

**COUNCIL OF GOVERNORS MEETING**  
**The Lecture Theatre, Sid Watkins Building**  
**13:30-16:30 on Tuesday 18<sup>th</sup> June 2019**  
**AGENDA**

Item	Time	Item	Owner	Purpose	Process	Preparation
1:30 – 2:00		Governors Discussion Time	Governors	To discuss and consider the proposals from the COG Steering Group held on 07/02/19	N/A	N/A
2	2:15	Apologies	Janet Rosser Chair	To note apologies for absence	Verbal	N/A
3	2:20	Declaration of Interests	Janet Rosser Chair	For Governors to declare commercial and material interests relevant to the agenda	Verbal	N/A
4	2:25	Minutes of meeting held on: 7 <sup>th</sup> March 2019	Janet Rosser Chair	To approve, review actions and consider matters arising	Minutes	Enclosed
5	2:30	Lead Governor Report	Colin Cheesman Lead Governor	To update the Council of Governors on the work of the COG Steering Group	Verbal	N/A
6	2:40	Chairs Briefing	Janet Rosser Chair	To Inform	Verbal	N/A
7	2:50	Non-Executive Director Update	Nalin Thakkar Non-Executive Director	For the New Non-Executive Directors to introduce themselves to the Council of Governors	Verbal	N/A
8	3:00	Governors Performance Report Q4 2018/19	Hayley Citrine Chief Executive  Mike Burns Director of Finance and IT	To inform and present the Governors Q4 Performance Report	Report	Enclosed

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9	3:15	Equality, Diversity and Inclusion Briefing	Andrew Lynch ED&I Lead	To Inform	Presentation	N/A
10	3:50	CQC Inspection Update	Lisa Salter Director of Nursing and Governance	To inform	Verbal	N/A
11	3:55	Governor Elections	Janet Rosser Chair	To update the Council of Governors on the 2019 Governor Elections	Document	Enclosed
12	4:05	Staff Survey Update	Michael Gibney Director of Workforce and Innovation  Jane Mullin Deputy Director of HR	To update the Council of Governors on the 2018 Staff Survey Results	Presentation	N/A
13	4:25	Close of Meeting	Janet Rosser Chair		Verbal	N/A

**Date of next meeting: Tuesday 19<sup>th</sup> September 2019 in the Lecture Theatre, 2<sup>nd</sup> floor, Sid Watkins Building.**

**CONFIRMED**

**Minutes of the Council of Governors Meeting**

**Thursday 18<sup>th</sup> June 2019**

**Sid Watkins Building, Walton Centre**

**Present**

Janet Rosser (Chair)

**Governors**

Ruth	Austen-Vincent	Tony	Cahill
Colin	Cheesman (Lead Governor)	Amanda	Chesterton
Rich	Cottier	Jonathan	Desmond
Stella	Howard	Melissa	Hubbard
John	Kitchen	Sharon	McLoughlin
Nanette	Mellor	Isabel	Moreno
Ella	Pereira	Derek	Rothwell
Barbara	Strong	Stan	Winstanley

**In Attendance**

Seth	Crofts	Non-Executive Director
Sheila	Samuels	Non-Executive Director
Alan	Sharples	Non-Executive Director
Nalin	Thakkar	Non-Executive Director
Mike	Burns	Director of Finance
Mike	Gibney	Director of Workforce and Innovation
Lisa	Salter	Director of Nursing and Governance
Jan	Ross	Director of Operations and Strategy
Carol	Miller	Membership Manager/Corporate Governance Assistant (Minutes)

**Apologies**

Doreen	Brown	Andy	Burgen
Peter	Clegg	Lesley	Collins
Ged	Comerford	Rhys	Davies
Diane	Foulston	Phil	Gibbons
Jan	Vaughan	Adrian	Wells
Hayley	Citrine	Andy	Nicolson

<b>COG 14/19</b>	<b>Apologies</b> Apologies were received and noted as above.
<b>COG 15/19</b>	<b>Welcome and Declaration of Interests:</b> The Chair welcomed all those at the meeting.  <b>Declaration of Interests</b> Seth Crofts for minute COG 18/19

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<p><b>COG 16/19</b></p>	<p><b>Minutes of the meeting held on 7<sup>th</sup> March 2019: Action Tracker and Matters Arising</b></p> <p>The minutes of the previous meeting were agreed as a true and accurate record.</p> <p>Matters arising:</p> <p>The following item was closed:</p> <ul style="list-style-type: none"> <li>• COG 10/19 Any other business</li> </ul>
<p><b>COG 17/19</b></p>	<p><b>Lead Governor Report</b></p> <p>Colin Cheesman informed the governors of the work which had been undertaken during the last quarter.</p> <p>Governors had been involved in responding to the CQC Inspection, consolidating the Governor engagement exercise and observing both the Trust Board and Audit Committee. Work was ongoing on the Membership Strategy and the initial meeting of the Forward Planning Group.</p> <p>Further opportunities were requested including tours of the Trust with the Chair.</p> <p><b>ACTION:</b> ‘Chairs Lunches’ to be arranged and dates sent to Governors.</p> <p>Seth Crofts left the meeting.</p> <p>Ella Pereira asked the governors to approve the recommendation of the Nominations Committee; the extension to the term of office for Non-Executive Director Seth Crofts for a further year and his appointment as the Senior Independent Director (SID).</p> <p><b>ACTION:</b> Approved</p> <p>Seth Crofts re-joined the meeting.</p>
<p><b>COG 18/19</b></p>	<p><b>Chairs Briefing</b></p> <p>The Chair gave the following updates:</p> <p>Non-Executive Directors:</p> <ul style="list-style-type: none"> <li>• Ann McCracken had left the Trust,</li> <li>• Barbara Spicer had commenced June 2019,</li> <li>• Nalin Thakkar had commenced in January 2019</li> <li>• Su Rai would commence in August 2019</li> </ul> <p>Trust Wide:</p> <ul style="list-style-type: none"> <li>• ICU Garden room had been built as a result of a staff suggestion,</li> <li>• No WC patients or staff had been involved in the listeria Sandwich outbreak, although the supplier was used by the Trust patients had not been served chicken sandwiches since October 2017 and all sandwiches from this company had been removed from the shelves. A different supplier was now being utilised.</li> </ul> <p>Governors asked for assurance that no other sandwiches, which could cause harm, were served at the Trust. Assurance was given.</p>
<p><b>COG 19/19</b></p>	<p><b>Non-Executive Director Update Briefing</b></p> <p>Professor Nalin Thakkar was formally introduced to the Council of Governors. Nalin would Chair the Research, Development and Innovation Committee.</p> <p>Nalin had a clinical research background and had been impressed with the research</p>

	<p>being undertaken at the Walton centre, which he wanted to capitalise and strengthen.</p> <p>The governors confirmed that they had links to partnership organisations which had strong research links and access to patients.</p> <p>The new Trust research strategy would capture all research across the Trust not only published works and build on links with Universities. Strengthening research would build further collaboration and enhance the Trusts research reputation.</p> <p>The Chair informed the Governors that the NEDs chair the following Committees:</p> <p>Sheila Samuels Business Performance Committee          Alan Sharples Audit Committee and Charity          Seth Crofts Quality Committee          Nalin Thakkar Research, Development and Innovation</p> <p>NEDs produce Chairs reports highlighting significant issues to Trust Board.</p>
<p><b>COG 20/19</b></p>	<p><b>Trust Performance – Governors’ Corporate Performance Update</b></p> <p>The Director of Operations and Strategy informed the Governors that the Governor Report would be reformatted in line with the standard operating framework which reported to CQC and NHSI. The report would be reduced from 50 pages to approximately 20 and focus on committee oversight and areas for improvement.</p> <p><b>Finance</b></p> <ul style="list-style-type: none"> <li>• <b>Position at end of Quarter 4 2018/19</b>              £5,711k surplus against a planned Control Total of £3,035k - £2,676k ahead of plan, included Provider Sustainability Funding (PSF) of £2,263k for achieving the financial plan and a ‘bonus’ associated with a small overachievement of Control Total (£242k) and a further allocation for achievement of our plan of £2,192k.</li> <li>• <b>Position at end of Month 2 2019/20</b>              Delivered £140k surplus - £15k above plan.</li> </ul> <p><b>Safety</b></p> <ul style="list-style-type: none"> <li>• <b>Position at end of Quarter 4 2018/19</b>              2 Never Events</li> </ul> <p><b>Quality</b></p> <ul style="list-style-type: none"> <li>• <b>Position at end of Quarter 4 2018/19</b>              Year to date 7 patients with Clostridium Difficile against a threshold of 9              11 patients with CPE (no trajectory set however lower than the 13 last year)              No patients with a MRSA bloodstream infection (Last was Nov 2017)              2 category 3 pressure ulcers (1 collar related and 1 on ankle caused by splint              Reduction in falls from 286 in 17/18 to 276 in 18/19.              Average nursing turnover for Q4 is 18.37% with vacancies at 7.2% and work is being undertaken to review this in detail</li> <li>• <b>Position at end of Month 2 2019/20</b>              HCAI - 2 patients with Clostridium difficile (trajectory of 8)              0 patients with MRSA Bacteraemia</li> </ul> <p><b>Activity</b></p> <ul style="list-style-type: none"> <li>• <b>Position at end of Quarter 4 2018/19</b>              Out-patient activity continued to be above plan              Referral to Treatment (RTT) target and cancer treatment targets for patients</li> </ul>

	<p>achieved. Total Non Clinical Cancelled Operations in Q4 decreased by 48% when compared with last year</p> <ul style="list-style-type: none"> <li> <b>Position at end of Month 2 2019/20</b>                      Inpatient activity over plan, with an under-performance of 4.8% for outpatient attendances                      RTT target and cancer treatment targets for patients achieved.                      Total Non Clinical Cancelled Operations in April decreased by 15% when compared with last year.                 </li> </ul> <p>Following the presentation the governors requested assurances on Welsh income, if the never Events had been the result of nurse shortages and turnover, if violence and aggression were discussed as part of any exit interviews and if Deprivation of Liberty and delayed discharge had been a driver for nursing retention.</p> <p>Assurances were given that Welsh Commissioners had agreed to pay 19/20 HRG4+ and that NHS England would engage with Welsh Commissioners on the new target and rates.</p> <p>The number of patients subject to DOLs had increased and a process mapping exercise had been undertaken, including the impact on discharge. Although the nature of the Trust patient base could have an impact on staff deciding to leave, this had not been a major contributing factor but rather the liquidity of the job market in producing opportunities in other areas of nursing. Nurse shortages were a national issue.</p> <p>The Staff Governor for Nursing acknowledged that occasional staff turnover could be as a result of lack of empathy or interest in the nature of the patients at the Trust. Neuropsychologists and a mental health nurse were also available to support staff and patients in the workplace, although it was noted that patient behaviour was generally as a result of cognitive behaviours and not a mental health issue.</p> <p>There had been no budget cuts to Nurse Education, there had been an increase in funding from Charitable Funds which was linked to Training needs Analysis succession planning. All staff could apply for charitable funding and it was noted that over 65% of registered nursing staff had completed the Critical Care Course (against a requirement of 50%).</p> <p>Figures on the impact of delayed DOLs on discharge were discussed but not available at the meeting however it was noted that a patients capacity would not necessarily stop the patient from being discharged.</p>
<p><b>COG 21/19</b></p>	<p><b>Equality, Diversity and Inclusion Briefing</b>                      The Lead for ED&amp;I had delivered a workshop to a number of Governors in April 2019. The governors who had attended had requested that it be delivered at a subsequent COG.</p> <p>The statutory requirements and drivers for ED&amp;I were discussed including Reporting Compliance, the 5 year vision and Protected Characteristics.</p> <p>Governors had a role to play by representing all sections in the community, being aware of barriers, fostering good relationships between groups and the advancement of equality of opportunity. Governors were requested to think of ideas to contribute to the ED&amp;I work within the Trust. This included a commitment to have a governor presence at all Trust Network events. When the dates had been finalised they would be distributed to Governors.</p>

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	<p>Following the presentation the governors asked for assurance that external stakeholder events would not be duplicated and that their involvement had been requested.</p> <p>Assurance was given on the importance of links to the community and the dangers of involvement fatigue had been considered when planning events. Healthwatch had been involved and the importance of informed engagement was emphasised.</p> <p><b>ACTION:</b> AL to forward dates of engagement events to CM for requests for Governor to attend.</p>
<p><b>COG 22/19</b></p>	<p><b>CQC Inspection Update</b> The Director of Nursing and Governance informed the Governors that the final report would be shared once published.</p>
<p><b>COG 23/19</b></p>	<p><b>Governor Elections</b> The Chair informed the Governors of the 2019 Election, key dates and the election process:</p> <ul style="list-style-type: none"> <li>• 9 Seats</li> <li>• Nominations stage 17/06/19 to 22/07/19</li> <li>• Voting stage 08/08/19 to 30/08/19</li> <li>• Election was being conducted on-line and by post</li> <li>• Publicised by: Postcard to each member, Trust Website, Trust Intranet, Walton Weekly, Neuromatters, Twitter and Facebook.</li> </ul> <p>As a result of resignations there were 3 partnership Governor Vacancies. The relevant partnership organisations would be contacted to fill those vacancies. The Corporate Secretary would be undertaking a review of the Trust Constitution, which would include the configuration of the Governing Body.</p> <p>Acknowledging the difficulty for some Governors travelling to meetings and that this may be a primary reason for the difficulty in filling the Rest of England constituency, Governors requested that alternative forms of attendance be considered.</p> <p>The Chair also acknowledged and accepted the difficulty in attending and in filling some Governor vacancies. The Constitution would be reviewed and this would include the structure, size, constituencies and Partnership organisations which made up the Council of Governors. The possibility of using SKYPE was also discussed and would be investigated.</p> <p><b>ACTION:</b> Meeting attendance via SKYPE to be investigated.</p>
<p><b>COG 24/19</b></p>	<p><b>Staff Survey Update</b> The Director of Workforce and Innovation presented the results of the National 2018 Staff Survey.</p> <ul style="list-style-type: none"> <li>• The 2018 survey had been distributed to all Trust staff between September and November 2018</li> <li>• 758 staff took part in this survey</li> <li>• Response rate of 53% of all staff against a national average of 53% for specialist trusts in England.</li> <li>• There had been an 11% increase on last year's response rate of 42%</li> </ul>

- There had been no statistically significant change in any of the ten themes for the Trust this year

The following 3 themes in the Trust's scores were worse than the national average

- Quality of appraisals
- Safe environment- violence
- Safety culture
- Overall, there was an underlying connection to the role of line manager

Areas for improvement:

- Staff recommending the organisation as a place to work
- Organisations actions on errors, near misses or incidents
- Staff saying they were satisfied with the quality of care they gave to patients
- Percentage of staff unwell as a result of work related stress
- Three out of four WRES indicators had improved scores
- Organisation acting fairly with regards to career progression/promotion regardless of ethnic background, gender, religion, sexual orientation disability or age

Next steps:

- Action planning for whole survey with staff side
- Particular focus upon quality of appraisals, safe environment (violence) and safety culture
- Whole Staff Survey would inform new Workforce Strategy
- Need to continually refresh 'successful' initiatives
- Prioritise development and roll out of line manager support programme
- Staff Survey engagement event April 2019

Following the presentation the Governors asked for assurances on the methods used to gather staff views, actions following the poor results obtained from an Innovation Agency Survey on Dott Ward and staff training on Equality, Diversity and Inclusion.

Assurances were given that staff feedback was sought from engagement events, Internal surveys and face to face engagement events. It was important that staff were empowered to contribute to change by sharing experiences and ideas. It was noted that staff on Dott ward were more positive following the survey and actions which had been put in place. A 12 month follow-up survey would be undertaken with Dott ward staff to provide an independent view.

The Shiny Minds app had been developed for staff and financial assistance was offered to staff following feedback that this was a contributing stress factor for staff.

Staff training for managers was critical in all areas of the action plan put in place following the survey and training had been organised which focused on the role of the Line manager and included coaching, Listening Skills and the importance of investing time in staff.

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<b>COG 25/19</b>	<b>Any Other Business</b>  None
<b>COG 26/19</b>	<b>Review of Meeting</b> The Chair thanked the Governors for their participation and attendance.
<b>COG 27/19</b>	<b>Date, time and venue of next meeting</b> The next meeting of the Council of Governors and Annual Members Meeting will be held on 19 <sup>th</sup> September 2019.  13:30 – 4:30pm* in the Lecture Theatre, Sid Watkins Building.  *Approximate time

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**ACTION TRACKER**

<b>Min. Ref</b>	<b>Item</b>	<b>Action</b>	<b>Lead</b>	<b>Status</b>
COG 10/19	Any Other Business	Extension to Alan Sharples contract approved	AW	CLOSED
COG 17/19	Lead Governor Report	Chairs Lunches' to be arranged and dates sent to Governors.	CM	Open
COG 21/19	Equality, Diversity and Inclusion Briefing	Dates of engagement events to CM for requests for Governor to attend	AL CM	Open
COG 23/19	Governor Elections	Meeting attendance via SKYPE to be investigated	CHAIR	Open