

**INAUGURAL SHADOW COUNCIL OF GOVERNORS MEETING**

**Tuesday 20<sup>th</sup> October 2015**  
**6.00pm – 8.00pm**  
**Post Graduate Education Centre Room: 7&8**

**Attendees:**

Alan McCarthy (AM)	Chair
Michael Wilson (MW)	Chief Executive Officer
Pauline Lambert (PL)	Non-Executive Director & Senior Independent Director
Richard Durban	Non-Executive Director & Deputy Chair
Sue Jenkins (SJ)	Director of Strategy
Gillian Francis-Musanu (GFM)	Director of Corporate Affairs
Jane Ritchie	Elected Governor - Crawley
Alison Berridge	Elected Governor - Crawley
Richard Miller	Elected Governor - Crawley
Frank Hardiman	Elected Governor - Croydon
Judy McMahon	Elected Governor - Horsham
Gill Harrison	Elected Governor - Horsham
Philippa Shimmin	Elected Governor - Mole Valley
Caroline Vaughan	Elected Governor - Reigate and Banstead
Richard Burford	Elected Governor - Reigate and Banstead
Janet Hall	Elected Governor - Tandridge
Len Roberts	Elected Governor - Tandridge
Yvonne Kraku	Elected Governor - Patient
Lesley Copus	Elected Governor - Staff: Non-Clinical
Sue Carr	Elected Governor - Staff: Nursing and Midwifery
Dr Jude Gunasegaram	Nominated Governor - Crawley CCG
Dr Steve Fisher	Nominated Governor Horsham and Mid Sussex CCG
Mrs Helena Windsor	Nominated Governor - Surrey County Council
David Sheldon	Nominated Governor - West Sussex County Council
Suzy Shettle	Nominated Governor - Surrey Downs CCG
Professor Kevin Davies	Nominated Governor - Brighton and Sussex Medical School
Colin Pink (CP)	Head of Corporate Governance
Laura Warren (LW)	Head of Communications
Jeanette Randall	FOI and FT Membership Officer
Kevin Fairclough	Elected Governor - Staff: Other Clinical
Barbara Bray	Elected Governor - Staff: Medical and Dental
Lisa Bowerman	Elected Governor - Reigate and Banstead
David Bloomfield	Elected Governor - Horsham
Adrian Baillie	Elected Governor - Mid Sussex
Lisa Holland	Executive Assistant – Note Taker

**Apologies:**

Jo Josh	Nominated Governor - Surrey Community Action (Voluntary Sector)
Dr Anthony Clarke	Nominated Governor - East Surrey CCG

1.	<b>Welcome, Apologies, Introduction to Meeting and Declaration of Interests</b>	
1.1	<p>The Chair opened the meeting with welcome, introductions and purpose of the meeting. The council of governors will meet in shadow form until the Trust is an authorised NHS Foundation Trust (FT). In this period, the Chair hoped that governors will get to know each other, the Trust and key people so when authorised Foundation Trust governors will be fully prepared to take on the full role. The Trust will continue to engage with governors as closely as possible prior to authorisation. Training is being planned for December 2015/January 2016 and GFM will circulate the dates.</p> <p>The Chair noted that there are some outstanding governor nominations from Healthwatch - West Sussex who have considered it may be a conflict of interest and we are awaiting a response from Healthwatch – Surrey.</p>	GFM
1.2	<p>The Chair asked whether there were any items on the agenda that were a conflict of interest to elected governors. None were raised.</p>	
2.	<b>Declaration of Interests Register</b>	
2.1	<p>GFM presented this item reporting it is a requirement that all elected and nominated governors have an obligation to declare their interests. GFM noted that there are few declarations still outstanding. Blank forms were provided at the end of the meeting for any governors who needed to can fill one out so that any declarations can be captured. The register needs to be formally approved and governors will need to check their information is correct against their name. The register will then be publicly available and posted on the Trust website.</p>	All Govs
3.	<b>Shadow Council of Governors Draft Terms of Reference</b>	
3.1	<p>GFM presented this item noting the draft Terms of Reference identifies the role of the shadow council of governors. There are a number of notes on the document in relation to the role of the shadow council pre and post FT authorisation.</p> <p>GFM noted an error on page 7 under the section “Lead Governor”. It should read post authorisation.</p> <p>A typo pointed out on page 4. There are two words of “this”. Also on page 7, number 9, second paragraph, under Review Terms of Reference it should read “its” duties.</p> <p>Pauline Lambert introduced herself as the Senior Independent Director and will circulate her details should governors wish to contact her directly.</p> <p>The Shadow Council of Governors Terms of Reference was <b>approved</b>.</p>	GFM
4.	<b>Trust Update and FT Journey</b>	
4.1	<p>MW gave a presentation on Trust Update and FT Journey for information. The presentation covered the following areas:</p> <ul style="list-style-type: none"> <li>• Progress and timescale for FT Journey</li> <li>• Virginia Mason Institute (VMI) Transformation Programme</li> <li>• Developments &amp; partnerships</li> <li>• Quality &amp; performance</li> <li>• Financial plan</li> </ul>	

	<p>Questions taken:</p> <p>What will VMI mean for the Trust? MW reported on the three work streams to be put in place:</p> <ul style="list-style-type: none"> <li>• Flow – patient journey from admission to discharge</li> <li>• Management of diarrhoea – which affects a lot of people in the frail and elderly group</li> <li>• Whole outpatient experience – make some real changes that makes a difference from a different perspective (in depth work at present so this work stream will not start until much later)</li> </ul> <p>Will governors and patients be involved? SJ noted that governors and patients will be involved and the Trust will be sharing the VMI model with staff and governors. SJ reported that there are two taster sessions in November, dates will be circulated. There will be many opportunities for governors to be involved.</p>	<b>GFM</b>
<b>5.</b>	<b>Shadow Council of Governors Input into: Trust Vision, Values and Objectives</b>	
5.1	<p>SJ presented this item sharing some initial thoughts on the review of the Trusts Vision, values and strategic objectives which is part of the business planning process that started in September. The governors were asked to rate their views relating to each of the specific questions posed using “turning point”.</p> <ul style="list-style-type: none"> <li>• Pursuing perfection</li> <li>• The Trust’s values</li> <li>• Strategic intent <ul style="list-style-type: none"> <li>○ Affordability was the main point of discussion, timing raised as well as local services do not necessarily need to be highly profitable and therefore a hospital can develop loyalty.</li> </ul> </li> <li>• Strategic objectives (Based on the 5 Care Quality Commission domains) was an area that that the governors expressed the need for greater clarity. <ul style="list-style-type: none"> <li>○ It was also noted that throughout there was no mention of staff and this should be considered for inclusion</li> <li>○ The delivery of innovative training, research and care as a Teaching Hospital was noted by governors as an area that was omitted and the Trust should promote this much more in their strategic objectives.</li> </ul> </li> </ul> <p>The Chairman noted that comments received in the meeting will be taken on board as much as possible and discussed at the Executive Committee and fed back. Governors will then be given the opportunity to comment again before the next Inaugural Shadow Council of Governors Meeting or before the details are approved by the Board.</p> <p>SJ will circulate via email the individual objectives which underpin each strategic objective which would bring greater to the overall plans of the Trust. Strategy, vision and values statements will continue to be further updated as consultation takes places throughout the Trust.</p>	<p><b>SJ</b></p> <p><b>SJ</b></p>
<b>6.</b>	<b>Draft Governor Code of Conduct</b>	
6.1	<p>CP presented this item. The Code of Conduct provides guidance on the principles of behaviour and conduct expected of all governors and it is based on national best practice and learning and input from the Trust’s Foundation Trust Project Board. The code is also linked to the Nolan Committee’s ‘Seven Principles of Public Life’</p> <p>CP noted a spelling error on page 1.</p>	

	<p>A query was raised on the first paragraph: “represent the views of FT members and support the Trust in its aims and priorities and ensure that its needs and interests are foremost in decision-making”. This should be updated with the emphasis on representation of the views of members.</p> <p>The Chairman noted there will be training in relation to the governor’s role and the membership strategy would also outline the best way for a governor to represent the views of their constituency members.</p> <p>Meeting agreed to update the first paragraph. Once ratified by the Trust Board the Code would be circulated and the final version made available for governors to sign up to.</p> <p>The Governor Code of Conduct was <b>approved</b>.</p>	<b>CP</b>
<b>7.</b>	<b>Communications Plan for Governors</b>	
7.1	<p>LW presented this item which outlined a clear communications plan between governors and the Trust.</p> <p>Queries raised included using different ways and forms of communication. LW noted that there will be longer term communication plan using a variety of mediums and platforms. There will also be a membership development group in which to have a better discussion however if there was anything to discuss or raise after the meeting LW would be happy to discuss further.</p> <p>A number of governors could not open the PDFs attached on the agenda. LW apologised for this noting there will be an area on the website for governors to access papers so this will be a smoother process in future.</p> <p>Governors asked about the opportunities and avenues where members can communicate their views to SASH. LW noted again that the Trust is looking at further development of the member’s web pages as well as a range of other forums.</p> <p>Governors asked about the process for how agenda items put forward by governors from their constituents would work. The Chairman noted if there are consistent issues arising from members then these should be put forward as agenda items and come through the Director of Corporate Affairs.</p> <p>Membership and the local population were also raised. GFM noted that one of the ways in which the Trust communicates is through the Health Focus magazine, not just focussing on membership but also raising awareness within the local community about the role of governors.</p> <p>Governors asked that information and agenda items for future should be provided early so they have the time to read and digest. The Chairman stated the governors would be alerted in good time so they could respond. LW noted that a discussion forum on the internet would be developed for governors. .</p> <p>The meeting <b>approved</b> the Communications Plan.</p>	<p><b>All Govs</b></p> <p><b>LW</b></p>
<b>8.</b>	<b>Draft Foundation Trust Membership Development Strategy</b>	
8.1	<p>GFM presented this item noting this is the Trust’s second development strategy which builds on the previous work undertaken by the Trust. Overall, the Trust has a membership of 10,209 which exceeded the original target of 9,500. However, there were some areas where we could increase numbers. The strategy also outlined the need for a representative membership both in terms of age, diversity and hard to reach groups.</p>	

	<p>The strategy set out three key objectives:</p> <ul style="list-style-type: none"> <li>o maintaining membership</li> <li>o communications</li> <li>o engagement</li> </ul> <p>Each objective had key milestones which would need to be implemented over time with the ultimate aim of having an engaged, informed and active membership.</p> <p>GF-M noted that pages 6 and 7 of the report showed the membership numbers achieved in each constituency from the original targets set 18 months ago.</p> <p>One of the elected governors for Tandridge District raised a concern that membership is below the target level in the Tandridge area and more work needs to be done to increase representation. Health literacy was raised and noted as well as hard to reach groups.</p> <p>GFM confirmed that the membership development group would focus on developing actions and plans to increase membership in specific areas and bring recommendations back to the Shadow council.</p> <p>GFM will send out a message so that a group can be set up on how membership can be taken forward based on the principles within the strategy.</p> <p>Meeting <b>approved</b> the revised FT membership Development Strategy and the recommendation to set up a membership development sub-group.</p>	<b>GFM</b>
<b>9.</b>	<b>Governor Expenses Policy</b>	
9.1	<p>CP presented this item with points of interest being the policy is based on the shortest distance of travel which is a fair system adopted by the Trust and secondly, expenses will be paid by a cheque.</p> <p>Concerns were raised on governors being reimbursed paid by cheque which would be difficult. CP to pursue with Finance the use of BACS. If this is agreed, Governors would need to agree to share their bank details with the Trust.</p> <p>It was also agreed that nomination governors from partner organisations would have their expenses paid by their partner organisation.</p> <p>Meeting <b>approved</b> the Governor Expenses policy.</p>	<b>CP</b>
<b>10</b>	<b>Any Other Business</b>	
10.1	<p><b>AOB</b></p> <p>Indemnity insurance was raised whereby if governors are talking to people out in the community and say something which may not be correct this could lead to civil action. GFM stated that this is included in the Trust's Constitution and will be an agenda item for the next meeting.</p>	<b>GFM</b>
10.2	<p><b>Patient Experience Forum Legacy Report</b></p> <p>GFM raised awareness of the patient experience forum noting the forum is in the process of putting together a legacy document to pass onto the shadow council of governors for information, sharing areas where more work around patient engagement and involvement is required. This will be circulated before the next meeting and will be an agenda item for the January 2016 meeting.</p>	<b>GF-M</b>

10.3	<p><b>ID Forms for Security Passes</b></p> <p>GFM noted that there are ID forms for governors to fill out and sign and leave with her to enable governors to get an ID security pass which will be important when visiting the hospital. Governors were also asked to email updated photographs if they wish these to be changed.</p>	
10.4	<p><b>Review of the Meeting</b></p> <p>Meeting agreed there was sufficient information, on time with a balanced agenda and contribution to discussion. Meeting agreed the timing and day of the week was suitable however, the Atrium could be used instead of Trust Rooms 7 and 8 as a venue. Paper copies of the agenda and documents to be available at the meeting. It was also suggested that rather than paper copies being available, a screen for the agenda and papers could be used.</p>	
10.5	<p><b>Dates of Meetings - 2016</b></p> <p>26 January – 6.00pm – 8.00pm  12 April – 6.00pm – 8.00pm  19 July - 6.00pm – 8.00pm  18 October – 6.00pm – 8.00pm</p>	