

# COUNCIL OF GOVERNORS MEETING

7 OCTOBER 2019



Stockport  
NHS Foundation Trust

Council of Governors bundle - 7 October 2019

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## Meeting of the Council of Governors Monday, 7 October 2019

Held at 3.00pm in the Lecture Theatres, Pinewood House, Stepping Hill Hospital

*Please note the order of the day:*

- 2.00pm – 2.50pm: *Information Exchange (session for Governors and Non-Executive Directors)*
- 2.50pm – 3.00pm: *Break for refreshments*
- 3.00pm – 5.00pm: *Council of Governors' Meeting*

## AGENDA

Time		Enc	Presenting
1500	1. Apologies for Absence		
	2. Amendments to Declarations of Interests		
	3. Minutes of previous meeting: 17 July 2019	✓	A Belton
1505	4. Update on Outpatients Improvement Activity (Presentation)		T Coyle
1520	5. Emergency Care & Winter Planning	Verbal	S Toal
1530	6. Chair's Report	✓	A Belton
1535	7. Chief Executive's Report	✓	L Robson
1545	8. Performance Report	✓	S Toal
1605	9. Update on Preparations for Next CQC Inspection	Verbal	A Lynch
1615	10. Appointment of External Auditors	To be tabled	J Graham / A Large
1625	11. Review of Standing Orders	✓	C Parnell
1635	12. Review of Governors' Meeting Attendance	✓	C Parnell
1645	13. Lead Governor Communication	Verbal	E Brown
1650	14. Any Other Business		
	15. DATE, TIME & VENUE OF NEXT MEETING		
15.1	Thursday, 5 December 2019, 2.00pm in the Lecture Theatres, Pinewood House.		

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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.**

**STOCKPORT NHS FOUNDATION TRUST**  
**Minutes of a Council of Governors Meeting**  
**Held on Wednesday, 17 July 2019,**  
**4.00pm in the Lecture Theatres, Pinewood House, Stepping Hill Hospital**

**Present:**

Mr A Belton	Chair
Mrs E Brown	Public Governor
Dr R Catlow	Public Governor
Dr R Cryer	Public Governor
Prof C Galasko	Public Governor
Mr R Greenwood	Public Governor
Mr L Jenkins	Public Governor
Mr T Johnson	Public Governor
Mrs J Keyes	Staff Governor
Mr R King	Public Governor
Dr T Kondratowicz	Public Governor
Mr C Lyons	Public Governor
Mr T Morley	Public Governor
Cllr J Wells	Appointed Governor
Mrs L Woodward	Public Governor
Mr G Wright	Public Governor

**In attendance:**

Mrs C Anderson	Non-Executive Director
Dr M Cheshire	Non-Executive Director
Mrs S Curtis	Membership Services Manager
Mr J Graham	Director of Finance
Mr A Large	Associate Director of Finance
Ms A Lynch	Chief Nurse
Mr G Moores	Director of Workforce & OD
Mrs C Parnell	Interim Director of Corporate Affairs
Mrs L Robson	Chief Executive
Mr M Sugden	Non-Executive Director
Ms S Toal	Chief Operating Officer

**ACTION**

**20/19 Apologies for absence**

Apologies for absence were received from Mrs C Barber-Brown, Dr G Burrows, Mr C Dawson, Cllr L Dowson, Mrs K Glass, Mr D Hopewell, Mr H Mullen, Dr C Wasson and Mrs J Wragg.

Mr A Belton welcomed Mr Graham, Mr Moores and Cllr Wells to their first meeting of the Council of Governors.

**21/19 Amendments to Declarations of Interests**

There were no amendments made to the Register of Interests.

## **22/19 Minutes of the Previous Meeting**

The minutes of the previous meeting held on 8 April 2019 were agreed as a true and accurate record of the meeting. The action log was reviewed and annotated accordingly.

Mrs Parnell referred the Council to minute no. 15/19 and reported that the only expression of interest for the Nominations Committee vacancy had been received from Mr Jenkins. The Council of Governors consequently approved Mr Jenkins as a member of the Nominations Committee.

In response to a question from Mr Johnson, regarding Did Not Attend (DNA) rates, Mrs Parnell advised that the Council of Governors would receive an update on outpatients improvement activity, including DNAs, at its meeting in October 2019.

## **23/19 Chair's Report**

Mr Belton presented his report, which advised the Council of the Chair's activities and issues pertinent to the operation of the Trust.

He advised the Council that he had visited the Emergency Department earlier in the day, which had been an opportunity to see the improvements made. He wished to thank staff for their hard work in enabling the improvements and made particular reference to the Emergency Department (ED) staff's resilience during record numbers of attendances.

The Council of Governors:

- Received and noted the Chair's Report.

## **24/19 Chief Executive's Report**

Mrs Robson presented her report, which advised the Council of recent operational and strategic developments. She made particular reference to the following subject areas:

- ED pressures
- "One Year On" Event
- Visit by the CQC Chair
- Clinical Services Review
- Values & Behaviours
- Electronic Patient Record (EPR)
- Estates & Facilities
- News & Events.

In response to a question from Mr Jenkins, Mrs Robson briefed the



Council on the Trust's focus to deliver a digital programme, noting that checks were being made to ensure any necessary improvements were made in a timely manner.

In response to a question from Prof Galasko, Ms Toal clarified the role of the new Nurse Associates and Mrs Parnell made reference to a recent successful nurse recruitment event.

In response to a question from Dr Kondratowicz, who raised concerns about the condition of the Pathology Laboratory, Mrs Robson briefed the Council on ongoing plans in this area. In response to a follow up question from Dr Kondratowicz, regarding the increased incidence of Clostridium Difficile, Mrs Robson confirmed that microbiology was a critical aspect of the Pathology plans.

In response to a question from Dr Catlow, who queried post-demolishment plans for the sites of ward A12 and A15, Mrs Robson provided a brief overview of the Trust's Capital Plan and suggested that this could be an area for further consideration by Governors as the site plans progressed. Mr Belton noted that the Board of Directors had approved the Estates Strategy in October 2018.

HM

In response to a question from Mr Belton, Dr Cheshire briefed the Council on the End of Life event held earlier in the afternoon, noting positive developments in this area. It was suggested that end of life care could be a topic for a future presentation to Governors.

CW

The Council of Governors:

- Received and noted the Chief Executive's Report
- Agreed that further information on Site Plans and End of Life Care would be provided at future meetings.

## **25/19 Integrated Performance Report**

Mr Belton introduced the report and noted that the item provided Governors with an opportunity to direct questions to Non-Executive Directors to query what assurances they were taking from the report. He also noted that Governors had requested to receive more performance related information and to have an opportunity to discuss it at Council meetings.

In response to a question from Mr Jenkins, Ms Toal provided an overview of mitigating actions with regard to Clinical Correspondence. Mr Jenkins thanked Ms Toal for the update, noting that Governors had been concerned about performance in this area for some time. Prof Galasko commented that he had previously made a suggestion that arrangements be made for Clinicians to provide patients with a note to take back to their GP and queried whether this was now happening. Mrs Robson noted that Dr Wasson would be best suited to answer this question.

Mr Sugden commented that Clinical Correspondence had also been an area of focus for the Finance & Performance Committee and noted that the Committee had taken assurance from the implementation of a long term solution. He advised that the Trust was currently progressing with the short term, back log actions. In response to a comment from Mr Jenkins, Ms Toal provided clarity between the cohort of letters that were sent out 'dictated, not signed', with consultant consent, and another cohort that required signature.

In response to a question from Mr Belton, regarding the format of the Performance Report, Mrs Parnell advised that Governors' views on the format and content would be sought as part of the Council of Governors' development plan.

The Council of Governors:

- Received and noted the Integrated Performance Report.

## **26/19 External Auditor's Report – Presentation**

Mr Thomson from Deloitte LLP delivered a presentation to the Council of Governors on the 2018/19 Audit. The presentation covered the following subject areas:

- Scope of our work
- Audit Findings
- Value for Money
- Going Concern
- Quality Report Audit
- Content and consistency review findings
- Performance indicator testing and recommendations
- Local Indicator – Summary Hospital Level Mortality Indicator.

In response to a question from Mr Jenkins, who queried the Trust's ability to remain as a Going Concern in short, medium and long term, Mr Thomson commented that due to commitment from NHS Improvement and the system to provide cash to meet the Trust's liability, Deloitte had not qualified the Going Concern opinion. He noted that a number of other trusts were in a similar position and that 2019/20 was a critical year to deliver plans.

Mr Graham reiterated Mr Thomson's comments about financial challenges and that the Trust was not an outlier in this area. He advised that the pressures were recognised by the centre who would continue to support trusts as necessary.

The Council of Governors:

- Received and noted the presentation.

*Mr Thomson left the meeting.*

Mr Belton thanked Mrs Parnell for compiling the report and proposed that the Council considered each recommendation in turn. He referred to the recent ballot regarding the proposal to re-introduce a maximum tenure for Governors, results of which had been communicated to Governors prior to the meeting.

He advised that he had received feedback from some Governors regarding the ballot process, which would be taken into consideration for any future ballots, however the outcome of the ballot was valid. With the majority of Governors supporting the re-introduction of a nine-year maximum tenure, this would be implemented for all Governors on a rolling basis starting from the 2019 elections and the relevant wording in the Constitution would be amended in line with those detailed in the report.

The Council of Governors considered the following recommendations as detailed in s3 of the report:

- a) *Separating the annual members' meeting from the annual elections. This would allow the annual meeting to be held earlier in the year but maintain the annual elections outcome in October.*

The Council of Governors:

- Approved the recommendation.

- b) *Amending the make-up of the Board of Directors to allow greater flexibility, but maintaining the appropriate balance of Executive and Non-Executive Directors.*

The Council of Governors:

- Approved the recommendation.

- c) *Remove the Governor seat for Tameside and Glossop.*

The Council of Governors:

- Approved the recommendation.

- d) *Increase the number of Governor seats for High Peak and Dales from two to three.*

The Council of Governors:

- Approved the recommendation.

- e) *Broaden the Outer Region constituency and rename it Rest of England.*

Mr Johnson raised a concern that this might lead to the Trust appointing people from far distances who had no connections to the Trust and its community. Mrs Parnell explained difficulties with Non-Executive Director recruitment and advised that the recent recruitment process had attracted significant interest from capable candidates who were subsequently disqualified because they lived outside the Trust's current public constituencies.

Mr Jenkins commented that the important factor for any Non-Executive Director appointment was the candidate's suitability and background, rather than where they lived. He noted that any reservations could be tested as part of the recruitment process.

The Council of Governors held a vote regarding this recommendation, the result of which was one Governor voting against and the remaining Governors voting in favour of the recommendation.

The Council of Governors:

- Approved the recommendation.

- f) *Increase the minimum number of members required in each public and staff constituency, as set out in s2.4c of the report.*

The Council of Governors:

- Approved the recommendation.

- g) *Increase the number of Appointed Governors by three, in line with the proposal outlined in s2.5 of the report.*

There followed a discussion regarding this recommendation and it was proposed that the wording be changed to "up to five Appointed Governors" give the Trust flexibility in this area.

In response to a question from Prof Galasko, Mrs Parnell confirmed that the Trust would be undertaking an exercise to establish which university should be represented on the Council of Governors.

The Council of Governors:

- Approved the recommendation subject to a change of wording as detailed above.

Mr Johnson made reference to s44.1 of the Constitution, referred to in s1 of the report, and proposed that the word "voting" be removed from s44.1.1 and s44.1.2. Mrs Parnell advised that the Trust would be

unable to amend that section as it was prescribed by the Model Constitution.

Mrs Parnell advised that, as any changes to the Constitution required the approval of the majority of the Council of Governors and Board of Directors, the report would be considered by the Board at their meeting on 31 July 2019. Subject to Board approval, the revised Constitution would be circulated to Governors and the Board for information.

The Council of Governors:

- Received and noted the report.
- Approved the recommendations detailed in s3 of the report, subject to a change of wording with regard to recommendation g).

## **28/19 Non-Executive Director Appointment**

Mr Belton presented a report which provided an outcome of a recruitment and selection process led by the Nominations Committee to identify candidates for a vacant Non-Executive Director Post. The report sought the Council of Governors' approval for the Committee's preferred candidates to be appointed.

Mr Belton thanked those Governors and Non-Executive Directors who had been involved in the selection and appointment process. He advised that the Nominations Committee's recommendation was to appoint both Mrs Marisa Logan-Ward and Mr Mark Beaton as Non-Executive Directors.

The Council of Governors:

- Received and noted the report and approved the appointment of Mrs Marisa Logan-Ward and Mr Mark Beaton as Non-Executive Directors for a three-year term with effect from 1 August 2019.

## **29/19 Review of Council of Governors' Committee Structure**

Mrs Parnell presented a report which detailed the outcome of a review of the Governor Committee Structure. She advised that at the Council of Governors' meeting held in April 2019, she had been asked to carry out a review of the Committee structure following concerns about attendance at Committee meetings. At the conclusion of the review, Governors were asked to consider and support the following proposals:

- Increase the number of Council of Governors' meetings to five a year, enabling the items currently being discussed in the Committees to be addressed by the full Council.
- Disband the current non-statutory Committees (Governance;

Quality of Care; and Membership Engagement Committees).

- Set up ad hoc working groups, as and when required, to focus on key pieces of work on behalf of the Council of Governors, such as developing the Governors' statement for the Annual Report, devising a plan for membership recruitment, reviewing the Constitution.

Mr Johnson commented that, in his view, the existing Committee structure should remain. He acknowledged the issue of attendance at meetings but noted that the draft Governor Development Plan did not include anything on attendance expectations. He also noted that it had been frustrating at times when Committee meetings had been cancelled and subsequently not rearranged. Prof Galasko noted that his name had been misspelt in the report.

Mr Jenkins, Mrs Brown and Mr Wright all commented that it was important for the proposed working groups to be Governor-led, rather than Executive-led. Mrs Parnell confirmed that the intention would be for the working groups to be identified and led by Governors with support provided by Trust management.

*Dr Cheshire left the meeting.*

Mr King commented that the output from any working group should be formally reported to the Council of Governors. Mr Greenwood said that it was evident that the current Committee structure was not sustainable from a capacity perspective and noted reluctance from some Governors to change ways of working. He also commented that Committees did not have any decision-making powers so any decisions would still need to be made by the full Council of Governors. He suggested that the proposals detailed in the report be implemented for a one-year trial period.

Ms Keyes noted that the Quality in Care Committee appeared to be over-subscribed and that, in her opinion, it would be more appropriate to discuss quality-related issues at the full Council meetings. Cllr Wells referred to the scrutiny process at Stockport Metropolitan Borough Council where smaller working groups undertook any detailed analysis and reported back to the full Council. She also noted people's busy diaries and commented that she would only be keen to attend meetings if she had something to contribute and could see changes as a result.

In response to a question from Mr Belton, regarding Executive resource requirements, Mrs Robson noted that the Executive Directors were continually dealing with conflicting pressures. She advised that Executive Directors valued Governors and their time and would therefore much rather commit to a smaller number of well-structured sessions to facilitate a greater focus on issues and a more sustainable way of working.

Dr Kondratowicz commented that, if Governors were to agree to the recommendations detailed in the report, it was important that Governors were able to contribute to the agenda, to ensure inclusion of any issues or concerns they might have. He also suggested that consideration be given to ways in which new Governors could be supported to ensure they felt confident in contributing to discussions at full Council meetings.

In response to a comment from Mr Johnson, who noted the need to review Governor attendance at meetings and establish reasons for any instances of regular non-attendance, Mrs Parnell agreed to undertake a review in this area.

CP

In response to a question from Dr Catlow, who queried Executive Director attendance at Council of Governors' meetings, Mrs Robson commented that while Council meetings were attended by Executive Directors, Governors' line of sight to the Board was via the Non-Executive Directors.

The Council of Governors voted on the proposals detailed in s4, to implement the recommendations for a trial period of one year. The outcome of the vote was 8 in favour and 6 against the proposals.

The Council of Governors:

- Received the noted the report.
- Approved the proposals detailed in s4 of the report for a trial period of one year.

*Ms Lynch joined the meeting.*

### **30/19 Council of Governors – Development Plan**

Mrs Parnell presented a report detailing a draft development plan for Governors for 2019/20. Governors were asked to provide feedback regarding the plan content.

Mr Jenkins endorsed the development plan and suggested that the subject areas detailed in the "Rolling in-house programme" section of the plan, including mentoring, were all important in the first year of appointment. These comments were supported by Prof Galasko.

Mr Johnson suggested that the format of the Governor election statements be changed to include more information, noting the election statements of Pennine Care as an example of good practice. He also proposed that prospective Governors be advised of their role and responsibilities in writing prior to appointment, including providing clarity on consequences of non-attendance at meetings.

Dr Kondratowicz noted the need for inclusion, including having wheelchair access to meeting rooms and providing alternative arrangements to people who did not have access to IT.

In response to a comment from Mr Greenwood, it was agreed to establish a task and finish group to finalise the development plan. Any Governors wishing to participate in the task and finish group were asked to contact Mrs Parnell.

**All**

Governors:

- Received and noted the report.
- Agreed to establish a task and finish group to finalise the development plan.

### **31/19 Council of Governors Work Plan**

Mrs Parnell tabled an updated version of the draft work plan for the Council of Governors for 2019-20 and Governors were asked to advise Mrs Parnell of any further topics they wished to include in the work plan. Mrs Parnell reported that the draft work plan would be amended to reflect the new cycle of five meetings a year and to include items previously considered by Governor Committees.

The Council of Governors:

- Received and noted the draft work plan and agreed to advise Mrs Parnell of any further topics for inclusion in the plan.

### **32/19 Appointment of External Auditors**

Mr Large tabled a paper outlining a recommended approach to assist the Council of Governors in appointing External Auditors on behalf of the Trust. He briefed the Council on the content of the report and the proposed approach and advised that the current audit contract would end on 30 September 2019.

Governors noted the proposed timetable for the appointment process, which would conclude with formal appointment by 30 September 2019 and commencement of contract on 1 October 2019. Mr Johnson criticised the small font size used in the report.

Mr Large advised that a small working group of approximately two or three Governors would be established to work with members of the Audit Committee to undertake the appointment process, with the final decision made by the Council of Governors at its meeting in October 2019. Mr King expressed his interest in participating in the working group and any other interested Governors were asked to contact Mrs Parnell.

**All**

The Council of Governors:

- Approved the proposed approach for the appointment of External Auditors.
- Agreed to establish a small working group to undertake the



appointment process, with the final decision to be made at the Council of Governors' meeting in October 2019.

### **33/19 Quarterly Report on Quality Improvement Plan**

Ms Lynch presented a report providing an overview of progress made against the Quality Improvement Plan and providing assurance against the seven key themes which were all on track at the end of Quarter 1. She briefed the Council on the content of the report and made specific reference to the Urgent Care Delivery actions and thanked those Governors who had attended the recent "One Year On" event.

In response to a comment from Prof Galasko, who noted that the pie charts in the report were illegible, Ms Lynch agreed to email a clearer copy of the pie charts to Governors.

**AL**

The Council of Governors:

- Received and noted the report.

### **34/19 Feedback from GovernWell Courses**

Mr King provided feedback from two GovernWell courses he had attended recently. He advised that the 'Core Skills' course had been a teaching course and that the 'Effective Questioning & Challenge' course had been an interactive course on how to effectively challenge Non-Executive Directors for assurance. He briefed the Council on the content of the courses, noting that he had found both of them worthwhile.

The Council of Governors:

- Received and noted the verbal report.

### **35/19 Lead Governor Communication**

Mrs Brown briefed the Council of Governors on her Lead Governor activities since the previous meeting which included one to one meetings and phone calls with the Chair, participating in an External Audit conference call, agenda preparation with Mrs Parnell, attendance at Nominations Committee meetings and the "One Year On" event. She also advised Governors of her forthcoming activities including a PLACE meeting, patient safety walkabouts and a meeting with the Chief Executive.

The Council of Governors:

- Received and noted the verbal report.

### **36/19 Any Other Business**

Mr Belton noted that this would be the last Council meeting attended

by Mr Jenkins and Mr Johnson as Governors as their term of office would conclude at the Annual Members' Meeting in October 2019. He thanked Mr Jenkins and Mr Johnson for their significant contribution to the work of the Council of Governors over the past years.

Mr Jenkins noted that he had enjoyed the last nine years as a Governor and wished to thank the Trust staff in particular who he had always found to be welcoming and informative. He wished all Governors and Trust staff the very best for the future.

**37/19 Consent Agenda**

The Council of Governors noted the following reports which had been included on the Consent Agenda for information:

- Governor Elections 2019
- Annual Report & Accounts 2018/19
- Operational Plan 2019/20.

**30/19 Date, time and venue of next meeting.**

The next meeting of the Council of Governors was scheduled to be held on Monday, 7 October 2019, in the Lecture Theatres, Pinewood House, commencing at 3.00pm.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

### COUNCIL OF GOVERNORS: ACTION TRACKING LOG

Ref.	Meeting	Minute Ref	Subject	Action	Responsible
06/18	5 Dec 18	55/18	Trust Strategy – Consultation Process Update	In response to a question from Mr A Belton, Mr A Bailey advised that Governors would be updated on progress at the conclusion of the consultation period. Mr P Buckingham suggested that the update for Governors be delivered as a workshop style session.  <b>Update 17 July 19</b> – On agenda and presented before the meeting. <b>Action Complete.</b>	A Bailey (Associate Director of Strategy & Planning)
07/18	5 Dec 18	58/18	Council of Governors – Collective Performance	Mr P Buckingham commented that the Governor Role & Responsibilities document had been agreed and adopted by the Council some time ago and suggested that an initial review of the content by the Governance Committee would be useful.  <b>Update 17 July 19</b> - Governance Committee has not met due to quoracy issues.	P Buckingham (Director of Corporate Affairs)
01/19	17 Jul 19	24/19	Report of the Chief Executive	In response to a question from Dr Catlow, who queried post-demolishment plans for the sites of ward A12 and A15, Mrs Robson provided a brief overview of the Trust's Capital Plan and suggested that this could be an area for further consideration by Governors as the site plans progressed.	H Mullen (Director of Strategy, Planning and Partnerships)
02/19	17 Jul 19	24/19	Report of the Chief Executive	In response to a question from Mr Belton, Dr Cheshire briefed the Council on the End of Life event held earlier in the afternoon, noting positive developments in this area. It was suggested that end of life care could be a topic for a future presentation to Governors.	C Wasson (Medical Director)
03/19	17 Jul 19	24/19	Governor Committee Review	In response to a comment from Mr Johnson, who noted the need to review Governor attendance at meetings and establish reasons for any instances of regular non-attendance, Mrs Parnell agreed to undertake a review in this area.	C Parnell (Interim Director of Corporate Affairs)

04/19	17 Jul 19	33/19	Quarterly Report on Quality Improvement Plan	In response to a comment from Prof Galasko, who noted that the pie charts in the report were illegible, Ms Lynch agreed to email a clearer copy of the pie charts to Governors.	A Lynch (Chief Nurse & Director of Quality Governance)

<b>Report to:</b>	Council of Governors	<b>Date:</b>	7 October 2019
<b>Subject:</b>	Chair's Report		
<b>Report of:</b>	Chair	<b>Prepared by:</b>	Mrs C Parnell

## REPORT FOR INFORMATION

<b>Corporate objective ref:</b>	N/A	<b>Summary of Report</b>  This report advises the Council of Governors of the Chair's recent activities in relation to: <ul style="list-style-type: none"> <li>• Supporting colleagues</li> <li>• Governance</li> <li>• Board development</li> <li>• Out and about</li> <li>• National news</li> </ul>
<b>Board Assurance Framework ref:</b>	N/A	
<b>CQC Registration Standards ref:</b>	N/A	
<b>Equality Impact Assessment:</b>	<input type="checkbox"/> Completed <input checked="" type="checkbox"/> Not required	

<b>Attachments:</b>
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<b>This subject has previously been reported to:</b>	<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"/> Exec Management Group <input type="checkbox"/> Quality Committee <input type="checkbox"/> F&P Committee	<input type="checkbox"/> PP 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. PURPOSE OF THE REPORT**

The purpose of this report is to advise the Council of Governors of the Chair's recent activities in relation to:

- Supporting colleagues
- Governance
- Board development
- Out and about
- National news

## **2. SUPPORTING COLLEAGUES**

Wherever I go in the Trust I am always struck by the unrelenting nature of the work that many of our colleagues do. Their ability to provide the highest possible care for patients despite a seemingly unrelenting demand for their services never fails to leave me humbled.

In the past demand for NHS services fluctuated, often in line with the seasons, giving colleagues some respite over the summer months. But, those days appear to have gone and our colleagues now seem to be under immense pressure, day in and out.

While everyone who works in this Trust should be admired for their dedication to their roles, we have a duty to make sure that we understand the pressures they are under, and to do our utmost to listen to their concerns and find ways to relieve that pressure.

Across the country the NHS is facing a nation-wide shortage of staff in key specialities as well as tight budgets, but Stockport also has its own unique pressures, including a high proportion of the population who are ageing and frail and limited alternatives to hospital care. These factors all have a major impact on our services.

Recently I have been in contact with the Chairs of our partner organisations to discuss what we can do to ensure our respective Boards are aligned in support of the work to address current pressures and develop a credible plan to get us through winter. If we are to minimise the pressures on our services and colleagues then partner organisations will need to work in a collaborative way that is truly focused and joined up.

Attracting more staff to work in Stockport is crucial and across the Trust our services are working with HR on a range of initiatives to attract new staff, whether that's working with local universities to "grow our own" or looking further afield to international recruitment as a way of filling gaps in our rotas.

It's not just about attracting new colleagues to Stockport, it's also about keeping them as part of the team. We have a number of initiatives to support colleagues at work, and we're developing many more to make this Trust a real employer of choice in the region.

Another way we can attract and retain colleagues is by developing a culture in which everyone's opinions matter; a Trust where staff feel able to speak openly about their concerns and are heard by the leaders of the organisation.

When I and other Board members visit services across the Trust we are always eager to hear about what colleagues really think about working at Stockport, the barriers to making the organisation an amazing place to work, and their ideas for how we can attract and retain the best staff.

The work we're currently doing across the Trust around values and behaviours is highlighting many things colleagues are proud of about Stockport, but also spotlighting behaviours they do not want to see here. We've still got some time to go before we complete this work, but we've already had over 1,500 comments from staff right across the organisation.

The annual NHS staff survey will be launched again soon, and while it seems to come round more quickly each year, we are urging all colleagues to complete the survey – it's a simple way for them to tell the Board what they really think about working in Stockport, and we are committed to addressing the areas that will truly make this Trust an amazing place to work.

### **3. GOVERNANCE**

The Board of Directors is committed to carrying out a deep dive into our governance. I am delighted that colleagues from NHS Improvement have offered their help, and have now begun working with us to identify how we track issues from our frontline hospital and community services through the organisation and ultimately to the Board, highlighting areas for further improvement, and looking for ways we can refine our current systems and processes.

We have also begun our preparations for the Trust's regular CQC inspection and Well Led review. To support that process we have agreed the following non-executive director leads for key topics and themes in the Trust:

- Emergency preparedness – Catherine Anderson
- Procurement – Malcolm Sugden
- Security management – Catherine Anderson
- Safeguarding – Catherine Anderson
- Risk – Mike Cheshire
- Quality – Mike Cheshire
- End of life care – Mike Cheshire
- Complaints – Marisa Logan-Ward
- Falls – Catherine Anderson
- Hip fractures – Marisa Logan-Ward
- Doctors' disciplinary action – David Hopewell
- Mortality – Mike Cheshire
- Equality and diversity – Adrian Belton
- CQC – Mark Beaton

The recent appointment of Marisa Logan-Ward and Mark Beaton as non-executive directors has prompted a review of the membership of our Board Committees, and I hope to be able to share the outcome of that piece of work shortly.

Non-executive directors have also been focusing on how we can further improve their relationship with governors. It is the responsibility of the Council of Governors to hold the Board to account via



the non-executive directors, so we are very keen to find more opportunities for governors and non-executive directors to engage with each other.

As well as introducing the information exchange session prior to the Council of Governors formal meeting, this month I will be introducing regular drop-in sessions where governors will have the opportunity to call in to meet with me and other non-executive directors to discuss any issue they would like to raise or ideas they would like to share.

#### **4. BOARD DEVELOPMENT**

After a nationwide search and rigorous interview process I am delighted to formally announce that Caroline Parnell has been appointed to the role of Director of Communications & Corporate Affairs, which will include the responsibilities of Trust Secretary. Caroline, who has been working with us on an interim basis since March, has a wealth of experience drawn from working in large NHS organisations over the last 20 years.

Her appointment concludes the changes to the Board and Executive Director Team that we agreed earlier in the year.

#### **5. OUT AND ABOUT**

It is always a pleasure to visit our hospital and community services and talk to staff about their work. However, recently my visits have focused on another group of people who play such an important part in the life of the Trust – our volunteers.

I was very pleased to join a number of our volunteers for afternoon tea and have the opportunity to present long service awards to mark their years of commitment to the Trust. We are very fortunate to have so many volunteers giving freely of their time to support our patients, colleagues and services, and I was really interested to learn that our top five most popular volunteer roles are ward helper/dining companion, breast feeding support, site guides, chaplaincy, and supporting patient surveys.

Together with the Chief Executive I also had the pleasure of meeting some of the volunteers who keep our hospital radio running. The hospital radio station has been entertaining our hospital patients for over 40 years, and its volunteers are another example of local people doing so much to support their local NHS services.

Positive relationships with our external partners are so important to the effective operation of our health and social care system, so I regularly spend time with the leaders of local organisations. Most recently I was pleased to attend Stockport Clinical Commissioning Group's (CCG) annual meeting and also Stockport Metropolitan Council's Health and Wellbeing Board. I had an excellent meeting with colleagues from Healthwatch and in the coming weeks I will be meeting the leader of the local authority and the new accountable officer for Stockport CCG.

#### **6. NATIONAL NEWS**

- **Personal development budgets** – the Treasury recently announced that it would be allocating £1,000 for every nurse, midwives and allied health professional as personal development budgets. This allocation will be part of a £210m funding boost for frontline NHS staff in 2020-21.

- **Hospital food** – the Department of Health has announced that it plans to carry out a formal review of hospital food to improve quality and make hospital food safer, healthier and more sustainable.
- **Performance** – NHS Improvement/NHS England performance figures for July highlighted that attendance at accident and emergency departments across the country increased by four per cent compared to the same period in 2018. The national performance against the four hour A&E standard has been around 86.5% for the last three months, and the list of patients waiting for treatment was 4.4m in July, an increase of 10,000 on the previous month.

## **7. RECOMMENDATIONS**

The Council of Governors is recommended to receive this report.

<b>Report to:</b>	Council of Governors	<b>Date:</b>	7 October 2019
<b>Subject:</b>	Chief Executive's Report		
<b>Report of:</b>	Chief Executive	<b>Prepared by:</b>	Mrs C Parnell

## REPORT FOR NOTING

<b>Corporate objective ref:</b> N/A	<b>Summary of Report</b>  The purpose of this report is to advise the Council of Governors of national and local strategic and operational developments
<b>Board Assurance Framework ref:</b> N/A	
<b>CQC Registration Standards ref:</b> N/A	
<b>Equality Impact Assessment:</b> <input type="checkbox"/> Completed X Not required	

<b>Attachments:</b>
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<b>This subject has previously been reported to:</b>	<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"/> Exec Management Group <input type="checkbox"/> Quality Committee <input type="checkbox"/> F&P Committee	<input type="checkbox"/> PP 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. PURPOSE OF THE REPORT**

The purpose of this report is to advise the Council of Governors of national and local strategic and operational developments.

## **2. GENERAL SUMMARY**

It is nine months since I took on the role of Chief Executive and we are now starting to see positive outcomes from the foundations we laid as an organisation earlier in the year, both in terms of developments within the Trust and with the wider health and care system.

We have been working closely with system partners on a re-refresh of a locality plan for Stockport. That work closely aligns with the re-refresh of our own strategy for the future of the Trust, which is underpinned by the engagement programme we launched last month around our values and behaviours. While that initiative is not due to conclude until next month we have already had over 1,500 comments from staff on what they value about working in the Trust.

The development of our overarching strategy for the organisation is only one part of planning for the future, the other key element is the development of clinical service strategies and we are about to begin working with our clinical teams on shaping their plans for the future of individual services.

The Greater Manchester Elective Care Programme will undoubtedly have an influence on many of those service strategies, which is why I was delighted to be asked to chair the programme along with Dr Cath Briggs, chair of Stockport Clinical Commissioning Group. We recently launched the programme with an event that attracted senior executive and clinical representation from local provider organisations, as well as colleagues from commissioning, primary care and the GM Health and Social Care Partnership. The programme is bringing together international, national and regional best practice around a number of defined priorities for the future and Stockport will have the exciting opportunity to be an early adopter.

Engaging our clinicians in both system and Trust initiatives is crucial to achieving our aspirations for the future and with my director colleagues I have really welcomed the opportunity to take part in a rolling programme of meetings with the clinicians working in our business groups. We have now met with each group and they have given us valuable insights into some of the challenges our clinicians are facing, as well as the work they are most proud of.

The feedback from those sessions was shared at the first meeting of our Senior Leadership Group last month. This group, which meets bi-monthly, brings together all the senior leaders in the organisation from both the business groups and corporate services to ensure strategic alignment of our efforts, and it also responds to a number of the issues raised in the Board's recent 360 degree feedback.

These developments, both within the Trust and the wider system, are the results of months of planning and discussion so it is good to see them start to come to fruition. Sometimes it can take much longer for plans to come together, such as those for an emergency care campus. A couple of years ago our teams put a huge amount of effort into a business case for the development of such a campus at Stepping Hill Hospital, but at the time we were not successful in securing central funding for the scheme.

So, in August, we were delighted to be contacted by the Department of Health to be told that it was to be one of 20 schemes to receive national funding to upgrade NHS estates and support service transformation. The announcement was great news for the Trust and attracted a huge amount of positive local and national media coverage.

Health minister Chris Skidmore visited the hospital along with local MPs William Wragg and Mary Robinson to see some of the challenges facing our current emergency department. They also heard about how we will spend the £30.5m of funding on the development of an emergency care campus that will include an urgent care treatment centre, GP assessment unit and planned investigation unit. We know that it will take some time to become a reality but this development will radically change the way we provide emergency care in Stockport.

While this is great news for the future of the Trust, on a daily basis we are faced with the challenges of trying to manage a rising demand for services at a time when there are national shortages of staff in key specialities. That has been the challenge for our breast diagnostic services for a considerable period of time, and earlier this year, due to ongoing staffing issues, we took the difficult decision to temporarily suspend our breast diagnostic service.

Since then people referred to us for tests and other diagnostic procedures have been cared for by neighbouring trusts, with support from our staff. We have now agreed with Stockport Clinical Commissioning group, and with the support of the local scrutiny of health committee, that these services should be commissioned on a permanent basis from other trusts. This means that now all new and follow-up patients will have their appointments at Wythenshawe Hospital.

We may still care for patients requiring surgery if their procedure does not require input from a radiologist, and the change will not impact on patients currently receiving breast cancer treatment at Stepping Hill Hospital or the regular breast screening programme.

Our staff have worked extremely hard over the last few months in partnership with colleagues from neighbouring trusts to ensure patients get the support they need in a timely manner. As a result of the commissioning change many of our colleagues have transferred to neighbouring trusts on a permanent basis, and we held a celebration event last week to mark the outstanding work they have done for patients and to offer them our best wishes for their future.

### **3. REGULATORY NEWS**

**Stockport System Escalation Meeting** – last month the Trust and other partner organisations from Stockport met with representatives of NHS England/NHS Improvement and Greater Manchester Health and Social Care Partnership to review the system challenges in delivering the four hour emergency performance standard.

All attendees agreed that a continued focus on improving and sustaining urgent and emergency care performance was critically important for local patients, as was ensuring sufficient capacity and service resilience ahead of winter.

The meeting discussed the key issues affecting the system including staffing, Stockport having a high proportion of frail and elderly patients, an increase in emergency department attendances,

opportunities to improve streaming of patients, the management of stranded patients, and out of hospital capacity. System representatives also discussed the need to consider the requirement of extra bed capacity ahead of winter to provide an additional buffer for services at times of peak demand.

It was agreed to develop a short term recovery plan, including three to four priorities for the Trust to address and three to four priorities for the Stockport system to action, alongside the system's winter plan. Regular teleconferences will be held to follow up on agreed actions and review progress against the priorities set out in the recovery plan.

**NHS Oversight Framework** - NHS England/NHS Improvement have published the new NHS Oversight Framework for 2019-20, outlining the joint approach the two organisations will take to oversee organisational performance and identify where providers and commissioners may need support. The framework has replaced the NHS single oversight framework for providers.

The new framework highlights that 2019-20 will be a transitional year with NHSE/I regional teams coming together to support local systems. Regional directors and their teams will lead on system oversight, and determine the level of oversight that best meets local assurance needs.

The framework's dataset broadly reflects existing oversight and assessment priorities and are aligned to the NHS Long Term Plan. Four new staff metrics have been added based on the annual NHS staff survey and covering bullying and harassment, teamwork and inclusivity. Regional teams will use information from the datasets and local insight to identify where support is required, and there will be a greater emphasis on system performance and working through system leaders to address problems.

#### 4. EVENTS

- **Flu campaign** – last week saw the start of our annual campaign encouraging staff to be immunised against flu to protect themselves, their families and our patients. Last year we were amongst the highest performing trusts in the country for the number of staff taking up the vaccination offer. This year every NHS organisation has been set the challenge of vaccinating 100% of their staff, and we will be offering colleagues in both hospital and community settings a range of opportunities to be immunised.
- **Fracture free August** – in August we had the lowest ever recorded number of patients falling while in hospital, and as a result no-one suffered a fracture in month. This is excellent news for our patients and I would like to congratulate all our staff who contributed to this important patient safety outcome.
- **Stroke services** – colleagues working in our stroke services have been congratulated by Greater Manchester Stroke Operational Delivery Network for once again achieving impressive results in the Sentinel Stroke National Audit Programme.
- **World Sepsis Day** – sepsis is a potentially life threatening complication of an infection, and it requires prompt diagnosis and treatment. To mark World Sepsis Day Trust staff organised a week of activities to raise awareness of the condition, its symptoms and how to treat it. Thank you to everyone who contributed to this busy week of events.
- **Armed Forces** – The Trust has been awarded a silver award from the Ministry of Defence's Employer Recognition Scheme, one of just three NHS trusts and nine organisations in the NW to receive the award. It recognises the Trust's commitment to the Armed Force community, and our work to support veterans has also been chosen to be showcased at the NHS Providers conference in Manchester next month.

- **Organ Donation Week** – to mark this important national event a group of hardy cyclists from the Trust, including Medical Director Dr Colin Wasson, took part in a marathon ride. Some cycled from Stepping Hill Hospital to the local transplant centre at Wythenshaw Hospital, while others carried on to Leeds. They joined cyclists from other NHS organisations in the event to raise awareness of the importance of organ donations. Well done to everyone who took part.
- **Manchester Pride** – staff from across the Trust represented the organisation at the annual Manchester Pride event showing their support for equality, diversity and inclusiveness.
- **AHP Day** – our allied health professionals are busy organising an event on 14 October to raise awareness of the varied roles of AHPs and celebrate the contribution they make to high quality patient care. The event will be held in the Pinewood Centre from 1-2.30pm.
- **Stockport 10k** – Congratulations to all the Trust staff, including directors Alison Lynch and Hugh Mullen, who took part in the recent Stockport 10k run.

## 5. RECOMMENDATION

The Council of Governors is recommended to receive this report.



<b>Report to:</b>	Council of Governors	<b>Date:</b>	7 October 2019
<b>Subject:</b>	Operational Performance Report: to the end of August 2019 (2019/20 Month 5)		
<b>Report of:</b>	Sue Toal, Chief Operating Officer	<b>Prepared by:</b>	Tracy Wood, Performance Manager

## REPORT FOR INFORMATION

<b>Corporate objective ref:</b> C3b, C5b, C5c, C5d  <b>Board Assurance Framework ref:</b> SO3, SO5  <b>CQC Registration Standards ref:</b> CQC Responsive  <b>Equality Impact Assessment:</b> <input type="checkbox"/> Completed <input checked="" type="checkbox"/> Not required	<b>Summary of Report</b>  The Council of Governors is asked to note progress against the performance objectives for the Trust as at the end of August (month 5).
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<b>Attachments:</b>
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<b>This subject has previously been reported to:</b>	<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 checked="" type="checkbox"/> F&P Committee	<input type="checkbox"/> PP 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 – Operational Performance Group
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## 1. INTRODUCTION

The Council of Governors are asked to note the progress and assurance against the performance objectives of the Trust as at the end of August 2019 (month 5).

## 2. BACKGROUND

This report sets out the operational position and key performance issues for the Trust in 2019/20. The outlook for the Trust against the performance objectives within the single oversight framework remains challenging; particularly in respect of the urgent care performance and referral to treatment standards.

## 3. REPORTS

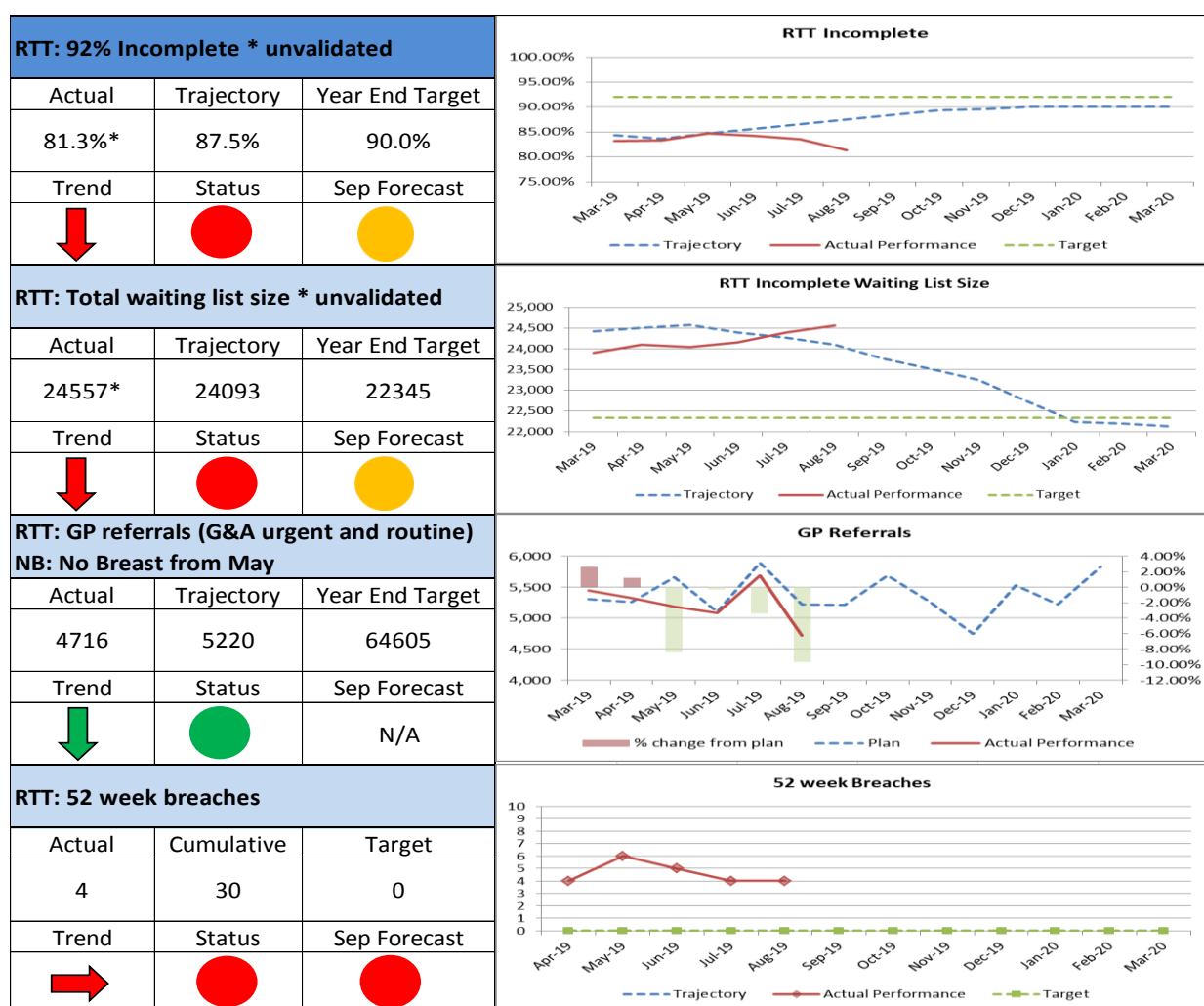
A summary of all the indicators reviewed by the Operational Performance Group can be found in Appendix 1.

### 3.1 RTT

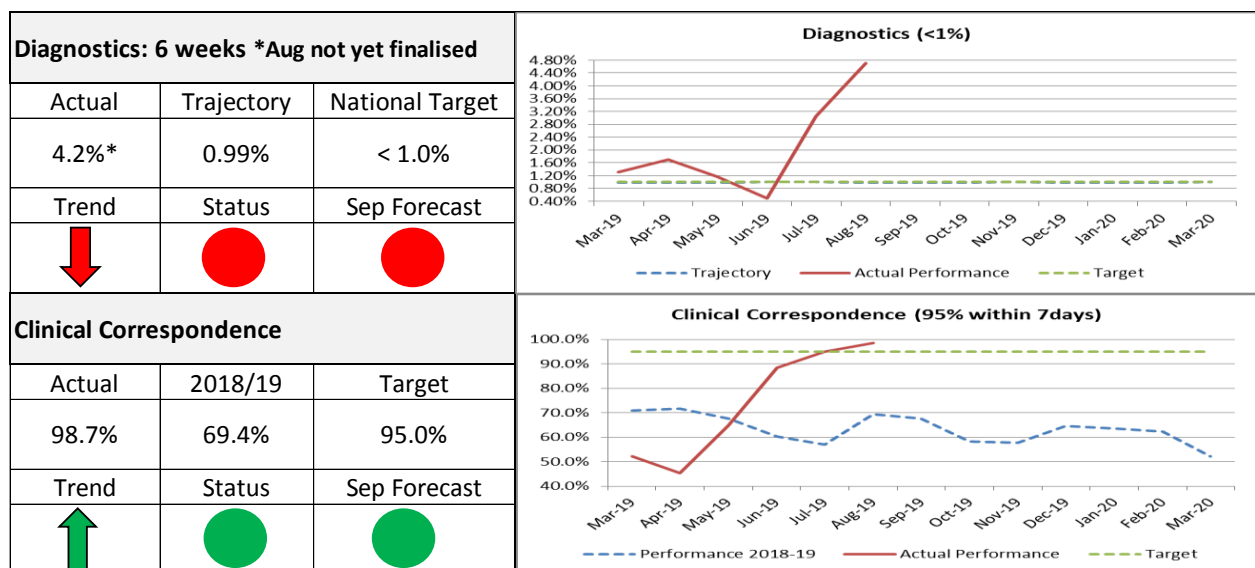
The absolute final August position is not known at the time of writing. However, the RTT waiting list size increased and not meeting trajectory.

Incomplete RTT performance is behind trajectory in month however, positively, T&O achieved the 92% target.

Orthodontics has the worst performance but Diabetes, Rheum, Oral, Gastro, Haem, ENT and Urology are all achieving less than 80%. Intensive, focussed validation of the waiting lists is being undertaken by the Business Groups.



The Business Groups have been asked to provide specialty level recovery plans and trajectories. Even when taking into consideration the loss of circa 300 referrals a month, as a result of the closure of the Breast Service, GP referrals were still less than plan in month. Work is underway to provide a dataset with Breast referrals and activity removed to allow comparisons to be drawn and referral and activity trends to be accurately mapped. 2ww referrals were up 5.9% in July 19 compared to July 18 and are up 2.5% on the year to date.

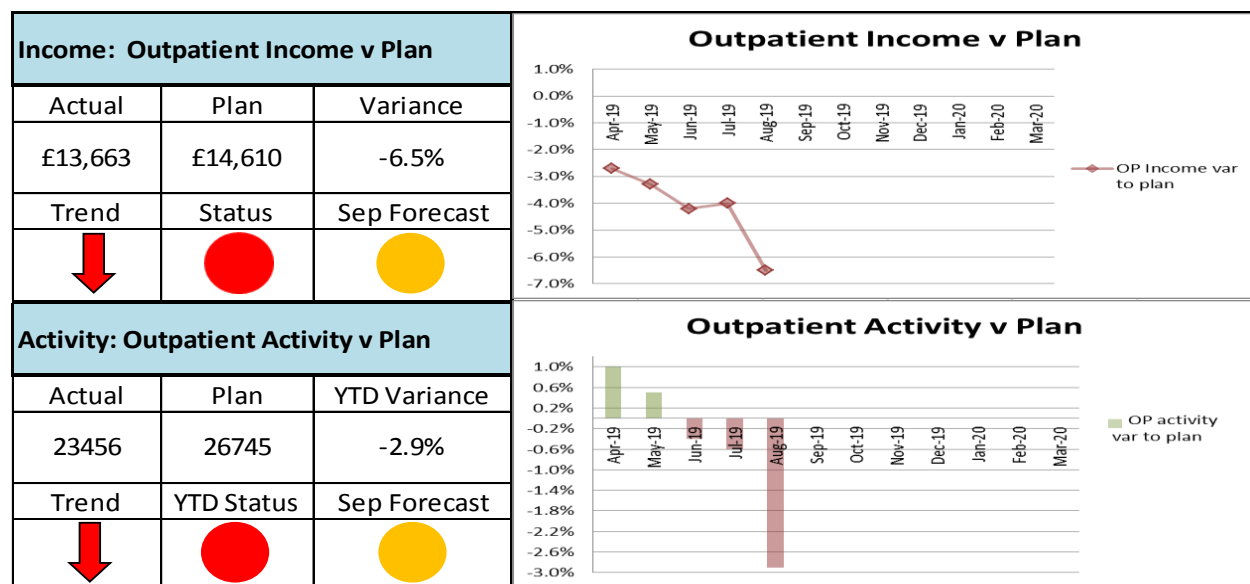


The diagnostic standard was not achieved in August due to the backlog associated with Endoscopy patients becoming overdue. The plans to address the backlog have been delayed as a result of the Nurse Endoscopist taking sick leave following a fall and fracture. The service is now predicting to be back on track by the end of November. Delays for patients requiring ECGs or Stress Echos are now resolved and the Medicine & Clinical Support BG is not anticipating any breaches of the standard in September.

Performance against the clinical correspondence target has continued above the 95% target. Plans are being put in place to amend reporting to include all elements of the correspondence pathway and measure from clinic to letter distribution.

### 3.2 Activity v Income

Out-patient income is almost £0.95m adverse to plan at the end of August. Total attendances at the end of month 5 are 3,944 behind plan.



Elective in-patient income is behind plan by £0.49m (62 cases below plan), but elective day case activity remains ahead of plan by 14 cases (despite being 168 behind plan in August). Day case income is over plan by just over £60k. Cumulatively, this brings total elective activity to -48, and income -£0.43m.

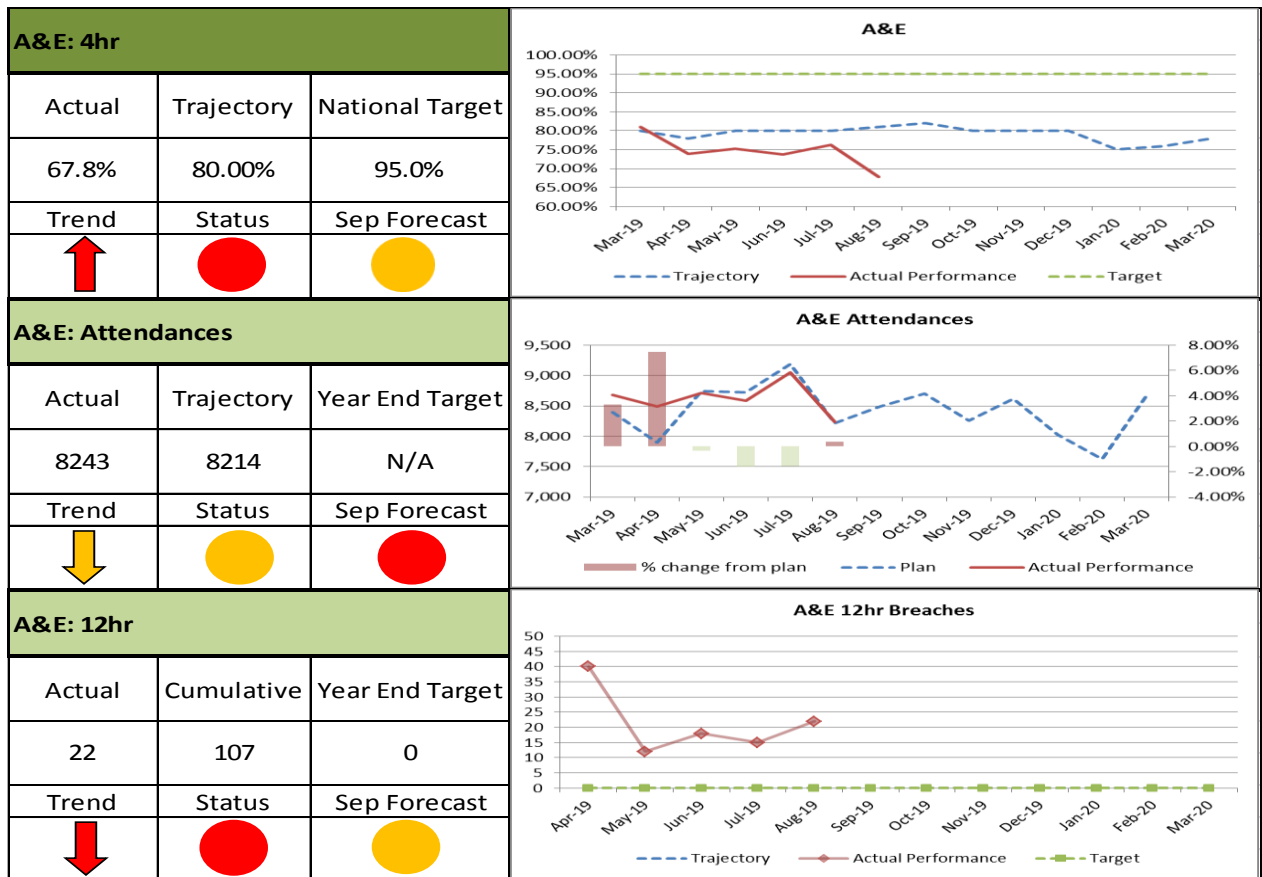


### 3.3 Urgent Care

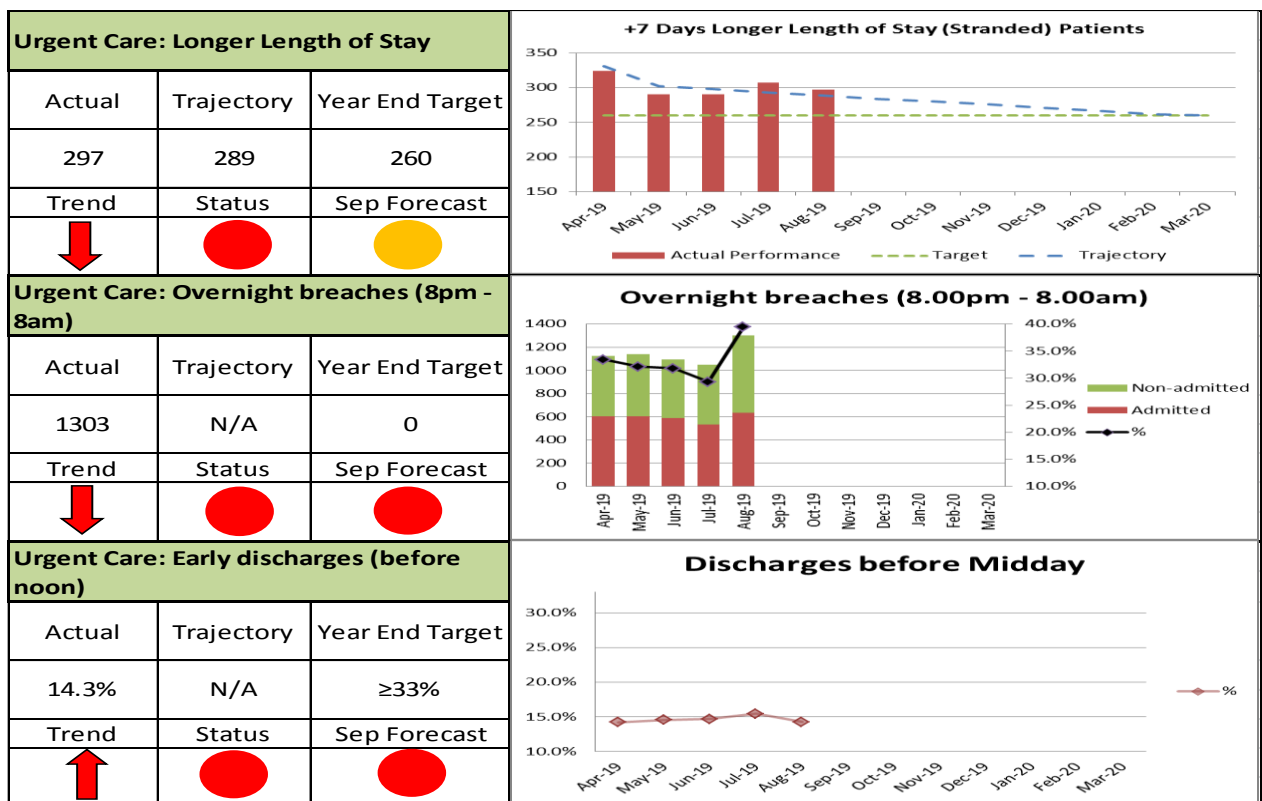
Overall attendances in August were slightly more than predicted with an average attendance of 266 patients per day (up on the 259 per day experienced in August 2018). Performance deteriorated in August, falling well short of the 81% improvement trajectory, as a result of a drop in the number of patients fit for discharge and sub-optimal staffing levels in ED. Performance at the time of writing in September is also proving challenging in the number of Medically Optimised patients Awaiting Transfer increasing.

Internally work to improve flow across the Trust through implementation of Safer continues with particular focus on discharges before midday and reducing the number of stranded patient and length of stays.

Within the ED work on improving streaming and assessment continue, as do development of plans to redesign the Urgent Care footprint following the award of Wave 4 capital.

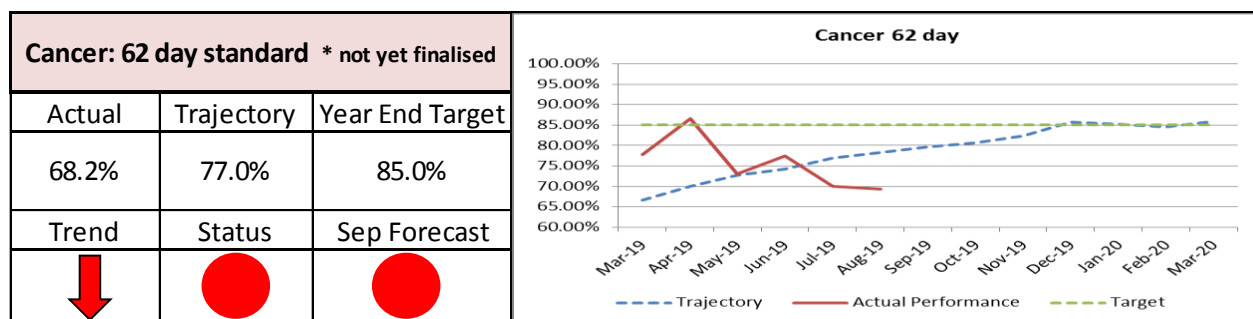


In August there was a further increase in the number of +21 day Longer Length of Stay (LLOS) patients though the number of +7 day LLOS patients fell slightly (though still above trajectory). A focus remains on further reducing these numbers in the coming weeks. Disappointingly, there was a sharp increase in Overnight Breaches and an overall decrease in Discharges before Midday in month, a renewed focus on red rigour and use of the discharge lounge is in place. NB) Some notable improvement in medical wards compliance with Safer metrics.

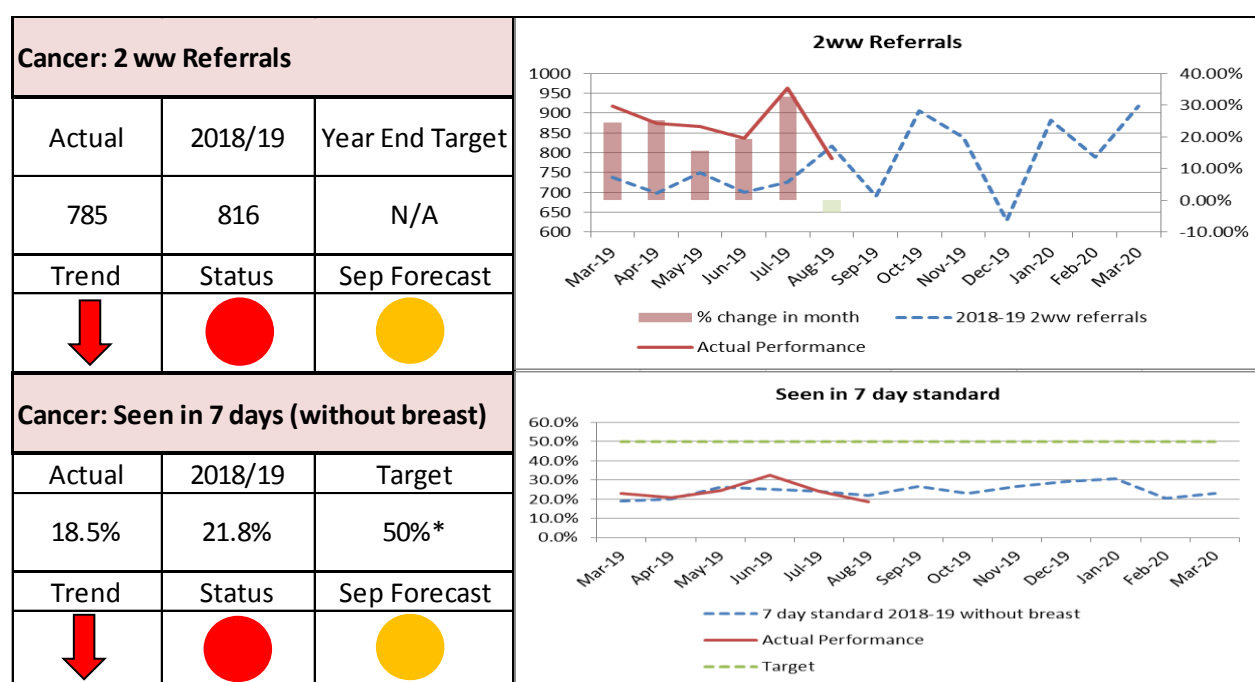


### 3.4 Cancer

Whilst not yet finalised the Trust is unlikely to meet the improvement trajectory set for 62 day referral to treatment in August. A number of issues are contributing to the sub-optimal performance in month including, waits for diagnostics, patient compliance, complex pathways, cross tumour sites and issues with the prostrate pathway.



The 'straight to test' pathway for Lung patients commenced early in September which should help reduce the wait for diagnostics for those patients.



Challenges continue with diagnostic capacity and increased turn-round times for CT and Histopathology, which is compounded by a sustained increase in 2ww referrals into the Trust.

The Trust is progressing recruitment to posts to support lung and colorectal pathways following successful transformation funding bids to GM Cancer and have just heard that a bid to support the prostate pathway has been successful in securing a navigator post.

## 4. CONCLUSION

The Council of Governors are asked to note the content of the report.

## Summary Dashboard

## Appendix 1

Chief Operating Officer										
Diagnostics: 6 Week Standard	Responsive	Aug-19	<= 1%	4.7%						2.2%
Cancer: 62 Day Standard	Responsive	Aug-19	>= 78.3%	69.4%						75.4%
Cancer: 14 day standard	Responsive	Aug-19	>= 93.4%	94.5%						88.2%
Cancer: Breast symptomatic	Responsive	Aug-19	>= 93.51%	0.0%						20.0%
Cancer: 31 Day 1st Treatment	Responsive	Aug-19	>= 96%	100.0%						97.8%
Cancer: 31 Day 2nd Treatment: Drugs	Responsive	Aug-19	>= 98%	100.0%						100.0%
Cancer: 31 Day 2nd Treatment: Surgery	Responsive	Aug-19	>= 94%							100.0%
Cancer: 104 Day Breaches	Responsive	Jul-19	<= 0	3.0						14.0
Referral to Treatment: Incomplete Pathways	Responsive	Jul-19	>= 86.6%	83.5%						83.9%
Referral to Treatment: Incomplete Waiting List Size	Responsive	Jul-19	<= 24261	24389						
Referral to Treatment: Admitted backlog	Responsive	Jul-19	<= 250	826						
Referral to Treatment: Non-Admitted backlog	Responsive	Jul-19	<= 1150	3203						
Referral to Treatment: Training Compliance	Responsive	Aug-19	>= 95%	63.6%						
Clinical Correspondence	Safe	Aug-19	>= 95%	98.7%						77.9%
Outpatient Hospital Cancellation Rate (UoR)	Responsive	Aug-19	<= 9%	10.1%						10.5%
Outpatient DNA rate (UoR)	Effective	Aug-19	<= 7.4%	7.3%						6.8%
Outpatient Clinic Utilisation (UoR)	Effective	Aug-19	>= 90%	84.9%						83.8%
Outpatient New to Follow-up Ratio (UoR)	Effective	Aug-19	<= 1.77	2.20						2.19
Outpatient Waiting List: Overdue Follow-up Appointments	Responsive	Aug-19		11525						
Theatres: Delivered Sessions vs. Plan	Effective	Aug-19	>= 100%	89.8%						93.6%
Theatres: In-Session Touch-time Utilisation (UoR)	Effective	Aug-19	>= 85%	75.4%						
Cancelled Operations: Non-clinical reasons	Effective	Aug-19	<= 0.85%	1.5%						
Cancelled Operations: Rebook within 28 days	Effective	Aug-19	<= 0	1						
Cancelled Operations: Urgent operations	Effective	Aug-19	<= 0	0						
Pre-Procedure Elective Bed Days (UoR)	Effective	Aug-19	<= 0.13	0.06						
Pre-Procedure Non-Elective Bed Days (UoR)	Effective	Aug-19	<= 0.81	1.17						



Indicator	Domain	Report Month	Target	Actual	PAT Rating	Direction	BG I	PAT M	S	W	YTD
Elective Day Case Activity vs. Plan	Responsive	Aug-19	>= 0%	0.1%	<div></div>	↓	<div></div>	<div></div>	<div></div>	<div></div>	0.1%
Elective Day Case Income vs. Plan	Responsive	Aug-19	>= 0%	0.6%	<div></div>	↓	<div></div>	<div></div>	<div></div>	<div></div>	0.6%
Elective Inpatient Activity vs. Plan	Responsive	Aug-19	>= 0%	-2.5%	<div></div>	↑	<div></div>	<div></div>	<div></div>	<div></div>	-2.5%
Elective Inpatient Income vs. Plan	Responsive	Aug-19	>= 0%	-5.9%	<div></div>	↑	<div></div>	<div></div>	<div></div>	<div></div>	-5.9%
Outpatient Activity vs. Plan	Responsive	Aug-19	>= 0%	-2.9%	<div></div>	↓	<div></div>	<div></div>	<div></div>	<div></div>	-2.9%
Outpatient Income vs. Plan	Responsive	Aug-19	>= 0%	-6.5%	<div></div>	↓	<div></div>	<div></div>	<div></div>	<div></div>	-6.5%
Ambulance handovers delays of 30 to 60 minutes	Responsive	Aug-19		348	<div></div>	↑	<div></div>	<div></div>	<div></div>	<div></div>	
Ambulance handover delays of over 60 minutes	Responsive	Aug-19		58	<div></div>	↑	<div></div>	<div></div>	<div></div>	<div></div>	
Length of Stay: Non-Elective (UoR)	Effective	Aug-19	<= 9	10.81	<div></div>	↓	<div></div>	<div></div>	<div></div>	<div></div>	10.89
Length of Stay: Elective (UoR)	Effective	Aug-19	<= 2.6	3.50	<div></div>	↑	<div></div>	<div></div>	<div></div>	<div></div>	2.62
Stranded Patient Count (UoR)	Effective	Aug-19	<= 297	297	<div></div>	↓	<div></div>	<div></div>	<div></div>	<div></div>	
Super-Stranded Patient Count (UoR)	Effective	Aug-19	<= 131	146	<div></div>	↑	<div></div>	<div></div>	<div></div>	<div></div>	
Discharges by Midday	Effective	Aug-19	>= 33%	15.3%	<div></div>	↑	<div></div>	<div></div>	<div></div>	<div></div>	15.6%
A&E: Overnight Breaches	Effective	Aug-19		1303	<div></div>	↑	<div></div>	<div></div>	<div></div>	<div></div>	
A&E: 4hr Standard	Responsive	Aug-19	>= 81%	67.8%	<div></div>	↓	<div></div>	<div></div>	<div></div>	<div></div>	73.5%
Indicator	Domain	Report Month	Target	Actual	PAT Rating	Direction	BG I	PAT M	S	W	YTD
Medical Director											
A&E: 12hr Trolley Wait	Responsive	Aug-19	<= 0	22	<div></div>	↑	<div></div>	<div></div>	<div></div>	<div></div>	107
Chief Nurse & Director of Quality Governance											
Referral to Treatment: 52 Week Breaches	Responsive	Jul-19	<= 0	4	<div></div>	↓	<div></div>	<div></div>	<div></div>	<div></div>	30
Director of Finance											
Non-Pay vs. Plan	Well-Led / Efficient	Jul-19	<= 0%	0.9%	<div></div>	↓	<div></div>	<div></div>	<div></div>	<div></div>	
Pay vs. Plan	Well-Led / Efficient	Jul-19	<= 0%	1.3%	<div></div>	↓	<div></div>	<div></div>	<div></div>	<div></div>	
Income vs. Plan	Well-Led / Efficient	Jul-19	>= 0%	-1.0%	<div></div>	↑	<div></div>	<div></div>	<div></div>	<div></div>	

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<b>Report to:</b>	Council of Governors	<b>Date:</b>	7 October 2019
<b>Subject:</b>	Review of Council of Governors' Standing Orders		
<b>Report of:</b>	Interim Director of Corporate Affairs	<b>Prepared by:</b>	Mrs C Parnell

## REPORT FOR APPROVAL

<b>Corporate objective ref:</b>	N/A	<b>Summary of Report</b>  During the recent review of the Trust's Constitution it was highlighted that the Council of Governors' Standing Orders had not previously been amended to take into account changes to the Health and Social Care Act.  The standing orders (attached) have subsequently been amended and changes highlighted in items 1.3, 4.2.2, 5, and 10.9.  The Council of Governors is recommended to approve the changes.
<b>Board Assurance Framework ref:</b>	N/A	
<b>CQC Registration Standards ref:</b>	N/A	
<b>Equality Impact Assessment:</b>	<input type="checkbox"/> Completed <input checked="" type="checkbox"/> Not required	

<b>Attachments:</b>
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<b>This subject has previously been reported to:</b>	<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"/> Exec Management Group <input type="checkbox"/> Quality Committee <input type="checkbox"/> F&P Committee	<input type="checkbox"/> PP 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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**ANNEX 7 – STANDING ORDERS FOR THE PRACTICE AND PROCEDURE OF  
THE COUNCIL OF GOVERNORS**

**1. INTERPRETATION**

- 1.1 Save as permitted by law, the Chair of the Foundation Trust shall be the final authority on the interpretation of Standing Orders (on which he/she shall be advised by the Trust Secretary).
- 1.2 If there is any conflict between these Standing Orders and the Constitution, the Constitution shall prevail.
- 1.3 Any expression to which a meaning is given in the 2006 and 2012 Act shall have the same meaning in this interpretation and in addition:

**“Board of Directors”** shall mean the Chair and Non-Executive Directors and the Executive Directors.  
(As detailed in para 23.2 of the Constitution)

**“Chair”** is the person appointed as Chairman by the Council of Governors in accordance with this Constitution. The expression “the Chair” shall be deemed to include the Deputy Chairman or otherwise a Non-Executive Director appointed by the Board of Directors to preside for the time being over its meetings.

**“Chief Executive”** shall mean the chief officer of the Trust.

**“Constitution”** means the constitution of the Trust and all annexes to it, as may be amended from time to time.

**“Council of Governors”** means the Council of Governors of the Trust;

**“Director”** shall mean a person appointed to the

Board of Directors in accordance with the Trust's Constitution and includes the Chair.

**“Governor”** means a Governor of the Council of Governors

**“Meeting”** means a duly convened meeting of the Council of Governors;

**“Motion”** Means a formal proposition to be discussed and voted on during the course of a meeting.

**“Nominated Officer”** means an Officer charged with the responsibility for discharging specific tasks within Standing Orders.

**“Officer”** means an employee of the Trust.

**“Question on Notice”** means a question from a Governor (notice of which has been given pursuant to Standing Order 4.7.2) about a matter over which the Council has powers or duties or which affects the services provided by the Trust;

**"SOS"** means Standing Orders.

**“Trust Secretary”** means the Secretary of the Trust or any other person appointed to perform the duties of the Secretary, including a joint assistant or deputy secretary.

## 2. GENERAL INFORMATION

- 2.1 These Standing Orders for the practice and procedure of the Council of Governors are the standing orders referred to in paragraph 18 of

the Constitution. They may be amended in accordance with the procedure set out in Standing Order 4.14 below.

- 2.2 The purpose of the Council of Governors' Standing Orders is to ensure that the highest standards of corporate governance and conduct are applied to all meetings of the Council of Governors and associated deliberations. The Council shall at all times seek to comply with the Trust's statement of roles and responsibilities in relation to the Council of Governors, the Trust's Code of Conduct for Governors and the Trust's Stewardship Standards for Governors.
- 2.3 All business shall be conducted in the name of the Trust.
- 2.4 A Governor who has acted honestly and in good faith will not have to meet out of his or her own personal resources any personal civil liability which is incurred in the execution or purported execution of his or her functions as a Governor save where the Governor has acted recklessly. Any costs arising in this way will be met by the Trust. On behalf of the Council of Governors, and as part of the Trust's overall insurance arrangements, the Board of Directors shall put in place appropriate insurance provision to cover such indemnity as appropriate.

### **3. Composition of the Council of Governors**

- 3.1. The composition of the Council of Governors shall be in accordance with paragraph 12 and Annex 3 of the Constitution.
- 3.2. **Appointment and Removal of the Chair and Deputy Chair of the Council of Governors** - These appointments shall be made by the Council of Governors in accordance with paragraphs 26 and 27 of the Constitution.
- 3.3. **Duties of Deputy Chair** - Where the Chair of the Trust has died or has otherwise ceased to hold office or where he/she has been unable to perform his/her duties as Chair owing to illness, or any other cause, references to the Chair shall, so long as there is no Chair able to perform his/her duties, be taken to include references to the Deputy Chair or the Non-Executive Director nominated by the Council of Governors to take on the duties of the Chair or Deputy Chair should both be absent from a meeting or otherwise unavailable or unable to perform his/her duties. If the person presiding at any meeting of the Council of Governors has a conflict

of interest in relation to the business being discussed, the Lead Governor appointed by the Council of Governors will chair that part of the meeting.

#### **4. Meetings of the Council of Governors**

##### **4.1. Admission to meetings**

- 4.1.1 Meetings of the Council of Governors must be open to the public (which, for the avoidance of doubt, includes representatives of the press), subject to 4.1.2 and 4.1.3 below.
- 4.1.2 The Council of Governors may resolve to exclude members of the public or a representative from the press from any meeting or part of a meeting for reasons of commercial confidentiality or for other special reasons.
- 4.1.3 The Chair may exclude any member of the public or representative from the press from the meeting of the Council of Governors if he/she considers that that member of the public or representative from the press is interfering with or preventing the proper conduct of the meeting or for other special reasons.
- 4.1.4 Meetings of the Council of Governors shall be held at least four times each financial year at such times and places that the Chair may determine in consultation with the Trust Secretary and Lead Governor.
- 4.1.5 Without prejudice to the power of the Council of Governors to require one or more of the Directors to attend a meeting of the Council of Governors for the purposes of obtaining information about the Trust's performance of its functions or the Directors' performance of their duties (and decide whether to propose a vote on the Trust's or Directors' performance) at paragraph 17.3 of the Constitution, the Council of Governors may invite the Chief Executive, one or more Directors or a representative of the auditor or other advisors , as appropriate, to attend any meeting of the Council of Governors to enable Governors to raise questions about the Trust's affairs.

##### **4.2 Calling Meetings**

- 4.2.1 Meetings of the Council of Governors may be called by the Trust Secretary or the Chair or seven Governors (including at least two elected Governors and one appointed Governor)



who give written notice to the Trust Secretary specifying the business to be carried out. The Trust Secretary shall send a written notice to all Governors as soon as possible after receipt of such a request. The Trust Secretary shall call a meeting on at least fourteen but not more than twenty-eight days' notice to discuss the specified business. If upon receipt of such a request, the Trust Secretary fails to call such a meeting, the Chair or seven Governors, whichever is the case, shall call the meeting.

- 4.2.2 All decisions taken in good faith ~~at a meeting of~~ by the Council of Governors or of any committee of the Council of Governors shall be valid even if it is discovered subsequently that there was a defect in the ~~calling of the meeting~~ decision process, or the appointment or election of the Governors attending the meeting.

#### 4.3 **Notice of Meetings**

- 4.3.1 The Trust Secretary shall deliver a schedule of the dates, times and venues of meetings of the Council of Governors for each financial year, six months in advance of the first meeting of the Council of Governors to be called, duly agreed by the Chair or by an Officer of the Trust authorised by the Chair to sign on his/her behalf, to every Governor, or send such schedule by post to such Governor. Lack of service of the notice on any Governor shall not affect the validity of a meeting, subject to 4.3.4 below.
- 4.3.2 Notwithstanding 4.3.1, and subject to 4.3.3, should an additional meeting of the Council of Governors be called pursuant to 4.2, the Trust Secretary shall, as soon as possible, deliver written notice of the date, time and venue of the meeting to every Governor, or send notice to such Governor, so as to be available to him at least fourteen days but not more than twenty-eight days' notice before the meeting. Such notice will also be published on the Trust's website.
- 4.3.3 The Chair may waive the notice required pursuant to 4.3.2 in the case of emergencies or in the case of the need to conduct urgent business.

- 4.3.4 Subject to 4.3.3, failure to serve notice on more than three quarters of Council of Governors will invalidate any meeting. A notice will be presumed to have been served 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, 48 hours after it was sent.
- 4.3.5 Before each meeting of the Council of Governors, the Trust Secretary shall ensure that every Governor is provided with reasonable notice of the details of the business to be transacted in it. In the case of a meeting called by Governors pursuant to paragraph 4.2.1, no business shall be transacted at the meeting other than that specified in the notice.

#### **4.4 Setting the Agenda**

- 4.4.1 The Trust Secretary shall ensure an agenda, minutes of the previous meeting of the Council of Governors, copies of any Questions on Notice and/or motions on notice to be considered at the relevant meeting of the Council of Governors and any supporting papers are delivered to every Governor, or sent electronically to such Governor, so as to be available to him/her normally at least seven days in advance of the meeting.
- 4.4.2 Approval of the minutes of the previous meeting of the Council of Governors will be a specific item on each agenda.
- 4.4.3 In the case of a meeting called by the Chair, a Governor desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least ten clear days before the meeting. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.
- 4.4.4 Without prejudice to the Chair's discretion to allow urgent motions or urgent questions, there will no agenda item entitled "Any Other Business." Instead, there will be an item for Questions on Notice and/or motions on notice which are subject to other provisions of these standing orders.

#### **4.5 Chair of Meeting**

At any meeting of the Council of Governors, the person presiding shall be determined in accordance with paragraph 17.1 of the Constitution.

#### **4.6 Notices of Motions**

4.6.1 For the avoidance of doubt, motions by the Council of Governors may only concern matters for which the Council of Governors has a responsibility or which affect the services provided by the Trust.

4.6.2 Notice of motion to amend or rescind any resolution (or the general substance of any resolution), which has been passed within the preceding six calendar months, shall bear the signature of the Governor who gave it and the signature of seven other Governors. When any such motion has been disposed of by the Council of Governors it shall not be competent for any Governor, other than the Chair, to propose a motion to the same effect within six months; however the Chair may do so if he/she considers it appropriate.

4.6.3 Subject to 4.6.5 and except in the circumstances covered by 4.8, Governors desiring to move or amend a motion shall send a written notice thereof at least ten clear days before the meeting at which it is proposed to be considered to the Trust Secretary, such written notice to be signed or transmitted by at least two Governors. For the purposes of this 4.6, receipt of such motions by electronic means is acceptable.

4.6.4 Upon receipt of a motion, the Trust Secretary shall:

4.6.4.1 acknowledge receipt to each of the Governors who signed or transmitted it; and

4.6.4.2 insert this in the agenda for that meeting, together with any relevant papers.

4.6.5 The following motions may be moved at any meeting without notice:

4.6.5.1 To amend the minutes of the previous meeting of the Council of Governors in order to ensure accuracy;

4.6.5.2 To change the order of business in the agenda for the meeting;

4.6.5.3 To refer a matter discussed at a meeting to an

- appropriate body or individual;
- 4.6.5.4 To appoint a working group arising from an item on the agenda for the meeting;
- 4.6.5.5 To receive reports or adopt recommendations made by the Board of Directors;
- 4.6.5.6 To withdraw a motion;
- 4.6.5.7 To amend a motion;
- 4.6.5.8 To proceed to the next business on the agenda;
- 4.6.5.9 That the question be now put;
- 4.6.5.10 To adjourn a debate;
- 4.6.5.11 To adjourn a meeting;
- 4.6.5.12 To exclude the public and press from the meeting in question pursuant to 4.1.2 (in which case, the motion shall state on what grounds such exclusion is appropriate).
- 4.6.5.13 To not hear further from a Governor, or to exclude them from the meeting in question (if a member persistently disregards the ruling of the Chair or behaves improperly or offensively or deliberately obstructs business, the Chair, in his/her absolute discretion, may move that the Governor in question will not be heard further at that meeting and, if seconded, the motion will be voted on without discussion. If the Governor continues to behave improperly and in breach of the Governors' Code of Conduct after such a motion is carried, the Chair may move that either the Governor leaves the meeting room or that the meeting is adjourned for a specific period. If seconded, that motion will be voted on without discussion.)
- 4.6.5.14 To give the consent of the Council of Governors to any matter on which its consent is required pursuant to the Constitution.
- 4.6.6 The mover of a motion shall have a right of reply at the close of any discussion on the motion or any amendment thereto.

#### **4.7 Questions on Notice at Meetings**

4.7.1 Subject to 4.7.2, a Governor may ask a Question on Notice of:

4.7.1.1 the Chair;

4.7.1.2 another Governor;

4.7.1.3 an Executive Director; or

4.7.1.4 the chair of any sub-committee or working group of the Council.

4.7.2 Except in the circumstances covered by 4.8, notice of a Question on Notice must be given in writing to the Trust Secretary at least ten days prior to the relevant meeting. For the purposes of this Standing Order 4.7, receipt of any such Questions on Notice via electronic means is acceptable.

4.7.3 A response to a Question on Notice may take the form of:

4.7.3.1 A direct oral answer at the relevant meeting (which may, where the desired information is in a publication of the Trust or other published work, take the form of a reference to that publication);

4.7.3.2 Where a direct oral answer cannot be given, a written answer which will be circulated as soon as reasonably practicable to the questioner and circulated to the remaining Governors with the agenda for the next meeting.

4.7.4 Supplementary questions for the purpose of clarification of a reply to a Question on Notice may be asked at the absolute discretion of the Chair.

#### **4.8 Urgent motions or questions**

4.8.1 The Chair may, in his/her opinion, table an urgent motion or question.

4.8.2 A Governor may submit an urgent motion or question in writing to the Trust Secretary before the commencement of the meeting at which it is proposed it should be considered.

#### **4.9 Reports from the Executive Directors**

4.9.1 At any meeting, a Governor may ask any question on any report by an Executive Director or another Officer through the Chair without notice, after that report has been received by or while such report is under consideration by the Council of Governors at the meeting.

- 4.9.2 Unless the Chair decides otherwise, no statements will be made by a Governor other than those which are strictly necessary to define or clarify any questions posed pursuant to 4.9.1 and, in any event, no such statement may last longer than three minutes each.
- 4.9.3 A Governor who has asked a question pursuant to 4.9.1 may ask a supplementary question if the supplementary question arises directly out of the reply given to the initial question.
- 4.9.4 The Chair may, in his/her absolute discretion, reject any question from any Governor if, in the opinion of the Chair, the question is substantially the same and relates to the same topic as a question which has already been put to the meeting or a previous meeting.
- 4.9.5 At the absolute discretion of the Chair, questions may, at any meeting which is held in public, be asked of the Executive Directors present by members of the Foundation Trust or any other members of the public present at the meeting.

#### **4.10 Speaking**

This Standing Order applies to all forms of speech/debate by Governors or members of the Trust and public in relation to a motion or question under discussion at a meeting of the Council of Governors.

- 4.10.1 Any approval to speak must be given by the Chair.
- 4.10.2 Verbal contributions must be directed to the matter, motion or question under discussion or to a point of order.
- 4.10.3 Unless in the opinion of the Chair it would not be desirable or appropriate to time limit verbal contributions on any topic to be discussed having regard to its nature, complexity or importance, no proposal, verbal contributions nor any reply may exceed three minutes.
- 4.10.4 The Chair may, in his/her absolute discretion, limit the number of replies, questions or verbal contributions which are heard at any one meeting.
- 4.10.5 A person who has already spoken on a matter at a meeting may not speak again at that same meeting in respect of that matter unless exercising a right of reply or speaking on a point of order.

#### **4.11 Chair's Ruling**

Statements of Governors made at meetings of the Council of Governors shall be relevant to the matter under discussion at the material time and the decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be observed at the meeting.

#### **4.12 Voting**

4.12.1 Subject to the provisions of this Constitution, decisions at meetings shall be determined by a majority of the votes of the Governors present and voting. In the case of any equality of votes, the person presiding shall have a second or casting vote.

4.12.2 All decisions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Governors present so request or if the Chair so directs.

4.12.3 If at least one-third of the Governors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Governor present voted or abstained.

4.12.4 If a Governor so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

4.12.5 In no circumstances may an absent Governor vote by proxy. Subject to paragraph 4.17.3, absence is defined as being absent at the time of the vote.

4.12.6 An elected Governor may not vote at a meeting of the Council of Governors unless, before attending the meeting, they have made a declaration in the form specified by the Council of Governors of the particulars of their qualification to vote as a member of the Trust and that they are not prevented from being a Governor on the Council of Governors. An elected Governor shall be deemed to have confirmed the declaration upon attending any subsequent meeting of the Council of Governors and every agenda for meetings of the Council of Governors shall draw this to the attention of the elected Governors.

#### **4.13 Suspension of Standing Orders (SOs)**

- 4.13.1 Except where this would contravene any statutory provision or a direction made by the Secretary of State, any one or more of these Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Council of Governors are present and that a majority of those present vote in favour of suspension.
- 4.13.2 A decision to suspend SOs shall be recorded in the minutes of the meeting.
- 4.13.3 No formal business may be transacted while SOs are suspended.
- 4.13.4 A separate record of matters discussed during the suspension of SOs shall be made and shall be available to the Directors.
- 4.13.5 The Trust's Audit Committee shall review every decision to suspend SOs.

#### **4.14 Variation and Amendment of Standing Orders**

These Standing Orders shall be amended only in accordance with the procedure set out in paragraph 44 of the Constitution and only if:

- 4.14.1 the variation proposed does not contravene a statutory provision;
- 4.14.2 a motion to amend the Standing Orders is signed by seven Governors and submitted to the Trust Secretary in writing at least 21 days before the meeting at which the motion is intended to be proposed; and
- 4.14.3 no fewer than three quarters of the Governors present and voting vote in favour of the amendment.

#### **4.15 Record of Attendance**

- 4.15.1 The names of the Governors present at the meeting (including when present pursuant to paragraph 4.17.3) shall be recorded in the minutes.
- 4.15.2 Governors who are unable to attend a meeting shall notify the Trust Secretary in writing in advance of the meeting in question in order that their apologies are submitted.

#### **4.16 Minutes**

- 4.16.1 The minutes of the proceedings of the meeting shall be drawn up and maintained as a public record. They will be submitted for agreement at the next meeting where they will be signed



by the person presiding at it.

4.16.2 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the next meeting.

4.16.3 The minutes of the meeting shall be made available to the public except for minutes relating to business conducted when members of the public and press are excluded pursuant to 4.1.2 unless otherwise required by law.

#### **4.17 Quorum**

4.17.1 Ten Governors shall form a quorum.

4.17.2 If a Governor has been disqualified from participating in the discussion on any matter and from voting on any resolution by reason of the declaration of a conflict of interest he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

4.17.3 Governors are expected to attend meetings in person but on occasions the Council of Governors may agree that its members can make a request to the Trust Secretary to participate in its meetings by telephone, video or video media link and where appropriate, address communication and language needs. Participation in a meeting in this manner shall be deemed to constitute presence in person at the meeting.

### **5. Arrangements for the Exercise of Functions by Delegation**

The Council of Governors may not delegate any of its powers to a committee, ~~or~~ sub-committee, or working group, although it may appoint committees consisting of its members, Directors and other persons to assist the Council of Governors in carrying out its functions. The Council of Governors may, through the Trust Secretary, request that advisors assist them or any committee, sub-committee or working group they appoint in carrying out its duties.

## **6. Confidentiality**

- 6.1 A Governor on the Council of Governors or any of its Committees shall not disclose a matter dealt with by, or brought before, the Council of Governors or any of its Committees without its permission.
- 6.2 Members of the Nominations Committee shall not disclose any matter dealt with by the Committee, notwithstanding that the matter has been reported or action has been concluded, if the Council of Governors or the Committee resolves that it is confidential.

## **7. Declaration of Interests and Register of Interests**

- 7.1 Governors are required to comply with the Trust's Standards of Business Conduct and to declare interests to the Council in accordance with paragraph 20 of the Constitution and any other material interest as defined below. All Governors should declare such interests on appointment and on any subsequent occasion that a conflict arises.
- 7.2 Subject to the exceptions in 7.3, a "material interest" is:
  - 7.2.1 any directorship of a company;
  - 7.2.2 any interest or position in any firm, company, business or organisation (including any charitable or voluntary organisation) which has or is likely to have a trading or commercial relationship with the Trust;
  - 7.2.3 any interest in an organisation providing health and social care services to the National Health Service;
  - 7.2.4 a position of authority in a charity or voluntary organisation in the field of health and social care;
  - 7.2.5 any connection with any organisation, entity or company considering entering into a financial arrangement with the Trust including but not limited to lenders or banks.
- 7.3 The exceptions which shall not be treated as material interests for the purposes of these provisions are as follows:
  - 7.3.1 shares not exceeding 2% of the total shares in issue held in any company whose shares are listed on any public exchange;
  - 7.3.2 an employment contract with the Trust held by a Staff Governor;

- 7.3.3 an employment contract with a local authority held by a Local Authority Governor;
- 7.3.4 an employment contract with or other position of authority within an appointing organisation held by an Appointed Governor.
- 7.4 Any Governor who has an interest in a matter to be considered by the Council of Governors (whether because the matter involves a firm, company, business or organisation in which the Governor or his/her spouse or partner has a material interest or otherwise) shall declare such interest to the Council of Governors and:
  - 7.4.1 shall withdraw from the meeting (unless the Council of Governors grants permission for the Governor to remain);
  - 7.4.2 play no part in the relevant discussion or decision; and
  - 7.4.3 shall not vote on the issue (and if by inadvertence they do remain and vote, their vote shall not be counted).
- 7.5 Any Governor who fails to disclose any interest or material interest required to be disclosed under these provisions will breach their Code of Conduct and must permanently vacate their office if required to do so by a majority of the remaining Governors.
- 7.6 If a Governor has any doubt about the relevance of an interest, he/she should discuss it with the Chair or Trust Secretary who shall advise him whether or not to disclose the interest.
- 7.7 At the time a Governor's interests are declared, they should be recorded in the Council of Governors' minutes and entered on a Register of Interests of Governors to be maintained by the Trust Secretary. Any changes in interests should be declared at the next meeting of the Council of Governors following the change occurring.
- 7.8 Governors' directorships of companies likely or possibly seeking to do business with the NHS should be published in the Trust's annual report.

## **8. Register of Interests**

- 8.1 The Trust Secretary, will ensure that a Register of Interests is established to record formally declarations of interests of Governors.
- 8.2 Details of the Register will be kept up to date and reviewed annually.
- 8.3 The Register will be available to the public.

## **9. Compliance - Other Matters**

- 9.1 All Governors shall comply with the Standards of Business Conduct set by the Board of Directors for the guidance of all staff employed by the Trust.
- 9.2 All Governors of the Trust shall comply with Standing Financial Instructions prepared by the Director of Finance and approved by the Board of Directors for the guidance of all staff employed by the Trust.
- 9.3 All Governors must behave in accordance with the Trust's Statement of roles and responsibilities, Code of Conduct for Governors and Stewardship Standards as amended from time to time including the seven Nolan principles of behaviour in Public Life: -
  - Selflessness;
  - Integrity;
  - Objectivity;
  - Accountability;
  - Openness;
  - Honesty, and
  - Leadership.

## **10. Resolution of Disputes with Board of Directors**

- 10.1 Should a dispute arise between the Council of Governors and the Board of Directors, then the disputes resolution procedure set out below shall be followed.
- 10.2 The Chair, or Deputy Chair (if the dispute involves the Chair), shall first endeavour, through discussion with Governors and Directors or, to achieve the earliest possible conclusion, appropriate representatives of them, to resolve the matter to the reasonable satisfaction of both parties.
- 10.3 Failing resolution under 9.2 above, then the Board of Directors or the Council of Governors, as appropriate, shall at its next formal meeting approve the precise wording of a Disputes Statement setting out clearly and concisely the issue or issues giving rise to the dispute.
- 10.4 The Chair shall ensure that the Disputes Statement, without amendment or abbreviation in any way, shall be an agenda item

and agenda paper at the next formal meeting of the Board of Directors or Council of Governors as appropriate. That meeting shall agree the precise wording of a Response to Disputes Statement.

- 10.5 The Chair or Deputy Chair (if the dispute involves the Chair) shall immediately, or as soon as is practical, communicate the outcome to the other party and deliver the written Response to Disputes Statement. If the matter remains unresolved or only partially resolved then the procedure outlined in 9.2 above shall be repeated.
- 10.6 If, in the opinion of the Chair or Deputy Chair (if the dispute involves the Chair) and following the further discussions prescribed in 9.5 above, there is no further prospect of a full resolution or, if at any stage in the whole process, in the opinion of the Chair or Deputy Chair, as the case may be, there is no prospect of a resolution (partial or otherwise) then he/she shall advise the Council of Governors and Board of Directors accordingly.
- 10.7 On the satisfactory completion of this disputes process, the Board of Directors shall implement agreed changes.
- 10.8 On the unsatisfactory completion of this disputes process the view of the Board of Directors shall prevail.
- 10.9 Nothing in this procedure shall prevent the Council of Governors, if it so desires, from informing NHS Improvement~~Monitor~~ that, in the Council of Governors' opinion, the Board of Directors has not responded constructively to concerns of the Council of Governors that the Trust is not acting in accordance with the terms of its Constitution or not complying with the terms of the 2006 Act.

## **11. Council Performance**

- 11.1 The Chair shall, every three years, lead a performance assessment process for the Council of Governors to enable the Council of Governors to review its roles, structure and composition, and procedures, taking into account emerging best practice.
- 11.2 The performance assessment process in 10.1 shall include a review of the input into the Council of Governors of each appointing organisation.

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<b>Report to:</b>	Council of Governors	<b>Date:</b>	7 October 2019
<b>Subject:</b>	Review of Governors' attendance		
<b>Report of:</b>	Interim Director of Corporate Affairs	<b>Prepared by:</b>	Mrs C Parnell

## REPORT FOR APPROVAL

<b>Corporate objective ref:</b>	N/A	<b>Summary of Report</b>  At the July 2019 Council of Governors' meeting the Interim Director of Corporate Affairs was asked to review governors' attendance at the Council meeting.  Attached are details of individuals' attendance.  The Council of Governors is asked to review the information and support the recommendation that the Interim Director of Corporate Affairs should write to the governors with low attendance reminding them of their requirement to attend a minimum of three Council meetings in any full year, and seek assurance that their attendance will improve.
<b>Board Assurance Framework ref:</b>	N/A	
<b>CQC Registration Standards ref:</b>	N/A	
<b>Equality Impact Assessment:</b>	<input type="checkbox"/> Completed <input checked="" type="checkbox"/> Not required	

**Attachments:**

<b>This subject has previously been reported to:</b>	<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"/> Exec Management Group <input type="checkbox"/> Quality Committee <input type="checkbox"/> F&P Committee	<input type="checkbox"/> PP 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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## REVIEW OF GOVERNORS' ATTENDANCE

### 1. INTRODUCTION

At the July 2019 Council of Governors' meeting the Interim Director of Corporate Affairs was asked to review governors' attendance at the Council meeting. The information in section 2 of this report details individual governors' attendance in 2018-19 to date.

Section 8 of the Trust's Constitution is clear about governors' responsibilities in relation to attendance.

#### ***Termination of office and removal of Governors***

8. A person holding office as a Governor shall immediately cease to do so if:

8.1 He/she resigns by notice to the Trust Secretary;

8.2 He/she fails to attend three formal meetings of the Council of Governors in any Governor year unless Governors are satisfied that:

8.2.1 The absences were due to reasonable causes; and

8.2.2 He/she will be able to start attending meetings of the Trust again within such a period as they consider reasonable.

### 2. GOVERNORS ATTENDANCE

**For the Governor Year 2018/19 (to date):**

Name	Constituency	Attendance at CoG meetings
Catherine Barton	Heatons & Victoria	0/4
Eve Brown	Heatons & Victoria	4/4
Ron Catlow	Marple & Stepping Hill	4/4
Robert Cryer	Bramhall & Cheadle	2/4
Chris Dawson	Staff	3/4
Lance Dowson	High Peak	3/4
Charles Galasko	Outer Region	3/4
Kathryn Glass	Staff	2/4
Roy Greenwood	Tame Valley & Werneth	4/4
Les Jenkins	Marple & Stepping Hill	4/4
Tony Johnson	Bramhall & Cheadle	4/4
Jo Keyes	Staff	4/4
Richard King	Marple & Stepping Hill	4/4
Tad Kondratowicz	Heatons & Victoria	4/4
Carlton Lyons	Tame Valley & Werneth	4/4
Tom McGee	Appointed – Stockport MBC	3/3
Terry Morley	Tame Valley & Werneth	4/4
Jude Wells	Appointed – Stockport MBC	1/1
Lynne Woodward	High Peak	4/4
Julie Wragg	Marple & Stepping Hill	1/4
Gerry Wright	Heatons & Victoria	4/4

### **3. RECOMMENDATION**

The Council of Governors is asked to support the recommendation that the Interim Director of Corporate Affairs should write to the governors with low attendance to remind them of their responsibility to attend a minimum of three Council meetings in any full year, and seek assurances that their attendance will improve.