

**Minutes of the Public Meeting of the Council of Governors of the
Royal United Hospitals Bath NHS Foundation Trust
Wednesday 5th September 2018
RUH Boardroom, Oasis Centre, RUH**

Present:

Brian Stables, Chairman		
Public Governors	Staff Governors	Stakeholder Governors
Amanda Buss Chris Callow James Colquhoun Chris Hardy Nick Houlton Jacek Kownacki Anne Martin Mike Midgley Helen Rogers Andrew Simkins Michael Welton	Julie Scriven Mike Coupe Darrin King	Vic Pritchard

In attendance:

Xavier Bell, Board of Directors' Secretary
Joanna Hole, Senior Independent Director & Non- Executive Director
Jocelyn Foster, Commercial Director (*item 21 only*)
Janet Adeyemi, Membership & Governance Manager
Libby Walters, Director of Finance
Will Bevan, Manager, Deloitte (*item 23 only*)

CG/18/09/01 Chairman's Welcome and Apologies

The Chairman welcomed Will Bevan, Manager, Deloitte to the meeting. It was agreed that item 23 would be taken first on the agenda.

The Chairman noted that apologies had been received from:

- James Scott, Chief Executive

Public Governors	Staff Governors	Stakeholder Governors	Non-Executive Directors
None	Shaun Lomax	Andrew Girdher Julian Hughes Johnny Kidney Ian Orpen	Jeremy Boss Jane Scadding Nigel Sullivan Nigel Stevens

CG/18/09/02 Declarations of Interest in items on the agenda

There were no declarations of interest noted.

CG/18/09/03 Minutes of the Council of Governors Meeting held on 7 June 2018

The minutes were approved and would be signed by the Chair as a true record of the meeting.

CG/18/09/04 Action List and Matters Arising

All action updates were agreed as presented, the following items were discussed:

CG131 – The STP had not progressed since the last meeting, but it was hoped that material would be produced post October 2018. Action to remain open.

CG143 – The Chairman stated that objectives relating to the STP would be revisited in December 2018. Action to remain open.

CG179 - Queries have been passed on to Sharon Manhi, Lead for Patient and Career Experience and feedback will be provided to the Governors in due course.

CG181 - Queries have been passed on to David Hyde, Head of Clinical Engineering and feedback will be provided to the Governors in due course.

CG182 - Queries have been passed on to the Clinical Governance Committee and feedback will be provided to the Governors in due course.

CG/18/09/05 Chief Executive’s Update Report

The Director of Finance presented the update report and highlighted:

- **4 hour performance**

Remained below the national standard of 95% (82.8.2% in July). 4 hour performance continued to be the highest operational performance risk for the Trust.

- **Activity levels**

There has been an increase in July 2018; the non-elective activity was 6.3% above July 2017(excluding Maternity).

- **C difficile performance**

In July there were 2 cases, and the year to date position is 2 cases (best case scenario) or 5 (worst case scenario) depending on the outcome of open appeals. There is still work to be done, but performance is strong.

- **Patient Length of Stay**

The RUH systems target for reduction of long stay bed dates has been set at 24% improvement by December 2018 from 2017/18 baseline. As of June the RUH has reduced the beds occupied by +21 day LOS patients by 12%, so a further 12% improvement is required by December 2018.

- **Serious Incidents**

In July 2018, five Serious Incidents were reported (three of which occurred in June). Each incident will be investigated as a Serious Incident.

- **Senior Management Posts**

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Francesca Thompson, Chief Operating Officer, will be retiring in the New Year. Helen Blanchard, Director of Nursing and Midwifery, who is currently on secondment, will be leaving the Trust at the end of September.

- **Improving Together**

The Trust’s organisational development programme has now commenced.

Mike Midgley, Public Governor, questioned whether five serious incidents reported in July 2018 is a significant number. The Director of Finance stated that the Trust would have preferred not to have had any serious incidents reported; however, five is not a large number. She confirmed that each incident will be investigated as an SI.

Amanda Buss, Public Governor, sought clarity on the activity levels, and whether the Board is expecting the following years contract value to reduce. The Director of Finance confirmed that the Trust is closely managing its contract performance and is not expecting the contract value to reduce. The Director of Finance stated that the Trust’s non-elective activity was above planned levels in July and that the Trust was planning to manage it’s to meet the planned demand.

Nick Houlton, Public Governor, sought clarity on the recruitment of staff, and in particular the difficulties with nurse recruitment. The Director of Finance stated that high nursing vacancies is a national issue and that the Trust is looking at different ways in recruiting staff into the hospital.

Helen Rogers, Public Governor, questioned how seriously any failure to comply with GDPR was being treated, and whether there was any financial penalty for the Trust for the data protection breach referenced in the report. The Director of Finance confirmed that the complaint was investigated internal and there was no financial penalty.

Anne Martin, Public Governor, stated that last year the Trust did not have as many apprenticeship nursing vacancies and she wanted to know how the recruitment of nursing apprentices is progressing. The Director of Finance stated that she cannot answer the question as she does not know the specific number. The Chairman stated that the Membership and Governance Manger will take the question as an action and it will be feed back to the Council of Governors meeting in December.

Action: Membership and Governance Manager

Mike Welton, Public Governor, sought clarity on whether the NHS 5 years plan is realistic in the Board view. The Chairman stated that it will be a good assurance question to ask the Board. He added that the Council of Governor can ask the Board the question for next year 18/19 performance.

The Council of Governors noted the update report.

CG/18/09/06 Sustainability and Transformation Plan (STP) Update

The Chairman provided a verbal update on the BaNES, Swindon and Wiltshire Sustainability and Transformation Plan and highlighted:

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- Chris Bowen, Senior Responsible Officer has stepped down in July and Tracy Cox has taken over as Interim Senior Responsible Officer. Angela Pedder is supporting as interim Chair.
- The STP now has 2018-21 recovering and financial plan.
- The 3 CCG's are working together through the commissioner alliances.
- There is a risk that has been identified relating to the cultural and organisation development of the STP, as the STP needs to start looking to how it moves towards an Integrated Care System.

The Council of Governors noted the update.

CG/18/09/07 Process for electing a Lead Governor

The Chairman presented the report which outlined the process for electing the Lead Governor. He confirmed that Chris Callow's term as Lead Governor would come to an end on 31st October 2018.

The Council of Governors approved the selection process for appointing the Lead Governor.

CG/18/09/08 Council of Governor working groups- Membership allocation

The Chairman presented the report and highlighted:

- At the Council of Governors meeting in September 2016, the Council of Governors approved a draft procedure that had been modified to suit the needs of the RUH Council of Governors in enabling new Governors to become members of the established Committee and Working Groups.

Anne Martin, Public Governor expressed an interest in joining the Strategy & Business Planning working group. The Chairman asked the Membership and Governance Manager to include Anne Martin as a member of the Strategy & Business Planning working group.

Action: Membership and Governance Manager

There were no suggested improvements; the Council of Governors approved the current arrangement

CG/18/09/09 Governor Engagement Policy

The Chairman presented the report and highlighted:

- The Trust Board and Council of Governors are committed to building and maintaining an open and constructive working relationship.
- The policy has been re-drafted with input from Governors and Non-Executive Directors
- The policy defines the relationship between the Board of Directors and Council of Governors and sets out how the Council of Governors and the Board of Directors interact and the various opportunities that exist for Governors to engage with the Board and individual Directors.

The Chairman asked the Council of Governors to approve and recommend the policy to the Board of Directors for ratification as an RUH policy.

The Council of Governors approved the policy and agreed a further discussion of the policy in 6 months to consider how effectively the opportunities for engagement are being utilised.

The Chairman thanked Amanda Buss and Mike Welton, Public Governors for their input.

CG/18/09/10 Staff Governor Feedback

Julie Scriven, Staff Governor presented the report on behalf of all Staff Governors. She highlighted:

- Staff Governor Engagement has not taken place over the past quarter due to Governors’ sickness.
- Following the resignation of Kate Fryer from the Trust, the Membership Office will carry out an election in October for a new Staff Governor to join the Council of Governors.
- The Staff Governor posters have been updated with new branding. The Membership Office has displayed the posters across the Trust.
- Feedbacks had been received from different sources regarding the car-parking, temperature in wards & air-conditioning and water dispensers.

The Staff Governors seek assurance on:

- How well supported is the use of the free mini bus for staff from the Bath racecourse and are staff using the services during the difficult parking period.
- Do all wards and department have water dispensers.

Action: Membership and Governance Manager

The Council of Governors noted the feedback from the Staff Governors.

CG/18/09/11 Public Governor Feedback

The Chairman stated that the report provided the Council of Governors with an overview of the feedback received from public members and the general public during the past 3 months.

The Council of Governors noted the Public Governor feedback.

CG/18/09/12 Stakeholder Governor Feedback

The Chairman asked the Stakeholder Governors present to inform the Council of Governors about any issues pertinent to the RUH.

On this occasion there was no feedback to report.

CG/19/09/13 Working Group Actions arising out of feedback

The Chairman asked the Council of Governors if there were any concerns raised by members which should be passed to a working group to look at in more detail.

The Council of Governors identified no issues to pass to the working groups.

CG/18/09/14 Strategy & Business Planning Working Group Update Report

The Chair of the working group presented the report and highlighted:

- The working group received assurance from Joanna Hole and Jeremy Boss, Non-Executive Director’s on the Trust’s financial position in relation to the WOS and QIPP targets.
- The working groups draft annual report was attached at appendix one for approval.

The Council of Governors noted the update report and approved the working group’s Annual Report.

CG/18/09/15 Quality Working Group Update Report

The Chair of the working group presented the report and highlighted:

- The working group’s draft annual report was attached at appendix one for approval.
- No assurance questions considered by the working group this quarter

The Council of Governors noted the update report and approved the working group’s Annual Report.

CG/18/09/16 Membership & Outreach Working Group Update Report

The Chair of the working group presented the report and highlighted:

- The working group’s draft annual report was attached at appendix one for approval.
- The working group was seeking Council of Governor approval to use the following question as part of the focus groups at the Annual Members Meeting:

Our goal is to be recognised as a listening organisation, patient centred and compassionate.

What would you suggest we focus on over the next 12months which would make the most difference to realising this goal?

The Council of Governors noted the update report and approved the working group’s Annual Report and questions for use at the AMM.

CG/18/09/17 Board Monitoring Group Update Reports

Amanda Buss, Public Governor presented the report and highlighted:

- The Council of Governors is asked to agree the recommendations from the Board Monitoring Group.

The Council of Governors agreed the recommendations from the Board Monitoring Group.

The Council of Governors noted the update report.

CG/18/09/18 Governors as Observers – Assurance Committee Update

The Council of Governors noted the report.

CG/18/09/19 Working Group Actions Arising Out of Update Reports

The Chairman asked the Council of Governors whether there were any working group actions arising from the reports presented. It was agreed that there were no further recommendation other than those already agreed.

CG/18/09/20 Lead Governors Update Report

The Council of Governors noted the report

CG/18/09/21 Commercial Update

The Chairman welcomed Jocelyn Foster, Commercial Director to the meeting. She presented the update and highlighted:

- An overview of key commercial and major development projects which had taken place over the last 12 months.
- Implementing the Trust “Improving Together 2018-21” strategy.
- Fit for the Future - RNHRD and Therapies Centre.
- A lot of work has been done to improve the Private Patients and Overseas Patients management. The Private Patient Policy was revised in June 2017 and a Private and Overseas Patient Office now established.
- 2018/19 priorities including improving existing processes and developing new business.
- Developing a new Commercial Strategy for the Trust, taking into account the views of patients, staff, public members, partners and other stakeholders

Amanda Buss, Public Governors sought clarity on overseas patients; namely, as to how the Trust is protected from overseas patient who cannot pay for their medical treatment. The Commercial Director stated that the Trust follows all of the standard national processes and policies related to payment and charging.

Mike Coupe, Staff Governor questioned on BCPS and patient accommodation deadline and whether there will be issues in providing accommodation whilst the relocation is taking place. The Commercial Director stated that they have had challenges in getting the costing right and the current timescale will be a month difference between the

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opening of BCPS and the new patient accommodation the teams are currently planning around this.

Julie Scriven, Staff Governor questioned what proportion of funding is available for staff training and courses. The Commercial Director stated that the improving together programme includes a large amount of funding specifically focused on staff training and development; and as a Trust the RUH is investing more than ever before in the training and development of its staff.

Mike Welton, Public Governor questioned whether “Improving Together” is part of QIPP and if there is a financial benefit associated with the programme. The Commercial Director stated that the aim of the programme is to support improvement in general across the Trust. She added that the programme does not have specific financial target attached to it but it is expected to underpin the future sustainability of the organisation. Mike Welton further asked the Commercial Director is she thinks the Trust will recover the cost of the programme and management fees. The Commercial Director stated that other organisations who have implemented the programme have seen financial benefit far exceeding their investment as a result of having implemented this kind of programme.

The Council of Governors noted the update.

CG/18/09/22 Finance Update

Libby Walters, Director of Finance presented the update and highlighted:

- 2017/18 had been a financially challenging year as demand and costs increased.
- Trusts were given a “control total” which for the RUH was a surplus figure to deliver.
- If organisations delivered performance and finance targets then they could receive extra Sustainability and Transformation Funding.
- The Trust exceeded the NHSI control total by £4.7m at year end.
- The total core STF funding was £6.1m and in addition, the Trust received year end extra STF payments for achieving the control total of £5.3m. This was made up of incentive payments of £3.6m and a £1.7m bonus.
- 2017/18 the Trust had a strong financial performance and had delivered savings, but there was still more to do.
- The 2018/19 plan was to deliver a £12.8m surplus which included £11m Sustainability & Transformation Funding- now renamed as Provider Sustainability Funding.
- The 2018/19 QIPP required a target £13.9m
- The 2018/19 capital investment plan is a £40.8m.

The Council of Governors noted the update.

CG/18/09/23 External Audit Report

Will Bevan, presented the report and highlighted:

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- The report was prepared for the Governors to detail the work undertaken on the Trust's annual report and accounts for 2017/18.
- The report included the opinion on the accounts, the approach taken to review the accounts, and the assessment of risk within the Trust.
- Deloitte had provided an unqualified audit opinion on value for money and the annual accounts.
- Based on the current status of audit work, a clean quality report opinion had been issued.
- The Trust reported an overall surplus for the year of £17.4m, including STF income of £11.4m. The Trust EBITDA margin was 4.73% and CIP was £8.4m
- The Trust balance at year-end is £32.9m
- The Trust has a Single Oversight Framework segmentation of 3

Mike Welton, Public Governor questioned the difference between the cash balance of £32.9m in the Deloitte report and £20.5m in the Director of Finance report. He sought clarity if the cash balance will affect the capital expenditure. The Director of Finance stated that it will not impact the planned capital investment of £40m.

Nick Houlton, Public Governor stated that the Trust is struggling in closing this years QIPP gap. He asked if the Trust is looking into next year QIPP and questioned how easy it is in finding savings. The Director of Finance confirmed that it is difficult to identify schemes to reduce costs and increase income.

Anne Martin, Public Governor asked if there are any areas where controls could be further improved. Will Bevan, Deloitte stated that IT would be one of the areas where controls can be improved.

Helen Rogers, Public Governors informed the Council of Governors that the Strategy and Business Planning working group di seek assurance on QIPP. She noted that the working group concluded that although there were still risks around closing the financial; gap there are appropriate systems and processes in place.

The Chairman thanked Will and Libby for their presentations. The Council of Governors noted the update.

CG/18/09/24 NHS Providers Showcases/Kings Fund

The Council of Governors noted the presentation.

CG/18/09/25 Items for future work plan

The Council of Governors noted the future work plan

CG/18/09/26 Meeting Review

The Council of Governors felt that the meeting had run well and that there were no issues of concern.

CG/18/09/27 Resolution into private meeting

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The Chairman resolved that the Council of Governors would now meet in private due to the confidential nature of the business to be transacted.

The meeting closed at 12:40

The next Council of Governors meeting is due to be held on 7th March 2019.

SignedDate