

## MEETING OF THE COUNCIL OF GOVERNORS

Tuesday 17<sup>th</sup> September 2019, 16:30-17:30

LG3, Town Hall, Greenwood, Heatherwood

### MINUTES

#### Present:

Pradip Patel	(PP)	Chairman
Rod Broad	(RB)	Public: Windsor and Maidenhead
Jan Burnett	(JB)	Public: Bracknell Forest and Wokingham
Brain Hambleton	(BH)	Public: Rushmoor
Sylvia Thompson	(ST)	Public: Guildford, Waverley and Woking
Jill Walker	(JWa)	Public: Hart and East Hampshire
Bob Bown	(BB)	Public: Surrey Heath and Runnymede - Lead Governor
Paul Henry	(PH)	Public: Chiltern, South Buckinghamshire and Wycombe
Graham Leaver	(GL)	Public: Slough
Rod Cooper	(RC)	Stakeholder: Hampshire County Council
Donna Brown	(DBr)	Public: Hart and East Hampshire
John Lindsay	(JL)	Public: Bracknell Forest and Wokingham
Edward Hawkins	(EH)	Stakeholder: Surrey County Council
Kevin Watts	(KW)	Public: Rushmoor

#### Other Attendees Present:

Neil Dardis	(ND)	Chief Executive
Janet King	(JK)	Director of HR & Corporate Services
Maxine McVey	(MM)	Interim Director of Nursing
Alison Szewczyk	(AS)	Interim Director of Nursing
Mike O'Donovan	(MOD)	Non-Executive Director
Thoreya Swage	(TS)	Non-Executive Director
Dawn Kenson	(DK)	Non-Executive Director
Neil Thomas	(NT)	KPMG
Andrew House	(AH)	Head of Fundraising
James Taylor	(JT)	Assistant director of communications and engagement
Susanne Nelson-Wehrmeyer	(SNW)	Company Secretary
Hannah Stubbs	(HS)	Assistant Company Secretary (minutes)
Dorota Underwood	(DU)	Committee Administrator

#### Apologies for Absence:

Col. Helen Winder	(HW)	Stakeholder: Ministry of Defence
Paul Sahota	(PS)	Public: Rest Of England
Mary Probert	(MP)	Public: Surrey Heath and Runnymede
Robin Maiden	(RMa)	Public: Windsor and Maidenhead
Sasha Cummins	(SC)	Staff: Heatherwood and Community Hospitals

Christina Ogarra

(COG)

Staff: Frimley Park Hospital

Rob Miles

(RMi)

Public: Slough

<b>1.</b>	<b>Welcome and Apologies for Absence</b>	
<b>a.</b>	PP welcomed everyone to the meeting. PP advised the Council of Governors (CoG) that this was the first year the CoG and AMM had been held at this venue and that he welcomed feedback about the event and venue.	
<b>b.</b>	Apologies for absence were received from, Col. Helen Winder, Mary Probert, Robin Maiden, Sasha Cummins, Paul Sahota, Rob Miles and Christina Ogarra.	
<b>c.</b>	PP advised that this was the last formal meeting for JB and RMa who had chosen not to stand for re-election and that BS, who had retired from the Trust, and would no longer be a staff governor. PP thanked all three governors for their work and contributions to the Trust. JL and ST also added their testaments to JB. PP confirmed he would write to thank RMa and BS separately.	
<b>2.</b>	<b>Governors' Declarations of Interest</b>	
<b>a.</b>	MOD declared an interest in item 9.3 and indicated he would leave meeting during consideration of that item.	
<b>3.</b>	<b>Minutes of the Previous Council of Governors' Meeting held on 21st May 2019 and the Special Council of Governors' meeting held on 3rd September 2019</b>	
<b>a.</b>	The minutes of the meetings held on 21st May 2019 and the Special Council of Governors' meeting held on 3rd September 2019 were <b>APPROVED</b> as accurate records of those meetings.	
<b>4.</b>	<b>Action Log from Previous Meetings</b>	
<b>a.</b>	<b><i>21 May 2019 – 6.g Board response to the Council of Governors Questionnaire on Board of Directors &amp; Council of Governors Performance</i></b> PP noted that the lead officer, Lee Jones (LJ) had left the Trust and the Board ND and he were in the process of reallocating this action point to the appropriate individual. PP told the CoG that governors had participated at a joint ICS provider meeting on 24 <sup>th</sup> July and that the Trust was looking to hosting the next ICS governor meeting next year and that governors would have sight of the final ICS strategy before then.	
<b>5.</b>	<b>Annual Report, Accounts, Quality Account &amp; 2018/19 Quality Review of the FT audits</b>	
<b>a.</b>	PP presented the report and explained that the Trust's Annual Report for 2018/2019 was submitted to the Board for approval at its meeting on 22 <sup>nd</sup> May 2019. The document was officially laid before Parliament on Tuesday 25 <sup>th</sup> June 2019 and required formal presentation to the CoG and at the Annual Members Meeting under the constitutional and statutory arrangements. PP advised the CoG that the full document	

	<p>could be accessed on the Trust website.</p> <p>The Council of Governors <b>RECEIVED</b> and <b>NOTED</b> the Annual Report, Accounts, Quality Account &amp; 2018/2019 Quality Review of FT Audits.</p>	
<b>6.</b>	<b>External Audit Report</b>	
<b>a.</b>	<p>NT presented the External Audit Report and explained that the report required the following opinions from KPMG on the Trust's performance.</p> <p><b>Financial Statements</b></p> <p><b>b.</b> KPMG had worked closely with the Trust's accounting team to ensure the figures were correct. KPMG concluded that the Trust's financial statements gave a true and fair view of the Trust's affairs as at 31 March 2019.</p> <p><b>Risks of Material Misstatement</b></p> <p><b>c.</b> NT explained that this opinion differed for the public sector in comparison to FTSE companies and the principle was surrounding whether governance had been put in place to ensure the Trust's income was being spent in line with Parliamentary guidelines.</p> <p><b>d.</b> To reach an opinion KPMG worked with regulators and examined how the Board had reached conclusions over the year. NT told the CoG that 15% of Trusts do not receive a clean opinion. KPMG had concluded with a clean opinion. NT explained that this did not mean the Trust was without financial difficulty, but the Board was aware of the difficulties and were putting measures in place to make improvements.</p> <p><b>Recurring Risks</b></p> <p><b>e.</b> KPMG used three specific indicators; A&amp;E standards, cancer and standardised morality. All three indicators received a clean opinion. 40% of Trusts did not receive a clean opinion on the A&amp;E standards indicator.</p> <p><b>f.</b> PH asked for clarity around the new recurring risk of fraudulent spending. NT explained that the requirement stemmed from corporate regulations and required auditors to recognise areas that revenue may be recorded fraudulently. For a public sector organisation this would be on expenditure.</p> <p><b>g.</b> KW queried whether the valuation of assets would be affected by the potential WOS. NT explained to the CoG how the valuation of a hospital was carried out. NT further explained that the assets transferred to the WOS would be included in the group accounts. Work had begun with the accounts team to determine how the assets would be valued going forward if they were to be owned by the WOS. NT confirmed that if the WOS were to be worth more than anticipated the additional capital would not be taken as a profit.</p> <p><b>h.</b> PP thanked NT and his team at KPMG for their hard work in ensuring the Trust met its deadlines.</p>	

	The Council of Governors <b>RECEIVED</b> and <b>NOTED</b> the External Audit Report in relation to the Annual Report and Accounts for 2018-2019.	
<b>7.</b>	<b>Update on Governor Elections</b>	
<b>a.</b>	<p>SNW provided the CoG with an update on the Governor Elections and highlighted the following points:</p> <ul style="list-style-type: none"> <li>• The Trust was holding its annual Governor Elections in accordance with the Constitution, covering the local constituency areas;</li> <li>• The Trust had appointed the Electoral Reform Service (ERS) as its electoral agent;</li> <li>• The ERS was independent and any questions should be referred to the returning officer. Contact details were available on the website;</li> <li>• The date for nominees to withdraw their nomination had passed on Thursday 5<sup>th</sup> September 2019;</li> </ul> <p>The Council of Governors <b>NOTED</b> the update.</p>	
<b>8.</b>	<b>Staff governor vacancy – Wexham Park</b>	
<b>a.</b>	SNW explained that as BS had recently resigned from the Trust there was a vacant seat. The options available to the CoG had been set out in the report.	
<b>b.</b>	PP and SNW recommended that given the size of the constituency at WPH the CoG should call an election, rather than allow the seat to be vacant for a year until the next election. SNW noted that the cost of the election would be £1,800 plus VAT and the results would be announced on 3 <sup>rd</sup> December 2019.	
<b>c.</b>	PH asked whether there would be any scope to vary the length of office as it seemed wasteful to him to pay a large amount of money for a short term in office. SNW explained that this could only be done by making an amendment to the constitution which would then have to receive Board and CoG approval. It was agreed that this would be taken to the Governance Working Group, so that all mid-term appointments would have a three year term.	<b>SNW</b>
	The Council of Governors <b>APPROVED</b> the proposal to hold a new election for the staff governor vacancy at Wexham Park Hospital in accordance with the indicative timescale.	
<b>9.</b>	<b>Council of Governors' Committee Reports</b>	
	<b>9.1 Community Engagement Group (CEG) Report</b>	
<b>a.</b>	<p>RB presented the CEG report which summarised the main points of discussion since the last report was presented to the CoG in March 2019. It was noted that the Committee needed a new Executive lead and this was being looked into.</p> <p>RB highlighted the following points:</p> <ul style="list-style-type: none"> <li>• The Committee had recommended that the CoG approve a stand at the front</li> </ul>	

	<p>of each hospital to promote awareness of membership and elections;</p> <ul style="list-style-type: none"> <li>• Over 500 people had responded to the FHFT Member Communications Survey 2019. 300 of those people had agreed to take part in a focus group going forward;</li> <li>• Improvement work was being done around the use of social media;</li> <li>• The engagement meetings had positive attendance. 80 members had attended in the south and 20 members had attended in the north. Both meetings were very engaging;</li> <li>• It was discussed that work needed to be done around the ICS and there had since been a feature in the InTouch magazine to signpost people;</li> <li>• After receiving feedback on car-parking signs had been erected at WPH;</li> <li>• The Committee had received a WOS presentation, an update from fundraising and creative health and a communications update;</li> <li>• The Committee had recommended that the CoG approve the reduction to one engagement meeting per year in a central location; and</li> <li>• A second meeting would be held if there was found to be demand for it.</li> </ul> <p>b. PH was conflicted about approving the proposal of one engagement meeting per year as he felt that it would not attract people from the northern constituencies. PP clarified that the meeting would be held in a central location. DBr asked whether it would be possible to monitor where the attendees have come from, in case the meetings did need to revert back to two meetings per year. JL agreed that hosting the meeting in a central location would not attract people from the northern areas. After further discussion it was agreed to retain two years and work harder at marketing the northern meeting so that we get the right numbers attend.</p> <p>The Council of Governors <b>APPROVED;</b></p> <ol style="list-style-type: none"> <li>i) that a stand be placed at the entrance of each hospital to promote membership and elections; and</li> <li>ii) engagement meetings should remain at two meetings per year to be held in a northern and a southern location.</li> </ol> <p>c. <b>9.2 Summary Report Patient Experience and Involvement Group (PEIG)</b></p> <p>RB presented the report on behalf of MP who was absent. He provided the following updates:</p> <ul style="list-style-type: none"> <li>• Work was taking place to reduce outpatients by around a third;</li> <li>• The PLACE assessment had not yet taken place for 2019. There were some areas of concern, such as buildings, toilets and dementia friendly activities.</li> <li>• There had been a small increase in the number of complaints;</li> <li>• Improvements to communication for hospital appointments and with patients generally were being looked into across the Trust;</li> <li>• Sign for car parking at WPH</li> <li>• The Trust had gained 309 volunteers at result of Daily Mail campaign. The Trust now had 740 volunteers in total;</li> <li>• The Committee had looked at the National cancer patient experience survey;</li> <li>• The Committee had also received feedback from the QAC;</li> <li>• There was discussion about areas for improvement through the night visit</li> </ul>	
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	<p>Quality Walkabouts, particularly relating to admin and doctors handovers; and</p> <ul style="list-style-type: none"> <li>• A quality report had been included in the annual report to back up the findings of the PEIG.</li> </ul> <p><b>d.</b> MM informed the CoG that the PLACE assessment questions had changed and that the Trust was going to be pro-active and set-up mini PLACE assessments, rather than waiting for the national PLACE assessment to take place. MM added that the Trust was always looking for volunteers to carry out the PLACE assessments and would be happy for Governors to join. JK added that Governors were required to undertake training. A summary of the PLACE assessment would be put together and circulated to the Governors</p> <p><b>e.</b> PP explained that Mike Stone was working to a target of 1,400 volunteers which equated to one volunteer per bed. KW asked what age groups the volunteers fell under. MM explained that the Trust was looking to diversify the volunteers and were working with paediatrics to bring in younger volunteers. JK added that the Taste of Frimley events brought in younger volunteers.</p> <p>The Council of Governors <b>NOTED</b> the report.</p> <p><b>Non-Executive Remuneration Committee (NERC)</b></p> <p><b>f.</b> MOD left the room. BB presented the NERC report and took the papers as read. He summarised that the appraisals were good for all the NEDs.</p> <p><b>g.</b> PP explained that the Trust needed to recruit two new NEDs to replace RL and ME as the constitution required a majority of board directors to be NEDs. He added that the NOMS and NERC Committees would be working together to source the replacement NEDs.</p> <p>In accordance with the recommendation the Council <b>APPROVED</b>:</p> <ol style="list-style-type: none"> <li>1. The extension of the term of office of Rob Pike by a further year until 31 March 2021;</li> <li>2. The extension of the term of office of Mike O'Donovan by a further year until 31 March 2021; and</li> <li>3. The extension of the term of office for a second term of 3 years for John Weaver until 31 March 2023;</li> </ol> <p>And the Council <b>NOTED</b>:</p> <ol style="list-style-type: none"> <li>1. Ray Long would complete his term of office on 31st March 2020 and then leave the Trust; and</li> <li>2. Mark Escolme would complete his term of office on 31 March 2020 and then leave the Trust.</li> </ol>	JK/MM
<b>10.</b>	<b>Questions from Members of the Public</b>	
<b>a.</b>	There were no questions from any members of the public present.	

11.	Date of the Next Meeting	
a.	Monday 11 <sup>th</sup> November 2019, 18:00-19:00 Lecture Theatre, PGMC, WPH.	

DRAFT