

COUNCIL OF GOVERNORS MEETING

Unconfirmed Minutes of the public meeting held on 10th August 2021 at 17:30
Via video conference

Present:	Claire Ward	Chair	CW
	Ann Mackie	Public Governor	AM
	Councillor David Walters	Appointed Governor	DW
	Ian Holden	Public Governor	IH
	Jacqueline Lee	Staff Governor	JL
	John Wood	Public Governor	JW
	Kevin Stewart	Public Governor	KS
	Maxine Huskinson	Public Governor	MH
	Nadia Whitworth	Appointed Governor	NW
	Philip Marsh	Public Governor	PM
	Roz Norman	Staff Governor	RN
	Sue Holmes	Public Governor	SuH
In Attendance:	Richard Mitchell	Chief Executive	RM
	Becky Cassidy	Deputy Director of Corporate Affairs	BC
	Graham Ward	Non-Executive Director	GW
	Tim Reddish	Non-Executive Director	TR
	Manjeet Gill	Non-Executive Director	MG
	Neal Gossage	Non-Executive Director	NG
	Barbara Brady	Non-Executive Director	BB
	Paul Robinson	Chief Financial Officer	PR
	Tabetha Darmon	Deputy Chief Nurse	TD
	Dave Selwyn	Medical Director	DS
	Carl Miller	Associate Chief AHP	CM
	Richard Mills	Deputy Chief Financial Officer	RMil
	Richard Walton	KPMG	RW
	Sarah Brown	KPMG	SB
	Sue Bradshaw	Minutes	
Observer:	None		
Apologies:	Councillor Craig Whitby	Appointed Governor	CrW
	David Ainsworth	Appointed Governor	DA
	Gerald Smith	Public Governor	GS
	Jayne Revill	Staff Governor	JR
	Lawrence Abrams	Public Governor	LA
	Martin Stott	Public Governor	MS
	Nikki Slack	Appointed Governor	NS
	Andy Haynes	Specialist Advisor to the Board	AH
	Shirley Higginbotham	Director of Corporate Affairs	SH
Absent:	Richard Boot	Staff Governor	RB

The meeting was via video conference. All participants confirmed they were able to hear each other and were present throughout the meeting, except where indicated.

Item No.	Item	Action	Date
21/327	CHAIR'S WELCOME, APOLOGIES FOR ABSENCE AND QUORACY CHECK		
1 min	<p>The meeting being quorate CW declared the meeting open at 17:30. The meeting was held by video conference. All participants confirmed they were able to hear each other.</p> <p>It was CONFIRMED that apologies for absence had been received from:</p> <p>Councillor Craig Whitby, Appointed Governor David Ainsworth, Appointed Governor Gerald Smith, Public Governor Jayne Revill, Staff Governor Lawrence Abrams, Public Governor Martin Stott, Public Governor Nikki Slack, Appointed Governor Andy Haynes, Specialist Advisor to the Board Shirley Higginbotham, Director of Corporate Affairs</p> <p>It was noted Becky Cassidy, Deputy Director of Corporate Affairs, was attending the meeting in place of Shirley Higginbotham.</p>		
21/328	DECLARATIONS OF INTEREST		
1 min	<p>GW, MG, BB, TR and NG declared an interest in item 21/340.2</p> <p>BB and MG declared an interest in item 21/340.3.1</p> <p>CW declared an interest in item 21/340.3.2 and 21/340.3.3</p>		
21/329	MINUTES OF THE PREVIOUS MEETING		
1 mins	<p>Following a review of the minutes of the meeting held on 11th May 2021, the Council APPROVED the minutes as a true and accurate record.</p>		
21/330	MATTERS ARISING FROM THE MINUTES/ACTION LOG		
5 min	<p>The Council AGREED that actions 21/314, 21/317, 21/322 and 21/325 were COMPLETE and could be removed from the Action Tracker.</p> <p>Action 21/298</p> <p>DS advised the 360 Assurance, internal audit, report into the Trust's patient consent process has been completed. The overall finding of the audit was limited assurance. The report identified five medium risk recommendations and three low risk recommendations. An action plan has been developed to address the recommendations, a number of which relate to improving policy and processes. Progress in relation to the action plan will be tracked by the Quality Committee.</p> <p>IH advised the report was presented to the Audit and Assurance Committee (AAC) and noted it is a thorough report. The report's recommendations were endorsed by the AAC as being appropriate to address the issues raised.</p>		

	<p>The Council AGREED this action was complete and could be removed from the action tracker.</p> <p>DS left the meeting</p>		
21/331	CHAIR'S REPORT		
1 min	<p>CW presented the report, which provided an update regarding some of the most noteworthy events and items over the past quarter from the Chair's perspective.</p> <p>The Council was ASSURED by the report.</p>		
21/332	CHIEF EXECUTIVE'S REPORT		
8 mins	<p>RM presented the report, highlighting the activities in July to celebrate Pride month in Nottinghamshire and the verbal and physical abuse experienced by staff in ED from a minority of patients during the recent European Football Championships. RM acknowledged the work undertaken to communicate to members of the public that such behaviour is unacceptable and will not be tolerated.</p> <p>RM advised, as of 10th August 2021, there were 30 Covid positive inpatients, four of whom were in intensive care. The Trust is busy from an emergency care perspective. There is an ongoing focus on managing and balancing Covid, emergency care and restoration of elective and cancer services. In addition to providing safe care to patients, there is a need to ensure colleagues are given the opportunity to rest and recover. The Trust continues to play a key role in the Covid vaccination programme and 93.5% of colleagues have received both doses of the vaccine.</p> <p>RM advised when he leaves the Trust, PR will be acting up as Chief Executive and the handover process has commenced.</p> <p>SuH congratulated RM on his new role with University Hospitals of Leicester and acknowledged the contribution he has made to the Trust.</p> <p>IH queried if the shortage of blood testing equipment is having any impact on the Trust's ability to deliver services. RM advised this is not an issue as far as he is aware but advised he will confirm this and notify governors if this is a concern.</p> <p>Action</p> <ul style="list-style-type: none"> • Clarify if shortage of blood testing equipment is having any impact on the Trust's ability to deliver services <p>The Council was ASSURED by the report.</p>	RM	31/08/21
21/333	LEAD GOVERNOR REPORT		
6 mins	<p>SuH presented the report to the Council, highlighting joint working with Nottinghamshire Healthcare and the work to help address violence and aggression experienced by staff.</p>		

	<p>It was noted Dean Whelan, Public Governor for Mansfield, sadly passed away during the last quarter. Nadia Whitworth is now an Appointed Governor from the volunteers and Paul Baggaley, Public Governor for Newark and Sherwood, has recently resigned. Given the number of vacancies for public governors, SuH reminded governors of the importance of attending Council of Governor meetings to ensure quoracy.</p> <p>PM outlined the work undertaken by himself and SuH in relation to addressing the issue of violence and aggression. There will be a regular Police presence at the Trust and if a member of staff is assaulted, support will be provided to make statements, be guided through the court process, etc.</p> <p>The Council was ASSURED by the report</p>		
21/334	FIT AND PROPER PERSON ANNUAL REPORT		
1 min	<p>BC presented the report, advising further to the CQC Regulation 5: Fit and Proper Persons, the Trust requires all members of the Board of Directors to complete an annual Fit and Proper Persons declaration. A review of the personal files of all directors noted the evidence required to meet the requirements.</p> <p>While the regulation does not apply to the Council of Governors, the Trust has introduced a modified version of the Fit and Proper Persons template which all governors are required to complete and submit on an annual basis.</p> <p>The Council was ASSURED by the report</p>		
21/335	ANNUAL REPORT AND ACCOUNTS 2020/2021		
33 mins	<p>Annual Report</p> <p>BC presented the report, advising the 2020/2021 Annual Report has been composed aligned with the reporting guidance received from NHSE/I. The report has been laid before Parliament, is available to view on the Trust website and will be presented to the Annual General meeting (AGM) in September 2021.</p> <p>Annual Accounts</p> <p>PR presented the Annual Accounts, advising there are four main statements, namely the statement of comprehensive income, statement of financial position, statement of changes in equity and statement of cash flows, and provided an explanation regarding each of these.</p> <p>PR confirmed the Trust met the financial control total for 2020/2021 and outlined the process for producing the accounts. The Board of Directors adopted the accounts on 11th June 2021.</p> <p>SB joined the meeting</p>		

PR advised the external auditors, KPMG, provided two opinions on the Annual Accounts, both of which were unqualified, meaning the accounts produced give a true and fair view. There were no unadjusted material errors in the accounts. A financial risk remains due to the Trust's underlying deficit position. The Head of Internal Audit Opinion, provided by 360 Assurance, internal auditors, provides significance assurance in relation to the Trust's framework of governance, risk management and control.

Quality Account

DS joined the meeting

CM presented the report, outlining the process for producing the Quality Account for 2020/2021 and highlighting the changes to the usual process which were necessary due to Covid.

RM queried what questions CM and TD were expecting from the governors. TD advised she felt a question may have come up in relation to patient safety and the quality of care provided, for example, if the priorities in the account reflect the work within the Trust or if there are any other areas to focus on.

CM acknowledged the governors usually have input into the priorities, but this has not been possible this year. This has been addressed by including the priority from 2019/2020 and this will also form part of the Quality Account for 2021/2022. CM advised he had anticipated the governors would query what assurance there is that the Quality Account is representative of the work done in the last year, given the absence of external audit.

IH noted from discussions at meetings of the AAC and Board of Directors, there is an underlying theme of staffing and the challenge to maintain staffing levels. IH queried if this is an area for concern or if it is being managed. TD advised there is a challenge nationally in terms of workforce. However, the Trust has plans in place to the mitigate risk, which are working well. Surge plans are in place to ensure safe staffing levels are maintained. In addition, international nurse recruitment is continuing.

CM advised workstreams are in place across nursing, Allied Health Professionals (AHPs), pharmacy, health care support services, etc. Staffing is an issue shared across the system and it is being addressed across the system.

IH noted a discussion at the August Board of Directors meeting where DS advised his aspiration is for any member of staff to feel safe and confident to raise concerns. However, barriers to people feeling safe to speak up remain and there is more work to do. DS advised work is constantly underway to empower colleagues to speak up and to support them when they do speak up.

RM advised SFHFT was ranked top in the Midlands in the most recent Freedom to Speak Up (FTSU) index, but acknowledged this does not translate into everyone's lived experience in feeling able to speak up. While the Trust is in a strong position, there is more work to do.

	<p>A key area of focus is working to improve interactions between an individual and their line manager.</p> <p>MG advised the leadership programme is on the workplan for the People, Culture and Improvement Committee.</p> <p>The Council was ASSURED by the reports</p> <p>TD and DS left the meeting</p>		
21/336	EXTERNAL AUDITORS – ANNUAL AUDIT LETTER		
8 mins	<p>RW presented the report and outlined KPMG’s responsibilities as auditors and their findings, confirming an unqualified opinion was issued.</p> <p>The Council was ASSURED by the report</p> <p>SB and DW left the meeting</p>		
21/337	NEWARK STRATEGY / PLANS		
18 mins	<p>RMil joined the meeting</p> <p>A short video was played outlining the Newark Strategy Transformation Programme.</p> <p>IH requested governors be involved in the process, noting this has been raised previously. RMil advised as the citizen improvement partners become more embedded, updates and feedback will be provided into that.</p> <p>RM acknowledged the point made by IH and noted the huge amount of work which is happening behind the scenes. Newark Hospital is a really important hospital for patients who live in the area and the service offer at the site will grow.</p> <p>JL advised she has been made aware of theatre lists and outpatients’ clinics being cancelled at Newark due to staff being required to provide cover at King’s Mill and advised this is causing some unease. RM advised Newark Hospital is no more or no less important than King’s Mill Hospital or Mansfield Community Hospital. On occasion it has been necessary to move colleagues from Newark to King’s Mill, but colleagues from King’s Mill have also been asked to cover at Newark. Staff should raise the issue with the divisions but if further clarification is required, they can contact RM, PR or RMil.</p> <p>AM queried if there was any update in terms of the potential purchase of land adjacent to the Newark Hospital site to provide additional car parking. RMil advised there are plans in place to develop the car parking option, but the timescale for this is not known.</p> <p>The Council was ASSURED by the update.</p> <p>RMil, PR, RW and CM left the meeting</p>		

21/338	GOVERNOR VACANCIES		
7 mins	<p>BC presented the report, highlighting the number of current vacancies for public governors and outlining the options for filling these.</p> <p>SuH felt when the next governor elections are held, the vacancies need to be widely advertised, with information on the benefits of being a governor, details of time commitment, etc.</p> <p>CW advised she and RM recently visited Mansfield District Council and part of the discussion was what support the council may be able to offer in terms of promotion of the Trust's public governor elections. It may be useful to have similar discussions with other councils.</p> <p>BC advised she would discuss ideas for generating interest in the elections with SH and feedback to the November meeting of the Council of Governors. BC suggested this could be done jointly with Nottinghamshire Healthcare as both Trusts would benefit from raising awareness of the Governor role.</p> <p>TR queried if there was an opportunity to recruit a young person to the Council of Governors. BC advised consideration will be given to this and feedback will be provided in November.</p> <p>SuH advised she has given thought to having young governors, but noted their time at college is brief in relation to a governor's term of office. However, it would be useful to have young people represented in some way.</p> <p>Action</p> <ul style="list-style-type: none"> • Plans for generating interest in the governors' election, including the possibility of having young governors, to be fed back to the Council of Governors <p>BC reminded public governors of the importance of attending Council of Governor meetings to ensure quoracy.</p> <p>The Council was ASSURED by the report and AGREED to leave the seats vacant until the next scheduled elections are held (April 2022)</p>	BC / SH	09/11/21
21/339	REPORT FROM BOARD SUB-COMMITTEES		
27 mins	<p>Audit and Assurance Committee (AAC)</p> <p>GW presented the report to the Council, highlighting the Limited Assurance Report in relation to patient consent.</p> <p>IH advised that questions about the interaction between the Integrated Care System (ICS) and SFHFT, particularly around how audit will work across the system and how SFHFT will be held to account within the system, are arising in various aspects of the Committee's work. There is a clear focus on developing a better understanding of this area as we move towards the establishment of ICSs as legal entities. GW confirmed this will be closely monitored as the ICS evolves, particularly when it becomes a body in its own right.</p>		

Quality Committee

BB presented the report to the Council, highlighting the Safeguarding Annual Report, the Infection Prevention and Control Annual Report, Regulation 28 update and Hospital Standardised Mortality Ratio (HSMR).

PM noted the issues in relation to medication on discharge and queried if there is an issue in pharmacy. BB advised this has been flagged as an area of concern and the Trust is implementing Electronic Prescribing and Medicines Administration (EPMA), which will go some way towards addressing this. A delay in having medication available to take home does not necessarily mean it is unsafe. The Committee will continue to monitor this issue and there are actions to take in the short term, pending the full rollout of EPMA.

KS requested an update in relation to a concern he raised regarding delays in patient letters being issued. BB advised at the time of the concern being raised, there were staffing issues which meant letters were delayed. However, where the communication with the patient and healthcare professionals was deemed high priority, these were dealt with first. BB advised she has asked if there is a standard in relation to what is considered acceptable. This is an area being looked at by Simon Barton, Chief Operating Officer, and BB advised she is waiting for an update on how this is being managed. An app is being introduced which enables patients to have access to discharge letters etc. While this is a good development, there is a need to ensure this does not create an inequality between people who have access to digital means and people who do not. This is being taken forward at ICS level.

Finance Committee

NG presented the report to the Council, highlighting the plan for H1 and the risk to delivery of this, H2 planning and the national cost collection audit.

KS noted there has been a delay to some of the capital projects and sought clarification if this is being managed or if it is an issue going forward. NG acknowledged there has been a delay on a capital project and there is an overspend on this. The revised figure has been approved by the Board of Directors. Lessons have been learnt as a result of this and a capital monitoring group is being put in place to ensure issues are identified as early as possible in the future.

MH left the meeting.

People, Culture and Improvement Committee

MG presented the report to the Council, highlighting teams being shortlisted for and winning awards, safe staffing, FTSU, the work of the Trust's volunteers, workforce plan, the equality, diversity and inclusion agenda and alignment with the ICS.

	<p>RN advised at the last meeting, MG asked execs what 'keeps them awake at night' and there were some very truthful responses. RN highlighted a report presented to the Committee in relation to civility and ensuring staff are treated fairly by managers in the future.</p> <p>Charitable Funds Committee</p> <p>TR presented the report to the Council, highlighting project evaluations, fundraising appeals update and risk register.</p> <p>The Council was ASSURED by all Board Sub-Committees reports.</p>		
21/340	COUNCIL OF GOVERNORS MATTERS / STATUTORY DUTIES		
3 mins	<p>Membership and Engagement Group</p> <p>SuH presented the report, highlighting the resumption of Meet Your Governor sessions, engagement with young people and a joint project on the Bellamy Road Estate.</p> <p>The Council was ASSURED by the report</p>		
1 min	<p>Non-Executive Directors (NED) Appraisal Outcome and Objectives</p> <p>CW presented the report, advising individually and as a group, the NEDs have performed well.</p> <p>The Remunerations and Nominations Committee have reviewed the NEDs' appraisals and individual objectives for the coming year. It was recommended the Council support the Committee's view that all the appraisals reviewed were satisfactory.</p> <p>The Council APPROVED the NEDs' appraisals and objectives as recommended.</p>		
10 mins	<p>Report of the Remuneration Committee</p> <p>Re-appointment of NEDs</p> <p>BB and MG left the meeting</p> <p>BC advised Barbara Brady (BB) comes to the end of her tenure on 30th September 2021, having served 3 years as a Non-Executive Director. It is proposed to re-appoint BB for a period of 3 years to 30th September 2024.</p> <p>Manjeet Gill (MG) comes to the end of her tenure on 31st October 2021, having served 3 years as a Non-Executive Director. It is proposed to re-appoint MG for a period of 3 years to 31st October 2024.</p> <p>BC sought support from the Council of Governors to agree an increase in remuneration from £12,641 to £13,000 for those NEDs who were seeking reappointment.</p> <p>The Council APPROVED the reappointment of BB and MG for a period of 3 years and to increase the remuneration to £13,000</p>		

	<p>BB and MG re-joined the meeting</p> <p>Chair Objectives 2021/2022</p> <p>CW left the meeting</p> <p>TR presented the report, which outlines the objectives for 2021/2022 for CW as Interim Chair.</p> <p>The Council APPROVED the Chair's objectives as recommended</p> <p>Recruitment of Chair</p> <p>TR presented the report, which outlines the proposed arrangements for the recruitment of a substantive chair, following John MacDonald's resignation.</p> <p>IH noted the positive work undertaken by John MacDonald as Chair and RM as Chief Executive and felt it will be a challenge for a new chair to build on that and 'put their mark' on the organisation. TR advised this can be explored through the recruitment process by the governors.</p> <p>The Council APPROVED the process, and timescales, for the recruitment of a substantive chair as recommended</p> <p>CW re-joined the meeting</p>		
21/341	QUESTIONS FROM MEMBERS OF PUBLIC		
	No members of the public were present		
21/342	ESCALATIONS TO THE BOARD OF DIRECTORS		
^{min}	<p>The Council AGREED the following escalations to the Board of Directors meeting:</p> <ul style="list-style-type: none"> • Governor involvement in development of Newark strategy 		
21/343	ANY OTHER BUSINESS		
^{4 min}	<p>Tim Reddish</p> <p>TR advised for personal reasons he has decided not to take up the offer of undertaking a final year as a Non-Executive Director for the Trust and will leave at the end of October 2021.</p>		
21/344	DATE AND TIME OF NEXT MEETING		
	<p>Date: Tuesday 9th November 2021 Time: 17:30 Venue: MS Teams (TBC)</p> <p>There being no further business the Chair declared the meeting closed at 19:50</p>		

	<p>Signed by the Chair as a true record of the meeting, subject to any amendments duly minuted.</p> <p>Claire Ward Chair</p> <p style="text-align: right;">Date</p>		
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NAME	AREA COVERED	CONSTITUENCY	FULL COG MEETING DATES				TERMS OF OFFICE	DATE ELECTED	TERM ENDS
			11/05/2021	10/08/2021	09/11/2021	Feb 2022			
Ann Mackie	Newark & Sherwood	Public	P	P			3	01/05/19	30/04/22
Ben Clarke	King's Mill Hospital	Staff	X				3	01/09/19	31/08/22
Councillor Craig Whitby	Mansfield District Council	Appointed	P	A			4	21/05/19	31/05/23
Councillor David Walters	Ashfield District Council	Appointed	P	P			1	23/04/20	31/05/21
Councillor Kevin Rostance	Nottinghamshire County Council	Appointed	X					15/10/20	31/05/21
Councillor Michael Brown	Newark & Sherwood District Council	Appointed	X				1	18/05/20	31/05/21
David Ainsworth	Mansfield & Ashfield CCG	Appointed	P	A			N/A	20/02/20	N/A
Dean Whelan	Mansfield	Public	X				3	01/09/22	31/08/22
Gerald Smith	Mansfield	Public	P	A			3	01/05/19	30/04/22
Ian Holden	Newark & Sherwood	Public	P	P			3	01/05/19	30/04/22
Jacqueline Lee	Newark Hospital	Staff	P	P			3	01/05/19	30/04/22
Jayne Revill	King's Mill Hospital	Staff	X	A			3	01/05/19	30/04/22
John Wood	Mansfield	Public	P	P			3	01/05/19	30/04/22
Kevin Stewart	Ashfield	Public	P	P			3	01/05/19	30/04/22
Lawrence Abrams	Rest of East Midlands	Public	P	A			3	01/05/19	30/04/22
Martin Stott	Newark & Sherwood	Public	P	A			3	01/05/19	30/04/22
Maxine Huskinson	Ashfield	Public	X	P			3	01/11/20	31/10/23
Nadia Whitworth	Volunteers	Appointed		P			3	10/05/21	10/05/24
Nikki Slack	Vision West Notts	Appointed	A	A			N/A	17/07/19	N/A
Paul Baggaley	Newark & Sherwood	Public	P				3	01/11/20	31/10/23
Philip Marsh	Ashfield	Public	P	P			3	01/05/19	30/04/22
Richard Boot	Newark Hospital	Public	P	X			3	01/05/19	30/04/22
Roz Norman	King's Mill Hospital	Staff	P	P			3	01/05/19	30/04/22
Sue Holmes	Ashfield	Public	P	P			3	01/11/20	31/10/23

P = Present
A = Apologies
X = Absent