

**COUNCIL OF GOVERNORS PUBLIC MEETING
THURSDAY 21 SEPTEMBER 2017, 09.50**

The Sanctuary, The Glo Centre, Unit 2, Westwood Business Park, Margate CT9 4JJ

AGENDA

The venue will be open from 9.00, with refreshments available.
The meeting will be preceded by a private session of the Council commencing at 9.30.

1.	Chair's introductions	09.50 10"	Nikki Cole Trust Chair
2.	Apologies for Absence and Declarations of Interest		Nikki Cole Trust Chair
3.	Minutes from the last Council of Governors' Public meeting held on 15 June 2017	Appended	Nikki Cole Trust Chair
4.	Matters arising	Appended	Nikki Cole Trust Chair
5.	DEVELOPMENT SESSION MEETING HELD ON 20 JULY 2017 – review	Appended	Nikki Cole Trust Chair
STRATEGY PERFORMANCE NON-EXECUTIVE DIRECTOR ACCOUNTABILITY			
6.	COUNCIL PRIORITIES	10.00 15" 21/17	Nikki Cole Trust Chair
KEY ISSUES OF THE DAY			
7.	CHIEF EXECUTIVE'S REPORT <ul style="list-style-type: none"> • STP – including new models of care • Acute medical take – temporary move • Performance • Winter preparedness 	10.15 20" Verbal	Liz Shutler Acting Chief Executive
8.	CHAIR'S REPORT <ul style="list-style-type: none"> • FSM • Audit and Governance 	10.35 20" Verbal	Nikki Cole Trust Chair
Break 10.55 – 11.05 (10")			
COUNCIL MEETINGS			
9.	MEMBERSHIP ENGAGEMENT AND COMMUNICATION <ul style="list-style-type: none"> • Terms of reference • report from meeting on 4 September 	11.05 15" 22/17	Matt Williams MECC Chair

	<ul style="list-style-type: none"> Feedback on AMM 		
10.	NOMINATIONS AND REMUNERATION <ul style="list-style-type: none"> Terms of reference Non-Executive director appointments NED remuneration Policy review 	11.20 05" Verbal	Philip Wells NRC Chair
COUNCIL GOVERNANCE			
11.	DATES OF MEETINGS 2018/19	11.25 05" 23/17	Nikki Cole Trust Chair
BUSINESS			
12.	DATES OF FUTURE MEETINGS See table below	11.30 10"	Info
13.	ANY OTHER BUSINESS Please notify Committee Secretary of matters to be raised – deadline 48 hours before meeting		Nikki Cole Trust Chair
14.	QUESTIONS FROM THE PUBLIC ON THE AGENDA ITEMS	11.40	Nikki Cole Trust Chair

Date	Type	Time	Location
2017			
2 November	Development	09.30 12.00	Hall Place, Harbledown Bypass, near Canterbury, CT2 9AG
2018			
11 January	Full Council	09.30 12.00	Ashford, Venue TBC
15 February	Development	09.30 12.00	Hall Place, Harbledown Bypass, near Canterbury, CT2 9AG
29 March	Full Council	09.30 12.00	Canterbury, Venue TBC

UNCONFIRMED MINUTES OF THE COUNCIL OF GOVERNORS PUBLIC MEETING
15 JUNE 2017, 10.35
Spitfire Cricket Ground, Canterbury, CT1 3NZ

PRESENT:

Nikki Cole	Trust Chair (Chairman)	NCo
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
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
Robert Goddard	Elected Governor – Staff	RGo
Roy Dexter	Elected Governor – Thanet	RDe

IN ATTENDANCE:

Matthew Kershaw	Chief Executive	MK
Alison Fox	Trust Secretary	AF
Amanda Bedford	Committee Secretary (minutes)	AB

MIN.NO		ACTION
16/17	<p>CHAIR'S INTRODUCTION</p> <p>The Chair and the Council noted their sadness at the death of Alan Holmes following a short illness. Alan was, until recently one of the Canterbury public governors.</p>	
17/17	<p>APOLOGIES FOR ABSENCE AND DECLARATION OF INTEREST</p> <p>Apologies for absence were received from Caroline Harris, Sarah Andrews, Matt Williams, David Bogard, Michèle Low, Michael Lyons and Chris Wells.</p> <p>The Chair noted that Robert Goddard and David Bogard had requested some clarity around the expectation for staff governors to attend every meeting.</p> <p>ACTION: The Chair, MK and AF to discuss what the requirement is for staff governors to attend Council meetings and how to enable their line managers to support this.</p>	NCo
18/17	<p>MINUTES OF PREVIOUS MEETING</p> <p>The minutes of the previous meeting, held on 30 March 2017,</p>	

	<p>were agreed with the following amendment:</p> <p>SAn did not recognise the comments attributed to her on item 07/17, with regards to changing the travel expenses policy.</p> <p>ACTION AB to confirm who this should be attributed to.</p> <p>CWa raised a point that at the meeting on 30 March 2017 the Council had agreed to change its committee structure, without following due process. Most significantly, the decision had been taken by a group of governors in a session outside of Council this was unconstitutional as Council could not delegate to committees or groups. Not all Governors had been present.</p> <p>The Chair said that the proposals had been put at that meeting and agreed; and these had come out of the Council's effectiveness survey. Notes of the meeting had been circulated afterwards and no objections had been raised, and it had been ratified at the next Council meeting on 9 June, which had been quorate for normal business. The process had been carried to this meeting via the minutes for approval.</p> <p>AB summarised the sequence of events: the proposals were brought to the meeting on 30 March and agreed for immediate implementation; an email summarising the business of the meeting was circulated to all governors and no objections were raised; housekeeping issues arising from that were discussed at the meeting on 9 June and notes from both meetings had been brought to this meeting of the Full Council for ratification.</p> <p>CWa re-iterated that procedure had not been followed, and it was important for the Chair of the meeting to follow the constitution; failure to follow procedure was may be indicative of the Trust had been placed in special measures. He felt that the meeting schedule had been in chaos since the 30 March.</p> <p>MLa noted that all Governors had been invited to the meeting on 30 March, and nobody had been excluded The meetings that day were long and a lot of business was covered. The governors who were present for the afternoon discussed the proposals at length and made some recommendations for Council and did decide as a group of governors that these should be acted upon as soon as possible. MLa noted that CWa had been present for much of this session.</p> <p>The joint meeting of governors and NEDs on 9 June had been held because governors had agreed that the meeting on 2 February did not constitute a proper joint meeting of NEDs and Governors. There had been further discussions about the changes, in particular looking at practical issues in putting in place the framework. Some issues could be ratified at that meeting, others could not as they required changes to the constitution and needed 50% of governors to be present. Thus, those issues had</p>	<p>AB</p>
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	<p>been brought to this meeting for discussion and ratification. A number of governors expressed agreement of this summary and JRa spoke to formally note his agreement.</p> <p>The Chair asked Council to vote: by virtue of the minutes and notes presented do we ratify the decisions which were taken. There were 14 votes in favour and two against.</p> <p>The Council RATIFIED the recommendations made to change the Council Committee framework.</p>	
19/17	<p>MATTERS ARISING</p> <p>The following points were noted:</p> <p>52/16 & 03/17: Matrons Review – it was reported that the review had been undertaken by Ernst Young. The report on the outcomes would go to the Trust Management Board in June. The report would be shared with Governors. Concern was expressed over the length of time taken to meet a CQC requirement.</p> <p>ACTION Share the Matron Review report with the Governors once discussed by the Trust’s Management Board.</p> <p>04/17: Turnaround Director – MK reported that the Turnaround Director was actually appointed by NHSI rather than the Trust. However, it was important that the Turnaround Director would play a supportive role within the Trust. Their remit was to help the Trust get out of special measures, to achieve financial surplus by 2018/19, and to ensure that the Trust developed and delivered improvement plans to drive that position. He would also be advising the Board on best practice.</p> <p>64/16: KPMG Training – it was reported that the training would be in the July Council session.</p> <p>09/17c: Meeting with the Governors and the Strategic Transformation Programme – this had been delayed and consultation on the STP had been put back to April 2018. When appropriate, this would be brought back through MECC and the Communications plan.</p> <p>03/17: report on Beds occupied for a non-clinical reason – it had previously been agreed to provide Council with this information. The Chair confirmed that there was no mechanism to reclaim the costs, and she thought that was what was being asked. MK said that it would be easy to provide a summary of key information on a number of metrics, if it was desired. It was noted that the data could empower Governors to ask the right questions. JSe queried whether the additional 27 beds they had acquired in care homes would be included in the data. MK said that these were not hospital beds and therefore not included in the numbers.</p>	<p>AB</p> <p>AB</p>

	<p>Action: MK to provide summary data at Council meetings on Beds occupied for non-clinical reasons.</p> <p>Non-Core Services – RGo queried whether there were any developments on this. MK stated that there were no immediate plans, but there was an on-going piece of work looking at what services might be better provided by others. There was no proposal at present to make any changes.</p> <p>The Council noted the information provided in the action table and AGREED proposals to close actions as listed.</p>	MK
20/17	<p>CHIEF EXECUTIVE’S REPORT</p> <p>MK presented his report.</p> <p>The STP work was proceeding at pace, though slowed by events such as the General Election. Assessment work on the models of care was on-going around stroke care, acute emergency care and orthopaedics. This would result in a pre-consultation business case, which was expected in October 2017. This would set out the options for the service areas, and a proposed way forward, for public consultation. Public consultation was likely to be in April 2018. The STP process required the four CCGs to come together.</p> <p>PBu queried whether this was just for the STP process. MK confirmed that it was. The STP required the CCGs to form a joint committee, known as committees in common. They also had the programme board of the STP, where the CCGs were represented, and the Federation of CCGs in East Kent, but the latter was not a formal sign off mechanism. It was noted that the capital available for change would present a challenge.</p> <p>In relation to the Acute Medical Take changes, the Board had taken a decision to go live with the changes from 19 June, whereupon there would no longer be an acute medical take at the Canterbury site. A lot of work had gone into explaining the changes, and engage people in the process. Bed occupancy at Ashford and Margate was being reduced to create space for patients from Canterbury, and the aim was to have 75 beds empty across the two acute sites by 19 June.</p> <p>MWa queried whether they had lost staff due to the changes. MK said that they had not seen significant changes. One impact was that they would reduce agency costs, as they would not be looking for locums in as many places.</p> <p>PBa queried the resilience for this change, at a time when A&E would be under enormous pressure from the weekend heatwave event. He recommended that the Trust communicate to people about the Waitless app, as it was poorly understood. MK said that there was material on site and media communication would continue. MK noted that summer was preferable to winter, on</p>	

	<p>balance.</p> <p>PBu recounted an example from the Board meeting that with changes in cardiology people would be more quickly directed to the best location. PBu commented on the amount of change, and the reliance on good relationships, and queried whether there would be a structured review of the new care model. MK said that there would be sessions before and after the changes to talk people through them and reflect on implementation. Additionally there would be specific review points.</p> <p>CWa asked what the definition of temporary was, in relation to the move, and whether there should be some objective to reverse them. MK confirmed it was temporary because a permanent move required public consultation, and this was an emergency transfer on a temporary basis. It could be reversed, if more doctors were recruited and the Trust and the regulators were convinced there were enough staff to appropriately supervise junior doctors. This decision was therefore not entirely within the Trust's control.</p> <p>The issue was that the temporary changes could still be in place by the time of the consultation on the permanent changes, and whilst there may be similarities in the proposals the drivers would not be the same. Explaining this to the public might prove difficult. CWa said that it seemed the 'temporary' label was being used to avoid public consultation. MK reiterated that that was not the case.</p>	
21/17	<p>TRUST CHAIR'S REPORT</p> <p>The Chair presented her report. She noted that, in the closed session prior to the meeting, the Council had received a summary of outcomes of the annual appraisals of the Chair, Colin Thompson (CT) and Barry Wilding (BW). The next appraisal would be of Sunny Adeusi (SA) over the summer.</p> <p>On STP governance, the Chair explained that she had met with the Chairs from the other provider organisations in the STP area, which was followed by a meeting with the Chairs and CEOs. Everyone had ratified the direction the STP was taking, and the meetings would take place regularly.</p> <p>On financial special measures, the Chair reported that positive progress had continued. As of May the Trust was £1.28 million ahead of plan, of which £0.5 million was non-recurrent CIPs. August and September would be the difficult period, but the Trust was committed to delivering its plans.</p> <p>The Chair reported that Nigel Mansley, the NED appointment to replace Satish Mathur, who was a chartered accountant, had been asked to review the finance Board papers and how the Board considered financial issues, and make recommendations. His appointment commenced on 1 July and the report was</p>	

	<p>expected around September.</p> <p>The Chair reported that she had met with Dominic Dodds, an experienced NHS Chair, and he had made a number of recommendations to her, including using a more procedural style with the Council. She intended to observe a Council meeting at his Trust, the Royal Free Hospital, as well as sitting in on a KCC meeting. She hoped that the Council would notice a change in her chairing style.</p> <p>The Chair reported that the Trust had piloted live streaming at the last Board meeting, which had been successful from a technical perspective. The Board had decided to make this a regular occurrence, to give more public access to Board meetings. The Chair noted that this would only be available live, and would not be recorded.</p> <p>CWa referenced page 2 of the report, and his request for specific examples of how the behaviour of the Board had been impacted by the Council. The examples given had been non-specific and CWa queried whether the lack of specific examples meant that they were wasting their time.</p> <p>The Chair said that there were three specific areas she wanted to address. There had not been any significant transactions in the year, however the Chair did think that if there had been any these would have been managed in the same way as the interaction on the STP. The work on that with Governors had been particularly helpful.</p> <p>On holding NEDs to account, this had at times been a fractious relationship, but Board agendas had changed as a result of the discussions. Feedback had been given to the NEDs, and changes had resulted. The Chair felt that the Council was adding huge value.</p> <p>The third area was Membership liaison. RGo said that he did not feel that the Council was being very effective in representing the staff, and noted that the MECC would be addressing this. The Chair said she intended to meet with each of the Governors individually to talk about what the Council priorities should be over the next 18 months.</p> <p>ACTION NCo to meet with each Governor to discuss what they believed the priorities for Council should be for 2017/18.</p> <p style="text-align: right;"><i>PBa left the meeting.</i></p> <p>On the constitutional changes, the Chair said that there had been a discussion at the last meeting, and invited any questions.</p> <p>CWa said that he was in favour of reducing the number of governors, but was unsure about the approval process. He queried whether member approval was needed. AF confirmed</p>	<p>NCo</p>
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	<p>that changes to number of governors did not require approval by the membership. It was only in cases where the roles of governors were being changed that it would need to be put to the membership. CWa suggested that this should be checked; AF said that she was confident in this advice.</p> <p>RGo said that 15 meetings in the year would be difficult to attend, and queried how many the governors were constitutionally obliged to attend. AF said that it was 75% of the meetings, but it technically only related to Council meetings held in public.</p> <p>JSe noted that he was pleased to note the clear arrangements for significant transaction as this had been a subject of much debate some years previously. He commended AF's work on this.</p> <p>ELB queried whether the reduction in the size of the Council meant that governors would drop way as their terms ended; would remaining governors have to face re-election. AF confirmed that the reductions would be achieved via natural wastage. The number of vacancies for the 2018 elections would be reduced to meet the new numbers and governors reaching the end of their term of office could, as now, stand for re-election unless they had already served seven or more years.</p> <p>JWh asked how the reduction would interact with the gender balance, and with diversity. The Chair said that this had been discussed with NHSI. Diversity of applicants was encouraged, but they had no control over who was elected. Diversity of membership would help with diversity on the Council.</p> <p>A vote was held to approve the constitutional changes. A clear majority of the fifteen governors present voted in favour of the changes.</p> <p>The Council APPROVED the constitutional changes.</p>	
22/17	<p>MEMBERSHIP ENGAGEMENT AND COMMUNICATION COMMITTEE REPORT</p> <p>PBu said that the Committee was working very well and that it was a good forum. Attention had been drawn at the last meeting to the Mission Impossible document published by NHS Providers, which he recommended to Council members, particularly in relation to finances.</p> <p>PBu explained he would be meeting with MK shortly, regarding organisational wellbeing. He directed the Council's attention to an item in the BMJ regarding work-related illness in senior doctors, and people leaving the organisation through stress and illness.</p> <p>PBu highlighted the discussions that had been had regarding how to ensure Governors were easy to spot, perhaps by different colour badges. MECC did not believe that this was a good use of funds at this time as the Trust was in Financial Special Measures.</p>	

	<p>PBu asked whether there had been any guidance from the centre (NHS England / Department of Health) on security arrangements for hospitals since the terrorist attacks. The Chair said she would provide an answer to this offline.</p> <p>ACTION: NCo to seek clarity on any advice provided on hospital security since the terrorist attacks.</p> <p>It was noted that Matt Williams, as the chair of the MECC had been invited to join the Trust’s project team organising the Annual Members’ Meeting; he had accepted subject to the approval of the Council. The Council APPROVED this by a clear majority</p> <p>RGo agreed that the Committee was working well. He noted that the staff governors were missing from the slides for Governors to use when meeting public groups.</p> <p>The Chair noted that there was a vacancy on the MECC, and invited Governors to express their interest to Matt Williams, Chair of the Committee.</p> <p>ACTION All to provide expressions of interest in joining MECC as a Member to AB and MW</p> <p>The Chair proposed that membership of the MECC would be renewed annually in March following the elections to Council. Current membership to remain in place until March 2018.</p> <p>The Council AGREED the proposal with a clear majority in favour.</p> <p>AB noted that they had training with the new database provider, looking at the demographics of the membership. The person delivering the training had been surprised at the high proportion of younger members, and that they were representative in terms of ethnicity. RWJ commented that this was likely to be due to the early focus on recruiting at colleges.</p>	<p>NCo</p> <p>Governors</p>
23/17	<p>NOMINATIONS AND REMUNERATIONS</p> <p>PWe expressed gratitude to the NRC members for their work, and asked the Council to ratify the recommendations for Wendy Cookson, Jane Olsen and Nigel Mansley to be appointed as Non-Executive Director on the Board.</p> <p>The Council RATIFIED the appointments unanimously.</p> <p>PWe said that there were vacancies on the Committee and some Governors who were currently members may wish to stand down. He invited governors to express an interest on joining the Committee to himself and AB.</p> <p>ACTION</p>	

	<p>Governors to provide expressions of interest in membership of NRC to PWe and AB</p> <p>The Chair proposed that membership of the NRC should be renewed annually in March following the elections to Council. Current membership to remain in place until March 2018.</p> <p>The Council AGREED the proposal unanimously.</p> <p style="text-align: right;"><i>ELB left the meeting</i></p>	Governors
24/17	<p>UPDATE ON ANNUAL GOVERNANCE DOCUMENTS</p> <p>MLa requested that the statutory duties relating to the annual report and quality accounts should be discussed by Council after the training from KPMG.</p> <p>The report was taken as read.</p> <p>The Council APPROVED the Governor’s Commentary on the Trust’s Quality Report.</p> <p>ACTION: Arrange training for the Governors on how to read the audit reports that form part of the Annual Report and Accounts. Ensure this training was provided before the presentation by KPMG of their audit opinion for 2016/17.</p>	AB
25/17	<p>CONSTITUTION REVIEW 2017</p> <p>This was covered under the Trust Chair’s Report.</p>	
26/17	<p>LEAD GOVERNOR ELECTION PROCESS</p> <p>The Chair noted that the annual election for the Lead Governor was normally held in July. Last year the election had been delayed to allow a review of the job description; the incumbent had agreed to an extension of their term.</p> <p>The term of office for the current Lead Governor (Michèle Low [MLo]) would end in September. Council could hold the 2017 elections at that point or consider extending the term of office for MLo by a further six months to move the annual election period to March. This would follow the format set earlier in the meeting for refreshing the MECC and NRC committees. Holding elections in September meant that those Governors in the last year of their term of office would not be eligible - all terms of office ended in March.</p> <p>The Council AGREED to move the election of the Lead Governor to March, with a clear majority.</p> <p>The Council voted in favour of extending MLo’s term of office as the Lead Governor for a further six months, subject to her agreement, with a clear majority.</p>	

	<p>PBU was not sure that this was the correct process for taking this decision. The Chair said she would consider this point.</p> <p>ACTION. Contact MLo to seek her confirmation that she would be willing to remain as lead governor until March 2018;</p> <p>Provide clarification on the correct process for extending the Lead Governor term.</p>	<p>NCo</p>
<p>27/17</p>	<p>ANY OTHER URGENT OR IMPORTANT ITEMS</p> <p>The Chair noted that discussions on the Trust objectives for 2017/18 had been, held over from the closed meeting and invited comment.</p> <p>CWa queried whether the efficiency programme was the same as the cost improvement plan (CIP). MK confirmed that it was and it would be re-worded. MK also clarified that the Trust was aiming to achieve a high proportion of recurrent CIP plans.</p> <p>NCo noted that there was a £32 million CIP plan with contingencies. Some of the CIPs were recurring and others were non-recurring, It was probable that the plans would change over the year end, as some CIPs would fall out, and others may come in. However, the plan was being managed very carefully on a line-by-line basis.</p> <p>CWa queried whether the Trust was making its fair contribution towards the £22 billion saving in the five-year full review. MK confirmed that it was.</p> <p>JSe raised concerns about how effective the plans for working with the Vanguard would be in light of what he believed to be poor past performance. MK confirmed that the Vanguard was part of the partnership working arrangements. JSE asked about the outcome of the review into the effectiveness of the Vanguard planned by the local CCG.</p> <p>ACTION MK agreed to report to the Council on the effectiveness of the Vanguard.</p> <p>MLa asked for clarity regarding the objective relating to “effectiveness” as to the data accuracy elements and was concerned this might relate to patient data accuracy. AF confirmed this related to the data that was requested nationally for clinical audits, this was provided by the Trust in order to comply with the national audit requirement. There had been issues in the past relating to the standard of data submitted.</p> <p>PBU asked what steps would be taken to monitor the effectiveness of using community beds. MK confirmed that the</p>	<p>MK</p>

	<p>use would be reflected through improved patient flow. The principle was clearly understood by all partners.</p> <p>RGo queried what success they had had in recruiting additional A&E consultants. MK said that additional consultants had been employed, and there were now GPs based at William Harvey and QE.</p>	
	<p>DATES OF FUTURE MEETINGS See below.</p>	

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

EAST KENT HOSPITALS UNIVERSITY NHS FOUNDATION TRUST
COUNCIL OF GOVERNORS MEETING (PUBLIC) 21 SEPTEMBER 2017

ACTION POINTS FROM THE COUNCIL OF GOVERNORS MEETING (PUBLIC) HELD ON 15 JUNE 2017

MINUTE NUMBER	DATE OF MEETING	ACTION DESCRIPTION	LEAD	DUE BY	PROGRESS
OUTSTANDING ACTIONS FROM PREVIOUS MEETINGS					
52/16 & 03/17 c & 19/17	05.09.16 30.03.17 15.06.17	An update to be provided on the Matron Review. 15.06.17 – circulate a copy of the report to Governors.	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. Update 21 September: report circulated to Governors 1 August. Propose: action closed
64/16 & 24/17	24.11.16 15.06.17	Reports from Committees – AGC: training to be arranged from the auditors.	AB	ASAP	Update provided: 30 March – liaising with KMPG. Update: 15 June – session being arranged with KMPG. Update 21 September: training took place on 20 July CoG development day. Propose Action Closed
03/17 19/17	30.03.17 15.06.17	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. Noted at meeting: summary data to be presented at Council meetings on beds occupied for non-clinical reasons. Update 21 September: at meeting
09/17 c 19/17	30.03.17 15.06.17	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. Noted at meeting: as the consultation timetable has been delayed, this

MINUTE NUMBER	DATE OF MEETING	ACTION DESCRIPTION	LEAD	DUE BY	PROGRESS
					meeting to be managed by the CoG MECC and the Trust Communications plan. Update 21 September: item added to MECC agenda. Propose: action closed
ACTIONS FROM THE LAST MEETING HELD ON 15 JUNE 2017					
17/17	15.06.17	Apologies for absence and declaration of interest: The Chair, MK and AF to discuss what the requirement is for staff governors to attend Council meetings and how to enable their line managers to support this.	NCo	Next meeting	Update 21 September: this forms part of the Trust's special leave policy and the Trust Secretary is working with HR to review and update the agreement. Ongoing
18/17		Minutes of previous meeting: correctly attribute record at 07/17.	AB	Next meeting	Update 21 September: the drafting note required greater clarity – the point made by SAn was that staff had to make expenses claims within three months and that this limit should also be applied to Governors. Propose close action
21/17		Trust Chair's report: NCo to meet with each Governor to discuss what they believed the priorities for Council should be for 2017/18.	NCo	Next meeting	Update 21 September: meetings have taken place and outcome to be presented at the meeting.
22a/17		Membership Engagement and Communication Committee report: provide clarity on any advice to the Trust on hospital security since the terrorist attacks.	NCo	Next meeting	Update 21 September: to be completed Ongoing
22b/17		Membership Engagement and Communication Committee report: Governors to provide expressions of interest in joining the CoG MECC.	Governors	Asap	Update 21 September: MECC membership now agreed. Propose: action closed
23/17		Nominations and Remuneration Committee report: Governors to provide expressions of interest in joining the CoG NRC.	Governors	Asap	Update 21 September: NRC membership now agreed. Propose: action closed
26/17		Lead Governor Election: Contact MLo	NCo	Asap	Update 21 September: Michèle Low

MINUTE NUMBER	DATE OF MEETING	ACTION DESCRIPTION	LEAD	DUE BY	PROGRESS
		to seek her confirmation that she would be willing to remain as lead governor until March 2018.			confirmed that she will stay as Lead Governor until March 18. Propose: action closed
27/17		Any other urgent or important business: provide a report to Council on the effectiveness of the Vanguard.	MK		Update 21 September: at meeting

NOTES OF THE COUNCIL OF GOVERNORS DEVELOPMENT MEETING
20 JULY 2017, 09.30
Hall Place, Nr Canterbury, CT2 9AG

PRESENT:

Nikki Cole	Trust Chair (Chairman)	NCo
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
Michèle Low	Elected Governor – Shepway	MLo
Paul Curd	Elected Governor – Dover	PCu
Paul Durkin	Elected Governor – Swale	PDu
Philip Bull	Elected Governor - Shepway	PBu
Philip Wells	Elected Governor – Canterbury	PWe
Roy Dexter	Elected Governor – Thanet	RDe
Sarah Andrews	Elected Governor – Dover	SAAn

IN ATTENDANCE:

Alison Fox	Trust Secretary	AF
Amanda Bedford	Committee Secretary (minutes)	AB
Item 1		
Sandra Le Blanc	Director of HR	SIB
Jane Waters	Cultural Change Programme Lead	JW
Item 2		
Philip Johnstone	Director, KPMG	PJ
Jess Heath	Manager Audit, KMPG	JH

	ACTION
CHAIR'S INTRODUCTION	
NC welcomed governors to the meeting and provided housekeeping details.	
APOLOGIES FOR ABSENCE	
Apologies for absence were received from Caroline Harris, Chris Warricker, Chris Wells, David Bogard, Reynagh Westcar-Jarrett, Robert Goddard, Michael Lyons and Debra Teasdale.	
Item 1: We Care – developing ground rules	
SIB introduced the session explaining how the cultural change programme had made a real difference to the effectiveness of meetings by improving interactions between members and supporting constructive challenge. This session had been arranged for governors to support them to improve the effectiveness of Council meetings.	
JW explained the purpose of the session was to begin developing ground rules	

for meetings and noted that the process was evidence based. She recognised that as the Council was not a team, and meetings were not regular, it may take time to refine and embed the ground rules.

Governors were asked to work in groups and to consider the examples of procedural and behavioural ground rules provided with the meeting pack and decide, with respect to Council meetings, if each was:

- Essential
- Nice to Have
- Not needed

At the end of the session each Governor was asked to indicate which of the ground rules they deemed to be most important. The outcome of this exercise is appended at the end of these notes.

Before starting the exercise, in response to a governor question, JW confirmed that the discussions should be on the basis that the ground rules needed to apply to all members of the meeting.

The following points were noted during discussions:

- The process followed in the session was good.
- Absent friends – how to update those members who were not present. The point was made that going through the exercise was very beneficial. Being involved in the discussion was an important element of the success of the process.
- Having the ground rules was good, the session had been useful but in a scenario where time was limited, and discussion had to be curtailed, it would be difficult to apply them in practice. There was no benefit in having ground rules which could not be kept.
- It was noted that when a discussion was stopped at a meeting, Nikki invited governors to submit questions by email. It was agreed that there was value in circulating the question and answer to all governors when the issue raised would be of general interest.
- Submitting questions in advance of the meeting was also seen as valuable: some could be resolved directly with the questioner outside of the meeting, others could be circulated prior to the meeting with the answer and, where there was a good base for discussion, there would be the opportunity for further information to be provided and an answer to be prepared.
- Advance preparation by governors was important; the best use should be made of face to face time and governors had access to a lot of information from a variety of sources. The governors could be provided with practical support to help with this advance preparation.
- JW advised that it was good practice to review the ground rules on a regular basis.

Next steps: to collate the outcomes of the discussions and hold a follow on session to complete the development of the ground rules. It was agreed to consider how best to update those governors who had not been able to attend the session.

ITEM 2 – Reading audit reports /EKHUFT 2016/17 Annual Accounts

PW took governors through the presentation on reading audit accounts and the Trust's Annual Accounts, as circulated with the agenda. The following was noted:

- The Annual Account letter was addressed to the Governors as they were responsible for appointing the auditors.
- The Trust Charity had not been included in the accounts group, as had been the case the previous year, as the level of funds held was under the threshold.
- The Trust systems for producing financial figures operated well and provided an accurate picture. He rated the Trust as in the top 5% of the organisations he had worked with as an auditor.
- Bills were paid on time.
- PW provided an explanation of 'materiality' which was set at 0.5 – 1% of expenditure.
- PW explained how the issue of 'going concern' was addressed in the NHS. He advised that it was open to auditors to include a paragraph in their report highlighting concerns in this regard; it had not been necessary to do so for the EKHUFT report.

The following issues were raised by Governors:

- Data integrity: JSe asked how the Trust compared to other organisations with respect to data integrity. PW said that the Trust's performance was in the pack.

JH provided details of the data issues identified during the Quality report audits

A&E indicator 14 fails out of 25 notes checked

- 8 cases where a time recorded in the notes did not concur with the PAS record
- 3 cases where the discharge time could not be corroborated
- 3 cases where treatment time in the notes was after the discharge time.

18 Week RTT 8 fails out of 25 notes checked

- 4 cases where the start date did not agree with the referral date
- 3 cases where the pathway was incomplete
- 1 case where the patient had been admitted as an emergency so should not have been recorded on the pathway

First consultant visit

- 1 case which was not an emergency admission
- 10 cases where the time recorded for the consultant visit was not corroborated by other evidence

SIB noted that the recording system had changed mid-year from manual to electronic and it was accepted that this had initially created some problems. PW confirmed that the auditors had seen clear evidence of the Trust's drive to improve data quality.

MLO noted that Governors had been concerned for some time about poor data quality and asked for the auditors' advice on how governors could reach a judgement about the accuracy of the information being

<p>provided to them, especially as this formed the basis of their work on holding NEDs to account. Would it be correct to assume that if data were faulty this would feed into the accuracy of the IPR data.</p> <p>PW suggested that with robust challenging of the NEDs he would expect assurances to be provided in response which governors could test, looking for the evidence to support the assertions made. It was also important for governors to understand the Board's priorities. Governors would have more cause for concern if the data was showing that targets were being met or over-achieved, than if an under-achievement was being reported. He concurred that drilling down into the IPR data was likely to highlight inaccuracies; he believed this would be the same for other NHS organisations. AF reminded governors that the data was regularly audited by the internal auditors and governors had access to their reports.</p> <p>JRa commented that PW's presentation, and the responses to the questions raised, was effectively saying that the auditors were of the view that the Trust was being truthful in its reporting. PW concurred with this assessment.</p> <p>In response to a direct question, PW said that as the auditor, he saw the Trust's financial situation as the issue of the greatest concern.</p> <ul style="list-style-type: none"> • <u>Context</u>: PBU was pleased to note that the auditors showed they had insight into the complexities involved in meeting the national targets, especially for a Trust that operated over five sites. • <u>Sample size</u>: PW acknowledged that the sample size for the audits of patients' notes was small, although he considered it was sufficient to inform the auditor's opinion. The level was set by NHS I. • <u>Funding levels</u>: PBU commented that in his view the Trust had been underfunded from its inception. • <u>Cost Improvement Programmes (CIPs)</u>: PW confirmed that CIPs were a constant problem for all NHS organisations. Large cash reserves were no longer held, as used to be the case, and every NHS organisations was in a tight financial situation. • <u>Auditing CCGs</u>: PW confirmed that KMPG also audited some CCGs, he considered that the relationship between commissioners and providers had improved in recent years. • <u>Choosing the governor indicator for the quality accounts</u>: PW suggested that each governor could propose an indicator and the Trust could then comment on how well that could be measured. He agreed that KPMG would be willing to look at proposed indicators to see if they were measurable. • <u>Land and Buildings revaluation</u>: PW explained how the revaluation had been undertaken. 	
<p>CLOSING REMARKS</p> <p>SIB provided governors with an update on the move of junior doctors from the KCH site. Greater numbers of patients had been seen at the WHH and the QEQM following the move. Analysis of the data had indicated, however, that this was probably more influenced by the heat wave than by the junior doctor move. Patient flow had been identified as a problem; discharge into the</p>	

<p>community was not as high as needed, although the situation was being managed. SIB confirmed that there had been no cancellations of planned surgery and that SECamb was supporting the Trust.</p> <p>NC thanked members for attending and participating in the meeting.</p>	
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Date	Type	Time	Location
2017			
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

	ESSENTIAL	Dots	NICE TO HAVE	Dots	NOT NEEDED	Dots
Procedural ground rules						
Be on time	1	3	2			
Turn mobiles off/to silent	3	2	1			
One conversation at a time - no side conversations	4	11				
Listen to others - let them finish before commentating	2	4	1			
Be candid - give non-judgemental feedback	1	1	1			
Support the chair as timekeeper	1	1	1			
Things said remain confidential	2					
No hidden agendas			1		1	
Let us know if you're leaving			2		2	
Silence is not agreement	1	1	1		1	
Behavioural Ground rules						
State views and ask genuine questions	2	5				
Share all relevant information	3	2				
Use specific examples and agree on what important words mean			2	1	1	
Explain reasoning and intent	1	1	1			
Focus on interests, not positions	2	2				
Test assumptions and inferences	2				1	
Jointly design next steps	1	1	1		1	
Discuss un-discussable issues	2	4			1	1
Missing						
Nuances of behaviour						

REPORT TO:	COUNCIL OF GOVERNORS' MEETING
DATE:	21 SEPTEMBER 2017
SUBJECT:	COUNCIL OF GOVERNORS' PRIORITIES
REPORT FROM:	TRUST CHAIR
PURPOSE:	APPROVAL
<p>BACKGROUND AND EXECUTIVE SUMMARY</p> <p>Following on from discussions at the Full Council meeting on 15 June 2017 about the effectiveness of the Council of Governors, I undertook to meet individually with each Governor to discuss their views on the priorities for the Council over the coming 18 months. A total of 24 meetings took place between 13 July and 14 August and generally lasted for an hour. In preparation, I asked each governor to consider what they saw as the top three priorities. This paper summarises the outcomes of those meetings.</p> <p>As would be expected, the views expressed to me were many and varied. However, there were common themes which enabled me to identify, and propose, three priority areas for the Council to focus on over the coming 18 months. The analysis is presented at Annex A.</p> <p>While there were common themes, the way these were expressed varied between individuals. To provide greater depth to this report I have summarised the interpretations under each of the top three priority headings at Annex B.</p> <p>There were a number of interesting points raised during these discussions which did not fall into one of the three priority areas. I have provided a list of these at Annex C.</p> <p>Several comments during the conversations suggested some immediate actions which could be taken; these are listed at Annex D.</p> <p>I am proposing that following the discussions at this meeting, and with agreement from Council that the three key priorities are:</p> <ul style="list-style-type: none"> • Dialogue with members • Holding NEDs to account • Strategy <p>This paper provides a summary of the outcome of my meetings. Some more work is needed on how this will impact on agendas for Council meetings, development days and the strategy agenda. Some good and useful ideas have also been suggested which can be implemented. A further paper will be brought to Council.</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>
<p>RECOMMENDATIONS AND ACTION REQUIRED:</p> <p>To discuss the outcome of my discussions with Governors about the priorities for the coming 18 months and agree the three which Council will focus on.</p> <p>To agree the direction of travel going forward.</p>	

Priorities Identified

The following lists the top three priorities identified by governors in order. The number in the brackets is the number of governors citing that priority.

Priority one

- Dialogue with members, staff and public (9)
- Cohesive Council (6)
- Holding NEDs to account (3)
- Trust Priorities (2)
- Sustainability and Transformation Programme (Strategy) (2)
- Cost Management / finance(2)

Priority two

- Holding NEDs to account (10)
- Dialogue with members, staff and public (8)
- Cohesive Council (3)
- Strategy (2)
- Transport (1)

Priority three

- Holding NEDs to account (6)
- Cohesive Council (4)
- Constructive partnership between Council and the Board (2)
- Dialogue with members, staff and public (2)
- Strategy (2)
- Cost Management/Finance (1)
- Significant transactions (1)
- Council input to Board (1)
- Recruitment (1)

The table below amalgamates these results and provides a weighted score where being in priority one scores a 3, priority two a 2 and priority three a one.

Priority	Number of mentions	Weighted score
Dialogue with members, staff and public	19	45
Holding NEDs to account	19	35
Cohesive council	13	28
Strategy	6	12
Finance/Cost management	3	7
Trust priorities	2	6
Transport	1	2
Constructive partnership between council and board	2	2
Significant transactions	1	1
Council input to Board	1	1
Recruitment	1	1

Top Three Priorities – governor interpretations & comments

Dialogue with members, staff and public

- Need ideas for staff governors to begin and maintain a dialogue with staff. For example:
 - making use of the Hubs.
 - surgeries
- Have simple scripted presentations based on fact and not PR
- Be clear about what the Trust does and the pressures it faces – need to manage public expectation.
- Sometimes it will be necessary to take people to places where they do not want to go.
- Be clear that the public have responsibilities too.
- Give the good news stories
- Reinstate governor contact with patients
 - Involvement in PLACE visits
 - Patient safety visits – governors with Board members
 - Ward visits
 - Governors can act as observers in busy areas, talk to patients and collate information and start to raise awareness ie in the A&E area -
 - Why have you come here?
 - Have you seen your GP?
 - Have you been in to a walk in centre?
- Historically governors were used several major projects, via the Patient and Staff Experience Committee, to support public engagement and there were demonstrable, positive outcomes:
 - Outpatients – led to improvements in the patient experience
 - Car parking – led to the barriers being introduced
 - Staff survey – highlighted problem areas
 - Renal services
- Put more work into signing up members
- Introduce evening themed meetings for members with clinical talks – maternity would be a good choice
- Governors need to be used as a primary communication route with the public.
- Every service re-development should involve engagement.
- Dialogue with members, staff and public is an essential part of holding NEDs to account so these two are one priority.

Holding NEDs to account

- Need to interact more with NEDs – joint meeting, team building social event
- Patient care metrics are under-holding the Board to account
- NED turnover is impacting on developing a relationship
- Ask NEDs to phrase replies to questions:
 - I am assured by..
 - I have examined...
 - I have raised three concerns and asked for...
- They have terms of reference – let them get on and do the job, checking periodically to gain assurance.
- Need more information about progress on getting out of FSM – similar to that which was provided in relation to Quality Special Measures
- Need examples of what this means and how it happens
- Challenge the Trust and unless woefully inadequate support the Board and the Trust – if it is woefully inadequate report to NHS I.

- Data collection and quality is important.
- Need to understand what the NEDs need to do and the framework it is done within.
- A lot of governors struggle to hold NEDs to account – questions need to be meaningful
- It's not useful to undermine senior managers.
- Cost management is vital – fund must be managed properly and financial targets taken seriously.
- Holding NEDs to account is an essential part of the dialogue with staff so these two are one priority.

Cohesive Council

- Need to stop nit-picking on the rules, a document to explain when rules have to be adhered to and where there can be flexibility may help.
- There needs to be a common platform/agenda even if governors have different focus area.
- An away day may help.
- Lead governor (LG) role could support bringing the council together:
 - LG needs to be empowered to show personal initiative
 - LG role should empower governors to do more
- Need a culture where the Board encourages governor/member representation – people want to feel influential. Cohesion is an impossible goal – making use of governors is a better approach.
- Get over the mystique of locality – Swale is alienated from Canterbury. Need to try not to be partisan and focus on favourite sites
- Governors need to take personal and corporate responsibility for knowing what is going on and not be expected to be spoon fed.
- Like the development days – help build bridges (3 governors mentioned this)
- Failure to make decisions can be frustrating
- The Council's statutory limits mean there is limited scope to have a real impact on service delivery and this is frustrating.
- Recognise where the Board is doing well
- Need to support the Trust on a difficult path
- Expand the induction process so that new governors gain the necessary skills quickly ie what holding to account means
- Respect is due to everyone. Maintain and use the Trust values as a focus for everyone.
- Council is too big, not focussed on a particular goal and splintered.
- Not all governors understand the role of the critical friend.
- Need to be able to listen, cannot be dismissive – need to respect each other

Other points raised about Council:

- In the new world of the STP it may be beneficial to have different partner governors. Would we be able to do that? Answer – yes, but it will need a change to the constitution.
- Governors should have more links with other patient participation groups

Other points raised

- Staffing
 - Retention
 - Make best use of flexible working
 - Encourage innovation
 - Support career development – could provide a loan linked to remaining with the organisation for a set period
 - Morale
 - Recruitment
 - Advertise the area well to attract new staff
 - Broadstairs has been voted the second to St Ives as the best beach area in the country.
 - Link to the Ashford Council initiative – why work in Ashford (details have now been provided to HR)
 - Be clear about potential plans to make jobs here attractive
 - List the best schools
 - Advertise the apprenticeship schemes
 - Communication is still a problem in the Trust especially with new teams being recruited across sites.
 - Trust wide leadership programme is very important
- Strategy
 - STP
 - Needs the best people in Kent in preference to finance
 - More communication from CCGs
 - Need to share information across the footprint
 - Concern that this is resulting in the Trust losing ownership of its own plan
 - Need winter planning and investment in new beds
- Trust Priorities
 - When metrics say performance is poor, NEDs need to say what is being done and Governors need to communicate with their members to explain.
- Council input to Board
 - Ask at end of each meeting what opportunities could be to improve way Trust Board/Council operates.
 - From previous meetings what behaviours have change, obligation to identify these things.

Actions taken

- Concerns were raised about HR issues in specific areas during a number of conversations.
Response: these have been referred to Sandra le Blanc for appropriate action.
- Concern raised that complaints about line managers sent to HR are being directed back to the line management to respond.
Response: Sandra le Blanc asked to look into this.
- Colin Tomson to be made aware of a range of workforce issues raised.
- Governor induction – include a session on what it means to 'hold NEDs to account' facilitated by senior governors and perhaps including a mock meeting.
Response: will be included in a revised induction process for the 2018 intake.
- Board meetings to be advertised more regularly
Response: Board meeting dates are on the Council meeting dates schedule and will be included in the monthly reminder sent to Governors about meetings coming up over the next two months.
- Presentations for consideration on the Council's agenda:
 - Charities Committee work from Keith Palmer
 - Future picture on procurement of the new models of care
 - Workforce Strategy from Colin Tomson
- Ward visits to be re-instated
Response: Ward peer visit programme – teams undertaking these will include governors. The next round of PLACE visits will include Governors.
- Suggested that the Trust develop a 'menu of the month' to give to patients to take home - a balanced diet created by our dieticians. Eventually put in a book and sell through the charity.
Response: to raise with dietetics team.
- Items for MECC to consider:
 - ID badges/branding
 - Member story in the Governor Newsletter

QUESTIONS

- Can partner governors be changed if we think there is a benefit?
Answer: yes, but it will require a change in the constitution.
- Can Year 12 & 13 Pupils be volunteers? They would be good for escorting patients around the hospital for work experience.
Answer: the lower age limit for a volunteer is currently 18 years.

REPORT TO:	COUNCIL OF GOVERNORS' MEETING
DATE:	21 SEPTEMBER 2017
SUBJECT:	REPORT FROM THE CoG MEMBERSHIP, ENGAGEMENT AND COMMUNICATIONS COMMITTEE
REPORT FROM:	MATT WILLIAMS COMMITTEE, CHAIR
PURPOSE:	Decision

BACKGROUND AND EXECUTIVE SUMMARY

Since my last report to the Council, the CoG Membership, Engagement and Communications (MECC) Committee has met once, on 4 September 2017. This report summarises the key items of business at 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 is asked to:

- agree the proposal that the Trust's electronic staff record be used as the staff member database, replacing the current one which is managed by the external database provider;
- decide whether a presentation on the Trust's Diversity and Inclusion Strategy should be included in the schedule for Council Development sessions or the MECC;
- discuss and agree the proposal for Governor representation on wider Trust groups; and
- approve the Committee's Terms of Reference as at Annex A.

Governors' Membership Engagement and Communication Strategy – first year review

The Committee received a report on progress during the first year of the Governors' Membership, Engagement and Communication Strategy (the Strategy) agreed by the Council at their September meeting in 2016.

A number of objectives have been achieved, including:

- Developing and embedding the bi-monthly Governors' Newsletter;
- revising the membership leaflet;
- reaching out to community groups; and
- increasing the number of events attended by governors.

The Strategy is clearly moving forward with more to be achieved. There are plans in place for the coming year – including making use of social media and seeking opportunities for linking to events set up by other Trust staff, such as the Charities and the R&D teams.

Engagement needs to be focussed on reaching out to the groups in the demographic areas which are less well represented in our membership – the lower age range and socio-economic areas.

Involvement of all governors in the engagement work will be key to success – it was disappointing that only eight governors responded to the request to indicate their availability for engagement work. This is concerning as these events are an excellent way for Governors to receive feedback from the public and fulfil their role.

The Committee agreed to have 'Engagement with staff members' as a key item for the next agenda and to invite all the Staff Governors to attend for this discussion.

The Committee considered membership numbers and noted that the public membership levels had remained in a steady state. This is good news as numbers were expected to go down following the data verification linked to changing database provider and natural wastage, such as members moving out of area. This is encouraging.

Members noted that the Strategy included a numeric target for increasing the membership. After consideration, it was agreed that this might not have taken fully into account the difficulty in recruiting members from under-represented sections of the demographic. This may mean that the target number will need to be adjusted.

The Committee agreed to recommend to Council the proposal that the Trust's own Staff Electronic Record be used as the staff membership database, replacing the current practice of using the same external database provider as for the public database. This would save staff time in maintaining the data and also provide a more reliable dataset.

Diversity and Inclusion

The Committee received a presentation from Bruce Campion-Smith, Head of Diversity and Inclusion. He summarised the Trust's legal duties and provided the available demographic details for ethnicity in East Kent. Bruce also led members through an exercise which showed how we are all inclined towards communicating and engaging with those who are similar to ourselves and encouraged us to move out of our comfort zone.

Bruce offered to present at a future meeting on the Trust's Diversity and Inclusion Strategy. This could be scheduled in to the MECC schedule as all Governors are invited to attend meetings, or Council may wish to consider whether this could be a topic for a future development session.

One of the outstanding actions from the previous meeting was to provide a definition of engagement; this had arisen from the observation that, like the Trust's strategy, the Council's Membership Engagement and Communication Strategy did not include such a definition. Although a draft definition was available for circulation at the meeting, the action was deferred to allow a re-draft taking into account issues raised during this item.

Terms of reference

The Committee received and agreed a revision of their terms of reference reflecting the decisions taken at the meeting of the Full Council on 15 June 2017. This brought together all the Council's discussions on the changes to the Committee framework and included agreement on membership of the MECC.

The revised draft is attached at Annex A for approval by Council.

Governors on wider Trust groups

At the Joint meeting of the Council and NEDs on 9 June 2017, the MECC was tasked with looking at the role of Governors on wider Trust groups and bringing a recommendation to the Council based on their discussions. At the same meeting, the Trust Chair and Chief

Executive undertook to provide their view about this. This was provided to the meeting by Natalie Yost, and taken into account during the discussion on the item.

MECC agreed the following proposal for Council:

When representation on a Trust wide group is requested the invitation should first be made to a Governor (the public's representative), if not accepted then to a Foundation Trust public member and finally to a member of the general public.

It was anticipated that Trust groups based around specific conditions would seek patient representation.

MECC to invite Governors and members to provide feedback on their involvement once a year.

Current Governor attendance on wider groups is:

- Sepsis Collaborative – Paul Durkin, John Sewell reserve
- End of Life Board – Margo Laing, Sarah Andrews reserve
- Falls Steering Group – Sarah Andrews
- Equality and Diversity Group – Junetta Whorwell
- Improvement Plan Delivery Board – Sarah Andrews
- Mortality Information Group – Sarah Andrews

The Council is asked to discuss the proposal and agree the way forward.

Membership feedback

Members receive a regular report on membership feedback at each meeting which is available to all governors in the meeting papers. No themes or trends were identified from recent feedback.

The following table was circulated at the meeting which gives a summary of Meet the Governor activity. The shaded blocks show the response to the question 'What is your view of the Hospital/Trust?'. A more detailed summary of all responses is available.

SITE	DATE	NUMBER ENGAGED	Excellent	Good	OK	Poor	V. poor	CONCERNS RAISED	Know about M'ship
2017									
WHH	FEB	3	1	2				2	
KCH	MAR	3		2				0	1
QEQM	APRIL	18	5	9	4			0	
Buckland	MAY	12	5	2	5			0	2
RVH	JUNE	0						0	
WHH	JULY	2	1	1				0	1

Annual Members' Meeting (AMM)

Governors will be aware from my emails that I was invited to be part of the project team managing the AMM, as the Chair of the MECC; which ensured Governor input into the planning.

The evening was well attended, with over 100 Trust members, members of the public, staff and NHS partners present. The Showcase area was very well received and the presentations given led to a lively questions session lasting nearly an hour.

There will be a de-brief session with the project team so that we can capture the learning from this event. The data collected from the feedback forms will be presented at that meeting and the outcome will be taken through the next MECC meeting and reported to Council via the Chair's report.



**COUNCIL OF GOVERNORS
MEMBERSHIP ENGAGEMENT AND COMMUNICATIONS COMMITTEE
TERMS OF REFERENCE**

Constitution

The Committee is a committee of the Council of Governors. It has no delegated power to make decisions on behalf of the Council.

Purpose:

1. The Committee is responsible to the Council of Governors for the following:

Develop the Communications and Membership Strategy for approval by the Council of Governors, in consultation with the Director of Communications and Engagement, and review annually.

The Communications and Membership Strategy will include plans and objectives for:

- Membership recruitment
- Communication with Members
- Membership engagement
- Promoting the role of FT Governors;

2. Oversee the implementation of the Membership Strategy and monitor progress.
3. Provide a report on the business of the Committee to the Council of Governor meetings.

Frequency of Meetings:

Meetings of the Committee will be held on a quarterly basis.

Membership and attendance:

The Committee will consist of eight Governor members appointed every March for a one year period. Membership will be voluntary and based on skills and interest. Committee members will agree the Chairmanship of the Committee each year at their first meeting after appointment.

All governors will have the right to attend Committee meetings and participate in discussions. Only members of the Committee will have voting rights.

Attendees:

Non-Executive Director:	Keith Palmer
Director of Communications and Engagement:	Natalie Yost or her nominated representative

Quorum:

The Committee shall be quorate when at least four Governor members of the Committee are present. Virtual attendance at meetings is accepted.

Support:

The Committee will be supported administratively by the Corporate Secretariat. It shall receive advice from the Trust Secretary, or their representative, and the Director of Communications and Engagement, or their representative.

REPORT TO:	COUNCIL OF GOVERNORS' MEETING
DATE:	21 SEPTEMBER 2017
SUBJECT:	DATES FOR COUNCIL MEETINGS 2018/19
REPORT FROM:	GOVERNOR AND MEMBERSHIP LEAD
PURPOSE:	DECISION
EXECUTIVE SUMMARY	
<p>The dates for Council meetings have been set up to March 2017. Annex A is a draft schedule of dates for meetings in 2018/19 – running from April 2018 to March 2019.</p>	
LINKS TO STRATEGIC OBJECTIVES:	<p>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.</p>
RECOMMENDATIONS AND ACTION REQUIRED:	
<p>The Council is asked to discuss and agree the meeting date schedule for 2018/19.</p>	
Proposal for Council 2018/19 meetings schedule	
<p>This draft is based on the Committee Framework agreed at the Full Council meeting on 15 June 2017. It also takes into account the six responses from Governors to the email of 9 August asking about preferences for meeting dates. The dates for the public Board meetings, which were agreed at the Board meeting on 8 September 2017, are also shown.</p> <p>It has not been possible to find timings which suit all of the six responders, and also fit in with dates of other key meetings. The days of the week on which meetings are held have therefore been moved between Tuesdays, Wednesdays and Thursdays so that no one governor is inconvenienced on every occasion.</p> <p>The Annual Members Meeting dates is yet to be confirmed; custom and practice puts this into September. There will also be ad hoc meetings of the CoG NRC during the year to be added. The CoG Audit Committee will need to meet towards the end of 2018 to start the process of appointing auditors – KPMG's contract finishes after the 2018/19 round.</p> <p>It is acknowledged that the Committee Framework will be reviewed during the period the schedule covers. However, in order to hold dates in attendees diaries, the schedule has been set for a complete year. This also allows rooms to be reserved for the meetings, which are in short supply.</p>	

2018 /19	Sa	Su	M	T	W	T	F	Sa	Su	M	T	W	T	F	Sa	Su	M	T	W	T	F	Sa	Su	M	T	W	T	F	Sa	Su	M	T	W	T	F	Sa	Su	
APR 2018		1	2	3	4	5	6 B?	7	8	9	10	11	12	13	14	15	16	17 mtg BL	18	19	20	21	22	23	24	25	26	27	28	29	30							
MAY				1	2	3	4	5	6	7	8	9 CoG Dev	10	11	12	13	14	15	16	17	18	19	20	21	22	23 mtg RV	24	25	26	27	28	29	30	31				
JUN						1	2	3	4 MEC	5	6	7	8 B?	9 Jnt & B	10	11	12	13	14	15	16	17	18	19	20	21 CoG Q	22	23	24	25	26 mtg WH	27	28	29	30			
JUL		1	2	3	4	5	6	7	8	9	10	11	12 mtg KCH	13	14	15	16	17	18	19	20	21	22	23	24 CoG Dev	25	26	27	28	29	30	31						
AUG				1	2	3	4	5	6	7	8	9	10 B?	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31				
SEPT	AMM to be added this month							1	2	3 MEC	4	5	6	7 B?	8 B	9	10	11	12 mtg QE	13	14	15	16	17	18 CoG W	19	20	21	22	23	24	25	26	27	28	29	30	
OCT			1	2	3	4	5 B?	6	7	8	9	10	11	12	13	14	15	16	17 mtg BL	18	19	20	21	22	23	24	25	26	27	28	29	30	31					
NOV						1	2	3	4	5	6	7 CoG Dev	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29				
DEC	1	2	3 MEC	4	5	6	7 B?	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31							
JAN 2019				1	2	3	4	5	6	7	8	9	10 CoG K	11	12	13	14	15	16	17	18	19	20	21	22	23 mtg WH	24	25	26	27	28	29	30	31				
FEB							1	2	3	4	5 mtg KCH	6	7	8	9	10	11	12	13 Jnt	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28				
MAR							1	2	3	4 MEC	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19 mtg QE	20	21	22	23	24	25	26	27	28 CoG Q	29	30	31	

KEY	CoG	Full council meetings	Q = QE/M W = WHH K = KCH	AM	Annual Members Meeting
	CoG Dev	CoG development meeting		Jnt	Joint meeting with NEDs
	B	Public Board meetings			
	NRC	CoG Nominations and Remuneration Committee (ad hoc)		MEC	Membership Engagement and Communication Committee
	AC	Audit Committee		mtg	Meet the Governor session XX site
	 	Bank Holiday		X	School Holiday