

COUNCIL OF GOVERNORS MEETING

20 APRIL 2017

Your Health. Our Priority.

Council of Governors - 20 April 2017

	Document	Page
1	CoG Meeting Agenda 20 Apr 17	3
2	Item 3 - CoG minutes 8 December 2016	5
3	Item 5 - Chief Executive's Report	15
4	Item 5 - Attach 1 to Chief Executive's Report	21
5	Item 7a - Patient Safety & Quality Standards Committee Report	25
6	Item 7b - Governance Committee Report	27
7	Item 9 - Committees Report	29
8	Item 10 - Register of Interests Report	33
9	Item 10 - Attach to Register of Interests Report	37

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Meeting of the Council of Governors
Thursday, 20 April 2017

Held at 6.00pm in the Lecture Theatres, Pinewood House, Stepping Hill Hospital

AGENDA

Time		Enc	Presenting
1800	1. Apologies for Absence		
	2. Amendments to Declarations of Interests		
1805	3. Minutes of previous meeting: 8 December 2016	✓	G Easson
1810	4. Chairman's Opening Remarks	Verbal	G Easson
1820	5. Chief Executive's Report	✓	A Barnes
1850	6. Presentation - Managing Conflicts of Interest in the NHS	✓	P Buckingham
1910	7. Reports from Governor Committees:	✓	Committee Chairs
	<ul style="list-style-type: none"> ▪ Patient Safety & Quality Standards Committee ▪ Governance Committee 		
1920	8. Lead Governor Communication	Verbal	L Jenkins
1930	9. Council of Governors – Committee Arrangements	✓	P Buckingham
1945	10. Declarations of Interests Register	✓	P Buckingham

11. DATE, TIME & VENUE OF NEXT MEETING

11.1 Thursday, 24 July 2017, 6.00pm in the Lecture Theatres, Pinewood House.

12. Resolution:

"To move the resolution that representatives of the press and other members of the public be excluded from the remainder of this meeting having regard to commercial sensitivity and confidentiality of patients and staff, publicity of which would be premature and/or prejudicial to the public interest"

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A TEN-MINUTE FORUM FOR PRE-RECEIVED QUESTIONS WILL FOLLOW AT THE CONCLUSION OF THE MEETING OF THE COUNCIL OF GOVERNORS.

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STOCKPORT NHS FOUNDATION TRUST
Minutes of a Council of Governors Meeting
Held on Thursday 8 December 2016
2.00pm in the Lecture Theatres, Pinewood House, Stepping Hill Hospital

Present:

Mrs G Easson	Chairman
Mrs L Auger	Public Governor
Mrs Y Banham	Staff Governor
Mrs E Brown	Public Governor
Dr R Catlow	Public Governor
Mrs M Cooke	Public Governor
Dr R Cryer	Public Governor
Mr R Driver	Public Governor
Prof C Galasko	Public Governor
Mr R Greenwood	Public Governor
Mrs M Harrison	Public Governor
Mr L Jenkins	Public Governor
Mr T Johnson	Public Governor
Mr N Jones	Public Governor
Mrs L Woodward	Public Governor
Mrs J Wragg	Public Governor
Mr G Wright	Public Governor

In attendance:

Mrs C Anderson	Non-Executive Director
Mrs C Barber-Brown	Non-Executive Director
Mrs A Barnes	Chief Executive
Dr M Cheshire	Non-Executive Director
Mrs S Curtis	Membership Services Manager
Mrs D Lynch	Director of Strategy & Planning
Mrs J Morris	Director of Nursing & Midwifery
Mr G Murphy	Associate Director of Finance
Mrs J Shaw	Director of Workforce & Organisational Development
Ms A Smith	Non-Executive Director
Ms S Toal	Acting Chief Operating Officer

ACTION

44/16 Apologies for absence

Apologies for absence were received from Ms L Appleton, Mr P Buckingham, Mrs I Daniel, Cllr L Dowson, Mr A Gibson, Mr C Hudsmith, Mr F Patel, Mr M Sugden and Dr C Wasson.

The Council of Governors wished to thank Mr P Buckingham for providing refreshments and Christmas pastries for the meeting.

45/16 Amendments to Declarations of Interests

There were no interests declared.

46/16 Minutes of the Previous Meeting

The minutes of the previous meeting held on 19 October 2016 were agreed as a true and accurate record of the meeting. The action log was reviewed and annotated accordingly. Further to a comment made by Mr T Johnson, it was suggested that future minutes should include more granular information with regard to key concerns expressed at Council meetings.

47/16 Chairman's Opening Remarks

Mrs G Easson welcomed Governors and colleagues in attendance to the meeting. She thanked Mr M Sugden for chairing the previous Council meeting in October 2016 which she had been unable to attend due to the date change and a prior engagement at the University of Manchester. Mrs G Easson advised the Council of Governors that Ms S Arkwright had left the Trust and on behalf of the Council, thanked Ms S Arkwright for her time as a Governor and wished her all the very best in her new role.

The Council of Governors:

- Received and noted the Chairman's Opening Remarks.

48/16 Report of the Chief Executive

Mrs A Barnes presented a report to update the Council of Governors on both national and local strategic and operational developments. She provided an overview of the following subject areas:

- *Multi-Specialty Community Provider (MCP) – Outcome of Options Appraisal*

Mrs A Barnes advised the Council that the provider partners in Stockport Together had now approved the MCP Options Appraisal document and the recommendation to progress to a full business case with the option of creating a Care Trust to host the MCP using the existing Stockport NHS Foundation Trust governance framework and to commence a review of shared 'back office' services with the Local Authority to assess whether there was merit in combining these. She noted that further information would be made available to the Council of Governors as soon as it became available.

In response to a question from Prof C Galasko who queried public engagement in the MCP process, Mrs A Barnes advised that the Local Authority and the Foundation Trust were required to consult with regard to the creation of a Care Trust. She noted that it was

yet to be decided whether this would be a public consultation or a consultation with Local Authority and Foundation Trust stakeholders. She further noted that if it was the latter, the Council of Governors and the Trust's membership would be included as stakeholders. Mrs A Barnes advised that the Clinical Commissioning Group who were procuring an MCP were required, as a commissioner, to consult on the significant service change and noted that this would be a full public consultation. Mrs A Barnes advised that consideration would be given to ascertain whether it was possible to combine the two consultations to save on costs. It was envisaged that the consultation process would commence in the spring / summer at the earliest and Mrs A Barnes noted that Governors would be updated on progress

- *Greater Manchester Health & Social Care Partnership*

Mrs A Barnes briefed the Council of Governors on the Greater Manchester Health & Social Care Partnership (GMHSCP) and agreed to forward a confidential 'Six Month Progress Review' report by Mr J Rouse, Chief Officer of GMHSCP, to the Council. She also advised that a new Mayor for Greater Manchester would be elected by the public in May 2017 who would lead the Greater Manchester Combined Authority. Mrs A Barnes advised that the Shadow Home Secretary Rt Hon A Burnham MP was Labour party's mayoral candidate and Mr T Johnson noted that Cllr S Anstee was the Conservative party's candidate.

- *Urgent Care Developments*

Mrs A Barnes advised the Council that the improvement schemes and wider transformation plans for Urgent Care through the work of Stockport Together, the Urgent Care Delivery Group and winter escalation schemes had been brought together into a system wide Urgent Care Plan. She advised that the Urgent Care Plan would be revised to incorporate recommendations from the Emergency Care Improvement Programme (ECIP) report and, once approved, the final Plan would be shared with the Board of Directors and the Council of Governors in confidence. Prof C Galasko referred to s4.2 of the report and commented on the first bullet point which referred to 'unnecessary' admissions and noted that 'preventable' admissions would be more appropriate.

- *Greater Manchester Cancer*

Mrs A Barnes briefed the Council on the creation of Greater Manchester Cancer which was a new collective identity for cancer services in the region. She noted that an associated briefing document published by the Greater Manchester Combined Authority had been included for information at Annex A to the report.

The Council of Governors:

- Received and noted the Report of the Chief Executive.

49/16 Development of Operational Plan 2017/18 – 2018/19

Mrs D Lynch presented a report, the purpose of which was to share the Trust's draft Operational Plan with the Council of Governors and seek comments which would be incorporated into the final submission. She advised that the draft Operational Plan, which had been attached as Annex A to the report, was submitted to NHS Improvement on 24 November 2016 and noted that the deadline date for the submission of the final plan was 23 December 2016. Mrs D Lynch briefed the Council on the content of the report and advised that an extraordinary meeting of the Board of Directors would be held on 20 December 2016 to sign off the final plan. She also advised the Council that there were a considerable number of financial appendices that underpinned the delivery of the plan.

In response to a question from Mr L Jenkins, Mrs D Lynch advised that the Trust had delivered a significant Cost Improvement Programme in 2016/17 through the Financial Improvement Programme and support from KPMG but acknowledged that further savings were required. In response to a question from Mrs M Harrison, Mrs D Lynch advised that it was anticipated that outpatient activity would reduce by 30% through the Stockport Together system redesign. In response to a question from Prof C Galasko who queried the planned reduction of Consultant to Consultant referrals, Mrs A Barnes acknowledged that such referrals were necessary in an emergency situation but noted that the Clinical Commissioning Group's recommendation was that patient referrals were undertaken via General Practitioners.

In response to a question from Mr T Johnson, Mrs A Barnes clarified that the anticipated 30% reduction in activity related to outpatients and not the Emergency Department. In response to a question from Mr R Driver, Mr G Murphy advised that the Trust was not proceeding with the 'bold action' relating to car parking as the scheme would not deliver the financial savings required. In response to a question from Mr T Johnson who commented on increased car parking charges and queried the removal of the Government's salary sacrifice benefit, Mr G Murphy advised that Trust was awaiting detailed guidance from HMRC with regard to this issue.

The Council of Governors:

- Received and noted the report and the Draft Operational Plan included in Annex A to the report.

Mrs D Lynch and Mr L Jenkins left the meeting.

50/16 Appointment of Lead Governor

Mrs S Curtis presented a report, the purpose of which was to facilitate the appointment of a Lead Governor by the Council of Governors. She advised that the Council had appointed Mr L Jenkins as Lead Governor for a period of one year at its meeting held on 10 December 2015 and, consequently, the position was now due for annual review. Mrs S Curtis noted that the Company Secretary had written to Governors on 11 November 2016 seeking expressions of interest for the role of Lead Governor with a deadline of 28 November 2016 for the submission of any expressions. In the event, an expression of interest had been received from Mr L Jenkins and Mrs S Curtis advised that a copy of his supporting statement had been included for reference at Annex A of the report.

The Council of Governors:

- Appointed Mr L Jenkins as Lead Governor for a period of one year with effect from 1 January 2017.

Mr L Jenkins re-joined the meeting.

51/16 Committee Membership

Mrs S Curtis presented a report, the purpose of which was to present nominations for Committee membership to the Council of Governors for consideration and approval. She briefed the Council on the content of the report and noted that the membership of the three Council of Governors Committees; Governance, Membership and Patient Safety & Quality Standards was subject to review on a bi-annual basis which was next due in December 2017. She noted, however, that due to a number of vacancies on the Governance, Membership and Nominations Committees it was felt that these vacancies needed addressing to ensure quorum at meetings.

Mrs S Curtis noted that the Company Secretary had written to Governors on 11 November 2016 inviting expressions of interest for membership of the relevant Committees. She advised that, at the closing date for submissions on 28 November 2016, the following expressions of interest had been received:

- Governance Committee (3 vacancies)
 - Mrs M Cooke
 - Dr R Cryer
 - Mr G Wright
- Membership Committee (1 vacancy)
 - Dr R Cryer

The Council of Governors:

- Approved the nominees detailed above as members of the Governance Committee and Membership Committee with immediate effect.

Mrs S Curtis advised that at the Governance Committee meeting held on 21 November 2016, the Committee had considered a disparity in the terms of reference of Governor Committees. She advised that the terms of reference of the Patient Safety & Quality Standards Committee stipulated a requirement for a Staff Governor which was not the case in the other Committees. Mrs S Curtis noted that following the resignation of Mr R James and Ms S Arkwright, there was currently no Staff Governor representation on the Committee and consequently a quorum would not be achieved at Committee meetings. She advised that it was the recommendation of the Governance Committee that the terms of reference of the Patient Safety & Quality Standards Committee be amended to remove the requirement for a Staff Governor to ensure consistency with the terms of reference of the other Governor Committees.

The Council of Governors:

- Approved the recommendation of the Governance Committee to amend the terms of reference of the Patient Safety & Quality Standards Committee as detailed at s4.2 of the report.

Mrs S Curtis noted that there were currently two vacancies on the Nominations Committee and advised that expressions of interest had been received from Mrs L Auger, Mrs M Cooke, Mr R Greenwood and Mr G Wright. She noted that a supporting statement for the nomination of Mrs M Cooke was included at Appendix 1 of the report as she had been a Governor for less than 12 months.

Mrs S Curtis noted that as there was a greater number of expressions of interest than the two vacancies, the Council of Governors were asked to indicate their selection of two candidates by marking the tabled ballot paper with a cross against the names of the relevant nominees. She further advised that the votes would be counted after the meeting and details of the successful nominees would be communicated to Governors on 9 December 2016. It was noted that the Nominations Committee membership would be with immediate effect for a three-year term of office which would terminate should the Governor cease to be a member of the Council of Governors.

Finally, Mrs S Curtis advised that dates for Council of Governors and Governor Committee meetings for 2017 had been included for information at Appendix 2 of the report. In response to a comment made by Mr L Jenkins, Mrs L Auger acknowledged that the December meeting of the Patient Safety & Quality Standards Committee was the day after the Council of Governors meeting but confirmed that she was content with the meeting arrangements.

The Council of Governors:

- Received and noted the report and approved the recommendations as detailed above.

52/16 Reports from Governor Committees

Reports from the following Council Committees were considered:

- Patient Safety & Quality Standards Committee
- Governance Committee
- Membership Committee

Mrs L Auger noted that the report related to matters considered during the meeting of the Patient Safety & Quality Standards Committee held on 20 October 2016 and advised that the Committee had also met on 1 December 2016. She noted that the Committee had expressed its gratitude for the 'deep dive' sessions which had provided useful briefing to Governors on a variety of subject matters.

Mr L Jenkins briefed the Council on matters considered during a meeting of the Governance Committee held on 21 November 2016. He noted that quorum had not been achieved for the last three Governance Committee meetings and wished to emphasise the importance of good attendance at meetings by Committee members.

Mrs E Brown briefed the Council on matters considered during a meeting of the Membership Committee held on 10 November 2016. She encouraged more Governors to become involved with the work of the Committee and made reference to the informative health talks which also provided a good opportunity for Governors to engage with their members.

The Council of Governors:

- Received and noted the reports from Governor Committees.

53/16 Lead Governor Communication

Mr L Jenkins advised the Council of Governors of his Lead Governor activities since the last meeting which included attendance at meetings of the Board of Directors, Governor Committees and Nominations Committee, one to one meetings with the Trust's Chairman and attendance at a Stroke presentation.

Mr L Jenkins also made reference to the 'Park & Ride' service which had been provided by Stagecoach and which, until recently, had operated between Hazel Grove train station and Stepping Hill Hospital. He informed the Council of Governors that the service had suddenly ceased to operate in September 2016 and that he had contacted

Stagecoach to enquire the reasons behind this. Mr L Jenkins advised that he had finally received a response from the Network Manager at Stagecoach which he read out to the Council of Governors. It was noted that the response did not address the issues raised and Mr L Jenkins consequently agreed to liaise with Ms S Toal who would take the enquiry forward on behalf of the Trust. Mr R Driver suggested that contact be made with Cllr J Taylor who was a member of the Stockport Metropolitan Borough Council's Transport Committee.

U / ST

The Council of Governors:

- Received and noted the verbal report.

54/16 Date, time and venue of next meeting.

The next meeting of the Council of Governors would be held on Thursday, 19 January 2017 in the Lecture Theatres, Pinewood House, commencing at 3.30pm.

Signed: _____

Date: _____

COUNCIL OF GOVERNORS: ACTION TRACKING LOG

Ref.	Meeting	Minute Ref	Subject	Action	Responsible
02/16	20 Jul 16	24/16	External Auditor's Report	<p>In response to a question from Mr T Johnson who queried the Trust's financial deficit, Mr F Patel offered to hold a further Finance briefing for Governors later in the year. It was proposed to wait until the Annual Members' Meeting had taken place in October 2016 to facilitate the inclusion of any potential new Governors.</p> <p>Update 19 Oct 16 – Mr P Buckingham would liaise with Mr F Patel with regard to a date for the Finance briefing.</p>	Mr F Patel
03/16	19 Oct 16	35/16	Minutes of previous meeting	<p>Mr L Jenkins referred to minute 24/16 'External Auditor's Report' and noted his question relating to the discrepancy between figures of Falls included in the audit report and the Trust's Integrated Performance Report. He advised that, to date, Mr P Thomson from Deloitte had not provided clarification with regard to the definition of Falls as had been agreed at that meeting. Mr P Buckingham agreed to follow this up with Mr P Thomson.</p>	Mr P Buckingham
04/16	19 Oct 16	37/16	MCP Development Options Appraisal	<p>It was proposed that a forum for Governors to exchange views and to seek clarification with regard to the MCP Options Appraisal would be arranged prior to the November Board meeting and Governors would be advised of the date as soon as practicable.</p> <p>Update 8 Dec 16 – A session for Governors was held on 10 November 2016. Action closed.</p>	Mr P Buckingham
05/16	8 Dec 16	53/16	Lead Governor Communication	<p><i>Cessation of 'Park & Ride' Service between Hazel Grove Station and Stepping Hill Hospital</i> - Mr L Jenkins agreed to liaise with Ms S Toal who would take the enquiry forward on behalf of the Trust.</p>	L Jenkins / S Toal

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Report to:	Council of Governors	Date:	20 April 2017
Subject:	Chief Executive's Report		
Report of:	Chief Executive	Prepared by:	Mr P Buckingham

REPORT FOR NOTING

Corporate objective ref:	Summary of Report The purpose of this report is to advise the Board of Directors of national and local strategic and operational developments which include: <ul style="list-style-type: none"> • Implementation of Healthier Together in the South East Sector • Breaking the Cycle – 'Home for Easter' • Multi-Specialty Community Provider (MCP) Development • Annual Quality Report 2016/17 • Operational Performance
Board Assurance Framework ref:	
CQC Registration Standards ref: N/A	
Equality Impact Assessment: <input type="checkbox"/> Completed <input type="checkbox"/> Not required	

Attachments:	Annex A – Council of Governors Composition
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This subject has previously been reported to:	<input type="checkbox"/> Board of Directors <input type="checkbox"/> Council of Governors <input type="checkbox"/> Audit Committee <input type="checkbox"/> Executive Team <input type="checkbox"/> Quality Assurance Committee <input type="checkbox"/> F&P Committee	<input type="checkbox"/> PP Committee <input type="checkbox"/> SD Committee <input type="checkbox"/> Charitable Funds Committee <input type="checkbox"/> Nominations Committee <input type="checkbox"/> Remuneration Committee <input type="checkbox"/> Joint Negotiating Council <input type="checkbox"/> Other
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1. INTRODUCTION

- 1.1 The purpose of this report is to advise the Board of Directors of national and local strategic and operational developments.

2. IMPLEMENTATION OF HEALTHIER TOGETHER IN THE SOUTH EAST SECTOR

2.1 Background

The South East Sector has, for the last twelve months, been working to clarify the implications of implementing *Healthier Together* across Tameside and Stockport. This has focused, particularly, on the service model and standards for General Surgery, but has also included co-dependent specialties such as A&E, Acute Medicine, Critical Care and Anaesthetics, Diagnostics and Paediatrics. Using full-year activity data from 2015/16, and applying assumptions on the effect of achieving *Healthier Together* standards, it has been possible to model the potential capacity and financial impact of changed patient flows.

- 2.2 Within Sector programme governance structures, joint clinical and non-clinical sub-groups continue to work on the detail of how the new models will be implemented. As the Programme Plan stands, target implementation dates are:

- Phase 1 (high risk elective procedures) – transfer – October 2017
- Phase 2 (completion of transfers in respect of non-elective and other high risk elective patients) – April 2018

These timescales have, within them, some key dependencies, particularly, for instance, the timing of funding decisions and the initiation of recruitment, or completion of capital developments supporting the new model of care. At present, all workstreams proceed on the assumption that these timescales remain realistic.

2.3 Routes to Funding

The costs associated with implementation fall into three principal categories:

Transition funding – required to enable the initial changes and a period of “double-running” in the early phases. A bid against Transformation funding held at Greater Manchester level has been prepared for the Sector.

Recurrent Revenue – required to meet the on-going impact beyond transition. Local providers and commissioners in Sectors are looking in detail at the elements of the model which will involve higher costs. One such potential cost is the “stranded” overhead at Tameside General Hospital when the tariff income associated with patients who would previously have been treated locally, is no longer available to the Trust. The resolution of stranded costs is acknowledged to be most appropriately handled under the auspices of wider GM service strategies, beyond the scope of *Healthier Together*.

Capital funding – required to finance changes to buildings/equipment in order to support the new models of care and/or patient flows. A single bid for capital to support *Healthier*

Together across Greater Manchester is being co-ordinated at GM level for submission against national capital funds.

2.4 Interdependencies in the Process to Secure Funding

There are clear interdependencies between each of the routes to funding. The Sector, and partners within it, have previously agreed to the submission of Transitional Funding bids on the understanding that this is conditional, pending satisfactory conclusion of agreement on capital and recurrent revenue (including stranded cost) funding.

2.5 The Healthier Together Greater Manchester Full Business Case (FBC)

The Greater Manchester (GM) FBC will bring together the generic aspects of the case for change with the specific plans and implications in each Sector. It is important that this business case is scrutinised and approved in key GM bodies, as well as within Sectors and partner organisations. Given the latest timetable provided at Greater Manchester level, it is anticipated that GM bodies will be reviewing the various elements of the business case in detail throughout April 2017, and that Boards in Sectors will be asked to consider the FBC in their cycles of meetings in May 2017.

3. BREAKING THE CYCLE – ‘HOME FOR EASTER’

3.1 The Home for Easter week was part of the Trust’s focus on wherever possible facilitating patients discharge and allowing Clinical staff to concentrate more time on clinical duties. The event took place over the period 5-11 April 2017 and a command structure was put in place with a Bronze, Silver and Gold Control system operating throughout the week.

3.2 The Home for Easter initiative was supported by our Stockport partners, with active engagement from the CCG, Public Health and Social Care, and representatives undertook the role of Ward Liaison Officer (WLO) during the week. The WLO role involved the allocation of individuals to specific wards and departments with a brief to identify any blockages or issues for timely escalation to the Bronze and Silver Control for resolution. Staff from various departments across the Trust were also involved in carrying out the WLO role and their participation allowed non-clinical staff to see services being delivered to patients first hand and to identify / understand some of the unintentional barriers that can be in place. Initial feedback suggests that those involved benefited greatly from the experience.

3.3 At the time of writing, the overall benefits and learning points from the event are being assessed and I will be in a better position to brief the Council on outcomes at the meeting on 20 April 2017.

4. MULTI-SPECIALTY COMMUNITY PROVIDER (MCP) DEVELOPMENT

4.1 The Director of Corporate Affairs has been working as the Trust’s representative on a Governance Sub-Group established by the Stockport Together Providers to develop governance arrangements for the business case to establish an MCP as part of an Accountable Care Trust. This work followed identification of the Accountable Care Trust as the preferred model agreed by the Stockport Together Providers on completion of an

options appraisal process in November 2016.

- 4.2 The work of the Governance Sub-Group has included development of proposals relating to future composition of the Council of Governors based on incorporating representatives from both primary care (general practitioners) and the local authority. The Director of Corporate Affairs briefed the Governance Committee on current thinking at its meeting held on 20 March 2017 and advised that the proposed approach would result in an increase in the number of Appointed Governor members and an adjustment to base the boundaries of the Stockport public constituencies on those of the eight Stockport Together neighbourhoods. This approach will provide a more focused vehicle for member/public engagement.
- 4.3 The proposal would not affect the overall number of Public Governors for the Stockport constituencies and a transitional approach would be taken to Governor alignment based on the current election cycle. Diagrams which summarise the proposed changes in composition are included for reference at Annex A to this report. Governors should note that any changes to Council composition and/or constituency boundaries would necessitate an amendment to the Trust's Constitution and subsequent Council of Governors approval of the amended Constitution.

5. ANNUAL QUALITY REPORT 2016/17

- 5.1 Work in preparing the Annual Quality Report for 2016/17 is being progressed and the Director of Nursing & Midwifery led a session on the draft Annual Quality Report at the meeting of the Patient Safety & Quality Standards Committee held on 6 April 2017. Governors will be aware that the Annual Quality Report includes a Governor Statement which provides Governors with the opportunity to comment on the Trust's quality objectives and associated governance processes. As in previous years, preparation of the Governor Statement will be coordinated on behalf of the Council by the Patient Safety & Quality Standards Committee and the Committee Chair, Mrs L Auger, will be convening a meeting to prepare the 2016/17 statement.
- 5.2 The Director of Nursing & Midwifery will provide an update on progress with preparation of the Annual Quality Report, and outcomes of engagement with external stakeholders, at the meeting on 20 April 2017.

6. OPERATIONAL PERFORMANCE 2016/17

- 6.1 Due to timing of the meeting, the full Integrated Performance Report setting out the outturn position for 2016/17 is not available (the IPR will be included in the papers for the Board of Directors meeting on 27 April 2017). However, an Operational Performance 'Flash' Report which summarises the March 2017 position will be circulated to Governors in advance of the meeting on 20 April 2017. Executive Directors will be happy to take questions on Operational Performance matters at the meeting.

7. RECOMMENDATIONS

7.1 The Council of Governors is recommended to:

- Receive and note the content of the report.

Council of Governors – Current

Total Governors = 26

Stockport Public

Bramhall & Cheadle – 4
Marple & Stepping Hill – 4
Tame Valley & Werneth – 4
Heatons & Victoria – 4

Other Public

High Peak – 3
Outer Region - 1

Staff

All Staff – 4

Appointed

SMBC – 1
Stockport College - 1

Public Governors = 20

Other Governors = 6

Majority = 14

Council of Governors – Future

Total Governors = 33

Stockport Public

Bramhall – 2
Cheadle – 2
Marple – 2
Offerton – 2
Werneth – 2
Tame Valley – 2
Heatons – 2
Victoria - 2

Other Public

High Peak – 3
Outer Region - 1

Staff

MCP – 2
Inpatient - 2

Appointed

Neighbourhood GPs – 4
SMBC – 4
Pennine Care – 1

Public Governors = 20

Other Governors = 13

Majority = 7

Comparison with GM Foundation Trusts

	Public	Staff	Appointed	Total	Majority
Bolton	24	6	8	38	10
Christie	15	5	9	29	1
GM Mental Health	15	7	6	28	2
Pennine Care	21	8	11	40	2
Salford	12	5	4	21	3
Tameside	15	6	6	27	3
UHSM	20	7	5	32	8
Wigan	16	5	7	28	4

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Report of the Patient Safety and Quality Standards Committee

1. Present

Governor Members	Governors Also Present	Trust Representatives
Mrs L Auger (in the Chair)	Mrs Y Banham	Mrs A Barnes
Ms Linda Appleton	Mrs E Brown	Mr P Buckingham
Dr R Catlow	Mrs I Daniel	Dr G Burrows
Cllr L Dowson	Mrs M Harrison	Mrs S Curtis
Prof C Galasko	Mr L Jenkins	Mr S Goff
Mr R Greenwood		Ms D Kershaw
Mr T Johnson	Non-Executive Directors	Ms C Marsland
Mrs L Woodward	Mr A Belton	Mrs J Morris
Mr G Wright	Dr M Cheshire	Ms S Toal

2. Meetings held on

Meetings of the Committee were held on 2 February and 6 April 2017.

3. Agenda Items

1. Quality Assurance Committee – Key Issues Report
2. Monthly Clinical Governance Report
3. Quality Strategy Progress Report
4. Patient Experience Report
5. Committee Work Plan
6. Breaches of the 12-Hour Decision to Admit Standard
7. Mandatory Training
8. 'Deep Dive' analysis – Understanding the Annual Quality Report
9. Nurse Staffing Levels – 6-monthly report

4. Issues to be brought to the attention of the Council of Governors

1. Quality Assurance Committee – Key Issues Report

The Committee continues to receive the Key Issues reports arising from meetings of the Quality Assurance Committee. The Committee was briefed on Key Issues highlighted during meetings of the Quality Assurance Committee held on 17 January and 21 March 2017. Mrs L Auger and Dr R Catlow provided feedback to the Committee following their observation at the meetings. The Committee requested that further consideration be given to prior circulation of meeting papers to those Governors observing meetings of the Quality Assurance Committee.

2. Monthly Clinical Governance Report

The Committee considered the Monthly Clinical Governance Reports for December 2016, January and February 2017 which provided details of lessons learned and

changes to practice following incidents within the Trust.

3. Quality Strategy Progress Report

The Committee received an update from the Director of Nursing & Midwifery with regard to progress with the Quality Strategy Delivery Plan for 2016/17. The Committee noted progress against the various Plan elements detailed in the report.

4. Patient Experience Report

The Director of Nursing & Midwifery presented a report which detailed Patient Experience activities during Quarter 2 2016/17. The Committee noted outcomes relating to iPad Inpatient Surveys, Friends & Family Test, National Surveys and Complaints / Compliments.

5. Committee Work Plan

The Committee undertook an annual review of its Work Plan and identified the following themes for 'Deep Dive' sessions: Annual Quality Report, Falls, Clostridium Difficile, Pressure Ulcers and Learning from Deaths.

6. Breaches of the 12-Hour Decision to Admit Standard

The Chief Operating Officer and the Acting Director of Medicine Business Group presented a report which detailed breaches of the 12-hour Decision to Admit Standard during December and January. The Committee noted a summary of the incidents and mitigating actions and acknowledged the work undertaken by staff in the very challenging circumstances.

7. Mandatory Training

The Committee considered a report which provided an update on Essentials and Mandatory Training compliance.

8. 'Deep Dive' analysis – Understanding the Annual Quality Report

The Director of Nursing & Midwifery presented a draft Annual Quality Report to the Committee. The Committee undertook a section by section review of the draft report and noted that three indicators would be audited by external auditors. The Committee noted that two of the indicators would be mandated by NHS Improvement and one local indicator would be chosen by Governors. It was noted that 'Pressure Ulcers' had been chosen as the local indicator for the Annual Quality Report 2016/17.

The Committee noted that a Governor Statement was included in the Annual Quality Report which gave Governors an opportunity to comment on the Trust's quality objectives and associated governance processes. Once the deadline date for the Governor Statement had been established, Mrs L Auger would invite Committee members to a meeting to consider the statement.

9. Safe Staffing Report

The Committee considered a six-monthly report on Safe Staffing and noted the continued challenges with regard to established nurse staffing levels.

Report of the Governance Committee

1. Present

Governor Members	Governors Also Present	Trust Representatives
Les Jenkins (Chair)	Lesley Auger	Ann Barnes
Eve Brown	Maureen Harrison	Paul Buckingham
Roy Greenwood	Yvonne Banham	Soile Curtis
Charles Galasko	Tom McGee	
Melanie Cooke		
Gerry Wright	Non-Executive Directors	
Robert Cryer	Gillian Easson	

2. Meetings held on

Meetings of the Committee were held on:

- 16 January 2017 (not quorate)
- 20 March 2017 (quorate)

3. Agenda Items

1. CEO Updates
2. Multi-Specialty Community Provider (MCP) Development
3. Governor Committee Arrangements
4. Questions at Board Meetings

4. Issues to be brought to the attention of the Council of Governors

1. CEO Updates

Over the course of the two meetings the Chief Executive provided the Committee with updates on the following subject areas:

- Emergency Department Performance
- Strategic Programmes
- Trust Financial Position
- Progress with Chair Appointment
- Delayed Transfers of Care (DTC)
- 'Home for Easter' Campaign

2. Multi-Specialty Community Provider (MCP) Development

The Chief Executive and the Director of Corporate Affairs briefed the Committee on work being undertaken to prepare for the establishment of an MCP as part of an Accountable Care Trust. This work followed identification of the Accountable Care Trust as the preferred model agreed by the Stockport Together Providers on completion of an options appraisal process in November 2016. The Committee noted that the Director of

Corporate Affairs is the Trust's representative on a Governance Sub-Group established by the Providers to develop appropriate governance arrangements for inclusion in the Outline Business Case.

At the most recent meeting on 20 March 2017, the Director of Corporate Affairs briefed the Committee on proposals relating to future composition of the Council of Governors based on incorporating representatives from both primary care (general practitioners) and the local authority. This will result in an increase in the number of Appointed Governor members. The Committee also noted the intention to base the boundaries of the Stockport public constituencies on those of the eight Stockport Together neighbourhoods, an approach which will provide a more focused vehicle for member/public engagement. This proposal would not affect the overall number of Public Governors for the Stockport constituencies and a transitional approach would be taken to Governor alignment based on the current election cycle. The Committee endorsed the rationale for the change in Council composition and noted that proposals would be further developed as part of business case preparation.

3. Governor Committee Arrangements

At the meeting held on 20 March 2017, the Director of Corporate Affairs introduced a discussion on current Council of Governor Committee arrangements and suggested that there was scope to reduce the frequency of some Committee meetings, where volume of business and/or attendance levels indicated that a different approach should be considered. In terms of frequency, it was proposed that meetings of the Membership Development Committee and Governance Committee should be held quarterly, as opposed to bi-monthly, with meetings being scheduled in the month before Council of Governor meetings. The Committee supported this proposal as a means of ensuring meaningful agendas for meetings and encouraging attendance levels.

The Committee also discussed the approach to Committee membership, in the context of practice where non-members are still able to attend and participate in meetings, the timing of meetings, in the context of encouraging attendance and the need for Committees to work to the relevant Terms of Reference approved by the Council of Governors. Some differing views were expressed amongst those present and it was agreed that a report on this subject should be considered by the Council of Governors on 20 April 2017.

4. Questions at Board Meetings

The Committee was provided with the opportunity to provide feedback on the arrangements for observers to put questions to Board members on completion of Board of Directors meetings held in public. The Committee noted that the arrangements had been in place since July 2016 and agreed that, despite some difficulties experienced with pressure groups, the practice was extremely worthwhile and was consistent with principles of openness and transparency. The Chair thanked the Committee for the feedback and assured those present that the practice would continue.

Report to:	Council of Governors	Date:	20 April 2017
Subject:	Committee Arrangements		
Report of:	Director of Corporate Affairs	Prepared by:	P Buckingham

REPORT FOR APPROVAL

Corporate objective ref:	N/A	Summary of Report <i>Identify key facts, risks and implications associated with the report content.</i> The purpose of this report is to seek approval for an amendment to the meeting cycle of Council of Governor Committees and initiate a discussion on other matters relating to Committee arrangements.
Board Assurance Framework ref:	N/A	
CQC Registration Standards ref:	N/A	
Equality Impact Assessment:	<input type="checkbox"/> Completed <input checked="" type="checkbox"/> Not required	

Attachments:	Nil
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This subject has previously been reported to:	<input type="checkbox"/> Board of Directors <input type="checkbox"/> Council of Governors <input type="checkbox"/> Audit Committee <input type="checkbox"/> Executive Team <input type="checkbox"/> Quality Assurance Committee <input type="checkbox"/> F&P Committee	<input type="checkbox"/> PP Committee <input type="checkbox"/> SD Committee <input type="checkbox"/> Charitable Funds Committee <input type="checkbox"/> Nominations Committee <input type="checkbox"/> Remuneration Committee <input type="checkbox"/> Joint Negotiating Council <input type="checkbox"/> Other
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1. INTRODUCTION

- 1.1 The purpose of this report is to seek approval for an amendment to the meeting cycle of Council of Governor Committees and initiate a discussion on other matters relating to Committee arrangements.

2. BACKGROUND

- 2.1 For some time now, the Council of Governors has operated with three Committees, each of which meets on a bi-monthly cycle. These Committees are:

- Governance Committee
- Membership Development Committee
- Patient Safety & Quality Standards Committee

In addition, Governors form a majority of membership of the Nominations Committee for the purpose of appointment of the Chair and other Non-Executive Directors.

- 2.2 In terms of Committee membership, which is currently refreshed on a bi-annual basis, there has been a far greater level of interest amongst Governors to participate in the Patient Safety & Quality Standards Committee and a much lower level of interest in the work of the other two Committees. This has resulted in difficulties in maintaining core membership levels, particularly in circumstances where Governors either choose to reduce their participation or resign from their positions.

3. CURRENT SITUATION

- 3.1 In recent months it has been difficult to achieve a quorum of members for Governance Committee meetings, with this situation exacerbated by Governor resignations. Such resignations have also affected the Membership Development Committee and both Committees have experienced difficulties in compiling meaningful agendas to fulfil a bi-monthly meeting cycle.

- 3.2 The subject of Committee arrangements was considered by the Governance Committee on 20 March 2017 and the Committee endorsed a proposal from the Director of Corporate Affairs to amend the meeting cycle for the Governance Committee and Membership Development. The proposal was that these Committees should meet quarterly, with meetings to be scheduled in the month before Council of Governors meetings, rather than bi-monthly. Governors should note that the quarterly cycle would be a minimum and that Committees would retain the right to convene additional meetings should the need arise.

- 3.3 The Governance Committee also considered other matters relating to Committee arrangements relating to Committee membership, adherence to Terms of Reference and timing of meetings. With regard to Committee membership, we currently complete a somewhat cumbersome process of refreshing Committee membership on a bi-annual basis. However, the process is effectively made redundant by the practice whereby non-members are able to attend and participate at any Committee meeting. This not only results in administrative difficulties in terms of planning for meetings but, more importantly, is contrary to generally accepted governance practice. The Council of Governors appoints Committee members for a reason and, through approval of Terms of Reference, puts its trust in those individuals to work on the Council's behalf.
- 3.4 Differing views were expressed at the Governance Committee meeting on whether the practice of non-member attendance should continue. There were some concerns that restricting attendance to members would impair the ability of Governors to broaden their knowledge of subject areas or could impair their ability to ask questions on matters of interest to them. These points are valid, but can be addressed by other means and somewhat undermine the purpose of the Council Committees. However, due to the differing views it was agreed that this matter should be put to the full Council for discussion.
- 3.5 To a certain extent, adherence to Terms of Reference is a matter of style and adopting a more business-like approach to the conduct of meetings. That said, Terms of Reference are set by the Council of Governors and are intended to provide the framework within which the relevant Committees operate. A more business-like approach would be strongly encouraged by the Director of Corporate Affairs in the interests of good governance and the efficient conduct of business. With regard to timing of meetings, it was noted that meetings of the Patient Safety Committee commence at 2.00pm while meetings of the other Committees commence at 4.30pm. Attendance levels at the former are much better than the latter and, while timing alone may not be the reason, consideration should be given to avoiding start times late in the day.

4. RECOMMENDATIONS

- 4.1 The Council of Governors is recommended to:

- Approve the proposal to amend the meeting cycle for the Membership Development Committee and Governance Committee as set out at s3.2 of the report.
- Consider and discuss the other factors relating to Committee arrangements set out in the report.

Report to:	Council of Governors	Date:	20 April 2017
Subject:	Register of Governors' Interests – Annual Review		
Report of:	Director of Corporate Affairs	Prepared by:	P Buckingham

REPORT FOR APPROVAL

Corporate objective ref:	N/A	Summary of Report <i>Identify key facts, risks and implications associated with the report content.</i> The purpose of this report is to present the Council of Governors Register of Interests for annual review.
Board Assurance Framework ref:	N/A	
CQC Registration Standards ref:	N/A	
Equality Impact Assessment:	<input type="checkbox"/> Completed <input checked="" type="checkbox"/> Not required	

Attachments:	Annex A – Register of Interests
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This subject has previously been reported to:	<input type="checkbox"/> Board of Directors <input type="checkbox"/> Council of Governors <input type="checkbox"/> Audit Committee <input type="checkbox"/> Executive Team <input type="checkbox"/> Quality Assurance Committee <input type="checkbox"/> F&P Committee	<input type="checkbox"/> PP Committee <input type="checkbox"/> SDC Committee <input type="checkbox"/> Charitable Funds Committee <input type="checkbox"/> Nominations Committee <input type="checkbox"/> Remuneration Committee <input type="checkbox"/> Joint Negotiating Council <input type="checkbox"/> Other
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1. INTRODUCTION

- 1.1 The purpose of the report is to present the Council of Governors Register of Interests for annual review.

2. BACKGROUND

- 2.1 There is a legal requirement for the Trust to maintain a Register of Governors' Interests which should be available to the public. This requirement is incorporated in the Trust's Constitution.

3. CURRENT SITUATION

- 3.1 The Register of Governors' Interests is maintained by the Director of Corporate Affairs and is updated to reflect any amendments which may from time to time be declared during the normal course of business. In this way, an up to date register should always be available. However, it is considered good practice for the Council to complete a formal review on an annual basis to ensure currency and accuracy of register content.
- 3.2 The current Register of Governors' Interests is included for reference at Annex A to this report. Council members are requested to review the Register and confirm that current content is accurate and up to date.
- 3.3 Governors should note that the Director of Corporate Affairs will provide a briefing at the meeting on 20 April 2017 relating to the introduction of revised arrangements for Managing Conflicts of Interest in the NHS which will be introduced from 1 June 2017.

4. LEGAL IMPLICATIONS

- 4.1 There are no legal implications arising out of the subject matter of this report.

5. RECOMMENDATIONS

- 5.1 The Council of Governors is recommended to:
- Review the Register of Governors' Interests at Annex A of the report and confirm that the content is accurate and up to date.

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Stockport NHS Foundation Trust
Council of Governors - Declaration of Interests April 2017

Name	Constituency	Interest 1	Interest 2	Interest 3	Interest 4	Interest 5
APPLETON, Linda	Tame Valley & Werneth	NIL				
AUGER, Lesley	Heatons & Victoria	NIL				
BANHAM, Yvonne	Staff	NIL				
BROWN, Evelyn	Heatons & Victoria	Member of Healthwatch Public Health Sub-Committee and Enter & View Team	Member of a Patient's Panel hosted by Stockport CCG	Member of the Stockport Together Citizens' Panel		
CATLOW, Ronald	Marple & Stepping Hill	Healthwatch Stockport	Director Lychwood Flat Management (Marple) Ltd	Member of the Patient Reference Group at Marple Medical Practice	Member of the General Assembly of the University of Manchester	
COOKE, Melanie	Marple & Stepping Hill	NIL				
CRYER, Robert	Bramhall & Cheadle	Member of Conservative Party	UK Associate Dean and Professor of medical ethics, St Matthew University Medical School, incorporated in Grand Cayman, and with medical students at Whipps Cross Hospital and Stepping Hill Hospital in the UK	Member British Medical Association		
DANIEL, Isabel	Staff	NIL				
DOWSON, Lance	High Peak	NIL				
DRIVER, Roy	Tame Valley & Werneth	Councillor - SMBC				
GALASKO, Charles	Bramhall & Cheadle	NIL				

Stockport NHS Foundation Trust
Council of Governors - Declaration of Interests April 2017

Name	Constituency	Interest 1	Interest 2	Interest 3	Interest 4	Interest 5
GIBSON, Alan	Tame Valley & Werneth	Director NTT Solutions Ltd				
GREENWOOD, Roy	Tame Valley & Werneth	NIL				
HUDSMITH, Chris	Staff	NIL				
HARRISON, Maureen	Bramhall & Cheadle	HealthWatch Stockport	Appointment as "Expert by Experience" for the Care Quality Commission	Member of the Patient Panel for Stockport Clinical Commissioning Group	Member of the Stockport Together Citizens' Reference Panel	
JENKINS, Les	Marple & Stepping Hill	Member of Patient Reference Group at Marple Medical Practice				
JOHNSON, Tony	Bramhall & Cheadle	Member of Healthwatch Stockport, representing the organisation on the Stockport Dementia Champions Group and the Stockport Disability Forum	Member of Healthwatch Stockport's Mental Health Subgroup	Member of Conservative Party		
KHAN, Raees	Outer Region	NIL				
MCGEE, Tom	Stockport MBC	Chair of Overview & Scrutiny Committee				
VAUGHAN, Barbara	Tameside	NIL				
WOODWARD, Lynne	High Peak	NIL				
WRAGG, Julie	Marple & Stepping Hill	NIL				
WRIGHT, Gerald	Heatons & Victoria	Director of Healthwatch				