



## COUNCIL OF GOVERNORS

### Minutes of a meeting of the Council of Governors held at the Education Centre, Solihull Hospital on 15 July 2011

**PRESENT:** Lord Philip Hunt (Chairman)

#### **GOVERNORS:**

Mrs Kath Bell	Mr Michael Kelly
Professor Ian Blair	Ms Heidi Lane
Ms Annette Bowen	Mr Ian Lewin
Mrs Elaine Coulthard	Ms Veronica Morgan
Mr James Cox	Mr Barry Orriss
Mr Kevin Daly	Mr John Roberts
Mr Albert Fletcher	Mr David Roy
Ms Frances Hamer	Mr Paul Sabapathy
Ms Rocio Hernandez	Ms Bridget Sproston
Mr Richard Hughes	Mr Stuart Stanton
Mr Phillip Johnson	Mr David Treadwell

#### **11.34 WELCOME AND APOLOGIES**

The Chairman welcomed Governors to the meeting and apologised for the later than originally planned start time.

He explained that the reason for there being no directors in attendance was that he believed that this meeting should be one solely for Governors as it was purely about Governors' own governance arrangements.

Apologies were received from Governors, Mrs Arshad Begum, Dr Olivia Craig, Mr Neil Harris, Ms Patricia Hathway, Dr Syed Raza Hussain, Mr Mark Kibilski, Dr Sunil Kotecha, Ms Gwynneth Lamb, Ms Margaret Morcom, Ms Florence Nash, Ms Elizabeth Steventon and Mr Thomas Webster.

#### **11.35 GOVERNOR'S GOVERNANCE REVIEW**

The Chairman introduced his pre-circulated Discussion Paper, reminding Governors that it had been six years since HEFT had achieved Foundation Trust status and this was now an ideal opportunity for Governors to review their own working arrangements. He also emphasised that, with the changing nature of the NHS, there were many challenges to be faced, which included a likely reduction in bed numbers, ever tightening financing and all the ramifications of the soon to be introduced Health and Social Care Bill 2011. In addition to the current obligations on Governors as briefly set out in the Chairman's Discussion Paper, there were several new obligations likely to be enacted, the major one of which is the requirement to 'hold the non executive directors to account'. Although there is no specific definition as to exactly what this might mean or entail, it was clear that having a strong and well informed Council of Governors would be an essential part of the process. Safety and the quality of the patient experience are the clear priorities and Governors visits play an essential part in securing these objectives.

In discussion following the Chairman's introduction, there was a general consensus that his paper was a useful working document and would help Governors to formulate their own structures for the future.

*David Treadwell (Birmingham Central)* – believed that members are suspicious that the proposed NHS changes are part of a privatisation strategy and are concerned about the apparent reduced role and responsibility of the Secretary of State for what is a national service. It was confirmed that, after the recent review, the Secretary of State would continue to be the 'Responsible Minister'.

*Albert Fletcher (Birmingham North)* – was concerned about the delay in the distribution of papers for this meeting. It was agreed that this would again be reviewed and tightened. *Mr Fletcher* proposed acceptance of the Chairman's paper.

*Barry Orriss (Staffordshire South)* – Believed that in order to be able to hold the non executive directors to account it would be essential to meet with the full board from time to time. The Chairman confirmed that a joint away day was planned for the autumn and details would be provided in due course.

*John Roberts (Sutton Coldfield)* – confirmed he was happy with the Chairman's discussion paper.

*Bridget Sproston (Solihull South)* – although agreeing that the document was very useful, felt that it was somewhat internally focussed and that we need to learn from the experiences of other FTs and also Governors need to have a strong link to local organisations and stakeholders.

*Paul Sabapathy (BENPCT)* – thought that the paper did not reflect that the Trust operates three hospitals plus the Chest Clinic and that consideration ought to be given to more site specificity in some areas. Some Governors were naturally more focussed towards specific hospital sites.

A general discussion ensued around hospital names particularly at Good Hope Hospital (GHH). It was recognised that although the reputation of GHH had been particularly poor at the time of the merger with HEFT it was now becoming more locally respected and accepted.

The Chairman believed this improvement would continue and noted that local press coverage was also improving. It was agreed that the best way to continue the uplift in reputation was to continually improve the overall patient experience.

*Phillip Johnson (Patient Governor)* – explained that although he was a Patient Governor, living in the Sutton Coldfield area he had a natural affinity with GHH. However, he felt it was better to unify where possible.

*Heidi Lane (Staff Governor)* – felt it was important to have integrated involvement with local Councils and other stakeholders. Also Governors must not forget the Chest Clinic. It is important not to compartmentalise too far otherwise Governor functions will be working in silos which will not be so effective.

*Stuart Stanton (Solihull North)* – believed the document was a good basis from which to work and believed that Governor Workgroups should be closely aligned with Trust Directorates.

*Richard Hughes (Tamworth)* – referenced the Chairman's introduction of a monthly newsletter and asked about Board meetings in public. The Chairman confirmed that Board meetings would be held in public from 6 September 2011.

*Mike Kelly (Birmingham at Large)* – asked about NED appraisal and queried the attendance record of one NED.

*Ian Blair (University of Central England)* – confirmed that the NEDs attendance record had been taken into account when the Council of Governors had approved the reappointment of the NED concerned as at 1 April 2011.

*Elaine Coulthard (Sutton Coldfield)* – recognised that any name change for Good Hope would be costly and maybe not fully effective.

*Lord Hunt* - believed that the most important aspect was about how the four hospitals worked and integrated together and how they function within the communities that they serve.

*Paul Sabapathy* – suggested that improving the quality of patient experience is much the better way to change any adverse perception of GHH and that Governors are the best advocates for any changes in the way that services are provided.

*Barry Orriss* – queried that some existing workgroups were fundamental to such as the Quality Account and the Chairman confirmed that his proposal envisaged that although some workgroups would be subsumed in some form into one of the five Committees he was proposing, the manner in which ‘statutory’ requirements continued to be met was a matter for the new Committee and the respective Executive Director Lead.

*Lord Hunt* – confirmed that existing Workgroups would continue in their present form until the changes were implemented which he anticipated would be at the 19 September 2011 Council of Governors meeting.

Query was raised as to whether the Audit Appointments Committee might also look at finances but it was thought better to adopt the structure suggested in the Discussion Paper.

*Barry Orriss* – thought it important to have only essential workgroups.

*Lord Hunt* – recommended the establishment of five Committees as set out in his Discussion Paper, all of which would be responsible for reporting back to the full CoG. This was approved.

*Kath Bell (Patient Governor)* – recognised that the Consultative Healthcare Council also included non-Governors as well as Governors. It was confirmed that the Consultative Healthcare Council had been included as a Governor Committee as it was constituted by a majority of Governors.

*Albert Fletcher* - thought it important to be clear about names and the Chairman confirmed that each of the five groups would follow the name format of the three ‘statutory’ committees and be called a ‘Committee’.

*Albert Fletcher* – felt it was important to establish meeting dates at an early opportunity such that the members of each committee establish dates for their future meetings and not the executives.

*Lord Hunt* – confirmed that each Committee would have a Chair, an Executive Director lead and that all administrative support for the five Committees would be provided through the respective Executive Director. Administrative support for the three ‘statutory’ committees would continue to be provided through the Company Secretary. He would ensure that the transition to the new structure would be as seamless as possible.

*Lord Hunt* – asked for and received agreement to continue the Ad-hoc groups detailed in his Discussion Paper.

*James Cox (Solihull Central)* - felt that Governor appointments to these Ad-hoc groups would benefit from those Governors having appropriate business or life skills in the relevant areas.

In order to continually refresh the membership of CoG Committees, it was agreed that Governors would be appointed or reappointed for a two year period subject to standing down at the point in time when their extant appointment ceased as a Governor.

A discussion ensued around the three year election/appointment cycle for Governors and it was agreed that the Company Secretary would check if it was statutorily possible to amend the Constitution to 4 years for such appointments.

#### Venue, Timing and Frequency of meetings

It was agreed that CoG meetings would be held every two months and that locations would rotate wherever feasible.

*John Roberts* – important to have a forward calendar of all CoG and Committee meetings. It was agreed that the Company Secretary would work on this

*Kath Bell* – believed it important that if Governors sign up for a committee they should make every effort to attend all meetings.

*Lord Hunt* – a pro-forma will be circulated to Governors to ascertain the best start time for meetings. It was important that the dates chosen for meetings of all eight committees allowed time for reporting back to the next following CoG meeting.

*Bridget Sproston* – important that minutes and action sheets are sent out promptly after meetings to enable follow up work to be completed. Committee minutes should be shared with members of other Committees where appropriate.

*Barry Orriss* – would be helpful to have facility for site visit before the formal CoG meeting started. This would be worked on.

*Richard Hughes* – important to provide adequate refreshment facilities for Governors some of whom had to travel quite long distances to meetings and missed normal meal arrangements.

Details of dates for Chairman's Breakfast meetings would be circulated shortly. The format would normally be a short presentation by a representative from the site followed by Q&A, after which Governors would be able to address any Trust wide concerns directly with the Chairman.

#### Format

The outline Business Programme was approved.

*Lord Hunt* – will try to ensure that the Trust presented only a limited number of items of business to each CoG meeting as the majority of time should be allocated to Governor's actions and involvements. Every effort would be made to avoid lecture theatre style meetings which some see as too adversarial.

*Richard Hughes* – wanted to have time to review draft accounts before having to approve them. It was agreed that the Company Secretary would check whether the annual accounts needed to be ‘approved’ or ‘received’ by the CoG.

### Appraisals

*Lord Hunt* – need to have an agreed strategy and approach for system of appraisal of NEDs.

*Ian Blair* – felt there was a need for more of a link between appraisal and remuneration. Currently all NEDs are on the same pay level except where special responsibilities are undertaken.

*Lord Hunt* – will bring forward some detailed proposals on these two topics.

### Visits

*Lord Hunt* – need better process for bringing to CoG or relevant committee the results/outputs from any Hospital visits undertaken by Governors (formal or informal). The possibility of providing a form for Governors to complete was discussed. Need visit Protocol – agreed that the Company Secretary would work on this. It was thought that PALS may have a Protocol that could form the basis for use by Governors.

Governors also wish to be clear and certain what they can/cannot do and where they can/cannot visit. Can they visit unannounced? Need structured approach. It was agreed that either the CoG or relevant committee should ‘manage’ visits so that best effect and use was made of them.

*Rocio Hernandez (Birmingham East)* – maybe visits unannounced but within a timeframe so there remained an element of surprise?

*Kath Bell* – cautioned that visits to certain areas can cause disruption to staff and medical care and need to be undertaken with sensitivity.

*Paul Sabapathy* – need to ensure visits are not seen as spying and maybe Staff Governors should be involved in drawing up any Protocol. Asked the Chairman to make clear to all staff that Governor visits are encouraged.

It was agreed that Governors local to a particular hospital could arrange visits to that site on a more regular basis.

*Heidi Lane* – thought it important that visits were not seen solely as ‘inspections’ but that support and praise should be part of the outcome whenever appropriate.

### Lead Governor

The proposal set out in the Discussion Paper relating to the appointment of a Lead Governor was approved for immediate implementation.

*James Cox* – felt that a Deputy Lead Governor should be elected. This was agreed.

### Review of Constitution

This was agreed. Governors to indicate in the pre circulated Proforma if they wish to be involved in this group.

It was agreed that to the extent reasonable possible the membership of this and all Committees should reflect the makeup of the CoG membership as a whole. Once proforma responses had been collated the Chairman will bring forward proposals on this recognising the need for balance throughout.

### Communications with Constituencies

Whilst some financial support for this may be possible the meeting was reminded of the financial constraints and challenges currently facing the Trust.

The possibility of a small number of Governors (perhaps on a rotating basis) utilising a hospital room to hold surgeries was thought possible.

It was agreed that the CoG Engagement Committee should consider how best for Governors to communicate with their constituencies.

*Albert Fletcher* – requested a standalone presentation on a memory stick (together with notes) that Governors could use when presenting to local groups. This would need to be updated from time to time.

The possibility of asking GP surgeries to display a notice detailing Governor names was considered but if this is progressed there needs to be a single point of contact and that Governor's personal telephone numbers should not be provided.

### Young Governors

All Governors felt it important to encourage involvement of younger members but recognised the difficulties of involvement at CoG level.

*Frances Hamer (Birmingham Central)* – believed it essential to avoid jargon.

It was agreed to establish a separate Young Governor Council and to progress this by contacting local schools, Youth Councils etc but making sure that all schools are contacted such that those at the edge of our constituencies are not forgotten.

## **11.36 ANY OTHER BUSINESS**

1. *Barry Orriss* – felt that in order to be able to 'hold the non-executive directors to account' it was necessary to regularly meet with directors. The Chairman will give consideration as to how this can be developed.
2. It was agreed to hold another Governors Governance Review meeting in approximately 12 months' time to assess progress and decide next actions.
3. *Kath Bell* mentioned the recent coffee morning held by Pat Hathway and the disappointing turnout. Governors are urged to attend and support such functions whenever practicable.
4. It was agreed that a grid of upcoming CoG, committee and other relevant dates involving Governors would be compiled.
5. *Albert Fletcher* and *Barry Orris* both felt that as CoG meetings were meetings of Governors they should be seated together so that it is clear who is a Governor, with other attendees including directors seated separately.
6. *Elaine Coulthard* asked about the availability of space being created in the GHH Treatment Centre for possible use by PALS. The Company Secretary will make enquiries about this.

7. *David Treadwell* enquired about the on-going difficulties of the failing escalator in the Reception area at Heartlands. It was recognised that a short term fix would be difficult given the financing arrangements for this building but appropriate representation would be made.
8. *Paul Sababpthy* asked about the current status of the Outpatient Booking System. *Barry Orriss* confirmed that he and several other Governor had recently visited Lyndon House and regard the system as now running very smoothly.
9. *Lord Hunt* reminded the meeting about the Staff Awards on 24 August 2011 and encouraged all Governors who were able to attend to do so. *Mike Kelly* expressed himself full of admiration for the quality of the Nominees.
10. *Phillip Johnson* asked if the possibility of an internet diary of meetings etc could be considered.
11. *Albert Fletcher* asked if some form of social event for Governors and partners could be considered.
12. *Albert Fletcher* asked if access to HEFT Internet can be provided. The Company Secretary will check this but felt it unlikely due to security/Firewall issues.

#### **11.37 DATES OF FUTURE MEETINGS**

- 24 August 2011 (Staff Recognition Awards)
- 19 September 2011 (AGM)
- 21 November 2011
- Breakfast meetings – first meeting 9 September 2011 at Solihull
- Joint CoG / Board Away Day – date to be fixed

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**Lord Philip Hunt (Chairman)**