Minutes of the Council of Governors’ Meeting Held on 5 March 2014

Present: Rosalinde Wyke (RW) Chairman

Public: Mike Bickersteth (MB) Public Governor - West Somerset
Alex Brown (AB) Public Governor – West Somerset
Leonard Daniels (LD) Public Governor – Taunton Deane
Anne Elder (AE) Public Governor – Taunton Deane
Judith Goodchild (JG) Public Governor - West Somerset
Jeanette Keech (JK) Public Governor – Taunton Deane
Jim Mochnacz (JM) Public Governor – East Somerset
Elizabeth Parry (EP) Public Governor – East Somerset
Ron Powell (RP) Public Governor (Taunton Deane)
Ian Ramus (IR) Public Governor - Taunton Deane
Jonathan Secker-Walker (JSW) Public Governor - West Somerset
Tony Wood (TW) Public Governor - East Somerset

Staff: Trish Hilton (TH) Staff Governor
Angus MacCormick (AM) Staff Governor
Cathy Phillips (CP) Staff Governor
Dr Tarun Solanki (TS) Staff Governor
Tim Zilkha (TZ) Staff Governor

Partnership: Sue Balcombe (SB) Partnership Governor – Somerset Partnership
Will Chandler (WC) GP representative
Ann Humphreys (AH) Partnership Governor – Universities
James Hunt (JH) Partnership Governor - Taunton Deane Borough Council
Dr Ian Lewin (IL) Partnership Governor - CCG
Sue Steele (SS) Partnership Governor – Mendip and South Somerset District Council

Attendees: Andrea Hunt (AH) Trust Secretary
Kerry Laugharne (KL) Governor Support Manager

Directors: David Allwright (DA) Director of Planning and Performance
Jo Cubbon (JC) CEO
Ahead of the commencement of the formal part of the Council of Governors’ meeting, DA and JC outlined the key strategic issues facing the Trust over the next five years.

**The following key areas are highlighted below:**

DA advised that the Trust has to submit a 2 year financial plan to Monitor by April 2014 and a 5 year strategic plan by June 2014. NHS England is working closely with Monitor and the NHS Trust Development Authority to ensure that plans are aligned across organisations.

There are an increasing number of older people in Somerset. The proportion of people aged 75 and over is expected to increase by 28% by 2021 and evidence suggests that the majority of people aged over 65 have 2 or more long term conditions, and the majority of over 75 year olds report having 3 or more long term conditions. Current growth rates in acute medical and elderly care patients indicate a shortfall in acute beds, rising to around 70 by 2018.

A recent publication “Everyone Counts”, sets out a proposal over the future model of acute care, including the future designation of 40 to 70 hospitals as major emergency centres. This will have a major impact on the shape of acute hospital services within Somerset. Until there is greater clarity over how the model for emergency services will be interpreted the Trust will be planning in an uncertain environment.

The national focus on 24/7 care will put additional pressures on acute hospitals to provide higher levels of consultant cover at weekends. The Trust will need to increase senior doctor cover for no increase in output and will not be matched by additional activity and or attract new income. There is a drive for a critical mass that will sustain services against higher commissioner standards.

The Trust faces significant financial challenge with a gap of £8m in the Cost Improvement Programme for 2014/15. The Foundation Trust Network report that many providers are finding it increasingly difficult to make the level of savings needed and forecast a 6.6% gap in Cost Improvement savings in 15/16.

DA reported that the Trust Board met in February and recommended the selection of IMS as the winner of the EPR procurement, and therefore the preferred supplier. The EPR programme team will now commence work with IMS to finalise the contract.
Partnership Working

- **Weston Area Hospital** is not a Foundation Trust hospital. They are working with the Trust Development Authority (TDA) to find an alternative solution to secure their future. T&SFT hospital has offered support to meet the most urgent issues in child health/safeguarding and in A&E.

- **Royal Devon and Exeter Hospital** - The RD&E and T&SFT Trust Board, have established a joint programme of work to explore opportunities for greater collaborative working following the outcome of the PricewaterhouseCoopers report.

  JC stressed the importance of building clinical relationships across both Trusts.

- **Yeovil** - There is recognition that the affordability of health and social care in Somerset will be challenging. The pace of change needs to be faster to deliver outcomes. Work has started to support and improve the pace of change required.
1 Questions from the Public

There were no questions from the public.

2 Welcome and apologies for Absence

Apologies received are recorded above.

3 Declarations of interest to items on the agenda

None

4 Approval of minutes of the meeting held on 11 December 2013

The minutes were agreed as a true and accurate record of the meeting.

5 Matters Arising

There were no matters arising.

6 Chairman’s Remarks

The Chairman highlighted the major financial challenges faced by Musgrove. The financial position at year end is expected to be in the region of £4m behind budget. A significant effort is being made to identify further potential savings.

Former England Cricketer Marcus Trescothick officially opened the expanded Emergency Department. The department has undergone a £2.9 million expansion and makeover creating four additional major treatment bays, three ambulance handover bays and an additional resuscitation bay. The work began in April 2013 and was completed in December 2013. Staff who are working in the Emergency Department are delighted with the new facilities and the increased privacy and dignity offered to patients.

The official handover of the key to the Jubilee building took place on Thursday, 20th February. The ceremony signals the completion of the construction of the building and the hospital can now begin the final “fit out”, ready for patients to start using the state-of-the-art facility at the end of March 2014. All the rooms in the Jubilee Building have single en-suite facilities. Training for nurses using the new building has already commenced.

RW reported that a Musgrove Apprentice has won a South West regional Apprentice of the Year Award. The apprentices carry out some great work, many of whom will go on to become high flyers of the future.
7. **Questions from the Governors**

In response to a question from TH, CP advised that earlier in the month, the Trust announced the launch of the hospital’s third Mutually Agreed Resignation (‘MAR’) scheme, one of the key ways in which the hospital may be able to achieve further cost savings.

CP explained that if an individual employee chooses to leave employment and, in agreement with the hospital is accepted on the MARS scheme, they will receive a severance payment. The Trust cannot guarantee that all applications will be accepted, however, all applications will be fully and appropriately considered and staff should not be put off from applying if they have already applied under a previous MAR scheme and been unsuccessful.

The scheme is only open until the end of March and all applications must be received by this date. For a MARS application to be accepted the Trust will need to assure itself that it will result in costs being removed from the organisation.

The following questions were asked by Jim Mochnacz:

*Does the Trust reduce waiting times by the simple expedient of not having any appointments available?*

PL advised that Musgrove Park Hospital provides ENT clinics at MPH, Bridgwater, Burnham on Sea, Minehead, Chard and West Mendip. The team are looking at how they manage ENT Choose and Book referrals so that patients are directed to the clinic with free slots, rather than being told no slots are available for their particular choice of site. The Trust does not use Choose and Book to limit access to services.

*When will the Tinnitus Hearing Pathway review be completed and an outcome reported back to the CCG?*

A whole service review started at the end of February and is expected to be completed by the end of April. The Trust will then discuss the report with the CCG.

RP expressed concern over the availability of wheelchairs and raised the following question:

*There is a continuing problem about the lack of wheelchairs at the entry points to the hospital. Volunteers on the Meet & Greet desk are constantly reporting problems with lack of wheelchairs. I am also concerned that with the Jubilee building opening in March, there will be an additional entry point to the hospital which will exacerbate the issue of lack of wheelchairs further. What is the Board doing to resolve this issue?*

CD acknowledged the on-going issue with wheelchairs, and confirmed that there were 149 wheelchairs in the system at the last stock take. The MFT team, are working extremely hard to ensure that wheelchairs are returned to the main entrances in the hospital every evening in readiness for the following morning.

CD is working with Martine Price, Head of Patient Experience to find a sustainable and permanent solution to the problem.
In response to a question from RP, CD reported that Simon Rigby, Head of Facilities, is currently undertaking a wider piece of work on the monitoring of equipment in general, which will include wheelchairs.

**Action:** CD to provide an update at the next meeting of the COG.

TW expressed concern that both the pay machines in the multi-story car park were out of action today (5 March 2014), with visitors and Governors queuing outside of the building. TW was frustrated that no information was available about where the nearest in-use pay machine was located.

**Action:** RW to feedback to Q Park the issues raised by TW and provide an update at the next COG meeting.

8. **Integrated Management Report**

The Integrated Management Report provides an overview of high level reporting to the end of January 2014. The clinical quality indicators reflect that the safety and quality of clinical services is the Trust’s top priority.

JC highlighted the continued good performance in A&E and congratulated the teams on their hard work through the winter period.

Ambulance turnaround times have seen significant improvement since December. The Trust’s focus on improving flow through the Department and the improvements to the building in A&E have all led to an improvement. The dedicated area for ambulances “dropping off” patients has improved the time ambulances are waiting outside A&E.

JC reported that the Trust has made good progress in reducing the longest wait patients on admitted pathways, although this has affected performance against related national RTT targets. The Trust has decided to continue to target the longest waits in quarter four with performance returning above the 90% target in April 2014. This will ensure longest wait patients can be booked chronologically whilst maximising the number of over 18 week wait patients that can be seen.

The Integrated Management report was noted.

**For Information**

9. **Report of the Trust Board**

The report was noted.

10. **Report of the PCG**

JG drew the Council of Governors’ attention to the briefing papers attached to the report. The briefings provide Governors with an insight into the issues and topics discussed at the PCG meetings.

RW encouraged Governors to let the Chair of the PCG know of any areas that they would like an update on or any new topics for consideration in accordance with the Trust’s Key Performance Indicators.
The report was noted.


MB expressed concern at the 30% marginal tariff in A&E, and queried what happens to the remaining 70%.

PL replied that in theory the remaining 70% should be re-invested by the Commissioners to help reduce hospital admissions. DA reported that the 14/15 contract negotiations are under, the flow of additional activity and emergency care as a whole, will be looked at.

The report was noted.

12. **Report of the CEG**

JK reported that the Musgrove Matters Editorial Board met last week to discuss the content and layout of the paper and to agree the content for the next edition. Governors’ were encouraged to feedback their ideas/thoughts on the newspaper to Kerry Laugharne.

JK and KL are working on the final draft of the Governor PowerPoint presentation which will be discussed at the forthcoming CEG meeting in April.

The Trust is developing a new public website, which is due to launch on 31st March 2014. JK advised that the website content is being developed and welcomed the progress made by Lindsay Aitken and her team. She encouraged Governors’ and Directors to view the new website.

The report was noted.


The report was noted.

14. **Changes to the Trust Constitution**

AH advised that the Council of Governors’ approved a number of changes at their meeting on 11 December 2013 and the Constitution was updated to ensure its compliance with the Health and Social Care Act 2012.

AH reported that Monitors code of Governance provides that non-executive directors including the Chairman should be appointed by the Council of Governors’ for a specified term subject to re-appointment at intervals of no more than three years. The code further adds that non-executive directors may serve longer than six years subject to annual re-appointment. The requirement for annual re-appointment makes it clear that this should be the exception rather than the norm.

The Trust Board approved an amendment to the appointment/re-appointment of non-executive directors in line with the best practice guidance set out above, at the Trust Board meeting on the 26 February 2014. The Council of Governors’ were asked to approve the revised updated Constitution to reflect the changes to the Health and Social Care Act 2012.
Action: The Council of Governors' **approved** the changes to the Trust’s Constitution outlined in the paper. The amendments will be formally accepted and a copy of the revised Constitution will be forwarded to the Regulator Monitor for their records and publication on the Monitor website.

In response to a question from Jonathan Secker-Walker, AH confirmed that non-executive directors, including the Chairman, may in exceptional circumstances be considered for a further twelve month term, to be reviewed on an annual basis. In such circumstances the Board of Directors will provide advice to the Council of Governors’ of the need and rationale for such exception.

15. **Report of the Nomination Committee**

The Nomination Committee met on the 27 February 2014 to consider a paper relating to the re-appointment of Chris Harvey, non-executive director. Chris was initially appointed for a 4 year term and extended for a further 3 years. His second term of office expires on the 16 September 2014.

The proposed changes to the Constitution state that non-executive directors may serve longer than six years subject to annual re-appointment and that the requirement for annual re-appointment should be the exception rather than the norm.

The Committee were asked to consider the re-appointment of Chris Harvey in light of the proposed changes to the Constitution and the advice of the Board of Directors and make a recommendation to the Council of Governors’ in respect of the re-appointment.

Following discussion the Nomination Committee recognised the advice received from the Board of Directors and made the following recommendations for approval to the Council of Governors’ as set out in 3.1 to 3.4 of the paper:

- To defer the re-appointment of Chris Harvey for a further twelve month term until the new chair is appointed, whilst running (in parallel) a recruitment process for a new non-executive director;
- To seek delegated authority from the Council of Governors’ to approve a process for the appointment of a non-executive director;
- To approve the establishment of a new Nomination Committee, chaired by the Trust Chairman, for the recruitment and selection of a Non-Executive Director;

RW reminded Governors’ that membership of the Nomination Committee will be determined by Governors’ nominating themselves. Governors’ wishing to declare an interest should send e-mail confirmation to the Governor Support Manager. Governors already sitting on the current Appointment Committee for the Chair are not precluded from putting their names forward.

If the number of Governors’ expressing an interest in sitting on the Nomination Committee is more than the number of places available, there will be an electronic vote.

16. **CONFIDENTIALITY AGREEMENT**

AH presented the above paper and explained that the Council of Governors’ were
being asked to approve a confidentiality agreement to enable the Board to share confidential information with them.

The agreement sets out the use of information and also the storage and disposal of confidential information.

The Governors approved the confidentiality agreement and were asked to complete the declaration form contained in their papers and return them to the Governor Support Manager at the end of the meeting.

17. PROCUREMENT PROCESS

DH advised that a formal procurement process for the provision of external audit services for a three year period commencing 1 April 2014 has been undertaken by an appointment panel comprising Governors’ and members of the Audit Committee. The appointment panel’s recommendation to the Audit Committee to re-appoint PricewaterhouseCoopers as External Auditors for a three year period commencing from 1 April 2104 was approved by the Audit Committee on 25 February 2014.

Action: The Council of Governors’ approved the Audit Committee’s recommendation to re-appoint PricewaterhouseCoopers as the Trust’s External Auditors for a three year period commencing from 1 April 2104.

The Trust Secretary thanked Public Governors’ Anne Elder and Wendy Darch, for their contribution to the appointment process of the Trust’s External Auditor.

In response to a question from RW, Anne Elder, said that she welcomed the opportunity to take part in the procurement process but would have benefitted from additional information/support prior to the meeting. AH confirmed that AE and WD would be invited to a feedback meeting with the Chair of the Audit Committee/Procurement team, to share the experience/learning points on the process.

18. RATIFICATION OF THE APPOINTMENT OF A LEAD GOVERNOR

The Chairs of the Working Group met on the 30 January 2014 and recommended the re-appointment of Jonathan Secker-Walker as Lead Governor for a further one year period to be reviewed in March 2015.

The Council of Governors’ ratified the re-appointment as detailed above.

19. REPORT OF THE TRUST BOARD

The report was noted.

20. REPORT ON THE QUARTER 3 MONITOR RETURN

The report was noted.

21. CHAIR FEEDBACK

GM reported that the Appointment Committee met in December and approved the appointment of Hunter Healthcare, an Executive Search Company, to run the Chair
appointment campaign.

The Committee met on the 3 March 2014 to review the applications against the criteria in the Person Specification and agreed a final long-list of candidates. Given that the Appointment Committee does not meet again until the 31 March, Hunter Healthcare will continue to keep the search open. The format and content for the formal Chairman interviews on 2 May 2014 will be discussed and agreed at the short list meeting in March.

GM advised that the Governors’ Remuneration Committee met on 27 February 2014 to review the new Chair’s salary. The committee received benchmarking data and the NHS Board Room Pay Report provided by the search agency being used for the appointment of the Chair.

The Committee recommended that the salary for the new Chair is offered at £45,000 with a ceiling of £50,000 giving room for negotiation. This is the Mid-range point for hospitals of a similar size to MPH and comparable to the remuneration paid to chairs of neighbouring trusts for a commitment of two/three days a week.

22. Board Assurance Framework

The BAF is a public document included in the Part A Board papers and provides the Board with assurance that the Trust is meeting its strategic objectives.

A copy of the BAF is a standing COG agenda item.

The report was noted

23. Any Other Business

There being no further business the meeting closed.