trust's quality strategy.

Muriel Green, North Tyneside co-opted governor, recognised and welcomed the work into public health through every contact counts and asked for more detail regarding enhanced care plans. Jeremy Rushmer stated that the trust sees frequent attendances from young people with social problems which can also be linked to mental health and this is always looked into initially. These patients are not normally admitted but are found appropriate residence and supported through Northumberland, Tyne and Wear NHS Foundation Trust.

Following a query from Sean Fahey, Blyth Valley public governor, in relation to the medical examiner role in the bereavement process; Jeremy Rushmer provided some information about this regulated role.

12/04/2019 Any other business

There was no further business raised by governors. Alan Richardson spoke about the recent presentation at membership strategy committee about experienced based co-design work to improve D/deaf patient experience.

Meeting close

The next meeting of the council of governors' general meeting will be on 17 July 2019