

COUNCIL OF GOVERNORS

MEETING

24 JULY 2017

Your Health. Our Priority.



Council of Governors bundle - 24 July 2017

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Meeting of the Council of Governors Monday, 24 July 2017

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

AGENDA

Time	4	A calculation for Albanian	Enc	Presenting
1800	1.	Apologies for Absence		
	2.	Amendments to Declarations of Interests		
1805	3.	Minutes of previous meeting: 20 April 2017	✓	A Belton
1810	4.	Chairman's Opening Remarks	Verbal	A Belton
1815	5.	Annual Report & Accounts 2016/17	✓	P Buckingham
1825	6.	External Auditor's Report – Presentation (Deloitte LLP)	Verbal	P Thomson
1850	7.	Presentation - CQC Action Plan	Verbal	A Barnes
1905	8.	Chief Executive's Report	Verbal	A Barnes
1915	9.	Non-Executive Director Appointment	✓	A Belton
1925	10.	Lead Governor – Term of Office	✓	P Buckingham
1935	11.	Governor Elections 2017	✓	P Buckingham
1940	12.	Reports from Governor Committees:	✓	Committee Chairs
		 Patient Safety & Quality Standards Committee Governance Committee Membership Committee 		Ciluii
1950	13.	Lead Governor Communication	Verbal	L Jenkins
	14.	DATE, TIME & VENUE OF NEXT MEETING		

14.1 Monday, 9 October 2017, 6.00pm in the Lecture Theatres, Pinewood House.

Calendar of Meetings 2017:

- Annual Members' Meeting: 12 October 2017, 6pm
- 6 December 2017, 2pm

14. Resolution:

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

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 Thursday 20 April 2017,

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

Present:

Mrs G Fasson

Chairman Ms L Appleton **Public Governor** Mrs L Auger **Public Governor** Mrs Y Banham Staff Governor Mrs E Brown **Public Governor Public Governor** Dr R Catlow Mrs M Cooke **Public Governor**

Dr R Cryer Public Governor Cllr L Dowson **Public Governor** Mr R Driver **Public Governor** Prof C Galasko **Public Governor** Mr R Greenwood **Public Governor** Mrs M Harrison **Public Governor** Mr C Hudsmith Staff Governor Mr L Jenkins **Public Governor** Mr T Johnson **Public Governor** Cllr T McGee Appointed Governor Mrs L Woodward **Public Governor**

In attendance:

Mrs C Anderson Non-Executive Director Mrs C Barber-Brown Non-Executive Director Mr P Buckingham **Director of Corporate Affairs** Dr G Burrows **Deputy Medical Director** Dr M Cheshire Non-Executive Director

Mrs S Curtis Membership Services Manager Mrs J Morris **Director of Nursing & Midwifery**

Mr J Sandford Non-Executive Director Mr M Sugden Non-Executive Director Ms S Toal Chief Operating Officer Mrs K Wiss **Deputy Director of Finance**

01/17 **Apologies for absence**

Apologies for absence were received from Mrs A Barnes, Mrs I Daniel, Mr F Patel, Mrs J Shaw, Mrs J Wragg, Dr C Wasson and Mr G Wright.

02/17 Amendments to Declarations of Interests

Mr P Buckingham advised the Council that there was an item later on the agenda with regard to the Declaration of Interests Register and Governors were requested to declare any amendments to the Register during that item.

ACTION

03/17 Minutes of the Previous Meeting

The Council of Governors reviewed the minutes of the previous meeting held on 8 December 2016. Mr L Jenkins proposed an amendment to the first sentence of the second paragraph of minute number 53/16 to read "Mr L Jenkins also made reference to the 'Park & Ride' service which had been provided by Stagecoach and which, until recently, had operated between Hazel Grove Park & Ride and Stepping Hill Hospital". Subject to the amendment, the minutes were agreed as a true and accurate record of the meeting. The action log was reviewed and annotated accordingly.

04/17 Chairman's Opening Remarks

Mrs G Easson welcomed Governors and colleagues in attendance to the meeting. She noted that this would be the last Council of Governors meeting chaired by her prior to retirement and wished to thank all Governors for their support over the years, with particular reference made to the Lead Governor and the Committee Chairs. Mrs G Easson wished the Governors and Mr A Belton, new Chair, well for the future and the very best success for the Trust.

The Council of Governors:

Received and noted the Chairman's Opening Remarks.

05/17 Report of the Chief Executive

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

• Implementation of Healthier Together in the South East Sector

Mrs J Morris advised the Council of the target implementation dates for the Healthier Together programme and provided an overview of the routes to funding. She noted that the Boards in Sectors would be asked to consider the Healthier Together Greater Manchester Full Business Case in May 2017.

Breaking the Cycle – 'Home for Easter'

Mrs J Morris advised that the 'Home for Easter' week which had been held between 5 and 11 April 2017, was part of the Trust's focus on facilitating patient discharge. She noted that the Trust had been supported by its Stockport partners with active engagement from the CCG, Public Health and Social Care during the week. She advised that the key lessons learnt from the week, during which the Trust's ED performance had been in excess of 90%, had been the importance of whole organisation focus on patient flow and how

the cumulative effects of what could be perceived as incidental actions could have a big effect.

• Multi-Specialty Community Provider (MCP) Development

Mr P Buckingham advised that he had been working as the Trust's representative on a Governance Sub-Group established by the Stockport Together Providers to develop governance arrangements for the business case to establish an MCP as part of an Accountable Care Trust. He advised that the work of the Governance Sub-Group had included development of proposals relating to future composition of the Council of Governors based on incorporating representatives from both primary care and the local authority. Mr P Buckingham noted that he had briefed the Governance Committee on current thinking at its meeting held on 20 March 2017 and advised that the proposed approach would result in an increase in the number of Appointed Governor members and an adjustment to base the boundaries of the Stockport public constituencies on those of the eight Stockport Together neighbourhoods. He noted that this approach would provide a more focused vehicle for member / public engagement.

Mr P Buckingham advised that the proposal would not affect the overall number of Public Governors for the Stockport constituencies and noted that a transitional approach would be taken to Governor alignment based on the current election cycle. He advised that diagrams which summarised the proposed changes in composition had been included for reference at Annex A to the report. In response to a question from Mr T Johnson, Mr P Buckingham reiterated that the proposed adjustment of the Stockport public constituency boundaries would provide a better focus of Governor engagement with the public. In response to a question from Dr R Catlow, Mr P Buckingham confirmed that the overall area covered by the eight neighbourhoods mirrored the current area covered by the Stockport public constituencies.

Prof C Galasko made reference to three processes running in parallel; Healthier Together, GM Devo and Stockport Together. Mr P Buckingham advised that GM Devo was comprised of ten locality plans, with Stockport Together being the locality plan for Stockport. Cllr T McGee noted that each of the locality plans were very different and advised that the Stockport Together model had been particularly commended by the Chief Officer of the Greater Manchester Health & Social Care Partnership. He also clarified that Healthier Together was a conurbation-wide programme rather than specific to Stockport. In response to a question from Mr R Driver, Mr P Buckingham advised that the proposed Stockport public constituency boundaries were based on the eight neighbourhoods rather than Stockport MBC Area Committees.

Cllr L Dowson noted the need to develop links with High Peak and the 'Better Care Closer to Home' programme. Mr T Johnson made

reference to his attendance at the most recent Governor strategy session and requested sight of a five-year action plan which would include detail regarding the allocation of the Vanguard monies. Mrs G Easson noted that the Council of Governors would receive regular reports on Stockport Together developments which would include financial information. In response to a follow up question from Mr T Johnson who sought further clarity with regard to timescales, Mr P Buckingham noted that the speed of the process was not entirely in the control of the four providers and advised that a full Business Case was in development for the Accountable Care Trust which was due to be considered by the Board of Directors on 25 May 2017.

Mr L Jenkins noted that he was content with the proposed governance arrangements and the alignment of the Stockport constituencies with the neighbourhood teams. He further noted that Governors would be crucially involved in the Stockport Together process with regard to the approval of a significant transaction. In response to a comment from Mr R Greenwood, Mrs G Easson acknowledged that the Trust was at a forefront of change in the absence of an existing blueprint.

Annual Quality Report 2016/17

Mrs J Morris advised that the draft Annual Quality Report had been considered at a meeting of the Patient Safety & Quality Standards Committee held on 6 April 2017. It was noted that Mrs L Auger would comment upon the preparation of the Governor Statement later on the agenda.

Operational Performance 2016/17

Mrs J Morris circulated an Operational Performance 'Flash' Report to Governors and advised that the Trust was compliant with all of the trajectories with the exception of the A&E 4-hour target.

The Council of Governors:

Received and noted the Report of the Chief Executive.

06/17 Managing Conflicts of Interest in the NHS

Mr P Buckingham provided a presentation to the Council of Governors with regard to Managing Conflicts of Interest in the NHS. The presentation covered the following subject areas:

- Introduction
- Background to the introduction of national guidance
- Purpose of the guidance
- Action for staff and organisations
- Definition of Conflicts of Interest
- 'Decision Making Staff'
- Conflict of Interest categories

• Trust Approach.

In response to questions from Mr R Driver and Prof C Galasko, Mr P Buckingham provided further clarity with regard to the process for declaring interests. In response to a question from Mr T Johnson, Mr P Buckingham advised that the electronic register system would automatically inform an individual when a declaration was due for renewal. In response to a question from Mr R Greenwood, Mr P Buckingham advised that implementation of the new guidance would enhance openness and transparency. In response to a question from Prof C Galasko, Mr P Buckingham confirmed that the guidance applied to all staff.

The Council of Governors:

 Received and noted the presentation on Managing Conflicts of Interest in the NHS.

07/17 Reports from Governor Committees

Reports from the following Council Committees were considered:

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

Mrs L Auger noted that the report related to matters considered during meetings of the Patient Safety & Quality Standards Committee held on 2 February and 6 April 2017. She advised that a Governor Statement was included in the Annual Quality Report which gave Governors an opportunity to comment on the Trust's quality objectives and associated governance processes. Mrs L Auger advised that the deadline for the preparation of the Governor Statement was 1 May 2017. She noted that a meeting for Governors to consider the statement would be arranged for the week commencing 24 April 2017. In response to a question from Cllr L Dowson, Mr P Buckingham noted that the current draft of the Annual Quality Report offered sufficient level of detail to inform the Governor Statement.

Mr L Jenkins briefed the Council on matters considered during meetings of the Governance Committee held on 16 January and 20 March 2017. He noted that quorum had not been achieved for the last five Governance Committee meetings and wished to emphasise the importance of good attendance at meetings by Committee members.

Mrs E Brown advised that the last two Membership Committee meetings had been cancelled due to low attendance numbers. She noted that membership recruitment continued in outpatient areas and advised that a proposed amendment to the Committee's meeting cycle would be discussed later on the agenda.

The Council of Governors:

• Received and noted the reports from Governor Committees.

08/17 Lead Governor Communication

Mr L Jenkins advised the Council of Governors of his Lead Governor activities since the last meeting which included attendance at meetings of the Board of Directors, Governor Committees, presentations, meetings regarding the recruitment of the new Chair and one to one meetings with Mrs G Easson and Mr A Belton.

The Council of Governors:

Received and noted the verbal report.

09/17 Committee Arrangements

Mr P Buckingham presented a report, the purpose of which was to seek approval for an amendment to the meeting cycle of Governor Committees and initiate a discussion on other matters relating to Committee arrangements. He briefed the Council on the content of the report and advised that in recent months, it had been difficult to achieve a quorum of members for Governance Committee and Membership Committee meetings. He noted that both Committees had also experienced difficulties in compiling meaningful agendas to fulfil a bi-monthly meeting cycle.

Mr P Buckingham advised that the subject of Committee arrangements had been considered by the Governance Committee on 20 March 2017 and the Committee had endorsed a proposal to amend the meeting cycle for the Governance Committee and Membership Committee. He noted that the proposal was that these Committees should meet quarterly, with meetings to be scheduled in the month before Council of Governors meetings, rather than bi-monthly. The Council of Governors subsequently approved the proposal to amend the meeting cycle for the Membership Committee and Governance Committee.

Mr P Buckingham then advised that the Governance Committee had also considered other matters relating to Committee arrangements relating to Committee membership, adherence to Terms of Reference and timings of meetings. With regard to Committee membership, Mr P Buckingham made reference to the current process of refreshing Committee membership on a bi-annual basis. He noted, however, that the process was effectively made redundant by the practice whereby non-members were able to attend and participate at any Committee meetings which was contrary to generally accepted governance practice. Mr P Buckingham advised that differing views had been expressed at the Governance Committee meeting on whether the practice of non-member attendance should continue and it had therefore been agreed that this matter be put to the full Council for discussion.

There followed a discussion during which Governors present had an opportunity to offer a view on the subject of Committee membership. The following points were raised during the discussion:

- Committee membership was only relevant for voting and quorum purposes and therefore all Governors should be able to attend any Committee meetings.
- Current Committee arrangements were confusing and not as professional as they could be.
- Committee meetings could be unwieldy and it was sometimes difficult to have voices heard. Would be happy with a streamlined process. Would propose that observation of Committee meetings be included as part of Governor induction process as meetings were a useful tool for learning about the Trust.
- Patient Safety & Quality Standards Committee meetings were often oversubscribed and unwieldy, consistency was key for all Committees.
- There was a need to provide more opportunities for Governors outside of Committee meetings to receive presentations on a range of subjects although it was also noted that such sessions were often poorly attended.
- It was important for Governors to gain an in depth view of Committees prior to committing to membership.
- Non-members to be allowed to observe meetings but not participate.
- Non-members to ask Committee Chairs to take issues forward on their behalf rather than attend meetings.
- A number of Governors were unwilling to observe Quality Assurance Committee meetings as papers were not available prior to meetings.
- None of the Committees had delegated powers so voting was not really an issue.
- Commitment by Committee members for regular attendance at meetings.
- Earlier meetings better attended, avoid start times late in the day.

Mr P Buckingham thanked Governors for their useful contributions to the discussion. He noted that the comments would be taken on board as part of work undertaken by the Governance Committee prior to the bi-annual refresh of Committee membership later in the year.

The Council of Governors:

- Received and noted the Committee Arrangements report.
- Approved the proposal to amend the meeting cycle for the Membership Committee and Governance Committee as set out at s3.2 of the report.

Mr T Johnson and Dr R Cryer left the meeting.

10/17 Declarations of Interests Register

Mr P Buckingham presented a report, the purpose of which was to present the Council of Governors' Register of Interests for annual review. He noted that the current Register of Governors' Interests was included for reference at Annex A to the report and requested Governors to review the Register and confirm that the current content was accurate and up to date.

Mr R Driver noted the addition of the following interests:

- Councillor SMBC
- Member of the Labour Party
- Member of Stockport Together Citizens Panel

Mrs M Harrison noted the addition of the following interest:

 Member of Stockport Together Expert Reference Group No 4 Frailty & Dementia.

Cllr T McGee advised that he was no longer Chair of the Overview & Scrutiny Committee and noted the addition of the following interests:

- Chair of the Health & Wellbeing Board
- Vice Chair of the Integrated Commissioning Board
- Member of the Labour Party
- Elected member of Stockport Council.

The Council of Governors:

 Received and noted the report and, subject to the above amendments, confirmed that the content of the Register of Interests was accurate and up to date.

11/17 Date, time and venue of next meeting.

The next meeting of the Council of Governors would be held on Thursday, 24 July 2017 in the Lecture Theatres, Pinewood House, commencing at 6.00pm.

On behalf of the Council of Governors, Mr L Jenkins wished to thank Mrs G Easson for her extremely hard work for the Trust and its patients and for the commitment and energy she had shown in promoting the Trust. He also wished to thank Mrs G Easson for the courtesy she had always shown to Governors and wished her the very best for the future.

Signed:	 Date:	
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COUNCIL OF GOVERNORS: ACTION TRACKING LOG

Ref.	Meeting	Minute Ref	Subject	Action	Responsible
02/16	02/16 20 Jul 16 24/16		External Auditor's	In response to a question from Mr T Johnson who queried the Trust's financial deficit, Mr F Patel offered to hold a further Finance briefing for Governors later in the year. It was proposed to wait until the Annual Members' Meeting had taken place in October 2016 to facilitate the inclusion of any potential new Governors.	Mr F Patel
02,20	20 00.11 20	2 1,7 20	Report	Update 19 Oct 16 – Mr P Buckingham would liaise with Mr F Patel with regard to a date for the Finance briefing.	
				Update 20 Apr 17 – Finance briefing held on 10 February 2017. Action complete.	
03/16	19 Oct 16	35/16	Minutes of previous meeting	Mr L Jenkins referred to minute 24/16 'External Auditor's Report' and noted his question relating to the discrepancy between figures of Falls included in the audit report and the Trust's Integrated Performance Report. He advised that, to date, Mr P Thomson from Deloitte had not provided clarification with regard to the definition of Falls as had been agreed at that meeting. Mr P Buckingham agreed to follow this up with Mr P Thomson.	Mr P Buckingham
				Update 20 Apr 17 – Mr L Jenkins advised that Deloitte had still not reported back on this issue. Mr P Buckingham agreed to chase it up with Mr P Thomson from Deloitte.	
			Lead Governor	Cessation of 'Park & Ride' Service between Hazel Grove Park & Ride and Stepping Hill Hospital - Mr L Jenkins agreed to liaise with Ms S Toal who would take the enquiry forward on behalf of the Trust.	L Jenkins / S Toal
05/16	8 Dec 16	8 Dec 16 53/16	Communication	Update 20 Apr 17 – Mr L Jenkins briefed the Council of the latest position and noted that correspondence between the Trust and Stagecoach representatives had not led to a satisfactory outcome. Cllr T McGee offered follow up the issue with Stagecoach.	Cllr T McGee





Report to:	Council of Governo	rs	Date:	24 July 2017		
Subject:	Annual Report & Ad	ccounts 2016/17	7			
Report of:	Director of Corpora	te Affairs	Prepared by:	P Buckingham		
	REPORT FOR NOTING					
Corporate objective ref:	N/A	Summary of Report Identify key facts, risks and implications associated with the report content. The purpose of this report is to present the Annual Report Accounts 2016/17 to the Council of Governors for information.		to present the Annual Report &		
Board Assurance Framework ref:	N/A			of Governors for information.		
CQC Registration Standards ref:	N/A					
Equality Impact Assessment: X Not required						
Attachments:	Attachments: Annex A – House of Commons - Votes and Proceedings 27 June 2017					
This subject has previously been reported to:		Board of Di Council of C Audit Comm Executive T Quality Assi Committee F&P Commi	Governors nittee eam urance	PP Committee SD Committee Charitable Funds Committee Nominations Committee Remuneration Committee Joint Negotiating Council Other		

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1. INTRODUCTION

1.1 The purpose of this report is to present the Annual Report & Accounts 2016/17 to the Council of Governors for information.

2. BACKGROUND

- 2.1 The draft Annual Report, Annual Quality Report and Annual Accounts for 2016/17 were considered by the Audit Committee on 18 May 2017 and were recommended to the Board of Directors for approval. The documents were subsequently approved by the Board of Directors on 25 May 2017. Following final approval, the Trust was required to make a series of submissions in accordance with timescales set out in the Annual Reporting Manual 2016/17.
- 2.2 Governors are requested to note that it is a specific requirement of NHS Improvement's Annual Reporting Manual that the Annual Report & Accounts cannot be published until they have been laid before Parliament. The Trust's document was laid before Parliament on 27 June 2017 and has subsequently been circulated to Governors and published on the Trust's website. Confirmation that the document was laid before Parliament is included at Annex A of the report.

3. CURRENT SITUATION

3.1 The various submissions of the Annual Report & Accounts 2016/17 were completed as follows:

Deadline	Requirement	Completed
Noon on	Submit to NHS Improvement:	PM on
31 May 2017	Audited Accounts	29 May 2017
	Final text of annual report	
	Original signed audit opinion on the accounts	
	Original signed auditor's report on the FTCs	
	Copy of the final ISA 260 report	
	Original signed Annual Governance Statement	
	Original signed Chief Executive and Finance	
	Director's certificate on the FTCs	
5pm on	Submit to NHS Improvement:	PM on 29
31 May 2017	Limited assurance report on the content of the	May 2017
	Quality Report	
	Auditors' private report to the governors on	
	outcome of work performed on the Quality Report.	
26 June 2017	Submit for laying before Parliament:	Dispatched by
	Full Annual Report and full Annual Accounts bound	Special
	as one document	Delivery on 12
	Five hard copies for laying before Parliament to	June 2017 to
	arrive on or before 26 June 2017.	arrive 13 June
		2017

12 July 2017	Submit to Monitor:	10 July 2017
	Full Annual Report and full Annual Accounts	
	(formatted as a single PDF document) having been	
	laid before Parliament.	

- 3.2 Due to file size, and associated e-mail implications, the Annual Report & Accounts document has not been included in the pack for the meeting. Governors have been separately provided with the opportunity to request a hard copy of the Annual Report & Accounts document to supplement the electronic copy previously circulated. Only a limited number of hard copies will be available at the meeting.
- 3.3 The Annual Report & Accounts 2016/17 will be formally presented to members and the public at the Annual members meeting which is scheduled to be held on 12 October 2017.

4. **RECOMMENDATIONS**

- 4.1 The Council of Governors is recommended to:
 - Receive and note the Annual Report & Accounts 2016/17.



Tuesday 27 June 2017

Votes and Proceedings

The House met at 11.30 am.

Prayers

- 1 Speaker's Statement: Arrangements for Private Members' Bills ballot
- 2 Questions to the Secretary of State for Business, Energy and Industrial Strategy
- 3 Taking of the Oath or making of the Affirmation

The following Members took and subscribed the Oath, or made and subscribed the Affirmation required by law:

Jonathan George Caladine Lord Woking

Adam James Harold Holloway Gravesham

- 4 Speaker's Statement: Time limits for Statements and Urgent Questions
- 5 Urgent Question: NHS Shared Business Services (Secretary Jeremy Hunt)
- 6 Application for emergency debate

Pete Wishart proposed that the House should debate the funding arrangements under the Conservative-DUP Agreement (Standing Order No. 24).

The Speaker declined to put the application to the House.

7 Queen's Speech (Motion for an Address) (fourth day)

Debate resumed (Order, 26 June).

Question again proposed, That an humble Address be presented to Her Majesty, as follows:

Most Gracious Sovereign, We, Your Majesty's most dutiful and loyal subjects, the Commons of the United Kingdom of Great Britain and Northern Ireland in Parliament assembled, beg leave to offer our humble thanks to Your Majesty for the Gracious Speech which Your Majesty has addressed to both Houses of Parliament.

Subject: Education and Local Services

The Deputy Speaker announced a time limit on backbench speeches (Standing Order No. 47(1)).

Question again proposed.

Ordered, That the debate be now adjourned.—(Craig Whittaker.)

Debate to be resumed tomorrow.

8 Adjournment

Subject: Rollout of Universal Credit in Lowestoft (Peter Aldous).

Motion made and Question proposed, That this House do now adjourn.—(*Craig Whittaker.*)

At 7.00 pm, the Motion lapsed (Standing Order No. 9(7)).

Resolved, That this House do now adjourn.—(Craig Whittaker.)

Adjourned at 7.28 pm until tomorrow.

John Bercow

Speaker

Papers laid

Papers subject to Negative Resolution

1 Antarctica

Antarctic (Amendment) Regulations 2017 (S.I., 2017, No. 706), dated 26 June 2017 (by Act), with an Explanatory Memorandum (by Command) (Secretary Boris Johnson)

2 Equality

Equality Act 2010 (General Qualifications Bodies) (Appropriate Regulator and Relevant Qualifications) (Amendment) (England) Regulations 2017 (S.I., 2017, No. 705), dated 23 June 2017 (by Act), with an Explanatory Memorandum and an Impact Assessment (by Command) (Nick Gibb)

3 European Union No. 2 (2017)

Agreement, done at Santo Domingo on 25 October 2016, establishing the EU-LAC International Foundation, with an Explanatory Memorandum (by Command) (Cm. 9463) (Secretary Boris Johnson)

Other papers:

4 Bank of England

Financial Stability Report by the Financial Policy Committee: June 2017 (by Act) (Stephen Barclay)

5 Business, Energy and Industrial Strategy

Department for Business, Energy and Industrial Strategy Minute, dated 27 June 2017, concerning a contingent liability relating to UK Underwrite of the Joint European Torus (JET) Facility (by Command) (Secretary Greg Clark)

6 Defence

Ministry of Defence Minute, dated 27 June 2017, concerning a contingent liability relating to the Type 26 Global Combat Ship Manufacture Phase 1 Contract (by Command) (Secretary Michael Fallon)

7 Government Resources and Accounts

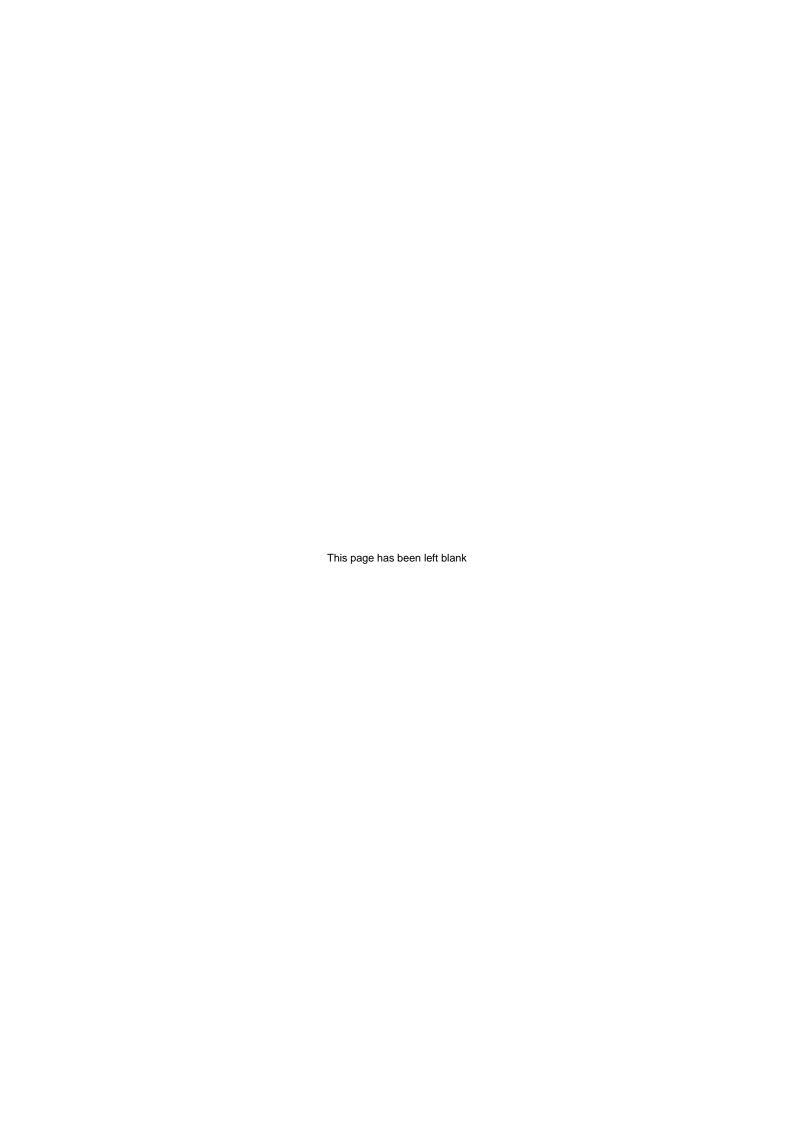
- (1) Report and Accounts of the UK Commission for Employment and Skills for 2016–17, with the Report of the Comptroller and Auditor General (by Act), to be printed (HC 130) (Secretary Justine Greening)
- (2) Report and Accounts of the UK Space Agency for 2016–17, with the Report of the Comptroller and Auditor General (by Act), to be printed (HC 163) (Secretary Greg Clark)

8 Local Democracy, Economic Development and Construction

Report and Accounts of the Local Government Boundary Commission for England for 2016–17, with the Report of the Comptroller and Auditor General (by Act), to be printed (HC 206) (The Speaker)

9 National Health Service

- (1) Report and Accounts of Bolton NHS Foundation Trust for 2016–17 (by Act) (Secretary Jeremy Hunt)
- (2) Report and Accounts of Cumbria Partnership NHS Foundation Trust for 2016–17 (by Act) (Secretary Jeremy Hunt)
- (3) Report and Accounts of Derbyshire Healthcare NHS Foundation Trust for 2016–17 (by Act) (Secretary Jeremy Hunt)
- (4) Report and Accounts of Liverpool Heart and Chest Hospital NHS Foundation Trust for 2016–17 (by Act) (Secretary Jeremy Hunt)
- (5) Report and Accounts of Nottinghamshire Healthcare NHS Foundation Trust for 2016–17 (by Act) (Secretary Jeremy Hunt)
- (6) Report and Accounts of Somerset Partnership NHS Foundation Trust for 2016–17 (by Act) (Secretary Jeremy Hunt)
- (7) Report and Accounts of Stockport NHS Foundation Trust for 2016–17 (by Act) (Secretary Jeremy Hunt)
- (8) Report and Accounts of The Walton Centre NHS Foundation Trust for 2016–17 (by Act) (Secretary Jeremy Hunt)
- (9) Report and Accounts of University Hospital of South Manchester NHS Foundation Trust for 2016–17 (by Act) (Secretary Jeremy Hunt)
- (10) Report and Accounts of Wrightington, Wigan and Leigh NHS Foundation Trust for 2016–17 (by Act) (Secretary Jeremy Hunt)
- (11) Report and Accounts of York Teaching Hospital NHS Foundation Trust for 2016–17 (by Act) (Secretary Jeremy Hunt)
- (12) Report, Quality Accounts and Accounts of Yeovil District Hospital NHS Foundation Trust for 2016–17 (by Act) (Secretary Jeremy Hunt)





Report to:	Council of Governo	rs	Date:	24 July 2017			
Subject:	Non-Executive Dire	ctor - Extension	of Term of Office	2			
Report of:	Chair		Prepared by:	P Buckingham			
	REPORT FOR APPROVAL						
Corporate objective ref:	N/A	Summary of Report Identify key facts, risks and implications associated with the recontent. The purpose of this report is to seek approval for extension term of office of a Non-Executive Director.		seek approval for extension of the			
Board Assurance Framework ref:	N/A	term of office of a North Executive Director.					
CQC Registration Standards ref:	N/A						
Equality Impact Assessment:	☐ Completed X Not required						
Attachments:	Nil						
This subject has previously been reported to:		Board of Din Council of G Audit Comn Executive To Quality Assu Committee F&P Commi	Sovernors nittee eam urance	PP Committee SD Committee Charitable Funds Committee Nominations Committee Remuneration Committee Joint Negotiating Council Other			

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1. INTRODUCTION

1.1 The purpose of this report is to seek approval for extension of the term of office of a Non-Executive Director.

2. BACKGROUND

- 2.1 The second three-year term of office for Mr J Sandford expired on 30 June 2017. However, recruitment of a replacement has been delayed pending the substantive appointment of the Chair and the potential for changes in Non-Executive Director composition as a result of progress towards the establishment of an Accountable Care Trust. Governors will be aware that the timescales for the latter development have been extended and changes are unlikely to be required in the near future.
- 2.2 As a consequence, there is a level of risk associated should Mr J Sandford vacate his position as planned, particularly given the wider changes in Board membership and the loss of a hugely experienced Non-Executive Director and Chair of Audit Committee. This is particularly relevant in relation to the challenges of the current strategic and operational environment.
- 2.3 Through discussions with the Chair, Mr J Sandford has indicated his willingness to extend his term of office pending completion of a recruitment process for a replacement Chair of Audit Committee. Both the Chair and the Chief Executive are in agreement that retention of Mr J Sandford would be in the best interests of the Trust but acknowledge that any extension would require approval from the Council of Governors.

3. CURRENT SITUATION

- 3.1 A proposal to extend Mr J Sandford's term of office for a 12-month period was considered by the Governance Committee during a meeting held on 26 June 2017. The Committee recommended the proposal to the Council of Governors for approval.
- 3.2 Governors are requested to note that the proposal is strongly supported by both the Chair and Chief Executive. Mr J Sandford remains committed to the Trust, he is a hugely experienced Non-Executive Director and Chair of Audit Committee and the outcomes of his annual appraisals have been consistently good. He has confirmed that he would be able to manage the time commitment associated with an extension alongside his other commitments, although the position would be subject to joint review by both parties at the six-month point of the extension.
- 3.3 Governors can be assured that a recruitment process for the appointment of a substantive replacement will be initiated as soon as practicable.

4. **RECOMMENDATIONS**

- 4.1 The Council of Governors is recommended to:
 - Approve the proposal to extend the term of office of Mr J Sandford for a further 12-month period.



Report to:	Council of Governo	rs	Date:	24 July 2017		
Subject:	Lead Governor – Te	rm of Office				
Report of:	Director of Corpora	te Affairs	Prepared by:	P Buckingham		
	REPORT FOR APPROVAL					
Corporate objective ref:	N/A	Summary of Report Identify key facts, risks and implications associated with the content. The purpose of this report is to seek approval from the Content of office for the Lead of position.				
Board Assurance Framework ref:	N/A					
CQC Registration N/A Standards ref:						
Equality Impact Assessment:	☐ Completed X Not required					
Attachments:	Annex A: Lead Go	vernor Role Spec	ification			
This subject has pr reported to:	eviously been	Board of Di Council of C Audit Comm Executive T Quality Asso Committee F&P Commi	Governors nittee eam urance	PP Committee SD Committee Charitable Funds Committee Nominations Committee Remuneration Committee Joint Negotiating Council Other		

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1. INTRODUCTION

1.1 The purpose of this report is to seek approval from the Council of Governors to extend the term of office for the Lead Governor position.

2. BACKGROUND

2.1 To date, the position of Lead Governor has been subject to a 12-month term office and a process is undertaken by the Council of Governors in December each year to complete the appropriate appointment. While this process has been completed on an annual cycle, there have been relatively few changes in Lead Governor and what changes there have been have tended to result from individuals failing to be reelected rather than through appointment of an alternative nominee as part of the annual process. It could be argued that this has resulted from an acknowledgement by Governors that there is benefit from individuals having extended experience in the role.

3. CURRENT SITUATION

- 3.1 The next 12-24 months will undoubtedly be challenging for both the Board of Directors and the Council of Governors and particularly for the former in directing implementation of the Stockport Together programme, the Healthier Together programme and any initiatives which arise from Greater Manchester service developments. These strategic change programmes will need to be enacted whilst maintaining focus on quality, financial performance and operational performance. The Council of Governors will have an important holding to account role throughout this period.
- 3.2 Given this context, it is suggested that a degree of consistency and certainty in relation to the Lead Governor role, in terms of a longer core term of office, would be desirable. This is particularly important in terms of building relationships with a recently appointed Chair and with a soon to be appointed Chief Executive. Consequently, the Council of Governors is recommended to consider extending the term of office for the lead Governor from 12 months to 24 months. If approved, this change would be effected from the appointment process in December 2017.
- 3.3 This proposal was considered, and endorsed, by the Governance Committee at a meeting held on 26 June 2017. For purposes of clarity, Governors should note that the proposed extension would not automatically be applied to the term of office for the current incumbent. The normal appointment process would be completed in December 2017 with the successful candidate being appointed by the Council of Governors on the basis of a two-year term of office.

4. **RECOMMENDATIONS**

- 4.1 The Council of Governors is recommended to:
 - Approve the proposal at s3.2 of the report and increase the term of office for the Lead Governor from 12 months to 24 months.
 - Approve an appropriate amendment to the Role Specification at Annex A of the report (the opportunity will also be taken to amend references to 'Monitor' to 'NHS Improvement').



COUNCIL OF GOVERNORS

LEAD GOVERNOR – ROLE SPECIFICATION

1. THE ROLE

1.1 The Lead Governor will:

- i. Act as a contact point for Governors with Monitor should the need arise.
- ii. Work with the Chairman of the Board of Directors to ensure that the Council of Governors is working effectively. Chair such parts of the meetings of the Council of Governors which cannot be chaired by the Chair or the Deputy Chair of the Trust due to a conflict of interest in relation to the business being discussed.
- iii. Meet with the Senior Independent Director and provide input to the Chairman's annual appraisal on behalf of the Council of Governors.
- iv. Be appointed by the Council of Governors from amongst the Public Governors, Staff Governors or Appointed Governors in accordance with Annex 5 of the Trust's Constitution.
- v. Be appointed for a one year period and may seek re-appointment at the end of that period.
- vi. Meet routinely with the Chairman to plan and prepare the agenda for Council of Governors meetings.
- vii. Meet at least every six months with the Chief Executive.
- viii. Contribute to the induction and training of Governors.
- ix. Work with individual Governors who need advice or support to fulfil their role as a Governor.
- x. Represent the Council of Governors at Trust or other events when appropriate.
- xi. Meet with members of the Council of Governors at least once a year.

1.2 The Lead Governor should take steps to understand Monitor's role, and the basis on which Monitor may take regulatory action, in order to communicate more widely with other Governors.

2. THE PERSON

- 2.1 To be able to fulfil the role effectively, the Lead Governor will:
 - i. Have the confidence of Governor colleagues and of members of the Board of Directors.
 - ii. Have the ability to influence.
 - iii. Be able to present well-reasoned arguments on behalf of the Council of Governors.
 - iv. Be committed to the success of Stockport NHS Foundation Trust.
 - v. Be able to meet the necessary time commitment (experience shows that, on average, this will amount to approximately 1.5 days per month in addition to the time already spent in the role of Governor).



Report to:	Council of Governo	rs	Date:	24 July 2017	
Subject:	Governor Elections	2017			
Report of:	Director of Corpora	te Affairs	Prepared by:	P Buckingham	
		DEDORT F	OD NOTING		
		REPORT F	OR NOTING		
Corporate objective ref:	N/A	Summary of Report Identify key facts, risks and implications associated with the repo			
Board Assurance	N/A		f this report is to a for Governor Election	advise the Council of Governors of ons in 2017.	
Framework ref:					
CQC Registration Standards ref:	N/A				
Equality Impact Assessment:	Completed				
Assessment.	X Not required				
Attachments:					
This subject has pr reported to:	eviously been	Board of Di Council of C Audit Comr Executive T Quality Ass Committee F&P Comm	Governors nittee eam urance		

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1. INTRODUCTION

1.1 The purpose of this report is to advise the Council of Governors of the timetable for Governor Elections in 2017.

2. BACKGROUND

2.1 The terms of office for a number of current Governors will expire on 11 October 2017. In addition, there is currently a vacancy in the Staff constituency. Consequently, elections will need to be held in the following constituencies:

<u>Public</u>

Heatons & Victoria (4 seats)

Staff

• Staff (1 seat): By-election

3. CURRENT SITUATION

- 3.1 The timetable for the election process is included for reference at Appendix 1 to this report. Results of the election will be available on 5 October 2017 and the terms of office for successful candidates will commence on the date of the Annual Members Meeting, 12 October 2017.
- 3.2 With regard to attracting prospective Public Governors, details of the elections will be posted on the Trust's website and members in the relevant constituencies will receive information direct from Electoral Reform Services who are providing the election service on behalf of the Trust. A workshop for prospective Public Governors will be held in the relevant constituency during the Nominations period.
- 3.3 With regard to attracting prospective Staff Governors, the forthcoming election will be promulgated on the Trust's intranet site and will be featured in the July 2017 edition of Team Brief. A workshop for prospective Staff Governors will also be held during the Nominations period.
- 3.4 Governors are requested to assist in notifying members of the election process wherever possible. Governors are reminded that individuals whose term of office is due to expire have the option to stand for re-election should they choose to do so.

4. **RECOMMENDATIONS**

- 4.1 The Council of Governors is recommended to:
 - Receive and note the timetable for Governor Elections 2016.

Appendix 1

ELECTION TIMETABLE 2017

Election Stage	Date
Trust send nomination material & data to ERS	Thursday, 6 July 2017
Notice of Election / Nomination open	Thursday, 20 July 2017
Nominations Deadline	Thursday, 17 August 2017
Summary of valid nominated candidates published	Friday, 18 August 2017
Final date for candidate withdrawal	Tuesday, 22 August 2017
Electoral data to be provided by Trust	Friday, 25 August 2017
Notice of Poll published	Friday, 8 September 2017
Voting packs despatched	Monday, 11 September 2017
Close of election	Wednesday, 4 October 2017
Declaration of results	Thursday, 5 October 2017

Notes:

- 1. The timetable complies with NHS Improvement and Model Rules requirements
- 2. The days are working days and the timetable accounts for public holidays

STOCKPORT NHSFT Council of Governors

Report of: Lesley Auger (Chair)

Date of Meeting: 24 July 2017

Report of the Patient Safety and Quality Standards Committee

1. Present

Governor Members Governors Also Present Trust Representatives Mrs A Barnes Mrs L Auger (in the Chair) Mrs Y Banham Mr P Buckingham Dr R Catlow Mr L Jenkins Cllr L Dowson Mr R Cryer Dr G Burrows Prof C Galasko Mrs P Enstone Mr T Johnson **Non-Executive Directors** Mrs C Gidley Mrs L Woodward Nil Ms L Chatterton Mr G Wright

2. Meetings held on

A meeting of the Committee was held on 1 June 2017.

3. Agenda Items

- 1. Deep Dive Analysis Falls
- 2. PLACE Inspections
- 3. Annual Inpatient Survey
- 4. Quality Assurance Committee Key Issues Report
- 5. Clinical Governance Report
- 6. Patient Experience Report

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

1. Deep Dive Analysis - Falls

Mrs C Gidley, Head of Nursing, delivered an informative presentation on Falls Prevention. The presentation provided an overview of Falls incidences over the last five years, with levels being relatively consistent year on year, together with details of the actions taken to mitigate the risk of falls. Governors had the opportunity to ask questions for clarification and also suggested that a Falls Prompt Card, which is used in the hospital, be provided to patients on discharge to mitigate the risk of falls at home.

2. PLACE Inspections

Ms L Chatterton, Deputy Head of Facilities, delivered an informative presentation on Patient-Led Assessment of the Care Environment (PLACE). The presentation provided an overview of the background to introduction of PLACE Assessments and detailed both the role of Patient Assessors and the approach to annual PLACE assessments. The Committee noted that the assessments cover the following domains; Cleanliness, Condition, Privacy & Dignity, Dementia, Food and Disability. The Committee also noted that there were opportunities for Governors to participate in the PLACE process and details will be circulated by the Company Secretary.

3. Annual Inpatient Survey

Mrs P Enstone, Deputy Director of Nursing, presented a report which detailed outcomes of the Annual Inpatient Survey (also known as the Picker Report). The Committee considered the report and noted a comparison of the Trust's performance against other 'Picker trusts'. The full national report, which will provide a comparison against the national average, had not been published at the time of the meeting and it is anticipated that this will be available for the Committee's next meeting in August 2017.

4. Quality Assurance Committee - Key Issues Report

The Committee considered a report which detailed Key Issues arising from a meeting of the Quality Assurance Committee held on 23 May 2017. Mr R Greenwood had been the Governor observer at this meeting. The Committee noted in particular an issue relating to the proportion of electric beds in the hospital and was briefed by the Chief Executive on plans to increase the proportion as part of a comprehensive bed replacement programme.

5. Clinical Governance Report

The Committee considered the Clinical Governance Reports for March and April 2017 which provided details of lessons learned and changes to practice following incidents within the Trust.

6. Patient Experience Report

The Deputy Director of Nursing presented a report which detailed Patient Experience activities during Quarter 4 2016/17. The Committee noted outcomes relating to iPad Inpatient Surveys, Friends & Family Test, National Surveys and Complaints / Compliments. The Committee also noted the appointment of a new Matron for Patient Experience, Ms Emma Rogers.

STOCKPORT NHSFT Council of Governors

Report of: Les Jenkins (Chair) Date of Meeting: 24 July 2017

Report of the Governance Committee

1. Present

Governor Members Les Jenkins (Chair) Roy Greenwood Gerry Wright **Governors Also Present**

Tom McGee

Non-Executive Directors

Adrian Belton

Trust Representatives

Ann Barnes
Paul Buckingham

Kay Wiss

2. Meetings held on

A meeting of the Committee was held on 26 June 2017.

3. Agenda Items

- 1. CEO Updates
- 2. Update on CEO & NED Recruitment
- 3. Appointment of External Auditors
- 4. Lead Governor Term of Office

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

1. CEO Updates

The Chief Executive provided the Committee with updates on the following subject areas:

- Emergency Department Performance
- Strategic Programmes
- Trust Financial Position

2. Recruitment Update

Mr A Belton briefed the Committee on progress with recruitment of a Chief Executive and a Director of Nursing & Quality. He advised that candidates for interview were scheduled to be shortlisted on 28 June 2017 with interviews scheduled to be held for each of the positions on 13 July 2017 and 20 July 2017 respectively. He noted that the interview dates had been scheduled to enable a new Chief Executive to participate in the interviews for the Director of Nursing & Quality position. Subject to a successful outcome from the interview process, Council of Governors approval for the appointment of a new Chief Executive would be sought at the meeting on 24 July 2017.

The Director of Corporate Affairs presented a report seeking Committee endorsement for an extension to the term of office of Mr J Sandford, Non-Executive Director, whose

engagement had been scheduled to expire on 30 June 2017. The Committee noted that recruitment of a replacement had been delayed pending appointment of a new Chair and potential changes in Non-Executive Director composition as a result of progress towards establishment of an Accountable Care Trust which has itself now been delayed. Through discussions with the Chair, Mr J Sandford had indicated his willingness to extend his term of office and both the Chair and Chief Executive were in agreement that retention of Mr Sandford would be in the best interests of the Trust given the challenges of the current strategic and operational environment. The Committee endorsed the proposed extension which will be the subject of a separate agenda item at the Council of Governors meeting on 24 July 2017.

3. Appointment of External Auditors

The Committee considered a report which proposed an extension of the External Audit contract currently held by Deloitte LLP. The Committee noted the rationale for the extension proposal which was based on retention of auditors, who had developed a good understanding of the Trust, in the context of a challenging financial environment. The Committee endorsed the proposed extension but agreed with management comments that there would be an expectation of enhanced engagement between auditors and relevant Trust bodies. This matter will also be the subject of a separate agenda item at the Council of Governors meeting on 24 July 2017.

4. Lead Governor - Term of Office

Governors should note that, due to a potential conflict of interest, a report on this subject was presented to the Committee by Mr G Wright. The Committee considered a proposal to extend the Term of Office for the Lead Governor from 12 months to 24 months in order to ensure a level of continuity in this position. The intention was for any revised arrangements to take effect on appointment of a Lead Governor in December 2017. The proposal was endorsed by the Committee and this matter will be the subject of a specific report to the Council of Governors on 24 July 2017.

STOCKPORT NHSFT Council of Governors

Report of: Eve Brown (Chair)

Date of Meeting: 13 July 2017

Report of the Membership Development Committee

1. Present

Governor Members Non-Executive Directors Trust Representatives

Eve Brown Lance Dowson Robert Cryer Les Jenkins Alicia Custis Helen O'Brien Paul Buckingham

Governors Also Present

Yvonne Banham

2. Meetings held on

A meeting of the Committee was held on 13 July 2017.

3. Agenda Items

- 1. Membership Report July 2017
- 2. Governor Elections 2017

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

1. Membership Report - July 2017

The Committee reviewed the Membership report and noted a total of 11,693 public members as at 30 June 2017. The Committee considered analysis of the effectiveness of e-mail as a means of communicating with members and also considered the evaluation of feedback received from attendees at recent members' events on the subjects of 'Care Closer to Home' and 'Cancer: Caring & Curing'. Both of these events were rated positively, with no negative feedback received for either event.

The Committee noted with disappointment a decision taken to cease production of hard copies of the 'Stepping Up' magazine for distribution to members. Production of Stepping Up will continue, but will be in an electronic format only and the current summer edition will be the final hard copy publication. While the Committee acknowledged that the decision was taken for economic reasons, those members present felt that this represented a backward step in relation to member engagement.

2. Governor Elections 2017

The Committee was briefed by the Director of Corporate Affairs on arrangements for the Governor Elections 2017 and noted that elections will be held in the following constituencies:

- Heatons & Victoria (four vacancies)
- Staff (one vacancy)

The nominations window for the above elections will open on 20 July 2017 and the election process will be completed on 5 October 2017. A specific report on Elections will be included on the agenda for the Council of Governors meeting.

3. Meeting Schedule 2017

Governors are reminded that the remaining meeting dates in 2017 are:

- 14 September 2017
- 9 November 2017

All meetings are scheduled to be held in the Committee Room, Oak House, commencing at 4.30pm.