

**COUNCIL OF GOVERNORS (CoG) PUBLIC MEETING
THURSDAY 15 JUNE, 10.35
Cornwallis Room, Spitfire Cricket Ground, Canterbury, CT1 3NZ
AGENDA**

	Item	Time/ Paper Number	Presenter
1.	Chair's introductions	10.35	Nikki Cole Trust Chair
2.	Apologies for Absence and Declarations of Interest		Nikki Cole Trust Chair
3.	To agree the notes or minutes from: a) CoG's Public meeting held on 30 March 2017 b) CoG's Development Session, 25 May 2017 c) Joint meeting of Governors & NEDs, 9 June 2017, & Facilitated Council session on 30 March 2017	Appended To Follow To follow	Nikki Cole Trust Chair
4.	Matters arising	To Follow	Nikki Cole Trust Chair
KEY ISSUES OF THE DAY			
5.	Chief Executive's report To include: a) STP – hospital work stream b) Acute Medical Take at KCH	10.40 Verbal	Matthew Kershaw Chief Executive
6.	Trust Chair's report To include: a) STP – Governance b) FSM update c) Demonstrating Council Effectiveness d) Noting: i Constitutional changes ii Statutory Compliance with Provider Licence	11.00 16/17	Nikki Cole Trust Chair
COUNCIL MEETINGS			
7.	MEMBERSHIP ENGAGEMENT AND COMMUNICATION (MECC)	11.20 17/17	Philip Bull, Public Governor
8.	NOMINATIONS AND REMUNERATION (NRC) To record the Council's virtual approval of the recommendation made by the CoG NRC of Jane Ollis and Nigel Mansley as Non-Executive Directors	11.50 18/17	Philip Wells Chair CoG NRC
COUNCIL GOVERNANCE			
9.	UPDATE ON ANNUAL GOVERNANCE DOCUMENTS To include: a) Timetable for annual accounts b) To record the Council's virtual approval of the	12.00 19/17	Alison Fox Trust Secretary

	Governors' Commentary on the Trust's Quality Report		
10.	CONSTITUTION REVIEW 2017	12.05 See paper Jnt 01/17 9 June meeting	Alison Fox Trust Secretary
11.	LEAD GOVERNOR ELECTION PROCESS 2017	12.10 20/17	Nikki Cole Trust Chair
BUSINESS			
12.	DATES OF FUTURE MEETINGS See table below	12.25 Close	Nikki Cole Trust Chair
13.	ANY OTHER BUSINESS Please notify Committee Secretary of matters to be raised – deadline 48 hours before meeting. Inclusion of the item will be at the discretion of the Chair.	12.30	Nikki Cole Trust Chair

Date	Type	Time	Location
2017			
20 July	Development	09.30 12.00	Hall Place, Harbledown Bypass, near Canterbury, CT2 9AG
7 September	Annual Members' Meeting	17.30 20.30	Spitfire Cricket Ground, Canterbury, CT1 3NZ
21 September	Full Council	09.30 12.00	TBC
2 November	Development	09.30 12.00	Hall Place, Harbledown Bypass, near Canterbury, CT2 9AG
2018			
11 January	Full Council	09.30 12.00	TBC
15 February	Development	09.30 12.00	Hall Place, Harbledown Bypass, near Canterbury, CT2 9AG
29 March	Full Council	09.30 12.00	TBC

**UNCONFIRMED MINUTES OF THE COUNCIL OF GOVERNORS PUBLIC MEETING
HELD ON THURSDAY 30 MARCH 2017 AT 11.30 AM
JULIE ROSE STADIUM, ASHFORD, TN24 9QX**

PRESENT:

Nikki Cole	Trust Chair (Chairman)	NC
Alan Holmes	Elected Governor – Canterbury	AHo
	Left at 12.10, up to item 6	
Caroline Harris	Elected Governor – Ashford	CHa
Chris Warricker	Elected Governor – Canterbury	CWa
Chris Wells	Partnership Governor – Council	CWe
	Left at 12.50, up to item 10	
David Bogard	Elected Governor – Staff	DBo
	Left at 13.20, up to item 12	
Debra Teasdale	Partnership Governor – Canterbury University	DTe
Eunice Lyons Backhouse	Elected Governor – Rest of England & Wales	ELB
John Rampton	Elected Governor – Staff	JRa
John Sewell	Elected Governor – Shepway	JSe
	Left at 13.20, up to item 12	
Junetta Whorwell	Elected Governor – Ashford	JWh
Mandy Carliell	Elected Governor – Staff	MCa
Marcela Warburton	Elected Governor – Thanet	MWa
Margo Laing	Elected Governor – Dover	MLa
Matt Williams	Elected Governor – Swale	MWi
Michèle Low	Elected Governor – Shepway	MLo
Paul Bartlett	Elected Governor – Ashford	PBa
Paul Curd	Elected Governor – Dover	PCu
Paul Durkin	Elected Governor – Swale	PDu
Philip Bull	Elected Governor – Shepway	PBu
Philip Wells	Elected Governor – Canterbury	PWe
Reynagh Westcar-Jarrett	Elected Governor – Thanet	RWJ
Sarah Andrews	Elected Governor – Dover	SAn

IN ATTENDANCE:

Satish Mathur	NED	SMa
Sunny Adeusi	NED	SAd
Keith Palmer	NED	KP
Wendy Cookson	NED	WC
Matthew Kershaw	Chief Executive	MK
Liz Shutler	Director of Strategic Development & Capital	LS
Natalie Yost	Director of HR and Engagement	NY
Nick Gerard	Director of Finance	NG
	Left at 13.20, up to item 12	
Alison Fox	Trust Secretary	AF
Amanda Bedford	Governor and Membership Lead (Notes)	AB

MIN.NO		ACTION										
01/17	<p>CHAIR’S INTRODUCTION</p> <p>NC opened the meeting and welcomed CHa and PCu to their first meeting as newly elected Governors; for Ashford and Dover respectively. She congratulated DBo, MCa, JSe, JWh, MWa and PWe on their re-election. NC also welcomed KP and WC to their first meeting as Non-Executive Directors (NEDs).</p>											
02/17	<p>APOLOGIES FOR ABSENCE AND DECLARATION OF INTEREST</p> <p>Apologies for absence were received from:</p> <table><tr><td>Michael Lyons</td><td>Partnership Governor – Volunteers</td></tr><tr><td>Robert Goddard</td><td>Elected Governor – Staff</td></tr><tr><td>Roy Dexter</td><td>Elected Governor – Thanet</td></tr><tr><td>Colin Tomson</td><td>NED</td></tr><tr><td>Barry Wilding</td><td>Senior Independent Director</td></tr></table> <p>There were no declarations of interest pertinent to this meeting.</p>	Michael Lyons	Partnership Governor – Volunteers	Robert Goddard	Elected Governor – Staff	Roy Dexter	Elected Governor – Thanet	Colin Tomson	NED	Barry Wilding	Senior Independent Director	
Michael Lyons	Partnership Governor – Volunteers											
Robert Goddard	Elected Governor – Staff											
Roy Dexter	Elected Governor – Thanet											
Colin Tomson	NED											
Barry Wilding	Senior Independent Director											
03/17	<p>MINUTES OF PREVIOUS MEETING AND MATTERS ARISING</p> <p>The minutes of the meeting held on 24 November 2016 were agreed as an accurate record with the following amendments:</p> <ul style="list-style-type: none">• Page 3, 59/16, first bullet point, should read: “...information coming to Council was not appropriate...”• Page 5, ‘ML’ should read: ‘MLa’.• Page 9, ‘collegial’ should read ‘collegiate’.• SAd and SAn attributions should be used instead of SA.• CWa and CWi attributions should be used instead of CW. <p>Updates were provided as follows:</p> <ul style="list-style-type: none">• Elections 2017 – Update: PBa asked for clarification as to whether, if successfully elected as a KCC member on 4 May, he would be precluded from sitting as a Governor. NC responded that she and AF would be reviewing the Trust’s constitution the following day and would be able to provide a definitive answer then. <p style="text-align: right;">ACTION</p> <ul style="list-style-type: none">• Chair’s Introduction: MLo questioned whether responses had been provided to JS’s questions. The action log indicated that it had been completed.• Matron Review: NC reported that the Matron Review had taken place looking at the number of matrons in post, the work they do and whether this was effective. Sally Smith was due to receive the report the following week and it would then be reported through the Board Committees. MK confirmed that the Governors would be given the opportunity to comment on	AF										

	<p>the report.</p> <p style="text-align: right;">ACTION</p> <ul style="list-style-type: none"> Demographic Data: NC understood that, although poorly presented, the data had been correct and was presented to a meeting of the Membership Engagement and Communication Committee (MECC). <p>The following points were also raised:</p> <ul style="list-style-type: none"> MLo noted that: <ul style="list-style-type: none"> Due to administrative disorganisation, only two NEDs had attended the Joint Governors meeting, which was not satisfactory. Page 11, first decision, a regular report on delayed transfers of care had not been provided, as had been requested. This needed to be resolved. <p style="text-align: right;">ACTION</p> Q1 of 64/16, page 9: report on the number of beds occupied for non-clinical reasons and who should pay for them, should remain on the agenda with updates provided at each meeting. <p style="text-align: right;">ACTION</p>	<p>AB</p> <p>AB, agenda</p> <p>AB, agenda</p>
04/17	<p>SPECIAL MEASURES</p> <p>NC provided the following update:</p> <ul style="list-style-type: none"> The Trust had been placed into financial special measures (FSM). During their recent meeting, Stephen Hay, Deputy Chief Executive of NHSI responsible for special measures had outlined his desire to see how much the Trust could save through: <ul style="list-style-type: none"> Management grip; Safe reduction of staffing levels; Improved productivity; and how much improvements would be impacted by: <ul style="list-style-type: none"> Reductions in staff; Structural problems; As well as how structural problems could be fixed, and what impact that would have. Once a detailed plan was in place, and if the Trust could deliver consistently against it, the Trust could be out of FSM in six to 12 months. David Hill was the liaison with NHSI for special measures and would help the Trust put together the Cost Improvement Plans (CIPs) programme. <p>MK highlighted the importance of FSM forming part of a continuing transformation and improvement journey. The Trust had to be positive about the process, and make progress on the finances whilst maintaining effective services and performance. Difficult and potentially unpopular choices would have to be made.</p>	

	<p>The Trust would receive help from Mark Hackett, the Turnaround Director from NHSI. The current proposals for CIPs and other financial measures were better-progressed and more granular than they had been in 2016. He hoped that would come through when the Trust presented to NHSI in April, which would allow the Trust to begin moving through the special measures and out of the other side.</p> <p>NC invited questions or comments:</p> <ul style="list-style-type: none"> • RWJ asked whether, when identifying where to make changes to make savings, consideration would be given to the fact that some departments were inherently loss-making. MK responded that every option was being explored. Not all services could become positive contributors, but all could be improved. Additionally, there were non-core services that the Trust could stop providing. • NG added that the Trust produced monthly reports by service line which roughly defined the contribution of each line to the overall Trust position. A number of deep dives would be conducted into how those services were provided, taking into account necessary service interdependencies. However, the least profitable services on paper would be reviewed over the next six to eight weeks. • PBu referred to the profitability of the emergency medical services: acute inpatients; A&E attendances; and admissions. He noted that it was important for Governors to understand that greater efficiency would see less remuneration per day stayed. NG noted that there was a lot which could be done to improve performance and the more this was achieved the harder it became to find savings against the national tariff. NG acknowledged that some services, like A&E, were inherently loss-making. • Noting that the NHS was a taxpayer-funded public service, MWi asked whether Stephen Hay had spoken in terms of 'profit' or 'surplus', emphasising the difference between the two. NC responded that he had discussed 'profit', but likely due to his background. • MWi thought that the Trust's objective was to break even rather than to generate a profit. NG responded that the Trust had a duty to use their resources effectively and work to the financial targets set. The current objective was to achieve the deficit position of £6.5m for next year. The ultimate end goal was to generate a surplus to invest in developing new and existing services. • NG noted that the current £6.5m deficit control total for 2017/18 was after receipt of £14.5m from the £1.8bn Sustainability and Transformation (STF) fund, making the actual 2017/18 deficit £21.1bn. • CWa outlined that the evidence available to him indicated the financial management of the Trust had not been taken seriously since August 2015. He questioned how the NEDs had performed in holding the Board to account for their financial management performance. NC acknowledged that, as a Board, they had not performed well and, for a variety of 	
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	<p>reasons, targets had missed. However, following various changes, and with more to come, she was confident that they were in a better position for 2017. The current Turnaround Director was making significant contributions. The Trust leadership had worked hard in 2016 and would work smarter in the coming year; which gave her greater confidence.</p> <ul style="list-style-type: none"> • CWa challenged what assurance could be given that 2017 would be an improvement on 2016, and the current Turnaround Director would perform better than his predecessor. MK responded that the Turnaround Director had been appointed by NHSI and his targets would be those agreed on 21 April. Although his targets would be set by NHSI, the Trust would have their own specific delivery expectations, which they would share once they were available. <p style="text-align: right;">ACTION</p> <ul style="list-style-type: none"> • MK emphasised that all Governors, staff and stakeholders should understand that the Trust's financial position had not declined in the last year. The Trust had made clear improvements, although not as much as they would have liked. There was still work to do and difficult financial decisions to be made, which the Council of Governors would be kept advised of. • MLo asked how the confident the Trust was in their ability to respond to the conditions that NHSI would put on their performance. NC responded that the Trust needed to take all the help that NHSI were willing to give and focus it in a way that would provide the most benefit to the Trust. • NG added that the Trust's interactions with NHSI were professional and they were receiving positive feedback on their previous actions in special measures. There were points where ambitious plans crossed with what was deliverable in the context of running a healthcare service whilst maintaining safety and quality, but that was the challenge they faced every day. MLo commented that the Trust needed to have the confidence to support what their expertise told them was the right thing to do. • PBu asked whether NHSI recognised the value of looking after their staff, and the efficiency benefits that could be drawn from staff being more committed. MK responded that they did; it was certainly an issue which was paramount to the Trust. • MLa asked whether the Trust paid for the current Turnaround Director. MK responded that he was thus far free of charge, but over the coming financial year the Trust, NHSI and a third organisation would likely share the cost. • CWa outlined that during the CQC inspection process, the CQC had expressed concern to Governors around the ability of management to run the Trust effectively without the support of the regulator. MLo and the other Governors involved in discussions with the CQC did not recall a comment of that nature having been made. NC was disappointed that CWa had gotten that impression and stated that her understanding was that they had every confidence in the Trust and the Board. 	<p>MK</p>
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	<ul style="list-style-type: none"> PWe clarified that the statement had come as a challenge and the CQC had then received positive assurance from the Governors. CWa noted that that was now how the statement had been reported to him. 	
05/17	<p>QUARTERLY DISCUSSION WITH NHSI</p> <p>The Council NOTED the quarterly discussion with NHSI.</p> <p>NC welcomed questions or comments:</p> <p>RWJ was surprised that the conversation had taken place. In his view the Lead Governor did not have the right to speak to NHSI outside of the Council and without oversight. The CoG had previously voted on the role of Lead Governor and agreed it would cover only the statutory duties; the Lead Governor would conduct full Council meetings in the absence of the CHair or would be the link between the regulator and Council should the need arise, or vice-versa. CWa concurred with this view.</p> <p>MLo had seen herself as acting within the statutory function of the Lead Governor, acting as liaison between the Council and the regulator, and had provided a full report. Since the CoG had accepted and welcomed the regular liaison the former Lead Governor had had with the regulator, she had assumed that continuing to play the role was correct and expected. If the CoG did not wish for her to have further conversation with the regulator then instruction was welcomed accordingly.</p> <p>SAn stated that whilst she had been Lead Governor the CoG had agreed the quarterly conversation with the regulator. In running that process, she had emailed Governors before each quarterly conversation inviting submissions on issues to raise and then provided an immediate report on the conversation.</p> <p>MWi said he believed the Council should a liaison with the regulator outside of the Board and Executives and a report had been provided on the conversation. He did not wish to reopen debate over the role of the Lead Governor. PBa agreed, emphasising the value in emailing Governors in advance to gather issues to raise in the conversation.</p> <p>MLo requested instruction from the CoG as to whether they wanted her to continue quarterly discussions with the regulator and, if so, whether to discharge the role similarly to how SAn had previously.</p> <p>Following some discussion, NC asked Governors whether the Council wanted to interpret the quarterly meeting as being in the current job description. The view was expressed that this was not stated within the statute so not within the job description of the lead governor as previously agreed by the Council. A vote was then taken: does the Council wish to re-visit the role of the lead governor in the near future? The outcome was 5 for and 10</p>	

	against; the motion was not carried.	
06/17	<p>TRUST STATUTORY DECLARATION TO NHSI – process</p> <p>NC reported that the Trust had to make the statutory declaration to NHSI to meet their duty on annual self-declarations.</p> <p>The Council NOTED the process for the Provider Licence self-certification for 2016/17.</p>	
07/17	<p>GOVERNOR TRAVEL AND EXPENSES POLICY</p> <p>NC reported that the Governor Travel and Expenses Policy was due to be reviewed at the end of the month. The following changes were recommended:</p> <ul style="list-style-type: none"> • Receipts should be submitted with claims, in line with the Trust's other expense policies. • Removal of the requirement to claim within one month. <p>NC welcomed comments:</p> <ul style="list-style-type: none"> • SAn disagreed with the second change. In a position where the CoG expected the Trust to manage their finances, Governors ought to meet the same requirements demanded of staff. <p>The Council AGREED the proposed changes to the Travel and Expenses policy with the addition of a requirement for Governor's claims to be submitted within the same timeframe as required of Trust staff.</p>	
08/17	<p>REGISTER OF INTERESTS</p> <p>NC reported the following updates to the Register:</p> <ul style="list-style-type: none"> • Geraint Davies had left the South East Coast Ambulance NHS Foundation Trust. • Caroline Harris was now a member of the Labour party, SECAMB, and the Sussex Partnership. • Juneta Whorwell was now a member of the East Kent Community Health NHS Foundation Trust, was on the Medicines Management Governance Group and the End of Life Steering Group, and was also a Trustee of Ashford Mediation Services. <p>NC welcomed further updates:</p> <ul style="list-style-type: none"> • PBU's work for Spire St Saviour's Hospital should be removed. • MWa had become a member of HealthWatch. <p style="text-align: right;">ACTION: update register</p> <p>The Council NOTED the updates to the Register.</p>	AB

09/17	<p>MEMBERSHIP ENGAGEMENT AND COMMUNICATION (MECC)</p> <p>MWi presented the report noting the following.</p> <ul style="list-style-type: none"> The Council had previously agreed to have an information session on the STP. A session had been scheduled, but had been cancelled due to time constraints. The MECC had looked at the membership leaflet and proposed some changes – these were AGREED by the Council. The MECC had worked on updating the documentation for the Meet the Governor sessions with the aim of making it more supportive for those Governors who did not find the task easy. The Council NOTED and AGREED the new guidance and resource. <p>MWi welcomed questions or comments:</p> <ul style="list-style-type: none"> MLo commended the work. She noted that reference to public engagement was missing. As the STP and consultation rolled out, she saw engagement with the public as probably more important than engagement with management. MWi agreed and confirmed that public engagement would be an item on the agenda for the next meeting of MECC. <p style="text-align: right;">ACTION</p> <p>NY noted that discussions were underway on the Membership Strategy and having sessions with members and the public. The next Your Hospitals magazine would also go to print in the following week, which included a section on governance and how to get in touch with the Governor and was circulated to the public. JWh said that the Diabetes event at Westgate Hall, Canterbury, which she and PWe had attended, was one example of the opportunities Governors had to engage with FT Members. MWi offered his thanks to the Communications team for their work to implement the strategy agreed by the CoG.</p> <ul style="list-style-type: none"> JSe noted that the recent NHS Providers publication, Mission Impossible?, made very few references to STP. Governors supported the recommendation that a presentation be provided on the plans for the Dementia Village. LS outlined that its purpose was to run a pilot and determine whether it was something they wanted to grow. They were finalising the business case which would come back through the Board. <p style="text-align: right;">ACTION</p> <ul style="list-style-type: none"> MWi reported a new system had been implemented to make the Meet the Governors sessions easier, and had enjoyed initial success. <p>NC said that she would convene a facts-based meeting for Governors about the STP.</p> <p style="text-align: right;">ACTION</p> <ul style="list-style-type: none"> MWi noted that his report had not correctly reflected a report 	<p>AB</p> <p>AB agenda</p> <p>AB</p>
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	made to the Membership Engagement and Communication Committee. KP clarified that a decision had been made to reduce the charity's reserve to £1m over a period of time. Work was underway on a list of projects to be considered by the fund, to ensure that it was spent on the right initiatives.	
10/17	<p>REPORT FROM TRUST CHAIR</p> <p>NC provided the following verbal report:</p> <ul style="list-style-type: none"> • Noting that she had attended a range of meetings with various groups, aiming to share ideas and build relationships with Trusts to see how they could work together. • Advising that five changes had taken place in senior positions in Trusts across Kent and Medway CQC and that she had had three meetings with Stephen Clarke, the new Medway Chairman. • Medway had come out of special measures. • Advising that the Board had provided the following feedback to Governors about the value they saw in the Council: <ul style="list-style-type: none"> ○ The Governor's role was valuable to the Board; ○ The MECC was an excellent forum with great potential; ○ The Audit and Governance Committee worked well; ○ CoG feedback from constituents, and attendance and feedback on Board meetings, was useful; ○ It would be helpful if the CoG could report on the social/psychological impacts Board decisions had on the public. <p>NC provided the following update on CIPs:</p> <ul style="list-style-type: none"> • A number of key changes had happened on the CIPs since last year, following challenge from the NEDs. • The new format for the CIPs and Transformation Plan for 2018 was circulated. It was an integrated plan utilising ideas from the Integrated Performance Report. NG noted that the document had since been updated, was more detailed and formed a wider piece of work looking at the whole transformation programme. <p>NC welcomed comments or questions:</p> <ul style="list-style-type: none"> • PBa asked what was planned for staff and visitor parking charges. NG responded that the Trust was investigating the full range of ideas, but no decisions had yet been made on parking charges. PBa commented that the Trust were already viewed negatively on the issue by the local community and he would not be in support of further increases. • PBU asked what financial benefit the Trust would see from the introduction of Bio similar drugs. NG outlined that a formal Pharmacy Transformation Plan had been put together, but the Trust currently did not have a gain-share agreement with their CCG partners, so would not see the suggested benefit. • DBo highlighted the potential of marginal financial gains. The Trust could benefit from developing a culture that encouraged 	

	<p>staff to find small efficiencies and optimisations in their daily interactions.</p> <ul style="list-style-type: none"> • CWA noted that the last year's CIPs update showed a delivery forecast of £19m, of which £4m was non-recurrent. The £4m should not be included as part of the £19m, so the Trust was actually £5m short of the £20m target. It had been agreed that reports to Governors would be clear about recurrent and non-recurrent savings and reflect performance against the CIP target on the basis of recurrent savings; why did this report not do so. NC acknowledged the point and agreed that the report to Council should have been clear that £4m of the savings to achieve the £19m forecast were non-recurrent. • DTe asked what work was underway into the benefits offered by standardisation. NC responded that the Trust used comparative data from other Trusts to highlight areas where they performed particularly well or badly, and then determined whether there were standardisation issues. LS noted that they had met recently with MTW, looking at costs for products across Kent and Medway and identifying the top 10 areas they could standardise across the area. • CWA suggested that looking at the CIPs on a one-year basis could be why the programme continually failed. SAd acknowledged the point and explained that the Trust was now working to two year cycle for planning. • PBa highlighted that the Environment Agency had issued a warning on the area around William Harvey Hospital. He suggested that it would be important that the Trust conduct appropriate environmental impact assessments within the planning process or risk incurring fines at a later date. 	
11/17	<p>REPORT FROM CHIEF EXECUTIVE</p> <p>In MK's absence, LS provided the following update:</p> <ul style="list-style-type: none"> • A draft Estate Strategy had been produced in October 2016 which had been used alongside maintenance information to build an idea of the clinical options arising from the STP. They needed to reach a conclusion on the options to consult on, before finalising the Strategy and anticipated it would be ready by the end of the year. <p>LS welcomed comments or questions:</p> <ul style="list-style-type: none"> • PBU asked whether the Strategy considered building something to rent and generate income. LS responded that the plans were currently around better-utilising the estate and minimising the capital cost. 	
12/17	<p>REPORTS FROM COMMITTEES</p> <p>Finance and Performance</p> <p>There was no discussion on this item.</p>	
	<p>Nominations and Remuneration</p>	

	<p>PWe welcomed questions or comments.</p> <p>MLa asked whether NED themselves would nominate those who would undertake the 360 review. PWe advised that contributors would be chosen on the basis of relevance; people who had worked with the NED.</p> <p>MLo asked for an update on progress with the Chair and NED appraisal process. NC responded that if the Council approved the process as presented with this paper then the Chair's appraisal would begin immediately, with the NEDs reviewed on their anniversaries.</p> <p>The Council APPROVED the revised policies on the Chair and NED Appraisal processes.</p>	
	<p>Quality</p> <p>The Council APPROVED the proposed Governor Indicator for the Quality Accounts.</p> <p>The Council NOTED discussion of the impact of the Board's decision to implement blue badge holder parking priorities.</p>	
	<p>Audit and Governance</p> <p>There was no discussion on this item.</p>	
	<p>Workforce</p> <p>SAn welcomed questions or comments.</p> <p>PDu commented that the report lacked detail on the KCC issue. The report noted that staff turnaround had not indicated a specific problem area or pattern and that HEKSS had reported improvements with the junior doctor training; were both statements were at odds with the current understanding.</p> <p>SAn said that Colin Tomson had provided a full report to the meeting on 30 January; this illustrated the speed at which events were moving.</p>	
13/17	<p>QUESTIONS FROM MEMBERS OF THE PUBLIC</p> <p>There were no members of the public present.</p>	
14/17	<p>ANY OTHER URGENT OR IMPORTANT ITEMS</p> <p>There was no other business.</p>	
15/17	<p>DATES OF FUTURE MEETINGS</p> <p>To be confirmed pending discussions at the facilitated session that afternoon.</p>	

NOTES OF THE COUNCIL OF GOVERNORS PUBLIC MEETING

25 MAY 2017 9.30am

Hall Place, Nr Canterbury, CT2 9AG

PRESENT:

Nikki Cole	Trust Chair (Chairman)	NC
Caroline Harris	Elected Governor – Ashford	CHa
Chris Warricker	Elected Governor – Canterbury	CWa
Eunice Lyons Backhouse	Elected Governor – Rest of England & Wales	ELB
John Rampton	Elected Governor – Staff	JRa
John Sewell	Elected Governor – Shepway	JSe
Junetta Whorwell	Elected Governor – Ashford	JWh
Mandy Carliell	Elected Governor – Staff	MCa
Marcela Warburton	Elected Governor – Thanet	MWa
Margo Laing	Elected Governor – Dover	MLa
Matt Williams	Elected Governor – Swale	MWi
Paul Curd	Elected Governor – Dover	PCu
Paul Durkin	Elected Governor – Swale	PDu
Philip Wells	Elected Governor – Canterbury	PWe
Reynagh Westcar-Jarrett	Elected Governor – Thanet	RWJ
Robert Goddard	Elected Governor - Staff	RGo
Sarah Andrews	Elected Governor – Dover	SAn

IN ATTENDANCE:

Sunny Adeusi	NED	SAd
Matthew Kershaw	Chief Executive	MK
Nick Gerard	Director of Finance	NG
Alison Fox	Trust Secretary	AF
Amanda Bedford	Governor and Membership Lead (Notes)	AB

	ACTION
Chair's Welcome and Housekeeping The Chair welcomed Governors and Non-Executive Directors to the meeting.	
Financial Special Measures (FSM) Sunny Adeusi, Non-Executive Director Chair of the Board Finance and Performance Committee, presented an update on the progress being made against the Financial Recovery Plan (FSM); see paper DS 01/17. For Context, Nick Gerrard, Director of Finance, noted that the Trust was one of 10 currently in FSM and of these there was preponderance in the South East of England. The Cost Improvement Plans (CIPs) were challenging and ambitious but, he believed, realistic. The Divisional operational teams were working hard to deliver these and an expanded RAG rating was being used to monitor progress, which had different levels for 'green' reflecting schemes that were on track against the plan. The meeting then broke into groups to:	

<ul style="list-style-type: none"> Consider the question - Do you think that the public will see financial special measures as an attack on quality and how do we address this? Agree one question to put to the presenters. <p>The following responses were given to the question.</p> <ul style="list-style-type: none"> The public were not aware of FSM, unless it had impacted on their own pathway. If the response to being in FSM impacted on the quality of services, then the public would become aware. Communicating with the public in an open and transparent manner to explain the situation would help mitigate any impact. Key to managing the situation was to show the balance; when talking about finances, link it to quality. <p>The following questions were raised.</p> <ul style="list-style-type: none"> <u>Why had action not been taken two years ago?</u> NG noted that one factor was that the Trust had been in Quality Special measures and dependent on use of locum consultant staff, which had come at a cost. <u>How can the Trust ensure that the public are kept informed?</u> The Trust has to be truthful and open, taking opportunities to put the message into the public domain. <u>The FSM was starting well, but was there enough of a buffer to manage the unexpected? Past experience has shown that these plans taper off over time.</u> The key was to maintain focus on the work and momentum within the divisions. <u>A staff governor noted that in his area plans were not yet in place to deliver against their assigned target CIP. The vacancy control measure was also impacting detrimentally.</u> NG said that the approach being taken for CIP planning was for the operational areas to identify the savings plans, rather than for these to be imposed on them from outside, as had previously been the case. Operational teams would therefore be developing the plans at a local level. NC acknowledged the importance of keeping sighted on staff welfare throughout the process. 	
<p>Dementia Village Presentation</p> <p>Henry Quinn, Head of Strategic Development, gave a presentation on the plans for the development of a Dementia Village adjacent to Buckland Hospital, which would facilitate research into new models of care for patient with dementia. Presentation appended.</p> <p>The following questions were raised.</p> <ul style="list-style-type: none"> <u>Has a construction company been identified for the project?</u> There has been no commitment made, however, some companies have been approached to provide indicative figures for the business case. <u>Will the project be affected by Brexit?</u> 	

<p>No. The funding is coming from source which provides monies for cross country research projects in a specified area – requirements which the Dementia Village development meets.</p> <ul style="list-style-type: none"> • <u>How many residents will the project support?</u> A total of 30 residents with six rooms for respite care. It was important to recognise that this was a development to support research into alternate models of dementia care to influence commissioning decisions around providing support for the aging population moving into the future. • <u>How will staff be trained in the new model of care?</u> The clinicians involved in the project were confident that it would attract high calibre staff who would contribute to the design and development of the project. Training would be an integral part of the project plan. • <u>Was there a danger that the service would be high cost and not available to all?</u> The expectation was that the model of care being used would deliver better services with lower running costs. • <u>Would husbands and wives be cared for together?</u> This was not part of the current planning, although it was recognised that this would be preferable if it was required. • <u>Would the Trust retain control of the project?</u> The Chief Executive said that the project was a massive opportunity to be involved at the start in work which had the potential to grow once it was proved that the model worked as anticipated. Partnership working was an important key to success and the multidisciplinary approach on which the model was based would mean benefits for all public sector organisations involved. It was a huge success for the Trust to have attracted this funding against stiff competition. 	
<p>Transformation Programme Overview</p> <p>The Chief Executive gave a presentation on the Trust's Transformation Programme: paper DS 03/17. He emphasised the importance of seeing the programme as being right for the organisation to do, not something that has been imposed. FSM and the FRP had to be incorporated within that overall context so that it delivered changes and improvements which were meaningful and positive for staff and for patients.</p> <p>The following points were noted during discussions.</p> <ul style="list-style-type: none"> • <u>Was the Trust working directly with the Vanguard site?</u> The Chief Executive explained the nature of the local vanguard site, Estuary View, which was part of a national programme to encourage innovative working. He confirmed that the Trust was working with them to help breakdown the boundaries between primary, secondary and tertiary care. • <u>Would there be an impact on the work on the Transformation Programme and the FRP given that NG and SM were both leaving?</u> A new NED had been recruited to replace SM and would start on 1 July. NG had agreed to be flexible about his leaving date to support a full recruitment process. • <u>What effect would the transformation programme have on the STP process?</u> 	

<p>The Chief Executive explained that the Trust was further ahead in transforming services than some other organisations. Any work done by the Trust would be fitting to the broad strategy and any risk would be mitigated.</p> <ul style="list-style-type: none"> • <u>Where does the greatest risk lie?</u> The Chief Executive said that patient flow was fundamental to the programme and had to be resolved in order to deliver the plans. • <u>What assurance could be given that the Trust would be able to deliver the saving target identified in the five year plan?</u> The evidence was supporting good progress on the financial plans but the targets were ambitious and had to be delivered by all EK organisations. The Chair noted that the NHS Trust Chairs were meeting regularly and there was clearly a commitment to delivering the plan across the patch. • <u>Staff commitment was also important; were staff engaged?</u> The Chief Executive confirmed that many staff were already actively engaged in the work. There was a strong focus on staff communication and proactive work to break down a tendency towards silo working. 	
<p>Statutory Compliance with Provider Licence</p> <p>AF presented the paper on the requirements for the Trust to declare its compliance with the Provider Licence and the role of the Governors in the process: papers at DS 04/17. Effectively each section of the return had been reviewed by the relevant Board Committee and the outcome reported into the Board. The Governors were asked to provide their views on the self-declaration.</p> <p>There were no concerns raised in response to the paper. MLa noted that the external auditors had agreed to provide Governor training on reviewing the annual accounts and asked what progress had been made as this had been outstanding for some time. AF confirmed that she was in discussion with the external auditors and should be in a position to provide details soon.</p> <p>The Chair invited Governors to contact AF directly before 31 May if they had any further queries.</p>	
<p>Update on the Junior Doctor training at KCH</p> <p>The Chief Executive took the opportunity to update the Governors on the current situation with respect to transferring the junior doctor training from KCH to QEQM and WHH hospitals. He noted that a lot of time had been spent talking with individual members of staff; the impact of the changes on the staff could not be underestimated; some had worked at KCH for decades. Of the 50 patients attending KCH daily, there would be some 30 who would need admission, now going to QEQM or WHH.</p> <p>The third meeting of the operational management team overseeing the work (the SOM) had taken place and it was expected that the transfer of services would take place on 19 June. Two further meetings would take place before a final decision was taken to confirm the date. The changes would be monitored and reviewed.</p> <p>The Chair noted that the changes were also having a large impact on partners, such as the ambulance service; they were equally committed to</p>	

<p>the task.</p> <p>In response to questions and comments from the Governors the following points were noted.</p> <ul style="list-style-type: none"> • Health Education England, who carried out the review which resulted in the need for change, had not looked at the environment the juniors were working in. Their remit was around the educational and supervision support available from consultant staff. • The change would reduce the costs incurred from the need to use agency staff. • The Resident Medical Officer (RMO) role was a senior post to be filled by a senior doctor who had completed their training but was not currently training to become a consultant. It was a model that historically had been used in smaller private hospitals. There would be process in place to provide assurance about the quality of the persons appointed and they would be part of the re-validation process. 	
<p>Closing Remarks</p> <p>The Chair thanked everyone for attending the meeting. She invited Governors to submit any further questions by email and answers would be provided. Attendees views on the meeting would also be welcome.</p>	

Date of next development meeting: 20 July 2017, 9.30 – 12.30, Hall Place, Canterbury.

**UNCONFIRMED MINUTES OF THE JOINT MEETING OF THE COUNCIL OF
GOVERNORS AND NON-EXECUTIVE DIRECTORS
9 JUNE 2017, 2.00PM
HARVEY HALL, EDUCATION CENTRE, KCH, CT1 3NG**

PRESENT:

Nikki Cole	Trust Chair (Chairman)	NC
Eunice Lyons Backhouse	Elected Governor – Rest of England & Wales	ELB
John Rampton	Elected Governor – Staff	JRa
John Sewell	Elected Governor – Shepway	JSe
Junetta Whorwell	Elected Governor – Ashford	JWh
Margo Laing	Elected Governor – Dover	MLa
Matt Williams	Elected Governor – Swale	MWi
Philip Bull	Elected Governor - Shepway	PBu
Philip Wells	Elected Governor – Canterbury	PWe
Sarah Andrews	Elected Governor – Dover	SAn

Non-Executive Directors

Satish Mathur	NED	SMa
Jane Ollis	NED	JOI
Keith Palmer	NED	KPa
Wendy Cookson	NED	WCo
Colin Tomson	NED	CTo
Sunny Adeusi	NED	SAd
Barry Wilding	NED	MWi

IN ATTENDANCE

Matthew Kershaw	Chief Executive	MK
Sandra le Blanc	Director of HR	SB
Sarah Swindell	Assistant Trust Secretary	SS
Amanda Bedford	Governor and Membership Lead (Notes)	AB

OBSERVERS

Nigel Mansley	NED, as off 1 July 2017
Chris Hudson	Surgical Services Division
Lindsay Shorter	Clinical Support Division

MIN.NO		ACTION
01/17	<p>CHAIR'S WELCOME AND HOUSEKEEPING</p> <p>The Chair's request that three people be allowed to attend the meeting as observers was agreed.</p> <p>Apologies were noted from the following Governors: Reynagh Westcar-Jarrett; Paul Bartlett; Robert Goddard; Marcella Warburton; Paul Curd; Debra Teasdate; and Michèle Low. All those attending the meeting introduced themselves.</p> <p>The Chair noted her appreciation that some governors had taken the opportunity to attend the public board meeting that morning as observers.</p>	

	<p>The Chair recorded her thanks to Alan Holmes for his valuable contribution to the work of the Council as elected governor for Canterbury. Alan resigned his post when he became seriously ill at the start of the year and he sadly died this month. This would also be reported formally at the next public meeting.</p>	
02/17	<p>CONSTITUTION REVIEW 2017</p> <p>The Chair introduced this item explaining that a regular review of the constitution was best practice and summarising the nature of the changes being proposed. The following points were noted:</p> <ul style="list-style-type: none"> • Clause 21 had been removed as the NHSI had disbanded the Panel for governors to refer questions on the basis that it had not been used. It was confirmed that the Trust's Governors had not approached the panel. • Annex 7 – it was suggested that nine months was a long time when most notice periods at senior level were six months. The Chair explained that this was to ensure enough time for a considered and careful recruitment process; NED appointments were for a fixed term so she would expect applicants to be applying in accordance with their anticipated availability. As a member of the CoG Nominations and Remuneration Committee (NRC), MLa commented that given the amount of administration involved in making NED appointments the longer period was preferable. • Two Governors who had tendered apologies for the meeting, MLo and DTE, had indicated their approval for the changes. <p>The changes proposed to the Constitution were APPROVED by all those present. It was noted that, as there were only nine governors present, this did not meet the requisite for 50% of governors to approve the changes. The item would be taken again to the Full Council meeting scheduled for 15 June 2017.</p> <p>ACTION</p>	AB agenda
03/17	<p>GOVERNOR FRAMEWORK – HOUSEKEEPING</p> <p>AB presented the paper which outlined a number of practical issues arising from the decision, made at the facilitated CoG session held on 30 March 2017, for the new framework to be implemented immediately. The following points were noted:</p> <p>Approval for the Framework changes</p> <p>It was AGREED that notes of the facilitated meeting on 30 March and the notes of this section of the meeting today, would be presented to the Full Council meeting on 15 June 2017 to seek approval for the changes.</p> <p>ACTION</p> <p>Membership of Committees</p> <p>It was AGREED that:</p> <ul style="list-style-type: none"> • CoG Committees would consist of eight voting members with all Governors having the right to attend and participate in 	AB

	<p>discussions</p> <ul style="list-style-type: none"> • Membership should be voluntary and based on skills and interest. • Annually governors would be asked to give expressions of interest for becoming members of regular committees and to complete a skill matrix. The invitation would include details of the work of each Committee, including the terms of reference. • A paper would be brought to the March Full Council meeting proposing membership for the coming year, based on those expressions and with an aim to spread representation across the constituencies where possible. Council would then be able to discuss and agree the membership for the coming year. • Chairmanship of the Committee would be agreed by the Committee members. • The existing Committees would carry forward to March 2018 with the Chairs co-opting governors to fill current vacancies on their committees. • The Membership Engagement and Communication Committee were tasked with making a proposal for how requests for Governors to become members on other Trust Committees should be managed and how this work should be reported into Full Council so there was a clear audit trail. At present there was a lack of clarity about whether attendance at such meetings should be by a governor or an FT member, especially as the work of many such groups was primarily operational. <p>ACTION The Chair took a joint action with the Chief Executive to provide some advice on where attendance by governors and/or volunteers or members might be most useful and what their role might be.</p> <p>ACTION AB confirmed that the membership office works closely with the public engagement/involvement team with respect to engagement opportunities.</p> <p>Terms of Reference It was confirmed that none of the committees under the proposed framework would cover finance and performance as part of their terms of reference. Discussion on these issues would always take place in a meeting of the full Council. PBU noted that governor attendance at the public Board meeting would help discussions at Council meetings to be more focussed as much valuable information was shared in that forum. CTO concurred and suggested that governors could be invited to submit written questions prior to the public Board meetings so that Executive Directors have a chance to respond in full at the session. The Chair agreed that this suggestion would be developed further.</p> <p>ACTION AB confirmed that the work of the CoG NRC was supported by the guidance and policies on NED recruitment and remuneration.</p> <p>The Chair confirmed that Governors could direct questions to</p>	<p>MECC agenda</p> <p>NC & MK</p> <p>Trust Secretary</p>
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	<p>herself or the Chief Executive in response to the Trust communications they were now copied into. She asked that such enquiries included AB in the circulation so that they were captured in the existing system for managing queries raised by Governors.</p> <p>The Chair confirmed that she would talk further at the Full Council meeting about the suggestion that governors attend BoD Committee meetings and the closed Board meetings.</p> <p>The draft terms of reference were AGREED with the following changes.</p> <ul style="list-style-type: none"> • Membership sections to be updated based on the outcome of the discussion above. • The NED component of the quorum for the NRC terms of reference to be changed to the Trust Chair, Senior Independent Director (SID) and NED Chairs of Nomination and Remuneration as appropriate. <p>Reporting The proposal for reporting decisions made by the Council outside of the formal Full Council meetings was AGREED.</p> <p>Outstanding actions The paper listed the outstanding actions from the disbanded committees; AB invited governors to contact her if there were any issues which had been missed. The meeting AGREED the proposal for managing the outstanding actions.</p> <p>Policies The reporting into Council of the NED appraisal processes was discussed. It was AGREED that the reporting should be direct to Council in closed session with a note that the discussion had taken place at the next Public Session. The work should also be summarised in a report at the Annual Members Meeting and could be referred to in the Council's report in the Trust's Annual Report. The policies would be amended accordingly.</p> <p>ACTION The agenda for the meeting on 15 June 2017 would be adjusted so that the reporting of the outcome on the Chair and two NED appraisals would be in private session.</p> <p>ACTION</p> <p>Reducing the size of the Council The proposal was AGREED as laid out in the paper. This would need to be ratified at the next Full Council meeting.</p>	<p>AB</p> <p>AB</p>
04/17	<p>TRUST VALUES AND BEHAVIOURS</p> <p>The Chair explained that the aim of this paper was to begin an exploration of how the EKHUFT 'We Care' values could be applied to the work of the Council to make it more effective. She was proposing an introductory session at the development meeting on 20 July.</p>	

	<p>SIB shared the 'We Care' values leaflet and explained that this had been developed in response to the CQC inspection comment that staff felt that they did not have a voice and were not able to raise concerns. The work which had been done since then was to understand what the values meant in real terms; what behaviours did the Trust want to see in its staff and managers, and those behaviours it did not want to see. She shared with the meeting examples of how this had improved the effectiveness of meetings and better management of poor behaviours.</p> <p>SIB suggested that there should be ongoing sessions to develop this work so that the Council could get to a point where governors could be honest with themselves about their contributions to meetings. The 'We Care' values, the Nolan Principles and the Trust's Code of Conduct for Governors – which each governor had signed up to – would help inform that work.</p> <p>PBu noted that he had written to the Chair about his frustration following Council meetings providing thoughts on how they could be made more effective, for example asking governors to submit questions in advance, and about some behaviours which have made some meetings uncomfortable. There were also etiquettes which should be followed to make email communication less problematic. He would support the development work being suggested. The Chair confirmed that the Council would be encouraged to submit questions in advance to make the discussion on the items flow smoothly and quickly with an opportunity for as many governors as possible to contribute.</p> <p>MWi noted that, while Council members would have some shared aims about the role of governors, there would be some differences and also there was a range of experience and background within the Council. This would need to be taken into account when developing the sessions.</p> <p>SIB acknowledged these comments and concurred that the work was designed to address these sorts of concerns and frustrations. The sessions were shorter than available for staff sessions but progress could be made.</p> <p>MK said in his experience this type of work gave the best results when the whole team were involved, were committed to the aims and everyone was in attendance. The meeting concurred with this view.</p>	
	Meeting closed at 15.10	

Date of the next Joint meeting of Governors and NEDs: 15 February 2017

**NOTES OF THE COUNCIL OF GOVERNORS FACILITATED MEETING
30 MARCH 2017 1.30PM**

Julie Rose Stadium, Ashford, TN24 9QX

PRESENT:

Caroline Harris	Elected Governor – Ashford
Chris Warricker	Elected Governor – Canterbury
Debra Teasdale	Partnership Governor – Canterbury University
John Rampton	Elected Governor – Staff
Junetta Whorwell	Elected Governor – Ashford
Mandy Carliell	Elected Governor – Staff
Marcela Warburton	Elected Governor – Thanet
Margo Laing	Elected Governor – Dover
Matt Williams	Elected Governor – Swale
Michèle Low	Elected Governor – Shepway
Paul Bartlett	Elected Governor – Ashford
Paul Curd	Elected Governor – Dover
Paul Durkin	Elected Governor – Swale
Philip Bull	Elected Governor - Shepway
Philip Wells	Elected Governor – Canterbury
Reynagh Westcar-Jarrett	Elected Governor – Thanet
Sarah Andrews	Elected Governor – Dover

IN ATTENDANCE

Ben Richardson	Consultant, Carnall Farrar
Amanda Bedford	Governor and Membership Lead (Notes)

This meeting took place after public Full Council meeting with papers issued at the same time as the agenda for that meeting.

Purpose of the meeting

The following was added to the end of the agenda for the public session which was circulated to Governors:

FACILITATED SESSION – Governors only

Session times: 1.30 – 3.00pm

This session was requested as an outcome from the meeting held on 2 February 2017. It will be led by Ben Richardson with Amanda in attendance as flip chart scribe and to note actions.

The specific actions from the last meeting were to discuss how Governors can work more effectively with each other and how Council can work more effectively with Non-Executive Directors. These are the desired outcomes.

In preparation for the session, Amanda and the Chair have done a detailed analysis of the Effectiveness Survey carried out in January 2017. In addition the CoG Nominations and Remunerations Committee asked for papers on NED Commitments prioritised and the role of the Leader of Council. These have led to the following documents that also suggest a revised way of working for the Council to consider.

- NED expectations and priorities;
- Trust Chair – Definition of leadership; and

- Effectiveness Survey analysis and proposal.

The issues to be discussed are:

1. Committee Structure
2. How the Council works:
 - a. as a Council; and
 - b. with NEDs.

MEETING OUTCOME

The outcome of the session was circulated by way of an email to all Governors on 5 April. There were no comments or concerns raised about the content.

TEXT OF EMAIL SENT TO GOVERNORS

COUNCIL OF GOVERNORS' FRAMEWORK

Dear Governors, the facilitated session following on from the Council of Governors' meeting held last week focussed on the revised Council of Governors' framework, as proposed on pages 2 and 3 of the paper.

At the start of the meeting the 17 Governors in attendance agreed that decisions made would be taken forward as it was important for progress to be made. The proposal was agreed for immediate implementation, with some amendments. The changes made are listed below, the remainder of the items were accepted without change. For ease of reference the attached document lists the points from the paper.

Changes -

- Point 4: Nominations and Remuneration Committee to support the Council to meet their duties with regard to NED recruitment and remuneration only. The four additions suggested to their duties were not adopted.
- Point 5: Audit and Governance Committee – this should be Audit Committee and deal only with the appointment of the External Auditors. Frequency of the meetings and terms of reference to adhere to the Trust's constitution.
- It was further agreed that the Council would set up ad hoc, task and finish groups as required to carry out clearly defined tasks.
- All committees of the Council would consist of eight members, with a quoracy of four, and be open to all Governors to attend. Only members of the Committee would have voting rights. (Point 13)
- Point 3: in light of the changes to points 4 and 5 above, the suggestion that CoG Chairs and the Lead Governor attend an Agenda setting meeting is invalidated. The meeting asked that the Trust Secretary makes a proposal for how agenda setting should be managed.
- Point 7: information flow. In the discussion the following suggestions were made which Governors would like the Trust to consider:
 - Governors to be able to attend the confidential section of Board meetings
 - Governors to be able to attend Board of Director Committee meetings as observers in order to appraise the NEDs' performance and to help governors in the process of holding NEDs to account both individually and collectively.
 - More provision to be made for Governors attending public Board meetings to be able to ask questions. Having a short, time limited session at the end of

the meeting was not seen as satisfactory. It should be possible to allow questions during the meeting, especially as some presenters/Board members may not be available at the end of the meeting. More time for questions would be better, or if time runs out, an invitation given for written questions to be submitted. It was noted that a process for submitting written questions does exist.

In reaching this decision governors present cited their experience of other FTs, in particular attendance at confidential Board meetings.

- Good management and administration of all meetings is paramount to successful implementation of the framework.

The section above in bold and blue constitutes draft notes of the meeting and has been shared with the 17 Governors present and Alison Fox; some revisions were made to the original draft. The decision taken to move forward with the change without delay will be formally reported at the next public Council of Governors meeting via presentation of these notes. I am happy to respond to any questions or comments.

Given the decision taken to adopt the change with immediate effect, please delete from your diaries existing meeting dates for ALL COUNCIL OF GOVERNOR COMMITTEES. For now please retain the existing Full Council meetings. The date for the Annual Members Meeting is confirmed as 7 September, 5.30pm – so please leave this one in your diaries.

Within the next ten working days a new schedule for 2017 meeting dates will be issued based on the draft included in the paper, annex I. Please do not take the dates in annex I as confirmed; a final review is needed to ensure that the schedule, and a linked annual planner, will support the Council to meet its statutory responsibilities.

As diaries do fill rapidly, it would be helpful when planning the final meeting schedule if you could confirm whether you could adjust your diaries to the dates included in Annex I for Council meetings in the first three months of the year.

- 4 May – development session either morning or afternoon
- 9 June – possible, afternoon only for joint NED/Governor meeting
- 15 June – Public meeting, two hours only

Again within the next ten working days, an action plan will be provided to the Council detailing how the transition to the new framework will be managed and an implementation plan for point 10, reducing the size of the Council.

TEXT OF THE 14 PRINCIPLES DOCUMENT CIRCULATED WITH THE EMAIL

Proposal

That the principles for the Council of Governors' Framework are:

1. Four Full Council Public meetings a year – agendas controlled to a strict maximum of 2 hours, board meeting style, with short closed sessions added if needed but within the two hours.

Alternatively, the closed session could be standard and always include an item on 'Governor concerns about NED performance' – in the way that Board Audit Committees generally have private session with the NED chair where auditors can raise concerns about the executive.

2. Four CoG 'development' meetings a year – half or full day sessions cabaret style.
The aim for these sessions would be to focus on relevant issues to allow Governors to reach a greater understanding and to contribute to the Strategy.

The session on Risk at the joint meeting on 2 February would be an example. It may be appropriate for NED Chairs to lead some of these sessions.

It is proposed that one session a year is used for the Joint meeting of Governors and NEDs and that this take place in February to allow the Council to contribute to forward planning and setting of objectives. For 2017 only it is proposed that there be an extra half day meeting on 8 June, to follow the Trust Board. This would be the 2017 Joint Governor/NED meeting.

3. Agenda Setting - an Agenda setting meeting to be held between 6 and 8 weeks before the Full Council public meetings and to be attended by the Lead Governor and the Chairs of the three committees. Governors will be invited to suggest agenda items to be considered at this meeting
4. Nominations and Remuneration Committee – this is a statutory requirement and would support the Council to meet their duties with regard to NED recruitment and remuneration. It is suggested that NRC additionally:
 - oversees the annual CoG Effectiveness review;
 - undertakes periodic Governor Skills analysis;
 - makes recommendation to Council annually on Governor membership of Committees; and
 - monitors the training provided for Governors.

Meetings to be as required for NED recruitment and at least 2 times a year.

5. Audit and Governance – maintaining the current terms of reference with adjustment for NED attendance depending on discussion at item 7 below; at Annex C. Meetings to be Quarterly
6. Membership Engagement and Communication – maintaining the current terms of reference with adjustment for NED attendance depending on discussion at item 7 below, at Annex D. This manages the Council's 'operational' work to deliver on membership and engagement Strategy. Meetings to be quarterly.
7. Information and holding to account – there have been many discussion at the Full Council meeting and the current committees about the information that Governors need to have access to. There is a difficult balance to be achieved; Governors need sufficient information to be able to test the assurances provided by NEDs while avoiding being drawn away from the strategic into the operational by too much detail. The diagram at Annex E shows how information will flow through the proposed Committees.

Governor Statutory duties are laid out in a document endorsed by the Full Council in the November 2013 meeting; provided at Annex F. The duties are listed as sections A – S; this document does need to be updated to reflect the move from Monitor to NHSI and will be brought to the next meeting of Council.

NHSI has issued guidance for Governors on holding NEDs to account, provided at Annex G. This is effectively a subset of section E from Annex F and is divided into two sections:

- 1) Holding NEDs individually to account: duties a & b
- 2) Holding NEDs collectively to account: duties a - f

Annex G includes a section mapping across the duties listed in Annex F.

To show how the proposed structure is designed to support Governors to meet their responsibilities, the diagram at Annex E cross references to Annexes F and G. It should be noted that items P, Q and S from Annex F relate to duties of the Trust, so have not been included.

8. Governor attendance at Public Board of Directors meetings - an expectation that each Governor will attend Trust Board meetings as an observer at least twice a year to observe Non-Executive Directors undertaking their duties.
9. NED attendance at Council meetings - NEDs to attend Full Council meetings once a year on a rota basis so that there is at least one NED at each meeting in addition to the Chair. There will be an attempt to align the NED to topics on the Agenda in which they are well versed.

One further issue is suggested for consideration and debate:

10. Reduction in the size of the Council – there is a strong view that the size of the Council is one of the significant obstacles to effective working. A reduction of 7 could be achieved with the following changes, giving a Council of 19:
 - All public constituencies to be represented by two Governors. Rest of England would remain as one Governor. Reduction of 5.
 - Staff Governors to be reduced by one to 3 Governors.
 - Appointed Governors – one position to be removed.

If the proposal for change is accepted it is suggested that:

11. There is agreement that the Framework will be used for one year with a mid-year and year-end review date set at the outset. The mid-year review to be used for adjustments and the year-end review for a full assessment.
12. Measurable outcomes are agreed before implementation – selected questions from the effectiveness survey could be used in this respect with the current survey providing a baseline, based on the scoring system described above.
13. Membership of NRC, MECC and AGC to be set at eight Governor voting members with all Governors able to attend any Committee. Chairs to have proven chairing skills or willing to attend training.
14. Any reduction in the size of Council would need to be reflected in the constitution and approved by the Board of Directors.

**EAST KENT HOSPITALS UNIVERSITY NHS FOUNDATION TRUST
COUNCIL OF GOVERNORS MEETING (PUBLIC) 15 JUNE 2017**

ACTION POINTS FROM THE COUNCIL OF GOVERNORS MEETING (PUBLIC) HELD ON 30 MARCH 2017

MINUTE NUMBER	DATE OF MEETING	ACTION DESCRIPTION	LEAD	DUE BY	PROGRESS
OUTSTANDING ACTIONS FROM PREVIOUS MEETINGS					
52/16 & 03/17 c	05.09.16 30.03.17	An update to be provided on the Matron Review.	CT	When completed	Update provided: 30 March - report due to Sally Smith week of 10 April; will then be considered at Management Board. To be shared with Governors. Update 15 June – see note below this table. Propose: action closed
56/16 & 03/17 b	24.11.16 30.03.17	Chair's introduction: Provide written answers to the questions raised by John Sewell. 30 March: review and ensure that John is satisfied that these have been provided.	NC	N/A	Update provided: 30 March – overtaken by events. Update: 15 June – John has provided confirmation of his outstanding items which will be considered during a future item on models of care. Propose: action closed
62/16 & 03/17 a	24.11.16 30.03.17	Elections 2017 – Update: Identify Council election preclusions and advise the Council of Governors of the findings.	AF	ASAP	Update provided: 30 March - to be confirmed. Update: 15 June - Clause 17 of the Constitution sets out the circumstances under which someone cannot become or cannot continue to be a Governor. Annex 6 Outlines other preclusions. See below. Propose: action closed
64/16	24.11.16	Reports from Committees – Finance and Performance: Council to be provided with further information, via IAGC, on timescales to improve the BAF system and a process to complete the report properly.	AB	ASAP	Update provided: 30 March - to be reported through CoG AGC meetings. [NOTE: the CoG AGC has been disbanded as part of the new Framework.] Update: 15 June – The BoD IAGC received an internal audit report on the BAF in April 2017; this reported significant assurance. The BAF is a constantly evolving process to ensure that it remains fit for purpose. Propose: action closed
64/16	24.11.16	Reports from Committees – AGC:	AB	ASAP	Update provided: 30 March – liaising with

MINUTE NUMBER	DATE OF MEETING	ACTION DESCRIPTION	LEAD	DUE BY	PROGRESS
		training to be arranged from the auditors.			KMPG. Update: 15 June – session being arranged with KMPG.
ACTIONS FROM THE LAST MEETING HELD ON 30 MARCH 2017					
03/17	30.03.17	Minutes of the previous meeting: a regular report on delayed transfers of care to Council meetings.	AB	15.06.17	Update: 15 June – data on delayed transfers of care are included in the monthly IPR updates; the link to these is sent to Governors when the document goes into the public domain. Propose: action closed
03/17	30.03.17	Minutes of the previous meeting: a report on the number of beds occupied for non-clinical reasons, and who should pay for them, to be updated at each meeting.	AB	15.06.17	Update: 15 June – this data is collected as an annual snapshot and not provided on a regular basis. There is no mechanism for the Trust to reclaim the cost within the local health economy, hence the importance of partnership working. Propose: action closed
04/17	30.03.17	Special measures: share with Governors the targets set and delivery expectations for the Turnaround Director when available.	MK	When available	Update: 15 June – verbal report to be given to meeting.
08/17	30.03.17	Register of Interests: add the updates provided at the meeting to the register of interests and update on the Trust's website.	AB	Immediate	Update: 15 June – revisions completed and updated on website. Propose: action closed
09/17 a	30.03.17	MECC report: public engagement to be an item on the next MECC agenda	AB	Next MECC: 5 June	Update: 15 June – public engagement is a standing item on all MECC agenda. The next MECC meeting in September will be looking at progress against the Council of Governors' Membership and Engagement Strategy and will report through to the Council meeting later that month. Propose: action closed
09/17 b	30.03.17	MECC report: presentation on the Dementia Village to be provided for Governors.	AB	For next agenda setting	Update: 15 June – presentation given at Council of Governor Development session on 25 May 2017. Propose: action closed

MINUTE NUMBER	DATE OF MEETING	ACTION DESCRIPTION	LEAD	DUE BY	PROGRESS
09/17 c	30.03.17	MECC report: facts based meeting to be organised for Governors re the STP.	AB	Asap.	Update: 15 June – the need for the meeting has been overtaken by changes in the STP timeframe. Propose: action closed

Matrons review: the review was undertaken following a report on Productivity Benchmarking from Consultants, Ernst Young, which highlighted that compared to peer trusts the establishment of modern matrons was significantly larger. The 'Well Led' governance framework review carried out by Grant Thornton in early 2016 provided benchmarking data. In June 2016 a project was led by the Divisional Head of Nursing for Urgent Care and Long Term Conditions, Karina Greenan, to look at all the posts with 'Modern Matron' in the title and the job description to ensure clarity of the role and parity of service delivery across the organisation.

This is in line with the review of all nursing and midwifery posts across the Trust to gain assurance that the Trust has the right workforce to deliver safe, effective care. For example, ward establishments are reviewed six monthly and reported to the Board via the BoD Strategic Workforce Committee.

Working closely with the operational divisional teams, led by the Divisional Heads of Nurses, the Matron roles across the organisation have been refreshed and the structure revised to ensure that the roles meet the current needs of the organisation. A report on the outcomes of the project is going to the trust's Management Board in June.

The Board of Directors' Strategic Workforce Committee was properly sighted on this review. It was therefore mentioned at the CoG Workforce meetings and reported in to Full Council when clarity about the timescale for completing the work was sought. The project is completed with a report to be presented to Management Board. This report is a detailed operational document and would therefore not be shared with Governors.

Council Elections Preclusions

17. Council of Governors – disqualification and removal

17.1 The following may not become or continue as a member of the Council of Governors:

17.1.1 a person who has been adjudged bankrupt or whose estate has been sequestrated and (in either case) has not been discharged;

17.1.2 a person who has made a composition or arrangement with, or granted a trust deed for, his creditors and has not been discharged in respect of it;

17.1.3 a person who within the preceding five years has been convicted in the British Islands of any offence if a sentence of imprisonment (whether suspended or not) for a period of not less than three months (without the option of a fine) was imposed on him.

17.2 Governors must be at least 16 years of age at the date they are nominated for election or appointment.

17.3 Further provisions as to the circumstances in which an individual may not become or continue as a member of the Council of Governors are set out in Annex 6.

17.4 NHS Improvement may remove one or all of the governors from the Council if this is necessary to deal with a situation where the trust is failing.

17.5 Governors will also be disqualified if they cease to meet the eligibility criteria, (mandatory or otherwise) for becoming governors, or if, through changing circumstances, they fall into the category of those who are excluded from becoming governors. Failure to meet the mandatory requirements under paragraph 17.1 will result in automatic termination. In circumstances where disqualification is under consideration for the non mandatory reasons set out in Annex 6, three weeks notice of the resolution must be given to the Council of Governors, and termination as a governor will require the approval of three quarters of those members of the Council of Governors present and voting at the meeting.

ANNEX 6

1.0 Disqualification.

With reference to Section 14 and paragraphs 14.3 and 14.4 the following additional provisions are made as to the circumstances in which an individual may not become or continue as a member of the Council of Governors :-

1.1 In respect of elected governors, he or she is disqualified from being a public, or staff member of the relevant constituency

1.2 He or she is an executive or non-executive director of the Trust or, in respect of elected governors, a governor, non-executive director, chairman, or chief executive of another NHS Foundation Trust

1.3 He or she is incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs

1.4 In respect of elected governors, he or she ceases to be a member of the trust

1.5 He or she has had their name placed on registers of Schedule 1 offenders pursuant to the Sex Offenders Act 1977 and/or the Children and Young Person Act 1933

- 1.6 He or she has failed to attend at least half of the meetings of the Council of Governors in any financial year without a reason acceptable to the Council
- 1.7 He or she has failed to attend three consecutive meetings without a reason acceptable to the Council
- 1.8 He or she has failed to declare a significant conflict of interest
- 1.9 He or she has a conflict of interest making membership of the Council untenable
- 1.10 He or she is guilty of conduct or actions prejudicial to the Council or the Trust

In all cases where disqualification is being considered for the above reasons, three weeks notice of the resolution must be given to the Council, and termination as a governor will require the approval of three quarters of those members of the Council of Governors present and voting at the meeting in accordance with paragraph 14.4

For the avoidance of doubt, an individual may not at the same time be both an elected and an appointed governor.

REPORT TO:	COUNCIL OF GOVERNORS' MEETING
DATE:	15 JUNE 2017
SUBJECT:	TRUST CHAIR'S REPORT
REPORT FROM:	NIKKI COLE TRUST CHAIR
PURPOSE:	TO NOTE
BACKGROUND AND EXECUTIVE SUMMARY	
This report provides the Council of Governors with background and updates on the key issues currently affecting the Trust, together with information about events which have taken place since the last Full Council meeting.	
LINKS TO STRATEGIC OBJECTIVES:	Patients: Help all patients take control of their own health. People: Identify, recruit, educate and develop talented staff. Provision: Provide the services people need and do it well. Partnership: Work with other people and other organisations to give patients the best care.
RECOMMENDATIONS AND ACTION REQUIRED:	
The Council is asked to note the report.	

Sustainability and Transformation Programme (STP) – Governance

The Kent and Medway STP programme is being managed via a number of work streams and, under item 8 on the agenda, the Chief Executive will be explaining about the hospital work stream and how the Trust is engaging and progressing with this.

With the size of the project and the number of organisations involved, robust governance is essential; both in terms of cross organisation governance and internal governance within each trust. The Kent and Medway STP Programme Board is led by Glenn Douglas, CEO of Maidstone and Tunbridge Wells NHS Trust and the Senior Responsible Officer. Within EKHUFT we have set up a Transformation Board to manage our own six workstreams.

At the meeting I will provide you with a brief overview of how the governance arrangements are working in practice and the key challenges we are facing.

Financial Special Measures (FSM)

One of the four items on the first of the Council of Governors' development sessions on 25 May was on FSM, with Sunny and Nick setting out the context. They explained how the Trust is planning to move out of special measures and how this is going to be linked, as it must be, with the STP.

Those of you who attend the public Board meeting on 9 June will no doubt hear more about the current position. This extract from the Chief Executive's report to the Board indicates how the NHS I is viewing our progress:

The Trust met with NHSI for the second FSM oversight meeting and received positive feedback about the progress of the work over the first two months of the year. The position with the year to date overall financial position, savings and

improved governance were well received. The challenge to delivery increases as the year progresses so the focus is now on concluding the cost improvement plans and enacting the changes, ensuring sufficient capacity and capability exists to drive implementation and work to further develop board oversight of the programme are the priorities for the next phase along with the start of planning for 2018/19. We will meet NHSI for our third meeting in early July.

Demonstrating Council Effectiveness

One response to my request for items to be considered for inclusion on the agenda for this meeting was from Chris Warricker. He asked for a less generalised reply to how NED and Board performance has been influenced in 2016/17 as a consequence of Governor/Council contributions.

I had responded to this point in the public CoG meeting on 30 March when I reported back the views of my Board colleagues that:

- The Governor's role was valuable to the Board;
- The MECC was an excellent forum with great potential;
- The Audit and Governance Committee worked well;
- CoG feedback from constituents, and attendance and feedback on Board meetings, was useful;
- It would be helpful if the CoG could report on the social/psychological impacts Board decisions had on the public.

I agree with Chris that it is important for us to be clear about the value that the Council brings to the Trust and we must be able to evidence the impact that it has on the organisation. If we cannot do that, then it calls into question whether the time and energy you as governors contribute to Council, and the time and resources the Trust invests in your work, is in reality of any use and value.

On the positive side in 2016/17 there were definitely areas where the Council influenced NED and Board performance, including:

- Leading on the recruitment to three NED vacancies;
- The Governor indicator for the Trust's Quality Report and commentary on the report;
- Making challenges of NEDs in Council meetings and Committees, which has had some influence in sharpening NED focus.

Conversely, I believe it is fair to say that the Council continues to struggle to find its way and to work cohesively together; and that this has a negative impact on its effectiveness. We all need to take responsibility for resolving this significant challenge and to be pro-active, honest and respectful in our approach.

The session on Trust Values and Behaviours at the Development session on the 9 June is designed to start this work, including setting measures so that we will be able to judge the impact on the Council's effectiveness. In a very high level sense, one measure of success will be that, in future, Chris will not need to ask the question – it will be eminently clear how the Council influences the work of the Board and NEDs.

Constitutional Changes

The review of the Trust's Constitution has been an important piece of work, bringing the Trust's administrative framework up to date and ensuring it is fit for purpose. The changes agreed to the Constitution are being brought for approval to this formal public session, by way of the meeting notes; item 3 on the agenda.

Statutory Compliance with Provider Licence

Similarly, the Council's consideration of the Statutory Compliance with the Provider Licence is brought to formal public session by way of the meeting notes; item 3 on the agenda.

Meetings and Events

You will appreciate from items elsewhere on the agenda, that I have been spending time through April and May on appraisals, both my own with Barry Wilding and in leading the process for Barry's and Colin Tomson's appraisals.

I have also had what are effectively exit interviews with Richard Earland and Jane Martin, the previous partner governor for the Local Authorities. It took some time to find a mutually suitable date in our diaries, but our discussions were certainly productive.

In May I spent a brief time with Alan Holmes after he had reached the decision to resign; his insights into his curtailed, and all too brief, time as a governor were most valuable.

Since the last Council meeting, I have been involved in two NED recruitment processes for our Trust and I was invited to take part in the recruitment of an NED for Maidstone and Tunbridge Well Trust.

As you would expect, a lot of time has been devoted to meetings with staff from NHS I to support Executive Directors in providing assurance about the effectiveness of our plans to move out of FSM. The other thread of high profile meetings has been those around the STP – again this is touched upon elsewhere on the agenda. I am finding that the meetings with the other Kent and Medway NHS Chairs very helpful in advancing common understanding and purpose.

On 9 May I joined the Deputy Mayor of Ashford, Cllr Winston Michael and the Deputy Mayoress, Cllr Doreen Michael for the official civic opening of the Celia Blakey Day Unit at the William Harvey Hospital. The Unit has been open and receiving patients since March 2017, with staff having a great deal of input into the design as part of their determination to make their patients feel as comfortable as possible during the long hours of chemotherapy.

REPORT TO:	COUNCIL OF GOVERNORS' MEETING
DATE:	15 JUNE 2017
SUBJECT:	REPORT FROM THE CHAIR OF THE CoG MEMBERSHIP AND ENGAGEMENT COMMITTEE (MECC)
REPORT FROM:	MATT WILLIAMS, GOVERNOR CHAIR MECC
PURPOSE:	DISCUSSION
BACKGROUND AND EXECUTIVE SUMMARY The MECC has met once since the last Full Council meeting. On 5 June 2017; this report summarises the business of that meeting.	
LINKS TO STRATEGIC OBJECTIVES:	Patients: Help all patients take control of their own health. People: Identify, recruit, educate and develop talented staff. Provision: Provide the services people need and do it well. Partnership: Work with other people and other organisations to give patients the best care.
RECOMMENDATIONS AND ACTION REQUIRED: The Council of Governors is asked to agree: <ol style="list-style-type: none"> 1. the revisions made to the recruitment flyer; and 2. that the MECC Chair accept the invitation to join the Trust's AMM project team. 	

MECC Chairs Report

A personal consideration.... As we all know, there is no official 'budget' for the MECC outside of staff time & overheads and direct costs for continuing with existing activities such as membership recruitment flyer, space in Your Hospital and announcement banners for Meet the Governor (MtG).

When I was first elected to chair of this new committee I was keen to see if some budget could be allocated to allow us to produce tools to help us recruit members and raise the profile of Governors, but as my personal understanding of our Trust's, and overall NHS finances, have developed – I highly recommend the NHS providers document 'Mission Impossible' - I now feel that arguing for any budget that reduces the funding available for clinical activity and patient care is simply wrong.

Thankfully such 'zero budget' challenges can encourage creativity in finding solutions; an example is the use of the EKHUFT charity pens and trolley tokens at MtG events rather than buying yet more EKHUFT pens! We briefly discussed this issue at the last committee meeting and, though this was not a voting issue, I am confident in saying there was general agreement with this approach.

On site MtG

There has been some much appreciated, and constructive, feedback from all the Governors who have taken part in MtG events regarding the new 'tools' referred to in previous reports. The majority of the feedback has been very positive and there were also some suggested changes that, after a discussion at our last meeting, are being incorporated.

The Committee also noted that MtG events have been hosted by a relatively small number of fellow Governors and although we appreciated that work commitment, travel issues or simply diary clashes may mean that some Governors may be unable to take part, but we also felt that some, very understandably, may be concerned about approaching strangers to try to hear feedback about our Trust's services. The Committee urges all Governors to seriously consider taking part as this is a crucial activity that is invaluable in helping us all fulfil our role.

Although feedback has indicated that the new 'tools' have been very useful in addressing this issue, we have requested that the staff team who arrange the events to encourage those who maybe unsure on the most constructive way to gather feedback, to 'team up' with Governors who have attended many MtG events and are happy to 'show the ropes' to colleagues.

All feedback received at MtG events is recorded and can be seen by all Governors as they are circulated to us all before every MECC.

Off site MtG

As stated in previous reports we are looking to increase the number of opportunities for Governors to meet and discuss our Trust and its services with the public, beyond the traditional 'on site' sessions. There have been several such events over the last few months. Some involve presentations, others are more informal. To assist Governors at presentation led events five slides giving a brief outline of our Trust and the role of Governors have been developed, these are at Annex A; the slides have been 'tested' by several Governors. It goes without saying that these slides are about starting the conversation and helping keep that conversation in context.

The governor support staff have asked, through the Committee, that they be kept informed about any formal invitations Governors receive to meet the public as this can be used to show how Governors are engaging with members. Also, if we receive comments when known to be a Trust Governor but perhaps not attending an event as one. Communication with community groups, health support groups and public forums with the aim of generating opportunities for Governors to attend and explain the role of governors and to encourage membership. Key to the success of this strategy is reaching communities that are currently under represented in the membership.

Member feedback database

We get information about feedback from members at each meeting. One issue which never seems to go away is concerns from members, patients and the public about on site parking. The recently installed payment machines covering the disabled parking have come in for criticism for their difficulty to use. They are the same machines used in some of the local authorities' car parks and involve feeding in information about your vehicle before it will issue a ticket. The machines are small as is the 'keyboard' and the instructions are written in very, very small lettering.

All the feedback our Trust receives, both positive and negative, is fed into the executive team and ultimately helps improve services and communication with the public.

NED

The Committee has learnt that Keith Palmer will continue as 'our NED'. Though personal reasons prevented him attending the last meeting. We welcome the opportunity to continue working with Keith.

Membership Recruitment Flyer

The MECC have looked at the membership recruitment flyer and have suggested changes. The revised form is at Annex B. The Committee recommends that the CoG agree to the updated membership recruitment flyer. The Committee, working with key EKHUFT staff, feel we have improved and brought it up to date.

Organisational Wellbeing

Though slightly outside of the role of the MECC, the last meeting received a presentation from committee member, Philip Bull, about the progress of the project he is involved in about the value of mindfulness and promoting wellbeing in NHS Trusts. The Committee thought that this is something that could possibly be taken up as part of the Trust's cultural change programme?

Annual Members Meeting

As previously agreed the AMM is scheduled for September 7th at the Spitfire Cricket Ground. The Committee have had input into the planning but as the date approaches the executives have put together a project team to oversee the production of this key event. As chair of the MECC I have been asked to join this team. I have agreed on the condition that this action has the support of the CoG.

Previous documents from the MECC have outlined ideas and considerations of ways in which we can 'improve' the event and use it to increase engagement with trust members and the public.

Governors Newsletter to members

Informal feedback indicates that the Governors to member's newsletter continues to be 'working'. I've even been 'stopped in the street' by a trust member saying 'it looks like the Trust has got itself together in the way to talk to us'. I would again urge fellow Governors to submit ideas and actual content for this important bi-monthly publication. The next issue will include further information about the AMM.

Engagement

The reason I am not personally presenting this report is that I am attending a NHS Providers session on Membership Engagement. One of the papers I was asked by NHS Providers to bring with me to the event was our 'definition of engagement'. I realised that though our CoG has a comprehensive engagement strategy in place – as does the Trust – neither spell out in plain language what we actually mean by engagement. Though it is clear that those who put the strategies together do have a full understanding of what engagement is, how to generate it and why it is necessary in assisting to continually improve services, the definition is spread though the documents and not clearly defined in a single paragraph.

The Committee felt that agreeing such a definition and adding it to the introduction section of the Governors Membership Strategy would be useful to Governors and non-governors alike. The Committee agreed that I would look to work with our Trust's Comms team in coming up with such a definition to present to the MECC for recommendation to the CoG and, if agreed, include it in our membership strategy.

Governor ID

Over the last few meetings there have been some general discussions on how we identify ourselves as governors. There has been a suggestion that our badge ID be revised to make it more clear but there has also been a recognition that with costs and priorities. This means that, although an issue, it can not be something we can put at the top of the list. I hope the CoG agree, but if not the Committee can look at making a formal recommendation to the full council.

Membership Packs

The membership packs that go to all new members are being revised by the Committee and will be submitted to a future CoG for amendments or sign off.

Internal Comms

Lastly, it was generally felt that communication with the Governors from the executive team at the Trust had seen great improvements over the last year. The Committee wished to extend its thanks to the Governor and Membership Lead and to Natalie Yost and all the engagement, communications and membership teams in bringing this about. The Committee hope the CoG will support these sentiments.

Finally, at the last meeting the Committee was informed about the sad passing of fellow Governor Alan Holmes. All Committee members expressed their great sadness at the news and wished to pass on their best to his friends and family. His well-chosen words at CoG meetings will be missed.

MW/6/17

East Kent Hospitals University **NHS**
NHS Foundation Trust

The Role of the Governor

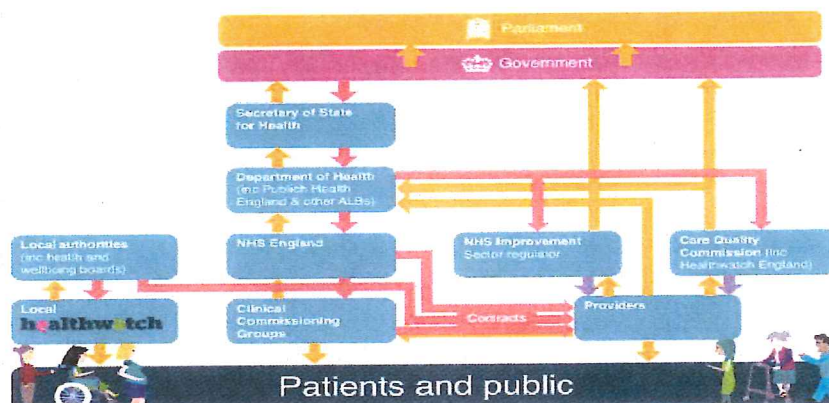
Paul Bartlett, Caroline Harris
& Junetta Whorwell

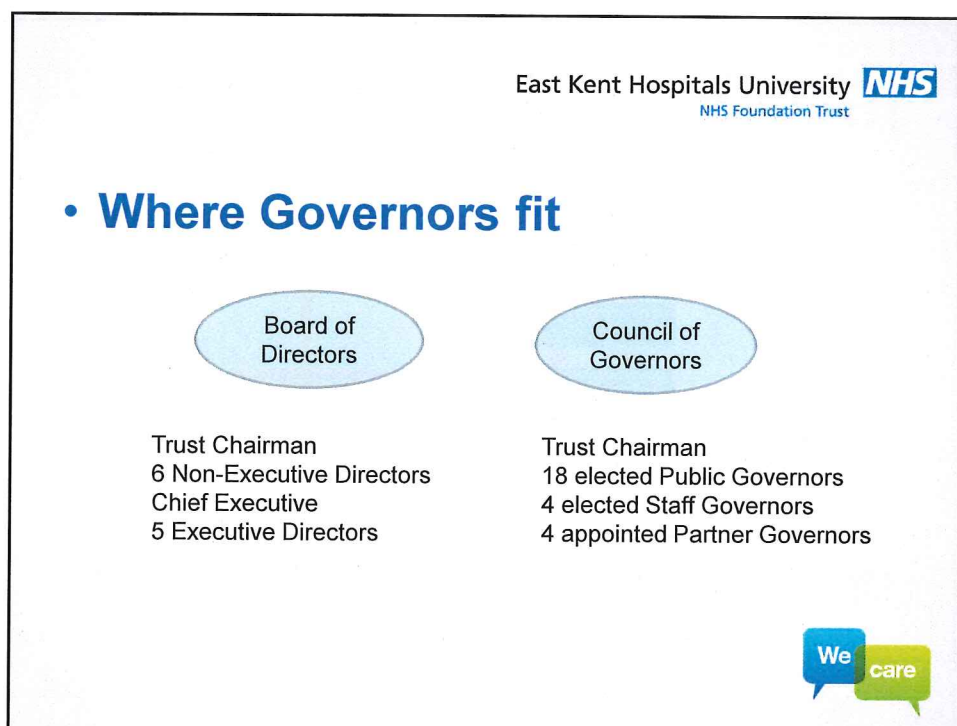
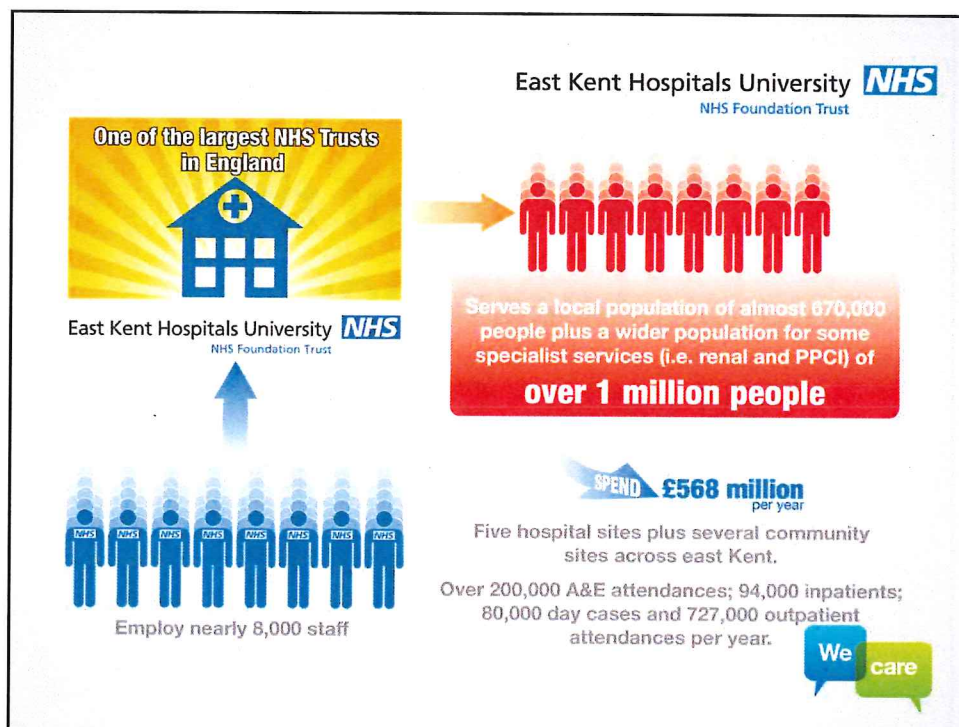
Public Governors, Ashford



The wider picture

East Kent Hospitals University **NHS**
NHS Foundation Trust





Your governors

East Kent Hospitals University **NHS**
NHS Foundation Trust



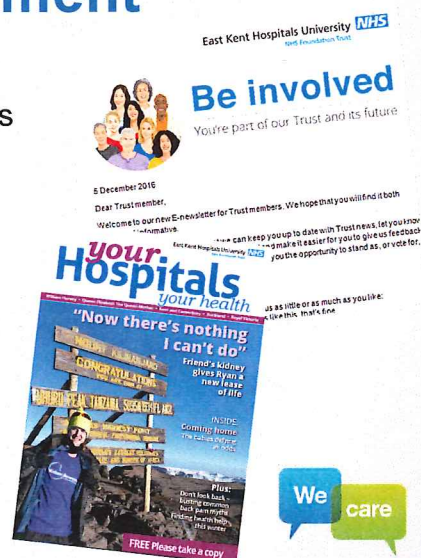
- Represent their constituents and the public
- Partner governors perspective
- Staff governors
- Hold Trust Board to account
- Engage, listen and feedback



Improved engagement

East Kent Hospitals University **NHS**
NHS Foundation Trust

- Increased engagement and communication with members and the public
- Ensure our membership represents the communities we serve
- Make it easier for people to contact us and tell us what they think
- Ensure their views are considered in future plans



East Kent Hospitals University 
NHS Foundation Trust

Questions?



Application form

Male	Female	Transgender	Other	Prefer not to say
Sexuality				
Bisexual	Gay man	Gay woman/lesbian	Heterosexual	
Other	Prefer not to say			
Ethnicity				
White				
English / Welsh / Scottish / Irish / Other British				
Gypsy / Romany / Irish Traveller				
Any other White ethnic group Please specify				
Mixed / Multiple ethnic group				
White and Black Caribbean				
White and Black African				
White and Asian				
Any other Mixed/Multiple ethnic Please specify				
Asian or Asian British				
Indian				
Pakistani				
Bangladeshi				
Chinese				
Any other Asian background Please specify				
Black or Black British				
African				
Caribbean				
Any other Black background Please specify				
Other				
Arab				
Any other ethnic background Please specify				

Why become a member?

- It's **free** and you can be as involved as much or as little as you wish.
- You'll receive a membership pack with **information** about the Trust and members' involvement.
- **Members get to vote** for who they want to represent them on the Council of Governors.
- We'll keep you **updated** via a Governors' newsletter.
- You can get **discounts** at many stores, usually only available to NHS staff
- You'll be **invited to events** and can take part in **surveys and focus groups**, or be involved in other ways.
- You can receive an electronic copy of *Your Hospitals* **magazine** by email, or you can pick up a printed copy in a community venue near you.
- Members can **stand for election** as a member of the Council of Governors.
- You'll be invited to our **Annual Members' Meeting** and opportunities to meet your local governor.

Have a say in
the future of
your hospitals

To find out who your local governor is, go to:
www.ekhuft.nhs.uk/governors



**Your NHS
needs you!**

*Join our Trust and have
a say in its future*



We're a foundation trust, which means we have a membership made up of local people. Members help us to develop services and improve the care people receive.

What is a foundation trust?

We are part of the NHS and provide NHS care to local people, free when you need it.

Foundation trusts are more accountable to their local population. They have a Council of Governors made up of people who represent our staff, local people and partners.

Governors are elected by the foundation trust members they represent. They listen to and feedback your views to the Trust. They also hold the Trust's Non-Executive Directors to account for how well the Trust is performing. This helps the Trust to improve services and the care you receive.

Foundation trusts have greater financial freedom and can raise funds from both the public and private sectors to invest in services.

Foundation trusts are monitored by NHS Improvement and the Care Quality Commission.

Becoming a member

It's free to become a member and there are lots of benefits.

You can sign up:

Online
www.ekhuft.nhs.uk/members

By phone
 01843 235 053

Write to us

Fill in the application form at the back of this leaflet and send it to Freepost: RSGJ-CLYR-UJCKY, Queen Elizabeth The Queen Mother Hospital, St Peter's Road, Margate, Kent CT9 4AN.

***Keeping in touch by email is cost-free**, which saves NHS funds for patient care. So if you have an email address please include it and we will use it to contact you. As a member you will receive a regular newsletter from Governors.

About us

East Kent Hospitals University NHS Foundation Trust is one of the largest hospital trusts in England, with five hospitals serving a local population of around 759,000 people.

The William Harvey Hospital in Ashford, and Queen Elizabeth The Queen Mother Hospital in Margate are east Kent's district general hospitals, while Kent & Canterbury Hospital in Canterbury is a specialist services hub which provides adult medical care.

Buckland Hospital, Dover, and Royal Victoria Hospital, Folkestone, provide a variety of outpatient, diagnostic and minor injury services, alongside a range of services throughout the local area.

We are also a teaching Trust and play a vital role in the education and training of doctors, nurses and other health professionals, working closely with local universities and King's College, University of London.



Application form

Title

First name

Surname

Address (incl. postcode)

Telephone

* Email address

Date of birth

We are required by law to keep public registers of members which will include your name and constituency. Please indicate if you wish to have your name removed from the public register:
 Yes No

Please indicate any of the Trust's services you are particularly interested in (eg: stroke, childrens' services or nutrition)

Do you consider yourself to have a disability? Yes No

We are required to request the information overleaf in order to ensure that our membership is representative of the local population. All information is protected in accordance with the Data Protection Act 1998.

Signed

Date

Please return to: Membership Office,

Freeport: RSGJ-CLYR-UJCKY, Queen Elizabeth The Queen Mother Hospital, St Peters Road, Margate, Kent CT9 4 AN

Continued overleaf

Application form

Male ☐ Female ☐ Transgender ☐ Other ☐ Prefer not to say ☐

Sexuality

Bisexual ☐ Gay man ☐ Gay woman/lesbian ☐ Heterosexual ☐

Other ☐ Prefer not to say ☐

Ethnicity

White

English / Welsh / Scottish / Irish / Other British ☐

Gypsy / Romany / Irish Traveller ☐

Any other White ethnic group ☐ Please specify _____

Mixed / Multiple ethnic group

White and Black Caribbean ☐

White and Black African ☐

White and Asian ☐

Any other Mixed/Multiple ethnic ☐ Please specify _____

Asian or Asian British

Indian ☐

Pakistani ☐

Bangladeshi ☐

Chinese ☐

Any other Asian background ☐ Please specify _____

Black or Black British

African ☐

Caribbean ☐

Any other Black background ☐ Please specify _____

Other

Arab ☐

Any other ethnic background ☐ Please specify _____

Why become a member?

- It's **free** and you can be as **involved** as much or as little as you wish.
- You'll receive a membership pack with **information** about the Trust and members' involvement.
- **Members get to vote** for who they want to represent them on the Council of Governors.
- We'll keep you **updated** via a Governors' newsletter.
- You can get **discounts** at many stores, usually only available to NHS staff
- You'll be **invited to events** and can take part in **surveys and focus groups**, or be involved in other ways.
- You can receive an electronic copy of **Your Hospitals magazine** by email, or you can pick up a printed copy in a community venue near you.
- Members can **stand for election** as a member of the Council of Governors.
- You'll be invited to our **Annual Members' Meeting** and opportunities to meet your local governor.

Have a say in
the future of
your hospitals

To find out who your local governor is, go to:
www.ekhuft.nhs.uk/governors



Your NHS needs you!

*Join our Trust and have
a say in its future*



We're a foundation trust, which means we have a membership made up of local people. Members help us to develop services and improve the care people receive.

What is a foundation trust?

We are part of the NHS and provide NHS care to local people, free when you need it.

Foundation trusts are more accountable to their local population. They have a Council of Governors made up of people who represent our staff, local people and partners.

Governors are elected by the foundationtrust members they represent. They listen to and feedback your views to the Trust. They also hold the Trust's Non-Executive Directors to account for how well the Trust is performing. This helps the Trust to improve services and the care you receive.

Foundation trusts have greater financial freedom and can raise funds from both the public and private sectors to invest in services.

Foundation trusts are monitored by NHS Improvement and the Care Quality Commission.

Becoming a member

It's **free** to become a member and there are lot of benefits.

You can sign up:

Online
www.ekhuft.nhs.uk/members

By phone
01843 235 053

Write to us
Fill in the application form at the back of this leaflet and send it to Freepost: RSGJ-CLYR-UCKY, Queen Elizabeth The Queen Mother Hospital, St Peter's Road, Margate, Kent CT9 4AN.

***Keeping in touch by email is cost-free**, which saves NHS funds for patient care. So if you have an email address please include it and we will use it to contact you. As a member you will receive a regular newsletter from Governors.

About us

East Kent Hospitals University NHS Foundation Trust is one of the largest hospital trusts in England, with five hospitals serving a local population of around 759,000 people.

The William Harvey Hospital in Ashford, and Queen Elizabeth The Queen Mother Hospital in Margate are east Kent's district general hospitals, while Kent & Canterbury Hospital in Canterbury is a specialist services hub which provides adult medical care.

Buckland Hospital, Dover, and Royal Victoria Hospital, Folkestone, provide a variety of outpatient, diagnostic and minor injury services, alongside a range of services throughout the local area.

We are also a teaching Trust and play a vital role in the education and training of doctors, nurses and other health professionals, working closely with local universities and King's College, University of London.



Application form

Title

First name

Surname

Address (incl. postcode)

Telephone

* Email address

Date of birth

We are required by law to keep public registers of members which will include your name and constituency. Please indicate if you wish to have your name removed from the public register:
Yes ☐ No ☐

Please indicate any of the Trust's services you are particularly interested in (eg: stroke, childrens' services or nutrition)

Do you consider yourself to have a disability? Yes ☐ No ☐

We are required to request the information overleaf in order to ensure that our membership is representative of the local population. All information is protected in accordance with the Data Protection Act 1998.

Signed

Date

Please return to: Membership Office,
Freepost: RSGJ-CLYR-UCKY, Queen Elizabeth The Queen Mother Hospital, St Peters Road, Margate, Kent CT9 4 AN

Continued overleaf

REPORT TO:	COUNCIL OF GOVERNORS' MEETING
DATE:	15 JUNE 2017
SUBJECT:	REPORT FROM THE NOMINATIONS AND REMUNERATION COMMITTEE (NRC)
REPORT FROM:	PHILIP WELLS, COMMITTEE CHAIR CoG NRC
PURPOSE:	APPROVAL

NED recruitment

The meeting is asked to note the virtual ratification by Council of the following recommendations made by the NRC.

Appointment of Wendy Cookson

This appointment was to the vacancy created when Ron Hoile resigned. Of the 25 Governors on the Council at the time of the vote, 18 responses were received which were all in support of the recommendation. Wendy took up post in January 2017.

Appointment of Jane Ollis

This appointment was to the vacancy created when Gill Gibb resigned. Of the 25 Governors on the Council at the time of the vote, 19 responses were received which were all in support of the recommendation. Jane took up post in 2017.

Appointment of Nigel Mansley

This appointment was to the vacancy created on the resignation of Satish Mathur. Of the 24 Governors on the Council at the time of the vote, 23 responses were received which were all in support of the recommendation. Nigel will take up the post on 1 July 2017.

As reported to the Full Council meeting on 31 March, the advertisement for the vacancy following Gill's resignation increased the time commitment of the role from three days a month to six. This was also followed for the vacancy created by Satish's resignation. It will be interesting to look at whether this change had any impact on the response to the advertisements at the next meeting of the NRC.

I would like to record my thanks to the members of the CoG NRC, including co-opted members Sarah Andrews and Junetta Whorwell, for the amount of work that they have undertaken over the last six months.

NED Remuneration

Within the Trust's constitution one of the roles of the CoG NRC is to recommend to the Council the remuneration and terms of appointments of the Chairman and NEDs (Standing Orders, Section 5.2).

It is practice for the NRC to ask the Trust to undertake a benchmarking exercise on NED remuneration annually. A meeting of the CoG NRC therefore needs to be arranged. The paper being taken to the Joint meeting of the Council of Governors and NEDs on 9 June identifies membership on CoG Committees as one of the practical issues arising from the implementation of the new Governor Framework. Council will need to agree at the 15 June Full Council meeting the membership for the NRC meeting to look at NED remuneration.

LINKS TO STRATEGIC OBJECTIVES:	Patients: Help all patients take control of their own health. People: Identify, recruit, educate and develop talented staff. Provision: Provide the services people need and do it well. Partnership: Work with other people and other organisations to give patients the best care.
RECOMMENDATIONS AND ACTION REQUIRED: <ol style="list-style-type: none">1. Note the virtual ratification by Council of NED appointments.2. Agree membership for the next meeting of the CoG NRC to look at NED remuneration.	

REPORT TO:	COUNCIL OF GOVERNORS
DATE:	15 JUNE 2017
SUBJECT:	ANNUAL REPORT AND ACCOUNTS / ANNUAL MEMBERS MEETING
BOARD SPONSOR:	TRUST SECRETARY
PAPER AUTHOR:	TRUST SECRETARY
PURPOSE:	DISCUSS

BACKGROUND AND EXECUTIVE SUMMARY

The requirement to prepare annual accounts and an annual report are contained in Schedule 7, paragraph 26 of the NHS Act 2006 (the 2006 Act). Paragraph 26(3) of Schedule 7 provides that it is for Monitor to decide the form of the reports, when the reports are to be submitted, and the periods to which the reports relate. In this regard each year an Annual Reporting Manual (ARM) is published that sets out the form and timetable to be followed.

NHS foundation trusts can present their reports in any way they choose but they must include the following sections and meet the requirements in the ARM:

- the performance report comprising:
 - overview of performance
 - performance analysis
- the accountability report, comprising:
 - directors' report
 - remuneration report
 - staff report
 - the disclosures set out in the *NHS Foundation Trust Code of Governance*
 - NHS Improvement's Single Oversight Framework
 - statement of accounting officer's responsibilities
 - annual governance statement
- the quality report
- the auditor's report including certificate
- the foreword to the accounts which should state that the accounts are prepared in accordance with paragraphs 24 and 25 of Schedule 7 to the NHS Act 2006 and are presented to Parliament pursuant to Schedule 7, paragraph 25 (4) (a) of the National Health Service Act 2006
- four primary financial statements; and
- the notes to the accounts.

The Trust has a process in place to ensure these documents are scrutinised prior to sign-off (through its Board and Committee structure) by the Chief Executive as Accounting Officer. Once this has taken place the following steps are taken in terms of complying with legislation:

- 31 May (by noon) submit the Annual Report, Accounts and Quality Account to NHS Improvement;
- 22 June, preparation for laying the accounts before Parliament;
- 26 June send draft accounts to DH Parliamentary Office for laying before Parliament;
- 12 July submit laid final full annual report including full statutory accounts to NHS Improvement (Monitor).

Once this process has concluded the Trust can publish the documents on its website.

Annual general meeting of the council of governors

The annual report and accounts and auditor's report on the accounts must be presented to the Council of Governors at a meeting of the council of governors (paragraph 28, Schedule 7 of the 2006 Act). This meeting should be convened within a reasonable timescale after the end of the financial year but must not be before the annual report and accounts have been laid before Parliament.

The Trust's Constitution allows the Annual General Meeting (AGM) to incorporate the Annual Members' Meeting (AMM) and this year it will be held on 7 September 2017 in the evening at the Spitfire Cricket Club.

The statutory element of the meeting requires at least one Board member to be in attendance to present the annual accounts, auditors report and annual report to the Council of Governors. Governors are expected to understand the content of these documents and have the opportunity at this meeting to comment on them but no changes can be made.

At the Annual Member's Meeting / Annual General Meeting the Trust usually takes the opportunity to hear from the Chief Executive in relation to Trust achievements and the ambition for the next year. In addition any topical clinical or strategic items are presented at the meeting.

Governors ideas are sought on what topics could be covered either in the "Market Place" held immediately before the AMM or as main items for the formal meeting.

IDENTIFIED RISKS AND MANAGEMENT ACTIONS:	None
LINKS TO STRATEGIC OBJECTIVES:	<p>Patients: Help all patients take control of their own health.</p> <p>People: Identify, recruit, educate and develop talented staff.</p> <p>Provision: Provide the services people need and do it well.</p> <p>Partnership: Work with other people and other organisations to give patients the best care.</p>
LINKS TO STRATEGIC OR CORPORATE RISK REGISTER	This links to SRR1 in terms of meeting our regulatory requirements
RESOURCE IMPLICATIONS:	None
COMMITTEES WHO HAVE CONSIDERED THIS REPORT	None
PRIVACY IMPACT ASSESSMENT: <i>No</i>	EQUALITY IMPACT ASSESSMENT: <i>No</i>

RECOMMENDATIONS AND ACTION REQUIRED:

The Council of Governors is asked to:

- **Note the Annual Report and Accounts timetable and provide input on the Annual Members Meeting.**

REPORT TO:	COUNCIL OF GOVERNORS' MEETING
DATE:	15 JUNE 2017
SUBJECT:	GOVERNORS' COMMENTARY ON THE TRUST'S ANNUAL QUALITY REPORT
REPORT FROM:	GOVERNOR AND MEMBERSHIP LEAD
PURPOSE:	TO NOTE
BACKGROUND AND EXECUTIVE SUMMARY <p>Due to the timeframe for submission, the Governors' Commentary on the Trust's Annual report had to be agreed outside of the Council's meeting schedule. This paper records their virtual agreement of the content.</p> <p>The process for drafting the Governors' commentary was originally agreed by the Full Council on 24 November in response to a recommendation from the CoG Quality Committee. Following the decision to disband the CoG Quality Committee as part of the new framework, the agreed process was no longer valid and a revised plan was developed in April. The first draft of the commentary was based on Governors' responses to a draft of the Trust's Quality Report produced in April. There were a number of re-iterations of the draft taking into account further comments from Governors and the outcome of the audit on the Governor's Indicator.</p> <p>The final version is reproduced below. At the Governors' request, this had been reviewed by the Director of Communications and Engagement, in her editorial role.</p>	
LINKS TO STRATEGIC OBJECTIVES:	<p>Patients: Help all patients take control of their own health.</p> <p>People: Identify, recruit, educate and develop talented staff.</p> <p>Provision: Provide the services people need and do it well.</p> <p>Partnership: Work with other people and other organisations to give patients the best care.</p>
RECOMMENDATIONS AND ACTION REQUIRED: <p>The Council is asked to note the virtual agreement of the Governors' Commentary to the Trust's Quality Report.</p>	

Submitted Commentary:

GOVERNOR COMMENTARY ON THE 2016/17 QUALITY REPORT

Each year Governors of NHS Foundation Trusts are asked to comment on their organisation's Quality Report. East Kent Hospital University NHS Foundation Trust (EKHUFT) Governors have developed an approach to providing a commentary to the annual Quality Report that is comprehensive, with the opportunity for all Governors to contribute.

This is underpinned by the Governors' involvement in quality matters during 2016/17, including the following:

- Council of Governor committees: a Quality Committee, Workforce Committee and Finance & Performance Committee that provided Governors with an opportunity to look at issues in detail and challenge the Non-Executive Director (NED) Chairs of the equivalent Board of Directors committees.

- Receipt of all quality reports presented to the Board of Directors (BoD) at the same time as the BoD receives them, with an opportunity for Governors to pose questions by e-mail or by attending the meeting in public.
- The opportunity to hold NEDs to account on quality issues during full Council public meetings.
- Receipt of communications to Governors from Foundation Trust (FT) Members and the public on quality issues.
- Receipt of an extremely comprehensive Executive Improvement Journey pack, handbook and plans ahead of the Care Quality Commission (CQC) visit, involvement in that visit, including a Governor session with inspectors (autumn 2016).
- Updates on progress with the CQC action plan.
- An open invitation to attend sessions at the Quality Improvement and Innovation Hubs on each site.
- Governor representation on a wide range of development groups and boards that report to the BoD Quality Committee including: End of Life, Falls, Safety, Medications.
- Each year the Council chooses a Governor Quality Indicator to be audited.

The CQC re-inspected the Trust in the autumn of 2016 and this visit included a meeting with three Governors. The CQC report was published on 21 December 2016 and recommended to the regulator NHS Improvement (NHSI) that the Trust be brought out of Quality Special Measures; this was confirmed in March 2017.

The Council saw clear evidence of the progress that the Trust had made on its improvement journey since the first visit from the CQC. The Trust's Quality Strategy, Improvement Plan and supporting developmental programme has enabled engagement of every Directorate across all sites, reaching out to and involving every member of staff in continuous quality improvement. This was achieved against a backdrop of extreme winter pressures which required enormous efforts by all staff to maintain the quality of services during a challenging period.

The Council was concerned by the level of delayed transfers of care throughout the year and the adverse impact these delays may have had on the outcome of care for some individuals, as well as the pressures placed on staff.

The commitment of the Trust's workforce to the Improvement Plan demonstrates that the culture of the organisation has improved immensely with significant improvement in leadership, communication and engagement. Initiatives, such as the Respect Programme, Staff Wellness Programme and embedding the Trust's values within the appraisal process, have supported individuals and teams to deliver to high standards which are focused on patient-centered, safe and effective care. We look forward to seeing improvements in the annual staff survey results next year to evidence that this is a sustained change.

The Trust sets quality objectives at the start of each year and this Quality Report documents performance against those objectives, using agreed metrics. Governors are asked to propose a Governor Quality Indicator for the Trust to be measured against. This year the chosen metric was one of the standards in the Single Oversight Framework: That all patients admitted as an emergency have a first consultant review within 14 hours of the time of their admission.

The results of an audit of 24 cases showed that this standard was met 83% of the time – there were four breaches, with the maximum time to first consultant review being 16.04 hours. The Trust is participating in a national review of this standard and the Council looks forward to seeing the outcome of the study to understand how the Trust is performing using this local and national context.

The Council is particularly pleased to note improvements in performance against indicators relating to safe, quality care, including the following:

- A reduction in the number of falls to below the national average, and in falls resulting in serious harm - the Council notes that there is some inconsistency in performance across the hospital sites, which the Trust has recognised and is addressing
- Reduction in medication errors
- Improvement in measures relating to privacy and dignity for patients
- The "disability" measure in PLACE (Patient led assessments of the care environment) is 10% better than the national average
- The Hospital Standardised Mortality Ratio (HSMR) is below the expected level.
- The level of harm free care, where the Trust can influence outcomes, is better than the national average

The increase in the number of compliments received and steady improvements in the national Friends and Family satisfaction survey, show positive change in patient experience. The increase of 23% in the number of complaints received is of concern, however, although this is not a simple measure and needs to be seen in the context of the number of patient episodes in year. It is important that the Trust ensures that complaints are handled in a prompt and effective manner.

The Council noted that there were three never events in year, a reduction from the eight reported in the previous year. However as the name indicates, never events should not happen at all. The cause of each event was established and the Council notes that action has been taken to prevent a recurrence.

There are some areas of concern. The Council particularly notes that 40% of the priorities identified in the Quality Report, were not met and is pleased that plans are in place to support improvement in these areas.

The Trust performed below the national standard in several areas, including the following:

- The national target for 95% of patients admitted having documentation to show that their risk of Venous Thromboembolism risk has been assessed
- Training in Level 2 Safeguarding
- The 85.8% target for maximum time of 18 weeks from point of referral to treatment – incomplete pathway
- National CQUIN (Commissioning for Quality and Innovation) measure for the timely identification and treatment of sepsis
- Health Care Acquired Infections

The Council supports the Trust's Quality Objectives for 2017/18 set out in this Quality Report. The objectives to improve access to emergency care and reduce delays in transfer of care are seen as a priority, although it is recognised that setting too many quality objectives could be counterproductive. However, Council would like to see that the reduction in falls and focus on staff health and wellbeing continues through 2017/18. Inclusion of objectives for completion of clinical audits and the review of mental health care in A&E are both welcome.

The Council notes that financial pressures have meant that the Trust has now been placed in Financial Special Measures by the regulator NHSI. The Trust is working closely with the regulator's special advisors to improve its position and Council is anxious to ensure that savings measures necessary to respond to Financial Special Measures do not impact on the quality of care.

Finally, the Council would like to acknowledge the Trust's achievement in moving out of CQC Special Measures and the commitment and passion shown by the staff, which has made this possible.

REPORT TO:	COUNCIL OF GOVERNORS' MEETING
DATE:	15 JUNE 2017
SUBJECT:	LEAD GOVERNOR ELECTION
REPORT FROM:	GOVERNOR AND MEMBERSHIP LEAD
PURPOSE:	DECISION
BACKGROUND AND EXECUTIVE SUMMARY	
LINKS TO STRATEGIC OBJECTIVES:	<p>Patients: Help all patients take control of their own health.</p> <p>People: Identify, recruit, educate and develop talented staff.</p> <p>Provision: Provide the services people need and do it well.</p> <p>Partnership: Work with other people and other organisations to give patients the best care.</p>
RECOMMENDATIONS AND ACTION REQUIRED: The Council of Governors is asked to agree the process for the 2017 Lead Governor elections.	

Background

The Trust Constitution sets out that elections will be held annually for the position of Lead Governor:

2.1 Composition of the Council

The composition of the Council of Governors is set out in the constitution.

One of the Governors shall be elected by the Council of Governors as the Lead Governor. The position of Lead Governor shall be determined by election annually on the basis of a secret ballot.

Last year a paper on the Lead Governor Election was taken to the Full Council meeting on 24 May 2017 when the Council of Governors (CoG) Audit and Governance Committee (AGC) was tasked with looking at the role description and timetable for the election. The AGC reported back to the Full Council meeting on 21 July 2017 and, after some discussion, a decision was taken that the role of the Lead Governor be strictly defined as that set out in the NHSI description and the within the Trust's constitution.

The timetable for the election was issued to Governors via email on 2 August, together with the role description for the post based on the outcome of discussions at the Full Council meeting (Annex A). At the Full Council meeting on 5 September, the appointment of Michèle Low was endorsed. Due to the delay to allow the role description to be discussed and agreed by the Council, the election timeframe has moved from an annual appointment made in July, to an annual appointment made in September.

Process for 2017

The Council is asked to agree the timetable and role description to be used for the 2017 Election for Lead Governor. A draft timetable is presented below based on the process normally followed. The timescale has been reduced from the 2016 process.

Day	Election reported on 21 September 2017	Action
Day 1	21 August Monday	Call for self-nominations issued.
Day 10	30 August Wednesday	Self Nominations to be submitted to: amanda.bedford1@nhs.net including a statement of no more than 500 words as to why you would like to be Lead Governor and what you can bring to the role.
Day 11	31 August Thursday	Voting slips circulated to Governors
Day 21	10 September Sunday	Closing date for return of voting slips
Day 22	11 September Monday	Review of responses undertaken and the candidate with the majority of votes will be contacted by telephone. In the event of a tie there will be a further vote between the tied candidates.
Day 25	14 September Thursday	Return of voting slips in the event of a tie. Result formally announced and endorsed at the Council of Governors meeting.

Governors may wish to take the opportunity to discuss whether to change the month the appointment is made, taking into account issues such as:

- A. the impact of the timing on new governors taking post after the February elections to Council;
- B. the impact of the timing for governors approaching the end of their term of office. The term of office for nominees must be after the end date of the Lead Governor appointment; and
- C. whether the timing of the election impacts on Lead Governor involvement in the AMM.

Michèle's term of office ends in September 2017. If the decision is taken to move the appointment month, Council will also need to agree how to manage the change so that the post continues to be filled.