

COUNCIL OF GOVERNORS

Minutes of the Meeting of Thursday 28 March 2019

4.00 pm – 6.00 pm

Lecture Theatre 2, Education Centre, QEHB

Present:

Rt Hon Jacqui Smith	Chair
Mrs Bernadette Aucott	Public Governor, Birmingham South
Dr Sue Balmer	Public Governor, Solihull & Meriden
Mrs Kath Bell	Public Governor, Rest of England & Wales
Dr John Cadle	Public Governor, Quinton, Halesowen & Southwest
Mr Anthony D Cannon	Public Governor, Sutton Coldfield North
Mr Keith Fielding	Public Governor, Birmingham East
Mrs Sandra Haynes MBE	Public Governor, Birmingham South West
Dr Elizabeth Hensel	Public Governor, Birmingham South East
Mr Derek Hoey	Public Governor, Tamworth
Mrs Susan Hutchings	Associate Governor, Public Constituency
Dr Elspeth Inch OBE	Public Governor, Birmingham West
Ms Veronica Morgan	Associate Governor, Staff Constituency
Mr Gerry Moynihan	Public Governor, Birmingham Heartlands
Ms Yvonne Murphy	Staff Governor, Nursing
Mr Thomas Webster	Associate Governor, Public Constituency
Mr Lee Williams	Staff Governor, Corporate & Support Services

In attendance:

Ms Fiona Alexander	Director of Communications	(DComms)
Prof Simon Ball	Medical Director	(EMD)
Mr Kevin Bolger	Executive Director of Strategic Operations	(EDSO)
Mr David Burbridge	Director of Corporate Affairs	(DCA)
Mr Mark Garrick	Director of Quality Development	(DQD)
Prof John Glasby	Non-Executive Director	(NED)
Mr Tim Jones	Executive Director of Workforce & Innovation	(EDWI)
Ms Mehrunnisa Lalani	Non-Executive Director	(NED)
Mr Andrew McKirgan	Director of Partnerships	(DoP)
Mr Julian Miller	Director of Finance	(DoF)
Mrs Lisa Stalley-Green	Executive Chief Nurse	(ECN)
Mr Lawrence Tallon	Director of Corporate Strategy, Planning & Performance	(DCSPP)
Ms Cherry West	Executive Chief Operating Officer (QEHB)	(COO-QEHB)
Dr Catriona McMahon	Non-Executive Director & Senior Independent Director	(NED)
Mr Harry Reilly	Non-Executive Director, Deputy Chair and Chair of the Investment Committee	(NED)
Prof Michael Sheppard	Non-Executive Director & Chair of the Organ Donation Committee	(NED)
Mr Jason Wouhra OBE	Non-Executive Director	(NED)
Mrs Angie Hudson	Corporate Affairs Officer (Minute-taker)	

<p>G19/14</p>	<p>Welcome and Apologies for Absence The Chair welcomed everyone to the meeting.</p> <p>Apologies for absence were received from the following Public Governors: Mrs Phyl Higgins, Public Governor, Lichfield Northwest & Northeast Mr Stan Baldwin, Public Governor, Solihull & Meriden Miss Beverley Martin, Rest of England & Wales Mr David Treadwell, Associate Public Governor Mrs Ann McGeever, Public Governor, Solihull & Meriden</p> <p>Apologies for absence were received from the following Staff Governors: None</p> <p>Apologies for absence were received from the following Stakeholder Governors: Air Vice Marshal Alastair Reid, Acting Surgeon General, RCDM Prof Isabelle Szmigin, Birmingham University Cllr Ashley Yeates, Stakeholder Governor, Lichfield District & Tamworth Borough Councils</p> <p>Apologies for absence were received from the following members of Staff: Dr Dave Rosser, Chief Executive Mr Jonathan Brotherton, Chief Operating Office – HGS Mr Mike Sexton, Chief Finance Officer Mrs Jackie Hendley, Non-Executive Director Ms Karen Kneller, Non-Executive Director Ms Sarah Snowden, Corporate Affairs & Governor Liaison Manager</p>
<p>G19/15</p>	<p>QUORUM The Chair noted that a quorum was present and, accordingly, the meeting could proceed to business.</p>
<p>G19/16</p>	<p>DECLARATIONS OF CONFLICT OF INTERESTS No conflicts of interest were declared.</p>
<p>G19/17</p>	<p>MINUTES OF THE MEETING OF THE COUNCIL OF GOVERNORS 24 JANUARY 2019 The Minutes of the Meeting of the Council of Governors on 24 January 2019 were approved as an accurate and true record.</p> <p>RESOLVED: to APPROVE the Minutes of the Meeting on 24 January 2019</p>
<p>G19/18</p>	<p>MATTERS ARISING FROM THE MINUTES At the last meeting the Chair and Foundation Secretary confirmed that Governors would not be identified by name in the minutes when raising questions. However this did not apply to agenda items raised as part of ‘Any Other Business’ or ‘Governor Feedback’ sections.</p>
<p>G19/19</p>	<p>CHAIR’S REPORT The Chair reported that she had recently attended the Building Healthier Lives Diamond Awards Grand Final. The event had been a great success and the Chair congratulated all those who had been nominated and received awards. In response to a comment regarding the amount of notice given for the event, the Chair reported that work was underway for the 2019 event and dates would be circulated as soon as possible.</p> <p>Governors should have received an invitation to attend the Solihull and Heartlands site</p>

	<p>wards celebrating Volunteers Long Service Awards.</p> <p>The Trust had recently hosted the UK India Healthcare Conference. The conference had been a huge success.</p> <p>The Chief Nurse had been a guest on the Sunday Politics programme on 24 March talking about the role of the Nurse Associates.</p> <p>RESOLVED: to ACCEPT the report</p>
<p>G19/20</p>	<p>QUALITY ACCOUNT: 2018/19 AUDIT AND QUALITY IMPROVEMENT PRIORITIES</p> <p>The Council of Governors considered the report presented by the Head of Quality Improvement. Following the feedback received at the CoG meeting on 29 November comments had been taken on board and all suggested had been included. There would be one UHB Quality Report for 2018/19 written in April 2019. The quality improvement priorities were aligned at a high level for 2018/19. There were six quality improvement priorities for 2019/20 each with a new focus and targets and the rationale behind each of the priorities was explained. The Head of Performance, in response to a question, advised that for priority 3: timely administration of pain relief the number of patients measured on each site was slightly different. Work was underway over each of the four sites to look at and agree the same which should drive good practice.</p> <p>The Trusts' external auditors were required to audit 3 indicators in the 2018/19 Quality Report:</p> <ul style="list-style-type: none"> • Percentage of patients with a total time in A&E of four hours or less from arrival to admission, transfer or discharge • Maximum waiting time of 62 days from urgent GP referral to first treatment for all cancers • And a locally selected indicator. <p>Trust Governors were normally asked to select a local indicator however NHS Improvement guidance had been received for 2018/19 where they had strongly recommended that the local indicator should be the Summary Hospital-level Mortality Indicator (SHMI)'. In response to a discussion held that include the viability and robustness of the measure and why NHSI had recommended the indicator rather than letting Governors choose it, the DQC and HoP reported that the Trust was still waiting to hear back from the Deloitte's setting out how they would undertake the audit. In terms of the NHSI recommendations this had been the first time it had occurred. In line with the feeling at the meeting the Chair agreed to write to NHSI, to question why the Governor's choice had been removed and to enquire if this would set a precedent going forward.</p> <p>RESOLVED:</p> <ol style="list-style-type: none"> 1. APPROVE the report 2. AGREED to write to NHSI setting out Governors concerns.
<p>G19/21</p>	<p>Annual Plan Sign off regarding Non-Core Work</p> <p>The Council of Governors considered the report presented by the DoF. Foundation Trusts had a statutory duty to ensure that income from their principal purpose (NHS Income) exceeded non-core (non-NHS) income. The CoG were required as part of their role to decide whether carrying out non-core activities interfered with the principal purpose and approve any planned increase of >5% in the proportion of income earned from non-core activities. The DoF went on to explain the background behind the Private Patient Income (PPI) cap for FTs and the changes in 2012 which meant that FTs must</p>

ensure income from non-core work did not exceed core income. NHSI guidance was that ultimately it was for FT to decide themselves what constituted non-core income but could include R&D, car-parking, catering, etc.

In terms of the Trust, its total forecast income for 2018/19 was £1,589.5m of which Private patient income was £5.1m (0.32%) and commercial income was £6.7m (0.42%) bringing its total non-core income to £11.8m (0.74%) which resulted in non-core income being immaterial to the principal purpose of the Trust. There were no plans to materially increase this in 2019/20. A 5% increase in the proportion of non-core income would be £79.5m.

In response to questions around the non-core income generated, the DoF reported:

- The Trust provided payroll to 21 other organisations.
- The non-core income of the combined Trust, including research income, not classed as non-core was £35m.
- The new patient facility may potentially increase non-core income when it came on line at a future point but would still not trigger the 5% non-core limit.
- The EDSO reported that the Trust did have one area that had 12 beds designated for private patients however at least 8 of those were usually used by NHS patients.

RESOLVED: The CoG was SATISFIED that continuation of non-core activity (private patients) would not interfere with the principal purpose or performance of other functions.

G19/22 Approve Revised Annual Cycle of Business 2019/20

The Council of Governors considered the report presented by the DCA. The annual cycle of business set out the matters that were proposed to be considered by the Council of Governors during the financial year 2019/20. It was intended to capture those items which the Council of Governors could expect to receive over the course of the financial year in order to enable it to fulfil its purpose. It was reported that there may be amendments to the cycle necessary as the Trust reviewed and developed its framework of assurance. Any proposed amendments would be presented to the Chair by the Director of Corporate Affairs for approval. The changes to the previous version included the swapping of some formal meetings to seminars and vice-versa. The only material change to dates had been the 24 May meeting which had moved from the 22 May.

In response to a question about the timings of the November and December meeting i.e. only one week between the two dates, the Chair offered to rearrange the December date. However, following a vote it was agreed that the planned timetable would not change.

Following a question, the DCA reported that there had been no material changes to the Audit Committee Terms of Reference and, therefore, they did not need to be ratified by the CoG.

RESOLVED: to APPROVE the Annual Cycle subject to any changes agreed between the DCA and the Chair.

G19/23 Approve Membership, Engagement & Governors Development Committee TOR (revised at meeting on 6 February 2019)

The Council of Governors considered the revised Membership, Engagement & Governors Development Committee's terms of reference presented by the DCA. The ToR's had been revised at its meeting on 6 February 2019. Point 5 was to be removed, some other minor amendments were noted.

RESOLVED: to APPROVE the Terms of Reference, subject to the amendments as noted being made.

G19/24

Update on the Associate Nurse Programme

The Governors received a presentation from the ECN setting out the role and progress made to date with the Associate Nurse Programme. The number of nurse vacancies was 613 with in year planning, leavers and starters there would still be a shortfall of 407 nursing vacancies across the Trust. The number of RGN programme joiners was 50% lower than previous levels and it was predicted that this would reduce further from 2020.

The Nurse Associate was a national programme and the role was designed to help bridge the gap between health and care assistants and registered nurses. It was a stand-alone role that would provide a progression route into graduate level nursing. Nursing associates will be subject to regulatory requirements such as revalidation and fitness to practise and when fully qualified will be registered by the Nursing and Midwifery Council. The CN went on to explain the difference between the role of a Registered Nurse and Nursing Associate. A business case was currently underway in order to build an infrastructure and pipeline to enable the supply and support to 300 trainee nursing associates to enter training in 2020 with 400 each year thereafter. A third annual intake had been agreed with Universities and the UHB educational program would be further developed and resourced. Entry routes would be extended to direct entry from April 2019 and support for maths and English qualifications would be provided in house. There would be flexible deployment to key areas of operational need.

The Chair opened the floor for comments and questions and the following responses were noted:

- The CoG had been associated with the initiation of the nursing associate role and was appreciative for the development of the role.
- The pilot supported healthcare support workers who wished to develop within the Trust. There would be a step change in that the Trust would train people outside of the Trust as well as those already at the Trust.
- School leavers would be recruited into band 2 apprenticeship roles as well as the recruitment of mature workforce who wished to get into nursing.
- The training programme for nurse associates was 2 year apprenticeship followed by an additional 12 months training to gain registered nurse status.
- The foundation degree was challenging which could potentially result in nursing having a better educational base knowledge.
- At the present time there were not overseas applicants.
- During a recent governor drop in at HGS it was reported that some HCAs were waiting to see how the current cohort of Nursing Associates found the training before they signed up.
- The Trust had taken on 40 apprentices and the dropout rate from the training programme for the current cohort was 25%. The Trust was looking to support apprentices through the Learning Hub.
- The University of Birmingham did not currently have an appetite for the foundation degree plans but had agreed to work with the Trust on the advanced practitioner roles.
- Exit interviews were undertaken, initial analysis showed that lack of opportunity was not a common reason for leaving nor was it site specific.

RESOLVED: to ACCEPT the report.

<p>G19/25</p>	<p>JASON WOUHRA OBE, NON-EXECUTIVE DIRECTOR</p> <p>Mr Wouhra gave an overview of his business background both outside and his role as NED at the Trust. He was a Director at East End foods, a family owned company established by his father and brothers in the late 1960's which has a £200m annual turnover, employed 400 staff and exported to 40 countries worldwide. The company ran its production facility from its Aston, Birmingham site.</p> <p>Mr Wouhra's other achievements included being awarded an OBE in 2017 for Services to Business & International Trade. Awarded an Honorary Doctorate in 2014. He was the first ever UK Ambassador for the Government of Punjab, India. Chair of the Institute of Directors WM. Youngest ever Chartered Director in the world and had raised over £300K for various charities over 3 years.</p> <p>As Non-executive Director, he was a member of the main board, Audit Committee, Executive Appointments and Remuneration Committee. He had been on the UHB Board during the acquisition by merger of Heart of England NHS FT. Had attended the recent conference India Health Event hosted by the Trust with the</p> <p>RESOLVED: to ACCEPT the report</p>
<p>G19/26</p>	<p>ANY OTHER BUSINESS</p> <p>Clean Air Policy. Derek Hoey had raised a question on the potential impact of the Clean Air Policy for patients and visitors travelling to and from hospital and whether Birmingham City Council had held conversations with the Trust around the impact. The DSPCC reported that the Clean Air Policy was a national initiative. Most modern vehicles would be exempt from the charge. The biggest single hospitals affected would be the Birmingham Chest Clinic and the Birmingham Women's and Children's Hospital located in the City Centre. The QEHB and Heartlands sites were outside of the clean air zone, however anyone travelling through the clean air zone, including staff, may be penalised.</p> <p>UHB Charity – Governor Trustee. Liz Hensel noted that Governors had been invited to stand as a Trustee on the UHB Charity before Christmas 2018, but no further information had been forthcoming. The Chair agreed to bring this to a conclusion as soon as possible.</p> <p>No other business was raised.</p>
<p>G19/27</p>	<p>Date of Next Meeting Friday 24 May 2019 11.30 am – 1.30 pm Seminar Room 3, Education Centre, First Floor, QEHB (Pre-Meeting 11.00 – 11.30am)</p>

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Chair

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Date